

Pétanque England



Minutes of the PE Annual General Meeting held on Saturday 10th December 2022

10th December 2022

National Council for Voluntary Organisations, Regents Wharf, 8 All Saints St, London N1 9RL

Present

Board

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

Members

| | | |
|--------------------|----------------|-----------------|
| Richard Stevens | Michelle Roe | Christine Peat |
| Frank Charlesworth | Sheila King | Bryan King |
| Steven Slade | John Edmondson | Gareth Sullivan |
| Tom Hitchman | Steve Lombard | Adrian Thomas |

1. Apologies for Absence

Martin Hughes, Janice Keemer-Richards, Kevin Moss, David & Margaret Baxter, Matthew Blyton, Simon Bird, David Greenwood, Robert Rumble

2. Minutes of the Previous Meeting

The minutes of the Annual general meeting held on 14th August 2021 and September 25th 2021 were approved unanimously as a true and correct record.
Sheila King requested that she could have access to regional secretaries to forward general safeguarding advices..

3. Voting Records

169 proxy votes were received through the Love Admin system and 7 were received via email. , 5 of the votes were discounted as either being from clubs or assigned to members who were not attending the meeting giving a net number of proxy votes of 171. .It was confirmed that the meeting was quorate.

4. Directors Report

The directors annual report to members had been circulated in advance of the meeting via the Petanque England website.
There was a brief discussion re DBS verifiers and whether members were aware of who the representatives were.
There were no further questions .

5. Treasurers Report

A copy of the treasurers report is attached to these minutes. A number of questions were raised during the presentation

- 1) Is the company registered under Sports England as the National Governing Body. Yes it is and funding could be available.
- 2) There were 5 items highlighted in the 2021 presentation recap that the board would be actioning. Have they been actioned?

- i. Strategic Plan – No
 - ii. Survey – No, this would have been lead by the then president but due to deteriorating health he was not in a position to commence the project
 - iii. Road Trips – started but put on hold with the deteriorating health of the then president
 - iv. Governance – work has started on this and information is available in Tom Wilsons presentation
 - v. Multi Tiered membership, see proposal presented later in the meeting.
- 3) What makes up the majority of the other revenue? Some level of sponsorship and contributions from the Inter Regional Championships.
- 4) PE is a limited Company but there does not appear to be any provision for Corporation Tax. Is this a risk. Yes it is a rrisk and this area needs to be re assessed.
- 5) Pakefield (IRR's) was a “shambles” but this did reflect on PE but more between the Isle of Wight Tours (IOW) and Pontins. What is being done to rectify the situation? A meeting has been held between PE and IOW to identify the issues and how these will be rectified. A further meeting will be held in the first quarter of 2023 between IOW / PE and Pontins to follow up on the November meeting and agree actions to be taken.

6. Approval of the Accounts for the 15 months to March 31 2022.

Approval of the accounts were proposed by Frank Charlesworth and seconded by Brian King. These were passed by 147 Against 0 and abstentions 39.

7. Governance

A copy of the governance report is attached to these minutes. A number of observations were raised during the presentation

- 1) Is there any relevance of comparing ourselves to other NGB's? Not all but we can learn from the organisations particularly if we are trying to obtain funding from Sports England
- 2) Many of your points are similar to the presentation Cary gave 2 years ago where it was clear that the board needed professionalizing, we talked about Charity v's Company but the Board appear to have ignored it so it has been an effective waste of 2 years. It was noted that while a project team had been set up this ground to a halt with disruption to the board in the middle of 2021.
- 3) What is the Board going to do about it? Cary responded that the majority of the plans are in still place but the changes needed would be over a 2 to 5 year period and it is not fair to continue to focus on a few volunteers to make this happen.

8. Appointment of the president

Colin Roper being the only candidate was duly elected as president by 134 votes with 42 abstentions.

A question was raised whether Colin would be carrying on with all the other roles he currently maintains. He advised that he will be looking at delegating these once the new board meets.

9. Appointment of Directors

There were more Board vacancies than nominees and the following nominees had been received, John Edmondson, Kevin Moss and Janice Keemer-Richards.

It was pointed out that together with the proxy votes they would have been cast as follows

| | |
|------------------------|-----|
| Janice Keemer-Richards | 120 |
| John Edmondson | 105 |
| Kevin Moss | 81 |

10. Determination of membership Fees for 2023

The proposal to hold the adult membership fee for 2023 at £25 was carried by 132 votes for and 20 against.

The proposal to keep the junior membership fee for 2023 1t £5 was carried by 149 votes for and 3 against.

11. Members Proposal (Gareth Sullivan)

“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”

It was noted in the meeting that this proposal would require a 75% approval as a special resolution.

The voting in favour of the proposal was 74 for and 72 votes against and therefore the proposal was rejected.

12. Resolutions proposed by the Board of Pétanque England

Change of wording

“It is proposed that the word Charity / Charity Commissioners / Trustees are removed from the documents (sic Articles of Association) and replaced with the 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”

It was again noted in the meeting that this proposal together with any change to the articles would require a 75% approval as a special resolution

The voting in favour of the proposal was 135 with 3 against giving a 98% approval and therefore carried.

Changes to specific articles (Changes shown in red)

- (a) Article 28 The minimum number of directors shall be three and shall be subject to a maximum of **thirteen**.
- (b) Article 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
- (c) **Articles 39. Each director appointed by ordinary resolution of the company shall be eligible for re-election for two further consecutive terms only.**
- (d) Article 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.**

The voting in favour of the proposal was 138 for and 12 against giving a 92% approval and therefore carried.

Once the necessary change have been made, cross checked and independently verifies a copy of the revised articles will be filed with Companies House.

13. Members Proposal Mike Cubitt

- 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”

The proposal provoked an extensive debate and the following issues were raised

- The Board had already approved an additional class of membership under their powers within the Articles
- It was unclear from the proposal when it was expected to take effect
- “A class of “Competition player” does not currently exist.
- There was no financial analysis to estimate the impact of the changes proposed.
- Mike was not present to propose the resolution and answer any questions that were being raised during the meeting.

It was agreed that as Mike was not available to clarify details and answer questions it was felt that the proposal could not be put to the vote.

However it was agreed that the membership were in favour of Multi Tiered membership and that a sub committee would be formed as soon as possible to answer all the queries and provide the board with a proposal to implement multi tiered membership within the

2023 financial year.

14. Any Other Business

Gareth Sullivan asked when they could expect to see a copy of the Tribunal Report. Colin said that he was hoping that this would be issued shortly

As there was no other business the Chairman closed the meeting at 4.00 p.m.