

FINAL

SUSSEX COUNTY CONTRACT BRIDGE ASSOCIATION

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SUSSEX COUNTY CONTRACT BRIDGE ASSOCIATION HELD AT THE ADUR INDOOR BOWLING CLUB ON SUNDAY 15TH SEPTEMBER 2013

Present:

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

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

and 25 members, as shown in the record of attendance.

1. Apologies

There were no apologies received before the meeting and none conveyed at the meeting.

2. Chairman's Introduction

The Chairman welcomed Members to the Extraordinary General Meeting (EGM) and rehearsed the purpose of the meeting, ie to consider and, subject to Members' approval, adopt a new constitution for the SCCBA.

3. The New Constitution

3.1 Introduction by Review Group Chairman

Jim Bugden rehearsed the background to and constitution of his review group and summarised the objectives which he and his colleagues sought to achieve. The overall aim was for a constitution that was fit for purpose and which enabled good management of the Association. He emphasised that the draft constitution published at the end of July had the full support of the review group and the Officers. Subsequent discussion at the Management Committee (MC) produced an overwhelming majority in favour of recommending what had now been published to the wider membership. Jim had received just one query prior to the deadline (12 August) for questions which might lead to the need for change to the draft in time for it to be reissued prior to the EGM. He had been able to respond to that without the need for such change. Two further queries had been received after the deadline and he had responded to these, again believing that neither warranted a change to the published draft. The three queries and related responses had been published on the web at the beginning of September and paper copies had been distributed to those attending the EGM.

3.2 The MC's View

The Chairman reiterated that the constitution now recommended has the support of the MC. In particular MC Members are content not only with the proposed reduction of the number of officers but also with the reduction of the number of other MC members. The MC believes that these changes in conjunction with the creation of new sub committees for education and communications will make operations more efficient and more effective. The fact that the new constitution deals explicitly with the issue of members' resolutions is also believed to be a very important element of the recommended document. In addition, adopting a new constitution which is fully consistent with EBU guidance will reinforce the importance of our relationship with the governing body.

3.3 Questions and Comments

The Chairman invited questions from the floor and indicated that Jim Bugden would respond in the first instance.

- **Muriel Bailey** confirmed that despite now living in Bristol, she was still a member of the Association. She believed that the proposed new constitution was an advance on the present constitution in that a member would now be able to put forward a resolution at the AGM. She had two concerns. First, she was disappointed that proxy votes were not allowed at general meetings. It was difficult for some members to attend general meetings personally and proxy votes would allow their views to be represented. Second, she believed that resolutions presented to general meetings should be carried if achieving a simple majority rather than the two thirds majority specified. **Jim Bugden** responded that the allowance of proxy votes had been discussed by the review group and they had decided against recommending such. The SCCBA was a small organisation with limited resources and the provision of proxy votes in line with Companies Act requirements would be very expensive, time consuming and, potentially open to abuse. The provision was therefore intentionally excluded. The problem with allowing resolutions to be carried by simple majorities was that those which sought to force a reversal of a previous MC decision were effectively attempts to change the constitution because the latter gives authority to manage the Association's affairs to the MC. In such circumstances it was reasonable to require something more than a simple majority.

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Rather than differentiate between resolutions of that type and those brought by the MC itself, the review group had decided to treat all resolutions in the same way.

- **Geoffrey Wolfarth** reported that he had held informal conversations with several MC members and the review group regarding the draft new constitution and some of his suggestions had been incorporated in the draft now presented. However, he believed that there were residual technical weaknesses in three areas which he felt should still be corrected and therefore he intended to vote against the adoption of the current draft. First, the current draft identified several types of member but did not differentiate between them in terms of rights. In his view it should do so. Second, the disciplinary rules were integrated within the constitution and, because these would be subject to change from time to time, he believed that they should be separate. Third, the constitution identified an Independent Examiner (IE) but did not specify further, eg in relation to qualifications and responsibilities.

Jim Bugden responded first that the review group and the MC believed that the Association should welcome all types of members in order to make its competitions and other events as attractive as possible. To discriminate in terms of rights, etc between types would run counter to that objective. Second, the disciplinary rules had been incorporated (as an Annex) within the constitution for some years now and the new draft did not seek to change that. More importantly, perhaps, retaining that integration was consistent with current EBU guidance. **Martin Pool** pointed out that the current draft of the new constitution provided for changes to the disciplinary rules from time to time. On the third point, **Jim Bugden** replied that he was the Association's IE following his appointment at the last AGM. In this role he was guided by the Charity Commission definition of the role for an unincorporated body. His primary responsibilities related to the finances of the Association but in that he was also required to have regard for the constitution.

- **Muriel Bailey** observed that whilst there might be a quorum for the upcoming vote, it had not been quorate until 12.15pm and some late attendees had not heard all of the arguments presented. **The Chairman** responded by asking the Secretary to rehearse the points made to that point and the responses given. The Secretary did so by reference to his detailed notes as recorded above. **The Chairman** then asked the Meeting whether anyone wished to ask any further questions or make any further comments on the points raised thus far and the Meeting expressed itself content.
- **Muriel Bailey** added that she believed that the two thirds majority requirement for resolutions at a general meeting was more stringent than for other similar organisations.
- **David Ellis** said he had served on the MC for two years to April 2013 and attended the AGMs of 2011 and 2012, at which members' motions were proposed and approved. These, he asserted, were not asking the MC to contravene the law of the land or any EBU regulation, but addressed a tiny, tiny point in relation to the running of the teams-of-four league. So he had been astonished at the confrontational attitude to these votes at subsequent MC meetings. He believed that the prime purpose of AGMs should be to get feedback from the membership about how everything was done. But this aversion to any kind of criticism, and clause 7.7 of the current draft new constitution, with its draconian majority requirements for a motion to be acted on, seemed to him to indicate that in this respect the MC "didn't want to know". He also regretted the proposed reduction in the number of MC Officer posts, as this meant that the people to fill the non-listed ones would no longer be elected to do so at the AGM.

The Chairman invited any further comments or questions and none were forthcoming.

3.4 Resolution

The resolution to be considered (see below) had been advertised in advance of the meeting by e-mail and on the County web site.

"SCCBA Members present will be invited to:

Adopt a New Constitution to be effective from the 2014 AGM"

In addition, paper copies had been distributed to all attendees. The proposal to support the resolution was made by the Chairman and seconded by the Secretary.

4. Ballot

Ballot slips had been allocated to all attendees on arrival in line with the record of attendance. Completed slips were collected and counted by Pyers Pennant and Hazel Beveridge as Tellers.

5. Result

The result of the ballot was 21 votes in favour and 10 against. The resolution was therefore carried in line with the current constitution and the new constitution will take effect from the AGM 2014 as specified in the resolution.

The meeting closed at 12.35pm.