



**MINUTES OF THE SHAREHOLDERS MEETING HELD
AT THE ROYAL NATIONAL HOTEL, LONDON, ON
THURSDAY 12TH MAY 2016**

Present:	Jeremy Dhondy	Chairman
	Ian Payn	Vice Chairman and Tournament Committee Chairman
	Jerry Cope	Treasurer
	Barry Capal	Company Secretary
	Heather Dhondy	Board Member
	Darren Evetts	Board Member
	Anthony Golding	Board Member
	Rob Lawy	Board Member
	Ron Millet	Board Member
	Margaret Curtis	Vice President and Essex Shareholder
	John Pain	Minute Taker
	Kay Carter	Reception
	Megan Kirk	Reception

County	Shareholders: Present	Apologies	Proxy	County	Shareholders: Present	Apologies	Proxy
Avon				London		Mrs C Duckworth	Mr I Payn
Bedfordshire						Mr J Smith	Mr I Payn
Berks & Bucks	Mr R Davey	Mrs JM Baldock		Manchester		Mr M Newman	
Cambs & Hunts				Merseyside/Cheshire		Mr J Merrill	Mr PD Roberts
						Dr C Raymond	Mr PD Roberts
Channel Islands	Mrs P Panter			Middlesex	Mr P Hasenson		
					Mr H Schogger		
Cornwall	Mr MJ Booth			Norfolk	Dr M Dennis		
Cumbria		Mrs KM Cooper			Mrs S Gill		
		Mr T Ward		North East			
Derbyshire				Northants	Mrs N Bainbridge		
Devon		Mr T Treeby		Notts	Mrs C Batten	Mr D Rodgers	
		Dr M Hamon					
Dorset	Mr R Heath			Oxford	Mrs S Nicholson	Mrs S Claridge	Mrs S Nicholson
	Mr M Hooper					Mr A Wilson	Mrs S Nicholson
Essex	Mrs M Curtis	Mr K Thompson		Somerset		Mrs G Howard	
	Mrs J Hartley			Staffs & Shrops	Mr P Hackett	Mr J Withers	
Gloucestershire		Mr J Simons		Suffolk	Mr M Carey		
Hants & IoW	Mr R Ray			Surrey	Mr J Allerton	Mr R Millard	Miss S Pritchard
	Mr K Bennett				Miss S Pritchard		
Herefordshire		Mr C Chowney		Sussex	Mr P Bates	Mrs J Mayall	Mr P Bates
		Mr D Weller				Mr R Wheeler	Mr P Bates
Hertfordshire	Mr G Conrad			Warwicks	Mrs S Galvin		
	Mr M Minting				Mr C Lang		
	Mr R Teesdale				Mr L Reece		
Isle of Man				Westmorland			
Kent	Mr B Crack	Mr M Lewis	Mr B Crack	Wiltshire		Mr P Green	
	Mr P Jones						
Lancashire	Mr B Brelsford			Worcester	Mr D Thomas	Mr P Hammond	
	Mrs J Wright						
Leicestershire	Mr D Benton			Yorkshire	Mrs J Latham		
	Mr R Smith				Mrs L Millet		
Lincolnshire		Mr P Wokes			Ms J Staniforth		
					Mr N Woolven		

Apologies: Tim Rees (Laws & Ethics Committee Chairman, Gillian Fawcett (Selection Committee Chairman)

1 APOLOGIES FOR ABSENCE

See page 1.

2 MINUTES OF THE ANNUAL GENERAL MEETING OF November 25TH 2015

2.1 Accuracy:

A Surrey delegate said that a number of points he raised had not been included in the minutes. The Chairman said that the minutes were not a verbatim record of what was said, but agreed to several additions which are now shown in red on the final version of the approved minutes.

A Middlesex delegate asked why certain people (e.g. Board members) were named in the minutes but Shareholders were not. The Chairman said that delegates were expressing views on behalf of their county rather than voicing personal comments. Board members and standing committee members were named when presenting items or commenting on items in their official capacity.

(Shareholders are named on page 1 of the minutes)

2.2 Matters arising.

The Chairman spoke about the decision not to include proposals on the Standing Committees at the meeting. He said that following the defeat of the earlier motion at the 2015 AGM the Board were proposing to consult two groups on new proposals. One group would be the existing Standing Committees in the next two months, followed by the County Chairmen. He expected that County Chairmen would share the consultation with their County Committees, although some counties expressed doubt about that point. Following the consultation the Board would put forward firm proposals at the 2016 AGM in November.

The Chairman also said that elections to the existing Standing Committees would be included in the Agenda for the AGM to be held if the new proposals were not adopted. If they were adopted candidates who had been nominated might be invited to sit on the reformed committees.

A Middlesex delegate asked if the proposals fell at the AGM whether that would be the end of the matter. The Chairman declined to give such an undertaking.

A Surrey delegate suggested that a great deal of effort would go into producing the new proposals which might see them fail to pass again. He suggested it might be better to get general approval or not to avoid a lot of unnecessary work but this was not put to a vote. He also objected to a comment in the AGM minutes which appeared to suggest that shareholders had not understood the proposals as disrespectful to the members who had voted down the proposals. The Vice Chairman said it was not intended as a slight on the shareholders, but maybe on the Chairman and Vice Chairman for not explaining it clearly enough.

The Sussex and Essex delegates asked for the proposals to be sent directly to shareholders as well as the County chairmen. The Oxfordshire delegate asked that differences in the new proposals would be clearly identified and this was agreed.

3 TREASURER'S REPORT

3.1 2015-16 Forecast

The Treasurer reported as follows:

We are expecting a loss for last year of over £230k, against a budget of a deficit of £47k.

The main reason for this is accounting for the exceptional investment of £180.7k of our reserves into our legal battle (should we lose) against Sports England's classification of Bridge.

So the underlying business-as-usual loss is £52.9k, itself not a good result because of a continuing drop in expected income from both our Bridge Shop (partly because of the decision to give out free cards in 2015 and because of some supply issues) and from Competitions. It is however worth stressing that both activities still make an important contribution to EBU finances, and without them we would be looking at higher UM fees.

It is also worth highlighting that Membership income is holding up, but it is not increasing sufficiently to deal with inflationary pressures.

Our cash reserves remain strong at about £530k at end of March.

3.2 2016-17 Budget

The treasurer reported:

Putting together a budget for the current year has therefore not been easy; we have not assumed any significant upswing in Income, and therefore it has been necessary to look closely at costs, making some considered cuts in budgets, including spend on Internationals, whilst aiming to maintain core activity levels including our investment in education through EBED.

We always knew this would a difficult year in the cycle because of the incidence of International competitions, and our success in them, but even so the final budget of a loss of £59k before tax is still higher than we would of like.

But the first cut of a new 4-year forecast is particularly concerning, showing an unacceptable albeit smaller loss in each year, and this is still without any significant further investment in marketing or regional support to Counties and Clubs.

So we will be looking over the next few months at the scope for yet further efficiencies, we will need to look at prices and perhaps most importantly we need to find ways of growing our income lines.

A Middlesex delegate enquired of the Treasurer whether it was time to revoke Universal Membership. The Chairman pointed out that the timing and nature of his enquiry were inappropriate. For this to be discussed a formal proposal would be needed.

He also asked about changes to the Summer Meeting with regard to participation levels (well down from 15 years ago) and costs for members who played. The treasurer said that he acknowledged that venue costs in the UK were significantly higher than might be obtained in mainland Europe. However members would benefit this year with the move to Eastbourne where venue costs were lower and the entry fee had been reduced to reflect that. (e.g. 2015: Full Congress £196; 2016 Full Congress £177). It was acknowledged from several shareholders that participation in events at both home and overseas had fallen markedly. Some countries had slashed their entry fees but had not benefitted from a large take up in numbers – the style of tournament and receptiveness from player members has changed quite considerably in recent years.

The Hants & IOW delegate asked about the donation of playing cards to clubs, whether club members had appreciated the EBU gesture or even knew about it and whether it would be

repeated. The treasurer said it may have had an adverse effect on shop trading as a one-off and would not be repeated this financial year.

The Oxfordshire delegate asked about the profit made by the Overseas congresses, which were not shown specifically. The treasurer said that the EBU benefits from the partnership with Bridge Overseas to provide a surplus on the congresses themselves but also there was benefit to the EBU in domestic events where Bridge Overseas was able to negotiate superior hotel deals than the Chief TD had been able to obtain.

She also mentioned the success of Café Bridge events held in Oxfordshire which were usually attended by members who did not regularly go to EBU events or congresses and this was a market worth pursuing. The Vice Chairman said that the EBU's Blue Pointed weekends had tried to attract that market but they had not been a great success, although enjoyed by those who attended.

The Chairman highlighted the upsurge in the Masters Pairs which had fallen to an all time low when held as a single venue event. The new format of running it as a multi-venue one day simultaneous pairs event had lifted the number of pairs competing to 127, which was six pairs more than competed in all the other Ranked Masters pairs events combined. It was noted also that the additional Really Easy pairs events run simultaneous with congress events had also proved successful.

He also noted the success achieved by Yorkshire in taking over the running of previously failing events – Great Northern Swiss Pairs and the Northern Easter Festival both of which had benefitted from the change and that other events might possibly be considered. Part of the success was due to lower costs (e.g. VAT) but also more localized and often volunteer help.

A Middlesex delegate asked whether the Tournament Committee would look again at the limit of two green point events per year for counties in the light of changing player activity and the vice chairman said it would.

It was noted that player profiles had changed in recent years and also that players were more discerning in their tastes so expected decent standards at playing venues to go alongside the generally excellent bridge organization – but of course better playing conditions will generally mean higher charges.

4 Bye Law Change concerning Burden of Proof

The Chairman introduced this topic:

- At present any person charged by the Laws & Ethics committee with a disciplinary offence may be convicted on the balance of probabilities (probability of > 50%) unless it is an offence where dishonesty is alleged in which case the standard is “beyond reasonable doubt” (probability quantified at around 90-95%+)
- The board accept that the standard should be higher in the matter of cases where dishonesty is alleged.
- The board proposes that in dishonesty cases the burden of proof should be modified to ‘comfortably satisfied’. (probability quantified at around 75-80%+)
- The World Bridge Federation has amended its standards for conviction in the light of recent cases where cheating has been alleged to ‘comfortably satisfied’. The WBF have recommended that NBOs take up their proposal.
- The Chairman of the L&E has been consulted on this matter and approves of the proposed change.

- The proposed change to the bye laws must be passed by a simple majority.
- It will only apply to cases that begin after the bye laws are changed as required by Section 6.3.

Existing Bye Law

The existing section covering the burden of proof is Section 8.9 of Appendix A- Disciplinary Rules which says

8.9 The Laws and Ethics Committee shall bear the burden of proving the charge on the balance of probabilities, unless the Disciplinary Committee rules that the charge includes an allegation of dishonesty, in which case the Laws and Ethics Committee shall bear the burden of proving the charge beyond a reasonable doubt.

New bye law proposal

That 8.9 of Appendix A-Disciplinary Rules is amended to say

The Laws and Ethics Committee shall bear the burden of proving the charge on the balance of probabilities, unless the Disciplinary Committee rules that the charge includes an allegation of dishonesty, in which case the Disciplinary Committee must be comfortably satisfied (a standard of proof that is stated to be lower than the criminal standard of beyond reasonable doubt, but higher than the civil standard of balance of probabilities) on clear and convincing evidence that the accused person has engaged in such conduct. *(See also 6.3 of the Bye Laws)*

It was pointed out that the proposed bye-law did not quite reflect the current regulation wording regarding the burden of proof in cases that are comfortably satisfied. Anthony Golding, The board's legal adviser agreed that the new bye-law should be amended.

Shareholders voted *nem com* to accept the change subject to revised wording regarding the burden of proof.

A Middlesex delegate asked about ongoing cases at the EBL and WBF. The Chairman said that Yves Aubry would be making a report at the forthcoming European Championships but that Fantoni and Nunes had already been banned from competition in Italy although this is subject to appeal. *[Editor's note: they have exercised their right to appeal within the deadline set]*

5 COUNTY WORKING GROUP REPORT

Darren Evetts reported as follows:

Last year I reported that the Regional County Working Groups were working well in the North and Midlands, and that a Southern Group, encompassing the West and Metropolitan areas, was in the early stages of formation. I also reported that the National County Working Group had, with significant input from Counties, produced a document entitled Best Practice for County Associations, which was commended to Counties at the 2016 County Chairmen's Conference, and circulated to all County Contacts (Chairmen, Secretaries, and Shareholders)

I am pleased to report that the Northern and Midlands County Working Groups are still operating extremely successfully but, unfortunately, beyond a number of interested individuals, there is little happening elsewhere.

The National County Working Group will be looking at its structure to determine how best to develop.

One of the most important aspects that the County Working Group structure has achieved is that all Counties have had the opportunity, and will continue to have the opportunity, to engage with the work of the National and Regional Working Groups.

A Middlesex delegate said that Middlesex had not received the Best Practice documents. Darren said he would re-circulate to all County Contacts.

The Sussex delegate suggested that a meeting venue in Central London would be more accessible for those in the Metropolitan and South East areas.

6 Report on Progress with Sport England and HMRC

IP reported as follows:

The EBU had been refused leave to appeal in the case with Sport England regarding whether bridge is a sport. However a further request to have leave to appeal would go to a hearing but probably not until November 2016. There was no more spending commitment this year but at the end of proceedings the EBU's liability could be somewhere around £180K as a worse case scenario if the court awarded all the costs to Sport England. But, even if the EBU walked away now, a cost judge would still have to determine costs. The Chairman said that if the latest stage fails then it is likely that this would be the final attempt.

The Norfolk delegate pointed out that the case had had positive impact, even though it might ultimately fail. The amount of publicity given to bridge in the media had been greater than could have been bought (estimates of a value of £2m were regarded as fanciful, however). It was suggested that November might be a good time to promote new classes when the appeal hearing is held as there might be more publicity.

Regarding the VAT tribunal, there had been little progress. The case had been referred to the European Court and would possibly be heard in the autumn. The board remained grateful to David Ewart, the EBU Honorary Counsel who had provided his services *pro bono*.

7 MINUTES OF BOARD MEETINGS

7.1 October 28th 2015

There were no comments.

7.2 January 27th 2016

A Middlesex shareholder asked about the situation with the South Bucks Bridge Centre. It was explained that the leaseholder of the property had decided to have a new body running the centre from the end of May 2016. So EBED's input would continue to be the teaching courses. Funds donated to EBED as a result of the earlier donation by Laurie Champness could not be given back.

A Surrey delegate asked why more up to date Board Minutes were not circulated sooner. The Chairman explained that Board minutes are not published until approved by the board at a subsequent meeting. So, for example, the minutes of the March meeting would not be approved by the board until June. Hence they would be on the agenda for the AGM in November.

[Chairman's note: subsequent to the meeting it was agreed that minutes of board meetings that were from recent board meetings but not formally and finally approved by the board would be available at future shareholder meetings.]

8 MINUTES OF THE MEETINGS OF THE LAWS AND ETHICS COMMITTEE

In the absence of the L&E Chairman Tim Rees, JD said that the committee was looking at ways of deterring appeals which had no merit other than monetary. The committee would consider other ways at the meeting on May 25th.

9 MINUTES OF THE MEETING OF THE SELECTION COMMITTEE

There were no comments.

10 MINUTES OF THE MEETING OF THE TOURNAMENT COMMITTEE

It was noted that the National teams congress was reverting to Swiss Teams with a new Point-a-Board event to be held in 2017.

Dates were confirmed as National Swiss Teams congress, May 13/14 2017 at West Midlands Bridge Club, Solihull and National Point a Board teams, January 17/18 2017 at the Young Chelsea Bridge Club, Shepherds Bush.

A Middlesex delegate noted the lack of elected members on the committee. The Chairman said there had been no nominations at the AGM for the vacant positions and the option to co-opt members had not been exercised.

11 WBF/EBL Update

The Chairman added to his earlier comments that the EBL would be reporting in Budapest in June. Cheating allegations were being investigated about Croatia. If proved there were several options: remove medals; remove medals and move other teams up; remove results.

12 ANY OTHER BUSINESS

The Chairman reminded shareholders that the board was looking to co-opt up to two board members with particular expertise in retailing and/or online retailing. The posts were voluntary but anyone interested should approach him.

Advance notice had been given from Merseyside and Cheshire regarding the model county constitution and the status of members and their county of allegiance. It was felt that the model rules were unclear. Other counties (Yorkshire and Derbyshire) also had concerns about the section.

The General Manager said that any detailed proposals should be submitted to him. Anthony Golding would consider what changes were needed.

A further attempt by the Middlesex delegate to take a straw poll on the future of Universal Membership was declined by the Chairman. If Middlesex wished to put forward a fully formulated motion for consideration then it could do so, but such an important matter would not be discussed under any other business.

In response to a comment from the Sussex delegate that too many unnotified questions had been permitted at the meeting, the Chairman reminded the meeting that detailed questions and new subjects should be submitted no later than five days prior to the meeting (as the agenda says).

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

**Date of the Annual General Meeting is Wednesday 23rd November in the Tudor Room,
Imperial Hotel, Russell Square, London, Start 1pm**