



**MINUTES OF THE SHAREHOLDERS MEETING  
HELD AT THE ROYAL NATIONAL HOTEL, LONDON,  
ON WEDNESDAY 18<sup>TH</sup> APRIL 2012**

<b>Present:</b>	Sally Bugden Andrew Petrie Michael Hill Barry Capal Heather Dhondy Jeremy Dhondy Graham Jepson Malcolm Oliver Val Gibson Ian Payn Margaret Curtis Gerard Faulkner John Pain Karen Durrell Kay Carter	Chairman & Cornwall Proxy Vice Chairman Treasurer General Manager, Company Secretary & Merseyside/Cheshire Proxy Board Member & Selection Committee Chairman Board Member, Laws & Ethics Committee Chairman & Middlesex Proxy Board Member Board Member Board Member Board Member & Tournament Committee Chairman Vice President & Essex Shareholder Vice President & Norfolk Shareholder Minute Taker Reception Reception Board Member Vice President
<b>Apologies:</b>	Jerry Cope Peter Stocken	

County	Shareholders: Present	Apologies	Proxy	County	Shareholders: Present	Apologies	Proxy
Avon				Lincolnshire		P Wokes	
Bedfordshire	D Gilling			London	Mrs C Duckworth	J Smith	Mrs C Duckworth
Berks & Bucks	T Garrett N Thompson			Manchester	R Lighton M Newman	S Travers	JK Morris
Cambs & Hunts				Merseyside/Cheshire		A Clark	B Capal
Channel Islands	Mrs P Panter			Middlesex	P Hasenson	Mrs J Feldman R Hillman	KA Drane J Dhondy
Cornwall		G Warren	Mrs S Bugden	Norfolk	R Amey JG Faulkner		
Cumbria		J MacIachlan		North East			
Derbyshire				Northants	G Hedley		
Devon	A Leslie			Notts	Mrs J Burgess		
Dorset	R Heath	Mrs A Sharples	R Heath	Oxford	Mrs B Harris Mrs S Nicholson A Wilson		
Essex	Mrs M Curtis D Green Mrs A Hartley			Somerset			
Gloucestershire	JA Simons			Staffs & Shrops	PD Hackett	J Withers	
Hants & IoW	Mrs M Gale WK Palmer	RR Ray		Suffolk	M Carey		
Herefordshire		R Underhill		Surrey	PB Bentley S Foster Miss S Pritchard	H Marsen	PB Bentley
Hertfordshire	BN Eddleston MW Minting	B Blackman		Sussex		PJ Bates Mrs J Clinton Mrs J Mayall (P) RJ Wheeler	E Williams
Isle of Man		Dr E Slatcher		Warwicks	D Evetts C Lang J Pyner		
Kent	BR Crack JM Lewis			Westmorland			
Lancashire	JB Brelsford Mrs J Wright			Wiltshire	P Green		
Leicestershire	RH Northage	J Wilcox		Worcester	P Hammond	DR Thomas	
				Yorkshire	Mrs L Millet P Mason Ms J Staniforth	Mrs J Latham	R Millet

The Chairman welcomed shareholders to the meeting. She first congratulated the English Women's team for winning silver at the World Mind Games and Nicola Smith for winning a silver medal for the individual competition. Also both England teams for winning the Camrose trophy for 2012 and the England U19s for winning the Peggy Bayer Trophy.

## **1 APOLOGIES FOR ABSENCE**

See page 1 for County information.

## **2 MINUTES OF THE ANNUAL GENERAL MEETING OF 5<sup>TH</sup> OCTOBER 2011**

The minutes were signed as a true record.

Matters arising:

- a) Ms Nicholson pointed out a typo error in section 2.1, where Christine Buchanan appeared to have been teaching for 109 years.
- b) Mr Faulkner asked whether it was possible to list the number of votes (P.17). It was agreed to make all reasonable effort to record the votes in future.
- c) Mr Faulkner asked what progress had been made regarding the WBF/EBL fees. There was nothing to report.

## **3 TREASURER'S REPORT**

The Treasurer referred delegates to the papers.

Mr Millett offered congratulations on turning the projected deficit into a profit. He suggested that the projected costings for charity registration could be capitalised as a Research and Development cost and so spread over two or three years.

Mr Faulkner asked what the sources of income were under the heading NBO. It was income from the Simultaneous Pairs events. Previously money paid by BGB for the Sim Pairs was shown here.

Mr Eddleston asked about the projected decrease in tournament income. The Treasurer pointed out the Sim Pairs income was now shown separately and that there was also some recategorising between tournaments and licensing.

Mr Eddleston asked about the increase of 15% in the costs of Membership Services. It was explained that it included full year costs for the employment of the two new staff at Aylesbury who had been taken on part way through the previous year and a provision for other possible additional staff costs.

Mr Eddleston thought the £32K estimate for charity registration was high. It was acknowledged there were more complex issues for doing the work for the EBU than for the registration work involved for Hitchin Bridge Club. Mr Petrie said there were some issues which would benefit from the services of a charitable tax expert, but such costs would be high. There had already been a probable saving of around £50K by the Board doing much of the preparation work, such as amending the Articles of Association and the bye-laws. If the cost came in lower then that would be a plus – to have it lower and overspend would mean questions from shareholders next year. Mr Hasenson asked about the cost of posting *English Bridge* in light of the increase in postal charges. There had been implications and this was reflected in the budget. Costs are monitored regularly for other expenditure such as cost of paper which fluctuates. The Chairman congratulated the team involved in the production for attracting more advertising revenue and also for reducing costs.

Mr Amey asked about other possible ways of distribution. Mr Capal said delivering boxes of magazines to clubs had been considered during the development stage of universal membership and was not practical, for example many clubs did not have their own premises. Mr Lighton suggested a pdf version emailed to members, but responses to this question in recent surveys suggested the members did not want this. The question of two members of the same household receiving magazines was raised. Every English Bridge states how members can opt not to receive a magazine if they so wish.

Mr Amey asked about the costs of the Master Point scheme. There was a cost involved in providing pens for landmark promotions and sending them out. Mr Petrie said it could be included within Membership Services but was better shown as a separate item.

Mr Hammond queried the £75.4k surplus on Sim Pairs. The Treasurer explained that Sim Pairs income had previously been partly within Competitions and partly within NBO (the EBU share of income from the BGB Sim Pairs). Now that the operation of these had been brought "in house" (to reduce the costs), it was deemed appropriate to identify them under a separate heading. However, direct comparisons with previous years were not possible because the budget forecasts were based on running the events on more days in future, the costs were lower than in the past and the EBU's share of the income from the events that replaced the BGB Sim Pairs was different.

#### **4 CHARITY REGISTRATION APPLICATION PROCESS**

The Chairman offered special thanks to Andrew Petrie and the Board for the work done so far, including the rewriting of the Articles and the bye-laws. This time the changes had been done in-house. When they were amended in 2005 it had cost £25K.

Mr Petrie gave an update on the current position:

At the AGM in October the shareholders gave the Board unanimous support for the principle of the EBU becoming a charity. Since then we have been working with the Charity Commission to understand what this would mean. As you may know it's not sufficient to be not-for-profit and for a good cause – we already meet these criteria; you also have to meet 2 requirements laid down in statute:

1. Firstly you have to meet one of the charitable purposes laid down in law and the door was opened for the EBU in this area when the 2006 Charity Act extended the definition of sport to include Mind Sports
2. Secondly you have to demonstrate that your organisation operates to the benefit of the general public or a section of the general public

The biggest impact these requirements have on the EBU is that the funding of International sporting teams is not accepted as a charitable activity and this applies to Bridge as much as any other Sport. We are therefore proposing establishing a separate subsidiary company called Bridge England Ltd (BEL) to undertake all the funding, selection and preparation of these teams. The EBU will remain as the National Bridge Organisation, joining the EBL and WBF and setting the governance and operational framework of BEL through a Memorandum of Understanding. EBU Shareholders will still elect the Selection Committee - it will however be a committee of Bridge England. As the regulating authority, the EBU will approve a budget for BEL each year.

Andrew explained that there is a bit of a chicken and egg situation whereby both the Charity Commission and the Shareholders have to agree a new Constitution. A workable process was outlined at the 2011 AGM and this involves making a draft (but formal) application to the

Charity Commission, getting their feedback, getting Counties' views, making any necessary changes, putting revised Articles and Bye Laws to an EGM and submitting a final application to the Charity Commission.

The Charity Commission has accepted this process and the draft application was submitted earlier this month. We will shortly start a consultation with the Counties on the new Articles and Bye Laws culminating with a major session on this topic at the Chairmen's Conference in July, by which time we should also have received the Charity Commission's feedback. Provided we don't encounter any absolute barriers to registration we will then put the new Articles and Bye Laws to an EGM, following the AGM in October. Andrew asked all shareholders to make their comments and views known through the consultation process and the Chairmen's Conference. The EGM is not a suitable vehicle for trying to resolve complex issues.

The papers for the County consultation period would be sent out no later than the first week of May.

Mr Hackett asked if the EBU was the first 'umbrella' organisation to apply. It was confirmed that, as far as the EBU is aware, that we are. Chess are thinking of applying but are somewhat behind in terms of time. The Chairman congratulated Jeff Morris for his initial moves in getting the concept of Mind Sports before the government.

Mr. Millett asked whether BEL (Bridge England Ltd) was to be a subsidiary or arms-length company. Mr. Petrie said that this would be determined after professional tax/financial advice had been taken. Mr. Eddleston wondered how BEL would be financed. Its funds would come from an initial investment (for reserve purposes) and trading activities. The reserves would be needed to cover fluctuations in income and expenditure and unexpected demands such as both the Open and Women's teams qualifying for the World Championships. If there were insufficient funds then spending on internationals would need to be trimmed to fit what was available. Mrs Curtis recalled that when the European Championships were held in England (1987 and 1967) that specific events were held to raise funds to host the event.

Mr Thompson suggested that part of the subscriptions could go to support the teams. In Berks and Bucks that is what they did to fund events such as the Tollemache. Mr Petrie said that this was currently considered too complicated to implement.

Mr Hasenson asked about the situation if in the future a European or World Championship event came to England. The funding and cost of running the event would have to come from BEL (as the charity commissioners had already made it clear that international activity could not come through the EBU as the charity).

The Chairman said that charitable status would open up funding opportunities that were not currently available and Ms Nicholson suggested that a legacy programme might attract donations.

Mr Hasenson said that with papers not coming out until May and a decision to be taken in October there was insufficient time for considered debate. The Chairman stated that the counties would have at least two months before the County Chairmen's meeting to discuss the papers and raise any questions which would be dealt with at that meeting on 11<sup>th</sup> July. If any further consultation had to occur after that meeting it was felt that this should be able to be completed by the AGM on 3<sup>rd</sup> October 2012. Mr Dhondy said that the general idea had already been approved at the AGM and that a large amount of information had already been distributed and this was not the first time the matter had been discussed.

## **5 PRIMARY MEMBERSHIP**

The Chairman thanked Warwickshire and Leicestershire for highlighting the need for the officers of the Board to define what a primary member was. It was asked why the ability to change county of prime allegiance was not available on line. The answer was that changing allegiance could only be done once a year and needed to be monitored. It determined players' eligibility for the Tollemache, Pachabo etc and as such would continue to be available by email or phone call to Aylesbury only.

Mr Morris asked how you could find out about members primary allegiance – county officials who have been given permission can download the up to date information through a secure part of the website. Some counties made the information available to those who needed to know – leagues secretaries, for example. Mr Crack said it was up to counties how they used and organised the information.

Mrs Staniforth said it was unfortunate that out of date information was still in the list. Mr Capal said it was important that Aylesbury office was kept up to date of changes – particularly deaths of members where it can be extremely embarrassing to send out information to those who had left us. Aylesbury staff could never know other changes without being told about them. There was also a significant amount of overlap where members belonged to two counties – it was not always obvious which the primary county was. Mr Capal made a note to try and address the whole issue of 'overlapping and stale' information. In the meantime he asked counties and clubs to do what they could to keep the information up to date.

## **6 MINUTES OF BOARD MEETINGS**

**September 7<sup>th</sup> 2011** (not on the agenda, but circulated in December) – no comments.

### **November 2<sup>nd</sup> 2011**

Mr Faulkner asked about the outcome of Gold Cup tender process. Mr Dhondy said that the BGB committee was meeting on April 26<sup>th</sup> to discuss the two tenders who had submitted bids and a decision would be made then. Other items for discussion included Camrose venues for 2013.

Mr Faulkner asked about the UK Mind Sports Association promotional event. Mr Dhondy said it had not been well publicised. Mr Morris made it clear that UKMSA was a new body, not to be confused with the UK Mind Sports Council which had been in existence for about 10 years.

Mr Northage asked about the model club rules. Counties are obliged to have model constitutions but not clubs. Mrs Gibson said that clubs were being encouraged to adopt them and many had. Mr Pain said that he had occasional enquiries from clubs which had no rules (particularly disciplinary rules) where an issue had arisen. Quite often phone calls began 'We are a friendly club but...' Quite often he was able to help clubs but the lack of rules made it more difficult. It was emphasised again of the need for clubs to have adequate rules.

Mr Palmer said that district leagues seemed to have been missed out of the loop for formulating constitutions.

Mr Faulkner said that not all counties had procedures for dealing with appeals from clubs.

Mr Drane noted that adequate constitutions helped with obtaining funding.

Mr Hasenson suggested that new clubs should be required to have an adequate constitution before being accepted as EBU affiliated clubs. Mr Petrie said that clubs had a right to self-determination but perhaps if it was the wish of shareholders (the representatives of the members within their counties) it could be included in the revised Articles of Association. It was acknowledged that

there might be difficulties where clubs are owned by a sole proprietor rather than being a members club.

### **19<sup>th</sup> January 2012**

Mr Faulkner asked about the investigation in to selling the Aylesbury office. Mr Capal said that following a visit to the possible new location it became clear that it was not appropriate. The Board were no longer looking actively at relocation.

## **7 MINUTES OF THE MEETINGS OF THE LAWS AND ETHICS COMMITTEE**

Jeremy Dhondy summarised points of note from the meeting on January 11<sup>th</sup>.

He noted that appeals to the EBU (acting as NBO) from non-affiliated clubs were allowed. There would however be a charge for such a service, which would be determined when it was needed. However it was noted that a decision to affiliate would be taken into account in determining costs.

He highlighted the proposed Mediation Service and said that it would not be necessary to change the bye-laws to accommodate the service. It was an informal service which could be offered to two parties (for example a member and a club) where other attempts to resolve the issue had so far failed, but a full scale hearing was still a possibility. It would only be available where both parties agreed to accept the outcome and if one refused then a full hearing could still be held. He noted that 27 out of 39 counties had up to date constitutions with others possibly waiting to have theirs confirmed. At least two counties had found it more difficult to deal with matters referred to them because their constitutions were not adequate for the task. Martin Pool remained the EBU expert of County Constitutions. At least two counties had dealt or were dealing with disciplinary matters which had come their way.

Mr Dhondy noted the open invitation to make representations on the next edition of the Laws due in 2017.

He noted that Frances Hinden had nearly finished drafting a set of 'standard penalties' which clubs and counties would be free to adopt. He said the need for it arose because of a lack of consistency of approach – when would you be warned or fined for example and the list should help directors to be more consistent in their application of BB@B.

The Chairman thanked Frances for her carefully considered response to Mr Fisher (appendix B).

Mr Northage noted the new 'claim diagram' and asked for it to be placed on the website alongside the psyche and appeal forms.

## **8 MINUTES OF THE MEETING OF THE SELECTION COMMITTEE**

Heather Dhondy summarised the meetings of November 16<sup>th</sup> and January 18<sup>th</sup>.

There were no matters arising.

## **9 MINUTES OF THE MEETING OF THE TOURNAMENT COMMITTEE**

Ian Payn summarised the meetings of November 17<sup>th</sup> and March 7<sup>th</sup>, noting the inestimable debt owed to Andrew Petrie for his stewardship of the Tournament Committee. He said that the TC was discussing the future of tournaments. Some were in decline, and costs were rising. He saw the ongoing task of the TC as being to regenerate the programme and to make it more accessible to more players. There would be a small subcommittee to consider the programme, which would bring forward proposals.

In the meantime there were some changes to Brighton 2012, already publicised in *English Bridge*, on the website and in Tournament Focus. The new one/two day events were aimed at those within fairly easy reach of Brighton who wanted events of that duration or events which did not finish too late. It was also expected to bring people back who might have played in the past and drifted away. He said there was a need to fill the Metropole and to make the congress have more bustle and buzz about it. People who need to be brought back, and the more who came back, the more lively it would be, perpetuating growth. He noted that this year's changes were a first-step 'patch' only and that Brighton would be part of the long term discussions.

He thought that the new arrangements for the simultaneous pairs were working well and also said the new NGS had created a lot of interest. Mr Hammond asked whether it was possible to look at the NGS ranks of all his Worcestershire members. Mr Capal said it was not yet possible. Mr Thompson thanked all those involved in producing the NGS scheme.

Mr Payn reported that a meeting had been held with representatives of the WBU and SBU to discuss reciprocity of master points. Discussions were on going.

Mr Northage asked what had happened to the 'weeks' calendar – whereby counties would know the same events would take place during the same week every year. He cited the Pachabo as traditionally being a week after the Corwen, but in recent years had been anything from one to three weeks apart. It was noted that with the best of intentions Easter, European events and hotel availability meant that it not always possible to stick to the preferred dates. This year the Diamond Jubilee had implications for the Spring Bank Holiday congress, for example.

Mr Hammond asked about difficulties encountered by the TD staff at the Ranked Masters pairs due to no shows, pairs playing in the wrong event and the fact that all sections played the same boards, barometer style – but rounds in different events were of different lengths so the possibility for a security breach existed. Mr Payn praised the staff for coping with the issues and said that a full review of the event was due to take place at the next meeting.

Ms Nicholson asked about the news of Barcelo pulling out of the UK. The hotels used to be part of the Paramount group and were reverting back. Max Bavin was monitoring the situation carefully.

Mr Morris asked about the new regulation which permitted teams from the same club to now meet each other in Round 3 of the NICKO where previously it had been Round 5. The TC had agreed to the change to avoid excessive travelling. Mr Morris said he didn't mind that, but Mr Petrie observed that that was the lot of the TC – to make a decision where half the membership would agree and half would disagree.

## **10 ANY OTHER BUSINESS**

Mrs Harris highlighted the new One Day Oxfordshire event – The Welcome Pairs for social players, students and less experienced players and hoped that neighbouring counties would publicise the event.

There was no further business and the meeting closed at 3.15pm.

**Date of the Annual General Meeting is Wednesday 3<sup>rd</sup> October in the Tudor Room,  
Imperial Hotel, Russell Square, London, Start 1pm**