



[20/08/2021]

[20:00]

Virtual: Zoom

Present: Sandy Mack (Chairperson), Gillian Sefton (NDM), Caroline Thomson (VP), Gordon Dingwall (VP), Kevin Murray (Enduro Chair), Andrew Wood (Quads Chair), Stuart Wishart (Road Race Chair), Stewart Campbell (Motocross Chair), Bill Ross (Trials Chair)

Guest: Kevin Ferguson (sportscotland)

Apologies: Shabaz Khan (NDO), David Paton (President)

1. WELCOME, PRESENT & APOLOGIES	Action
<p>As above</p> <p>S Mack introduced Kevin Ferguson from sportscotland to the new Directors. Kevin is the SACU's partnership manager.</p> <p>S Mack introduced Bill Ross as the interim Chair for Trials and Kevin Murray as the interim Chair for Enduro to the Board.</p>	
2. MATTERS ARISING	
<p>S Mack explained to the Directors that the SACU are in a strong position financially and in terms of the numbers of licence holders and events despite the closures due to Covid-19. SACU Licence holder numbers are up on previous years (+31%) despite Covid-19 while other organisations have had to close.</p> <p>S Mack stated that the SACU have consulted lawyers to protect the SACU from a minority of individuals who are targeting the SACU.</p> <p>S Mack noted that the Road Race community have voiced frustration at how the Off-Road community are behaving. S Mack commented that it is not the Off-Road community; it is a small number of individuals.</p>	
3. CLUB VOTING	
<p>9 new clubs have affiliated to the SACU over the last year.</p>	

G Sefton suggested that as newly affiliated clubs have paid £50 to affiliate, they should be entitled to 1 vote for their first year provided they can evidence a minimum of 10 members as required by the Constitution. This suggestion was based on legal advice provided by Harper MacLeod. In relation to the Rules and Regulations of the Constitution, Section 4. Composition, The Managing Partner stated that:

“My reading of this is that the club, to be affiliated, has to have paid its subscription fee (the membership fee); the fee is applicable for the period from one agm to the next agm; they are entitled to vote at the next agm to occur after paying their fee.

They do not need to have been a member for a full year – that isn’t said anywhere nor can the provision be interpreted that way.”

B Ross asked if the newly affiliated clubs had been voted on by the Board of Directors. S Mack stated that they had and this was confirmed by the Board.

S Mack asked the Board of Directors if they were happy to follow the advice of Harper MacLeod. All the Directors present were in agreement of the proposal relating to new clubs and allowing them a maximum of 1 vote with the exception of B Ross. C Thomson stated that she agreed provided the wording is changed moving forwards. It was suggested that this will need to be raised as a “motion” and taken to the AGM with the original clause, the suggested clause and reasons for change.

C Thomson suggested that wording of the clause needs to be changed to avoid future confusion. S Mack stated that the Constitution has not kept up with the times and needs to be rewritten to suit the membership.

K Ferguson suggested that the SACU should use Harper MacLeod to help with the rewriting of the Constitution. He explained that there may be a cost involved but that sportscotland may be able to provide support.

4. ATTENDANCE AT EGM

S Mack explained to the group that the Covid-19 pandemic is not over. The SACU have a duty of care to our members and must safeguard their wellbeing; particularly as we have an older membership.

S Mack stated that he will not allow instigating clubs to bring a gang of representatives to instigate trouble. One representative per club is enough to partake in the vote and voice the opinions/ask the questions of their club.

S Mack also stated that the Livingston ARC is free of charge to use. The SACU cannot justify spending money on expensive venues and paying the expenses of attendees. The ARC can be fully Covid risk mitigated and controlled for member safety.

B Ross asked how many people are likely to attend and if numbers were small, could attending clubs bring more representatives. S Mack asked G Sefton to detail how many people have been invited. G Sefton stated that there were 44 clubs invited, the Board of Directors, SACU staff, sportscotland and independent representatives.

K Ferguson stated that as the clubs are the members of the SACU and they vote as a club not as individuals, there is no merit in sending more than one representative per club.

B Ross stated that clubs wish to have their questions answered. S Mack stated that the questions have been answered and will be discussed at the EGM. K Ferguson explained that as the clubs in question have raised a vote of ‘No Confidence’ in the Chairman prior to having questions answered, arguably the answers to the questions are almost irrelevant – they are not looking for resolutions.

C Thomson asked how many postal votes had been returned to the Office. G Sefton explained that the votes for 4 clubs had been returned.

<p>C Thomson suggested a 15 minute 'time-out' after the 12 questions have been discussed, prior to the vote of 'No Confidence' for clubs to make their voting decisions. All the Directors agreed.</p> <p>All present agreed that 1 representative per club is suitable with the exception of B Ross who disagreed with the restriction.</p>	
5. EGM AGENDA	
<p>The agenda will be the 12 questions to be answered, a 15-minute break and then the vote of 'No Confidence.'</p> <p>All agreed.</p>	
6. INDEPENDENT CHAIR / VOTE COUNTER FOR EGM	
<p>S Mack explained that he has invited a representative of the ACU to chair the meeting and another representative to count the votes.</p> <p>C Thomson stated that it is important that we stay on topic during the EGM. K Murray stated that we must not veer away from the questions raised. All agreed.</p> <p>A Wood asked if the independent Chair from the ACU would answer the questions. S Mack stated that this would not be the case.</p> <p>K Ferguson stated that it would be beneficial for the Directors to decide beforehand who should answer what questions. This should not all be left to S Mack.</p> <p>Action: The Directors are to decide what questions they will answer.</p> <p>K Murray is happy to answer the question about the Business Development Committee.</p> <p>K Ferguson stated that points 9 and 10 do not require an answer. These have been noted and taken on board. K Murray will also answer these points.</p>	All
7. AOB	
<p>C Thomson stated that [REDACTED]. She did however suggest the need for an independent Chair.</p> <p>C Thomson explained that both herself and G Sefton have a meeting with [REDACTED] at FLS on Wednesday. She has emailed K Murray and [REDACTED] of [REDACTED] to explain that she would like to raise the subject of Rally at the upcoming meeting with FLS.</p> <p>K Murray will attend the meeting with FLS. G Sefton to send invite.</p> <p>S Mack explained to the Directors that K Ferguson has been receiving emails from an individual feeding him negative comments from a one-sided view about the SACU. K Ferguson stated that sportscotland have a positive relationship with the SACU and that the situation we are facing is not uncommon within sports. He stated that it is evident that this is a personal attack on the Chairman.</p> <p>A Wood asked who will police the gate. S Mack stated that it will be a Trials committee member. A Wood stated that it should be a paid security guard who has a list of the names of all attendees. It should be an independent security guard. G Dingwall and C Thomson supported this motion.</p> <p>G Sefton explained to the Board that the Scottish Sports Association will be providing an independent minute taker for the EGM.</p>	G Sefton

C Thomson stated that it is important to check Companies House for the requirements of an organisation to have a Treasurer and Company Secretary prior to the EGM. S Mack stated that G Sefton is covering these roles in the interim.	
<i>Meeting closed at 21:10</i>	