

Pétanque England



Draft Minutes of the PE Annual General Meeting held on Saturday 14th August 2021

14th August 2020

The Holiday Inn, Farnborough, Lynchford Road, Farnborough, Hampshire GU14 6AZ

Present:

Board

Colin Roper (Acting President)
Cary Bush (Treasurer)
Ray Keemer-Richards (National
Membership Secretary)

Ken Buchan (Secretary)
Ajay Keemer-Richards (Safeguarding
Officer)

Members

John Thatcher
Peter Hardy
Margaret McVey-Dymond
Martin Hughes
Kath Brooks

Rose Thatcher
Anne Hardy
Jack Milner
Stephen Lombard

Paul Reeve
Adrian Thomas
Maureen Milner
Karen Lombard

1 Apologies for Absence

Chris Chubb, Karen Chubb, Matthew Butcher, Richard W Taylor, Martin Eggleton, Annette Eggleton, Rod Bennett, Simon Bird, Toni Gates, Suham Sidani.

3 Resolution to Adjourn the A.G.M.

Ken Buchan (KB) explained that the Chairman would now propose that the meeting be adjourned. The reasons for the adjournment had been previously circulated to members.

He stated that there had been differences between Board members which had led to the Board becoming dysfunctional and to the resignation of four Board members.

He said that the purpose of an AGM was not only to conduct the company's business, but also to enable members to ask questions of the Board. Members expect the current issues to be overcome and the Board to become functional

again. It was hoped to reconvene the AGM on 25th September by which time the Review Tribunal would have issued at least an interim report which would inform members.

Martin Hughes (MH) asked the Chairman if he could ask a number of procedural questions before the Chairman put his proposal to the meeting. He stated that he had taken legal advice. This request was agreed by the Chairman and the main points raised were as follows:-

- Paragraph thirteen of the company's Articles of Association state that not more than fifteen months may elapse between successive AGM's. The 2021 AGM must therefore be held by 30th August 2021 at the latest. KB replied that the Board had complied with this requirement by scheduling the meeting for 14th August 2021 and it was for members to decide whether the meeting should then be adjourned.
- MH stated that the Articles require the Chairman to specify the date, time, and place at which the meeting is to be reconvened. The chairman replied that the date would be 25th September at a central venue to be determined.
- MH wished to challenge the reasons given for the adjournment. He supported the need for a Review Tribunal, but not for the need to adjourn the meeting which was a frustration of the agenda.
- He said that if the Review Tribunal recommended disciplinary action against any Board member past or present then this should be dealt with through a separate disciplinary process and ultimately through a special general meeting in accordance with the Company's Act should it become necessary to remove a Board member. Anybody criticised by the Tribunal had the right to defend themselves otherwise it was a frustration of common law.
- The Review Process should be decoupled from the AGM because it only created more uncertainty and delay. Why stop the appointment process? It was important to have no further delay in appointing Board members so the Board could reconvene and deal with the Company's normal business.
- The accounts needed to be approved by 30th September 2021 and MH accepted that the proposed date for reconvening the meeting met this requirement.
- MH stated that there should have been proper notice on the proxy form such that those giving the Chairman their proxy understood that they

were empowering him to vote on any matter including the proposal to adjourn the meeting. Nobody had been aware of the proposal to adjourn until the last minute.

Three other members made short comments also opposing the adjournment. It was thought that members were confused by the situation.

KB restated some of his earlier points that members were insufficiently informed to be able to understand the situation, but this would be remedied by 25th September.

The Chairman confirmed that the reconvened AGM would resume with the existing agenda. He then put the resolution to adjourn to the meeting. This was approved by 209 votes for and 112 votes against.

The Chairman adjourned the meeting at 2.55pm.

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