



**MINUTES OF THE SHAREHOLDERS MEETING  
HELD AT THE IMPERIAL HOTEL, LONDON,  
ON WEDNESDAY 11<sup>th</sup> MARCH 2009**

<b>Present:</b>	Sally Bugden Andrew Petrie Michael Hill Barry Capal John Carter Graham Jepson Jeff Morris Alan Nelson Malcolm Oliver Martin Pool Peter Stocken Heather Dhondy David Harris Elena Jeronimidis Sandra Claridge Karen Durrell	Chairman Vice Chairman & Tournament Committee Chairman Treasurer General Manager, Company Secretary, Merseyside/Cheshire & Yorkshire Proxies Board Member Board Member Board Member Board Member Board Member Board Member Selection Committee Chairman EBU Advisor & Vice President <i>English Bridge</i> Editor Minute Taker Reception
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<b>Apology:</b>	Jeremy Dhondy	Laws & Ethics Committee Chairman
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County	Shareholders: Present	Apologies	Proxy	County	Shareholders: Present	Apologies	Proxy
Avon		Mrs M Harris	P Green	Lincolnshire	S Cochemé		
Bedfordshire		Mrs V Lawson	RM Chester	London	Mrs C Duckworth J Smith		
Berks & Bucks	T Garrett N Thompson			Manchester	M Newman S Travers	B Kaye	S Travers
Cambs & Hunts				Merseyside/Cheshire	G Endicott	A Clark	B Capal
Channel Islands		Mrs P Panter		Middlesex	KAR Drane Mrs J Feldman PN Rosen		
Cornwall	JM Booth			Norfolk	R Amey	JG Faulkner	P Hasenson
Cumbria		PR Ford	Mrs S Landy	North East		MJ Baker	I Rankin
Derbyshire				Northants	G Hedley		
Devon	T Treeby			Notts	Mrs J Burgess Mrs B Harris	K Rodgers	Mrs J Burgess Prof F Harris
Dorset				Oxford	P Baxter Mrs R Brown		
Essex	D Green I Moss	Mrs M Curtis		Somerset			
Gloucestershire				Staffs & Shrops	PD Hackett	J Withers	PD Hackett
Hants & IoW		Mrs M Gale	M Mollart-Rogerson	Suffolk			
Herefordshire		G Harrington R Underhill		Surrey	PB Bentley MR Curtis Mrs P Griffin H Marsen		
Hertfordshire	BN Eddleston M W Minting			Sussex	Miss JB Simpson	PJ Bates	Miss JB Simpson
Isle of Man				Warwicks	C Lang J Pyner	L Reece	S Green
Kent	BR Crack JM Lewis			Westmorland			
Lancashire		B Brelsford Mrs J Wright	Dr A Barnes Dr A Barnes	Wiltshire	P Green		
Leicestershire	RH Northage J Wilcox			Worcester		Mrs JA Skelton P Hammond Mrs J Latham P Mason Mrs L Millet I Rodger	N Forward N Forward B Capal
				Yorkshire			

Opening the meeting the Chairman paid tribute to England's international teams who had been so successful in Beijing, and the England teams who had won the Junior Camrose and Peggy Bayer Trophies. Congratulations were also extended to the English Bridge Union team which had recently won the Camrose Trophy and the England team which had finished second. Both the Selection Committee and the Youth Committee were congratulated for choosing the teams.

## **1 APOLOGIES FOR ABSENCE**

See page 1 for County information.

## **2 MINUTES OF THE ANNUAL GENERAL MEETING ON 2<sup>ND</sup> OCTOBER 2008**

The minutes were signed as an accurate record.

### **2.1 Accuracy**

#### *2.1.1 National Newcomers Pairs*

Andrew Petrie apologised that it had not been possible to organise an interim event for 2009. However, three Really Easy Congresses were planned for the current year, and in light of the introduction of universal membership in 2010, the Tournament Committee was planning a number of events which it was hoped would attract new players. He apologised for any confusion from the inaccurate report in the AGM minutes.

### **2.2 Matters arising**

#### *2.2.1 Bidding for the Future*

The Chairman outlined the progress of the business strategy as follows:

#### *Education*

In conjunction with Fred Gitelman, a teaching program based on that used by the ACBL was being developed and would be available free of charge on the EBU website later in the year. Rob Lawy was working on a strategy paper on Education which would be presented at the next Board meeting in May.

#### *Club Committee*

The Club Committee had held two meetings and was functioning very successfully. A more detailed report would be given by the Chairman – see Item 4.

#### *Tournaments*

An online survey had been undertaken, and the results examined. The Committee would be producing recommendations for new competitions for clubs and their members.

#### *Simplification of regulations*

The Chairman was very grateful to the Laws & Ethics Committee, and in particular Martin Pool and Jeremy Dhondy, for the efforts they are making to present regulations in a more simple way, and for the valuable comments made by the Club Committee.

### ***Selection Committee Review***

A review has taken place of Selection Committee procedures, a more detailed report would be given by the Chairman - see Item 9.

### ***5-Year Business Plan***

The 5-year plan will be reviewed at the July Board meeting and the framework agreed. However, the plan would not be finalised until any necessary adjustments had been incorporated after the last affiliation agreements were returned at the end of July.

### ***Timetable for registration as a Charity***

A timetable had been produced for registration of the EBU as a charity in April 2011. Advice for volunteers on EBU committees continues to be addressed.

### ***All Party Parliamentary Group***

A meeting had been held, chaired by Baroness Henig, to pursue development of bridge by an All Party Parliamentary group. A series of events were planned to raise the profile of bridge and to develop awareness of the benefits of bridge. In terms of young people these comprised numeracy, logic, strategy and socialisation. The benefits for older people were identified as protection against dementia together with the social aspect. The Chairman thanked Baroness Henig for the enormous amount of work she had undertaken to set up this important initiative.

The Chairman confirmed that minutes of sub-committees of the Board other than the three standing Committees will be reported in the Board minutes. Reports would be made on their contents at regular intervals.

## **3 UNIVERSAL MEMBERSHIP PROJECT BOARD**

### ***3.1 Update on progress***

The Chairman said that the Board had been working very hard to ensure that the Pay to Play details are implemented. The necessary IT systems had been specified and work on them was on-going, and the Pay to Play guidelines and Club affiliation agreement were approaching their final drafts. The Club Benefit Package was being developed and loopholes had been identified, addressed and resolved. The date of the mail-out to clubs, announcing the Pay to Play subscription rate had been brought forward to the end of April 2009, so that details would be returned by the end of July. Progress was also being made on the National Rating Scheme.

The Treasurer reported that the calculation of the Pay to Play figure in the April 2008 proposals was based on activity during the year to 31<sup>st</sup> March 2007. However, subscription and master-point income had been roughly constant during the last two years and administration costs had been reduced, so a Pay to Play subscription of 29p would therefore be proposed by the Board for the year 2010-11.

Peter Hasenson, proxy for Norfolk, pointed out that a substantial increase in membership at a cost of £4 per person plus the €0.80 and \$1 per capita subscriptions to the European Bridge League and World Bridge Federation respectively, would place a heavy burden on the Union's resources, both in terms of reserves and staffing. He noted that calculations had been based on 940 clubs, when in fact the current number was significantly less, and he considered the prediction that 80% of existing clubs would

continue to affiliate to be optimistic. In addition, he did not consider that the Shareholders had been provided with comprehensive financial projections.

The Treasurer stated that the basis for some of Mr. Hasenson's calculations were wrong and that he had been informed of this via email. He reiterated that the calculations on financial viability were accurate based on current figures but the EBU would continue to monitor the situation, particularly in the light of the global economic downturn. The Chairman confirmed that discussions would be on-going with the EBL and WBF to seek a reduced subscription rate.

The Chairman confirmed that the first two issues of *English Bridge* would be provided to members after the implementation date, but that thereafter a member would have to play at least 12 times annually to qualify for membership benefits. Members of existing clubs could also qualify for the magazine via playing in national tournaments and this would be outlined in the Pay to Play guidelines which should be publicly available at the end of April.

It was announced that the implementation budget had been included in the overall EBU budget for 2009/10 and this would be presented to the shareholders, as usual, at the June meeting. However, the full detail might not be available because of commercial considerations.

Tom Garrett (Berks. & Bucks.) congratulated the Board on keeping administrative costs at the same level as in 2007.

### **3.2 County Constitution changes & model County Constitution**

The Chairman reported that updates on county matters had been mailed to counties, and favourable comments had been received on the revised model Constitution.

Martin Pool said that the new model, which covers all the basic requirements to comply with current legislation, was designed as a starting point. Every effort would be made to produce changes to suit particular counties' requirements so that the final version would be acceptable to the county and the EBU. Amendments should be made now, to facilitate the setting of the county's Pay to Play subscription prior to April 2010. Additional changes to conform to the requirements of the Charity Commissioners could be made at a later date.

The Chairman said that counties could consider their financial projections for the financial year 2010/2011 and provide the EBU with the amounts they will be charging their members by mid April 2009, so that the figures can be included in the club affiliation mailing which will take place at the end of April. Constitution changes could take place in county AGMs in the year 2009/10.

Turning to bye-law changes, a list of which would be available in June, the Chairman said that these would be restricted to clauses to facilitate the introduction of Pay to Play, and thus are enabling legislation. In addition the clause on participation in "Open" competitions was noted to be unenforceable, and would be removed. Like individual members, clubs have to be affiliated to the EBU to enable them to affiliate to a county.

This is the status quo and this will be retained. It will be highlighted that unaffiliated clubs cannot take part in any EBU or county competition. In regard to county leagues, the practice of permitting non-EBU members to compete in the bottom division, would remain.

The Chairman expressed her gratitude to Gerard Faulkner and Martin Pool for the work on county constitutional matters, and for Martin's continuing contribution.

### **3.3 *Stephen Green's Research on Pay to Play***

The Chairman announced that Stephen Green (Warwickshire) had undertaken research amongst clubs in regard to Pay to Play, and had requested the opportunity to address the Shareholders.

Prefacing Stephen Green's presentation, the Chairman went on to say that the Board, through its Membership Development Action Group had researched and consulted as widely as possible to ensure that it proposed what it believed to be the fairest – you only pay when you play – the most equitable – everybody contributes a small amount to the infrastructure and development of bridge in England – and the most efficient way for universal membership to be implemented in England.

A great deal of progress had been made since June 2008, when the Shareholders accepted Universal Membership via Pay to Play by a substantial majority, and the Board was thus mandated by the Shareholders to carry out the implementation of the project. Aylesbury staff, and a large group of volunteers on both the Universal Membership Project Board and the Club Committee are working tirelessly to ensure that the processes are efficient and that the clubs' implementation needs are met.

The Chairman thanked those counties who, having recognised that democracy has been served, even though they may have voted against the proposal, have worked very hard to try to make Pay to Play successful in their region.

On a show of hands, the Shareholders agreed that Stephen Green should present the results of his research.

As a result of his research, Stephen expressed the view that the Board's assumptions were flawed to some degree, and that to let them continue with the project without properly taking note of the level of negative support, could result in a dire financial situation. In Warwickshire it was likely that a substantial number of clubs would disaffiliate, and the county structure would be decimated. Whilst a strong EBU was the aim for all, to continue with a high level of negativity would risk another organisation absorbing the non-affiliated clubs.

Peter Baxter (Oxfordshire) stated that rather than debating Pay to Play, counties and clubs should get on with implementing it.

David Harris pointed out that the Shareholders had approved the Pay to Play proposal, following an extensive consultation process. Warwickshire opposed the project, as did Surrey, though Surrey had accepted the decision of the Shareholders. The Honorary

Counsel advised that if Warwickshire wished to put a motion to the Shareholders this would not require an Extraordinary General Meeting and could be achieved by a "Member Proposed Resolution". In response to a question regarding the Chairman's discretion to disallow such a resolution on first application, the Honorary Counsel explained that such discretion was generally limited to avoid attempts to secure needless publicity for defamatory matters.

Graham Hedley (Northants), felt that there had been enough discussion on the proposals and that the vote had already been taken and it would be better for all concerned to try to make Pay to Play work.

Dick Green (Essex) stated that he supported this view.

On being asked whether she would invoke her right to stop a Member Proposed Resolution, the Chairman said that the Union is a democratic and open organisation, as had been proved by allowing Stephen Green to address the Shareholders, and accordingly she would allow such a Resolution, if proposed, to be heard at the next meeting.

#### **3.4 *Legality of EBU Proposals for Universal Membership & Pay to Play***

On behalf of Cumbria, Sandra Landy tabled a paper questioning the introduction of Pay to Play vis á vis Article 11 of the Human Rights Act 1998.

The Honorary Counsel's opinion was that there was no infringement of Article 11, nor is the scheme illegal, and there is scope for people to have anonymity and choice. Anyone visiting a club will be assigned a membership number, receive a magazine and have a masterpoint record. If they do not wish to take up the offer they can play at a non-affiliated club or request that their membership be dealt with anonymously. If subsequently they have a change of heart then open membership can be reinstated with their masterpoint tally being utilised.

David Harris said that in general terms, bridge players currently pay a levy to contribute to the running of the EBU via the masterpoint scheme. In future a similar levy will be paid, but this will not be significantly different from the current practice.

The Chairman thanked David for his advice.

#### **4 CLUB COMMITTEE UPDATE**

Graham Jepson reported that all eight volunteer members of the Committee had indicated a wish to continue after the implementation date. The Committee encouraged all clubs to try the scheme, and to be willing to adapt in the early stages. The simplified version of the Orange Book and a calendar of progress were eagerly awaited.

## 5 TREASURER'S REPORT

The Treasurer began his report by saying that he had undertaken to report back to the Shareholders on the issue of the rate of VAT on pay-to-play subscriptions when we had received a reply from HMRC and that he was now able to do that. HMRC had replied that they saw no reason for us to change our current apportionment process and that they thought our issues were fully covered by their published guidance (as we did) - and that that is as close as one ever gets to formal approval by HMRC. Given that VAT is self-assessed, they will of course continue to audit our VAT accounting periodically.

Turning to the papers provided on the current year, he drew to members' attention that the out-turn was expected to be almost exactly on budget and that the review of overhead allocation had been completed. The papers included a re-statement of the expected out-turn for 2008-09 using the new allocation. Next year's budget would be presented on the same basis with the current year's actuals re-stated in the same format.

The Chairman thanked Mike for his hard work.

## 6 LICENCE FEES FOR ONE-DAY EVENTS

Alan Nelson said that the original intention when the licensing system was changed for one-day joint venture events, was to simplify the process, to reduce bureaucracy and to reduce the number of events in the calendar. In the Board's view this had been achieved, and a number of counties had taken advantage of the change to lower entry fees for one-day events and to provide meals free of additional charge. Whilst it was regretted that some counties had lost out, it was the Board's intention to continue the current process.

Malcolm Curtis (Surrey) said that the old system worked well, every county providing accounts to the EBU. The licence fee was being increased by 10%, and the current distribution of income was unfair, the EBU taking 57% of the profit for doing nothing more than providing equipment, whilst the counties do all the work. As an example, Surrey's income from its last 2-day event fell by £950, whereas the reduction for the EBU was only £250. This view was supported by Lancashire, and by Berks. & Bucks. who had opted out on the basis that it needed to attract 50 tables to break even. It was noted that if the event made a loss, the county stood the shortfall, but the EBU still received its licence fee.

The possibility of a two-tier system was suggested, though Andrew Petrie, Chairman of the Tournament Committee expressed some concern about the effect on County Congresses.

The General Manager said that since the change from ODJV to licensed events the staffing level in the Competitions department had been reduced by one. This could mean that any return to the old system may require a change in HQ staffing levels.

Surrey agreed to put a Resolution to the next meeting.

**7. MINUTES OF THE MEETINGS OF THE BOARD OF DIRECTORS OF EBU LTD. ON 23<sup>RD</sup> OCTOBER 2008 AND 15<sup>TH</sup> JANUARY 2009**

**7.1 *Chairman's Conference***

Alan Nelson said that he would like to repeat the Chairman's Conference once Pay to Play has been implemented. Counties would be emailed for their input and this would determine the theme of the Conference. He did not feel the need for a Conference in the near future as he was very impressed by the information that Surrey had mailed to their members in terms of the administration of the County.

Malcolm Curtis (Surrey) said that surveys were notoriously unsuccessful in terms of response, Surrey having received only a 9% response to its questionnaire on County events and Pay to Play, and he feared that universal membership could increase apathy even further and the "one member, one vote" issue could be ineffective due to lack of interest.

**7.2 *Regulating authority for clubs***

In answer to a question from Grattan Endicott as to whether the regulating authority for clubs under Law 80A3 had been addressed, Martin Pool said that regulation was assigned under the Laws.

**7.3 *EBL Matters***

Michael Hill said that representatives of the EBU had met the Treasurer of the EBL in Rome. Discussions were ongoing in respect of the EBU subscription, but the EBL indicated their aim to increase their levels of reserves. The visit had been very useful in terms of exchange of information, and encouraging news on bridge teaching in schools, which could prove very advantageous in meetings with Government representatives.

**8 MINUTES OF THE MEETINGS OF THE LAWS & ETHICS COMMITTEE ON 11<sup>TH</sup> NOVEMBER 2008 AND 12<sup>TH</sup> FEBRUARY 2009**

Martin Pool, presenting the minutes on Jeremy Dhondy's behalf, highlighted the following:

- The L&E had acceded to the request of the Club Committee that no changes be made to the alerting of doubles.
- The Committee is producing a rewritten "Tangerine" book for club directors which will be more comprehensive and accessible, and half the size of the existing Orange Book. The Orange Book would, however, remain as the definitive document for County and EBU events.
- The Committee would also seek to produce, as a membership service, loose-leaf cards covering the most common book rulings.



**9. MINUTES OF THE MEETINGS OF THE SELECTION COMMITTEE ON 18<sup>TH</sup> NOVEMBER 2008 AND 8<sup>TH</sup> JANUARY 2009**

Heather Dhondy endorsed the Chairman's opening tribute to the success of our teams in Beijing, and in the Home International series.

**9.1 Premier League**

The reintroduction of the League last year had been a learning process, and a significant amount of work had been undertaken to produce the Conditions of Contest for 2009, which are posted on the EBU website. Applications are welcomed from any teams for what is an excellent event, and full details of the promotion/relegation format on the three weekend dates selected will be published in the April edition of *English Bridge*. Every possible effort had been made to avoid clashes with overseas events, and in view of the April closing date, a reserve weekend had been nominated.

**9.2 Selection Committee process**

The Committee was continuing its discussions on a selection process for the future, though no conclusions had been reached. In particular a squad system for major championships had been examined, but funding was the sticking point.

**10. MINUTES OF THE MEETINGS OF THE TOURNAMENT COMMITTEE ON 22<sup>ND</sup> OCTOBER 2008 AND 10<sup>TH</sup> MARCH 2009**

Presenting the minutes Andrew Petrie expressed concern at the continuing reduction in entries to tournaments of around 2% annually. Clearly there were too many events, and it would be publicised that the least successful would be removed from the calendar. As an example, the Ladies and Mens Pairs will be discontinued from 2010.

The Committee was looking to introduce new events post-2010, the most important aim being to hold events in clubs or groups of clubs, and ideas would be welcomed. Proposals will go to the Club Committee and then be publicised. Possible examples identified thus far included:

- handicap events with additional inducements in terms of masterpoints
- simultaneous pairs events organised by groups of clubs
- NICKO for below Regional Master
- Stratified National Pairs.

The Chairman said that where Counties are already holding competitions in club events such as simultaneous pairs events, help would be offered by way of advertising and promotion.

Sally Bugden announced that an electronic newsletter for tournament players would be introduced in the near future.

Consideration was being given to an overhaul of the masterpoint system, and the views of counties and clubs would be canvassed. Closing the meeting the Chairman thanked attendees for their input, and the Board and committees for all their work.

**Date of next meeting:**

Wednesday 3<sup>rd</sup> June at 12.30 pm  
Imperial Hotel, London