

Devon Bridge Association (DBA) Shareholders Terms of Reference (TOR)

Version dated July 2023, approved by the central DBA committee on 25/07/2023

Introduction

The English Bridge Union is the union of its 39 county associations, and is a private company limited by shares. Each county association holds at least one share, and the total number of shares held is relative to the number of members that each county has as of the 31st March each year

- Up to 500 members - one ordinary share
- From 501 to 1,200 members - two ordinary shares
- From 1201 to 3,000 members - three ordinary shares
- Upwards of 3,000 members - four ordinary shares

Each share awarded to the county, along with the share certificate and associated voting rights, can be given to an individual member, the shareholder. Alternatively, any county association that is entitled to hold more than one share may decide to nominate one person to hold two or more of their shares, up to the total number of shares the county is entitled to hold.

At the EBU AGM in November, under the EBU Articles of Association, the shareholders elect a board of eight directors and then, among their number, a chair and vice-chair. The board may then appoint a further three directors. The shareholders assist their elected Board in determining policy in the government of the game and general EBU matters.

The shareholders also elect an honorary treasurer and the members of two Standing Committees; the International Selection Committee, responsible for selecting teams to represent England in international events, and the Laws and Ethics Committee. The board has no control over the standing committees beyond setting their budgets, and the board is minded that the shareholders should have greater oversight of these committees although no settled view has emerged as to how that might be achieved.

In addition, the work of the EBU is carried out by a number of working groups covering competitions, education, marketing, IT, etc. and these can contain volunteers from outside the Board and also staff members.

Appointment of Shareholders

The Devon Bridge Association (DBA) committee shall appoint shareholders in accordance with the DBA's share entitlement as defined by the byelaws of the EBU.

Shareholders will be DBA members with prior committee experience at club or county level. It is expected that shareholders will remain in post for approximately three to five years, assuming that they are happy to do so and that they are carrying out their responsibilities, as detailed below.

Shareholder appointments will be made annually at the first committee meeting following the AGM. Nominations will be added to the meeting agenda and circulated to committee members in advance of the meeting.

Nominations will usually include current shareholders, unless they have indicated that they no longer wish to continue with the role.

The DBA will aim to have as many shareholders as the county has shares. If a shareholder resigns during the year, their replacement will be appointed at the next suitable committee meeting as above. However, if there are no suitable nominees, the committee can elect to assign a share to a current shareholder, until such time as a suitable nominee is found.

On the 31st March each year, the EBU recalculates each county's shareholder entitlement based on the number of members that each county has. If, as a result, the number of shares that the DBA is entitled to hold is reduced, the committee will inform the current shareholders and ask for a volunteer to stand down. If there are no volunteers, or too many, the committee, at the next committee meeting, will decide which shareholder(s) should step down.

Responsibilities

The shareholders have a responsibility to guide the development of the EBU, while keeping in mind the best interests of the DBA. The shareholders also have a responsibility to ensure that the DBA committee are kept informed of any information received from the EBU that they consider would be of interest to the DBA and its membership.

The EBU will circulate the AGM agenda and any relevant papers at least a few weeks prior to the AGM. The shareholder(s) should read the agenda and at least skim read all the papers, looking for items where a vote or a discussion is likely. Where the EBU is considering or making a significant change, the shareholder(s) should aim to become knowledgeable on the subject.

The shareholders should send the DBA secretary the agenda and any papers on which they consider that the committee may wish to discuss and/or express an opinion. They should also send a short, summary report identifying the key issues for discussion. The DBA secretary will then circulate the EBU agenda, the short report, and all relevant papers to the committee members along with the next DBA central committee meeting agenda. At least one of the shareholders should aim to attend the central committee meeting to facilitate and inform the discussion and to hear the views of the committee. If there is a vote following any such discussion, the shareholder will be entitled to vote even if they are not an officer or member of the committee.

Shareholders should make every effort to ensure that at least one shareholder attends the EBU AGM in November. Those shareholders not attending should assign their proxy vote to the Devon shareholder(s) that have agreed to attend. The EBU should be informed of any proxies using the proxy forms that are sent out with the agenda and the papers.

If it is not possible for any of the shareholders to attend, they should inform the DBA central committee asap and arrange for a named proxy to attend in their place - this can be anyone who is prepared to, or is already planning to go to the EBU AGM, including shareholders from other counties.

Following the EBU AGM, the shareholders (or their proxy) should submit a short, summary report on the main outcomes of the AGM. This will be sent to the DBA secretary for circulation to committee members along with the agenda for the next DBA central committee meeting, and may be discussed further at the meeting, if necessary.

From time to time the shareholders may receive additional papers from the EBU and/or take up other opportunities, outside of the EBU AGM, to engage in discussions with the EBU. The shareholder should endeavour to handle them in a similar manner as that set out above.