

# Amateur Boxing Scotland Ltd

## Annual General Meeting

Minutes of the Annual General Meeting of Amateur Boxing Scotland (ABS) Ltd  
Green Hotel, Kinross, KY13 8AS  
28 August 2011 1.00pm

### **1 Roll Call and Apologies:**

There were 34 Member Clubs present.

Apologies were received from: Mr. John McGuire (Barrhead ABC), Mr. Douglas Pinkett (Bellahouston ABC), Mr. Stuart Anderson (Craigmillar ABC), Mr. Donald Campbell (Elgin ABC), Mr. Robert McGregor (Kingswells ABC), Mr. Tony Reid (Leith Victoria AAC), Mr. James Thompson (Stirling ABC), Mr. Gerry Docherty (Renfrewshire ABC), Mr. Gordon Burns (Lochee Boys Club) and Mr. Bob Walker (Sparta ABC).

ABS Ltd Chairman, Mr. Richard Thomas, opened the meeting by welcoming everyone to the Annual General Meeting.

### **2 Minutes of the Previous AGM Sunday 29 August 2010:**

The Minutes of the Annual General Meeting on Sunday 29 August 2010 were proposed correct by Mr. David Cowan (Dundee ABC) and seconded by Ms. Jeannie Robertson Frazier (Craigmillar ABC)

### **3 Chairman's Report:**

The Chairman read out his 2011 report (Appendix A) in which key updates were given on the areas of Performance, the Bridgeton High Performance Centre, Development and Governance.

The Chairman then made a 2010/2011 season presentation (Appendix B) to members who examined what the key objectives were for ABS during this period, how ABS had performed and identified critical enablers to ensure continued improvement and development.

The following was noted during the Chairman's presentation;

- 3.1 Progress has continued and expectations exceeded with fantastic medal success at the 2010 Delhi Commonwealth Games, the 2011 European Junior and Youth Championships and the GB championships (Schoolboy, Junior and Youths). For the first time, ABS has a published performance plan and credit must go to the

Chief Operating Officer and our newly appointed National Coach, Mike Keane, for the production of this. On the whole, our boxers are now travelling to much more challenging tournaments to gain vital international experience.

A High Performance in the centre of Glasgow is approximately 18 months away from completion. This will be rent free but there will be service charges to be paid. Negotiations are ongoing with sportscotland to ensure the facility becomes self-sustainable and generates income. An interim high performance centre will become operational in the very near future.

- 3.2 The First Minister, Alex Salmond attended a number of the boxing finals in Delhi and was extremely impressed.
- 3.3 Initially, home internationals events had been poor but were great events that provided vital international experience, positive publicity, raised awareness of the social good boxing can bring and created many new ABS/boxing fans.
- 3.4 Despite being in its infancy, the Development Commission has excelled and will benefit ABS in years to come as our younger boxers gain more international experience at an earlier age. The training has been very west and central belt focused however this will be balanced out by holding regional sessions in the North and East.
- 3.5 Communication has previously been criticised, however, it has greatly improved via the ABS website, Facebook and Twitter pages. The Facebook page currently has circa 2000 followers and ABS is currently working to improve the website front page to ensure information does not disappear quickly.

How ABS communicates and treats its boxers is also key. It must do this through what they experience at ABS championships and club shows, the quality of facilities the train in, equipment such as gloves, national squad kit etc. and these are areas ABS cannot cut corners with.

Clear and frequent lines of communication with stakeholders, District Executives and members will be implemented to ensure boxer safety and effective running of the company.

- 3.6 Women's boxing continues to suffer from a lack of investment and, subsequently, development. Despite a request for additional investment from sportscotland and the appointment of a voluntary Women's coach, ABS is behind other home country nations in terms of its Women's programme.
- 3.7 Club growth has been significant with an increase from 93 in 2009 to 111 in 2011. A Coach and Club development officer has been appointed and a key role will be to profile clubs and gather relevant data to ensure clubs are sustainable. This position will also allow for more club engagement in the coming season.
- 3.8 There has been an increase in the amount of registered boxers and recreational boxers. Currently there is no facility to record the throughput of recreational boxers within affiliated clubs. Recreational boxer numbers using affiliated club

facilities has risen and are part of our sport – ABS will examine ways to measure recreational numbers to provide its investors and fulfill Government objectives.

- 3.9 There is much work to be done on Coaching and Officiating. There must be a clear pathway for officials to progress to AIBA star level. Most, if not all, international teams now have AIBA starred referees travelling with them. ABS currently has two and it is difficult for volunteers, who work, to commit the required time to this. ABS will investigate the costs of inviting AIBA assessors to hold exams to qualify more officials.

The development of a recognised coaching qualification has been delayed because of a reluctance from the ABAE to embrace the UKCC (United Kingdom Coaching Certificate). ABS will look to develop its own course and seek endorsement from the Scottish Qualifications Agency (SQA) and will implement a new introduction to coaching course in the near future.

- 3.10 Overall progress has been good during the 2010/2011 season.

There have been moves to improve efficiency with centralisation of staff and the office. There has been a deliberate move away from a paper based membership service system to a more electronic one via the website and social media.

The SME paperwork and medical procedures have been tightened and clubs have a responsibility to ensure all paperwork is completed correctly.

- 3.11 Investment and strong relationships are key enablers to ensure ABS continues to develop and improve. Currently, ABS has strong relationships with AIBA, GB Boxing, the Scottish Government and Commonwealth Games Scotland.

ABS is working with the Government and sportscotland but has not yet been successful in securing increased investment due to the current financial climate. However, there is optimism investment will increase if ABS continues to perform well and exceeds its targets.

Ms. Jeannie Robertson Frazier enquired why there had been a delay in establishing a coaching qualification.

Mr. Willie Burns explained ABAE Regions were not supportive of UKCC as it may result in their budgets being cut. Sportscoach UK has advised Scotland it can develop its own coaching qualification but it must include national standards which should be agreed and endorsed by the SQA.

The Chairman explained the planned introduction to coaching course and future coaching qualifications would cover health, safety and boxer welfare at the foundation levels. As courses become more advanced they will become more technical.

Ms. Frazier then raised the matter of equality and how females & those from a diverse background can access the sport as coaches

Mr. Willie Burns explained that changing existing cultures and training are key.

There were no further questions on the Chairman's presentation.

#### **4 Executive Board's Financial Report:**

Mr. Derek Cannon of Midlothian ABC questioned page two of the financial report and why Mr. Norman Watt of Kincorth ABC was still listed as a Company Director. Mr. Cannon then asked why there was not a detailed breakdown of performance development expenditure on page nine of the financial report.

The Chairman explained Mr. Norman Watt's resignation had been registered with Companies House on 19 August 2010 which was within the year the financial report covered and, as such, was correctly shown as a Director in that Period.

Furthermore, it is not a constitutional requirement to have breakdown of areas such as performance development in the financial report.

Mr. John McCluskey of Kilsyth Golden Gloves ABC suggested it may be prudent to include expenditure breakdowns for transparency. The Chairman pointed out that there are thousands of financial transactions per financial year which would not be practical for an AGM.

Mr. Norman Watt questioned why had staff expenses increased since the last AGM. The Chairman confirmed staff have travelled more and been more active.

Ms. Moira Roy of Elgin ABC stated costs associated to the rent, staff and relocation of the Elgin office on page nine of the financial report was being discussed on a public discussion forum. The Chairman confirmed there had been no large payouts and the financial report was signed as an accurate statement of income and expenditure for the 2010 – 2011 financial year.

Mr. Albert Hills of Wellmeadow ABC proposed and Mr. George Ross of Port Glasgow Victoria ABC seconded the financial report.

The Chairman went on to inform the members that ABS had been successful in securing an annual award of £359,757 from the Government's Cashback for Communities programme. The award is completely separate from current sportscotland annual investment and will further assist in growing the sport and meeting government objectives.

The investment will be distributed by way of a non-contact boxing programme that provides diversionary activities for 10-19 year olds and engages young people in socially and economically deprived areas.

The Chairman concluded that Government Ministers are starting to take notice of the good governance and structure ABS now has which should help future Cashback investment.

Mr. John McCluskey commended the initiative which was met by a round of applause.

## 5 Motions on the Agenda:

The Board presented one motion on the agenda which was as follows;

“To update the Articles of Association and Bye Laws in line with the proposed drafts

The Board Notes:

1. That the Articles of Association have remained unchanged since 2008.
2. That the last tranche of the Companies Act 2006 came into force in October 2009.
3. That the Companies Act 2006 requires certain changes to be reflected within our own Articles of Association.
4. That the current Bye Laws contain outdated references to the rules of boxing.
5. That the current Articles and Bye Laws are nonsensical in areas and should be amended accordingly.

The Board Believes:

1. That the sentiment behind the initial wording of the current Articles and Bye Laws should remain in place, however, updating is required to ensure compliance with legislation and third party mandates and to ensure transparency in the Company’s constitutional documentation.
2. That every Member understands their requirements under the existing and proposed constitutional documentation.

The Board Proposes:

1. To update the Articles of Association in line with those being proposed;
2. To update the Bye Laws in line with those proposed; and
3. To ensure to develop future policies and procedures in line with industry best practice, government legislation and third party government body and AIBA mandates.”

The Chairman explained there had been ample opportunity for members to seek clarity and feedback on the proposed changes to the Articles and Bye Laws by way of;

- Notice was given to all 112 ABS members two weeks prior to a specific feedback session which was held by ABS on 17 April 2011 in Perth. Three members (Arbroath ABC, Garnock Valley ABC and Robert Gordon University ABC) attended who were all satisfied with the proposed changes;
- A further three week period of consultation was provided between 24 June 2011 and 15 July 2011, during which two members (Auchengeich ABC and Kilsyth Golden Gloves ABC) commented and were satisfied with the outcome of their input.

The Chairman highlighted that only three members clubs were in attendance at the consultation meeting in Perth and the considerable lack of feedback during the consultation period. Therefore, members of members against the motion must provide valid reasons why they oppose it.

Mr. Bill Sharkey (Robert Gordon University ABC) informed members he had attended the consultation meeting in Perth where ABS explained the proposed changes with a legal advisor present. Mr. Sharkey explained he had spoken to his own legal advisor and the proposed changes are legally required and cannot be avoided. The previous Articles and Bye Laws are neither acceptable nor legal.

Mr. Sharkey also stated he could not see any substantive changes in the proposed Articles and Bye Laws other than in format.

With that in mind, Mr. Sharkey supported and proposed the motion and Mr. Jimmy Pearson of Hillpark ABC seconded it.

Mr. John McCluskey and Mr. Ian Hyslop of Paisley ABC opposed it.

Mr. Norman Watt suggested that a ballot should be held as there was a proposal for and against.

Mr. Alan Clark of sportscotland was appointed to count the vote as a neutral non-voting attendee of the AGM. The outcome of the vote was 18-15 in favour of the proposed changes.

The Chairman explained to members that, as a result of the vote, the motion would be carried.

(ABS subsequently withdrew the motion as per Article 17.1 as per the Letter contained in appendix B)

## **6 Any Other Competent Business**

Mr. Paul O'Connor of Irvine Vineburgh ABC asked whether Scottish Institute Support at the Glasgow Palace of Arts venue can be replicated similar to systems in place in England and Ireland. The Chairman explained that ABS was currently engaged in discussions with the Scottish Institute to address this.

Mr Paul O'Connor then enquired regarding the possibility of ABS producing R&J training diaries – Mr Andrew Caulfield explained AIBA may produce an R&J book soon as it aims to standardise practices on a Worldwide basis. MR Caulfield advised it would be prudent to wait until such initiatives had been agreed at future AIBA congress meetings.

Mr Stephen Docherty of Lochaber Phoenix ABS informed members as he qualified as an AIBA referee over three years ago, he had received an AIBA training book which was not much use to him when ABS is not promoting officials to become starred referees. The Chairman noted that ABS is trying to build a sustainable system and would seek clarity on Mr. Docherty's status with AIBA.

Douglas Fraser of Leith Victoria AAC asked that now the Bye Laws have been passed, is there a need for member clubs to have to have two working officials. The Chairman suggested this it would not be practical to implement this straight away, it would prudent to have a grace period and it should be the responsibility of the three District Executives to deal with the matter accordingly.

## APPENDIX A

### Chairman's Report 2011



2010 has been a momentous year for ABS. Significant progress has been made in our ongoing modernisation programme in the key areas of Performance, Development, Governance and Organisational Efficiency.

We enjoyed medal success in key events such as the 2010 Delhi Commonwealth Games, the European Junior Championships and the GB Championship events which demonstrate our performance programme is starting to deliver.

Last year my report alluded to the forming of a Development Commission with a particular focus on the development of Schoolboy and Junior Boxers to an elite level and providing them with much needed structured training and international experience.

I am happy to report this has been a fantastic success. Four Home Internationals have seen our young boxers contest a total of 56 international bouts and enjoy victories over Sweden, Wales and Ulster with a narrow defeat by England. The latter events held at Meadowbank were well attended and led to increased interest in Amateur Boxing in Scotland.

As part of our mandate to promote Amateur Boxing in Scotland we have established a robust marketing plan to help communicate with our boxers, members and officials and other stake holders and to encourage interest in Amateur Boxing and the subsequent benefits that it brings.

The 2010/2011 season saw a total of 807 boxers submit entries to box in Scottish Championships events. These were widely regarded as being professionally run with a great atmosphere and exceptional standards of boxing on display.

We have seen our levels of investment maintained from sportscotland against a backdrop of significant cuts in public spending. We have a six month review for additional funding for special projects scheduled at the end of the year. For the first time our Investment is now paid annually, in advance, which demonstrates further increased confidence in our governance.

I have also had meetings with the Justice Minister to discuss Cashback initiatives and how boxing can help in addressing many of the Government's desired outcomes for young people. I am hopeful this will provide further funding to develop Amateur Boxing in Scotland as a sport that can provide opportunities and betterment for young people.

#### **Performance**

2010 has been a fantastic year and a huge well done must go to all our boxers who competed internationally. The most notable performance of the year was of course Team Scotland's

performance at the Delhi Commonwealth Games where Callum Johnson won Gold, Josh Taylor won Silver and Stephen Simmons won Bronze while the other boxers competed with distinction.

Josh Taylor continued his impressive international form in winning Gold at the Belgrade Winners Tournament in Belgrade. Josh and Aston Brown are currently on the GB performance programme at development level and have recently been awarded Athlete Personal Awards via the sportscotland Institute.

A team of four boxers represented Scotland at the 2011 European Senior Championships in Turkey and one boxer will represent Scotland at the World Senior Championships in Baku, Azerbaijan.

Our Youth boxing programme continues to flourish. This was evident in winning five Gold and six Silver medals at the 2011 GB Youth Championships held in the Ravenscraig Regional Sports Facility. Our Youth Boxers also travelled to the Celtic Tri Nations event in the Isle of Man in May 2011 where three Golds were won with some fantastic displays of skill.

A Youth team travelled to Dublin at the end of July to compete in a Round Robin tournament with Ireland, England and Italy. Coming up against three of the strongest European boxing nations, this was always going to be a tough test for the team, a test which they passed with flying colours in beating England 4-1, Italy 2-1 and narrowly losing to Ireland 2-1.

As a result of this performance, a very strong team of five boxers has been selected to represent Scotland at the fourth Commonwealth Youth Games being held in the Isle of Man in September 2011. I have confidence they will perform well in this event. Prior to this, we will send the Commonwealth Youth Games team to the European Youth Championships in Dublin.

I am sure you will join me in wishing Mike Keane well in his new role of ABS National Coach. Mike will provide our Elite programme with leadership and direction towards Glasgow 2014 and beyond.

Mark Geraghty has done a fantastic job with very limited resources as ABS Women's Coach and will look to further strengthen and improve the Women's programme once it has appropriate investment.

### **High Performance Centre**

As you are aware a High Performance Centre has been a much needed resource for ABS. This year seen the establishment of our interim High Performance Centre via the Springhill ABC in Shotts. Meanwhile, we wait for the completion of the 500 square metre permanent High Performance Centre facility in the heart of the Glasgow 2014 sport village in Bridgeton, Glasgow.

### **Development**

The 2010/2011 season seen the formation of the ABS Development Commission and I am happy to report this has been a fantastic success to date.

Development Commission Head of Coaching and Selection, Danny Lee, has produced a development training and competition plan for our Schoolboys and Juniors. This produced very notable results including a fantastic Bronze medal for Reece McFadden at the European Junior



Championships in Hungary and Fraser Gorn & Aidan McGynn reaching the quarter final stages of the World Junior Championships in Kazakhstan.

Our Development Commission boxers have also enjoyed some World class sparring with Ireland and Kazakhstan through Irish training camps and took a very active role in the four Home International events. The Home International events provided much needed experience with thirty eight international bouts for our Schoolboy and Junior Boxers.

Domestically, our Juniors won six Gold and ten Silver medals in Cardiff at the 2011 GB Junior Championships and our Schoolboys won six Gold and four Silver at the 2011 GB Schoolboys held in Manchester.

With significant investment of circa £95,000 being diverted towards the Development Commission, ABS also received generous donations of £2000 from each of its Districts and £1000 from clubs to help finance the delivery of the programme.

### **Governance**

ABS continues to steadily develop and had 111 affiliated clubs during the 2010/2011 season. This shows marked growth since 2009 when there were 93 affiliated clubs.

At the time of reading this all members will have received their club pack. The first ever ABS Club Pack included an improved Affiliation/RE-Affiliation Form for 2011/12, ABS Confirmation of Insurance, Child Protection Documents, Information on procedures for Registering & Re-Registering of Boxers, Members of Members moving Clubs, New Members of Members, Tournaments and Permits and other useful information and templates including full AIBA Technical & Competition Rules Booklet. The Club Pack was produced with the aim of providing our member clubs with a useful information resource and this will be added to and improved in time.

2011 also resulted in the closure of the ABS Elgin office, subsequent staff redundancies and the centralisation of all administration and membership services to Livingston. This came at a cost but has created a more efficient delivery model.

A new Collator has been appointed and ABS has successfully adopted the PVG (Protecting Vulnerable Groups) scheme which supersedes the Disclosure process. The CRBS (Central Registered Body in Scotland) has carried out an appraisal on ABS and commended the transparent, robust processes ABS has developed to deal with general child protection and its effective adoption of the PVG scheme. Currently ABS has 656 fully disclosed staff, volunteers and coaches.

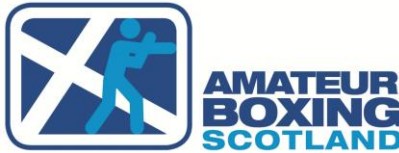
All said we are a small way into the journey of making Scotland a force in Amateur Boxing and we still have a very long way to go in providing our member clubs the support and training needed. I am confident that in the coming season we can see progress in establishing training programmes for coaches, officials and help clubs increase numbers, facilities and funding.

We have also learnt some lessons as an organisation and I encourage all to keep an open mind in this period of change.

As the Chair I am always happy to hear from our members on areas we can improve as an organisation and in particular where we can help our young athletes and encourage more people into the sport.

Finally I would like to thank all our boxers, coaches, officials, volunteers, parents, my fellow directors, our staff, sportscotland and Commonwealth Games Scotland for a fantastic year of hard work. Let's make season 2011/2012 an even more successful year keeping the boxers interest and welfare at the heart of everything we do.

**APPENDIX B**  
**Chairman's Letter to Members – 30 August 2011**



The Members  
Amateur Boxing Scotland Limited

30 August 2011

Dear Members,

I would like to thank all those who attended the ABS Annual General Meeting on Sunday 28 August 2011. During the General Meeting, the motion to formally amend our Articles of Association in line with the Companies Act 2006 received a simple majority vote in favour of the proposed amendments.

That being said, the current Articles are ambiguous and do not offer a distinction between an Ordinary Resolution and a Special Resolution. These ambiguities along with other nonsensical points contained therein when coupled by the updates required under the Companies Act were the catalyst for the proposed changes.

Article 21.1 of our current Articles of Association states: "Any alterations...to the Articles...shall only be made at a General Meeting of the Company, and then only if not less than two thirds of those voting are in favour unless a higher majority is otherwise required."

Section 21(1) of the Companies Act requires any amendment to be by "Special Resolution".

Section 283(1) of the Companies Act states "A special resolution of the members (or of a class of members) of a company means a resolution passed by a majority of not less than 75%".

**As a result the motion proposed by the Board of Directors was defeated.**

I must, however, make it clear for all Members that despite the content of our Constitutional Documentation we are bound by the Companies Act 2006. As such, any provision which requires to be overridden shall be.

Unfortunately, this will undoubtedly involve an increase in our legal fees as it will require ongoing consultations to ensure we are adhering to the Companies Act 2006 and to procure confirmation as to how our current outdated, nonsensical Articles should be interpreted.

The Board of Directors would however like to ensure the Membership that they shall endeavour to keep these additional costs to a minimum. However, this is money that could have been used to further develop the sport.

On a final note, as there may now be an increase in disputes based on the content of our Articles, I must advise that the current Article 23 allows for any dispute regarding the interpretation of the Articles or Bye Laws or any matter not provided for therein to be decided upon by the Board of Directors.

It was the Board's intention to ensure transparency through clear unambiguous Articles of Association. We shall, however, endeavour to ensure compliance with the Companies Act 2006 through the 2008 Articles which shall now remain in force. Legislative changes shall take effect immediately and without further notice.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'R. Thomas', with a long horizontal line extending from the 's' to the right.

Richard Thomas  
Chairman  
Amateur Boxing Scotland