

## NOTICE OF ANNUAL GENERAL MEETING 2025

Notice is hereby given that the Annual General Meeting of Bowls Scotland will be held via Zoom on Wednesday 26<sup>th</sup> November 2025 at 6.30pm to consider the following business.

1. To receive the Annual Report of Bowls Scotland for 1<sup>st</sup> September 2024 – 31<sup>st</sup> August 2025.
2. To receive the Financial Statements of Bowls Scotland for 1<sup>st</sup> September 2024 – 31<sup>st</sup> August 2025.
3. To appoint BDO as accountants of Bowls Scotland for the forthcoming year.
4. To amend the accounting reference date of Bowls Scotland from 31 August to 31 March in each year.
- 5A. To set the capitation fee payable to Bowls Scotland by Club Members for 31 October 2026 at £8.00 per Registered Member of that club over the age of 16.
- 5B. To set the capitation fee payable to Bowls Scotland by Club Members for 31 October 2026 at £7.00 per Registered Member of that club over the age of 16.
6. To appoint Sandra McLeish (Spittal BC) as President of Bowls Scotland.
7. To appoint Rae Graham (Lockerbie BC) as Vice President of Bowls Scotland.
8. To appoint outgoing President Keith Fender (East Linton BC) as Honorary Member of Bowls Scotland.
9. To determine that the Board of Bowls Scotland shall include Directors holding the positions of non-executive Chairperson, non-executive Director of Finance, and up to eight non-executive General Directors.
10. Announcement of result of Board Director election.
11. Questions submitted to the Board.
12. AOCB.

A handwritten signature in black ink, appearing to read "Gary Grant".

By Order of the Board

Gary Grant

Chair, Bowls Scotland

## **BACKGROUND TO RESOLUTIONS**

### **RESOLUTION 1**

To receive the Annual Report of Bowls Scotland for 1<sup>st</sup> September 2024 – 31<sup>st</sup> August 2025.

#### **BOARD BACKGROUND NOTE**

Our Annual Report outlines the progress made by Bowls Scotland in delivering against our strategy. The Annual Report was circulated with the AGM pack.

### **RESOLUTION 2**

To receive the Financial Statements of Bowls Scotland for 1<sup>st</sup> September 2024 – 31<sup>st</sup> August 2025.

#### **BOARD BACKGROUND NOTE**

Our Financial Statements are prepared by our accountants, BDO. They provide an overview of our income and expenditure during the financial year. The Financial Statements were circulated with the AGM pack.

### **RESOLUTION 3**

To appoint BDO as accountants of Bowls Scotland for the forthcoming year.

#### **BOARD BACKGROUND NOTE**

Bowls Scotland undertook a tendering exercise for our accountants for the forthcoming year. In light of the proposal (resolution 3) to change our financial year, the Board believe there are benefits to remaining with BDO for a further year. The Board would intend to look at this position again for the following financial year.

### **RESOLUTION 4**

To amend the accounting reference date of Bowls Scotland from 31 August to 31 March in each year.

#### **BOARD BACKGROUND NOTE**

The accounting reference date marks the last day of a company's financial year. Bowls Scotland currently operates a financial year of 1 September to 31 August.

In accordance with Article 12.1 of the Bowls Scotland Articles of Association, the Board may alter the accounting year reference date with approval of an AGM. The Board is asking this AGM to approve a change of our financial year to 1 April to 31 March.

We believe this change would allow us to simplify the management of the business's finances and help us to provide improved financial transparency to our members. The current timing of the financial year end also falls during the bowls season. This complicates budgeting with seasonal costs

falling across financial years. It also requires some of our staff to focus on the financial year end at a time when we would prefer them to be fully focussed on operational delivery. Finally, it would align our financial year to the annual grant we receive from sportscotland. This grant currently represents approximately 50% of our income and requires complicated financial adjustments, with income deferred from one year to the next. These adjustments inevitably make it harder to clearly communicate our finances to our members.

If passed, to transition to a 31 March year end, we would run a seven-month financial year from 1 September 2025 to 31 March 2026. We would then return to twelve-month financial years from 1 April 2026.

This change in our financial year would not lead to a change in the date for payment of the capitation fee, which would remain as 31 October as set out in our Articles of Association.

## **RESOLUTION 5A AND 5B**

5A. To set the capitation fee payable to Bowls Scotland by Club Members for 31 October 2026 at £8.00 per Registered Member of that club over the age of 16.

5B. To set the capitation fee payable to Bowls Scotland by Club Members for 31 October 2026 at £7.00 per Registered Member of that club over the age of 16.

## **BOARD BACKGROUND NOTE**

Article 9.14 of Bowls Scotland's Articles of Association requires any change to the capitation fee paid by clubs to be approved by the AGM.

Due to increased costs and a challenging financial outlook, the Board is reluctantly proposing an increase to the adult capitation fee payable from October 2026.

We are presenting two options. The Board recommend resolution 5A - an increase in the capitation fee from £5 to £8. Given the financial costs and uncertainties facing our sport, we believe that this increase would provide financial stability while we aim to increase other sources of income. If resolution 5A is passed, resolution 5B will be withdrawn.

If resolution 5A is rejected, a vote will be taken on resolution 5B - an increase in the capitation fee from £5 to £7. The Board believe this is the minimum viable option to allow us to manage the financial position of the organisation, secure the future of the National Centre and continue to deliver all our competitions, support and services to our members. We would encourage members voting in favour of resolution 5A to also vote in favour of resolution 5B.

If both resolutions 5A and 5B are rejected, the capitation fee will remain at £5 for 2026. The Board will then need to immediately move to implement significant cost cutting measures. This could include leaving the National Centre and reducing our competitions, support and services to our members.

An increase in the capitation fee was last approved at the AGM in 2021, coming into effect from 2022. In the four years since the 2021 AGM, inflation has increased by 25%. We have also been impacted by increases in the employer National Insurance contribution and Real Living Wage. These factors combined have significantly increased our costs. At the same time, public funding has remained flat and the commercial and sponsorship market has become more challenging.

In addition, we are in negotiations with South Ayrshire Council to secure the future of the National Centre for Bowling at Northfield, Ayr. Our long-term lease is coming to an end. During this period



the Council have not increased our rent. We are paying the Council less annually now than the Scottish Bowling Association was paying the Council 20 years ago simply for hosting the men's National Championships. The Council has informed us that the current arrangements are untenable. While negotiations are ongoing, the Council has indicated that we are required to take on the management and full costs of the pavilion and stands at Northfield or the building will close and the stands will be removed. The cost to Bowls Scotland of retaining the National Centre is estimated at 70k per annum.

The Bowls Scotland capitation fee is currently set below the equivalent fee for Bowls England (£7) and well below the membership fees charged by many other sports governing bodies.

We believe that Bowls Scotland offers strong value for money to our members providing support services to clubs (e.g. Bowls Mark, operational advice and guidance, free PVG checks and safeguarding training, and partnerships to reduce costs), initiatives to grow participation in bowls (e.g. Try Bowls, promotion of disability bowls, training for coaches), high quality national competitions (e.g. National Championships, European Open, youth competitions, women's competitions), and delivery and support of the under 18, under 25, men's women and para squads, as well as affiliation through Bowls Scotland to Bowls Europe and World Bowls.

The Board are aware that our member clubs are also facing significantly financial pressures. We do not make these recommendations lightly. Our clubs are the heart of bowls and we never want to negatively impact our clubs. Setting the membership fee a year in advance is intended to allow clubs to pass any increases in the capitation fee on to members. We would encourage our member clubs to pass this increase on to your members, providing transparency to them as to how much of their club membership is paid to Bowls Scotland.

Our aim is to increase other income streams to minimise future capitation fee increases.

Further information on the rationale for this proposal is provided in the FAQ circulated with the AGM papers.

## **RESOLUTION 6 - 7**

6. To appoint Sandra McLeish (Spittal BC) as President of Bowls Scotland.

7. To appoint Rae Graham (Lockerbie BC) as Vice President of Bowls Scotland.

### **BOARD BACKGROUND NOTE**

In accordance with article 7.1 of the Bowls Scotland Articles of Association, the President, Vice-President and Junior Vice President must be approved on an annual basis by the AGM.

**ADDITIONAL NOTE:** The Board will notify the members of the candidate and ratification process for the appointment of the Junior Vice President at the upcoming AGM. A vote to allow members approval of this appointment will be facilitated outside of the AGM.

## **RESOLUTION 8**

To appoint outgoing President Keith Fender (East Linton BC) as Honorary Member of Bowls Scotland.

### **BOARD BACKGROUND NOTE**



In accordance with article 3.1.1 of the Bowls Scotland Articles of Association, all retiring Presidents shall be nominated for Honorary Membership of Bowls Scotland at the AGM immediately following the end of their term as President. It gives the Board great pleasure to propose our outgoing Keith Fender for Honorary Membership.

## **RESOLUTION 9**

To determine that the Board of Bowls Scotland shall include Directors holding the positions of non-executive Chairperson, non-executive Director of Finance, and up to eight non-executive General Directors.

### **BOARD BACKGROUND NOTE**

The structure of the Board is set out in Article 4.2 of the Bowls Scotland Articles of Association. This currently outlines five named executive director positions (Development; Marketing, Branding & Communication; Finance; Governance; and Competitions & Events) and one non-executive director position (Chairperson). A further four unnamed (general directors) can be appointed under the Articles.

The Articles of Association allow for this structure to be altered by passing of an Ordinary Resolution at an AGM.

The Board are recommending the adoption of a more flexible Board structure, with only two named non-executive director positions (Chairperson and Finance) and the remaining up to eight positions being unnamed non-executive general director positions. This would allow the Board more flexibility to recommend the appointment of directors with the skills and experience required at that time. For example, the Board currently believe that additional expertise in generating commercial and sponsorship income would benefit the Board.

This change also recognises that the Board's role is to provide governance and set the strategic direction of Bowls Scotland. This is a non-executive role. Our operational delivery is undertaken by our staff and volunteers, including our District Coordinators.

This resolution would not change the minimum (two) or maximum (ten) size of the Board set out within the Articles of Association.