



**MINUTES OF THE SHAREHOLDERS MEETING
HELD AT THE ROYAL NATIONAL HOTEL, LONDON,
ON WEDNESDAY 16TH APRIL 2014**

Present:	Jeremy Dhondy	Chairman
	Ian Payn	Vice Chairman and Tournament Committee Chairman
	Andrew Petrie	Treasurer
	Barry Capal	General Manager
	Jerry Cope	Board Member
	Heather Dhondy	Board Member
	Darren Evetts	Board Member
	Anthony Golding	Board Member
	Rob Lawy	Board Member
	Ron Millet	Board Member
	Malcolm Oliver	Board Member
	Margaret Curtis	Vice President , Essex Shareholder & Proxy
	Andy Bowles	Selection Committee Chairman
	Tim Rees	Laws & Ethics Committee Chairman
	Simon Barb	English Bridge Education & Development
	Peter Jordan	Minute Taker
	Karen Durrell	Reception
	Kay Carter	Reception

County	Shareholders: Present	Apologies	Proxy	County	Shareholders: Present	Apologies	Proxy
Avon				London	Mrs C Duckworth Mr J Smith	Mr RH Morton	
Bedfordshire				Manchester	Mr M Newman	Mr R Lighton Mr S Travers	
Berks & Bucks	Mr CM Burley	Mr A Wallen		Merseyside/Cheshire	Mr J Merrill	Mr PD Roberts	Mr J Merrill
Cambs & Hunts				Middlesex		Mr R Hillman	
Channel Islands		Mrs P Panter	Mr M Carey	Norfolk	Mr R Amey Mrs S Gill		
Cornwall	Mr MJ Booth			North East			
Cumbria		Mrs KM Cooper Mr T Ward		Northants	Mr G Hedley		
Derbyshire				Notts			
Devon		Mr T Treeby		Oxford	Mrs S Claridge	Mrs S Nicholson Mr A Wilson	Mrs S Claridge
Dorset		Mr R Heath	Mr T Dunsby	Somerset			
Essex	Mrs M Curtis Mr K Thompson	Mrs J Hartley	Mrs M Curtis	Staffs & Shrops	Mr P Hackett Mr M Carey	Mr J Withers Prof R Hanley	Mr P Hackett Mr M Carey
Gloucestershire				Suffolk			
Hants & IoW	Mr R Ray Mrs L Lewis	Mrs M Gale	Mr R Ray	Surrey	Mr P Bentley Mr S Foster Miss S Pritchard	Mr N Morley	Mr P Bentley
Herefordshire		Mr C Chowney Mr R Underhill		Sussex	Mrs J Mayall	Mr P Bates Miss J Simpson Mr R Wheeler	Mrs J Mayall Mrs J Mayall Mrs J Mayall
Hertfordshire	Mr B Eddleston Mr M Minting Mr R Teesdale			Warwicks	Mr C Lang Mr J Pyner Mr L Reece		
Isle of Man				Westmorland			
Kent	Mr B Crack Mr M Lewis	Mr P Jones		Wiltshire			
Lancashire	Mr B Brelsford	Mrs J Wright	Mr B Brelsford	Worcester	Mr P Hammond Mrs J Latham Mr P Mason Mrs J Staniforth	Mr D Thomas Mrs L Millet	Mr P Hammond
Leicestershire	Mr R Northage	Mr J Wilcox		Yorkshire			
Lincolnshire		Mr P Wokes					

Apologies: JG Faulkner (Vice President); Hylda Townsend (Vice President)

1 APOLOGIES FOR ABSENCE

See page 1 for County information.

2 New Board Directors

The Chairman welcomed shareholders to the meeting.

He welcomed Rob Lawy (Avon) and Anthony Golding (Middlesex) as appointed members of the Board of Directors until the AGM in November.

3 MINUTES OF THE ANNUAL GENERAL MEETING OF October 2nd 2013

Subject to one correction to the date in item 3 (should be 2012, not 2011), the minutes were signed as a true record and accepted to general acclaim.

There were no matters arising.

4 TREASURER'S REPORT

4.1 re-forecast for 2013-14

The Treasurer said that the annual re-forecast had been very satisfactory. It showed a likely surplus of £62K. Of this £45K would be an unbudgeted transfer to EBED to assist with the initial costs, leaving c.£17K as the projected surplus for the year – which was about 3% up on expectation.

The Treasurer discussed the report he had prepared and circulated prior to the meeting. On competitions he noted that while the Autumn Congress and the Seniors Congress had performed below expectations, the Overseas Congress had done well. He hoped members would consider the whole picture rather than individual events. There had been a 7% decrease in licence fee income from One Day Green Point events. He noted that there was a concerted effort to attract participation from the new customer base – Blue Point Congresses, Really Easy events and overseas.

He said there had been a donation of the Beginning Bridge and Continuing Bridge teaching books to EBED, and that there would be support for EBED in 2014/15 but donations would be in kind and not cash movements. The cost of book 1 had been reduced to £17.50

A question was asked about the length of time members would have to wait for the final accounts, given the AGM was not until November. The Treasurer said it would be possible to publish an unaudited balance sheet on the website earlier than that. He said he was proud of the fact that the EBU publishes its budgets and forecast to members – very few companies do that. The Treasurer explained that the EBU always takes account of known risks and on occasions this results in the budget being pessimistic. He asked everyone to remember that a surplus or deficit of £50K was only about 3% of Turnover.

On the EBU's VAT appeal he reported as follows:

VAT APPEAL

HMRC exempt from VAT, entry fees for sporting competitions. This is a consequence of an exemption in the European VAT Directive and implemented in the UK's VAT Act. HMRC publish

a list of qualifying sports which specifically exclude chess and card games. When the Board considered this it seemed that:

1. To exclude Mind Sports was not in the spirit of what was intended in the legislation
2. One part of government had accepted that Bridge was a sport through the 2006 Charities Act so why not the HMRC?
3. The inclusion of activities such as Darts, Arm Wrestling, Baton Twirling and Flying on the exempt list, seemed extremely unfair when balanced against the health benefits of bridge.

Therefore in 2011 we appealed this ruling through HMRC's own internal process. This was rejected. The next step would be an appeal to a VAT Tribunal but we would need a barrister to represent us and the cost might have been prohibitive. Then came a huge piece of good fortune – we asked Sarah Dunn, a leading tax barrister, if she would take on our cause on a pro bono basis. She agreed. Recently her husband David Ewart has taken over this project and we are hugely grateful to both of them for their considerable help. Both Sarah and David believed and still believe that we have a strong case, so last year we made a formal appeal to the 1st Tier Tax Tribunal which was heard on 5 September 2013. We were advised we had lost this appeal on February 12, this year. This generated a lot of, generally positive, media interest. We asked David whether we had grounds for appeal and he provided us with a detailed and compelling basis for appeal. Clearly each step we take has to be thought through and the possible financial cost considered. Here the prize – back tax of more than £200K, annual savings of around £50K, plus the strength of our case balanced only against the financial risk estimated at £15K, led the Board to decide to make an appeal to the Tier 2 Tribunal. So on 27 March we requested leave to appeal. That's where we are today waiting to hear further from the Tribunal. As you can see from the previous timescales the legal gears grind exceedingly slowly and it could take us some considerable time to either win our case or exhaust the process.

Further points raised with the Treasurer:

- a) Sim Pairs – there will be a cost change affecting those who entered from Wales and Scotland. Currently there is an underwriting of £10K for these events, but in future it would be in real cost terms.
- b) It was noted that the October Sim Pairs series would be in aid of the EBED charity. It was noted that participation in the Sim Pairs events was sometimes more than 10% down, although last weeks event had shown a modest increase.
- c) Some clubs were considering withdrawing from the events as the results often skewed local club results by significantly increasing the NS scores, while reducing the EW scores. Clubs could address this by having open seating arrangements / draw for starting position or running their own one-winner movement.

Shareholders formally thanked Sarah Dunn and David Ewart for the work done in preparing and presenting the case to HMRC. The Chairman also thanked Andrew Petrie for the work he had done.

5 Special resolution to be put to the Shareholders

The following special resolution to amend the Articles of Association of the English Bridge Union Ltd was considered by the Shareholders:

Amendments are in red.

The change to 17.3 is...

17.3 Any person appointed as a Vice-President of the Company shall hold such position for life, **(but subject to clause 17.5 below)**, and shall be entitled to attend general meetings of the Company in accordance with Articles 9 and 16 respectively (but not, for the avoidance of doubt, meetings of the Board of Directors). Vice-Presidents may attend Standing Committee meetings if they are specifically invited by the Chairman of the Standing Committee.

The change is an additional clause as below...

17.5 The Board may request that a Vice President be removed from office in the event that their continuing as a Vice President would be detrimental to the English Bridge Union. In such a situation there will be hearing of a disciplinary panel. If the panel upholds the recommendation of dismissal this will be put to the Shareholders at a General Meeting as an Ordinary Resolution and, if so agreed, that person will no longer hold the office of Vice President.

In addition, changes to 16.22 are required for clarity...

16.22 Subject to Article 16.23, ~~Vice Presidents and~~ Directors who are not themselves members of the Standing Committees shall be entitled to attend, and at the invitation of the Chairman to speak at, but not to vote, at all meetings of the Standing Committees. **(Vice Presidents no longer mentioned in this clause).**

The Board proposed the changes be made and the meeting voted unanimously to accept each change.

6 CHARITY REGISTRATION UPDATE

The Chairman said that EBED had now begun its work. Jerry Cope had been appointed as Chairman of the Charity with the other Trustees being Jeremy Dhondy, Andrew Petrie, Bernard Eddleston Gary Ames and Michael Krause. Simon Barb has been appointed as the new Education Manager and was introduced to the meeting.

The Trustees would be developing a strategy to attract funding and continuing the good education work carried out previously. Other EBU charity activities have been rolled into EBED (with the formal ending of ETBB and the merging of EBED with the Youth and Education Trust) and it was expected that EBED would have its own website soon.

7 EBU Online Shop

Barry Capal advised the meeting that the new EBU online shop was up and running and he encouraged Shareholders to promote the shop with their clubs buying in-house where possible. He reminded the meeting that a 12% discount was offered to all affiliated clubs.

8 EBU Awards

Ron Millett presented an update on work he had been doing in the area of awards. His paper is attached as **Appendix A**.

He explained the current structure and outlined proposals for the new awards. There were proposals to have new awards for play and support for play, teachers of mature students, club awards based on number of members and also attracting new members. An awards sub-

committee would consider recommendations for each one. This would also include EBED for education based awards.

One aim was to raise the profile and get more publicity and to encourage members and clubs.

It was pointed out that any club award based on membership would need the club to keep accurate records. Barry Capal said that data would be taken from Universal Membership returns to avoid any problem with clubs keeping lapsed or deceased people on the records.

9 County Working Group Update

Darren Evetts had circulated a report on the current position:

The EBU County Working Group has been set up by the Board to focus on County development, the key objectives of which include communications and relationships with Counties, Clubs, Members, and potential Members.

The formation of the National County Working Group will be based on two representatives from each of the Regional County Working Groups, with an open invitation for the provincial Counties to send one representative each. To form the Regional Group Counties have been grouped together based primarily on their Inter-County league groupings. To date, four of the five Regional Groups have been set up, thanks to a volunteer from one of the Counties within each group agreeing to co-ordinate the first meeting. The four Regional Groups, Eastern, Midlands, Northern and Western, have each nominated two representatives to sit on the National County Working Group, which will meet for the first time on Wednesday 9 July 2014 at West Midlands Bridge Club, Solihull. The positive response from all of the Regional meetings held so far indicates the excellent potential of this structure.

Communications with the Metropolitan Counties have, unfortunately, not yet resulted in a volunteer to co-ordinate the Region's meetings. There have been positive reactions to the structure and, indeed, some Counties and individuals have expressed interest in attending. As a result of this I am personally hosting a meeting at Richmond Bridge Club (The Old Pavilion, Cambridge Park Bowling Club, Cambridge Park, East Twickenham, Middlesex, TW1 2PG. Telephone 0208 892 2170) on 2 July at 7pm, which will serve as the first meeting of the Metropolitan Counties Working Group, and it is my intention to extend an invitation to those Metropolitan Counties that have not yet been able to put forward a representative, and possibly their affiliated Clubs.

It is very important to ensure that all Counties have the opportunity to participate in the National County Working Group structure, and we will do our best to ensure that we reach all of the Counties and, through them, all of our Clubs and Members.

10 MINUTES OF BOARD MEETINGS

October 30th 2013 / 15th January 2014

No comments

March 19th 2014

- a) A member asked about the position with the EBL and WBF subscriptions. The Chairman said that agreement had been reached in Dublin on our payment. We pay a subscription on our members who play 12 or more times per year in a club. The Chairman and General Manager had attended an EBL meeting in Berlin in February and made the point

- that membership totals were provided in such a way that there was not a comparison of like for like. The EBL executive had promised that the matter would be addressed.
- b) A question was asked about David Harris's position as EBL treasurer and as WBF Board member. He is elected annually and is not an EBU representative. It was noted that Paul Porteous (Chief Executive of CBAI) was standing for the EBL General Committee and a delegate expressed the view that he hoped the EBU would support his candidature.
 - c) A question was raised about changing of timings at the York Spring Congress. This had been forced on the EBU by the hotel. The chairman stated that the EBU had ended its arrangement with the Puma Group and now had a relationship with Bridge Overseas. Members were benefitting from cheaper hotel accommodation and the EBU was benefitting from a reduction in the cost of playing accommodation. It was confirmed that members were free to make their own arrangements and not book through the Bridge Overseas booking facility. The organisation by Bridge Overseas received praise from some delegates.
 - d) A question was raised about the Enterprise software used by Head Office for its database and event management. Barry Capal said there was a planned meeting in May to talk about its future use.

11 MINUTES OF THE MEETINGS OF THE LAWS AND ETHICS COMMITTEE

Tim Rees summarised points of note from the meeting of January 29th.

It was noted there had been a decline in appeals from around 50 to 30.

12 MINUTES OF THE MEETING OF THE SELECTION COMMITTEE

Andy Bowles summarised the meetings of November 14th and January 16th.

He reported that Michael Byrne continued to be the squad manager for the U20 squad and that Alan Shillitoe had replaced David Gold for the U25 squad. Alan was hoping to extend the programme making it more accessible to junior members.

13 MINUTES OF THE MEETING OF THE TOURNAMENT COMMITTEE

Ian Payn summarised the meetings of November 12th and March 11th.

He said that Gordon Rainsford continued to make improvements to take events forward. Recently the Blue Point holiday had been held and had started modestly but was hoped to increase in numbers as it became more well known. The education Really Easy events were now being run by Competitions. He noted that entries for Easter were about the same as last year, but the entries for the Spring 4s (currently 52) were already ahead of last year's final number (47).

14 ANY OTHER BUSINESS

- a) The Chairman said there were to be changes to the lay out of *English Bridge*. The current format was expensive to post and rates had increased a further 12% from April 1st, so it was planned to reduce page size but increase the number of pages, which would keep the amount of content approximately the same. There would still be six issues a year sent to members,

including one with the diary. This rearrangement could produce savings of between £25K to £30K a year.

On the diary, the Chairman said that it would be printed in Scotland this year which should save the delivery problems experienced last year. It was expected that the diary would be ready to go out in August.

b) The Chairman asked that Shareholders ensured that they reported on the Shareholder Meetings to the County Committee whether or not they were directly elected by the committee. It was noticeable that there was distinct variation in the reporting that was currently done.

c) James Smith (London) mentioned they were holding a 'Café Bridge' event in the near future. Peter Jordan mentioned he was running one in Oxford on Tuesday which had been full for some weeks. Other counties expressed an interest in the idea.

There was no further business and the meeting closed at 3.20pm.

**Date of the Annual General Meeting is Wednesday 26th November in the Tudor Room,
Imperial Hotel, Russell Square, London, Start 1pm**

Appendix A

AWARDS SYNOPSIS

Last year the Board decided on a major review of the EBU's approach to Awards. Whilst keeping and using much of the existing structure as a foundation, some modernisation and improvement has been decided upon.

This has been undertaken in the light of the continuing development of the EBU and the thrust of "Bridge for All". As indicated in several places in this Synopsis, some further detailed development may be required.

The main points are:-

- 1) The Awards system will be more accessible with nearly every Award being open to "suggestion" by any EBU member. This is distinct from nominations where those entitled to make a nomination will remain sharply defined.
- 2) Several new Awards will be established that cover areas of Bridge activity not specifically catered for until now. These are listed below.
- 3) As a balance to this, a new structure is to be established with an Awards Sub-Committee reporting to the main Board. It will filter and smooth out procedures, suggestions and nominations and overview the progress of new Awards, presenting the Board with a shortlist or recommendations. In ALL cases the Board will have either the right of confirmation, veto or make the actual decision. It is expected that for most Awards this will usually be a formality.
- 4) There will be greater publicity on the web and elsewhere and as appropriate, a selective "Awards Pack" will be sent to every County, (and possibly, for some Awards, on the web as well) with "chase ups" for individual Awards.
- 5) A rigorous management of procedures including all administration (as distinct from the actual decision making) is to be established. A firm timetable will be set up for every Award.
- 6) Although there are several new Awards, good management of existing Awards will be a clear priority. At this stage it is likely that only three new Awards will occur in 2014; Diamond, Sapphire and the Success & Growth Awards.
- 7) With the increase in Awards and the more open approach we would be more flexible with the place and time of presentation, doing more to meet the preferences of the Awardee. The actual trophy to be given will be more modern and attractive.

RFM 24/03/14

NEW AWARDS

THE DIAMOND AWARD - For consistent and successful Bridge Play at the very highest International level.

(Nominated by the Selection Committee. Final decision by the main Board. The merits of the awardee(s) would be clearly evident to everyone.)

THE SAPPHIRE AWARD - For non-playing Captains or others closely associated with the Diamond award.

(Nominated by the Selection Committee. Final decision by the main Board.)

THE RUBY AWARD - For consistent and successful Bridge Play at the very highest national level, including non playing Captains.

(Nomination by a County Committee or the Selection Committee. Final decision by the main Board.)

THE SUCCESS & GROWTH AWARD will be granted to a Club, not an individual. It is derived from the largest percentage increase in UM receipts in a year, compared with the previous year. There may be 2 awards here. One for large (typically, urban Clubs) and one for smaller Clubs. The cut off point could be 100 primary members.

Selection - The Award will be generated annually from UM figures. The period covered would be the financial year, though analysis and application could well be several months later. Confirmation by the Board.

This award will require minor clarification and discussion with Aylesbury.

THE NEW MEMBERSHIP AWARD will be granted to a Club, not an individual. The qualification would be for the Club that joins the most new "primary membership" members, i.e. new to the EBU, in a year.

Selection - Allowance has to be made for the size and resources of individual Clubs. The calculation is likely to be - total new members at the year end as a percentage of members at the Year start. The Club with the highest positive percentage will win the Award. The Award will be yearly, generated automatically from UM figures. Confirmation by the Board.

This award will require further development and discussion with Aylesbury.

THE TEACHING EXCELLENCE AWARD is for the actual work with students teaching the game and inspiring the students outside the schools area.

Selection - Recommended by the relevant Counties, Clubs and individual EBU members within the area. EBED and the Education Manager will also have a major input and can also make a nomination. Confirmation by the Board.

This Award requires further fine tuning in association with EBED and the Education Manager.

TEACHING ADMINISTRATION AND PROMOTION AWARD is for people whose real skill is in educational administration, organising the classes, enthusing and even sourcing the teachers and persuading the Clubs and Counties to be involved in a successful education programme.

Selection - Recommended by the relevant Counties, Clubs and individual EBU members within the area. EBED and the Education Manager will also have a major input and also can make a nomination. Confirmation by the Board.

This Award requires further fine tuning in association with EBED and the Education Manager.