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SUSSEX COUNTY CONTRACT BRIDGE ASSOCIATION

MINUTES OF THE ANNUAL GENERAL MEETING OF THE SUSSEX COUNTY CONTRACT BRIDGE ASSOCIATION HELD AT THE UCKFIELD CIVIC CENTRE ON SUNDAY 7TH APRIL 2013

Present:

**Mr M Pool
Mrs M Langmaid
Mrs J Mayall
Mr G Stanford
Mr R J Wheeler
Mr D Galpin
Mr E Williams**

**President
Vice President
Chairman
Vice Chairman & Tournament Manager
Honorary Secretary
Honorary Treasurer
Membership Secretary**

and 74 members, as shown in the record of attendance. Apologies were received from Ron Buddery, Cecily and Harold Linfield, Linda Souter, Molly Freeman, and Keith and Maureen Norman.

0. Opening Remarks

The Chairman opened the meeting by referring to the demanding agenda and the need for contributions to be concise and to the point. She would not hesitate to interrupt if necessary and justified, in order to maintain adequate progress. Her initial target was to have completed items 1-4 by 12 noon in order to leave sufficient time for the elections and the debate on item 8 to be completed before 1pm. She added that she was keen for the meeting to be conducted in the right spirit and encouraged all attendees to bear that in mind.

1. Approval of minutes of AGM held on 15th April 2012

The minutes were approved as a correct record of the meeting. The Chairman agreed to sign the final version at the first opportunity.

Action – Joy Mayall

2. Matters arising from the minutes

2.1 Actions under paragraphs 1, 2.2, 7.3, and 8.7 had been completed

2.2 Malcolm Pryor raised a matter concerning what he saw as a failure to implement a resolution passed at an AGM. In his view the position was clear. At the 2011 AGM a straw poll on a proposal raised under 'AoB' had shown a majority in favour of changing arrangements for promotion and relegation in the Sussex League. Subsequently, the Management Committee (MC) had failed to implement the change indicated. At the 2012 AGM a resolution proposed by Muriel Bailey had been passed by a majority of one vote and, subsequently, the MC had failed to implement the change indicated. Malcolm added that he understood that formal EBU legal counsel opinion on the matter had been given to the MC that "the MC should not lightly disregard decisions taken at an AGM" but that the MC had effectively ignored this. The following points were made in response to this matter:

- The President observed that Malcolm Pryor's recall of the legal opinion was selective and that elsewhere in the EBU advice it had been made clear that the MC had acted entirely correctly under the current constitution.
- The Chairman added that the MC had not ignored views expressed or decisions taken at previous AGMs. Indeed, in 2012 the MC had conducted a detailed survey of team captains to ensure that its eventual decision was informed by the views of the key stakeholders.
- Jill Armstrong commented that this single issue had been addressed by the MC in 2011 and 2012 and the actions taken were consistent with the current constitution.
- Muriel Bailey emphasised that the current constitution does not allow members to achieve the implementation of any changed policy at an AGM.

3. Chairman's Report

3.1 The Chairman opened her report by paying tribute to Jackie Clinton who sadly had peacefully passed away at the end of last year. The number of people at her Thanksgiving Service, from the bridge community and beyond, reflected the high esteem in which she was held by all.

3.2 The Chairman continued by observing that in her first year she had got to know many more members of the Sussex bridge community and, she hoped, responded positively to their comments and concerns but it had proved difficult to accommodate everyone's wishes. Nevertheless she had done her best to make decisions based on consultation and fairness. The MC had helped her enormously and she was very grateful for that.

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3.3 The Chairman then reviewed some of the key activities over the last year:

1. In order to reverse the trend of lower numbers of club members, new players, and those who might return to the game, were being attracted by the use of mobile exhibitions using display boards and demonstrations in libraries and public places to create dialogue with people about the game and about the local clubs and teaching available in their area. It is a simple approach but it had been a success. Following an article in the EBU magazine, the Chairman had received interest from several counties who had asked for further information, indicating that they intended doing the same. SCCBA had been to East Grinstead, Crawley, Haywards Heath and Eastbourne and planned to go to Horsham and Bognor in the near future. The Crawley visit had netted 13 new players who had started attending teaching sessions held by Crawley BC. The County was also providing posters for clubs near the displays in an effort to help local clubs promote themselves.
2. As part of an emerging, integrated, approach to education, the County had also held an EBUTA teachers day at the end of last year and had plans for another one this year. 12 newly trained teachers were now teaching new/return players.
3. The County had also advertised for mentors for new players and received a lot of interest with the intention of matching new players to the mentors when they are ready to play at clubs.
4. The County had also just started a 'teaching Minibridge in schools' project and it was fortunate that WSCC Councillor Bill Acraman had agreed to lead the group overseeing this work. He had consulted with the WSCC Education Officer and permission had been given for the County to approach schools with a view to creating one or more partnerships. A letter had just been issued to schools offering to teach minibridge each week and some of our teachers and mentor volunteers would be used to help achieve this. The initiative had been aimed at secondary school children aged 11. The Chairman was now looking for an ESCC Councillor to help pursue similar objectives in the eastern part of the county. The Chairman expressed her thanks to Bill Acraman and to Linda Souter, secretary of the project, for their hard work in getting this off the ground.
5. The Chairman also conveyed her thanks to Dave Armstrong who had worked so hard with the youngsters for many years, particularly at Loughborough JTI's, but also teaching, coaching and encouraging them. She observed that Dave's work had created a champion in Chris Derrick, a Sussex youngster who had done so well over the last year that he had been selected play for the England team which went on to win the Channel Trophy, leading to his picture featuring on the front of this month's EBU magazine.
6. As part of a general publicity campaign a number of pictures had been taken around the County by Brian Campbell-Kearsey and these were displayed in the meeting room. Brian has also developed ideas for an additional website at no cost to the County which would be focussed on bridge teaching/learning. This would be linked directly from the main SCCBA website. The Chairman asked members to take time to look at the website samples that were running on the laptops in the meeting room. She invited members to indicate their preference on the forms provided to inform the choice that would eventually be made. Related domain names had been purchased and donated to the County. The Chairman felt that this was a very exciting development which had great potential for attracting further new members.

3.4 Looking to the future, the Chairman indicated that, in addition to the education initiatives, the County intended to expand its digital operations as quickly as possible. More contact/interaction with players by email and online was intended as this would not only improve the targeting of communications but also help reduce the increasingly prohibitive costs of postage. It followed that it was important that the County was aware of as many of members' email addresses as possible. Eddie Williams, ably assisted by Hazel Beveridge, had been assembling a Sussex database. This would enable, for example, the issue of personal reminders to those who had entered tournaments in the past.

3.5 The Chairman then referred to the creation of a new constitution group, independent of the MC, which had been formed to build on the work done by the MC review group and to resolve a number of outstanding concerns about how the new constitution should be framed. The new group comprised James Bugden, Martin Pool, Jill Armstrong and Piers Pennant. James was chairing the group because, as the County's Independent Examiner, he appeared to be the obvious person to lead such a group. Also, he brought to bear much valuable experience after a career working on Terms of Agreement and Constitutions. Martin Pool, our President, is the EBU's constitution guru and therefore brought to bear a similar level of experience in a bridge context. Jill Armstrong had already carried out a lot of work with Liz Hoskins in the previous review and would provide continuity. Finally, Piers Pennant was also independent of the MC and,

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as a highly thought of and widely respected member of the Association with a wealth of experience at committee/club level, he would ensure that the interests of the wider membership were kept fully in focus.

3.6 The Chairman then sought to thank those who were standing down from the MC and those who had contributed to its success over many years:

- Eddie Williams had decided to stand down as Membership Secretary now but the Chairman was delighted to note that he was still standing for the MC and would continue as Chief Tournament Director. Eddie had been an Officer of the Association for very many years, in fact, probably more years than Chris Derrick had been on this earth! His long service in several roles was very much appreciated.
- John Williams, a previous Membership Secretary, was retiring this year, also after serving on the MC for many years. The Chairman thanked John for his thoughtful and penetrating contributions to the MC's work and his wider commitment to the success of Sussex bridge.
- Helen Kent, our Trophy Coordinator, was also standing down this year. Helen had attended the EBUTA course and was now heavily involved in teaching bridge. The Chairman wished her well and thanked for her unerring commitment to her work for the MC.
- Liz Hoskins was also standing down from chairing the Conduct Committee (CC) this year. Fortunately there had been little work for the CC committee, or the disciplinary panel which had not been called upon at all. Nevertheless the Chairman was grateful for Liz's support during the year.
- Finally, the Chairman thanked those who had helped her directly during her first year for their hard work:
 - Martin Pool, the County Association's President, for his quiet and thoughtful advice throughout.
 - Mervyn Wotton, our conscientious, non-sleeping Webmaster. No night passed without him getting the score of a competition held that day on the website.
 - David Galpin, Treasurer and League Organiser, who works so hard for the success and financial viability of Sussex bridge.
 - Gerry Stanford, Vice Chairman and Tournament Manager, who had overseen the further development of our tournament programme this year, successfully introducing the first mid-week congress and the first bridge/golf competition. Repeats of these events were planned for this year. Gerry enjoys this side of his work enormously gaining particular satisfaction from seeing others enjoying competitive bridge.
 - Dick Wheeler, Secretary, who had ensured that the work of the Officers and the MC was properly and effectively administered.
 - The other members of the MC who had been active and constructive contributors to the various debates which had dominated the MC's work.

4. Honorary Treasurer's Report

4.1 Adoption of the Audited Annual Accounts. The Treasurer reported that audited income and expenditure account (distributed at the meeting) showed a surplus of £538 before depreciation and a loss of £747 after depreciation. The year's outturn had therefore been broadly to budget. The Treasurer invited comments and the following were made:

- Malcolm Pryor noted that income from tournaments was reduced compared with the previous year and asked what was being done to address this.
- Gerry Stanford observed that the introduction of P2P charges for County events had had the effect of reducing net income as had a number of improvements such as provision of free refreshments on arrival. Overall tournaments remained self-financing.

The Honorary Treasurer thanked James Bugden for auditing the accounts and foregoing his fee for the benefit of the SCCBA. It was proposed by Eddie Williams and seconded by Norman Hardy that the accounts be adopted. By show of hands this was approved by an overwhelming majority.

4.2 Appointment of Independent Examiner. Following a proposal from Andrew Southwell, seconded by Angela Burgess, by show of hands it was agreed by an overwhelming majority that Mr James Bugden be re-appointed as an independent examiner to audit the County's accounts for a further year.

4.3 Subscriptions for the Years 2012-2013 and 2013/14. The Honorary Treasurer confirmed that the County P2P rate would remain at 7p for the year 2013-2014 as approved at the 2012 AGM. He added that he was also pleased to be able to report that current budget forecasts indicated that it would not be necessary to increase the P2P rate next year. In addition, savings arising from reduced costs of postage and distribution of newsletters allowed him to abolish the separate annual Club subscription (previously £15) from 2013/14 onwards. Any club which had already paid for 2013/14 would be refunded in due course. On a show of hands, a proposal made by Peter Bates and seconded by Dave Armstrong that the P2P rate for 2014/15 should be a maximum of 7p and that the dual membership fee (£5) should remain the same for 2014/15 was carried by an overwhelming majority.

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5. Election of Officers

5.1 The Chairman invited the Secretary to introduce the ballots. The Secretary informed the meeting that three Officer posts (Chairman, Vice Chairman and Treasurer) had each attracted only one nomination. Those nominees were therefore elected without a ballot. For the ballots required, attendees had each been given a set of ballot papers on arrival with a unique reference written on the first ballot paper. In response to a question from Dave Armstrong about the secrecy of such a system, the Secretary said that the intention was to reproduce the arrangements used for local and parliamentary elections whereby the ballot slip could be traced back to the electoral register to prevent errors such as duplicate voting. Only the Tellers would have access to this information and only if it was necessary in order to resolve a problem, eg use of the same reference on two ballot papers.

5.2 The Secretary advised attendees that the election ballots needed to be conducted in two stages. The first stage would deal with the three Officer posts for which there was competition and the count for those three ballots needed to be completed before voting in the MC Member ballot. Because four of those standing for Officer posts had also been nominated for MC Member posts, one or more of those nominees would be elected to an Officer post and that/those MC Member nomination(s) would fall as a result. Any votes cast for that/those nominations in the MC Member ballot would be ignored.

5.3 The Secretary also asked attendees to ensure that:

- their unique record of attendance reference was transcribed to each other ballot paper, including that related to the resolution to be considered under agenda item 8. This would enable the Tellers to resolve any difficulties arising from their post-vote checks. Any ballot papers which did not contain the unique reference would be excluded from the related count; and,
- they remain present to submit their votes personally, particularly so that they were able to consider the arguments presented in respect of the final ballot for agenda item 8.

In response to a question from the floor, the Secretary indicated that the normal convention for voting was a cross.

5.4 Whilst the count was taking place, the Chairman brought forward item 9 and item 7, the minutes for which appear in agenda order below.

5.5 Following receipt of the Officers' results, the Chairman announced that Dick Wheeler had been elected Secretary, Hazel Beveridge Membership Secretary and Gerry Stanford Tournament Manager. The final list of Officers elected was therefore:

Chairman
Vice-Chairman
Secretary
Treasurer
Membership Secretary
Tournament Manager

Mrs J Mayall
Mr G Stanford
Mr R J Wheeler
Mr D Galpin
Dr H Beveridge
Mr G Stanford

6. Election of a Maximum of Fourteen Committee Members

6.1 The Secretary then introduced the ballot for MC Members reminding attendees that Hazel Beveridge's nomination as an MC Member had fallen following her election as Membership Secretary. Attendees were also advised that:

- A maximum of 14 MC Member posts was allowed under the constitution, so attendees were able to vote for as many candidates as they wished up to but not beyond 14.
- Any ballot paper which contained more than 14 votes would be excluded from the count.
- Any candidate receiving no votes would not be elected even if there were less than 14 candidates with one or more votes.
- In the event of ties, the Tellers would invite the Chairman to use her casting vote to decide the winner or winners.
- Announcement of the MC Member winners would be made in alphabetical order.

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6.2 Following collection of the ballot papers, the Chairman indicated that the results would be announced as soon as possible thereafter. The MC Member ballot results were announced in the main playing area shortly after the meeting was closed and the following were declared as elected.

Mr D Armstrong, Mr P Bates, Mr B Campbell Kearsey, Mrs A Galpin, Mr N Hardy, Ms K Kennedy, Mr J Mitchell, Mr M Pool, Miss J Simpson, Mr A Southwell, Mrs C Watson, Mr E Williams, Mr M Wotton and Mr M Wright.

Full details of the votes cast are contained in the Annex to these minutes.

7. Election of Sussex Representative on EBU RCC

The Secretary referred to the paper previously circulated regarding this item and sought AGM approval for the way forward proposed. By show of hands, the meeting approved the recommended way forward by an overwhelming majority. The Secretary said he would put the issue on the agenda for the first meeting of the new MC.

Action – Secretary

8. Resolution Proposed by Sheridan Stevens

8.1 The Chairman invited Sheridan Stevens to speak in favour of the resolution. Sheridan said that she profoundly regretted that it had been necessary to bring the resolution before the AGM. She felt that almost all of those at the meeting knew far more about the background to it than she did. That background was the issue of promotion and relegation within the Sussex League which had been put to a vote at the last two AGMs. Each time, the vote to change the arrangements had been carried. And, each time, the Management Committee had promised to review the matter. And, each time, absolutely nothing had changed.

8.2 This situation seemed to Sheridan to be manifestly unfair and undemocratic, particularly as the Association was purportedly a "members' organisation". She went on to say that it was this lack of democracy, rather than the Sussex League per se, that had attracted her interest. She declared that she was simply an ordinary member with few ambitions that she would ever be more than a reasonable Club player. In that respect, she was merely one of the 90% of members who contributed to the County's coffers through pay-to-play but who had little interest in competitions or County matters. But, when she learned of the MC's decision twice to ignore a vote at an AGM, she was outraged as, indeed, were the other 24 signatories to the Resolution, virtually all of whom were, like her, merely ordinary Club players.

8.3 Sheridan went on to say that It seemed to her astonishing that we all participate in a game that puts fairness above almost any other criteria but, then, the MC acts with such manifest unfairness and high-handedness. This seemed to undermine the whole spirit and ethos of the game of bridge. Referring back to the Chairman's opening remarks, Sheridan quoted 'Whatever we do. Let's do it in the right spirit' and indicated that she would endorse that but she believed the "right spirit" should embrace democracy and fairness.

8.4 Summing up, Sheridan reiterated that it was most regrettable that it had been necessary to bring this resolution. It would not have been needed if the MC had implemented either of the votes cast by members at the last two AGMs. She was fully aware that Sussex's constitution was currently under review. Indeed, it was for precisely that reason that she was asking members to vote in favour of her resolution in order to send a message to the constitution review group that members wanted their democratic wishes to be implemented by the MC.

8.5 The Chairman then invited Dick Wheeler to give a perspective from the MC. Dick said he was speaking against Sheridan Stevens's resolution because he believed strongly that to vote in favour of it would be to leave the Management Committee potentially open to continual pressure that, if it didn't adopt ideas held by a small but vocal minority, it would face one or more resolutions at each AGM seeking to impose such ideas via a simple majority. Some saw this as democracy in action, but was that really the case? He questioned whether when a resolution is passed at an AGM, the MC ought simply to carry it out without demur.

8.6 In response to his own question, Dick asked members to reflect on the fact that, under the present constitution, an AGM required just 30 members present to be quorate. This was a sensible bar to set because many, many members saw AGMs as less than attractive ways to spend time. However, 30 was just 1% of a County membership of over 3000 and, as we saw last year, it was relatively easy for a small group to galvanise sufficient support for a proposition to gain a simple majority at an AGM. In the absence of any constitutional requirement, the 2012/13 MC eventually decided not to go with that proposition but only after consultation with the key stakeholders, that is the team captains. The resolution raised a concern and the MC took steps to consult more widely before making its decision. Dick emphasised that, in his view, that was the sort of obligation which should be imposed on the MC and, in due course, built in to the constitution.

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8.7 Dick then invited those who didn't agree with him to consider whether it would have been right to believe that the views and rights of that group of team captains, the members most directly affected by the proposition, were somehow less important than those of the majority of the small proportion of the wider membership who had attended the 2012 AGM and had chosen to vote rather than abstain. In fact the "simple majority" on that occasion had been achieved with just 21 members voting in favour and 20 against, with 10 abstentions. Those 21 members made up a group that was well under 50% of those present and considerably less than 1% of the overall membership. Dick asked whether members really wished to see the MC effectively ham-strung, potentially on a regular basis, by less than 1% of the membership directing its actions more or less at will. He hoped not.

8.8 Dick then asked the meeting to consider two further points. First, he believed it was important to note that the EBU Model County Constitution did not contain the sort of obligation which this resolution sought to impose. Members might not see that as an overriding point; indeed the EBU had been at pains to emphasise that their models were advisory only. However, the fact that the EBU did not see it as warranting inclusion in the model, certainly underlined that adopting this resolution would take the County beyond the best practice currently promulgated by the EBU.

8.9 The second point was that the resolution before the meeting had been proposed, seconded and signed by members of the Bognor Club. Dick reported that he had been told that Sheridan Stevens had spoken to those attending a bridge session at the Bognor Club and persuaded some of them to support her resolution. Dick indicated that there was nothing wrong in that, but observed that it was interesting to note that the constitution of the Bognor Club did not contain the sort of obligation sought here for the SCCBA. He speculated that perhaps the Bognor Club's Management Committee and its wider membership had realised the potential difficulties in such.

8.10 In conclusion, Dick asked all present to think very carefully before voting. He said that the voting slip provided three options and if he had persuaded members of the problems arising from this resolution, he invited them to vote against it. If he had not quite persuaded others but they were in any doubt at all, he urged them to abstain. He opined that defeat of this resolution would leave the review group being led by James Bugden free to reflect fully on these issues and bring forward proposals to amend the constitution in ways which addressed the concerns which Sheridan and others had expressed whilst leaving the Management Committee with a sensible degree of delegated authority to get on with its job.

8.11 The Chairman then invited any additional arguments for or against and the following points were made:

- Peter Bates said that it was wrong to say that the MC had ignored democracy. The key stakeholders in the League promotion/relegation issue had been consulted before the final decision was taken.
- Peter Langston said that he supported the resolution. He considered that the MC had not come to terms with having over 3000 members after pay-to-play. The AGM scheduling meant that attendees represented only the 'old guard', less than 10% of members. In his view the MC was not interested in real democracy.
- Chris Jago said that accusations that the MC had been undemocratic were unfounded. Every year there was an opportunity to vote out the MC if the membership did not like what they were doing. Clubs can send delegates to MC meetings and they can speak at those meetings to put forward their views. He believed it would be very worrying if a relatively small group, with its own interests at heart rather than those of the wider membership, could impose those views on the MC. Approval of the resolution would severely tie the hands of the MC.
- Richard Fedrick agreed that the MC had not behaved in an undemocratic way. Every organisation had an equivalent of the MC to plan, organise and implement as required up to and including the largest companies. Shareholders could not readily impose a wish for a dividend of £1bn however attractive that might be. The MC had acted in exactly the same way as a board of directors. It had listened, consulted and then decided. The promotion/relegation issue had been discussed at length at several MC meetings and it was simply not true that the issue had been ignored.
- Katie Kennedy observed that if the resolution was only about the promotion/relegation issue and that was the only thing that the MC had done that was controversial over the last couple of years, they had done very well.
- Malcolm Pryor commented that to treat AGM votes as anything other than entirely legitimate would be out of line with best practice in voluntary organisations. Every member was alerted to a resolution at an AGM and thereby given the opportunity to attend and vote. If few did so that did not undermine the legitimacy of the vote taken. It was reasonable to believe that a quorum would contain a balanced cross-section of the membership and a vote in favour of a resolution should be respected accordingly.
- Jill Armstrong asked how Peter Langston and others outside the MC had obtained copies of the draft new constitution when it had still been under consideration.
- Peter Langston replied that "he had been given a copy".

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- Eddie Williams asked whether there could now be a vote on the resolution.
- Dave Armstrong said that he agreed with Sheridan Stevens that there was not enough democracy between the MC and the membership and that the constitution needed to be changed to enable re-engagement with the clubs. However, he fundamentally disagreed with the resolution proposed and believed that members should vote against it.
- Muriel Bailey commented that even if everybody voted in favour of the resolution it did not matter because under the current constitution the MC could ignore it.

8.12 The Chairman checked that there were no further additional arguments and invited members to cast their votes on the final ballot slip provided for that purpose. She indicated that the count would take some time but that the result would be announced as soon as possible.

9. Award of Gladys Hakki Trophy.

The Chairman announced that she was delighted to present the Gladys Hakki Trophy to Mike Webber of Chichester Bridge Club. She rehearsed the nomination which Chichester had submitted and said that Mike had clearly been a lynch pin of the club for very many years and had contributed greatly to its success. Mike accepted the award and said that he appreciated very much the honour which had been bestowed on him.

10. Any Other Business.

The Chairman invited any other business and there being none she reiterated that the results of the MC Member and resolution ballots would be announced as soon as possible in the main playing room.

Full details of the votes cast are contained in the Annex to these minutes.

The meeting closed at 12.55. The presentation of trophies took place at the first interval of the afternoon session of play.

SCCBA Annual General Meeting 7 April 2013 – Detailed Results1. Elections

<u>Post</u>	<u>Nominee</u>	
1. Chairman	Joy Mayall**	
2. Vice Chairman	Gerry Stanford**	
3. Treasurer	David Galpin**	
<u>Votes Received</u>		
4. Secretary Dick Wheeler++	Malcolm Pryor 66	14
5. Membership Secretary Hazel Beveridge++	Muriel Bailey 64	15
6. Tournament Manager Gerry Stanford++	Peter Langston 60	19
** Elected unopposed		
++ Elected after ballot		
7. MC Members Elected after ballot:		
	Dave Armstrong	53
	Peter Bates	39
	Brian Campbell-Kearsey	55
	Andrea Galpin	57
	Norman Hardy	41
	Katharine Kennedy	33
	Julian Mitchell	59
	Martin Pool	50
	Julia Simpson	53
	Andrew Southwell	61
	Carol Watson	52
	Edward Williams	56
	Mervyn Wotton	57
	Malcolm Wright	53
Not elected after ballot:		
	Muriel Bailey	16
	David Ellis	18
	Peter Langston	26
	Richard Lowe	17
	Karen Pryor	13
	Malcolm Pryor	15
	Sheridan Stevens	18

2. Sheridan Stevens Resolution (Agenda item 8)

The resolution was defeated with 23 votes being cast in favour, 50 votes against and 5 abstentions.