



**MINUTES OF THE EXTRAORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS HELD AT THE IMPERIAL HOTEL,  
LONDON, ON WEDNESDAY 4<sup>TH</sup> JUNE 2008**

Apologies and attendance as on page 1 of the Minutes of the Shareholders' meeting.

Opening the meeting the Chairman thanked all the Counties for their commitment and hard work in the consultation process with their clubs and members. There had been a significant increase in understanding by all sides which boded well for the future.

Before the formal vote was taken on the Strategy Proposals, the Chairman afforded every County one minute in which to express their views, which were as follows:

*Yorkshire*

Clubs and Council members had voted 52/21 in favour of Pay-to-Play, though some smaller clubs had already disaffiliated, and this was an area where the Union must pay greatest attention. The 29p charge was acceptable, but a universal accounts package and a simple form of contract must be produced. It was hoped that club and county returns would be accurate. There was concern about the regulation in regard to EBU teachers. The County abhorred the idea of club round robins sent to other counties.

*Worcestershire*

Concern was expressed that the cost implications already issued be maintained. If they were changed radically goodwill and members would be lost. Implementation of the strategy must be smooth and effective, and overheads must be reduced.

*Wiltshire*

The strategy must be well marketed, particularly in relation to small clubs, and costs must be kept under constant review.

*Westmorland*

There must be a back-up plan for failure, clubs cannot be asked to sign a contract before the final fee is set, and they felt there was an absence of a formal budget and costings.

*Warwickshire*

Disaffiliations, including some of our larger clubs, were a matter of concern, and would cause problems for the County. Considerable opposition was expected at our recent AGM.

*Sussex*

Escalating costs must be addressed, and an efficient IT package produced for clubs to cater for pay-to-play and master-points.

*Suffolk*

The majority of clubs and members were content with the proposals.

*Staffordshire & Shropshire*

Most members supported universal membership, but didn't believe that the current proposals would bring people together. Half of the county's clubs would disaffiliate, and there was no confidence that 29p would be retained as the fee. The strategy was high risk in terms of cash flow issues and they were worried about the loan strategy.

*Somerset*

Substantial help must be given to smaller clubs.

*Oxfordshire*

They congratulated the Club Liaison Officer on what had been a thankless task, and MDAG who had responded to most of the concerns expressed. No problems would be experienced by computer-literate clubs, and larger clubs within counties would be able to offer assistance to smaller clubs.

*Nottinghamshire*

Some clubs would disaffiliate, including the largest in the county.

*Northamptonshire*

4-1 in favour, but were concerned about the disenfranchisement of teachers.

*Norfolk*

The clubs were 3-1 against with likely disaffiliations. They were very concerned about the budgetary proposals, at a time when the EBU's travel allowances had been increased. There was no information in the budget about the inevitable increase in subscriptions to the WBF and EBL. Seemingly members who played at more than one club could play once a week at an affiliated club, and at other times at a non-affiliated club, thus losing the Union income.

*Middlesex*

A clear vote against, mainly due to a large proportion of proprietary clubs who were likely to disaffiliate. The EBU must take steps to redress this and actively encourage everyone back into the fold. They were concerned about possible loopholes.

*Merseyside & Cheshire*

Most clubs were content to give the EBU the benefit of the doubt about the merits of the strategy but there was considerable scepticism about the perceived value of the EBU to individual Club Members.

*Manchester*

All 25 clubs had been consulted and 17 voted against, with threats of disaffiliation. There was disquiet about the county fee in addition to the pay-to-play fee, and replacing the current income of £4K.

*Lincolnshire*

With our EBU membership already below 300, two clubs had already indicated that they would disaffiliate if P2P came in. There was concern that the county would cease to exist if more clubs disaffiliated.

*Leicestershire*

Muted support. The majority of clubs would survive, but would not benefit from the changes and there would be more EBU members, but less real activity. The questionnaire had caused clubs to consider why they were affiliated to the EBU; some had decided to disaffiliate now, irrespective of whether P2P was implemented. It was evident that members would collectively pay a lot less in 2010 than they did now, and there were concerns about a serious deficit in EBU income which could result in a very damaging substantial increase in the fee later. Our clubs thought that there would be a second vote in 2009, and hoped that we were not committed to voting in support at this stage.

*Lancashire*

A significant number of the county's clubs would disaffiliate.

*Kent*

A small number of clubs would disaffiliate.

*Isle of Man*

Of the "social" clubs, one would disaffiliate – the others were in favour.

*Hertfordshire*

In favour, but concerned about implementation and administration, which must be simple. They endorsed the worries that had been expressed about teachers, and emphasised that getting the budget right was of the utmost importance.

*Herefordshire*

Some disaffiliation of smaller clubs was expected, but although larger clubs would stay on board they were very concerned about the attitude of their members who are currently not EBU members and expect some fall-out into non-affiliated clubs.

*Hampshire & Isle of Wight*

Many clubs did not support the strategy, particularly its Pay to Play aspect and had indicated their intention to disaffiliate if it was introduced.

*Essex*

Several meetings held, and the balance of the clubs had been in favour. They were concerned about the effect on counties who relied on subscriptions. County fee would difficult to establish, and could be anything between 4p and 9p.

*Dorset*

Three-quarters of clubs would disaffiliate, and doubt was expressed as to whether the county would be able to continue. The early proposals had not conveyed sensible information, and had alienated clubs.

*Devon*

Some disaffiliations already, and every effort must be made to get small clubs back. More technical expertise was required now, but sponsorship of IT would be very beneficial.

*Cumbria*

Cumbria had decided to vote against the proposals. They thought the proposals looked very risky and the extrapolations of the questionnaires were not convincing. There was concern over the lack of a business plan. There was little mention of the increased work load work for clubs. How many clubs would have to be lost before the scheme became not viable? There was a lack of attention to increasing the membership and the intention to pass this off by instituting possibly costly research.

*Cornwall*

Generally in favour.

*Channel Islands*

The Channel Islands were in favour of the new scheme.

*Berks & Bucks.*

Two meetings held. The proposals failed to recognise the needs of 'social clubs', particularly those who have non-master-pointed sessions and were very critical of the single P2P rate, and there needs to be a vision of how the strategy will succeed.

*Bedfordshire*

A small county, and one club would disaffiliate. The county fee had been estimated at 6p per session. Concerns were expressed that the national ranking system would be irrelevant for most members. They were also worried about the difficulties of implementing a major project.

*Avon*

Two major clubs and some smaller ones had voted against. They were concerned about the lack of marketing within the county.

At the conclusion of the discussion the Chairman put forward the following Ordinary Resolution:

“that the Shareholders accept the principle of Universal Membership and approve the Board proposals for replacing the current Annual Subscription and Master Point income by a Pay to Play fee as outlined in the “Strategy for the future of the EBU and Duplicate Bridge in England” document dated April 2008. If so approved the Board will commission the changes necessary to the Bye-Laws of The English Bridge Union and request a future General Meeting to accept those changes.”

In accordance with the Articles of Association, the Chairman asked for a show of hands, and reminded proxies they had no voting entitlement.

Malcolm Carey expressed the view that the Resolution was of sufficient importance to require a ballot, and such was supported by at least five Shareholders.

The Resolution was carried by 52 votes to 31 with two abstentions and one Shareholder not present, the details being as follows:

<b>Avon</b> 2 against	<b>Herefordshire</b> 2 for	<b>Northamptonshire</b> 1 for
<b>Bedfordshire</b> 1 for	<b>Hertfordshire</b> 3 for	<b>Nottinghamshire</b> 1 against, 1 abstention
<b>Berks. &amp; Bucks</b> 1 for, 2 against	<b>Isle of Man</b> 1 for	<b>Oxfordshire</b> 3 for
<b>Cambs. &amp; Hunts.</b> 2 for	<b>Kent</b> 3 for	<b>Somerset</b> 2 for
<b>Channel Isles</b> 1 for	<b>Lancashire</b> 3 for	<b>Staffs. &amp; Shrops.</b> 2 against
<b>Cornwall</b> 2 for	<b>Leicestershire</b> 2 for	<b>Suffolk</b> 2 for
<b>Cumbria</b> 1 against	<b>Lincolnshire</b> 1 against	<b>Surrey</b> 4 against
<b>Derbyshire</b> 1 against	<b>London</b> 1 against, 1 for, 1 abstention	<b>Sussex</b> 2 for, 1 absent
<b>Devon</b> 2 for	<b>Manchester</b> 1 for, 2 against	<b>Warwickshire</b> 3 against
<b>Dorset</b> 2 against	<b>Merseyside &amp; Cheshire</b> 2 for	<b>Westmorland</b> 1 against
<b>Essex</b> 3 for	<b>Middlesex</b> 3 against	<b>Wiltshire</b> 1 for
<b>Gloucestershire</b> 2 for	<b>Norfolk</b> 2 against	<b>Worcestershire</b> 2 for
<b>Hants. &amp; IOW</b> 3 against	<b>North-East</b> 3 for	<b>Yorkshire</b> 4 for

The Chairman declared the Resolution carried and thanked everyone for all their hard work, including MDAG members, past and present.

He assured the Shareholders that the Board would take into account all the concerns expressed. It was its duty in the coming months to do its utmost to ensure that those who had been against the strategy would be persuaded to come back into the fold prior to April 2010.

He said that the Board had scheduled a meeting on June 11<sup>th</sup> to start the process of implementation. In overall charge of this would be a Project Board. In addition, a Club Committee would be set up as a permanent committee of the Board, its major role being to convey a strong message to the membership and to the clubs that the Union intended to look after and provide services for all categories of membership.

Particular concerns were expressed in relation to small counties who would need significant help from the Union to survive, and the level of fee that counties would need to impose to generate sufficient income, in the event that significant numbers of clubs disaffiliated. In response, John Carter reported that Hampshire & Isle of Wight had formed a Finance Sub-committee to address these issues, and the county would probably continue with an annual subscription for the year 2010/11 for those members who wished to remain involved with the EBU. A decision would be taken thereafter, when accurate figures were available, as to whether to use a county component of the Pay to Play fee.

Sally Bugden confirmed that every county would have the option of raising funds by Pay to Play, or by their current subscription system. As much information as possible would be produced including a package of services for clubs, and full details would be published on the EBU website.

Paul Hackett reported that when universal membership was adopted in Poland, 20% of clubs disaffiliated, but 19% returned after the first year, and the country now had more affiliated clubs than before universal membership was adopted.

The Chairman said that with the inevitable rise in membership through Pay to Play, a priority would be to renegotiate the basis of the Union's subscription to the WBF and EBL, the perception being that the Union does not get much in return for its subscriptions. David Harris confirmed that a sliding scale had been introduced by the EBL to cover the disproportionate positions of France and the Netherlands, and a substantial increase in subscription was therefore unlikely.

It was confirmed that the Shareholders' decision to adopt universal membership through the Pay to Play scheme would be published on the EBU website and an announcement would be released to the press. The Board would work towards implementation of the strategy as fast and as cost-effectively as possible.