



**Minutes of the Shareholders Meeting of the English Bridge Union Limited
held at the Imperial Hotel, London,
on Thursday 11th May 2017**

Present:

Jeremy Dhondy	Chairman	Anthony Golding	Board Member
Jerry Cope	Treasurer	Rob Lawy	Board Member
Ian Payn	Vice Chairman and Tournament Committee Chairman	Ron Millet	Board Member
Barry Capal	Company Secretary	Peter Stockdale	Minute Taker & Communications Officer
Heather Dhondy	Board Member	Bev Purvis	Club Liaison Officer
Darren Evetts	Board Member	Karen Durrell	Reception

	Shareholders		Proxy	Shareholders		Proxy
	Present	Apologies		Present	Apologies	
Avon	-			London	Mrs C Duckworth Mrs E Kay	Mrs J Smith Mrs C Duckworth
Bedfordshire	-			Manchester		Mr M Newman Mr J Morris
Berks & Bucks	RC Davey	Mrs JM Baldock		Mersey/Cheshire	Dr C Raymond	Mr C Merrill Dr C Raymond
Cambs & Hunts	Mr P Grice	Mr A Bowden	Mr P Grice	Middlesex	Mr H J Schogger	Mr P Hasenson
Channel Isles	Mrs P Panter					
Cornwall		Mr JM Booth				
Cumbria	-			Norfolk		Dr M J Dennis
Derbyshire		Mr J Parker Dr A J McCance	Mrs C Batten Mrs C Batten	North East	-	
Devon	Dr M Hamon	Mr R Andrews Mr T Treeby	Dr M Hamon Dr M Hamon	Northants	Mrs N Bainbridge	
Devon				Nottinghamshire	Mrs C Batten	Mr K Rodgers Mrs C Batten
Dorset	-			Oxfordshire	Mrs S Nicholson	Mrs S Claridge Mr A Wilson
Essex	Mrs M Curtis	Mrs J Hartley Mr K Thompson	Mrs M Curtis	Somerset	-	
Essex				Staffs & Shrops	Mr P Hackett	Mrs P Booth-Jones Prof R Hanley
Gloucs	Mr J Simons			Suffolk	Mr M Carey	
Hants & IoW	Mr K C Bennett Mr R Ray			Surrey	Mr J Allerton Miss S Pritchard	Mr R Millard Mr C Chisnall Mr J Allerton
Hereford		Mr C Chowney Mr D Weller		Sussex	Mr P Bates	Mr R Wheeler Mrs J Mayall Mr P Bates Mr P Bates
Hertfordshire	Mr R Teesdale	Mr M Minting		Warwickshire	Mrs SJ Galvin Mr L Reece Mr C Lang	
Isle of Man		Mr S R A Baggs		Westmorland		Mr M Rothwell
Kent	Mr P Jones Mr M Lewis Mr B Crack			Wiltshire	Mr P Green Miss K Hodgson	
Kent				Worcestershire	Mr D Thomas	Mr P Hammond
Lancashire	Mr B Brelsford Mrs J Wright			Yorkshire	Mrs L Millet Ms J Staniforth	Mrs J Latham
Leicestershire	Mr D Benton Mr RA Smith				Mr N Woolven	
Lincolnshire	-					

Apologies from: Graham Smith (Board Member), Gillian Fawcett (Chair of the Selection Committee), Tim Rees (Chairman of the Laws & Ethics Committee), Kay Carter (Reception)

Jeremy Dhondy, Chairman, opened the meeting by welcoming all those present.

1. Apologies for absence

See Page 1 for apologies

2. Minutes of the Annual General Meeting of 23rd November 2016

2.1 Accuracy

There were no matters of accuracy and the minutes were formally accepted.

2.2 Matters arising

There were no matters arising which were not covered on the agenda.

3. Treasurer's report

JC had circulated a report prior to the meeting. He advised that the installation of the new membership system had meant that not all the figures from March had been processed, though he had seen the Universal Membership data for the month, and those figures were at worst in line with expectations.

He reported that for 2016/17 the figures were ahead of budget, though this still represented a loss as a sizeable deficit had been included in the budget. The 2017/18 budget was showing a small deficit, and a small deficit was also expected for the following three years. JC restated his opinion that action should be taken to balance the budget across this period, as agreed by the shareholders at the AGM last November.

He cited two reasons for the deficit : the EBU Shop was seeing a reduction in its margins; whilst competitions continued to make a profit, the size of this profit had fallen significantly. Competitions had previously been used to finance international activities, so it would be necessary to reconsider this relationship going forward. He noted that the donation from the EBU to EBED had been reduced temporarily for 2017/18 as an economy measure, and that staff costs had fallen – due to the apprentice not being retained, and possible restructuring within the office following the appointment of Gordon Rainsford as General Manager – but he would also be looking for other areas to make savings. He believed that the budget for 2017/18 should be acceptable but work needed to be done to ensure the budget balanced in the longer term.

At the AGM JC had been asked why clubs were charged a separate affiliation fee, rather than it being included in the Universal Membership subscription charge, and he had said he would give an answer at this meeting. He explained that a basic level of service was provided to all clubs, regardless of their size and the contribution which their members make through UM, and it had therefore been considered appropriate to charge a fee to cover this. He stated, however, that whilst making a charge of this nature was likely to be appropriate, it may currently be higher than appropriate, and therefore he anticipated a little rebalancing in the coming years.

A representative from Worcestershire raised the following points in response to his report: Worcestershire pays the affiliation fees for clubs in the county, but a higher Universal Membership subscription fee is paid to the county, thereby offsetting the impact on smaller clubs; the level of participation in competitions within the county is steady, with the cost of entry relative to national events cited as a factor – though the fact that the county relies on volunteers and does not pay VAT, unlike the EBU, was recognised; he agreed that a budget deficit should be avoided, citing expenditure on internationals as an area which should be considered as it was inappropriate for a lot of money to be spent on a very small percentage of the membership – he also questioned whether more could be done to attract sponsorship, and asked how the current exchange rates would affect expenditure on international events.

In response JC agreed that the current budget projection was unacceptable. He explained that one step which had been taken was to freeze the budget for internationals, and in addition that they would need to adjust their outgoings to account for the change in exchange rates.

JD added that whilst the EBU had a duty to fund participation in international events, there was also a recognition that there was an increasing number of events – he cited the recent introduction of competitions for Under 16s as an example – and that consideration would be given to whether funding should continue for certain events. He gave an example of the upcoming Commonwealth Nations Championships for which the EBU would not be offering funding to any England team.

Regarding sponsorship of the international teams, JD advised that some companies had been approached in the past, but with little success – he cited the efforts which were made to encourage British Airways to sponsor the team's travel to Chennai in 2015. He also noted that advertising from companies associated with gambling may not be appropriate and may be unwelcome with some of the membership. He invited anyone who knew of potential leads to let him know. He also explained that the Board and Selection Committee were unwilling to approach 'sponsors' to form, and fund, an international team as it may mean that England did not field its strongest possible team – there was a belief that teams should be picked solely on merit. JD was asked whether using the website as a space for general advertising was considered, and he replied that the Advertising Manager did try to encourage advertisers to buy space on the website, but with limited success.

In response to a question regarding the relationship with Bridge Overseas, JD explained that the relationship with them to provide venues, and to sponsor the Overseas Congress, expires in 2019. At that point other companies would be considered, alongside giving consideration to renewing with Bridge Overseas.

A representative from Gloucestershire asked whether the EBU sought legacies from members. JC advised that this was done through EBED, as their charitable status made this more favourable from a tax perspective. He noted that if EBED was better off financially then the EBU would need to give them less financial support, so any donations were beneficial to the EBU too – though there had been few donations of this kind to EBED to date.

Representatives from Hampshire and from Merseyside & Cheshire questioned whether the forecast budget deficit could be addressed by increasing Universal Membership subscription fees, with the latter suggesting a single large increase, rather than a series of small annual increases. Both believed that increases could easily be absorbed by the clubs, given that they tend to increase table money by 50p or £1 at a time, and may have done so at the time of previous increases. JC and JD noted this opinion, and agreed that following the freeze this year there would likely be an increase next year. JC commented that a regular annual increase above inflation was probably inappropriate.

A representative from Leicestershire asked why funding to EBED had been reduced. JC explained that this was part of the 'trimming' which had taken place in nearly all areas of expenditure. He added that EBED also received funding from other sources, and at present was in a financially sound position – in part due to a prudent use of its money – so they could tolerate a cut this year. It was anticipated that the amount which was cut would be restored in future years. It was asked whether the funding cuts had contributed to EBED decision not to run a 'national recruitment advert' in 2017. JD explained that was not the case. The EBED Trustees had decided there was insufficient data to suggest that the previous advert in the Daily Telegraph had been successful, and that a more robust database of teaching needed to be established – in order to adequately serve the responses which were received – before the advert was run again.

The Board were asked why there a report on the activities of EBED was not presented to the Shareholders. JD explained that as they were a separate organisation it was not the responsibility of the Shareholders to approve their activities. In addition, the Board was represented at the meetings of the EBED Trustees. It was agreed, however, that RL, who attends the EBED Trustee meetings on behalf of the board, would give a brief report on 'education' matters at the AGM and Shareholders' Meetings so the Shareholders were aware how the donation from the EBU was being spent in this area. JD would also include the information in his annual report.

A representative from Surrey asked whether the Board saw the accounts of the WBF and EBL, and whether those organisations justified any price increases. He added that given the size of the affiliation and entry fees, they must be making sizeable profits. JD responded that he had raised such an issue regarding the accounts at a past EBL meeting, and whilst they were becoming more transparent there was still more that they could do in that regard. He agreed that more questions should be asked at future EBL/WBF meetings. There was acknowledgement that there was little option but to pay the affiliation fees which were requested. JD added that the EBL had given a grant to the EBU for membership recruitment, and this was currently being used by Yorkshire as part of a trial scheme.

4. Special Resolutions – changes to the Articles of Association:

4.1 Article 9.12 – Change in proxy working

The Board recommended that the articles be changed so that any proxy should be notified to the Secretary not less than 48 hours before the meeting – it was previously five minutes. This was to reduce the administrative burden on the staff at the meeting, and to bring the articles in line with standard company procedure.

The Shareholders requested that the methods by which the notification could be made be defined in the articles. It was therefore agreed that the wording proposed by the representative from Sussex - “which shall be in writing or by email” – be inserted in the penultimate paragraph.

Following this amendment to the wording a public vote was held and the proposal was approved by the Shareholders – there was one abstention with the remainder voting in favour.

4.2 Article 11 – Appointment and Retirement of Directors

The Board recommended that the article be changed in order to bring forward the period for nominations, thereby allowing the administrative staff to circulate the necessary papers along with other papers for the AGM, rather than undertaking a separate mailing. This would save time and money.

A public vote was held, and the proposal was approved by the Shareholders – there was one abstention with the remainder voting in favour.

5. County Working Group update

DE reported that the Midland Working Group had said that they would welcome any southern counties, not currently able to engage with their Working Group, to participate in their activities. To date five had expressed an interest in doing so.

JD advised that the County Working Groups would be the main topic at the County Chairman’s meeting in July, and that a survey would be circulated in due course to gather information to discuss on the day.

A representative from Sussex stated his belief that the success of any group in the South East would depend on involvement from London. DE stated that he would approach them to try to encourage them to take a more active role.

A representative from Worcestershire asked for it to be noted that the Midlands group had experienced dissent within the group relating to governance and the taking of minutes of the meeting, but that they would defer any further comment until the Chairmen’s Meeting.

6. Report on progress with Sport England and HMRC

IP reported that in the case with Sport England the judge had not granted leave to appeal. The Board had decided that this was therefore the end to the challenge for the present time. The final expenditure on the case is unknown as Sport England’s ‘costs’ are still to be determined. These costs will be determined by a cost judge if agreement is not reached.

The 'VAT case' is more positive, IP reported. Our case had been made at the European Courts in Luxembourg in March, and the reaction of the judges suggested that our case was getting serious consideration.. On 15th June the court would release a preliminary report which the judges would then consider before giving their final judgement. That final judgement would probably be made in the autumn, though the preliminary report would give a non-binding indication of how the ruling may go.

7. Minutes of the meeting of the Board of Directors of the EBU

7.1 26th October 2016

No questions were raised.

7.2 25th January 2017

No questions were raised.

7.3 22nd March 2017 (draft)

JD was asked for clarification/updates on various matters. He advised that:

- Guernsey had sought to be recognised as an NBO by the EBL. The EBU had opposed this, but stated no objection to them competing in the European Small Nations Championship, which they subsequently did.
- No clarification had been received as to whether the Open team would receive gold medals from the 2014 European Championships, following the disqualification of the teams above them, but it was believed that they would and that a presentation may be made at the European Open Championships in June. Paul Hackett gave further information on some of the ongoing cases in to alleged 'cheating'.
- The Board had discussed the issue of gender identity. They had agreed that the EBU would permit 'self-identification', and not request any 'proof'. If 'proof' were needed then a passport or Gender Recognition Certificate would be accepted. JD would seek to get the EBL's policy, to ensure that the EBU's policy was in line with their requirements.

8. Minutes of the meeting of the EBU Laws & Ethics Committee

8.1 1st February 2017

No questions were raised.

9. Minutes of the meeting of the EBU Selection Committee

9.1 8th November 2016

No questions were raised.

9.2 27th February 2017

No questions were raised.

10. WBF/EBL update

JD reported that the EBL were establishing a Hall of Fame, and that two English players – Nicola Smith and John Holland – would be amongst the inaugural inductees. JD explained that the NBOs had not be consulted on this occasion, and whilst he endorsed the selection of Nicola and John he was pleased that the appropriate NBOs would be consulted in future. Paul Hackett added that the Hall of Fame would be online only, and that in future it would be expanded to include deceased players.

11. Any other business

A representative from Surrey enquired whether the installation of the new membership software would enable the counties to administer their membership lists. JD and BC replied that this could be

introduced however the EBU IT staff were waiting for clear instructions from the counties as to what they required – at present there were conflicting requirements. The County Working Groups would be tasked with providing criteria that would be suitable for all. A representative from Sussex expressed dissatisfaction with how information for clubs was displayed on My EBU. BC replied that the format was in response to the preferences of the majority of clubs, and that some information could be established by using the facility to download a spreadsheet of the data. Subsequent to the meeting some improvements to the listing were made.

A representative from Manchester reported that over 130 tables had entered the American junior championships, and enquired whether the EBU was working with the ACBL to learn from their success. JD said “no”, but added that a number of counties had new junior programmes which were proving to be successful, so things were looking more positive. A representative from Sussex gave his opinion that efforts should be made to try to establish bridge as a part of the national curriculum. JD responded that the first step would be for there to be more activity at a county level, before any national plan could be introduced. He added that the County Working Groups could consider how to encourage more counties to become involved in school bridge – currently fewer than ten have such programmes in place.

JD announced that Colin Simpson was to be presented with a Diamond Award. The Selection Committee had agreed that he would be given the award at some point in the future and, whilst these were traditionally presented at the end of the year, as Colin was unwell the presentation would be brought forward. JD would visit him to make the presentation in the coming weeks. All those present congratulated Colin on his well deserved award.

JD and the Board thanked BC for his service as General Manager. JD noted that had guided the EBU through turbulent times, including the introduction of Universal Membership, and had given a decade of dedicated service. The Shareholders joined in a vote of thanks to BC. JD added that he would be replaced by Gordon Rainsford from 10th July. JD added that Gordon would retain some of his Tournament Director responsibilities. When asked about any conflict of interests that may result, JD explained that the structure of the organisation should ensure that Gordon would not be put in that position, and he also doubted that any such situation would arise.

Closing the meeting, the Chairman thanked Shareholders for their attendance. The meeting closed at 3.05pm.

**Date of the Next Meeting is Wednesday 22nd November
at the Imperial Hotel , London**