

AGM 2022 Supporting Statements

Agenda Item 8.1 Balance of number of Directors elected by members and appointed by the Board

I believe that the Membership of Pétanque England should always have a large voice in how pétanque is run in England. With The Board wanting to reduce the amount of Membership voted positions to six this would give The Board an equal say on the make up of The Board.

Therefore I propose:

"that in the event of any reduction in the size of the Board in Article 29 the positions available to be allocated by The Board will never be more than 40% of the total board positions"

Agenda Item 8.2 Proposal for a Club Player membership

In view of the large numbers of members that play pétanque and have no ambition or inclination to play anything than club level and open competition we submit the following proposal for consideration by the members.

We feel that this may have the impetus needed to encourage the many non PE members to join and help swell the interest across the regions.

1. It is proposed that a Club Player class of Pétanque England membership is created that will entitle the member to play in club and local events, be a member of their appropriate region, be covered by liability and accident insurance and be able to upgrade to Competition player.

2. It is proposed that the Membership fee for Club Player be set at £8 plus regional precept.

Agenda Item 9 Proposal to replace the word Charity with Company in the Company's Articles.

It is proposed that the word Charity / Charity Commissioners / Trustees are removed from the document and replaced with appropriate wording – Company / Companies House / Directors where applicable. Where sections or sub sections relate solely to requirements under the Charity Commission requirements these will be removed and the articles re numbered and cross referenced as appropriate.

The change in articles will require a special resolution for which a two thirds majority present or by proxy at the AGM is required.

Rationale

Pétanque England was incorporated under the Companies Act 2006 in February 2018 as a private company in the Registrar of Companies for England and Wales. It was proposed at the time of the incorporation that the company would apply for charitable status under the governance of the Charity Commissioners.

The Articles of Association were filed on incorporation as a charitable company.

The company had a year to submit the application and gain approval as a charity. The submission was submitted to the Charity Commissioners in 2021 which was returned requesting further information which

would require documentation that would be both difficult and time consuming. Failing to submit further information on a timely basis resulted in the application being closed by the charity commissioners.

Unless and until the company achieves charitable status the company while currently using the articles as written could be held to be misrepresenting its corporate status. In order to regularise its position, the articles need to be amended to properly reflect its position as a company without charitable status.

Agenda Item 9 Proposal to Amend Articles reducing number of directors and increasing the number of terms.

The proposed changes are to reduce the number of elected director posts from 9 to 6. It is also proposed that the maximum number of consecutive director terms of office should be increased from two to three to bring it into line with the Sport England Code which lays down 9 years as the maximum term of office for both elected and appointed directors.

The change in articles will require a special resolution for which a two thirds majority present or by proxy at the AGM is required.

Rationale

The rationale behind the proposal is to enable the size of the Board to be reduced to 12 plus the President. This is recommended in the Sport England codes of good governance as being the maximum number of directors for effective decision making. Too many directors would prolong and convolute discussions thereby creating a Board which was cumbersome and unwieldy. Alternatively, if discussions were curtailed some directors would be prevented from participating fully in decision making. It could be possible to limit the size of the Board to 12 under the present articles but if all the elected director and President vacancies are filled this would give the Board a maximum of only 2 co-opted posts to ensure that people with vital skills were recruited and other good governance requirements such as gender balance are achieved.

The existing articles are written as follows;

28 The minimum number of directors shall be three and shall be subject to a maximum of sixteen.

29 The members of the Board shall be the President, up to nine directors appointed by the members and up to six directors appointed by the Board.

39 (1) The directors may appoint a person who is willing to act to be a director for such term of office not exceeding three years as the directors deem appropriate. Such directors may be re-appointed at the conclusion of their terms of office if the other directors so resolve.

It is proposed that the articles are amended as follows (Changes shown in red):-

28 The minimum number of directors shall be three and shall be subject to a maximum of *thirteen*.

29. The members of the Board shall be the President, up to *six* directors appointed by the members and up to six directors appointed by the Board.

39. Each director appointed by ordinary resolution of the company shall be eligible for re-election for two further consecutive terms only.

39. (1) The directors may appoint a person who is willing to act as a director for such term of office not exceeding three years as the directors deem appropriate. Such directors may be re-appointed at the conclusion of their terms of office if the other directors so resolve *for a further two consecutive terms only.*