

Minutes of the Annual General Meeting of Tennis Scotland held at the Stirling Management Centre, University of Stirling, FK9 4LA on Thursday, December 17<sup>th</sup> 2015.

## 1.0 Present:

<b>Name</b>	<b>District represented/Position/other</b>
<b>MEMBERS</b>	
John Beeley	Bearsden LTC
W N Duff	Blairgowrie LTC
Jeremy Davis	Cumbernauld TC
K Humphries	Denny and District TC
K Humphries	Falkirk Community Tennis
W N Duff	Falkland LTC
Josie Beeley	Glasgow University Staff LTC
K Humphries	Grangemouth Tennis
Maureen Phillips	Hatton Sports Club
Mary Park	Lochmaben TC
Rhona Alston	Montrose LTC
W N Duff	St Andrews LTC
Charles Strang	St Boswells TC
Mike Aitken	University of St Andrews
Peter Nicolson	Waverley LTC and Squash Club
<b>ASSOCIATE MEMBERS</b>	
Ian Hastie	East of Scotland LTA
Jane Sim	Highlands Tennis Ltd
Dave Macdermid	North East Scotland LTA
Charles Strang	Borders
Mary Park	Tennis Dumfries & Galloway
Bill Duff	Tennis Tayside
Michael Bews	Tennis West of Scotland
<b>OBSERVERS</b>	
D D Carmichael	Honorary President
Andree Hawke	Honorary VP
John S Sinclair	Undisclosed
Tom Thomas	Partner Harper Macleod
Christine Windmill	Honorary VP
Brian Wallerstein	Tennis West
John Mackay	CTC
<b>DIRECTORS/STAFF</b>	
Gordon Baker	Tennis Scotland Chair
Douglas Fairley QC	Director (Corporate Governance)
Dave Macdermid	Director (Marketing Portfolio)
David Marshall	Director (Chief Executive Officer)
Mark Munro	Director (Participation)
Blane Dodds	Director (NED)
Gordon Robertson	Company Secretary
Lee Boucher	Staff (Performance Manager)
Mike Cohen	Staff (Tennis Development Manager)
Erin Lisk	Executive Administrator (Development)
Adele Walker	Executive Administrator (Performance)
Linda Gordon	Competitions Officer
Andrew Raitt	Staff (Tennis Disability Manager)

Doc McKelvey	Staff (Head of Development)
Sarah Cruikshank	Staff (Digital & Communications Officer)
David Mazzucco	President Tennis Scotland
John Frame	Director (Tennis Operations)

## **1. Chair's welcome**

The Chair of Tennis Scotland, Mr Gordon Baker welcomed those attending the Annual General Meeting of Tennis Scotland. The Secretary announced that currently there were twenty two voting cards in the room and twenty four proxy votes.

## **2. Apologies for absence**

Apologies for absence had been received from: Roy Lawrie; Christine Lawrie; Sheena Sim; Robin Nisbet; Rick Gardner; John Stevenson; Pat Reid.

## **3. Approval of minutes dated 18th December 2014**

The Chair proposed that the minutes of the Tennis Scotland Annual General Meeting dated 18<sup>th</sup> December 2014 (which had been previously circulated with the notice calling the meeting on 25<sup>h</sup> November 2015) be approved. This proposal was seconded by Blain Dodds.

## **4. To receive the report of the Chair**

The Chair, Mr Gordon Baker presented his report to the meeting. The Chair spoke of the wonderful and unique experience when Great Britain had won the Davis Cup in Belgium recently where he was present. Gordon Baker referred to two very sad events: the deaths of John Milne while serving as President of Tennis Scotland this year and Elena Baltacha who had died the previous year, but which Gordon Baker still felt emotional about. Gordon Baker noted that there was a tribute to John Milne in this year's Annual Report. Gordon Baker spoke of the positive environment which was encouraging more people to take up playing tennis. He felt it was Tennis Scotland's responsibility to continue to develop tennis activity at clubs, parks and tennis centres. He was however disappointed about some of the press comment towards the LTA recently. Gordon Baker felt that it was important for the Governing Bodies to work together at a national level to challenge any such negative comments. Gordon Baker confirmed that Blane Dodds would be succeeding him as Chair of Tennis Scotland when he stepped down after this meeting.

## **5. To receive the Annual Report of Tennis Scotland for the financial year ended 30<sup>th</sup> September 2015**

Prior to presenting the Annual Report; David Marshall paid a warm tribute to Gordon Baker and Dave Macdermid who were departing as Directors of Tennis Scotland this evening. David Marshall noted that three new members of the Development Team would be commencing in their roles with Tennis Scotland in January 2016. He advised that a Performance review would be taking place during 2016. David Marshall, the CEO of Tennis Scotland then presented Tennis Scotland's Annual Report for 2015 with the aid of a PowerPoint presentation. The presentation reviewed a successful year including: a £5.4M investment in facilities; Gordon Reid's achievements; Andy Murray finishing the year as world number two; Great Britain winning the Davis Cup; an increase in membership; the expansion of the Disability Network; an increase in the number of Places to Play; an increase in the number of Regularly Competing Juniors; an increase in the number of Tennis Mark Places to Play; a District spend of £2.2M with £1.7M in facilities. There then followed an audio visual presentation which showed several case studies reflecting the work of Tennis Scotland in growing the game of tennis and what was being done in the field. David Marshall thanked the

Tennis Scotland team for their efforts and to Sarah Cruickshank for producing the DVD which had just been watched by those at the meeting. Sara Cruickshank confirmed that DVD content was available through the Tennis Scotland website.

## **6. To receive the Accounts of Tennis Scotland for the Financial Year ended 30<sup>th</sup> September 2015**

The Financial Accounts for the year to 30<sup>th</sup> September 2015 were received by the meeting. David Marshall gave a PowerPoint presentation which highlighted the key figures from the 2015 Accounts including the operating surplus of £18,645 with income of £1,704,156 and expenditure of £1,685,511. There were diagrams portraying Income by Source and Expenditure by type with a four year comparison.

## **7. Tennis Scotland's Awards**

The following were congratulated on their awards:

- Club Award – Arbroath LTC
- Coach Award – Annette Fox
- Community Award – Kelvingrove Park
- Disability Programme – Glasgow Disability Tennis
- Education Award – Edinburgh University Tennis Club
- Outstanding Achievement – Adam Brown
- Volunteer Award – Ann Hill
- Young Volunteer Award – Ben Pearson-Stuttard

The above awards will be automatically put forward for the British Tennis Awards.

- International Player of the Year – Andy Murray & Gordon Reid
- Junior Player of the Year – Ewen Lumsden
- Senior Player of the Year – Frances MacLennan
- Team of the Year – Strathallan School
- Tournament of the Year – East Lothian Open Tennis Tournament 2015
  
- Special Award – Commonwealth Youth Games Tennis Team
- Special Award – Leon Smith

An Award ceremony would take place in February 2016.

## **8. Special Resolution**

Douglas Fairley, Director (Corporate Governance) advised of the proposed amendments to the Company's Articles which would be subject to a Special Resolution being passed. Douglas Fairley advised that Tom Thomas of Harper Macleod the Company's solicitors was present in the room. Douglas Fairley acknowledged the suggestions from one of the Members of the Company which had been useful. Douglas Fairley explained that the emphasis placed on participation by the LTA in 2015 which focussed on Places to Play required that certain definitions contained with-in the existing Articles required updating. Douglas Fairley acknowledged the assistance of **sportscotland**, Tom Thomas of Harper Macleod with the proposed changes. Douglas Fairley referred to the appendix which accompanied the "marked-up" Articles which provided an explanation for the changes. Charles Strang (Tennis Borders) considered that it had been unhelpful that the dialogue to change the Articles had taken place with only one member. Douglas Fairley acknowledged

this point. A vote was now conducted to approve the proposed amendments to the Company's Articles by way of the Special Resolution laid before the meeting.

The voting was recorded as being:

<b>VOTE</b>	<b>For</b>	<b>Against</b>	<b>Total</b>
Voting cards in the room	20	0	20
Proxies	22	1	23
<b>Total</b>	<b>42</b>	<b>1</b>	<b>43</b>

Gordon Robertson confirmed that more than 75% of the votes cast were in favour so the Special Resolution was duly passed.

## **9. To fix the rate of Fees and Subscriptions Rates for 2015-16**

David Marshall advised that Tennis Scotland had no control over the setting of the Venue Registration fee which had been increased to £110 per court for the financial year 2016. This fee was set by the LTA which Tennis Scotland was duty bound to follow.

David Marshall explained the reason for the introduction of a £20 per court County Activity fee from December 2016. This would provide funding for County Cup participation and the money raised would go back to the Counties. It would also reduce the financial burden on Tennis Scotland. An amount of £130 per court would therefore be collected from January 2017. David Marshall responded to a query about the apparent small contribution made by the commercial clubs. He explained that the commercial clubs were subject to a national agreement with the LTA which Tennis Scotland did not control. Michael Bews of Tennis West of Scotland expressed his support for this proposal which he considered would address a persistent funding problem.

A vote was now conducted to approve the proposal by way of the Ordinary Resolution laid before the meeting to introduce a £20 per court County Activity fee from December 2016.

The voting was recorded as being:

<b>VOTE</b>	<b>For</b>	<b>Against</b>	<b>Total</b>
Voting cards in the room	17	1	18
Proxies	15	9	24
<b>Total</b>	<b>32</b>	<b>10</b>	<b>42</b>

Gordon Robertson confirmed that more than 50% of the votes cast were in favour so the Ordinary Resolution was duly passed.

## **10. Announcements**

The following announcements were made to the meeting:

1. Gordon Baker announced that Blane Dodds is the new Chair of Tennis Scotland. Blane Dodds made a short speech thanking Gordon Baker for his seven year term as Chair. Blane Dodds complimented this year's Annual Report. Blane Dodds paid tribute to some of Gordon Baker's major achievements during his tenure which included: the four year funding agreement with the LTA; the restructuring of the Board; the establishment of an Executive Team; the modernising of the governance

of the company; the development of new Articles; taking a huge step forward in growing the game in Scotland.

2. The Chair announced that Dave Macdermid (Director of Marketing and Communications) would be standing down. A tribute was made to his contribution as a Director followed by a presentation. It was advised that there was now a preferred candidate to take on the role of Director of Marketing and Communications and an announcement about this would be made early next year.

The Chair expressed the Board's gratitude that David Mazzucco had taken on the role of President following the sudden death of John Milne.

There had been no proposed candidates for the position of Vice President received from the Associate Members (Districts). It was the Board's intention to appoint an Interim Vice President in 2016.

## **11. Elections**

### **(a) The Honorary President**

That D D Carmichael was re-elected unopposed as Honorary President of Tennis Scotland for 2016 with forty six votes.

### **(b) The Honorary Vice-Presidents**

That the under-noted were re-elected unopposed as Honorary Vice-Presidents of Tennis Scotland for 2016 with forty six votes.

Mrs A Hawke

Mrs C Lawrie

Mrs M Adams

A G Christie

W E Duffus

A G Grosset

Mrs L B Hamilton

G B Kerr

P C Nicolson

R S Paterson

Mrs P A Reid

C M Robertson

Mrs S S Sim

J A E Stevenson

C M Thomson

I S Wiggins

J B Wilson OBE

Mrs C Windmill

### **(c) Election of Honorary Member**

That Mrs Christine Lockhart be elected as an Honorary Member of Tennis Scotland was passed unopposed with forty six votes.

**(d) Auditors**

That the firm of RSM (formerly Baker Tilly) Chartered Accountants was re-appointed unopposed as Auditors of Tennis Scotland for 2016 with forty six votes.

**12. Vote of thanks**

The Honorary President, Mr D D Carmichael, thanked the meeting for confirming his re-appointment. He complimented Gordon Baker for his handling of the meeting. Mr D D Carmichael then referred to Tennis Scotland Accounts from over thirty years ago which demonstrated how the organisation had grown. He then thanked Gordon Baker and Dave Macdermid for their sterling service and wished everyone good wishes and a successful 2016.

**13. Close of Meeting**

The Chair, Gordon Baker formally announced that the AGM proceedings were concluded and thanked those present for attending.