



**MINUTES OF THE SHAREHOLDERS MEETING  
HELD AT THE IMPERIAL HOTEL, LONDON,  
ON THURSDAY 1<sup>ST</sup> JULY 2010**

<b>Present:</b>	Sally Bugden	Chairman
	Andrew Petrie	Vice Chairman & Tournament Committee Chairman
	Michael Hill	Treasurer
	Barry Capal	General Manager & Company Secretary
<b>Apologies:</b>	Jeremy Dhondy	Board Member & Laws & Ethics Committee Chairman
<b>Apologies:</b>	Suzanne Gill	Board Member
	Graham Jepson	Board Member
	Jeff Morris	Board Member
	Alan Nelson	Board Member
	Malcolm Oliver	Board Member
	Martin Pool	Board Member
	John Pain	Minute Taker
	Karen Durrell	Reception

<b>Apologies:</b>	Heather Dhondy	Selection Committee Chairman
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<b>County</b>	<b>Shareholders: Present</b>	<b>Apologies</b>	<b>Proxy</b>	<b>County</b>	<b>Shareholders: Present</b>	<b>Apologies</b>	<b>Proxy</b>
Avon		Mrs S O'Hara	P Green	Lincolnshire		Mrs D Brown	S Knox
Bedfordshire	Mrs V Lawson			London	Mrs C Duckworth	S Cochemé	I Payn
Berks & Bucks	T Garrett			Manchester	J Smith	K Cormrie	S Travers
Cambs & Hunts	N Thompson			Merseyside/Cheshire	S Travers	M Newman	S Travers
Channel Islands	Mrs P Panter			Middlesex	A Clark	G Endicott	A Clark
Cornwall		JM Booth		Norfolk	P Hasenson		
Cumbria				North East	R Hillman	J McCourt	I Rankin
Derbyshire				Northants	R Amey	Mrs J Burgess	RH Northage
Devon		T Treeby		Notts	JG Faulkner		
Dorset	R Heath			Oxford	Mrs B Harris		
Essex	Mrs M Curtis			Somerset	Mrs S Nicholson	Mrs R Brown	
	D Green						
	I Moss						
Gloucestershire	JA Simons			Staffs & Shrops		PD Hackett	J Withers
Hants & IoW		Mrs M Gale	RR Ray	Suffolk	J Withers		
	WK Palmer				M Carey		
	RR Ray						
Herefordshire		G Harrington		Surrey	PB Bentley		
		R Underhill			MR Curtis		
					Mrs P Griffin		
Hertfordshire	B Blackman			Sussex	H Marsen		
	BN Eddleston				PJ Bates	Miss JB Simpson	Mrs J Clinton
	M W Minting						
Isle of Man		Dr E Slatcher		Warwicks	C Lang		
					J Pyner		
Kent	BR Crack			Westmorland		Mrs J Jeffreys	
	JM Lewis						
Lancashire		B Brelsford	David Pendlebury	Wiltshire	P Green		
		Mrs J Wright	David Pendlebury				
Leicestershire	RH Northage			Worcester	Mrs JA Skelton		
	J Wilcox				P Hammond		
				Yorkshire	Mrs L Millet		
						Mrs J Latham	D Waxman
						P Mason	D Waxman
						I Rodger	R Millet

The Chairman, Mrs Bugden, opened the meeting and welcomed everyone to the July shareholders meeting.

## **1 APOLOGIES FOR ABSENCE**

See page 1 for County information.

## **2 MINUTES OF THE MEETING OF 9<sup>th</sup> MARCH 2010**

A paragraph at the suggestion of Berks and Bucks was to be added to the end of the minutes, otherwise the minutes were signed as a true record.,

Matters arising not covered elsewhere on the agenda:

4.8 County voting rights.

The Chairman confirmed that county representation for the year 2010-11 was based on membership as of March 31<sup>st</sup> 2010. A new scale of representation based on the universal membership figures would be agreed at the October AGM and take effect for the year 2011-12.

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Mr Faulkner wished it minuted that the Staveley's in addition to being EBU administrators were also Vice Presidents of the EBU.

8 Board Minutes 8<sup>th</sup> October 2009

Mr Faulkner asked what progress had been made on negotiations of the NBO budget. The Chairman said she has had preliminary discussions with David Harris. However a new management committee had just taken over at the EBL and further discussions were planned.

4. The process for nominating club committee representatives would be discussed at the interim club committee meeting of 7<sup>th</sup> July 2010

5.2 Governance.

A shareholder asked why there had been no discussion documents for counties concerning the changes proposed. The Chairman said that emailed documents had been sent to all counties and shareholders. Other shareholders confirmed this was so.

## **3 UNIVERSAL MEMBERSHIP UPDATE**

The Chairman reported that 601 clubs had affiliated. This included about 15 clubs who had stated that they would disaffiliate. There was some concern that the official membership figure was around 48000, whereas there were 58151 recorded via clubs. The discrepancy was due to around 10000 members belonging to more than one club.

There would shortly be a letter to those clubs which had disaffiliated inviting them to reconsider and pointing out how seamless the change had been.

It was confirmed there were a number of former members who had neither joined as Pay to Play members nor as Direct Members. The Chairman confirmed that, as in previous years, their grace period expired at the end of July after which they would cease to be members unless they joined in one of the two approved ways. It was confirmed that about 400 had paid as Direct Members.

There were some concerns about technical problems. Counties experiencing any difficulties should contact Michael Clark at the office. Another criticism concerned the time taken to get a response. The General Manager reminded shareholders that the EBU was a small company with limited resources and while he would be happy to employ additional staff to deal with IT the Shareholders and members might not be so pleased when their Pay to Play contributions had to

rise to meet the increased expense. He reminded the meeting that two long term members of staff had retired and not been replaced.

Another questioner asked whether all of Michael's work had been documented and it was confirmed that it was being done. Another asked about technical support for clubs who had no members with IT experience. It was suggested that Krys Kazmierczak was the best person to speak to in this regard as there is a network of volunteers who will help in these cases. Uploading through Scorebridge was confirmed as a very simple process.

#### **4 BUSINESS STRATEGY ANNUAL UPDATE**

Last year's achievements have been developed and consolidated during this period of extraordinary change. We now represent nearly 50,000 members through 600 clubs.

##### **CLUBS**

The interim Club Committee has done some sterling work since it was set up in the summer of 2008, consulting on, amongst other things, club competitions and English Bridge. A new process for the appointment of club representatives is being implemented.

Since their launch in April, our buy one get one free on club tournament director courses and our club teacher courses have proved very popular.

##### **EDUCATION**

We have set up the Education Working Group under the Chairmanship of Suzanne Gill, which is currently touring the country consulting with counties about their education and development programmes and looking at ways in which inter county and EBU projects can assist in generating more players at county level.

##### **TOURNAMENTS**

We have developed partnerships with Gills Cruises to offer learn bridge and learn better bridge courses and with David Jones offering Improver bridge weekends.

We are launching a new Club Simultaneous Pairs in March 2011 which will be stratified meaning that individuals can compete against their own level across the country.

We hope to have software available later this year so clubs can stratify any or all of their events.

##### **SIMPLICATION OF REGULATION**

The Laws and Ethics Committee have launched the Tangerine Book for clubs. It has also published a series of easy to follow flow charts on the most common law infractions.

##### **SELECTION**

The Selection Committee continue to develop excellent player performances whilst managing a reduced budget. They have also taken on the selection and development of the junior internationals.

Next year we will be launching a special International Simultaneous Pairs event to raise funds for our teams' international activities.

## MANAGING THE ORGANISATION

The launch of the new system for universal membership has been almost seamless and at lower cost than budgeted. Congratulations go to Michael Clark who has been the architect of the system and to the whole team at Aylesbury who have managed the administrative changes and streamlining so effectively.

Two full time members of staff have retired and have not been replaced. We have produced 5 Year plans for all aspects of the organisation and these were distributed to your shareholders at the beginning of this year.

## COMMUNICATIONS

*English Bridge* has reflected the responses from the club committee and has received a good response from many of its new readers.

Club Focus will now address management and technical issues for clubs and will be emailed to club committees only.

Tournament Focus now includes information about international activities.

Appeals Focus will be appearing twice a year to help tournament directors in this aspect of their work.

## CORPORATE GOVERNANCE

We have proposed changes to the Articles to provide continuity to Board tenure and to provide the option to fill skill gaps.

We met with the Charity Commission resulting in more detailed investigations in to charity registration. The Charity Working Group will report to the Board at the beginning of next year at the earliest.

## DEMOCRATIC REPRESENTATION

You, our counties are consulting with your clubs to see whether you can improve on the current democratic representation of our members. The Chairman's editorial in the August issue of *English Bridge* will, help you with this task as we explain how our current democratic representation works and how you would welcome help at county level in the work that you do.

## SOCIAL BENEFITS

The All Party Parliamentary Group for the development of bridge continues to provide us with the opportunity to promote these benefits. We hope to be able to publish the results of a survey of MPs in the October issue.

## NATIONAL GRADING SCHEME

The NGS has been delayed by the tragic and untimely death of John Carter. We thank Peter Lee and Mike Christie, who have joined the remaining team to develop this important value added service for our members.

And finally, a big thank you to all our unpaid volunteers who work tirelessly on these projects for you, our members.

Club Focus: it was requested that in addition to clubs it was sent electronically to Counties as well.

The Chairman gave an update on the Minibridge Initiative being provided by David Adelman. The initiative was being funded by a three year donation amounting to £60,000. The project was working well in about 40 to 50 schools. Lord Skelmersdale, a member of the All Party Parliamentary Group for Bridge, will visit Cindy Cole's school in Kent during the penultimate week of the Summer Term and it was hoped to take a school party to Parliament to play

Minibridge with the Lords. David Adelman's instruction DVD was easy to use, and the development of National Curriculum mapping to Minibridge targets had been well received.

The All Party Parliamentary Group had been reconstituted this week with a few of the new intake of MPs being bridge players.

## **5 TREASURER'S REPORT**

### **5.1 Budget for 2010-11**

A question was raised on the proposed income. Mrs Curtis offered advice that so far in Essex the actual number of club members had dropped, so income was not as high as had been expected. She was monitoring it day by day. The Treasurer reported that there had been over 300,000 players session in April / May – broadly consistent with the budget figure of 1.9m for the year - although some clubs had not yet sent in any returns.

A question was asked about the expected level of Pay to Play contribution for 2011-12. The key factor was keeping marginal clubs on board. The Treasurer noted that it was usual for subs to rise annually. Shareholders were reminded that the 29p figure had been set in 2007 and had not been altered even for inflation.

Regarding the county cash flow position it was confirmed that the settlement for April had been sent by BACS payment and the one for May would be sent shortly.

The Chairman replied to a question about the income from advertising. She stated that advertising was now being sold at the Full Card Rate with no discounts. She confirmed that the rate had not risen since she had become Chairman of the Editorial Board in November 2004.

It was confirmed that Club Liaison expenditure included a salary component.

A question was asked about the projected budget increase in education training. It was confirmed that an accounting anomaly had been corrected. Teachers had been buying BFA notes at a reduced rate. However they now buy at the full rate and a part-refund will be made when the student converts to full EBU membership. If the student does not become a full EBU member then no refund will be made.

A question on the high cost of international events was raised. The Treasurer confirmed that in the cycle of international events the current year was a particularly costly one. It was suggested that sponsorship could be obtained. The Chairman said that while in Ostend it was clear that all other NBOs and the European Bridge League itself, had the same trouble raising sponsorship, mainly because of the recession with bridge suffering a double handicap because, quite wrongly, it is not seen as an attractive proposition.

A further question was asked about what the EBU are doing to raise the profile to make it attractive to sponsors. The Chairman listed several things: Parliamentary Group, dementia

investigations, but we don't have a magic bullet to get £100K from sponsors. You need publicity to get sponsorship; you need sponsorship to get publicity. It was hoped to attract some high

profile names. For example Carol Vordeman would be invited to the Lords and children Minibridge day. It was suggested that the membership could be asked directly to recommend sponsors.

#### 5.2 Management Accounts 2009-10

The provisional final accounts were presented. Thanks to Gail Nancarrow for getting them produced so speedily.

### **6 CHARITY APPLICATION**

Andrew Petrie gave a summary of the current position including some historical information for newer shareholders.

When the new charities act was passed in 2006 it became clear that mind sports were covered by it. In 2008 the Board voted to look into charitable status and in 2009 set up a working group. The Board did not want to spend a large amount of money if an application was going to fail. Andrew Petrie, Sally Bugden and Barry Capal visited the Charities Commission at the beginning of December 2009, where they met two very senior commissioners. The latest feedback was that a formal application had not been dismissed and work is due to start soon. Any change to charitable status would be unlikely before April 2012. There would be more to say at the AGM in October.

### **7 REDUCED MEETING SCHEDULE**

The Chairman introduced this item informing those present that in order to change the number of shareholder meetings, an ordinary resolution had to be passed at the AGM. She therefore wanted to investigate through discussion whether the Board should compose an ordinary resolution for the AGM in October.

A lively discussion ensued on the number of shareholders meetings to be held in the future. Suggestions included maintaining the status quo, reducing the number to two per year or reducing the number to two including a Chairman's Conference annually.

Shareholders noted several points:

- The Chairman's meeting had been one of the best; reduce to two shareholders and make the Chairman's meeting an annual event
- The shareholders and the Chairman's were different types of meeting and not linked.
- The shareholders meetings are formal requirements with defined business
- The County Chairman isn't always the best person to attend the County Chairman's meeting
- Have we reached the end of major change meaning a reduction to two meetings would be enough to get through the business

The Chairman said that everyone needed to be satisfied that the business could be done in two meetings. The Board thought it could be.

A straw poll of shareholders views was taken, with a reduction to two meetings per year just proving to be the favoured option. An ordinary resolution, within the appropriate notice period, would be put before the Shareholders at the AGM in October.

A suggestion to resurrect the Shareholders Forum was suggested. The General Manager agreed to look into it.

## 8 ARTICLES OF ASSOCIATION

Introducing this agenda item, the Chairman thanked Keith Palmer and Malcolm Curtis for their assistance in drawing up the proposed changes. She also thanked Andrew Petrie for all the work he had done on this project for the Board who then explained the proposals.

Andrew Petrie said that 13 counties had given feedback.

To adhere with correct procedure 75% of those present must vote in favour of the change for it to take effect.

### “TIDYING UP” CHANGES

Proposed & seconded	Section	Description and Purpose	Carried by $\frac{3}{4}$ majority?
P: S Bugden S: P Hammond	VARIOUS	To remove the term of Junior Player Member from the Constitution. N.B. a definition remains in various Policies, Regulations and Rules.	Yes None against No abstentions noted
P: S Bugden S: P Hammond	VARIOUS	To replace the term Relevant Player Member (which is defined differently in various parts of the existing constitution) by Player Member	Yes None against No abstentions noted
P: S Bugden S: K Palmer	4.9	To define a Player Members as an Ordinary Player Member (i.e. through membership of an affiliated club), a Direct Player Member or an Honorary Life Player Member.	Yes None against No abstentions noted
P: S Bugden S: J Smith	11.2b & 16.4	To establish a minimum age limit for Directors and Standing Committee members of 18.	Yes 2 against No abstentions noted
P: S Bugden S: G Faulkner	11.3c	To add a requirement for people standing for election to the Board to complete an Application Form (as is current practice)	Yes None against No abstentions noted
P: S Bugden S: V Golding	15.2	To define the formal status of working groups	Yes None against No abstentions noted
P: S Bugden S: B Harris	15.3	To clarify that the General Manager may attend but not vote at any meeting of a Standing Committee, Committee or Working Group.	Yes None against No abstentions noted

A definition for and inclusion of Bridge For All members is required and will be given at the AGM

**CHANGES TO THE ELECTION/APPOINTMENT OF DIRECTORS**

<b>Proposed &amp; seconded</b>	<b>Section</b>	<b>Description and Purpose</b>	<b>Carried by <sup>3</sup>/<sub>4</sub> majority?</b>
P: P Bentley S: R Amey	10 & 11.10	To allow for 8 elected Directors and 2 appointed Directors	Yes 3 against No abstentions noted
P: P Bentley S: R Amey	11.9	To cause all current Directors to retire at the 2010 AGM (as they would anyway)	Yes None against No abstentions noted
P: A Clark S: P Bentley	11.9a	To cause all appointed Directors to retire at the subsequent AGM to their appointment.	Yes None against No abstentions noted
P: J Skelton S: P Bentley	11.9b	To establish a 3 year period of office for Directors.	Yes None against No abstentions noted
P: J Skelton S: P Bentley	11.9d	To establish a 3 year period of office for Officers. To establish they can serve two consecutive terms (if re-elected). To limit the period they can serve to 6 years overall in any 11 years. (see note 1)	Yes 2 against No abstentions noted

Note 1: An amendment was proposed by Ron Millet and seconded by Sid Travers that the words 'except where no other suitable candidate is available' be added after 'any 11 years'. The amendment failed to gain sufficient votes and the original clause was carried.

**CHANGES TO THE ELECTION/APPOINTMENT OF SC MEMBERS**

<b>Proposed &amp; seconded</b>	<b>Section</b>	<b>Description and Purpose</b>	<b>Carried by <sup>3</sup>/<sub>4</sub> majority?</b>
P: S Bugden S: R Northage	16.16	To establish the CTD as an ex-officio member of all Standing Committees.	No. Status quo to continue (L&E and TC only)
P: V Golding S: K Palmer		To enable the Board to appoint one additional Director to be a member of the Selection Committee.	Yes None against No abstentions noted
P: BC S: M Curtis	16.17	To remove the facility for the Board to appoint 2 members to the Selection Committee for Youth matters. The 2 Officers and the new additional Director (art 16.16) will cover this responsibility.	Yes None against No abstentions noted

## 9 CHARITY SIMULTANEOUS PAIRS

The Chairman apologised for the lack of clarity of the position in the Pay to Play documentation. An amendment had been issued on June 9<sup>th</sup> 2010 outlining the position for the current year and for 2010-11 as follows:

For this current year, along with the Children in Need Charity Sims, unaffiliated clubs may enter, and there will be no Pay to Play fee charged in affiliated clubs for, the following charity simultaneous events run by Ecats Bridge: Charity Challenge and Kidney Research.

### Summary Tables – Regulations Regarding Charity Sims Awarding EBU Masterpoints Interim Arrangements To 31 March 2011

Event	P2P Applicable	Licence Required by Event Organiser	Open To Non-Affiliated Clubs
Children in Need	N	Y (See Note 1)	Y
Charity Challenge	N	Y	Y
Kidney Research	N	Y	Y

### From 1 April 2011

Event	P2P Applicable	Licence Required by Event Organiser	Open To Non-Affiliated Clubs
Children in Need	N	Y (See Note 1)	Y
Charity Challenge	Y	Y	Y (See Note 2)
Kidney Research	Y	Y	Y (See Note 2)

### Notes

1. The EBU donates all the Licence fees to Children In Need. Licence fees are payable by the event organiser (e.g. Ecats Bridge) – not by the club heat itself.
2. Subject to an additional charge per person in line with the pay to play subscription rate in force.
3. For heats of any Sim Pairs event held at a non-affiliated club only EBU members will receive Masterpoint awards and only for their overall result not for the club heat.

Currently, county charity sims are covered by the interim arrangements agreed with counties at the shareholders meeting in March 2010. There will be a further review of all Pay to Play, Master Point and Licensing regulations in September 2010. Any further changes will be reported at the AGM in October and publicised to clubs by November 2010.

## 10 MINUTES OF BOARD MEETINGS

### 10.1 September 17<sup>th</sup> 2009

No comments.

## **10.2 January 20<sup>th</sup> 2010**

(Item 5.5) Mr Faulkner asked about the reciprocity of Gold Points. Unfortunately there had not been time to discuss this at the annual BGB meeting which had been postponed to May. Mr Bavin had been asked to review the position.

(Item 14.4) Mrs Golding asked about the fund raising for internationals. This was to be launched in Brighton in August.

## **10.3 March 24<sup>th</sup> 2010**

(Item 10.2) Mr Eddleston asked about the master points in unaffiliated clubs. It was confirmed that there was no electronic communication with unaffiliated clubs so no 'local' registering of heat master points could be made. However ECats would provide master points based on the national ranking for all EBU members whether playing in an affiliated club or not.

## **11 LAWS AND ETHICS COMMITTEE – April 15<sup>TH</sup> 2010**

Mr Pool highlighted the change to move artificial 1♥ and 1♠ opening bids to Level 5. Mr Faulkner asked about the proposal to put the Orange, Tangerine and White Books into the members only part of the website. The Chairman said that it was Board policy to move certain things to a members only part but no decision had yet been taken. There was not a problem where other NBOs wished to use our books as reference for their own organisations.

Mr Faulkner asked about the question of suspended members in the pay to play era. It was confirmed that the EBU Honorary Counsel would be attending the next Board meeting. It was also confirmed that EBU suspensions and bans did not apply to individuals playing in clubs although clubs will be informed and it would be up to them to decide whether the individual should continue to play in ordinary club events.

## **12 SELECTION COMMITTEE - April 6<sup>th</sup> 2010**

As no member of the Selection Committee was present the Chairman stated she would pass any questions on to the committee. Mr Hasenson asked about the make-up of the committee. There was to be a report to the Board by Mr Dhondy at the September meeting.

Mr Hasenson also asked the Conditions of Contest for upcoming Premier League. There appeared to be random regulations on the make up of personnel in the divisions.

The Chairman said she would ask Mrs Dhondy to reply to this question on her return from Ostend.

## **13 TOURNAMENT COMMITTEE - March 10<sup>th</sup> 2010**

Andrew Petrie highlighted the proposed changes to the regulations for the NICKO and Garden Cities where members wishing to be in teams would have to play a prescribed number of sessions in the club in question, rather than simply being a member. This had turned out to be a controversial issue. This would be reviewed in September with the membership being informed of a decision by October.

The Chairman said a Pay to Play review body would be set up in September to look at all aspects including master points and licences

Brenda Harris asked about resurrecting the National Newcomers Pairs. Andrew Petrie said there had been much discussion in the Tournament Committee but a format could not be devised that would be likely to attract the support needed at a national tournament. Margaret Curtis gave a historical perspective of the event and felt that the event was best organised locally in clubs and/or counties. Maybe the new stratified Sim Pairs would help.

**14 ANY OTHER BUSINESS**

14.1 Peter Bentley congratulated the Board, the Officers and the staff at Aylesbury for the smooth implementation of Pay to Play. (Applause)

14.2 James Smith suggested a change of name to English Duplicate Bridge Union to reflect more accurately what we do. The Chairman thanked him for the suggestion and thought that it would provide a good topic for debate for a future meeting.

14.3 Graham Jepson asked for help in filling a gap in the National County League Final.

**Date of the AGM is 6 October 2010 in the Tudor Room,**

**Imperial Hotel, Russell Square, London.**

**Start 12.30 pm.**