



Special Resolutions

Requires a 75 % majority of those voting members who actually vote to be passed. This includes proxy votes as well as those members present at AGM.

Amendment of Articles Of Association:

The undernoted resolutions are presented to the Membership of Scottish Archery for consideration:

Special Resolution 1:

That the current definition of 'Sport' in the Articles of Association which states:

"**Sport**" means all forms of archery practised in Scotland, including, but not limited to, target and field archery events and meetings, excluding bowhunting, to the extent that they are governed by the rules of Archery GB and World Archery"

be deleted and replaced with the following definition

"**Sport**" means all forms of archery practised in Scotland, including, but not limited to, target and field archery events and meetings, excluding bowhunting, to the extent that they are governed by the rules of Archery GB and World Archery [and including 'ScotSoft Archery as defined in the SAA Bye Laws](#);"

Special Resolution 2:

That the current definition of 'Voting Members' in the Articles of Association which states:

"**Voting Members**" means all Members of the Company other than individual junior and junior associate members under the age of 18 years"

be deleted and replaced with the following:

"**Voting Members**" means all Members of the Company other than individual junior and junior associate members under the age of 18 years [and all individuals in their capacity as members of 'ScotSoft Archery' clubs](#);"

Special Resolution 3:

That the following is included as a new article 8.1 in the Articles of Association and that the remainder of article 8 be re-numbered accordingly:

["8.1 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex; sexual orientation, political or other opinion."](#)

Special Resolution 4:

That the current article 8.4 which states:

"8.4 No person shall become a Member of the Company unless he complies with the conditions of membership for the class of membership to which he is applying and is a member of Archery GB. Any person wishing to become

a Member of the Company shall complete an initial application for membership in a form approved by the Board from time to time and submit such application to the Company."

be deleted and replaced with the following as the new article 8.4:

"8.4 No person shall become a Member of the Company unless he complies with the conditions of membership for the class of membership to which he is applying and is a member of Archery GB. [The only exception to this shall be members of 'ScotSoft Archery' Clubs as defined in the organisation's Bye Laws where such members can become members of Scottish Archery without the requirement to also be members of Archery GB](#) Any person wishing to become a Member of the Company shall complete an initial application for membership in a form approved by the Board from time to time and submit such application to the Company."

Special Resolution 5:

That articles 13.2 to articles 13.8 (inclusive) in the current Articles of Association be deleted and replaced with the following:

"13.2. The Board shall consist of the following directors:

13.2.1 the chairperson;

13.2.2 up to eight (8) other directors who will fill positions determined by the Board from time to time. Wherever possible [up to four \(4\) of the eight \(8\) other directors may consist of independent](#) directors with relevant skills and qualifications [who](#) should be independent of the Company and not be Members of the Company.

13.3 [The chairperson of the Board shall be appointed as follows:](#)

[13.3.1 any person whether or not they are a Member, wishing to be elected as chairperson shall provide details of his curriculum vitae, in a form approved by the Board from time to time, to the Board not less than six \(6\) weeks prior to the date of the General Meeting at which the Board have indicated that the chairperson is to be appointed by the Voting Members;](#)

[13.3.1 any Voting Member may nominate one or more individual to be considered as the chairperson in writing to the Board not less than six \(6\) weeks prior to the date of the general meeting at which the Board have indicated the chairperson is to be appointed by the Voting Members. Such nominations require to have been signed by the nominee to confirm his willingness to be appointed as chairperson and including details of the nominee's curriculum vitae, in a form approved by the Board from time to time;](#)

[13.3.2 at the General Meeting, if only one nomination has been received for a vacant position, that nominee shall be elected if a majority of the Voting Members' properly recorded votes are in favour of that nominee's election as chairperson at the General Meeting. If there are two or more candidates, the candidate for whom the higher or highest number of properly recorded votes cast by the Voting Members, shall be declared elected as chairperson and, in the event of an equality of votes, the decision to be made by the toss of a coin.](#)

13.4 The directors, [other than the chairperson provided for in article 13.2.1 and the independent directors provided for in article 13.2.3](#) shall be appointed as follows:

13.4.1 any Member, who has paid in full any subscription fees due to the Company, wishing to be elected as a director shall provide details of his curriculum vitae, in a form approved by the Board from time to time, to the Board not less than six (6) weeks prior to the date of the General Meeting at which the Board have indicated a director is to be appointed by the Voting Members;

13.4.2 any Voting Member may nominate one or more Member(s) to be considered as a director in writing

to the Board not less than six (6) weeks prior to the date of the general meeting at which the Board have indicated a director is to be appointed by the Voting Members. Such nominations require to have been signed by the nominee to confirm his willingness to be appointed and including details of the nominee's curriculum vitae, in a form approved by the Board from time to time;

13.4.3 at the General Meeting, if only one nomination has been received for a vacant position, that nominee shall be elected if a majority of the Voting Members' properly recorded votes are in favour of that nominee's election at the General Meeting. If there are two or more candidates, the candidate for whom the higher or highest number of properly recorded votes cast by the Voting Members, shall be declared elected and, in the event of an equality of votes, the decision to be made by the toss of a coin,

provided always that no more than four (4) individuals may hold office as director following appointment under this article 13.4, at any given time.

13.5 Each of the independent directors provided for in article 13.2.3, may be nominated for the co-opted office of independent director detailed in article 13.2.3 by a majority vote of the Board. Notice of the Board's nominees for the office of independent director shall be given to the Voting Members and each such appointment as independent director shall only be effective if approved by the Voting Members by ordinary resolution at an Annual General Meeting.

Each such independent director need not be members of Archery GB.

13.6 Each of the directors appointed pursuant to article 13.3 or 13.4 may hold office until the third Annual General Meeting after the General Meeting at which he was first appointed, and shall have the option to stand for re-election for a further three year term at the expiry of that period. If not re-appointed, the director shall stand down immediately. If willing to act, independent director(s) may be re-appointed for a further three year term if approved by the Voting Members by ordinary resolution at the third Annual General Meeting after the General Meeting at which he was first appointed and if not re-appointed, the relevant independent director shall stand down immediately. If a director (whether appointed pursuant to article 13.3, 13.4 or 13.5 respectively) is re-appointed pursuant to this article 13.6 he shall retire at the close of the sixth Annual General Meeting held after the General Meeting at which he was first appointed.

13.7 The Board may act notwithstanding any vacancy or vacancies in its body. The Board shall have the power to co-opt individuals to fill any casual vacancies and such co-opted individuals will assume the same rights and responsibilities as a director although they must be elected at the next General or Annual General Meeting of the Company

13.7.1 Individuals who have been co-opted onto the Board do not assume the full office of director until after their election at a General Meeting and their initial term commences from their date of election.

13.7.2 No director of the Company shall be eligible for re-election after holding the position for a continuous period of six years from their original date of appointment. Following such retirement, a director shall not be eligible to sit on the Board for a period of twelve months following which he shall be entitled to stand for election.

13.8 The office of director shall be vacated in accordance with

13.8.1 Article 18, of the Model Articles

13.8.2 if the relevant director (other than an independent director) ceases to be a Member of the Company or Archery GB or

13.8.3 if he resigns from office of director or

13.8.4 if he is removed from office by a resolution passed pursuant to section 168 of the Act.

13.9 It shall be competent for the Board to co-opt an individual who is willing to act as a director of the Company to fill a casual vacancy arising by virtue of a director ceasing to hold office for whatever

reason or by reason of no person being nominated for election for a particular position, but such co-opted individual shall hold office only to the next Annual General Meeting of the Company when such individual shall be required to stand for election as a director."

Special Resolution 6:

That the current article 25.7 which states

"25.7 Notwithstanding article 25.7 Voting Members may propose resolutions to the Board to be considered at such meetings provided"

be deleted and replaced with the following

"25.7 Notwithstanding article 25.6 Voting Members may propose resolutions to the Board to be considered at such meetings provided"

Special Resolution 7:

That the current definition of 'Board' in the Articles of Association which states:

"**Board**" means the board of directors of the Company appointed pursuant to article 13.3 from time to time;"

be deleted and replaced with the following definition

"**Board**" means the board of directors of the Company appointed pursuant to article 13. from time to time;"

Special Resolution 8:

That the current article 17.3.1 which states

"17.3.1 to co-opt individuals to act as directors as per article 13.6 to assist, if required, with the calling of a General Meeting as noted below."

be deleted and replaced with the following

"17.3.1 to co-opt individuals to act as directors as per article 13.7 to assist, if required, with the calling of a General Meeting as noted below."

Ordinary Resolutions:

Requires a simple majority (i.e. more than 50%) of those voting members who actually vote to be passed. This includes proxy votes as well as those members present at AGM.

Amendment of Bye Laws

Ordinary Resolution 1:

That the following be included as a new Bye Law relating to Inclusion

"Bye Law 2: Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex; sexual orientation, political or other opinion."

Ordinary Resolution 2:

That Bye Law 2.1.11 which states:

" "University Student" Any University Student may affiliate to SAA and shall pay an appropriate subscription fee as determined by the Board and ratified at an AGM. Each member shall have the responsibility of ensuring the affiliation fee is paid timeously."

be deleted and replaced with the following:

"Student" Any [matriculated](#) Student may affiliate to SAA and shall pay an appropriate subscription fee as determined by the Board and ratified at an AGM. Each member shall have the responsibility of ensuring the affiliation fee is paid timeously."

Ordinary Resolution 3:

That the current Bye Law 2.2.

which states "Members of Archery GB may choose not to apply for membership of the SAA, but in doing so they will not be eligible to represent Scotland or any of its areas in competitions and will not be eligible to claim a Scottish record. In addition they will not be covered by any of the SAA policies, including the Protection of Vulnerable Groups Policy, in force from time to time" [be removed from the Scottish Archery Bye Laws](#)

Ordinary Resolutions 4:

[That the following amendments all be made to the Scottish Archery Bye Laws namely that:](#)

[\(i\) the following be included as a new Bye Law \(2.1.12\)](#)

"[ScotSoft Archery Member](#)" Any member of a 'ScotSoft Archery' Club as defined in 6.2.5 who has paid the appropriate subscription fee shall be eligible to membership of SAA within this specific category of membership only. No such member shall have any voting rights at General Meetings of SAA, nor shall such members have insurance cover through Archery GB unless membership of that organization is also taken."

[\(ii\) the current Bye Law 3.2 which states](#)

"Each Junior / Student / School / Scout Troop Club shall pay a single fee in respect of all of their members who are registered Members."

be deleted and replaced with the following:

"Each Junior / Student/ School / Scout Troop /[ScotSoft Archery Club](#) shall pay a single fee in respect of all of their members who are registered Members."

[\(iii\) a new Bye Law \(6.2.5\) be included in the Scottish Archery Bye Laws to allow for the proposed membership of 'ScotSoft Archery Clubs' as follows:](#)

"["ScotSoft Archery Clubs"](#) – Clubs where the sport of archery is restricted to the use of arrows that have foam or rubber sucker tips (or equivalent). Such Clubs do not require to have Constitutions in place and may be affiliated to the SAA on terms as may be determined by the Board"

[\(iv\) current Bye Law 6.3 which states:](#)

"Individual members and all members (apart from junior and student members under the age of 18 years) of the above categories of clubs, shall be considered individual members of the Company and have full voting rights."

be deleted and replaced with the following:

"Individual members and all members (apart from junior and student members under the age of 18 years) of the above categories of clubs, [excluding 'ScotSoft Archery Club' members](#) shall be considered individual members of the Company and have full voting rights."

and

[\(v\) current Bye Law 6.4 which states:](#)

"Clubs shall administer their own affairs in accordance with their own constitution, and subject to the jurisdiction of their Area, SAA and Archery GB, and each Club shall abide by the Rules (including the Archery GB Shooting Administrative Procedures) and the Articles. A member of a Club affiliated to the SAA will be eligible to represent Scotland subject to any residency rules that may be in place from time to time or any of its areas in competitions and will be eligible to claim a Scottish record."

be replaced with the following:

"Clubs shall administer their own affairs in accordance with their own constitution, and subject to the jurisdiction of their Area, SAA and Archery GB, and each Club shall abide by the Rules (including the Archery GB Shooting Administrative Procedures – [except for those clubs defined as ScotSoft Archery Clubs](#)) and the Articles. A member of a Club affiliated to the SAA will be eligible to represent Scotland subject to any residency rules that may be in place from time to time or any of its areas in competitions and will be eligible to claim a Scottish record."

Ordinary Resolution 5:

That Bye Law 3.9 which states

"Where there are exceptional circumstances (accident, ill health, bereavement or similar) associated with lapse of membership the Director of Membership Services, at his sole discretion, may authorise a pro rata fee when the member rejoins."

be deleted and replaced with the following:

"Where there are exceptional circumstances (accident, ill health, bereavement or similar) associated with lapse of membership the [Director with responsibility for membership issues](#) at his sole discretion, may authorise a pro rata fee when the member rejoins."