

Our Ref: RH/AGM 2020/Lett 6  
19 November 2020



**To: Secretaries of Full Member and Associate Clubs  
Secretaries of Associate Bodies  
Members of Scottish Rugby Council and Scottish Rugby Board  
Past Presidents  
*Distribution by Email***

Scottish Rugby Union Limited  
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Dear Sir/Madam

**Scottish Rugby Union  
Annual General Meeting 2020 – Stage 2**

**1. AGM Stage 2 – Business, Papers and Participation**

As per previous correspondence, Stage 2 of the AGM will take place on **Thursday 26<sup>th</sup> November 2020 at 6pm**. The meeting will be hosted on the Lumi virtual meeting platform, as before.

Details on how to participate will be circulated to members shortly.

I attach the following supporting documentation:

- i) Agenda, including notes on voting and questions;
- ii) Q&A form;
- iii) Final wording of two proposed motions from Currie RFC and Glasgow Hawks RFC; and
- iv) Note from Board and Council on proposed motions.

**Please note that all AGM correspondence can also be found on the [AGM 2020](#) section of Scottish Rugby website. Go to: About Scottish Rugby → Governance → AGM.**

**2. Question and Answer Session**

Further information regarding questions is included in the attached papers, however please note that due to restrictions in the virtual platform technology all questions must be submitted electronically, either by email in advance of the meeting or during the meeting via the platform's messaging function. All questions and answers from AGM Stage 2 will be posted on Scottish Rugby's website following the Stage 2 Meeting.

**3. Motions from Currie RFC and Glasgow Hawks RFC**

Two motions have been received, along with an amendment to one of these motions. A final copy of each motion and further information regarding the motions is included in the attached papers. Please note that each underlying motion will require a two-thirds majority to be passed, as the effect of each, if passed, would result in or amount to a change to the Bye-Laws.

Further information and the rules relating to resolutions, voting and business at the AGM can be found within the Scottish Rugby Union Bye-Laws, which are available on the Scottish Rugby website via the following link:

<https://www.scottishrugby.org/rules-and-regulations/governance-rules/>

#### 4. AGM Stage 3 – Financial Statements

The date of Stage 3 of the AGM will be intimated to you in due course, along with associated papers and joining instructions for that meeting. The purpose of Stage 3 of the AGM is to present the audited financial statements for 2019/20 to the membership and invite any questions which may arise from them.

If any Clubs/Associated Bodies wish further information with regard to the above, please contact Scottish Rugby's Head of Regulation, Graham Ireland (E: [graham.ireland@sru.org.uk](mailto:graham.ireland@sru.org.uk); M: 07764 178932).

Yours sincerely



**Robert Howat**  
Secretary

## ATTACHMENTS

### SCOTTISH RUGBY UNION AGM 2020

#### AGENDA

##### **STAGE 2 – THURSDAY 26 NOVEMBER 2020 AT 6PM - VIRTUAL MEETING PLATFORM**

- 1. Resumption of AGM & Welcome**
  - Quorum and Apologies
  - Notice of Meeting
  - Procedures
- 2. President's Report and Address**
- 3. Scottish Rugby Business Update**
- 4. Championship Report 2019/20**
- 5. Motions and Amendments**
  - Currie RFC Motion
  - Hawks RFC – Motion Amendment
  - Results of Voting on Motion Amendment
  - Hawks RFC Motion
  - Results of Voting on final Motions
- 6. Other Competent Business – Questions**
- 7. Adjournment of Meeting to Future Date**

##### **STAGE 3 – DATE TBC - VIRTUAL MEETING PLATFORM**

- 1. Resumption of AGM & Welcome**
  - Quorum and Apologies
  - Notice of Meeting
  - Procedures
- 2. Financial Statements 2019/20**
- 3. Other Competent Business – Questions**

## Notes:

### **Meeting Structure: Stages 2 and 3**

1. As a result of restrictions arising from the Coronavirus pandemic, Stages 2 and 3 of the 2020 Annual General Meeting will be held virtually.
2. Stage 2 will see the resumption of the adjourned Stage 1 Meeting and will cover the topics listed on the agenda above.
3. The Stage 2 Meeting will be adjourned after that business is completed.
4. Stage 3 will see the resumption of the adjourned Stage 2 Meeting, and its primary purpose will be the placing of the audited financial statements before the membership.
5. Members will be advised of the resumption date for the Stage 3 Meeting well in advance and relevant papers, including the 2019/20 Financial Statements and Annual Report, made available in good time for the resumed meeting.
6. Separate details will be provided on how to access Stages 2 and 3 of the Meeting on the virtual platform.

### ***Voting and Approval Thresholds***

7. Voting on Stage 2 business (specifically, the motions which have been lodged for discussion) will be conducted electronically, with voting being opened once the relevant Motion has been proposed, and as directed by the Chair of the Meeting. Please note that the following voting approval thresholds will apply:
  - (i) the Currie RFC motion specifically seeks to alter the wording of a number of Bye-Laws and therefore a two thirds majority of those present and entitled to vote will be required for this motion to be passed;
  - (ii) a simple majority of those present and entitled to vote will be required for the amendment to the Glasgow Hawks RFC motion to be passed, before the Motion (amended or unamended) is then put forward;
  - (iii) the Glasgow Hawks RFC motion (whether amended or not) would have the effect of altering elements of the Bye-Laws, and therefore a two thirds majority of those present and entitled to vote will be required for it to be passed.
8. The result of the vote on amending the Glasgow Hawks RFC motion will be announced before that motion (amended or not) is proposed to the Meeting. The results of the voting on the final Motion wording will be announced before proceeding with the remaining business of the Meeting. The results will also be posted on the Scottish Rugby website.

## **Questions**

9. Members may have questions that they would like to ask at or, preferably, submit in advance of the Meeting.

If you do have a question that you would like to submit in advance, please consider which stage of the Meeting would be more appropriate and relevant before submitting it.

We shall review all questions received in advance of the Stage 2 Meeting and may group questions together which seek to address a similar subject matter and respond to these in one response.

All questions which are received either prior to or during the Meeting will be posted on the Scottish Rugby website after the AGM, along with a response to each question or group of questions.

For administrative purposes to enable questions to be compiled and answers to be prepared, we would ask that questions be submitted in advance to the address below for no later than **12 Noon on Tuesday 24 November 2020**:

***graham.ireland@sru.org.uk.***

A form is available on the website for you to use, and a copy is attached to this Agenda for ease of reference.

Please note that a question might be held over to be dealt with in Stage 3 if it is better suited to the business of that Stage of the Meeting or may be answered separately.

The online platform does enable a question to be asked on the day, although this must be submitted electronically. Further details on how to do so will be provided with the log-in information. This function may be particularly suitable for questions relating to the proposed motions.

**Q&A FORM**

**ANNUAL GENERAL MEETING – STAGE 2**

**THURSDAY 26<sup>TH</sup> NOVEMBER 2020**

Should you wish to raise a question at Stage 2 of the 2020 AGM being held on a virtual meeting platform, please complete and return the form below **by 12 noon on Tuesday 24<sup>th</sup> November 2020**.

The form should be returned to Graham Ireland, Head of Regulation, (please email the form to: [graham.ireland@sru.org.uk](mailto:graham.ireland@sru.org.uk) ).

Questions should be relevant to the items of business scheduled for Stage 2 of the Meeting but may be deferred to be dealt with separately or in Stage 3 of the Meeting where appropriate.

A further opportunity to submit questions will also be available for Stage 3 of the Meeting, which will be held in person at a date to be confirmed.

<b>Name of Club / Associated Body:</b>	
Q1.	
Q2.	

**Signed** \_\_\_\_\_

**Name (PRINT)** \_\_\_\_\_

**Position** \_\_\_\_\_

**Date** \_\_\_\_\_

**Telephone** \_\_\_\_\_

## MOTION 1 – CURRIE RFC

### **Motion**

To effect the following changes to the bye-laws:

#### **Change 1:**

Delete the wording of the current bye-law 14.1 and replace it with:

- *“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.”*

#### **Change 2:**

Delete current bye-law 14.2.5 and replace it with the following:

- *“To ensure that the Union and its subsidiary company Scottish Rugby Union Ltd adopt systems of good governance”.*

#### **Change 3:**

Delete the wording in the first sentence of current bye-law 15.1 and replace it with:

- *“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:*

#### **Change 4**

Delete, in the first sentence of bye-law 27, the words “Scottish Rugby Board” and replace them with:

- *“Scottish Rugby Council”*

### **Rationale and Object**

The Scottish Rugby Union is a union of rugby clubs and others who make up its membership. The Union meets regularly at its General Meetings, but it discharges the delivery of its objectives and functions through subsidiary bodies, specifically the Scottish Rugby Council (the Council) and the wholly owned Scottish Rugby Union Ltd.

The recent release of the Decision-Making Matrix has highlighted areas of concern in the balance of powers between the Council and the Board of Scottish Rugby Union Limited (the Board). These prevent the Council from fulfilling its role and remit in representing the interests of the Union and they could result in conflict or legal dispute, as highlighted in a published response to a question asked during the Gammell & Murray review process.

The object of this motion is not to restrict the Board nor Executive of Scottish Rugby Union Ltd in the discharge of its responsibilities to the Union: rather, it is to reset the balance of Byelaws 14 and 15 and 27, to allow the Scottish Rugby Council to oversee and review the management and strategic activities of the Board. The motion is put forward in the knowledge that the Union’s corporate governance is due for a wider review in the coming period. However, we consider that the issues identified must be addressed as a priority to ensure the operation of an essential element of the Union’s corporate accountability and to facilitate that wider review.

## MOTION 2 – GLASGOW HAWKS RFC

### Motion 2: Openness and Transparency Motion

#### **THAT: Openness and transparency are essential elements in good governance**

As part of that openness and transparency member clubs have a right to access formal Minutes of Council and fora meetings and a reasonable expectation to receive a full minute from Board meetings. The publication of these and minutes of AGMs and SGMs will be within 20 working days of each respective meeting. It is understood that there will be necessary redactions for matters of a highly sensitive commercial or legal nature but these will be the exception.

The current convention whereby any written questions from members of the Union submitted more than 14 days prior to an AGM or SGM will be read out and answered verbally at such meeting, will continue to operate and the questioner will receive written confirmation of the answer provided, within 20 working days of the meeting.

In addition, member clubs whose secretary submits a written question on its behalf and through their elected Scottish Rugby Council representative, will receive a response within 20 working days of receipt of that question.

The current Decision-Making Matrix and Code of Conduct will become the responsibility of the Council and will be suspended subject to immediate review.

#### **Rationale**

There has been growing concern amongst member clubs about the culture of excessive secrecy within the Council of the Union and the Board of its wholly owned subsidiary, Scottish Rugby Union Limited, and the adverse effect on good governance this has had.

This motion represents an opportunity to signal a new beginning, to embrace an important principle of transparency and so begin to rebuild trust and co-operation.

We look forward to the forthcoming governance review, under the direction of the incoming President, which will have the opportunity to assess the content of any replacement Decision Making Matrix and Code of Conduct.

It may take as a useful starting point from the Dunlop report "actions of the Scottish Rugby Board are at all times transparent to the Scottish Rugby Council" and that "there are created harmonious relationships between the various bodies and committees within the SRU & with management at all levels".

For those on the Board of the subsidiary, SRU Ltd, company law obliges a director to act in the best interests of the company and owes a duty of confidentiality to his or her company, disclosing confidential information only for the benefit of the company and its members, in this case, the Clubs.

## AMENDMENTS TO MOTION 2 – GLASGOW HAWKS RFC

### Amendment to Motion 2: Openness and Transparency Motion

Submitted by Glasgow Hawks and Seconded by Grangemouth Stags RFC

#### Amendments

To add the following two concluding sentences to part 1 –

"Council, Board, fora and AGM / SGM /GM minutes will be issued within the above timescale in draft form initially, with final versions including any highlighted changes being attached to subsequent minutes. It is further understood that Council will strongly encourage fora to follow the above principles, and that elected Council members, other than the President and Vice President, will hold at least quarterly fora meetings."

To add the following concluding sentence to part 4 –

"The review will be commissioned by the Scottish Rugby Council and in the period prior to re-activation or amendment of the documents, the individuals serving on the Council and Board will act in accordance with the byelaws of the Union and the Articles of Scottish Rugby Union Limited and adhere to principles and behaviour consistent with good governance."

#### Rationale

The Proposer and Seconder are grateful to the Secretary of the Union for his guidance with regard to the wording of the motions and the proposed amendments address issues raised by him to assist with implementation and to ensure clarity.

It is understood that the motion in its initial form and as amended requires a majority of two thirds or more of those present and entitled to vote.

On the assumption that the amendments are approved the revised Motion will read:

#### **Openness and Transparency Motion**

**THAT: Openness and transparency are essential elements in good governance**

1. As part of that openness and transparency member clubs have a right to access formal Minutes of Council and fora meetings and a reasonable expectation to receive a full minute from Board meetings. The publication of these and minutes of AGMs and SGMs will be within 20 working days of each respective meeting. It is understood that there will be necessary redactions for matters of a highly sensitive commercial or legal nature but these will be the exception. Council, Board, fora and AGM / SGM /GM minutes will be issued within the above timescale in draft form initially, with final versions including any highlighted changes being attached to subsequent minutes. It is further understood that Council will strongly encourage fora to follow the above principles, and that elected Council members, other than the President and Vice President, will hold at least quarterly fora meetings.

2. The current convention whereby any written questions from members of the Union submitted more than 14 days prior to an AGM or SGM will be read out and answered verbally at such meeting, will continue to operate and the questioner will receive written confirmation of the answer provided, within 20 working days of the meeting.
3. In addition, member clubs whose secretary submits a written question on its behalf and through their elected Scottish Rugby Council representative, will receive a response within 20 working days of receipt of that question.
4. The current Decision-Making Matrix and Code of Conduct will become the responsibility of the Council and will be suspended subject to immediate review. The review will be commissioned by the Scottish Rugby Council and in the period prior to re-activation or amendment of the documents, the individuals serving on the Council and Board will act in accordance with the byelaws of the Union and the Articles of Scottish Rugby Union Limited and adhere to principles and behaviours consistent with good governance.

## **Rationale**

There has been growing concern amongst member clubs about the culture of excessive secrecy within the Council of the Union and the Board of its wholly owned subsidiary, Scottish Rugby Union Limited, and the adverse effect on good governance this has had.

This motion represents an opportunity to signal a new beginning, to embrace an important principle of transparency and so begin to rebuild trust and co-operation.

We look forward to the forthcoming governance review, under the direction of the incoming President, which will have the opportunity to assess the content of any replacement Decision Making Matrix and Code of Conduct.

It may take as a useful starting point from the Dunlop report "actions of the Scottish Rugby Board are at all times transparent to the Scottish Rugby Council" and that "there are created harmonious relationships between the various bodies and committees within the SRU & with management at all levels".

For those on the Board of the subsidiary, SRU Ltd, company law obliges a director to act in the best interests of the company and owes a duty of confidentiality to his or her company, disclosing confidential information only for the benefit of the company and its members, in this case, the Clubs.

## MEMBER MOTIONS – GUIDANCE NOTE

Two motions (and an amendment to one motion) have been submitted by member clubs for consideration at the 2020 AGM (Stage 2).

The position of the Council and Board of Scottish Rugby on each of these is outlined below, for the benefit of member clubs.

If the Motions are passed, they will take effect immediately. Please note that ongoing work is being carried out by the Council's Standing Committee on Governance which could result in additional governance changes being proposed in the coming months which may require the wording of the Bye-Laws to be revisited.

The Council and Board welcome the opportunity that the AGM Stage 2 and the Motions present for member clubs to consider the matters identified in the Motions and for Scottish Rugby to obtain further information and views from member clubs on these issues, which may assist with the ongoing work of the Council's Standing Committee on Governance. Accordingly, the position of the Council and Board on both Motions is neutral.

The amendment being proposed by Glasgow Hawks to their Motion is considered to assist in providing greater clarity on what was intended and how the Motion could be implemented, if passed.

### **1. Motion – Changes in relation to decision-making powers and interpretation of the Bye-Laws Proposed by Currie RFC**

The effect of this motion, if passed, on the wording of Bye-Laws 14, 15 and 27 would be as set out in Appendix 1 to this note, with the proposed changes highlighted.

The Council and Board considers the following may be helpful for consideration by member clubs prior to casting their votes:

#### *i) Effect on delegated powers and resultant liability*

The motion does not itself change the current position on delegated powers or liability but in introducing the reference to “*in whole or in part*” it enables delegated powers and responsibilities to be split in future. In addition, it introduces the possibility of Union functions being performed by an entity or body other than the Union itself or Scottish Rugby Union Limited in future due to the reference to “*through such other arrangements as the Union may determine*”.

Splitting/fragmentation of delegated powers could create uncertainty over who is responsible for what decision-making – complete clarity would therefore be required in any future authorising motion so as to avoid confusion, or conflict with the directors' statutory and legal responsibilities to the Company, and avoid creating unintended exposure to liability for those to whom decision-making responsibility is allocated.

The Union is an unincorporated association. As a result, the Union, the Council and member clubs do not benefit from limited liability protections and may therefore be more exposed to potential liabilities than at present if decision-making responsibilities were to alter in future without that issue being addressed.

#### *ii) Principles established in Dunlop Report*

The motion may ultimately lead to a deviation in future from the governance principles previously established by the Dunlop Report, and upon which the current Bye-Laws are based, which stated the following:

## *Dunlop Report*

*“We believe that effective governance can only be secured if one body is given the authority to run the business of the SRU subject only to its accountability to the major stakeholder in the Scottish game. These stakeholders are principally the clubs, but also include other interested groups”<sup>1</sup>*

*“... it is important that the board is not fettered in the way it carries out the business of the SRU. It must have autonomy subject only to accountability. At present the supreme body in the SRU is the board of SRU plc, ultimately responsible and accountable to the shareholders”...<sup>2</sup>*

*...We believe also that the existing division of powers has led to endless conflict. In order to address these issues a single body should be established whose constituent elements include a substantial representation from the council.”<sup>3</sup>*

- (iii) If the motion is passed, questions of interpretation of the Bye-Laws would transfer from the Board to the Council.

### *iv) Approval process*

On the basis that the motion seeks to make changes to the Bye-Laws, a two-thirds voting majority will be required under Bye-Law 21.

The motion has been presented as a single motion. If passed, all of the proposed Bye-Law changes would be made. If unsuccessful, none of the changes would be applied.

## **2. Motion – access to minutes, suspension of Decision Making Matrix and Code of Conduct Proposed by Glasgow Hawks RFC**

The Council and Board wish to highlight the following for the benefit of members before they decide how to vote:

### *i) Disclosure of minutes*

The Motion recognises that redactions from published minutes may need to be made.

The knowledge that minutes are being published could affect the way in which a meeting is conducted or reported, or how participants choose to contribute.

Minutes are only finalised once they have been approved by the Council, Board or members (as relevant) at a later meeting. Minutes would initially be published in draft form only until such time as they were finalised.

### *ii) Suspension and review of Decision-Making Matrix and Code of Conduct*

The Decision-Making Matrix is an internal document which summarises the allocation of existing decision-making powers for Council, Board, the Executive and the members of the Union based on the current Bye-Laws, Articles and other documents and includes internal management controls which are part of the executive management function and Board responsibilities for the Company, as well as in respect of the Union.

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<sup>1</sup> Dunlop Report p1-2

<sup>2</sup> pg

<sup>3</sup> pg

Fundamental changes following review would need to be based on changes to the underlying constitutional documents or internal policies. The Council's Standing Committee on Governance continues to examine various governance and constitutional matters.

If the Motion is passed, the Council and Board interpretation of "suspending" would be in not using the relevant document, pending review, rather than suspending decision-making completely.

Similarly, "suspending" the Code of Conduct would mean that those currently subject to it would not be accountable under it for any misconduct and core responsibilities of Board and Council members only then capable of being dealt with under more generic provisions of other constitutional documents and good governance practice but with more limited disciplinary or enforcement mechanisms.

*iii) Approval process*

The amendment to the Hawks Motion will require to be dealt with first, by simple majority, before the Motion (amended or not) is then proposed.

The Motion is presented as a single Motion and not as a series of individual parts. If passed, all elements will take effect. If unsuccessful, none will apply.

Whilst the Motion does not itself seek to change the Bye-Law wording; it does include a reference to the Council adopting responsibility for the wording of the Code of Conduct.

Pursuant to Bye-Law 11.6, responsibility for the wording of the Code of Conduct is allocated to the Board. Accordingly, the change would have the effect of changing that Bye-Law and would therefore require the whole motion to be by two thirds majority.

**APPENDIX 1 TO GUIDANCE NOTE  
EXTRACT OF BYE-LAWS AS AMENDED BY CURRIE MOTION**

**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.~~ have responsibility for overseeing the management of the affairs of the Union and reviewing the executive management thereof delegated to the Scottish Rugby Board.
- 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 ~~co-operate in ensuring that a structure is in place to establish good governance based on sound financial principles as determined by the Scottish Rugby Board.~~
- 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 acting directly or through Scottish Rugby Union plc, 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.

### **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 ~~Scottish Rugby Board~~, 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.