

Pétanque England



Draft Minutes of the PE Annual General Meeting held on Saturday 14th August 2021 & 25th September 2021		
14th August 2021 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	Rose Thatcher	Paul Reeve
Peter Hardy	Anne Hardy	Adrian Thomas
Margaret McVey-Dymond	Jack Milner	Maureen Milner
Martin Hughes Kath Brooks	Stephen Lombard	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.	
2	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.

25 September 2021

The Holiday Inn, Breakspear Way, Hemel Hempstead, Herts, HP2 4UA

Present

Board

Colin Roper (Acting President)

Cary Bush (Treasurer)

Ken Buchan (Secretary)

Ray Keemer-Richards (National Membership Secretary)

Members

John Thatcher

Rose Thatcher

Paul Reeve

Peter Hardy

Jack Milner

Steve Lombard

Simon Adamsdale

David Mason

Frank Charlesworth

Christine Peat

Margaret McVey-Diamond

? Hickman

1 Apologies for Absence

Eileen Maguire, David Greenwood, Marie Helene Lopez, Ajay Keemer-Richards and Toni Gates

2 Minutes of the Previous Meeting

The Minutes of the Annual General Meeting held on 8th April and 30th May were approved unanimously as a true and correct record.

3 Directors' Report

The Directors' Annual Report to members had been circulated in advance of the meeting via the Petanque England website. There were no questions

4 Approval of the Accounts for the Period to 31 December 2020

Finance Director Cary Bush presented his report via a PowerPoint slide presentation. The full presentation had been made to the Board previously and will be posted on the PE website. The minutes therefore record the main points made by Cary in summary form.

- The introduction of a tiered membership fee would lead to a loss of income in the short term.
- Historical trends show that revenue has been growing at 6.4%pa but expenditure has been growing at 9%pa.
- Membership fees still continue to be a major source of income – 68%
- Much of the increased expenditure was directed at the squad system. But in 2020 there was a reduction of £36k in the financing of the international squad due to covid. This was the main reason why PE was able to post a profit of £16k in 2020 (against a loss of £11k in 2019).
- After making a provision of £48k for the cost of activities postponed from 2020 due to covid, the company's balance sheet shows assets of £33k at 31/12/20 (£17k as at 31/12/19).
- Since 2011 (ignoring the covid disruption) the membership has been stable at around 2,900. Each year we gain around 400 members and lose the same number. But the membership (two thirds male and one third female) is aging. 74% of members are now aged over fifty.
- The top five regions account for 65% of the membership

Cary then moved on to report on his analysis of 108 comparable National Governing Sports Bodies (NGB's)

- Sports England (SE) recognises around 130 NGB's and provides funding to 48. Grants paid in 2020 by SE amounted to £179million.
- Cary provided examples of sports similar to petanque which had attracted significant SE funding by reorganising to meet SE requirements.
- There are two ways forward. We can continue to rely on an aging population and a limited number of volunteers and slowly wither and die.

- Or we can change, become more externally focussed and conform to SE's expectations of an NGB regarding structure and governance. We desperately need external finance to prosper.
- This will require 2 to 5 years of hard work but it is an opportunity that we must seize.

There were several questions from the floor. Everyone was amazed at the quality of Cary's analysis and appreciative of his hard work researching the subject of Sports England funding. Cary's presentation was certainly the highlight of the meeting and much appreciated by all present.

Could we offer a life membership option based on an actuarial formula?

Didn't the international squad lose previous national funding through poor performance?

If we introduced a multi-tiered membership could we afford to 'bridge the gap' should we lose income in the short term?

What sort of governance changes do we need to make? Cary suggested the appointment of external directors and a more professional management structure.

The proposal to approve the Annual Accounts for 2020 was carried by 113 votes for and nil against

5 Appointment of the President

The Chairman reported that Clive De Silva had withdrawn his candidacy and the remaining candidate Paul Reeve would therefore be appointed unopposed.

The secretary confirmed that the chair held 211 proxies and that the quorum requirement had therefore been met.

6 Appointment of Directors

The chairman reported that Christine Spray had withdrawn her candidacy for appointment as a director and that Paul Reeve having been appointed as President was no longer eligible to stand additionally as a director. The chairman declared that as there were more Board vacancies than nominees the remaining nominees, Mathew Blyton, Martin Peter Hughes, Royston Williams, and Thomas Stanage Wilson would be appointed without the need for a vote. As a matter of interest the Secretary pointed out that had all the proxy holders been in attendance the proxy votes would have been cast as follows:-

Mathew Blyton	109
Martin Hughes	144
Royston Williams	162
Tom Wilson	123

7	<p>Determination of the Membership Fees for 2022</p> <p>The proposal to fix the adult membership fee for 2022 at £25 was carried by 170 votes for and 10 against</p> <p>The proposal to fix the junior membership fee for 2020 at £5 was carried by 175 votes for and 9 against</p>
8	<p>Honorary Life Members Proposal</p> <p>The proposal from Gareth Sullivan for PE to encourage PE Regions to issue full membership rights to Honorary Life Members and to pay the Regional Precept on behalf of the Life Member concerned was carried by 120 votes for and 30 against.</p>
9	<p>Any Other Business (no binding vote to be taken)</p> <p>The following points and questions were raised</p> <ul style="list-style-type: none"> • Who has left the board? The Chairman explained that several Board members had resigned in May, and Ken Buchan, Ray Keemer-Richards and had Jim Marston had retired at the AGM in rotation as required by Company Law. • When will the Tribunal Report be published? The Chairman said that nothing further could be announced following the recent statement. The matter is ongoing and expected to be concluded shortly. • Steve Lombard expressed concern that some Regions were recruiting players from other Regions for the inter-Regional event. This was destroying the ethos of the competition. A similar situation was happening with the Eurocup competition. The Chairman promised to put this to the Board to discuss. • David Mason expressed criticism of those directors who had not attended the AGM nor offered their apologies. The AGM is an opportunity for directors to be questioned by members and the meeting felt it was disappointing that so few were present. He suggested that in reviewing the company's Articles of Association it should be made a requirement for directors to attend general meetings. <p>There was a huge groundswell of appreciation expressed by the meeting to the remaining members of the board who had carried the company through a very difficult year and in particular for organising a very successful Inter-Regional weekend.</p>

President Paul Reeve then addressed the meeting. He expressed his personal thanks to Colin and Cary and to those members who had taken the trouble to attend.

- He said that he would make no rash promises but would concentrate on delivery with his 100 day action plan
- He described Cary's work as exceptional
- He gave an example of the Park Run initiative which had started from almost nothing and now engaged hundreds of thousands of people.
- He put emphasis on a survey that would really involve people and review what we're doing wrong!
- And he would visit the Regions and really listen to them!

The Chairman closed the meeting at 3pm.