

Changes to the Board's proposed Articles and Bye Laws as a result of the shareholder meetings and subsequent correspondence

The Board has previously set out its reasons for asking that the AGM amend the Articles and Bye Laws. Following meetings with shareholders and standing committees the Board has revised its proposals. This document sets out what is different in the final version of these documents and also where changes suggested by some shareholders have not been adopted.

Changes made:

1. The chairs of the three standing committees shall be different people.
2. The officers of the Board will be elected only by the elected members of the Board and the Chair and Vice-Chair must be elected members.
3. In order to provide continuity and restore an even spread of Director elections across the years if 5 or more Directors are elected at an AGM only the top 3 will serve for 3 years and the others for 2 years.
4. It was pointed out that the provision for 2-minute speeches by candidates for Director at the AGM was incompatible with holding electronic votes in advance of the meeting. A number of shareholders also expressed the view that 2 minutes per candidate was not sufficient and that least 5 minutes should be allowed plus a time for questions and answers. The Board considered that longer hustings would make the AGM too long. They therefore decided to remove the provision for speeches for candidates from the proposed Articles but is minded to hold a virtual hustings before the AGM or any vote in advance of the AGM where all candidates could have sufficient time to set out their position and answer questions.
5. Article 19(5) which relates only to Directors' employment by subsidiaries (of which the EBU has none) has been removed.
6. Capitalisation especially of 'Company' has been made consistent.
7. 'Offence' has replaced 'Offense' throughout.
8. Other grammatical corrections have been made.
Two further changes have been made as a result of correspondence.
9. Items to be included on the agenda of the AGM have been added to the Articles
10. Further instances of language which was not gender-neutral have been corrected.

Changes not made

1. Election of Board Officers by shareholders.
2. Election of Standing Committees by shareholders.
The vision of the EBU set forth in the Articles is an organisation owned and controlled by the county associations. This position has been strengthened by

the new ability of the county associations to submit resolutions to general meetings and the new power to have these resolutions bind the Board. The county associations elect the Directors to run the EBU between general meetings and to account for their stewardship at general meetings. The Board's ability to carry out this stewardship can be undermined if its officers are imposed upon it by external elections and if the standing committees function independently of it and can claim their own mandate separate from that of the Board. The simple democratic structure proposed where there is one body accountable to the general meetings for all aspects of the EBU is common to most modern membership organisations for these reasons these two suggestions have not been adopted.

3. Changes to county representation. It has been suggested that the number of shareholders allocated to each county should be changed for example by ignoring 'members' who have not played in the last 12 months. This is an entirely separate issue from the structure of the EBU and so is not included in these proposals but could be the subject of separate proposals from the counties.
4. Changes to the Disciplinary Procedures. There is no intention in these proposals to change the disciplinary procedures other than making their language gender-neutral and replacing the Law and Ethics Committee with the Conduct Committee. Various changes to the Disciplinary Procedures were proposed including some based on the view that the current procedures contravene the Human Rights Act. These will be forwarded to the Conduct Committee or the Law and Ethics Committee (depending on the outcome of these proposals) for them to consider.
5. Use of the terms 'Directors' and the 'Board'. In the Articles the 'Board is defined as the 'Directors acting collectively'. It has been suggested that the term 'Directors' should be used throughout. This would possible in many places but not all and the meaning is currently clear so it has been decided not to make changes.