

**Proposed amendments to the Articles and Memorandum of Association and Bye Laws (AGM 2018)**

| 3  | Proposed amendment  | Previous Text  | New Text  |
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| 3a | Special Resolution No. 1 - To replace the abbreviated name "Royal Club" with "RCCC" throughout the document |  |   |
| 3b | Special Resolution No. 2 - To change the age for voting rights for Associate Members from 21 to 18          | <p><b>Articles of Association</b></p> <p><b>1. Preliminary</b></p> <p><b>"Associate Members"</b> means those members of a Local Club aged 21 or over who pay a full subscription to the Royal Club (that is, Ordinary Members and Honorary Members (Playing)), each of who, has one vote at all General Meetings of the Royal Club as defined in Article 2.2;</p> <p><b>2. Membership</b></p> <p><b>2.1 Local Clubs in Scotland</b><br/>Any curling club which is situated in Scotland and complies with Bye-Law 1 shall be admissible into membership as a Member of the Royal Club and hereinafter referred to as a "Local Club". Such clubs shall be bound by the terms of Bye-Law 1. Each individual member of a Local Club aged 21 or over who pays a full subscription to the Royal Club (that is, its Ordinary Members and Honorary Members (Playing)) is an Associate Member of the Royal Club in terms of Article 2.2 and has one vote in terms of Article 5.1. For the avoidance of doubt, whilst each Local Club has certain rights conferred by the Articles, no Local Club itself has any vote at any General Meeting of the Royal Club.</p> <p><b>2.2 Local Clubs in Scotland</b><br/>Each individual member of a Local Club aged 21 or over who pays a full subscription to the Royal Club (that is, as an Ordinary Member or an Honorary Member (Playing)) is an Associate Member of the Royal Club in terms of the most recent Annual Return submitted and subscriptions paid by the Local Club to the Royal Club in terms of Bye-Law 1.7 and 1.5. Each Associate Member shall be required as a continuing condition of Associate Membership to abide by the terms of these Articles and such Bye-Laws and Policies</p> | <p><b>Articles of Association</b></p> <p><b>1. Preliminary</b></p> <p><b>"Associate Members"</b> means those members of a Local Club aged 18 or over who pay a full subscription to the RCCC (that is, Ordinary Members and Honorary Members (Playing)), each of who, has one vote at all General Meetings of the Royal Club as defined in Article 2.2;</p> <p><b>2. Membership</b></p> <p><b>2.1 Local Clubs in Scotland</b><br/>Any curling club which is situated in Scotland and complies with Bye-Law 1 shall be admissible into membership as a Member of the RCCC and hereinafter referred to as a "Local Club". Such clubs shall be bound by the terms of Bye-Law 1. Each individual member of a Local Club aged 18 or over who pays a full subscription to the RCCC (that is, its Ordinary Members and Honorary Members (Playing)) is an Associate Member of the RCCC in terms of Article 2.2 and has one vote in terms of Article 5.1. For the avoidance of doubt, whilst each Local Club has certain rights conferred by the Articles, no Local Club itself has any vote at any General Meeting of the RCCC.</p> <p><b>2.2 Local Clubs in Scotland</b><br/>Each individual member of a Local Club aged 18 or over who pays a full subscription to the RCCC (that is, as an Ordinary Member or an Honorary Member (Playing)) is an Associate Member of the RCCC in terms of the most recent Annual Return submitted and subscriptions paid by the Local Club to the RCCC in terms of Bye-Law 1.7 and 1.5. Each Associate Member shall be required as a continuing condition of Associate Membership to abide by the terms of these Articles and such Bye-Laws and Policies as may be adopted as</p> |

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|           |  | <p>as may be adopted as binding on the entire membership. Each Associate Member has one vote in terms of Article 5.1. For the avoidance of doubt, an honorary member of any Local Club will, whilst still being a playing member, remain liable to pay the relevant annual subscription to the Royal Club.</p> | <p>binding on the entire membership. Each Associate Member has one vote in terms of Article 5.1. For the avoidance of doubt, an honorary member of any Local Club will, whilst still being a playing member, remain liable to pay the relevant annual subscription to the RCCC.</p>  |
| <p>3c</p> | <p>Special Resolution No. 3 - To introduce appointment of Independent Directors, one being a senior independent director</p> |  | <p><b>Articles of Association</b></p> <p><b>1. Preliminary</b></p> <p><b>“Independent Members”</b> shall be defined as a person who is free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be independent even if they are a member of the organisation and/or play the sport. Examples of a close connection include: a) They are or have within the last four years been actively involved in the organisation’s affairs, eg as a representative of a specific interest group within the organisation such as a committee, programme or area; b) They are or have within the last four years been an employee of the organisation, or; c) They have close family ties with any of the organisation’s directors or employees</p> <p><b>“Senior Independent Director”</b> means an independent director who is appointed as such by the Board, and whose responsibilities include: a) providing a sounding board for the chair; b) serving as an intermediary for the other directors when necessary; c) acting as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or the organisation’s management fail to resolve the matter or in cases where such contact is inappropriate; and d) leading on the process to appraise the chair’s performance.</p> <p><b>6. The Board of Directors</b></p> <p><b>6.2(e)</b> The Board shall appoint not less than two Independent Directors, one of whom shall be Senior Independent Director, by open public recruitment and in the event that the number of non-independent Directors exceeds eight in number, one additional Independent Director shall be appointed. Such Independent Directors may be appointed for a period of three years and thereafter may be appointed for one further period of three years.</p> |

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| 3d | Special Resolution No. 4 - To change the appointment of chairman to be openly recruited   | <p><b>Articles of Association</b></p> <p>6.7 The Board shall elect its own Chairman from any of the Directors (including co-opted Directors and the President but excluding the Chief Executive Officer) who will hold office, taking account of Article 5.9, for a period of up to three years whereafter, if eligible, he or she may stand for re-election as an Elected Director and, if successful, may stand for re-election as Chairman. In the absence of the appointed Chairman at meetings, those Directors present at such a meeting will appoint a temporary deputy from their own number to chair the meeting</p> | <p><b>Articles of Association</b></p> <p><b>6. The Board of Directors</b></p> <p>6.2(f) The board shall appoint a Chairman who shall be recruited by an open and public process and shall exclude those holding office in terms of 6.2 (a) and 6.2 (d). The Chairman will be appointed for a period of up to three years, thereafter if eligible, he or she may apply for re-appointment as Chairman through the recruitment process.</p> <p>6.7 In the absence of the appointed Chairman at meetings, those Directors present at such a meeting will appoint a temporary deputy from their own number to chair the meeting</p> |
| 3e | Special Resolution No. 5 - To increase the break required for directors being reappointed after serving a full term, to 3 years | <p><b>Articles of Association</b></p> <p>5.9 Each year, one-third of the Elected Directors, elected in terms of Article 6.2(b), (or the nearest number upwards) shall retire from office. No Elected Director will be entitled to serve more than two terms of office (where a standard term of office is usually three years, but where any period of office of less than eighteen months will not count as a term of office) or a maximum of eight years continuously as such, but will be eligible for re-election after an interval of one year.</p>  | <p><b>Articles of Association</b></p> <p>5.9 Each year, one-third of the Elected Directors, elected in terms of Article 6.2(b), (or the nearest number upwards) shall retire from office. No Elected Director will be entitled to serve more than two terms of office as an Elected Director (where a standard term of office is usually three years, but where any period of office of less than eighteen months will not count as a term of office) or a maximum of eight years continuously as such, but will be eligible for re-election after an interval of three years.</p>  |
| 3f | Ordinary Resolution No. 1 - To delete Bye Law 1.12 concerning "initiation"  | <p><b>Bye Laws</b></p> <p><b>1.12 Initiation</b><br/>Any two initiated members of the RCCC may initiate the members of a Local Club. Certificates of Initiation signed by the President of the RCCC may be issued to initiated</p>  | <p><b>Bye Law</b></p> <p><b>Remove</b></p>  |

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|    |   | members of Local Clubs by their Secretaries who shall countersign and date them. |  |
| 3g | Ordinary Resolution No. 2 - To add a new Bye Law concerning the Adult Protection Policy |  | <p><b>Bye Law</b></p> <p>12.1 The RCCC is committed to ensuring equality of opportunity and fair treatment of all people within the organisation, regardless of gender, reassignment, disability, race (including ethnic background, nationality and colour), marital or civil partnership, status, age, sexual orientation, religion or belief, or social background.</p> |

*Note: Numbering and typesetting will be adjusted to improve accuracy and formatting without changing meaning.*