



## THE ROYAL SCOTTISH PIPE BAND ASSOCIATION

### Precis Report of the 92<sup>nd</sup> Annual General Meeting

The RSPBA Annual General Meeting (AGM) as notified to the Members in pursuant of Article 42 was held on Saturday 12th March 2023 at 11:00am as a hybrid meeting.

Attendance was open to the Band Secretary (Member) or their Proxy of a Band where the Membership Fees have been fully paid.

The RSPBA Headquarters was opened to Members wishing to attend the meeting in person at 10:30am.

The Zoom session was opened at 10:30am. Attendees were asked to join the meeting with their video enabled, but audio off, and prefix their name with the Band Number and Band Name, e.g. "2345 HQ P's & D's Paul Brown". Those representing multiple Bands needed only specify one Band. The Chat function was enabled for all.

### Background

The meeting followed the Agenda below to consider the relevant Detail and Reports contained in the Order Paper circulated to the Members.

1. President's welcome to Representatives
2. Chairman's Remarks
3. Apologies
4. Standing Orders and Appointment of Tellers
5. Minute of previous Annual General Meeting
6. Chief Executive's Report
7. Treasurer's Report, Balance Sheet and Financial Statement.
8. Finance Insurance and Maintenance Committee Report
9. Standing Orders and Steering Committee Report
10. Auditors' Report
11. Marketing and Media Committee Report.
12. Music Board
13. Education Officer's Report
14. Adjudicators Panel Management Board Report
15. Proposed Changes to Standing Orders and Rules and Articles of Association
16. Election of Office Bearers
17. Any Other Competent Business

### Attendance

The conference was attended by the President G Ussher, the Chief Executive Officer Colin Mulhern, Office Manager A Papageorgiou and the members of the Board of Directors:

A McCleery, A McGeoch, B Niven, J Allan, J Gibb, J Hughes, K Reilly (Chairman), L Parsons, L Ronaldson, M McCrindle, M Brown-Scott, P Brown, P McAndrew, R Hall, S Smith.

In attendance to support their standing committee reports were J Wilson convenor of the APMB, W MacGregor (retiring) 2022 Convenor of the FI&M and P Whelan Education Officer.

## Progress of the Meeting

The Chairman welcomed everyone to the meeting and asked if everyone could check that their band name and number was on their information, and to please put mics on mute. He asked that cameras be left switched on and stated the meeting should not be recorded.

## President's welcome to Representatives

The association President George Ussher welcomed every Member to the meeting at the end of a difficult year for everyone. He thanked all office holders (Band, Branch and Association) who have prepared for this meeting, it is their opportunity to vote and give direction to the Board. He hoped for a good meeting and success to all for the year ahead.

There was then a short period of reflection where Members were asked to be silent and spend a moment to remember those who have passed since our last AGM.

## Chairman's Report for The RSPBA AGM 2022/21

A copy of the Chairmans remarks has been included below.

Opened the meeting by saying thank you to the bands - who are the members, and to all the band members and to those bands who supported the association we are able to say thank you by making the band membership 50% of the current rate. Thank you for your support.

Whilst I am thanking people it would be remiss of me not to mention some individuals, Mr Ian Embelton who retired as CEO after 22 years with the RSPBA who is now languishing in Fuerteventura / Lanzarote area.

Kenny Crothers Director for the Northern Ireland branch for over 40 years. For many years Kenny was Convenor of the Finance, Insurance and Maintenance group. A great miss. Staying with NI we lost the services of Arlene Graham who served for 9 years on the BOD latterly with responsibility for Marketing & Media. Again, a willing worker. Nigel Grieves from Glasgow & West of Scotland also 'retired' from the Board of Directors.

Today we see the 'moving on' of two more Directors Walter McGregor who served as Director for the London and South of England Branch for more than nineteen years and again latterly as convenor of the FIM committee. A great servant to the Association.

Also our Vice Chairman Paul Brown, Paul has been a great asset to the Association for fourteen years, much of the work that Paul has done has been behind the scenes making sure that we did everything correctly and keeping things legal. Paul has also been the man to sort out the setup of major championship venues. He, along with his steward volunteers, were on the competition field on the previous day setting up arenas and sorting out any issues with the arenas. Over the years Paul has been convenor of SOSC, a member of the FIM group and part of the Marketing and Media group, along with the responsibility of sorting out the new web site. Paul, for your dedication and level of work ethics on behalf of the members I thank you and I wish you satisfaction in whatever endeavour you embark on now that you are not spending 80 hours a week on RSPBA activities.

I would also like to take this opportunity to welcome Colin Mulhern who has been in post for ten months and is still finding his feet. He is very approachable so if you get the chance introduce yourself to him.

It would be remiss of me not to thank the groups who do all the work behind the scenes and give up their time to make your Association the success that it is.

- Adjudicators Panel management group, who provide all the training for our adj., they also look after the allocation of Adj.
- Music Board
- SOSC
- Finance Insurance and Maintenance
- Marketing and Media
- Pipe Band College

- Stewards & Compiling

A big thank you to them for the work that you do.

Without volunteers our Association would not function and please remember this before you have a go at them. We are always looking for people to volunteer not just heroic innovators, but we also need finishers who can take on a task and finish it.

2022 was a strange year where we had to rediscover ourselves after covid bands took a long time to get back into the way of practices and performing. Even with this strange two years previously the bands still managed to come out and play and compete. Five major championships and twenty-seven minor contests. We are aware that attendance at competitions was down, but we are confident that this will increase in the forthcoming season.

Headquarters in Washington Street, has seen some activities over the last few months with meetings going ahead and a very successful Summer School taking place. The Board of directors would still encourage people to use 'On-Line' meetings where possible but Head Quarters is available for weekday training and meetings on a cost neutral basis, during office hours. Even today we have people using HQ as part of this AGM. We intend to increase the use of HQ to include teaching and training sessions.

Ladies and gents let us look forward to being back on the grass where we all belong. I do feel that we still need to show a little bit of caution and for many, both bands and individuals 2023 will still seem a little strange.

Again, my thanks and best wishes for the forthcoming year.

Kevin Reilly  
Chairman of the Board of Directors  
The RSPBA

## Apologies

The following apologies were noted by the Chairman.

Director – S Orr RVM

## Standing Orders and Tellers

The Chairman confirmed that invitations to attend the AGM had been sent to the Secretaries of 232 (9 more than last year). There is 1 Member who could cast the vote for 8 Bands, there are 6 Members that could cast the vote for 3 Bands and 12 Members who could vote for 2 Bands. This would be 19 voting Members with 52 votes if they all attend the meeting. The Association had received 32 completed Proxy Forms.

Voting during the AGM was taken as notified to the Members in their invitation, **“one band one vote”**.

- Those attending in person at The RSPBA Headquarters will be asked to vote by raising their voting cards when requested by the TELLER for “for” and “against”. Those abstaining need to do nothing.
- Those attending via the ZOOM link were asked to vote using the poll or chat function based on the number of bands they were representing.
  - Members representing a single Band, were asked to cast their vote using the Zoom Poll functionality. A screen will be displayed requesting you cast your vote “For” or “Against” the motion, those wishing to abstain need do nothing.
  - Members on zoom who need to cast multiple votes were asked to cast their votes by using the Chat function to send a vote message to the designated TELLER. Those wishing to abstain need do nothing. The chat message would be of the form “2 for, 1 against” or “0 for, 2 against”. The Teller will have details of those entitled to cast a multiple vote and the number involved to ensure the votes presented are valid.

The results were determined by the combined total of the voted “For” or “Against” at headquarters and on the zoom poll and chat.

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The co-host (Paul Brown) initiated the zoom Poll for those Members who could cast a single vote. A Teller (J Gibb) was set up within the Chat to capture the details of Members on zoom needed to cast multiple votes. The Headquarters Teller (A McGeoch) captured the votes cast.

The results of the zoom Poll were shown to the Members by Paul Brown, and J Gibb and A McGeoch reported the votes cast on the chat and headquarters respectively. The reported numbers were combined before the final result of the Motion was announced by Paul Brown.

A test was undertaken to obtain the number of Members in attendance at the meeting and the Number of votes that could be cast.

The adoption of Standing Orders for the AGM and the appointment of tellers was accepted on the Proposal of Band 345 George Watson's College – Juvenile and seconded by Band 190 Colmcille and had the unanimous support of the Membership.

After some discussion Paul Brown instigated a trial run of the AGM Poll. A total of 71 votes were cast.

Poll	Chat	HQ	Total
35	10	26	71

It was requested that one person should speak at a time when invited by the Chairman. Those wishing to speak should use the zoom 'Raise Hand' function or Chat with the Host to indicate they wish to be heard.

## Report of previous Annual General Meeting

THE 91<sup>st</sup> ANNUAL GENERAL MEETING OF THE ASSOCIATION was held online at 11am on the 12th March 2022 as notified to the Members.

In addition to the Board of Directors, there were 60 bands represented at the meeting making the meeting quorate.

A Precis Report of the 91<sup>st</sup> AGM of the RSPBA was produced and published on the RSPBA Website as a News Item dated 28th March 2022.

Full details are on Page 3 of the Order Paper. There were no questions on the report from the Membership.

The Report of the previous AGM was accepted on the proposal of Band 33 Kinross and District and seconded by Band 289 Fraserburgh Royal British Legion.

To accept the report from the Report of previous AGM.

For	Against	Majority	Pass/Fail
63	1	62	Pass

## Chief Executive's Report

The report from the Chief Executive is as presented on page 4 of the Order Paper.

There were no questions from the Membership for the Chief Executive.

The report was accepted on the proposal of Band 893 McDonald Memorial and seconded by Band 751 Kilbarchan

To accept the report from the Chief Executive.

For	Against	Majority	Pass/Fail
62	0	62	Pass

## 2022 Treasurer's Report, Balance Sheet and Financial Statement.

The Chief Executive as honorary Treasurer presented the Balance Sheet and Financial statement, we ask you to formally accept the Annual report and accounts 2022, including the reports of the Directors and of the Auditors on the accounts.

*The detail is provided in the Appendix to the Order Paper as detailed on Page 12*

Band 899 Coalburn IOR. Questioned the decision not to pay back the Business Interruption Loan, considering interest now must be paid, had we considered investing the funds to offset the interest.

W McGregor responded: if loan had been repaid earlier it would have depleted the available capital that would be required. This is explained in the Finance Insurance & Maintenance to be explained in the Convenor's report. Funds are being put on deposit in anticipation that the interest received will cover the loan repayment interest.

Band 761 Closkelt. Is there a breakdown of costs by major championship?

The Chairman (supported by W McGregor) advised the details are on page 10 (*and pages 15 / 16*) of the accounts. The new auditors have presented the detail differently this year, they do not provide a breakdown into costs eg expenses, prize.

The report was accepted on the proposal of Band 129 Reading Scottish and seconded by Band 899 Coalburn I.O.R.

To accept the report from the Treasurer.

For	Against	Majority	Pass/Fail
62	3	59	Pass

## Finance Insurance and Maintenance Committee Report

The Finance, Insurance, and Maintenance Committee report can be found on page 6 of the Order Paper.

Walter made the following statement: -

This is the last occasion on which you will hear me speak as a director of the Association.

For me, it has been a pleasure and privilege to contribute time and effort for the good of the Association. An organisation whose events have given me so much pleasure over so many years.

Being perhaps more time honoured than most of you I am not a huge fan of social media. Over the last nineteen years, like a many of you, I have seen or been made aware of comments and criticisms, some ill-considered, from outside and within your Association.

Many of the external commentators and critics have had '**plenty to say but little to offer**'. They take no active part in nor contribute constructively at meetings of the Association or its branches. Indeed, within their number, are some who do not appear to be possessed of factual accuracy or financial literacy.

I cannot claim authorship of the phrase 'little to say but plenty to offer'. The individual who typed those words in a recent email of which I was a recipient is exceedingly well known and respected within pipe band circles and by me but is not a director.

Going forward, I would mention that **the future prosperity of your Association depends upon the kindness of strangers**. Why should I say that?

Firstly, as mentioned in my report, annual subscriptions over the years have covered only a modest percentage of your Association's basic running costs.

These costs, by the way, do not include major championship prize money expended by the Association which in 2022 amounted to over £127k as detailed in the annual accounts. Fuller details of the prizes that are paid to the bands are always made available in the respective entry forms.

Secondly, whilst the Association had a creditor bank balance of £324k at the year end, which, incidentally, includes the vast majority of 2023 annual subscriptions received to date, there was at the year-end a debtor balance of £135k on loan.

A loan made available under the Coronavirus Business Interruption Loan Scheme to ensure the survival of the Association. Consequently, net bank balances at the year-end amounted to £189k.

Thirdly, between January and May each year the Association has to meet governance and support costs of almost £100k with little income to offset those costs.

Fourthly, in these uncertain economic times with local authority budgets under extreme pressure, there is no guarantee that major sponsors will be found for all of the major championships in the years ahead. That is why my board colleagues, and I, are especially grateful to the sponsors of this year's Championships and are working exceedingly hard to secure sponsorships for all the majors in 2024.

As an aside, some have recently suggested that the Association should have held the 2023 British Championships without an external sponsor. It is estimated that the direct costs to RSPBA of running such a major championship would be at least £150k. Even, if we were able to generate income of £50k the loss would be around £100k.

It is much easier to estimate likely costs than to project likely income. Especially when one might experience in the lead up to and on the day of a major championship all seasons of the year.

How many of you would have wished or been prepared to attend and take part in a British Championship this year only to see the Association incur a substantial loss and its finances put in jeopardy?

On a brighter note it is anticipated that the Association in 2023 will generate income of circa £533k a more modest surplus of circa £30k to 40k which will cover this year's loan repayments.

As already reported, the Association's current financial position is sound but continued close monitoring and control of costs is required.

Band 761 Clookelt. Do the board consider it prudent to have spent £1m on the refurb to Headquarters to the detriment of running the organisation and championships. The major champs are raison d'etre of The RSPBA. The Board agreed to spending £1m doing up HQ, wiping out the reserves, yet bands can't use it.

W McGregor responded: Headquarters is a listed building and there is an obligation to maintain it. The RSPBA responded to OSCR who were satisfied with the explanations provided. It is more like £150k+ not £50k to run a championship, so the Association would have accrued a loss in running an event without the support of a promoter.

899 Coalburn I.O.R. Agree that it was foolhardy to have refurbished the building, but this had been previously addressed and we need to move on. The RSPBA need to be careful to not further endanger the Association. It is dangerous to fund 1 major championship as other Promoters might then not want to fund others and the Association can't afford to run 5 Majors.

W McGregor responded to a query on the costs of a championship. The Promoters costs are additional to the income / costs shown in The RSPBA accounts and will be for tents, security, stewards, fencing etc

The report accepted on the proposal of Band 289 Fraserburgh Royal British Legion and seconded by Band Coalburn I.O.R.

To accept the Finance, Insurance, and Maintenance Committee report.

For	Against	Majority	Pass/Fail
60	5	55	Pass

## Standing Orders and Steering Committee Report

The Standing Orders and Steering Committee report can be found on page 11 of the Order Paper.

There were no questions for B Niven.

The report was accepted on the proposal of Band 255 Culter and District and seconded by Band 94 Shotts and Dykehead Caledonia.

To accept the Standing Orders and Steering Committee report.

For	Against	Majority	Pass/Fail
64	1	63	Pass

## Auditors' Report

The Independent Auditor's Report to the Members of the Board of Directors can be found on page 6 to 9 of the Appendix to the Order Paper.

The Auditor joined the meeting, having previously been excluded as his device was not recognised on the zoom meeting and the video was not enabled.

Xeinadin Audit Limited have audited the charitable company's affairs as at 31 December 2022 as detailed in the report. There is a marked change in the financial position of the company when comparing the year end positions of 2021 and 2022, due to the resumption of the Major championships and the income these provide to the Association.

The Chairman asked about the breakdown of expenses for the Championships and Directors (as raised under the Treasurers Report). It was agreed that the details are not the same as provided by the previous Auditor, and the inclusion of this details will be considered in the future.

The Auditor's Report was accepted on the proposal of Band 899 Coalburn I.O.R. and seconded by Band 270 Buchan Peterson.

To accept the Auditors' Report.

For	Against	Majority	Pass/Fail
63	0	63	Pass

The auditors, Xeinadin Audit Limited have been appointed for 2023 as detailed in the Auditors Report.

## Marketing and Media Committee Report.

The Marketing and Media Report can be found on page 11 of the Order Paper.

Band 71 Glasgow Skye Association: The RSPBA is a marketable product, the association could better use its social media (Web and Facebook) channels, it is currently poorly marketed, has a lack of positive media presence, and better comms required.

PB (Vice Chair) The committee needs someone with skills in Marketing to join the Standing Committee.

Band 165 Altnaveigh Memorial: Bands need support to rebuild post Covid, they are struggling to compete, and M&M is critical to give life to the Association. Expertise is needed to add value. We ignore this at our peril.

Band 761 Closkelt: Echoes the comments made. There needs modernisation and more investment in Communication and social media engagement. We need to talk with and engage other outlets and bring them onboard, there are organisations out there who want to help. We need to spend money wisely and consider recruitment, to bring us

into the 21<sup>st</sup> Century with Branding, Videos and information for the Bands. Recent New Zealand live streaming is an example of Best Practice. BBC iPlayer isn't available to non-UK viewers? The live streaming of the Worlds needs to be modernised.

Band 188 Cleland Memorial. This is key and there needs to be better use made of social media to engaging with bring in youngsters. Live Stream the lower grade bands.

The report was accepted on the proposal of Band 71 The Glasgow Skye Association and seconded by Band 289 Fraserburgh Royal British Legion.

To accept the Marketing and Media Report.

For	Against	Majority	Pass/Fail
64	0	64	Pass

## Music Board

The Music Board Report can be found on page 7 of the Order Paper.

There were no questions on the report for M Brown-Scott.

The report was accepted on the proposal of Band 129 Reading Scottish and seconded by Band 33 Kinross and District.

To accept the Music Board Report.

For	Against	Majority	Pass/Fail
63	0	63	Pass

## Education Officer' Report

The Education Officer's Report can be found on page 8/9 of the Order Paper.

The EO presented his report and the PBC Principals report on the Summer School.

The Association has a heavy reliance on volunteers in delivering to the organisation, it is not all about championships, the education of young people is paramount. Post Covid-19 examinations have rebounded with good numbers. Recently candidates have qualified with 95 passes, and further assessments are planned to take place in Northern Ireland and the North of Scotland.

The Summer School report is self-explanatory covering the event held at Headquarters post Covid-19, which was very successful.

Band 165 Altnaveigh Memorial: Dojo uni is a not a charity, it is a for-profit organisation in USA but material is not always available at convenient times. There is scope for delivering more online training from The RSPBA.

Band 761 Closkelt: Does this need better marketing? How much money is available to branches from the Association for education? The cost of transport and accommodation for summer school is high for non-Scotland based students.

Response: The RSPBA sent a team of instructors to Northern Ireland and will support any region needing a school at any time of the year. The 2022 School saw a hybrid event (online/in person) used to engage with attendees. Generally, Branches have supported their students in attending events in.

The report was accepted on the proposal of Band 270 Buchan Peterson and seconded by Band 893 McDonald Memorial.

To accept the Education Officer's Report.

<b>For</b>	<b>Against</b>	<b>Majority</b>	<b>Pass/Fail</b>
62	0	62	Pass

## Adjudicators Panel Management Board Report

The Adjudicators Panel Management Board Report can be found on page 4/5 of the Order Paper.

John Wilson In presenting his report to the Members reported that this is his last year as an adjudicator, having enjoyed a career walking in the shadow of giants. He has focussed on the importance of the quality of the critique sheet to help bands develop and raising the standard of training of adjudicators.

The report was accepted on the proposal of Band 255 Culter and District and seconded by Band 751 Kilbarchan.

To accept the Adjudicators Panel Management Board Report.

<b>For</b>	<b>Against</b>	<b>Majority</b>	<b>Pass/Fail</b>
65	0	65	Pass

## PROPOSED CHANGES TO THE STANDING ORDERS AND RULES / ARTICLES OF ASSOCIATION

P Brown explained to the Membership the difference between an ordinary and special resolution and the required votes cast for each.

### • PROPOSED CHANGES TO THE STANDING ORDERS AND RULES / ARTICLES OF ASSOCIATION

#### AGM VOTING

##### Member Resolutions / Motions

A resolution put forward by the Members (Article 119) is successful where it is passed by a majority of 66% or more of the votes cast, by those present taking no account of abstentions.

##### Ordinary Resolutions - OR

An Ordinary Resolution (Article 52) is successful where it is passed by a simple majority vote of those present, taking no account of abstentions.

##### Special Resolutions - SR

A Special Resolution (Article 51) is successful where it is passed by a majority of 75% or more of the votes cast, by those present taking no account of abstentions.

#### MEMBER PROPOSALS.

##### MR1 – Adjudication Panel

The Bands of the NI Branch at their AGM agreed to bring forward a motion requesting the Members consider the number and type of adjudicators that make up a Panel at a contest.

Adjudication Panel: Major and local/minor contests should be adjudicated by a judging panel of five members made up of:

- Piping 1
- Piping 2
- Drumming
- Ensemble (Drumming)
- Ensemble (Piping)

The ensemble (drumming) judge should be a qualified drumming judge with the required ensemble training.

The ensemble (piping) judge should be a qualified piping judge with the required ensemble training.

The ensemble placing will be a combined total of both ensemble judges; placings but should be detailed on the summary sheets separately and also as a combined placing.

Band 761 Closkelt presented the Members Resolution which had received support at the Northern Ireland Branch AGM, to increase the number of ensemble adjudicators on a panel to two (one piping and one drumming). There is a need to evolve look at other areas of World sport like the introduction of VAR.

Band 751 Kilbarchan: The Glasgow & West of Scotland agree with the proposal, but emphasised there is a need to consider the practicalities of having additional judges at each championship, as well as having enough ensemble judges of each discipline, and is averaging the placings the right approach. They would wish for a Working Group to be set up before agreeing to the proposal.

Vice Chair (Paul Brown) asked what is being voted upon, is it to implement a rule change or ask that the proposal is considered by a working group / standing committee.

Band 761 Closkelt: this proposal should go via Music Board.

APMB (John Wilson) replied. The APMB discussed this briefly. They had a concern that ensemble judgements are not well understood. Critique sheets are monitored, adjudicators are required to adopt holistic overview, with no differentiation between piping/drumming background. With a total 71 all adjudicators, there are 34 unattached piping judges, of which 14 are also Ensemble and 19 Unattached drumming, of which 3 are Ensemble. Historically there has been greater interest from former piping judges to transfer to Ensemble. Additional ensemble adjudicators would be needed as 1 x championship requires 16 x ensemble; other majors need 22 over the year. To double up would require another 30 assignments. Thus, a need to train 20 + extra judges, and training in the field takes time. There is no evidence of a need to add extra judges.

Band 120 Essex Caledonian. This would see the demise of smaller contests due to costs.

Band 751 Kilbarchan: Suggested amending the motion by proposing a working party be formed to consider the adjudication need issue. Not vote on the issue now. Seconded by 639 Pitlochry & Blair Atholl.

Band 165 Altnaveigh Memorial: The proposal is “requesting the Members consider the number” hence we should strive to improve. Maybe roll out to majors at first.

Band 893 McDonald Memorial: Asked what would happen if there was an overall tie for ensemble due to the averaging of the two placements, how would the tie be split?

Chairman: Suggests proposal is withdrawn but set up a working party to look at it. Advised that cannot accept an amendment. The motion requires 66% of votes cast to be carried.

Band 761 Closkelt: In reply said there is no intention to diminish adjudicators but wish to move the conversation on and allow MB to consider this.

For	Against	Majority	66%	Pass/Fail
38	22	16	40	Fail

Chairman: the intent is to set up a Working Group to look at the proposal and adjudication needs for the future.

## MR2 – Championship Allowance

The Glasgow and West of Scotland Branch at their AGM were in support of the reinstatement of the payment of the allowance to directors officiating at Major Championships.

The Royal Scottish Pipe Band Association SC018153

Your query in relation to paying allowances to directors when they attend a competition and you have asked us to confirm whether you are acting within the terms of the charity’s governing document (the articles of association).

It is not for OSCR to provide reassurance on what actions the trustees intend taking unlike with the Charity Commission for England and Wales (CCEW). The trustees must ensure that they are acting in the best interests of the charity and using the assets in furtherance of the purposes and in accordance with the articles of association.

An accurate record of any decisions taken to pay allowances to directors should be noted to include the decisions taken and the reasons for them.

The payment of the allowance was suspended, when it was thought the Board were not being transparent in their reason for proposing an update the articles as part of the review requested by the NI Branch (March 2021)

The Directors on the Board of the Royal Scottish Pipe Band Association fully accept that in their role as a trustee, they cannot receive any payment (including an allowance) for their services in attending meetings of the Board, Standing Committees or Sub-Committees (Article 90), although they can claim reasonable expenses (Article 91)

90. Where a Director provides services to the Company or might benefit from any remuneration paid to a connected party for such services, then,

90.1. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

90.2. the Directors must be satisfied that it would be in the interests of the Company to enter into the arrangement (taking account of that maximum amount); and

90.3. less than half of the Directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).

91. The Directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

The Pipe Band competition day can be quite long. In the case of the Major Championships, this can mean starting before 8am and often leaving the park some 12 hours later. Officials carry out many duties in ensuring the event runs smoothly, they are also required to wear highland dress uniform.

The allowance is to cover incidental expenses, deployment of skills and contribute to the wear and tear of personal equipment.

The officials, who all volunteer their time to facilitate the running of the competition include Adjudicators, Stewards, and Compilers, who are supported by Directors who ensure the rules are applied correctly as well as managing the operation of the competition arenas.

The payment of the allowance to the Directors for this specific reason should be allowed along with any expenses incurred through the application of Article 8.4, 8.4.1 and 8.4.2.

#### Restrictions on Use of the Company's Assets

8.

8.1. The income and property of the Company shall be applied solely towards promoting the Company's objects (as set out in Article 4).

8.2. No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the Members of the Company, whether by way of dividend, bonus or otherwise.

8.3. No Director of the Company shall be appointed as a paid employee of the Company; no Director shall hold any office under the Company for which a salary or fee is payable.

8.4. No benefit (whether in money or in kind) shall be given by the Company to any Director except: -

8.4.1. repayment of out-of-pocket expenses; or

8.4.2. reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

The director is supporting the event promoter at a championship, they are not performing management duties as a trustee of the association. To allow the allowance to be reinstated support the amendment below.

Change:

8.3 No Director of the Company shall be appointed as a paid employee of the Company; no Director shall hold any office under the Company for which a salary or fee is payable.

To Read: -

8.3 No Director of the Company shall be appointed as a paid employee of the Company; no Director shall hold any office under the Company for which a salary or fee is payable.

8.3.1 A Director on duty at a contest will be entitled to claim a Competition Allowance as set by the Finance Committee, and reimbursement of legitimate and receipted expenses.

Change Article: -

89 No Director may serve as an employee (full time or part time) of the Company, and no Director may be given any remuneration by the Company for carrying out his or her duties as a Director.

To Read: -

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89 No Director may serve as an employee (full time or part time) of the Company, and no Director may be given any remuneration by the Company for carrying out their duties as a Director other than the Competition Allowance as set by the Finance Committee.

Band 751 Kilbarchan: Glasgow & West of Scotland Branch spoke for the proposal for an allowance to be paid to directors who spend a long day in Highland Dress. All other volunteers receive an allowances / expense for their time at a Championship.

Band 761 Cloiskelt: Opposed in 2021. There is a difference between expenses and allowances, and as trustees they should not receive an allowance. Directors are members of bands, they should have a uniform from their bands, or buy a set of HQ uniforms to be issued to Directors. An allowance of £150 is not appropriate.

Band 751 Kilbarchan: Disagreed with the fee quoted by previous speaker as not factually correct, and emphasised this is not a wage, it is an allowance.

Vice Chair (Paul Brown) there has been a document of allowances and expenses, reviewed periodically for all officials, the director's allowance would be £75.00. All other officials are paid an agreed allowance. The Standing Orders and rules specify one or two Directors shall be in attendance, as well as Company Representatives. If there weren't directors acting as the Company Representatives other volunteers would need to fulfil the duties and they would receive the allowances.

4.1. **One or two members of the Board of Directors shall** be in attendance at all contests and be co-opted to the contest committee for that day.

4.42.No person except officiating Adjudicators, **Company representatives** of the day and Bandsmen/Bandswomen when competing shall be allowed inside the contest arena.

4.58.1 Parts 1 and 2 will be made available to the **Company representative** at the end of each performance before the next Band begins. [2016]

Band 761 Cloiskelt: The accounts for 2011 to 2015 shows higher allowance paid.

For	Against	Majority	66%	Pass/Fail
28	24	4	35	Fail

## ORDINARY RESOLUTION PROPOSAL

### OR1 - NOTIFICATION OF COMPETITION FORMAT CHANGE.

#### Static Start Pilot

The Music Board report to the membership through the October 2022 Board Minute the "Static Start" pilot ran at 4 minor competitions and one major championships in 2022. All bands and adjudicators have been polled and as a result the Music Board has agreed that in the 2023 competition season, Grade 4B bands will return to previous status quo. The Static Start pilot will be extended for the 2023 competition season for all Novice B Bands at minor/ local competitions (where there is a separate Novice B competition) and all 5 major championships.

The Contest Performance Rules (4.47 to 4.53) will apply, with the following clarifications.

Rule 4.51 variation moving from the start line:

The Start line for 'Static Start' will be the Circle. The Pipe Major of a Novice Juvenile B Band taking part in a pilot event will advance the band past the normal start line and halt, having formed the circle and wait for acknowledgement from the Ensemble Adjudicator in Championship contests or the Piping Adjudicator in all other contests. After halting at the "Static Start", no band players shall be allowed to withdraw.

Rule 4.52 After acknowledgement is obtained from the Ensemble Adjudicator in Championship contests or the Piping Adjudicator in all other contests, the band will commence its performance on the command by the Pipe Major. The Pipe Major of a Novice Juvenile B Band taking part in a pilot event will give the command from the "Static Start" position.

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For	Against	Majority	Pass/Fail
32	23	9	Pass

## Nominations

**Vice Chairman** J Hughes proposed by London and South England, Seconded by Lothian and Borders.

Band 761 Closkelt: Does the Vice Chairman have to be a director and/or member of the Association?

Vice Chair (Paul Brown): The Chairman and Vice Chairman do not need to be a member of the Association; they do however need to be supported by at least two Branches (Article 72.1.2 and 72.1.3).

Band 761 Closkelt: We were not aware the post was vacant.

Vice Chair (Paul Brown): The posts are open for challenge every three years, the current post holder can stand for election for a further term, alongside any challenging candidate. Information was included in the October 2022 public minute: -

“The Vice Chairman reminded the Board that his current three-year term in office comes to an end in March 2023. It is now time for the membership to consider putting themselves forward for consideration, particularly if they have ideas and a vision of how to take the Association forwards during their term in office. It is in the interest of the association for the post to be contested and at this point in time the Vice Chairman was unable to put his name forward for consideration for a further term.”

The Poll was taken on to elect the Vice Chairman.

For	Against	Majority	Pass/Fail
31	25	6	Pass

## DIRECTORS FOR ELECTION

The Chairman asked if we could take the vote on block on the directors up for election.

Band 761 Closkelt: Why have new Directors already attended Director’s meetings prior to AGM?

Chairman: the directors have been elected in to post at their Branch AGM.

Discussion between nomination vs election by branch.

Vice Chair (Paul Brown): Directors are put into post by the Branches at their AGM. It is a requirement of the company that one third of directors must retire each year, hence the need for this election / ratification request.

Band 751 Kilbarchan: In accordance with Article 72.2 the number of Directors is dependent on the number of bands in a Branch, at this time Lothian & Borders has 31 bands so their entitlement goes down to 2 directors.

Vice Chair (Paul Brown): During 2022 Lothian & Borders had 43 paid bands who were entitled to vote, and that number was used to identify the number the branch could propose. The 2023 total number of bands in any Branch will not be known until late in 2023 (prior to the 2023 Branch AGMs) as some bands only pay their membership fee late when championship entries open. The post of Vice Chairman does not count as a Branch Director.

Band 1175 Mackenzie Caledonian: My question has been answered by Vice Chair (Paul Brown): As J Hughes has now become Vice Chairman, he is no longer Director for the Branch.

The Poll was taken on block to elect as director on the proposal of Band 751 Kilbarchan and seconded by Band 165 Altnaveigh Memorial.

- A McCleary
- R Niven
- R Hall
- Northern Ireland
- North of Scotland
- Northern Ireland

- S Orr RVM
- J Allan
- Lothian & Borders
- London & South of England

For	Against	Majority	Pass/Fail
41	9	32	Pass

## DIRECTORS AS APPOINTED 2022

J Gibb	North of Scotland	P McAndrew	Dundee Perth & Angus
Vacant	Dundee Perth & Angus	S Smith	Glasgow & West of Scotland
M McCrindle	Ayr, Dumfries & Galloway	K Reilly	Chairman
L Ronaldson	Northern Ireland	L Parsons	North of England
A McGeoch	Glasgow & West of Scotland		
M Brown-Scott	Lothian & Borders		

## 2023 AGM AOCB

Band 165 Altnaveigh Memorial: Commercial organisations are currently leading on Public Relations and using media to deliver education and teaching. Would like to propose that the association looks at what more can be done.

Band 761 Closkelt: World Pipe bands proposes the association continues in G1 the aggregate score over 2 days. Had asked their Music Board reps about G1 final cut off numbers but had received no reply. Concern is that the 18 Band thresholds for going on from Friday to Saturday will eliminate some Bands, all Bands should be heard on the Saturday e.g. New Zealand bands didn't get to play on Sat, having paid a vast amount to attend the Championship. Music Board to look at this.

Vice Chair (Paul Brown): There is a need for a working group to look at adjudication and report back to the Members.

893 McDonald Memorial: When do we need to return trophies for the Majors, particularly since there is no British Championship. Headquarters are progressing this matter now.

Band 751 Kilbarchan: World Tickets, it became cheaper to buy tickets on the day rather than use the online discounted tickets, due to the extra costs added to ticket price. The CEO to take note and raise the problem with discounted tickets with the promoter.

Chairman's summary. Thanks for inputs today. Everyone has best interests of The RSPBA at their heart.

## Meeting Close

The chairman thanked all for attending the meeting closed at 14:16 pm

The Directors the Board meeting would commence at 14:45pm.