



Why is the Board proposing changes to the EBU's Articles of Association and Bye Laws?

The first EBU Articles of Association date from 1940 and they were last fully updated 20 years ago, since when there have been multiple piecemeal updates. They use terminology that is confusing (“members” instead of “shareholders”, “the Company” rather than “the EBU”) and they still have clauses that only applied to the period when these articles were first adopted. There is also ambiguity about the election of the officers

They are out of line with modern practices of membership organisations. They fail to recognise the primacy of the county associations and contain three separately elected bodies in the Board and two standing committees. For these reasons it is proposed that new Articles be adopted based on the model Articles for a company limited by shares from the .gov.uk website. These will update the terminology used, including adopting gender-neutral language.

The two major changes to our governance will be:

1. The Officers of the Board are currently elected at the AGM but only from amongst Board members. In a modern organisation the Officers must have the confidence of other Board members. It does not make sense to have them imposed on the Board by an external election. It is worth remembering that there has only been one occasion in the last two decades when an officer of the board was elected to that office through a contested election.
The Chair, Vice-Chair and Treasurer will now be elected by the Board from amongst their number.
2. At present the board has responsibility for decisions taken by its standing committees and sub-committees, but it has little input into their composition - they are elected at the AGM and while this might superficially seem more democratic, in reality the members of these committees are usually elected for 3 years and whilst they have usually reported to the AGM they are under no obligation to do so. They can claim a mandate separate from that of the Board and there is not an effective mechanism for shareholders to hold them to account. This does not make sense in a well-structured organisation. The Board is elected by shareholders and is accountable to them at the Annual General Meeting. The new Articles will address this as follows:
 - a. The Board will be required to have three Standing Committees.
 - b. The functions of the Law and Ethics Committee will be split between a

Regulation Committee responsible for things like the Blue and White Books, TDs and rulings; and a Conduct Committee responsible for all disciplinary matters. There will remain a Selection Committee.

- c. The Conduct and Selection Committees will each have exactly one Board member on them and that person will be the (usually non-voting) Chair of the committee. The Board will appoint 4 other members from outside its number and these committee members can appoint up to four other members.
- d. The new Articles make clear that provided the Selection and Conduct Committees have acted properly the Board has no power to interfere with their decisions.
- e. The Board will also be able to form as many other Committees as it sees fit and nominate whoever it wishes to them, including non-Board members.

The following changes should also be noted:

- 3. Directors will be elected for fixed term of 3 years. At the moment one-third of the elected directors must resign each year which means that sometimes they serve for 3 years before having to seek re-election but sometimes only 2 and possibly only 1.
- 4. A new power will allow shareholders by resolution at a general meeting to instruct the Board as to their future actions.
- 5. A new power will allow counties, rather than individual shareholders, to submit resolutions to general meetings which must be debated and voted upon and which can instruct the Board.
- 6. The provisions of the model articles to allow for virtual and hybrid meetings have been adopted.
- 7. Vice-Presidents will no longer be mentioned in the Articles. None have been appointed in recent years and a previous Board decided not to appoint any more. The current Vice-Presidents will therefore just continue to be listed alongside other award holders.
- 8. Should the EBU be wound up in the absence of any other decision the assets would be distributed to the counties.
- 9. The roles of the Chief Executive Officer and the Chief Tournament Director are currently defined in the Bye Laws. The Job Descriptions and Person Specifications for these posts should be maintained by the Board. It should not require a General Meeting to change them.

Adrian Darnell, EBU Chair

Paul Gibbons, EBU Board member responsible for updating the Articles and Bye-Laws