

**DRAFT MINUTES OF THE 76th ANNUAL GENERAL MEETING
OF THE CLAY PIGEON SHOOTING ASSOCIATION**

**Held at the Holiday Inn Hotel,
Crick, Northamptonshire.**

on Saturday 31st March 2012

Present:

Mr TR Bobbett	Chairman/National Director
Mr WA Heeks	Deputy Chairman/ Regional Director – North
Mr WA Johnson	Regional Director – South East
Mr R Kibblewhite	Regional Director – West Midlands
Mr J Offord	Regional Director elect – South East
Mr G Walker	National Director
Mr N Fellows	CEO
Ms L Saunbury	Honorary Solicitor & Shotgun Licensing Advisor (Lewis Nedas)
Mr J Beard	Auditor, haysmacintyre
Mr G Jolly	Honorary Insurance Advisor - appointed during meeting (WWSI)
Mr I Braid	Head of Sport (WWSI)
Ms M Voller	Minutes Secretary

A total of 66 members were in attendance.

OPENING REMARKS

The Chairman opened the meeting at 2.12 pm by welcoming all present and outlined the Agenda for the afternoon.

OBITUARIES

Mr S Barber read out the names of 72 members who had passed away since the March 2011 AGM. He followed this by inviting everyone present to stand for a one minute silence.

APOLOGIES FOR ABSENCE

Apologies received in advance:

Mr KJ Newton 12394	Mr S Halfacre 1616
Ms S Buckler 780	Mr J Halfacre 955
Mr B Curtis 72187	Mr J Hall-Say 1726
Mr M Halfacre 956	Mr J Sparrowhawk 30004
Mr A Halfacre 16925	

Members attending the AGM were invited to provide the names of absent members who wished their apologies to be tendered:

Mr N Bough 55	Mrs J Kerwood 96562
Mr D Kerwood 100244	Dr M Plant 50323
Miss C Kerwood 98398	

1. MINUTES OF THE 2011 AGM

The Minutes of the AGM held on the 26th March 2011 had been posted on the CPSA website. Hard copies were circulated and TRB invited those present to read through them if they had not already done so. Following this he asked if everybody present was in agreement with the Minutes provided.

Mr C Hames (84649) made the following comments:

i) East Midlands Director

Stated that the East Midlands Regional Director, Mr CD Butler, had been so intimidated at the Board meeting held during the morning it had caused him considerable distress, and for this reason he had decided not to attend the AGM. TRB stated that NF had tried, without success, to contact CDB to ascertain the situation which was why nothing had been said until the facts could be established.

ii) Item No 4 – Annual Report and Accounts for year ending November 2010. asked that the final sentence of paragraph 2 be amended to read that he had considered the accounts function had been the best ever.

iii) Item No 7 – Election to the Management Board. CH stated that information had been lacking in that TRB had been re-elected unopposed for a further three year term as a National Director. Additionally, at the Board meeting held prior to the AGM, Mr WA Johnson had been co-opted on to the Board to represent the South East Region for a one year term.

Adoption of the 2011 Minutes was proposed by Mr NI Reddy (66700), seconded by Mr K Stoker (10029), and unanimously agreed by a show of hands. There were no abstentions.

2. MATTERS ARISING

i) Item No 13(i) – AOB Mr C Hames (84649) queried why the Board had agreed to contribute £2,000 towards the claim brought against the Association by the former CEO. TRB replied that PJB had originally claimed the sum of £260,000 for both constructive dismissal and age discrimination, but had subsequently dropped the claim relating to age discrimination. The sum was subsequently decreased to £90,000, then to £70,000 and then again to £30,000. The Association's insurance company offered £20,000 in settlement, and were not prepared to increase this sum. If it had eventually gone to a tribunal hearing, there would have been nine witnesses to attend on PJB's behalf, and five witnesses for the Association. PJB's claim then reduced again to £22,000. The Board considered that if the tribunal hearing, due to be held in Croydon, went ahead the costs for travel and accommodation for our witnesses to attend over a potential five days, would far exceed the £2,000 difference between the sum offered by the insurance company and the one being claimed by PJB. The Board made a commercial decision to pay the £2,000 difference having taken into account the fact that the insurance only covered legal costs and not board or travel. Mr A.Kirkland (13634) asked for confirmation that the Association was adequately covered for any future eventualities and sufficient insurance is in force. TRB confirmed that this was so.

ii) Item 13(iv) – B.Waktare resignation Mr C Hames (84649) queried why the vacancy created by BW's resignation a year ago had not been advertised in PULL! as the Board was currently down to 2 National Directors instead of 3. Rather than co-opt a replacement, it had been minuted that the Board had voted for it to remain vacant. CH had subsequently written querying this decision, and TRB had replied confirming the Board's decision not to co-opt at that time. No National Director had been co-opted since 2007 when TRB himself had joined the Board. CH therefore considered that the Board had not followed their normal procedure, and as members normally would have the opportunity to vote for one Regional Director and one National Director on an annual basis, by not advertising the vacancy left by BW their action had been totally incorrect.

TRB replied that he had been advised by two longstanding Directors, WAH and KJN, that it was unusual to co-opt a National Director, whereas it is normal procedure to do this for a Regional Director as it would be unfair for a Region to be unrepresented around the Board table. TRB questioned why CH was raising this matter again as they had corresponded on the subject and it had also been brought up by CH, and explained by TRB, at the East Midlands Regional AGM. CH replied he thought other members might be interested. TRB however considered the question academic as GW's position had been up for re-election this year, and when advertised only one applicant had applied - GW himself. CH considered it incorrect that the vacancy had not been advertised, and was uneasy that normal procedure had not been followed. TRB stated that as a quorum was five, the Board was still able to function correctly with five Regional Directors and the remaining two National Directors.

3. CHAIRMAN'S REPORT

The Chairman's full report had been published in the March edition of PULL magazine, and included the topics of membership, member services, the Academy, Championships and financials.

4. ANNUAL REPORT AND ACCOUNTS FOR YEAR ENDING NOVEMBER 2010

i) Mr C Hames (84649) stated that prior to the AGM, he had raised some queries with CP which she had answered to his satisfaction. Item 11 in the accounts (Security Held) showed that the HSBC Bank held the first charge over the Head Office building in respect of the credit card facility. TRB explained should the Association go into liquidation, members would be able to claim back membership fees paid by credit card from their credit card providers who, in turn, would claim it back from our bank, HSBC. The charge would allow HSBC to recover its costs. TRB went on to explain it was for this reason that we do not have the ability to take Life Memberships via a credit card because, again, if the Association did go into liquidation then members could claim their Life Membership sum back in the same way even if it was some years later.

ii) Mr C Hames commented that turnover had fallen by 10%, and the surplus for the year was £29,517, a reduction of £3,612 compared to 2010. He further observed that a second claim made by Ms N Heron has resulted in a cost to the Association of £15,000 - £20,000. TRB replied that the Association only makes a surplus, not a profit, and this sum is always transferred into Reserves. Apart from a small amount of sponsorship, the bulk of income came from membership fees. The Association is a not for profit organisation and TRB considered a surplus of no more than £20,000 was the optimum amount.

iii) Mr C Hames also commented on the increase of £33,000 in Commercial costs from £55,785 to £89,072, stating that this sum would require 500 full membership fees to fund it, and querying whether it had been money well spent. TRB said the increase covered a new CPSA branded marquee and various stock items bought in advance.

iv) Mr K Stoker enquired what the sum of £23 under Staff Training related to and CP replied that it had been the cost of a return rail ticket for attendance at a course.

Jeremy Beard (haysmacintyre) concluded the report by stating that it had been their second year as Auditors. The Accounts had been duly presented to the Board on the 31st January for signing off, and had shown a clean, unqualified report. He invited any further questions relating to the audit, but none were forthcoming.

Mr RF Cox (58517) proposed that the Accounts as published in PULL magazine should be accepted, and this was seconded by Mr NI Reddy (66700). All present were in favour with no abstentions.

5. SPECIAL RESOLUTIONS TO AMEND CPSA ARTICLES OF ASSOCIATION

Two amendments had been proposed to the Articles of the Association, and related to section 8 (Appointment of Directors) and section 21 (Bye-Laws). The proposed changes had been published in the March edition of Pull!

a) Appointment of Directors TRB explained that it was proposed that two independent directors be sought to add expertise, experience, plus an outside perspective to the Association, and who work alongside the existing shooting representation in the form of the elected directors. The two independent directors would not be paid and would normally have a two year term as opposed to the three years of the elected directors. They would have a vote but would always be in a significant minority, i.e. only 20% of the votes potentially available on any issue. A skills audit would be conducted by the Board to determine the skills needed, but TRB suggested that a lawyer and a person with Sales & Marketing expertise might be the ideal people to seek. Directors would be sought through adverts via UK Sport and Sport England websites, and with the assistance of the Sport & Recreation Alliance and Skills Active, both of whom are developing a database of business executives who wish to support National Governing Bodies. These directors would be appointed by the existing Board, and as the Board has been elected by the membership, it should allay any concerns members may have about their selection.

TRB stated that changes to our governance are expected by government (DCMS), UK Sport and Sport England, and are highly recommended by the SRA (see their booklet – “A Voluntary Code of Good Governance). The issue will not go away and TRB urged that the Association should act voluntarily before it was forced into taking action. The amendments to the Articles are less extreme than the recommendations state which is for up to four independent directors. Other NGB's, such as the Football Association and the RFU, are currently being put under pressure and more will follow. One implication of the Association not changing might be the inability to attract public funding. The £90,000 awarded this year by Sport England equates to nearly £4 per member, and if we were to lose it, we would either have to curtail our activities or increase membership fees. Other NGB's, including England Athletics, England Hockey, Swimming and British Shooting have already started to implement these changes. Jeremy Beard (Independent Chairman for Taekwondo) and Ian Braid (Director for Triathlon) both present at this meeting would give their views and answer any questions raised. TRB concluded by stating that both County and Regional Committees already have the option to co-opt additional members as well as giving them the right to vote, and asked why the Board should not do the same for the benefit of the Association. He could see nothing but good coming from it which would, in turn, make the CPSA a more commercially focussed and progressive Association. He therefore recommended it to the floor.

Ian Braid stated that he sits on the Triathlon board, which was restructured in 2007, as a non-executive Director. The general consensus was that having an independent director had improved the Board, with turnover and reserves having increased considerably. Sport England have said that there will be a zero tolerance to poor governances, so IB seriously commended that considerable thought was given to approving the motion. Sports which have already gone along this route had benefited greatly. Jeremy Beard explained that he sits on the GB Taekwondo board which consists of five members, of which the CEO is one, and is very similar to that of British Shooting which now has an independent Chairman. From experience he has found that the Taekwondo board works very effectively, and has seen other NGB's, who have had the ability to draw on independent directors previous experiences, take decisions which have been the best for the NGB as a whole. JB considered that, if appointed, independent directors would do exactly that for the CPSA.

TRB commented that he could see that to do the best for our Association we needed to fill the skill gaps amongst the current members of the Board. He then went on to list the backgrounds of the current Board members. Mr C Fielding (57263) challenged whether the CPSA was the NGB of clay shooting for England and whether, in fact, England was a nation. TRB replied that the Association was definitely the NGB even though it did not have the word England its title, as opposed to the bodies in Scotland, Northern Ireland or Wales all of which had their national name in their title. Mr C Hames expressed concern that with only five members of the Board required for a quorum it could happen that the two independent Directors plus 3 of the elected Directors could make a decision which he did not consider would be the right balance for the Association, i.e. 40% share of the vote by independent directors, and only 60% by elected directors, not the same percentage as stated earlier by

TRB. Neither did he wish to see an increase of 25% in the size of the Board. Because of this he was totally opposed to the proposed change and would vote accordingly. TRB replied that two independent directors would possess no excess baggage, and would therefore be able to take fair decisions and vote in an objective way. He then gave examples of two other independent Directors, one in the NRA and the other in British Shooting, who successfully made the transition. Mrs JP Stennett (43985) queried whether the experience required was not already within the membership, and what was wrong with using retired members who are Accountants or Lawyers. She further wondered how the Association would persuade people with the skills required to come and work for nothing when they had no known interest in shooting. Jeremy Beard confirmed that he was paid for sitting on the Taekwondo Board, whilst Ian Braid confirmed that he sat on the Triathlon Board voluntarily, and had seen for himself the improvements that a good independent director could bring to an organisation.

Mr K Stoker (10029) stated that in his opinion it was a typical consultancy document. The Association had 25,000 members who managed and governed themselves, whereas all the other organisations already mentioned were Great Britain. He objected to being informed that we would be made to change unless we voluntarily agreed to it, and considered that such a move would destroy the Regions. Mr C Fielding (57263) commented that the Association needed expert advice and there was plenty freely available. He added that there was nothing stating that the Association could not have people on the Board in an advisory capacity, and for this reason he queried the need to appoint more directors. Mr C Hames concluded the discussion by stating that out of 24,000 members, there were those who had the skills required and would willingly assist the Board if requested.

A paper ballot was taken with the results as follows:

	For	Against
57 recorded votes	26	31
619 proxy votes	121	498
Totals	147	529

The Special Resolution was therefore lost.

b) Bye Laws

TRB explained, by way of example, that when new members joined the Board they were asked to sign the Director's Code of Conduct document. Currently if somebody transgressed these guidelines, there is nothing that the Board can do. It was anticipated that if somebody joining the Board refused to sign, they would not be able to attend any Board meetings until they had done so. If two Board meetings elapsed and the new member had still not signed, then he/she would lose the right to be a Director. The Region concerned would subsequently nominate a substitute.

Mrs J Stennett expressed concern that the remaining members of the Board would implement the measures contained in the resolution, and following her interpretation of the treatment afforded to the East Midland's Director during the morning Board meeting, had severe qualms about the proposal. TRB assured the meeting that CDB had not been intimidated, bullied or harangued by any of his fellow Directors. Mr C Fielding (57263) stated that he had previously sat on the Board, and considered that there should be no such discussion prior to the AGM. It was stated that it was for the members to choose the Chairman, and not the Board. TRB stated that CDB had not been in a tearful state when he left the Board meeting, and that both he and RK had confirmed with CDB their intention to support him should he be elected as Chairman. Mr J Winn (9739) called for the entire Board's resignation, following which WAH stated he was leaving the meeting but stopped at the door and returned when requested to do so by TRB and others. Ms N Heron (89683) understood that the events which had occurred during the Board meeting in the morning had been:

- That CDB was not acceptable as Chairman to the remainder of the Board
- That one Director had stated he would resign if CDB should become Chairman

At the vote which followed (a show of hands), all present were in favour with no votes against. The Special Resolution was therefore carried.

WAJ was concerned that the interpretation of the morning's events had been that the Board had ganged up and hammered CDB. He assured the members that nobody had bullied CDB in any way, that no bullying remarks had been made and compliments had, in fact, been given to him. WAJ added he was not ashamed of anything that had occurred during the morning meeting.

6. APPOINTMENT OF LIFE VICE PRESIDENT

The Chairman announced the Board's decision to appoint Paddy Howe as a new Life Vice President. TRB outlined the many titles and achievements attained by Paddy since "discovering" clay pigeon back in 1966, with the prospect of still more to come, and presented him with his LVP membership card and a certificate.

7. ELECTIONS TO THE BOARD

TRB announced that Mr WA Heeks (5441) North Region and Mr GP Walker (81243) National Director had both been re-appointed unopposed. He thanked them for their support, and expressed his pleasure that the Board would continue to benefit from their knowledge and expertise.

TRB extended his thanks to Mr WA Johnson (5855) for standing in so readily as the South East Director for the previous twelve months, and wished him a happy retirement. TRB then welcomed Mr J Offord (5854) who had been elected unopposed to represent the South East Region and gave a brief resume of the various posts held by JO since joining the CPSA in the early 1960's.

All the above posts will be for a three year period.

8. ELECTION OF CHAIRMAN AND DEPUTY CHAIRMAN

J Beard invited nominations for the post of Chairman. TRB was proposed by Mr NI Reddy (66700), and seconded by Mr RF Cox (58517). There being no other nominations, TRB was elected unopposed.

J Beard then invited nominations for the post of Deputy Chairman. WAH was proposed by Mr K Stoker (10029) and seconded by Mr NI Reddy (66700). There being no other nominations, WAH was also elected unopposed.

9. APPOINTMENT OF AUDITOR

The Chairman recommended that haysmacintyre be appointed as Auditor. This was formally proposed by Mr W Hart (21233) and seconded by Mr G Keegal (104623). Haysmacintyre were duly elected unopposed.

10. APPOINTMENT OF HONORARY OFFICERS

The Chairman asked for a proposer that the following officers be elected en masse.

Honorary Solicitor and Honorary Shotgun Licensing Adviser - Laura Saunbury (Lewis Nedas)
Honorary Insurance Adviser - Graeme Jolly (WWSI)

Proposed by Mr P Rendell (55737) and seconded by Mr W Hart (21233). All present were in favour with no abstentions.

BREAK

11. ANY OTHER BUSINESS

i) Mr C Hames (84649) stated that he had, at the beginning of the AGM, questioned the way the Board had dealt with CDB during the morning meeting. This, together with the manner in which he considered TRB had dealt with matters over the last three years including the latest claim totalling £15,000-£20,000, was the reason why CH was asking for TRB's resignation. WAJ addressed the floor by stating that the Association was not a body imposed upon them, but belonged to all present. He also reiterated that nobody had said anything unkind, rude, improper or offensive to CDB at the morning meeting. In a conversation between himself and CDB he had paid tribute to his intelligence, the amount of work that he did, and his intentions, but admitted that he could not envisage CDB doing a better job than the current Chairman. WAJ confirmed that CDB had asked for opinions from the Board, and the individual members had given their personal views, not collectively as a Board. In reply to a comment from Mrs J Stennett (43985) regarding the level of CDB's distress following the meeting, WAJ assured her that nobody had verbally attacked him. His fellow Directors had replied as requested, and whilst this had clearly been hurtful to CDB, nothing had been improperly said.

Mr C Fielding (57263) asked if the full Minutes from the Board meeting, excluding the confidential set, could be published on the website. TRB replied that he thought this was a matter for CDB to decide as it was very personal but he, TRB, would not have a problem with publishing. Mr PR Howe (1265) asked that if a Director resigned, could he return to the Board. TRB replied that if it was a Regional Director who had resigned, then the Regional Committee would be asked to suggest a replacement. Mr C Fielding enquired whether CDB had officially resigned as a Director. TRB replied that it was still unclear as Nick Fellows had received a text from CDB stating "I have gone" so there was a need for further clarification, but no problem was envisaged should CDB wish to continue as a Director.

ii) Mr G Keegal (104623) highlighted the Young Enterprise Challenge which the CPSA had supported last year, and which the CEO had attended in April to award the prizes.

iii) Mr C Hames (84649) proposed a formal vote of no confidence in TRB as Chairman. This was seconded by Mr P Stennett (48595). Mr K Stoker (10029) stated that he would not use his proxy votes for this proposal as the members had not signed for this specific use. Ms N Heron (89683) commented that anybody who had a proxy vote could vote on any proposal raised at the AGM. However, she felt that it required a level of integrity by the proxy holder concerned as the member giving him/her that proxy would not necessarily have been aware of the actual proposal or any discussion relevant to it. Mr C Hames confirmed that he would stand down his proxy votes, but wished to continue with his vote of no confidence. In the following paper ballot the result was For x 15, Against x 36, with 1 abstention. The proposal was therefore defeated.

WAJ commented that many of the members considered that the proxy vote system needed a clearer definition as the majority of the membership was completely unaware of its existence. Mr K Stoker added that it was the penalty of becoming a Limited Company.

iv) Mr C Fielding (57263) stated that the Association had lost quite a few members during the past year. TRB confirmed that it had been a 5% reduction, and when lapsed members had been contacted by the Membership Development Co-ordinator, the main reason given was that they could not afford it. By comparison the Irish CPSA had held their AGM recently, and TRB understood their membership had apparently fallen from 1200 to 700 odd, a reduction of approx 40%. Mr C Fielding raised the issue of non members now being able to shoot registered events which he felt negated the reason for members renewing their membership, and referred to the relevant article written by the CEO in PULL! magazine.

14. Meeting concludes

There being no further questions, the Chairman thanked everyone for attending, and wished them a safe journey home.

The meeting was declared closed at 5.00 pm.
