

**BYE-LAWS OF THE
SCOTTISH RUGBY UNION**

(As amended by the members in General Meeting on 15 December 2021)

Name and Composition

1. The Union shall be called the SCOTTISH RUGBY UNION (hereinafter referred to as the Union). The Membership of the Union shall be divided into different classes and shall consist of the following:-
 - 1.1 Full Members comprising clubs who are for the time being Full Members of the Union (hereinafter referred to as Full Member Clubs).
 - 1.2 Associate Members comprising clubs who are not Full Member Clubs but who are for the time being Associate Members of the Union (hereinafter referred to as Associate Clubs).
 - 1.3 Affiliate Members comprising:-
 - 1.3.1 The registered holders of Debentures issued by the Union.
 - 1.3.2 Any rugby playing school in Scotland whose application for Affiliate Membership has been granted by the board of directors of Scottish Rugby Union plc (hereinafter referred to as the Scottish Rugby Board).
 - 1.4 *Ex officio* Members comprising Past Presidents of the Union, Trustees for the Union and members of the Scottish Rugby Council and the non-executive directors of Scottish Rugby Union plc during their terms of office.
 - 1.5 Honorary Members comprising:-
 - 1.5.1 Members of Unions playing rugby football who are invited by the Union to play rugby football in Scotland during the period of their stay in Scotland as guests for the purpose of playing rugby football.
 - 1.5.2 Any other past player or person of distinction whom the Scottish Rugby Council desire to honour by election to Membership, temporary or permanent.
 - 1.6 Associated Bodies comprising:-
 - 1.6.1 the Scottish Rugby Union Schools Division; and
 - 1.6.2 the Scottish Rugby Referees Association.
 - 1.7 Affiliated Bodies comprising such bodies as may be admitted by the Scottish Rugby Board from time to time as appropriate to be affiliated to the Union as an Affiliated Body. An Affiliated Body shall have the right to attend and send a representative to general meetings of the Union and such representative shall be entitled to address the meeting but shall have no vote. The President, in addition to his other roles, shall have responsibility to represent the interests of Affiliated Bodies on the Scottish Rugby Council.

Objects

2. The Objects of the Union shall be:-
 - 2.1 to act as the governing body of the game of rugby football in Scotland;
 - 2.2 to promote, encourage and extend the game of rugby football throughout Scotland;
 - 2.3 to be a member of World Rugby and such other bodies as the Scottish Rugby Board may from time to time determine and to facilitate the playing of representative rugby at all levels;
 - 2.4 to arrange trial, representative, international and other matches which may be for the good of rugby football; and
 - 2.5 to assist clubs which are Full Members or Associate Members, and Associated Bodies in furtherance of the Objects of the Union.

Income and Eventual Disposal of Assets

- 3.1 The income of the Union shall be obtained from entrance money and annual subscriptions from Full Member Clubs and Associate Clubs, other subscriptions, interest on investments, gate monies and ticket receipts in respect of trial, representative, international and other matches arranged by the Union and general income from other sources including income derived from general trading and financial support of all kinds from third parties.
- 3.2 Any surpluses arising from the administration of rugby football by the Union, after making full provision for all expenditure including depreciation on property and plant and the maintenance of a reserve fund, shall be used for the promotion, encouragement and extension of rugby football whether professional or otherwise.
- 3.3 In the event of the dissolution of the Union all available assets, after the discharge of all liabilities including the Debentures outstanding, shall be distributed amongst the Full Member Clubs and Associated Clubs in such manner and subject to such conditions as the Scottish Rugby Council at the time of dissolution may in its sole discretion consider to be fair and reasonable.

Distribution of Tickets for International Matches

4. The whole of the available admission tickets for international matches played in Scotland shall be sold to Full Member Clubs, Associate Clubs, Affiliate Members, Associated Bodies, *ex officio* Members and Honorary Members together with such others at prices and in such manner as the Scottish Rugby Board may determine, and the Scottish Rugby Board, subject to the conditions contained in the Debentures Certificates shall allocate such tickets on an equitable basis.

Nomination of clubs for Membership

- 5.1. Subject to the qualifications hereinafter specified, any Associate Club shall be eligible for, and may be admitted to, Full Membership of the Union, but, before being admitted, such Associate Club must be duly proposed and seconded by two Full Member Clubs in the Area (as hereinafter defined) in which such Associate Club is situated.
- 5.2 Any club playing rugby football under the auspices of the Union, which is not a Full Member Club, shall be eligible for, and may be admitted to, Associate Membership of the Union. An application for

Associate Membership shall require to be made in writing to the Secretary and shall be countersigned in support of the application by the secretary or other office-bearer of two Full Member Clubs in the Area in which the club is situated. An application for Associate Membership shall be determined by the Scottish Rugby Board.

- 5.3 An application for Full Membership or Associate Membership by a club whose Home Ground is situated outwith Scotland will require the approval of the Scottish Rugby Board and the countersignature of the application may be provided by the secretary or other office-bearer of any two Full Member Clubs.
- 5.4 Nominations for Full Membership must reach the Secretary not later than the last day of May in each year.

Qualification for New Full Members and control of clubs

- 6.1. No Associate Club shall be eligible for Full Membership of the Union unless it has all the following qualifications:-
 - 6.1.1 unbroken Associate Membership of the Union for a period of not less than three years.
 - 6.1.2. ownership or satisfactory tenure of, or the right to use a ground with adequate facilities.
 - 6.1.3 membership of not less than fifty covering a period of not less than three years immediately prior to nomination.
 - 6.1.4 playing in a league for three full seasons (excluding age group leagues) and which league is designated as a qualifying league for the purpose of this Bye-Law by the Scottish Rugby Board.
- 6.2 In the event that a Full Member Club fails to maintain the criteria for Full Membership of the Union for a continuous period of three years the Scottish Rugby Board may resolve to remove the Club from the list of Full Member Clubs and such Club shall henceforth become an Associate Club.
- 6.3 In the event that a Full Member Club or an Associate Club wishes to transfer its assets and liabilities to another legal entity for the purposes of re-structuring or reorganisation then such club may do so and the other legal entity shall replace such club as the club admitted to Full or Associate Membership of the Union, provided the Scottish Rugby Board has approved the proposed scheme of re-structuring or re-organisation.
- 6.4. In the event that a Full Member Club or Associate Club is connected in the operation of its affairs to another legal entity such club may seek recognition by the Union of such entity as a body or organisation affiliated indirectly to the Union. In granting such recognition the Scottish Rugby Board may impose such conditions as it considers appropriate.
- 6.5. No legal entity (whether an individual, body corporate, unincorporated body, partnership or trust) may own or control more than one Full Member Club or Associate Club whether acting on its own or in concert with any other entity or entities. Entities will be deemed to be acting in concert if (a) they are controlled by another entity or (b) pursuant to an agreement or understanding (whether formal or informal) such entities actively co-operate to obtain or consolidate control of a club, or to share in the potential financial success or failure of such a club or any of its business enterprises. For the purpose of this Bye-Law “control” means (a) in relation to any entities other than a body corporate, the power of a legal person or legal persons acting alone or in concert to secure, by virtue of the rules regulating the club that the affairs of the club are or could be conducted in accordance with their wishes, or (b) in relation to a body corporate that the entity or entities acting in concert either directly or indirectly has or would have a controlling interest in the club or (although not having such an interest in the club)

such entities are capable of securing that the affairs of the club are conducted in accordance with their wishes, and for this purpose an entity has or entities acting in concert have a controlling interest in a club if it or they hold directly or indirectly 25% or more of the equity capital or voting power in it.

Admission of Full Members

7. Admission to Full Membership shall be by vote of those present and entitled to vote at the Annual General Meeting of the Union, as afterwards provided for, and the votes of two-thirds of those present and entitled to vote shall be required to admit.

Bye-Laws to be binding on Members

8. Each Full Member Club, Associate Club, Associated Body and Affiliated Body on becoming a Full Member, Associate Member, Associated Body or Affiliated Body respectively of the Union, shall be furnished with a copy of the Bye-Laws of the Union, the Laws of Game and Regulations as promulgated by World Rugby, and all policies, codes and procedures in relation to standards of ethics, the regulation of doping and disciplinary processes. The said bodies undertake to be bound by the same (without proof of receipt being required) and to ensure that all of their members likewise are so bound. Each such body further accepts that the Union shall be the sole tribunal or court of appeal in Scotland in all matters connected with the game of rugby football in so far as permissible by law.

Entrance money and subscription

9. The entrance money for each Full Member Club shall be such sum as the Scottish Rugby Board may from time to time resolve, and the annual subscription for each Full Member Club, Associate Club and Associated Body shall be such sum as the Scottish Rugby Board may from time to time resolve, payable in advance, on or before the first day of October in each year. Should the subscription of any Full Member Club or Associate Club remain in arrear for more than three months, the defaulting club shall, if it remain unpaid after intimation from the Secretary, be removed from the Membership of the Union.

Resignation of Members

10. Any Full Member Club or Associate Club wishing to withdraw from the Membership of the Union must send notice in writing to that effect to the Secretary not later than the last day of September in each year, otherwise such club shall be liable for the annual subscription for the current season.

Scottish Rugby Council

- 11.1 The Scottish Rugby Council shall comprise the President and the Vice-President of the Union and persons from four divisions namely:-
 - 11.1.1 four persons, one of whom is elected by those clubs at the time of election in the Premier Division and one of whom is elected to represent each National Division by those clubs at the time of election in each of the National Divisions.
 - 11.1.2 six persons (Regional League Representative members) elected by clubs not eligible to elect any person under Bye-Law 11.1.1, based on a geographical basis such that there shall be one representative each from (a) Glasgow North Area, (b) Glasgow South Area, (c) Edinburgh Area, (d) Scottish Borders Area, (e) North Area, and (f) Midlands Area. The geographical boundaries of the Areas shall be fixed from time to time by the Scottish Rugby Board. The Glasgow North Area and the Glasgow South Area combined shall form the West region; the Edinburgh Area

and the Scottish Borders Area combined shall form the East region; and the Midlands Area and the North Area combined shall form the Caledonia region.

- 11.1.3 three persons, one of whom is elected by each of (a) the Scottish Women's Rugby Forum (b) the Scottish Rugby Referees Association, and (c) the Scottish Rugby Union Schools Division.
- 11.1.4 one person (Scottish Exile Club Representative member), who shall be nominated by a member club whose Home Ground is situated outside Scotland not otherwise represented on the Scottish Rugby Council, elected at the Annual General Meeting.

The foregoing elections shall be conducted in accordance with the procedures set out in the Appendix.

- 11.2 With the exception of the President and the Vice-President of the Union, and subject to the application of the Bye-Laws and the Election Rules, each member of the Scottish Rugby Council shall be elected for a period not exceeding three years before requiring to stand for re-election.
- 11.3 A person may only serve as a member of the Scottish Rugby Council, other than as President and /or Vice-President or in an *ex officio* capacity, for a maximum of six years, whether continuously or as the aggregate of a series of shorter periods, and thereafter must allow three years to expire before being eligible for re-election. Prior years' service will continue to count towards the maximum period of six years until a three-year period out of office has elapsed since the most recent of those prior years. For the purposes of this Bye-Law a year is the period between one Annual General Meeting and the next.
- 11.4 The President and the Vice-President shall be the Chairman and Vice-Chairman respectively of the Scottish Rugby Council and will hold office in those capacities for the duration of their periods in office as President and Vice-President, respectively. The President will sit as a non-executive director on the Scottish Rugby Board. If the Vice-President has not been elected by the Scottish Rugby Council to be a non-executive director on the Scottish Rugby Board, the Vice-President shall, subject to his or her consent to the Code of Conduct, be entitled to attend meetings of the Scottish Rugby Board during the term of his or her Vice-Presidency, as an observer but shall not be entitled to vote at such meetings.
- 11.5 At a meeting immediately following the Annual General Meeting of the Union, or as soon as reasonably practicable after the Annual General Meeting, the Scottish Rugby Council will elect three of its members, in addition to the President to sit as non-executive directors on the Scottish Rugby Board. Subject to these Bye-Laws and the Election Rules, these members will be elected to serve three year terms as such directors, such service to commence upon election or such other time as may have been determined at the time of election. In the event of a person elected by the Scottish Rugby Council to the Scottish Rugby Board ceasing for any reason to be a member of the Scottish Rugby Council and not being re-elected or reaffirmed as a member of the Scottish Rugby Council that person's appointment to the Scottish Rugby Board will cease at the time of cessation of his or her membership of the Scottish Rugby Council.
- 11.6 The Scottish Rugby Council may appoint annually additional persons to hold positions representing the Union on international bodies, subject to such persons having been approved in advance by the Scottish Rugby Board, on the recommendation of the Nomination Committee of the Scottish Rugby Board. Such persons shall be members of the Scottish Rugby Council *ex officio* so long as the position on an international body is held. Such co-opted person shall have no vote at any meeting of the Scottish Rugby Council or, in their capacity as a Council Member, at a General Meeting of the Union.

11.7 Each member of the Scottish Rugby Council will require to consent in writing to such Code of Conduct as the Scottish Rugby Board¹ may from time to time require applying to him or her as an individual. In the event that any person elected or co-opted to the Scottish Rugby Council refuses to so consent such person may be removed from office by resolution of the Scottish Rugby Board.

12. **President and Vice-President of the Union**

For the purposes of this Bye-Law 12, a “year” means the period between one Annual General Meeting and the next.

12.1 Subject to this Bye-Law 12, the Vice-President will be elected at an Annual General Meeting and will hold office for a period of 2 years starting from the conclusion of that Annual General Meeting.

12.2 At the end of the period referred to in Bye-Law 12.1, ratification will be sought from an Annual General Meeting for the Vice-President’s succession to the office of President for a further period of 2 years starting from the conclusion of that Annual General Meeting.

12.3 The Vice-President and the President (and any interim appointee pursuant to Bye-Law 12.8 or Bye-Law 12.10) must be a member of a Full Member Club or an Associate Club.

12.4 Without prejudice to interim appointments made under Bye-Law 12.8 or Bye-Law 12.10, a person is only eligible to be elected once as Vice-President and to hold office once as President.

12.5 No person will be entitled to hold the office of President for more than 3 years by operation of Bye-Law 12.7.

12.6 All candidate nominations for election as Vice President:

12.6.1 must be submitted to the Secretary of the Union by 31 May in the year in which the election is to take place (or such date as the Scottish Rugby Board may determine to allow the electoral process to function properly);

12.6.2 must be signed by the secretaries of the Full Member Clubs proposing or seconding the nomination; and

12.6.3 must be accompanied by:

a) a form or forms signed by the secretaries of ten additional Full Member Clubs signifying satisfaction as to the suitability of the nominee to be elected; and

b) the nominee’s curriculum vitae (one sheet and no more than 350 words).

By submitting a nomination and curriculum vitae, nominees will be deemed to have consented to publication of the same on the Union’s website for a suitable period prior to the election.

12.7 If a vacancy arises during the President’s term of office, the Scottish Rugby Council will appoint the Vice-President as President for the remainder of the President’s term of office, without prejudice to the ability of such appointee to be ratified as President in their own right at the next Annual General Meeting in accordance with Bye-Law 12.2 (subject to Bye-Law 12.5).

¹ Important Note: See Note at the end of Bye-Laws regarding the effect of a motion passed on 26 November 2020.

- 12.8 Subject to Bye-Law 12.9, if a vacancy arises during the Vice-President's term of office, the Scottish Rugby Council and/or the Scottish Rugby Board will promptly requisition a Special General Meeting to elect a new Vice-President. Such person will serve for the remainder of the Vice-President's term of office and until such time as the office of President becomes vacant, upon which ratification will be sought from an Annual General Meeting for such person's succession to the office of President in accordance with Bye-Law 12.2. Where this Bye-Law 12.8 applies, the Scottish Rugby Council may appoint an interim Vice-President from members of the Scottish Rugby Council to serve until a new Vice-President has been elected in accordance with this Bye-Law 12.8, or until the next Annual General Meeting/Special General Meeting (whichever is sooner).
- 12.9 If a vacancy arises during the Vice-President's term of office prior to an Annual General Meeting at which a Vice-Presidential election is ordinarily due to be called and the relevant Vice-Presidential election process has commenced, Bye-Law 12.8 will not apply and the office of Vice-President will remain vacant until a new Vice-President has been elected at that Annual General Meeting in accordance with Bye-Law 12.1.
- 12.10 If the offices of President and Vice-President become vacant at the same time, the Scottish Rugby Council and/or the Scottish Rugby Board will promptly requisition a Special General Meeting to elect a new Vice-President and President and, in such circumstances, the Scottish Rugby Council may appoint an interim President and/or interim Vice-President from members of the Scottish Rugby Council to serve until either a replacement President and Vice-President have been elected in accordance with this Bye-Law 12.10, or until the next Annual General Meeting/Special General Meeting (whichever is sooner).
- 12.11 If by operation of this Bye-Law 12 the Union is left without a President at an Annual General Meeting, the Vice-President will be ratified as President at that Annual General Meeting in accordance with Bye-Law 12.2 and the Scottish Rugby Council and/or the Scottish Rugby Board will promptly requisition a Special General Meeting to elect a new Vice-President in accordance with Bye-Law 12.8.
13. **Secretary**
- 13.1 The Secretary of the Union will be the person appointed as Secretary of Scottish Rugby Union plc by the Scottish Rugby Board. The Secretary of the Union will attend, but will have no vote at, an Annual General Meeting or Special General Meeting of the Union.
- 13.2 The Secretary of the Council will be appointed by the Scottish Rugby Board and approved by the Scottish Rugby Council. The Secretary of the Council will attend, but will have no vote at, meetings of the Scottish Rugby Council. The Secretary of the Council will not require to be the same person as the Secretary of the Union.
14. **Responsibilities of Scottish Rugby Council**
- 14.1 The Scottish Rugby Council shall oversee and review the management of such of the affairs of the Union and the executive management thereof as are delegated to the Board of Scottish Rugby Union Ltd, subject always to bye-law 15.1 as amended herein, which allows the Union on the advice of the Scottish Rugby Council to take back such delegated affairs and executive management, in whole or in part.
- 14.2 The Scottish Rugby Council, in addition to the responsibility imposed in Bye-law 14.1, shall have the responsibility:-

- 14.2.1 To meet five times a year, the first meeting being held immediately following the Annual General Meeting of the Union and quarterly thereafter.
- 14.2.2 To develop and foster the game of rugby for the benefit of the Scottish rugby community and in particular to advance the game by encouraging the playing and coaching of rugby in all areas within the jurisdiction of the Union.
- 14.2.3 To determine the format of the national club competitions which are defined in the National Competition Rules' Appendix 1 Premiership and National League Regulations, following prior consultation with and subsequent approval from the Clubs at an AGM or SGM.
- 14.2.4 To review and, where appropriate, advise the Scottish Rugby Board on matters of policy and strategy with particular regard to rugby.
- 14.2.5 To ensure that the Union and its subsidiary company Scottish Rugby Union Ltd adopt systems of good governance.
- 14.2.6 To ensure that the business of the Union is being properly managed by quarterly reviews of the activities of the Scottish Rugby Board and as reported upon by the Chairman of the Scottish Rugby Board, the Chief Executive and the Scottish Rugby Council members on the Scottish Rugby Board.
- 14.2.7 To review quarterly the playing performances of the Professional Teams and the various representative teams at both international and other representative levels.
- 14.2.8 To review the Union's relations and communications with clubs, schools, referees, professional players, women's rugby, international bodies and other unions.
- 14.2.9 To represent the Union on the Boards of World Rugby and other international bodies, as considered appropriate.
- 14.2.10 To represent the Union at senior international matches and to provide a representative at all other international matches to encourage liaison with counterparts in other unions.
- 14.2.11 To endeavour to achieve success for the structure of the Union through the creation of harmonious relationships between the various bodies and committees within the Union and with the management of the Union at all levels.

Powers and Specific Functions of Scottish Rugby Board

- 15.1 The Union may perform the following matters in whole or in part acting directly or through Scottish Rugby Union Ltd or through such other arrangements as the Union may determine, namely:-
 - 15.1.1. The achievement of the objects of the Union.
 - 15.1.2 The management of the whole affairs of the Union and/or of the game of rugby football.
 - 15.1.3 The exercise of any power granted to the Union in terms of the Bye-Laws.
- 15.2 The Scottish Rugby Board are empowered to undertake the following specific functions on behalf of the Union:-
 - 15.2.1 to make, amend and replace codes, rules and procedures in relation to discipline both on and off the field of play and the implementation and enforcement thereof as they may from time to time deem appropriate.
 - 15.2.2 to regulate the prohibition and control of doping and to make, amend and enforce the SRU Anti-Doping Regulations. In this regard the Union is obliged by World Rugby to apply and comply with the World Rugby Regulations on Anti-Doping and in the event of any inconsistency

between the SRU Anti-Doping Regulations and the World Rugby Anti-Doping Regulations, the World Rugby Anti-Doping Regulations shall prevail.

- 15.2.3 to make policies, codes and procedures in relation to standards of ethics, including equity and child and vulnerable adult protection in the Game and the implementation and enforcement thereof in conjunction, where appropriate, with relevant agencies and other bodies.

General Meetings

- 16.1 General Meetings of the Union may be held by such method (whether in person, virtually, or as a hybrid of both methods) and at such location (including on or via an electronic or virtual platform) as the Scottish Rugby Council, after consultation with the Scottish Rugby Board, considers appropriate taking account of the nature of the business to be conducted, applicable laws, the safety and wellbeing of attendees, and other relevant circumstances.
- 16.2 The Union shall hold a general meeting in every calendar year as its Annual General Meeting at which its Financial Statements shall be laid before the meeting. The Annual General Meeting shall take place on such date occurring within 4 calendar months after the Scottish Rugby Union plc's financial year end but in any event by no later than 31 August in the calendar year, as the Scottish Rugby Board may determine.
- 16.3 A copy of the notice calling the Annual General Meeting shall be sent to the Secretary of the each Full Member Club and Associate Club and to each member of the Scottish Rugby Council and Scottish Rugby Board.

Attendance, Voting Powers and Quorum at General Meetings

- 17.1 In addition to the members of the Scottish Rugby Council, each Full Member Club and each Associated Body shall be entitled to send two members to any General Meeting of the Union, each of whom shall have one vote. The Associate Clubs in each Area shall be entitled in like manner to send two representatives for the Area, each of whom shall have one vote.
- 17.2 Meetings of the Associated Clubs in an Area to elect and instruct two representatives to attend General Meetings of the Union and vote as so instructed by a majority of those present and voting shall be called by the Secretary. No proxies shall be allowed and no representative may represent more than one Associate Club. Each Associate Club in an Area shall be entitled to send two representatives who must be members of such Associate Club. Each representative shall be entitled to one vote. One third of the total number of representatives eligible to vote in the Area shall form a quorum. It shall be open to the Associated Clubs in an Area to elect and instruct by postal or electronic voting, rather than by a Meeting provided that one half of the eligible clubs within the relevant constituency agree to the method proposed. If a Meeting is called and is not quorate the business will be conducted by postal or electronic vote. For the purposes of this Bye-Law, a vote submitted electronically must include a copy of the signed voting paper.
- 17.3 At all General Meetings of the Union the President of the Union, whom failing the Vice-President of the Union, shall take the chair. Voting at a General Meeting held entirely in person may be conducted by a show of hands and/or by poll. A poll may be demanded at the meeting, before or immediately following the result on a show of hands being declared, by: (i) the Chair of the meeting; or (ii) at least 2 people who are present at the meeting and entitled to vote. Voting at a General Meeting held entirely virtually or on a hybrid basis shall be conducted by poll only and in such manner as the Chair of the meeting directs. In the case of an equality of votes at a General Meeting, the Chairman shall have a casting as well as a deliberative vote. A third of the total members or representatives eligible to attend

and vote shall form a quorum for any General, Election, Scottish Rugby Council or Scottish Rugby Board Meeting. No proxies shall be allowed at any Annual General, Special General, Election, Scottish Rugby Council or Scottish Rugby Board Meeting; and no person shall represent more than one Full Member Club, Associate Clubs in an Area or Associated Body, nor shall have more than one vote.

- 17.4 All Past Presidents shall be entitled to attend all General Meetings, but they shall not be entitled to vote.
- 17.5 If, within half an hour of the time at which a General Meeting was due to start, the members or representatives attending the General Meeting do not constitute a quorum, or if during the General Meeting a quorum ceases to be present, the Chairman of the meeting must adjourn the meeting.
- 17.6 The Chairman of a General Meeting may adjourn a General Meeting at which a quorum is present if
 - 17.6.1 a simple majority of the members present and entitled to vote at the meeting consents to an adjournment; or
 - 17.6.2 it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting, or to ensure that the business of the meeting is conducted in an orderly manner.
- 17.7 The Chairman of a General Meeting must adjourn the meeting if directed to do so by a simple majority of the members present and entitled to vote at the meeting.
- 17.8 When adjourning a General Meeting the Chairman of the meeting must
 - 17.8.1 either specify the time, location and the method by which the adjourned meeting is to be held or state that it is to continue at a time, location and by such method as may be determined by the Scottish Rugby Board; and
 - 17.8.2 have regard to any directions as to the time, location and method of hosting the adjourned meeting that have been given by the meeting.
- 17.9 If the continuation of an adjourned General Meeting is to take place more than 14 days after the meeting was adjourned, the Secretary shall give at least 7 days' clear notice of the continued meeting to the same persons to whom notice of a General Meeting is required to be given and containing the same information which such notice is required to contain.
- 17.10 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Motions at Annual General Meeting

18. Notice of any motion to be voted on at the Annual General Meeting, whether to alter, rescind, or add to any Bye-Law or otherwise, formally signed by the secretaries of the Full Member Clubs or Associated Body proposing and seconding together with confirmation in writing signed by the secretaries of ten additional Full Member Clubs or Associated Bodies signifying support for the motion, or, in the case of the Scottish Rugby Council or the Scottish Rugby Board, by the respective Chairmen thereof and the Secretary, shall be given in writing to the Secretary not later than 31 May in each year. A copy of such notice shall be sent to each member of the Scottish Rugby Council and of the Scottish Rugby Board and to the Secretary of each Full Member Club, Associate Club and Associated Body not later than 14 June by the Secretary of the Union, and notice of any amendment to such motion must be in writing,

formally signed by the Secretaries of the clubs or Associated Body proposing and seconding, or, in the case of the Scottish Rugby Council or the Scottish Rugby Board, by the respective Chairman thereof and the Secretary, and must reach the Secretary not later than 28 June; thereafter each member of the Scottish Rugby Council and of the Scottish Rugby Board and the secretary of each club and Associated Body shall receive fourteen days' clear notice by circular of the Annual General Meeting, and of all proposed motions and amendments. Any motion to impose a direction as to finance may only be in general terms. The Scottish Rugby Board shall require to take cognisance of any such direction except to the extent that to follow it would be unlawful or would have significant adverse financial or reputational consequences for the Union.

19. Special General Meeting

- 19.1 A Special General Meeting of the Union may be convened at any time:
- 19.1.1 on requisition to the Secretary of the Union by the Scottish Rugby Council;
 - 19.1.2 on requisition to the Secretary of the Union by the Scottish Rugby Board; or
 - 19.1.3 on requisition to the Secretary of the Union signed by at least twenty four Full Member Clubs and/or Associated Bodies.
- 19.2 A Special General Meeting requisition must state the object for which the Special General Meeting is to be called.
- 19.3 A Special General Meeting must be held within six weeks of the Secretary of the Union's receipt of the relevant requisition (or within twelve weeks of the Secretary of the Union's receipt of the relevant requisition if the object of the Special General Meeting is to elect a Vice-President and/or President under Bye-Law 12).
- 19.4 Within ten days of the Secretary of the Union's receipt of requisition for a Special General Meeting, the Secretary of the Union must send a notice stating the date and objects of the Special General Meeting: to each member of the Scottish Rugby Council; to each member of the Scottish Rugby Board; and to the secretary of each Full Member Club, Associate Club and Associated Body. Notices of amendment must be received by the Secretary of the Union within fourteen days of the date on which the notice was sent, but no amendments will be capable of being made if the object of the Special General Meeting is to elect a Vice-President and/or President under Bye-Law 12.
- 19.5 Other than with the approval of the Scottish Rugby Board and the Scottish Rugby Council, or by operation of Bye-Law 12, matters decided at an Annual General Meeting cannot be re-examined in General Meeting until the following Annual General Meeting.

Special General Meeting to alter Bye-Laws

20. No Bye-Law of the Union shall be altered, rescinded, or added to except at the Annual General Meeting, or at a Special General Meeting convened by the Scottish Rugby Council or the Scottish Rugby Board. Preliminary notice of a Special General Meeting convened for any of the foresaid purposes stating the object of the meeting shall be sent out by the Secretary to each member of the Scottish Rugby Council and Scottish Rugby Board and to the secretary of each Full Member Club, Associate Club and Associated Body, and notices of amendment must be received by him within fourteen days of the date on which the preliminary notices were sent out: thereafter each member of the Scottish Rugby Council and Scottish Rugby Board and the secretary of each Full Member Club, Associate Club and Associated Body in the Union shall receive fourteen days' clear notice by circular of the Special General Meeting and of all proposed motions and amendments.

Majority at Meetings

21. Unless otherwise stated the votes of two-thirds of those present and entitled to vote at any General Meeting shall be required to pass any motion to alter, rescind, or add to any Bye-Law or to give a special direction regarding finance or to reverse any decision of the Scottish Rugby Council or of the Scottish Rugby Board made in terms of the Bye-Laws or otherwise.

Trustees

22. All investments or property of the Union shall be held by trustees and their successors acting under Declaration of Trust dated 12, 17 and 18 May 1911 or by Scottish Rugby Union plc. The right of appointing new trustees in succession to those who may have died, resigned, or been superseded, as well as the right of appointing additional trustees to act along with any existing trustees and the right to pass any resolution that any trustee or trustees shall cease to be a trustee or trustees, is in terms of the Declaration of Trust reserved to the Scottish Rugby Council.

Close Time

23. There shall be a close time for rugby football in Scotland during which no matches may be played without the permission of the Scottish Rugby Board. The duration of the close time shall be determined each year by the Scottish Rugby Board.

Club Accident Insurance

24. Each Full Member Club and each Associate Club shall complete and return to the Secretary each year on or before 15 September a Membership and Insurance Return form in such format as the Scottish Rugby Board may from time to time reasonably require. Failure to comply with the foregoing will entitle the Scottish Rugby Board to enquire as to whether the affected Club is still meeting the requirements for Full or Associate membership. After due notice being served by the Secretary, the defaulting Club may be removed from Membership of the Union if these requirements are not being met.

Referees

25. No person shall be appointed as a referee to any rugby football game in Scotland without the permission of the Scottish Rugby Board unless he be a member of a Referees Society under the jurisdiction of one of the unions in membership of World Rugby and is licensed.

Definitions

- 26.1 Wherever in these Bye-Laws the words "General Meeting" are used without the prefix "Annual" or "Special" they shall mean either the Annual General Meeting or a Special General Meeting of the Union. Where the word "present" is used in connection with attendance, voting or quorum at a General Meeting, it shall mean those individuals present at the General Meeting in person or via a virtual platform or electronic means being used for hosting that meeting.
- 26.2 References in these Bye-Laws to the masculine gender shall include reference to the feminine gender and vice versa.
- 26.3 "**Election Rules**" means the rules for election of representatives to the Scottish Rugby Council set out in

Part 2 of the Appendix, as amended from time-to-time.

Interpretation

- 27 In case any difference of opinion arises as to the meaning of any of these Bye-Laws, such meaning shall be decided by the Scottish Rugby Council, taking account of such legal advice as they may deem appropriate, or if it occurs at a General Meeting by the Chairman thereof. If there is a conflict between the interpretation of these Bye-Laws and the interpretation of the Voting Regulations or the Election Rules, the Bye-Laws shall prevail.

APPENDIX TO THE BYE-LAWS

GENERAL

1. The Voting Regulations and Election Rules set out in Parts 1 and 2 of this Appendix respectively, and as amended from time to time in accordance with the Bye-Laws, shall be deemed to be incorporated in and part of the Bye-Laws.
2. The Voting Regulations set out in Part 1 of this Appendix and the Bye-Laws shall apply to the elections of the Vice- President (and, where appropriate, the President of the Union) taking place at General Meetings of the Union, the election of members of the Scottish Rugby Council to the Scottish Rugby Board and to elections held at meetings in Areas.
3. The Election Rules referred to in Part 2 of this Appendix shall apply to the election of representatives to the Scottish Rugby Council by the divisions set out in Bye-Laws 11.1.1 to 11.1.4 (inclusive).

PART 1

1. Voting Regulations

1.1 *Method of voting for one vacancy*

In the case of any election where only one vacancy requires to be filled and only two candidates are nominated, a vote shall be taken as between these candidates, and the one receiving the majority of votes shall be declared duly elected. If more than two candidates are nominated, a vote shall first be taken as between all the candidates nominated, each member being entitled to vote for only one candidate. If after this vote has been taken any candidate has an absolute majority of the members voting, such candidate shall be declared duly elected. If no candidate has such a majority the name of the candidate having the fewest number of votes shall be struck out of the list of candidates. In second and subsequent votes the same course as that prescribed with reference to the first vote shall be followed until one of the candidates obtains the votes of a majority of the persons voting when he shall be declared duly elected.

1.2 *Method of voting for more than one vacancy*

In the case of any election where more than one vacancy requires to be filled a vote shall first be taken as between all the candidates nominated, where these exceed the number of vacancies, each person voting being entitled to vote for candidates to the full number of vacancies to be filled up. On this vote being taken, the name of the candidate having the fewest number of votes shall be struck out of the list of candidates. A second vote shall then be taken in the same way in the event of the remaining candidates still exceeding the number of vacancies, and so on until the number of candidates is reduced to the number of vacancies.

1.3 *Equal number of votes*

Where there is a requirement for a majority vote and two or more candidates have the same number of votes the decision will be determined by a vote in respect of those candidates with the same number of votes until this fails to eliminate a candidate at which point the decision will be determined by the cutting of playing cards, with the highest numbered card, excluding face cards, winning.

1.4 *Election of Vice-President and President*

No candidate may vote in the election process.

**PART 2
ELECTION RULES**

Election Rules for Premier and National Divisions for the election of representatives to the Scottish Rugby Council. *(See website).*

Election Rules for the election of Regional League Representative members to the Scottish Rugby Council. *(See website).*

Election Rules for Scottish Rugby Referees' Association and Scottish Rugby Union Schools Division representatives to Scottish Rugby Council. *(See website).*

Election Rules for the Scottish Women's Rugby Forum election of representative to Scottish Rugby Council. *(See website).*

IMPORTANT NOTE ON BYE-LAW 11.7

At the AGM Stage 2 held on 26 November 2020 the members approved a motion which had the effect of transferring responsibility for the Code of Conduct from the Scottish Rugby Board to the Scottish Rugby Council.(Bye-Law 11.7). The Bye-Law should be read accordingly, even although the motion did not formally amend the Bye-Law wording.