

**Minutes of the Annual General Meeting
of the English Indoor Bowling Association Limited**
(hereinafter referred to as EIBA Ltd)
**held at Melton Mowbray on
on Saturday 17th May 2014 commencing at 2 pm**

Present:

Clubs and Counties

Nominee Member /Representatives/Personal Proxy from Affiliated Clubs - 19
Chairman's Proxy from Affiliated Clubs – 40

Nominee Member/Representatives/Personal Proxy from Affiliated Counties – 2 (Female); 14 (Male): Total 16
Chairman's Proxy from Affiliated Counties – 4 (Female); 9 (Male): Total 13

Quorum required (15% of 304 Clubs and 62 Counties) – 55; Quorum achieved - 88
See Appendix 1 for full details

Board of Directors/Council/Officers/Chief Executive/Staff

Top Table - David Murley (Chairman of Board); Peter Thompson (Chief Executive); Arthur Broadberry (Senior Vice-President).

Directors - Geoff Day (Director – Competitions); Denis Goodley (Director – Development); Margaret Openshaw (Director – Finance); Maurice Mayes (Director – International); Gordon Thomas (Director – Policy & Personnel); Mike Willis & Gillian Wonnacott

Council - John Clipston; Tony Horobin and Bernard Millard.

Staff – Stephen Rodwell (Development Manager/Company Secretary); Joanne Shore (Events & Communications Administrator) and Jane Hoyles (Competitions Administrator).

1. Notice of Meeting

The Chief Executive read the Notice convening the meeting:

“In accordance with Article 9 of the Articles of Association for the English Indoor Bowling Association Ltd, notice that the Annual General Meeting will be held on Saturday 17th May 2014 at the Melton Mowbray Baptist Church was despatched on 16th January 2014 to:

- 305 Clubs
- 33 Male County Associations
- 30 Female County Associations”

2. Apologies:

Apologies for absence were received from the following: -

Affiliated Clubs

Cambridge Park, Gallow, Houghton, New Milton, Palmerston and Redcar Borough

Affiliated Counties

Female – Berkshire, Hampshire.

Male – Dorset, Gloucestershire, Suffolk

Council

Derek Collins, Brian Cunningham and Anita Haw.

Life Members

Claire Beahan, Peter Brimble, Marion Green, Trevor Knight and Alan Turvey.

Individuals

Mike Langley, Jean Murrell and Derek Rosier.

3. Opening Remarks from Chairman of the Board

David Murley welcomed everybody to the Annual General meeting. The Chairman addressed the meeting commenting as follows:

“On behalf of the Board, I extend a warm welcome to the AGM. Since last year's event we have moved on to a new territory, often in the face of controversy and with a great deal of trepidation. Having said that each step that has been taken has been fully debated over many hours by the Board, ably advised by our Chief Executive and a democratic decision has been arrived at.

As I am fully aware, there are bound to be rumbles amongst the membership that despite my assurances at last year's AGM that there was every chance that we would possibly be declaring a small surplus financially, this has not happened. For those of you that only read the bottom line of the Profit & Loss account the result could be considered as a disaster. However, I would like to direct your attention to both the Directors report and the Audited Accounts which contain the reasons for such a large deficit.

I would also like you to recall the demand of the membership present at the 2012 AGM when we the Board were charged with reducing our "core" costs and to acquire Bowls on TV. Ladies & gentlemen we have done both, unfortunately you cannot make an omelette without cracking eggs. Over the past 18 months the Company has become more commercially aware and attractive. Substantial agreements are about to be or have been completed for the forthcoming season.

Instead of coming along to the AGM and venting anger on the "volunteers" who form your Board and the Company's Chief Executive over disappointing results for the year, why not first make sure that you have taken the trouble to read the supporting statements and be more appreciative of the efforts made by those who serve, better still put your name up for election to the Board and put right what you believe to be wrong.

We have to sit here and take the criticism without reply, well this year I decided that it would not happen. Here's another anecdote for you to ponder on "people who live in glass houses should not throw stones without first of all making sure that they have all the relevant facts".

I make no apology for the preceding comments."

4. Minutes of the Annual General Meeting of EIBA Ltd held on 18th May 2013

The adoption of the minutes of the Annual General Meeting held on 18th May 2013, was proposed by Tony Barclay (Peterborough & District IBC) seconded by Tony Ellis (Essex CIBA) and duly approved. The minutes were then signed by the Chairman as a true record of the proceedings.

5. Directors Report including Business Review and Financial Report with Audited Accounts

The Chairman referred to the Directors Report, Business Review and Financial Report which had been circulated within the AGM Booklet.

The meeting accepted the Directors Report – proposed by Tony Barclay (Peterborough & District IBC) and seconded by Maurice Mayes (Wey Valley IBC).

6. Formal Special Resolutions from the Board

The Chairman outlined the Procedures that would be undertaken to make a decision in respect of each of the Resolutions:

- a) Gordon Thomas (Director) would act as Chief Scrutineer, assisted by Jane Hoyles and Joanne Shore (EIBA Staff) who will count the Voting Cards when they are exhibited by the Club and County Nominee Member/Representatives - meeting agreed.
- b) The order for showing Voting cards would be:

CLUB - FOUR VOTES	F (Blue), followed by A (Orange), followed by abstentions.
CLUB - TWO VOTES	F (Light Green), followed by A (Red), followed by abstentions.
COUNTY - ONE VOTE	F (Yellow), followed by A (Pink), followed by abstentions.
- c) In accordance with the Articles of Association, a Special Resolution will be carried if 75% or more of the Total Eligible Votes for those Members in Attendance or by Proxy are cast in favour of the Resolutions. The Total of Eligible Votes had been calculated at 207, with 75% thereby being calculated at 155 Votes
- d) In accordance with the Articles of Association, an Ordinary Resolution will be carried if 51% or more of the Total Eligible Votes for those Members in Attendance or by Proxy are cast in favour of the Resolutions. The Total of Eligible Votes had been calculated at 207, with 51% thereby being calculated at 106 Votes

6.1 Resolution from the Board: changes to the wording of Articles 1.1.11

The Chairman formally proposed the motion on behalf of the Board, duly seconded by Denis Goodley (Acle IBC).

DEFINITIONS AND INTERPRETATION

Article 1.1.11 shall be amended to read as follows:

"County Association" means (subject to Article 2.5) an unincorporated association or corporate body comprising Club(s) within an area constituted as an administrative county immediately prior to 1st May 1974;"

The Chairman referred to the Recommendations of the Board as published in the AGM Booklet –

RECOMMENDATION FROM THE BOARD: For

“The insertion of (s) will enable the EIBA Ltd to recognise a County Association with one or more clubs”

The Chairman announced that as Chairman he was carrying the following Proxy Votes – 119 (Favour); 0 (Against) and 6 (Abstentions).

The Chairman then asked the Club and County Representatives/Nominee members to vote by using their coloured Voting Cards.

The Resolution was carried – 199 (Favour), 0 (Against) and 6 (Abstentions).

6.2 Resolution from the Board: changes to the wording of Article 33

The Chairman formally proposed the motion on behalf of the Board, duly seconded by Tony Barclay (Peterborough & District IBC).

ATTENDANCE AT GENERAL MEETINGS AND VOTES OF MEMBER

Article 33 shall be amended as follows:

“The words “Executive Council” shall be replaced with the word “Board”.

The Chairman referred to the Recommendations of the Board as published in the AGM Booklet –

RECOMMENDATION FROM THE BOARD: For

The Articles of Association need to reflect the change of title from Executive Council to Board.

The Chairman announced that as Chairman he was carrying the following Proxy Votes – 117 (Favour); 0 (Against) and 8 (Abstentions).

The Chairman then asked the Club and County Representatives/Nominee members to vote by using their coloured Voting Cards.

The Resolution was carried – 197 (Favour), 0 (Against) and 8 (Abstentions).

6.3 Resolution from the Board: changes to the wording of Articles 102 to 105

The Chairman formally proposed the motion on behalf of the Board, duly seconded by Maurice Mayes (Wey Valley IBC).

RULES, REGULATIONS OR BYE-LAWS

Articles 102 to 105 shall be amended to read as follows:

POLICIES, RULES, REGULATIONS OR BYE-LAWS

102. The Board may from time to time make such reasonable and proper policies, rules, regulations or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Association.
103. The policies, rules, regulations or bye-laws may regulate the following matters but are not restricted to them:
 - 103.1. the admission of Members of the Association and the rights and privileges of such Members, and the subscriptions and other fees or payments to be made by Members;
 - 103.2. the conduct of Members in relation to one another, and to the Association;
 - 103.3. the conduct of competitions and tournaments organised by or with the authority of the Association;
 - 103.4. the procedure at general meetings and meetings of the Board in so far as such procedure is not regulated by the Act or by these Articles;
 - 103.5. generally, all such matters as are commonly the subject matter of Association rules.
104. The Board must adopt such means as they think sufficient to bring the policies, rules, regulations or bye-laws to the notice of Members of the Association.
105. The policies, rules, regulations or bye-laws, shall be binding on all Members. No policy, rule, regulation or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

The Chairman referred to the Recommendations of the Board as published in the AGM Booklet –

RECOMMENDATION FROM THE BOARD: For

The insertion of the word ‘Policies’ will ensure that the EIBA Ltd can issue National Policies in relation to legal and governmental decisions for the running of the sport in England.

The Chairman announced that as Chairman he was carrying the following Proxy Votes – 109 (Favour); 2 (Against) and 14 (Abstentions).

The Chairman then asked the Club and County Representatives/Nominee members to vote by using their coloured Voting Cards.

The Resolution was carried – 188 (Favour), 2 (Against) and 14 (Abstentions).

7. Formal Ordinary Resolutions from the Board

The Chairman invited Margaret Openshaw (Director – Finance) to address the meeting.

Margaret Openshaw commented as follows:

“Ladies and Gentlemen

Comparison of the accounts for the year ending 30/11/2012 and the year ending 30/11/2013 shows we have kept our costs under close scrutiny in line with the budgeted cost centres.

The change however in this period is in Fees and Grants (an extra £10,370) and also a bad debt of £4,000.

For example The Board continues to keep core expenditure under control and yet again there has been a reduction in Presidential and Committee expenditure of £8,220.

The continued pursuit of Television coverage is part of a long term strategy and is continually debated by the Board not only for the profile of the sport but also making the sport commercially attractive. There are green shoots in the attraction of sponsors but if there is no significant growth the Board will have no hesitation in ceasing this strategy and moving to other commercial initiatives.

In proposing an increase in the Members Levy the Board wishes to assist the membership more in allocating a larger budget in the Development of BOWLS with Specific activities to help Retain and Recruit bowlers this is a very key strategy and one that will Benefit All.

The AGM booklet shows how the levy income will be distributed

On behalf of the board I propose that this is supported so that we may continue to help the sustainability and growth of INDOOR BOWLS in ENGLAND”

The Chairman advised that the Ordinary Resolutions would now be considered by the meeting:

Annual Levy

7.1 *The Board propose that in accordance with Article 5.2, “For the 12 months ending 30th November 2015, the Levy payable by each Club in respect of each of their playing members (who have attained the age of 18 years), as at 1st December 2014, shall be £3. This sum to be paid by 31st December 2014.”*

The Chairman formally proposed the motion on behalf of the Board, duly seconded by Denis Goodley (Acle IBC).

The Chairman announced that as Chairman he was carrying the following Proxy Votes – 66 (Favour); 53 (Against) and 6 (Abstentions).

The Chairman then asked the Club and County Representatives/Nominee members to vote by using their coloured Voting Cards.

The Resolution was carried – 116 (Favour), 83 (Against) and 6 (Abstentions).

Annual Subscription for Clubs

7.2 *The Board propose that in accordance with Article 5.1, “For the 12 months ending 30th November 2015, the Annual Subscription for Clubs shall be £100. This sum to be paid by 31st December 2014.”*

The Chairman formally proposed the motion on behalf of the Board, duly seconded by Maurice Mayes (Wey Valley IBC).

The Chairman announced that as Chairman he was carrying the following Proxy Votes – 111 (Favour); 13 (Against) and 1 (Abstentions).

The Chairman then asked the Club and County Representatives/Nominee members to vote by using their coloured Voting Cards.

The Resolution was carried – 181 (Favour), 23 (Against) and 1 (Abstentions).

Annual Subscription for County Associations

7.3 *The Board propose that in accordance with Article 5.1, "For the 12 months ending 30th November 2015 the Annual Subscription for County Associations shall be £20. This sum to be paid by 31st December 2014."*

The Chairman formally proposed the motion on behalf of the Board, duly seconded by Tony Horobin (Yorkshire CIBA).

The Chairman announced that as Chairman he was carrying the following Proxy Votes – 107 (Favour); 10 (Against) and 8 (Abstentions).

The Chairman then asked the Club and County Representatives/Nominee members to vote by using their coloured Voting Cards.

The Resolution was carried – 177 (Favour), 12 (Against) and 8 (Abstentions).

8. Board & Council

8.1 Election of Board Members

In accordance with Articles 45-46, nominations were sought from Members for the position of Three Elected Directors.

With only TWO nominations being received by the deadline of 17th March 2014, in accordance with Article 48.1 the following persons were duly elected to the position of Director:

- Maurice Mayes (Wey Valley IBC) - proposed by Wey Valley IBC and seconded by Camberley & District IBC.
- Margaret Openshaw (Cambridge Chesterton IBC) – proposed by Cambridge Chesterton IBC and seconded by City of Ely IBC.

In accordance with Article 45 the new Directors will be required to retire at the 2017 AGM;

8.2 Council – confirmation of members for the period 17th May 2014 until 2015 AGM.

The Chief Executive advised that in accordance of Article 79.1 an election process was not required as only 5 nominations were received for the 20 vacant positions.

The Chief Executive advised that in accordance with Articles 75.1, Article 76 and Article 79.3 the members of the Council will be:

- Margaret Carey – Isle of Purbeck IBC
- John Clipston – Kingsthorpe IBC
- Derek Collins – Victory IBC
- Anita Haw – York & District IBC
- Tony Horobin – Featherstone IBC

9. Installation/Election of Presidents

9.1 Installation of President

The Chairman announced that in accordance with Article 38.6, Arthur Broadberry from Melton & District IBC would be President for the next 12 months.

The Chairman presented Arthur with his Chain of Office, Presidential Medallion and Plaque.

Arthur thanked the meeting for conferring upon him the honour of being the Associations President.

9.2 Election of Senior Vice-President

The Chairman announced that with only one nomination being received for the vacant position by the deadline of 17th March 2014, in accordance with Article 48.1, Jenny McConnell from Melton & District IBC (Proposed by Melton & District IBC; Seconded by Rugby Thornfield IBC) would be Senior Vice President for the next 12 months.

Arthur Broadberry presented Jenny with her Senior Vice-President Medallion and Blazer Badge.

Jenny thanked the two Clubs for proposing and seconding her nomination and looked forward to working for the Association.

9.3 Election of Junior Vice-President

In accordance with Article 38.7, nominations had been sought for a Male Junior Vice-President.

A total of THREE nominations were received by the deadline of 17th March 2014

- Michael Andrew (Banbury Cross IBC) – proposed by Banbury Cross IBC and seconded by Rugby Thornfield IBC.
- Peter Cliff (Bromsgrove & District IBC) – proposed by Bromsgrove & District IBC and seconded by Melton & District IBC.
- Mark Abraham Cohen (Southend-on-Sea IBC) – proposed by Southend-on-Sea IBC and seconded by Essex County BC.

In accordance with Article 41, the Board appointed two scrutineers to inspect the Votes:

- Royce Varley (Melton & District IBC)
- John Tinkler (Melton & District IBC)

Royce Varley handed to the Chief Executive a written report outlining the result of the voting.

The Chief Executive declared that the following votes had been cast:

<u>Name</u>	<u>No. of Votes</u>
Michael Andrew	21
Peter Cliff	9
Mark Abraham Cohen	18

Number of Ballot papers received – 48

Number of Ballot papers spoiled – 0

Number of Ballot papers received after deadline - 6

Arthur Broadberry presented Michael Andrew with his Junior Vice-President's Medallion.

Michael responded by thanking Banbury Cross IBC and Rugby Thornfield IBC for Proposing and Seconding his nomination for the position of Junior Vice-President. He thanked everybody who had voted for him and looked forward to working for the Association.

10. **Installation of Life Members**

10.1 Life Members

The Chairman announced the Installation of the following Life Members:

- Michael William Langley
The Chairman advised the meeting that unfortunately Michael was unwell and could not attend the meeting. Arrangements will be made to present him with his Life Members badge and Certificate in the near future.
- Andy Thomson MBE
The Chairman advised the meeting that Andy had been presented with his Life Members badge and Certificate at the Liberty Final at Melton.

11. **Election of Auditors**

The meeting agreed to the appointment of Butterworth Jones & Co. as Auditors on the recommendation of the Chairman of the Board – proposed by Maurice Mayes (Wey Valley IBC) and seconded by Gordon Thomas (Devon CIBA).

CLOSE OF BUSINESS

The Chairman thanked everybody for attending and closed the formal part of meeting, reminding all Directors that a Board meeting would be held at EIBA Ltd HQ on Wednesday 21st May 2014, starting at 10.30 am.

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Open Forum

The Chairman advised the meeting, that for a limited period of time he would take Questions or comments from the floor for discussion and consideration at future meetings of the Company.

John Spann (Swale IBC)

- Expressed concern at the lack of attendance at the Annual General Meeting by representatives from Clubs and Counties.
- With the exception of the loss on TV, he felt that the Association should be congratulated on the way that they have reduced Costs. He trusted that the increased TV profile of the Sport will assist all Clubs in their recruitment initiatives.

Jim Warland (Oxford & District IBC)

- Expressed concern at the lack of comments from those attending when the Financial Accounts were formally tabled at the meeting. He felt that a Loss of £88,000 warranted a debate on the finances of the Association.
- Questioned the spend of over £50,000 on TV and felt that the Increase in levy was to defray the Loss

The Chairman referred the meeting to the Directors Report and his comments made at the start of the meeting.

Peter Thompson reminded the meeting that:

- The original TV contract was directly linked to “Pay to View” Subscriptions. Due to the poor level of subscription take up Premier Sport indicated that they could no longer underwrite the costs. The EIBA Board then had to consider what impact Cancellation of the Premier Sport Contract would have on signed Sponsorship Contracts which had direct links to TV coverage, plus existing Premier Sport Subscribers.
- Whilst there is an agreement to continue with televised events due to the commercial potential the EIBA will cease this initiative if it becomes apparent that sponsorship will not be forthcoming. Currently there are a number of deals which have been concluded and awaiting signed agreements.

Edna Orchard (Whiteknights IBC)

- Enquired as to why the Association was not televising U25 Bowls.

Use of Local Press

Denis Goodley (Acle IBC) and Maurice Mayes (Wey Valley IBC) updated the meeting on their success in promoting the Sport via their local media.

Les Pycroft (Hampshire CIBA) advised that despite numerous efforts to engage with the local Press, they were still having difficulty in Hampshire.

Recruitment of Members

- Stephen Rodwell (Development Manager) advised the meeting that BBC “Get Inspired” had approached the Association for Bowls related articles. He asked that all Clubs and Counties sent him details of Recruitment Initiatives so that the information can be passed to the BBC and other media outlets.

Retention of Indoor Bowls Facilities

- Stephen Rodwell (Development Manager) advised the meeting that based on the number of Clubs that he was currently working with, it was essential that Clubs actively worked to increase activity in their Bowls Clubs throughout all of the 12 months of the year. For those Clubs who operate within Local Authority Sites or have less than 5 years to run on their Lease, positive action was essential thus proving that GROWTH in Membership can be achieved. It was pleasing to see that over 100 Clubs were now showing an increase in membership declared.

The meeting closed at 3.15 pm

Signed: (Chairman)

Date:

Appendices

Appendix 1 – Clubs and Counties Present with details of Proxy Votes

2014 AGM's - Attendance

Clubs	M-County	F- County	TOTAL	TOTAL	Grand total of Votes (Attend/Proxy)	207
			QUORUM (attend/chairman p)	QUORUM (attend/chairman p)	For Propositions - 51% of those in attendance/proxy	106
19	14	2	Reps/Noms/P Proxy	Reps/Noms	For Propositions - 75% of those in attendance/proxy	155
40	9	4	Chairman Proxy	Chairman Proxy		
59	23	6				
			88	Required	55	15% of those entitled to vote in person/proxy
						(304 Clubs; 33 Male Counties; 29 Female Counties) - total 366

A - Attended; AP - Proxy to person in attendance; CP = Proxy to Chairman

A	AP	CP	CLUB
1			ACLE
		1	ADUR
		1	BANBURY CROSS
		1	BARKING & DISTRICT
1			BARWELL
		1	BOSTON
		1	BRISTOL, CITY & COUNTY
1			BROMSGROVE & DISTRICT
		1	BROWSTON HALL
		1	CAMBERLEY & DISTRICT
		1	CARNMOGGAS
		1	CHRISTIE MILLER (MELKSHAM)
		1	COUNTY ARTS
		1	DARLINGTON & DISTRICT
		1	DURHAM
		1	EAST DORSET
1			ESSEX COUNTY
		1	EXONIA
		1	FALCON
		1	FELIXSTOWE
		1	GATESHEAD
1			GEDLING & DISTRICT
		1	HARBOROUGH & DISTRICT
		1	HONITON
		1	HOUGHTON IBC
	1		ISLE OF WEDMORE
			JACKS CENTRE
1			LEICESTER
		1	LEOMINSTER & DISTRICT
1			LINCOLN & DISTRICT
		1	MARCH
1			MELTON & DISTRICT
		1	MIDGLOS
		1	MINEHEAD
1			MOTE PARK (MAIDSTONE)
		1	NEW EARSWICK
		1	NORTH WALSHAM
1			NOTTINGHAM
1			OXFORD & DISTRICT
1			PETERBOROUGH & DIST
		1	PURITON
		1	REDCAR BOROUGH PARK
		1	RIVERAIN
		1	ROUNDWOOD
1			RUGBY THORNFIELD
		1	RUSHCLIFFE
1			SOUTH BEDS
1			SOUTHEND-ON-SEA
		1	SPALDING
		1	STAMFORD AND DISTRICT
		1	SUNDERLAND, CITY OF
1			SWALE
		1	TAUNTON
		1	TAUNTON DEANE
		1	TYE GREEN
1			WATFORD
		1	WEST BERKS
1			WEY VALLEY
		1	WYMONDHAM DELL
18	1	40	

A	AP	CP	Ladies County Name
		1	BEDFORDSHIRE WIBA
1			LEICESTERSHIRE LCIBA
1			NOTTINGHAMSHIRE LCIBA
		1	SUSSEX CWIBA
		1	WARWICKSHIRE WIBA
		1	WILTSHIRE CWIBA
2	0	4	

A	AP	CP	Mens County Name
1			CAMBRIDGESHIRE CIBA
1			DEVON CIBA
		1	DORSET CIBA
1			ESSEX CIBA
		1	GLOUCESTERSHIRE CIBA
1			HAMPSHIRE CIBA
		1	HEREFORDSHIRE CIBA
1			HERTFORDSHIRE CIBA
1			KENT CIBA
		1	LANCASHIRE CIBA
1			LINCOLNSHIRE CIBA
		1	NORFOLK CIBA
1			NORTHAMPTONSHIRE CIBA
		1	NORTHUMBERLAND CIBA
1			NOTTINGHAMSHIRE CIBA
		1	SOMERSET CIBA
		1	SUFFOLK CIBA
1			SURREY CIBA
1			SUSSEX CIBA
1			WARWICKSHIRE CIBA
		1	WILTSHIRE CIBA
1			WORCESTERSHIRE CIBA
1			YORKSHIRE CIBA
14	0	9	