

REVISED

AGM Shareholders Meeting
25th November 2015
Agenda Item 4



SPECIAL & ORDINARY RESOLUTION'S

ARTICLES OF ASSOCIATION & THE BYELAWS
of The English Bridge Union Limited

Proposed change for the AGM Shareholders meeting Wednesday 25th November 2015

Proposal regarding Standing Committees

- This proposal is the latest stage in the modernisation of our governance.
- The Board have conducted a review of our three standing committees. We have consulted shareholders, County Chairmen and the Chairmen of the three current Standing Committees. The Chairman of the L&E and Tournament committee have indicated their agreement to the proposals.
- We have three standing committees (*Tournament, L&E, Selection*). They have been in place more or less unchanged since the 1940's. Their membership is currently seven members who are elected by the Shareholders plus the Chief TD/Tournament manager and the Chairman and Vice Chairman of the board (the Treasurer is also a member of the Tournament Committee). All committees are responsible to the board under their terms of reference.

The way they are run, procedures for election to them etc is defined by our articles (Section 16).

Why change?

Modern practice is to use board sub-committees rather than shareholder-elected standing committees. The Board is accountable to the members for delivering the EBU's objectives, and it is appropriate that it has the direct responsibility for appointing the committees who deal with the major functions of the EBU. By moving away from rigid Standing Committee requirements to Board-appointed committees we gain the flexibility to have the committees of the size most effective for the role, and to be able to add or remove members as circumstances require (for example, to avoid conflicts of interest). In practice, this is likely to lead to each of the committees being smaller than at present. In recent years, including 2014, we haven't usually had contested elections and we have had to be proactive to make sure we had enough members.

With the way the EBU has changed in recent years the model of 60 years ago is not the best now. For example the bulk of tournament management and development is undertaken by the Tournament Staff at Aylesbury. A small advisory panel is of benefit rather than the current structure which has become unwieldy.

Members will, of course, retain ultimate control through their voting on board appointments.

Proposed arrangements

If members agree to the proposed changes, the Board's intention is not to make sweeping changes to the title or composition of the current Standing Committees. Where the Board consider that fewer members of a particular committee are required, retiring members will not be replaced.

The Board's current thinking is that:

1. all Committees will be reduced slightly in size. The Laws & Ethics Committee will in due course be split into two separate smaller committees so that disciplinary matters are handled by a separate panel. Once this proposal has been firmed up we will propose the necessary changes to the Bye Laws, probably for the May 2016 meeting.
2. the initial members of each Committee are likely to be the continuing Standing Committee members, augmented by new members as required. There will continue to be at least one Board member on each Committee, and it is most likely that the Chief Tournament Director will remain on all three Committees. Anyone who has been proposed for appointment for a Standing Committee will automatically be considered for appointment to the relevant Board Committee. The Board encourages any interested members to apply.
3. terms of office will remain at three years, but appointments can be renewed.
4. the Chairman of each Committee will be appointed by the members of the Committee, and there will be no restriction on the length of time that can be served as Chairman
5. the stipulation that a serving member of the panel of tournament directors may not be chairman of the L&E Committee will continue.

If members do not agree to the proposed changes, elections for the Standing Committees will take place as stated in item 13 - 15 of the Agenda. Otherwise, that item will be removed from the Agenda.