

**MINUTES OF THE 77<sup>th</sup> ANNUAL GENERAL MEETING  
OF THE CLAY PIGEON SHOOTING ASSOCIATION**

**held at the Hilton Hotel, Great Western Way  
Swindon, Wiltshire SN5 8UZ on Saturday 23 March 2013**

**Present:**

Mr TR Bobbett	Chairman/National Director
Mr WA Heeks	Deputy Chairman/ Regional Director – North
Mr R Kibblewhite	Regional Director – West Midlands
Mr J Offord	Regional Director – South East
Mr CD Butler	Regional Director – East Midlands
Mr G Walker	National Director
Mr DJ Jellicoe	National Director
Mr N Fellows	CEO
Mr J Beard	Auditor, haysmacintyre
Ms L Saunbury	Honorary Solicitor & Shotgun Licencing Advisor (Lewis Nedas)
Ms M Voller	Minutes Secretary

A total of 59 members were in attendance

**OPENING REMARKS**

The Chairman opened the meeting at 2.00 pm by welcoming all present and outlined the Agenda for the afternoon. It was confirmed that the meeting would be recorded by the CPSA and when the Chairman asked those assembled Mrs N Heron (89683) declared her intention to do likewise.

**OBITUARIES**

Mr S Barber asked all present to stand whilst he read out the names of the members who had passed away since the March 2012 AGM, and this was followed by a one minute silence.

**APOLOGIES FOR ABSENCE**

Mr KJ Newton	Mr K Stoker	Mr M Alldis
Ms S Buckler	Dr M Plant	Mr D Evans
Mr R Abbondandolo	Mr V Caws	Mr S Bunch
Mr A Kirkland	Mr P Dancer	Mrs S Hart
Mr A Evans	Ms D Humphrey	Mr V Kisielowski
Mrs L Blacker	Mr R Blacker	Mr J Webster
Mr A M Halfacre	Mr J D Halfacre	Mr G Rowe
Mr S J Halfacre	M A Halfacre	Ms C Lancaster

**1. MINUTES OF THE 2012 AGM**

The Minutes of the AGM held on the 31st March 2012 had been posted on the CPSA website. Hard copies had been 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.

i) C Hames (84649) requested that what he considered to be ambiguous wording contained within the minutes be amended to read:

Item 1 Minutes of the AGM That paragraphs i, ii and iii were all prefixed with his name, i.e. Item 1.i will now read “Mr C Hames stated.....”

ii) C Hames (84649) asked for it also to be minuted that at the beginning of the meeting he had stated that later in the meeting he would be calling for TRB’s resignation. (He subsequently raised it under Item 11 (iii) as recorded in the minutes).

iii) Mrs N Heron (89683) stated that the comment she had made had not been recorded verbatim as she had requested, and asked that this be amended. TRB replied that the Minutes were a summary of the meeting only, and not verbatim so was not able to agree to the request. Mrs J Stennett (43985) expressed her concern over TRB's refusal to allow the amendments, whilst NH said that what had been recorded in last year's Minutes was a sanitised version of what had been said and asked again that her comments be minuted. To this end she read them out again to the meeting.

It was proposed by N.Reddy (66700) and seconded by G.Keegal (104623) that the Minutes be accepted. For - 11 Against -12

It was agreed that the amendments requested above would be incorporated, and approval of the Minutes requested for a second time. CDB pointed out that if people in the room had not been present at last year's AGM, they should not vote. It was therefore proposed again by N.Reddy (66700) that the Minutes be accepted, and seconded by G. Keegal (104623). The result was: For - 12, Against - 1, Abstained - 14. The amended Minutes were therefore accepted.

## **2. MATTERS ARISING**

Miss S Chambers (96485) had identified inconsistencies within the Articles. There had only been one change voted on at the 2012 AGM, but when she had carried out a comparison against the 2011 Articles there had been a number of changes. Most of the changes appeared to have been reasonably minor, and although the 2011 Articles were given a wholesale revision, there were a number of references going back to the 1985 Companies Act. TRB confirmed that the 2011 Articles were rewritten by a Barrister with specialist corporate law knowledge. C Hames (84649) added there are numerous discrepancies with the Articles submitted to Companies House and those on the CPSA website, and he had identified some. Ms S Chambers (96485) said that she was unclear which Articles were being referred to, when those submitted to Companies House were incorrect. The CEO (NF) had been informed but they remain uncorrected. The only change that should have been made was that made last year and, in her opinion, there was no excuse for the Articles being filed incorrectly. In reply to a question from C Hames, TRB confirmed that the Directors Code of Conduct was on the website.

## **3. CHAIRMAN'S REPORT**

TRB stated that his full report had been published in the March edition of PULL! magazine, and as an addition to it, Nick Fellows would give a presentation.

NF opened his presentation by saying that it was a chance to celebrate our success with the Gold medal won by Peter Wilson at the Olympics last year. He is now the public face of clay shooting, and will ensure that the sport is recognised. Ian Coley had been honoured in the New Year Honours, and was in attendance at today's meeting. During the earlier Board Meeting we had learnt that Amber Hill had just won a Gold Medal in the World Cup, and she was to be congratulated.

2012 had been a good year for our own Championships, in addition to hosting the World ESP at Sweetslade. Zoli, Promatic and all the other companies that have been involved have indicated their future support by carrying on their sponsorships into this year. Entries to our Championships had been up by 6% with enhanced prize money and a reduced entry fee for Juniors which will also continue during 2013. The various England teams had been very successful this year.

The introduction of the Clubman Classic League had been a success, and is open to C class and non-classified shooters. The hope is that this will encourage non members to shoot competitively for their club, and they will subsequently join. It had been very well received, and it is hoped that it will expand to other Regions over the coming months. The Annual Awards event which will be held after the AGM had seven categories last year with more this year, and

it is a good opportunity to recognise those who do so much for our sport. The Young Shots Days had a great uptake, giving the youngsters a proper feel for the sport, and hopefully they will come back. Alongside that the Association has extended its support for the Schools Challenge, together with introducing the University/College Club scheme.

The CLA Game Fair had unfortunately been cancelled last year, but we were present at the Midland Game Fair, attended by Abbey Burton and Aaron Heading, and took an increased membership. The eNewsletter is produced every four weeks, and we are also on modern media such as Facebook and Twitter. A video was also produced showing what clay shooting is all about, and our website won a National award. Disabled categories were introduced into competitions, and we have started to work more closely with the Disabled Shooters Association. Money received from Sport England went in part on a salary reimbursement, and the remainder had been channelled into the Young Shots Days and other initiatives.

On-line booking for our Championships has been introduced this year, and people are sent an e.mail confirming their booking. Membership renewal can also be carried out in the same way. The telephone system has been upgraded, and the Association's database can be linked into it. MacMillan Cancer Support is our chosen charity this year, and NF referred to the large sums which have been collected from charity shoots over the years. Despite the recession membership figures appeared to have now plateaued at just under 24,000 which was encouraging.

The inaugural Coaching Conference had been a great success with 77 people attending, and will be back again next year with enhanced coach development and talent programmes. A new CPSA Corporate Challenge Cup is being introduced which will be held at E.J.Churchill Shooting Ground. Enhanced insurance including covering legal expenses cover is being sought for all members, and the Association will continue to invest in the development of its integrated database software. For 2014 there is the Commonwealth Games in Glasgow to look forward to, as well as the World ESP which will be held at E.J.Churchill SG.

The Board is committed to improved Governance and a new Strategic plan, and undertook at the Board Meeting held this morning to overhaul the Articles. In conclusion NF thanked the volunteers, staff and directors for all their hard work over the previous year.

Bob Kibblewhite then gave a brief report on how the Board was working towards its goals regarding Governance and the Strategic Plan. He, NF and TRB had attended a conference and workshop in Stratford upon Avon and a further day was held at Bisley which was attended by most of the directors. A small working group prioritised the Strategic Objectives which included Performance, Talent Identification and Development. Under Operations the three main points were agreed as good communication, staff and contracts, and maintaining sponsors. For the Board the main points were Governance and Leadership, and political influence.

#### **4. ANNUAL REPORT AND ACCOUNTS FOR YEAR ENDING NOVEMBER 2012**

Jeremy Beard of haysmacintyre reported that this had been the third year his company had completed the accounts for the CPSA. These had been duly approved by the Board on the 22<sup>nd</sup> January 2013, and a clean unqualified report had been issued.

C Hames (84649) said that he normally asked questions in advance of Connie Pierre and could report back to the meeting. He went on to say the current assets had increased to £490,000, and we had received an additional £20,000 repayment as a result of a VAT error by Deesons, the previous publishers of PULL! magazine. He contended that without the one-off repayments for the year which also included a rates reduction and income from Sport England, the Association would have made a loss and stated that the company cannot be administered in the hope of obtaining refunds and grants to produce a bottom line figure that looks acceptable. NF replied that is not the case and regular monthly management accounts are produced and scrutinised to ensure effective financial management. Sport England funding is money in and money out.

J Hall-Say queried the sum quoted for legal advice. TRB confirmed that of the £32,000 total, £4,400 + VAT had been paid to Lewis Needas, and the remainder to Burges Salmon. There had been other expenses within that which had been paid to a Barrister re the Articles, and a complaint against a member. Mr M Vere-Hodge observed that money had been spent on the Articles when they were known to be incorrect, and enquired what had been advised for £1100.00; TRB stated it was for advice on the Articles amendment the previous year. Ms S Chambers (96485) queried whether it was possible to instruct a barrister direct, and in reply TRB stated that it had been done via a solicitor. Mrs J Stennett (43985) said that legal expenses incurred by the Board had been a bone of contention for years, and had arisen again now because of the complaint from the East Midlands Regional Committee. She continued that members had a right to complain, but her Regional Committee had not been invited to discuss this directly with the Board in an attempt to resolve their complaint. It had been on the Board's recommendation that both sides had gone to Sport Resolutions, but she stated that EMRC had only ever wanted an apology for the way things had been dealt with at last year's pre AGM Board Meeting. They had not been notified that an apology was not a possible outcome, but she did acknowledge that it had been money well spent as it identified shortcomings in the current Articles. She considered that there had been a lot of good things spoken about during the meeting, including a reduced staff turnover, which she felt was down to NF, but she took exception to TRB's attitude in dealing with members. She added the EMRC would never have agreed to using Sport Resolutions in the first place had they known that an apology was not possible.

TRB responded that the Board had proposed to go to Sport Resolutions because it was considered that it would not be possible to arrive at an independent panel from within the Association, and Sport Resolutions specialises in sports industry arbitration. An exchange ensued between Mrs Stennett and TRB relating to the merits/demerits of the EMRC complaint, the manner in which it was handled, the impracticalities of appointing an internal, independent panel, and a separate issue of costs relating to two members in the South East Region.

Miss S Chambers questioned whether either side was legally represented at the pre-hearing and TRB confirmed neither side had legal representation in what in fact was a telephone conference call. He also confirmed the Board's case had been compiled largely by its solicitors. J Hall-Say enquired if there were any further actions outstanding and TRB confirmed there were none.

A proposer was requested for the adoption of the accounts. Proposer: R.Cox (58517) and seconder Mrs S. Daly (103584). For - 19, Against - 0, Abstentions - 5.

## **5. SPECIAL RESOLUTION TO AMEND CPSA ARTICLES OF ASSOCIATION**

Special Resolution: To amend the Articles of Association by deleting the current Article 19 "Proxy Voting" and replace with:

- (a) On a ballot votes may be given either personally or by proxy.
- (b) A proxy must be appointed in writing under the hand of the appointer.
- (c) The original instrument appointing a proxy must be deposited at the registered office of the Association no fewer than 48 hours before the date of the meeting at which the person named in such instrument proposes to vote.
- (d) The instrument appointing a proxy shall be in writing, executed by the appointor and shall only be on the original form distributed via Pull! Magazine or Head Office.
- (e) Regulations 59 to 61 (inclusive) in Table A shall not apply to the Company

TRB explained that the Board considered this an important resolution because of the distances which preclude many members travelling to the AGM. The proposal is that the form currently on the website is withdrawn and replaced with one that members can complete individually in their own home and return to Head Office. The Articles currently allow for a member to proactively tout for open ended proxy votes at shoot venues and elsewhere. The new proxy form had been sent out to 23,000+ members and nearly 900 were received back of which 91% had voted in favour of the resolution. A further 200 approximately did not vote specifically for the resolution, but gave an open vote to the Chairman of the Meeting. The new form provides an

option for the member to appoint the "Chairman of the Meeting", who is not necessarily the Chairman of the Board, to vote on the member's behalf as he/she thinks fit and in the best interests of the Association.

C Hames raised issues which concerned him regarding the use of the proxies, and asked TRB for his assurance that they would not be used on this occasion as CH had, himself, chosen not to use his proxies last year in his proposed vote of No Confidence. TRB replied that the proxies could have been used in a vote of No Confidence but as the resolution had been raised from the floor of the AGM, and not pre-notified to all members, it would not have been binding. Miss S Chambers said that she was quite concerned about the proxy change and had corresponded with the Board on a number of issues. The Articles do not state that pre-notice needs to be given for the election of the Chairman. From a procedural point of view she considered that the Board should publish this in Pull! magazine in order to move away from a potential ambush vote. She also queried why the form could not be put on the website. Miss Chambers additionally asked if TRB could confirm that all members had received the new style proxy form and TRB stated all members on the current membership database had been sent the form. Miss S Chambers then asked if members who were members as of 22 March 1997, and referred to in Article 4 [e] (5), had also received the form. TRB was not aware of any such members as all members prior to that date had been transferred over. B Meadows asked if the question relating to such members, who were not necessarily current members, potentially left the Association open to a challenge.

M Vere-Hodge queried the use of the proxy forms being used in a vote for the Chairman, and asked why members had not been given more notice so that they could debate and discuss it democratically. Members who had asked for the form in advance had been denied it, and it was not spelt out that it could be used for the post of Chairman. TRB replied that a member could clearly have crossed out whatever they wanted to, but the vast majority chose not to do so. With reference to the number of spoiled votes, TRB explained that they were not spoiled and had been signed and dated, but had not specifically voted either For/Against/Abstain for the Special Resolution. Mrs J Stennett suggested that the reason for this was that the members did not understand it. There were questions over the Special Resolution and Mrs Stennett therefore asked if there was the possibility of the Special Resolution being withdrawn at this stage. C Fielding (57263) stated that if the form was returned blank, then the Chairman automatically got the vote, with TRB replying that members had the opportunity to nominate somebody else if they so wished.

M Vere-Hodge stated that the article in Pull! magazine did not make it plain to a member reading it that it included voting for a Chairman at the time they signed it, and it was not possible to speculate on what the member may or may not have wished for. He did not believe that this should be the way that the Association should be conducting its affairs. TRB replied that it could be used to vote on any agenda item published and proposals from the floor of the AGM. Mrs N Heron said that Mr C Butler had declared on the world-wide-web that he intended to stand as Chairman, and TRB could not assume that people were voting for him simply because the proxy form was blank. Miss S Chambers said she had spoken with the Honorary Solicitor, and proposed that the Directors, NF and the four lawyers present held a closed meeting to discuss the difficulties and reach a conclusion on a proposed way to proceed.

THE MEETING WAS THEREFORE ADJOURNED AT 4.00 pm AND RECOMMENCED AT 4.55pm.

On resumption of the meeting TRB announced that a decision had been taken to withdraw the Special Resolution as the proxy votes could be considered challengeable and they now would form part of the review of the Articles. The legal advice also suggested that probably every proxy vote is "dubious" and that they should be stood down and any vote be taken only from those currently in the room. CH queried whether this decision challenged the existing Articles, and MV-H in reply said there was a lot of uncertainty and all the proxy votes were seen as possibly tainted by this uncertainty; the decision being a compromise - as is a great deal in life.

C Butler, speaking as someone who was directly involved in this decision, proposed that the meeting be declared cancelled immediately, and that NF took on the position as Chairman until

an EGM could be arranged. He did not agree with the decision to invalidate all the proxies. MV-H was unsure whether this proposal was allowable under the Articles, and would need to converse again with those who had been in the closed meeting. C Hames added that as he considered the Board had not been correctly appointed, they should all stand down and put themselves up again for re-election. TRB explained to the meeting CH's point being that the Articles require one proposer and nine seconders on the director nomination form. It had become common practice as long as he could remember for the form used to list ten or more signatories without listing the proposer. Legal opinion stated that, whilst not strictly following the procedure, given the clear intent of those signatories any challenge would almost certainly fail. Miss Chambers stated she agreed with TRB's explanation.

With the need for a pragmatic decision, TRB asked the meeting if it would be reasonable for the Board to carry on as it was for a period of four months. Miss S Chambers asked if it was considered possible to complete the work required in this period of time, and TRB replied, after consultation, that he thought it could be done in six months with the current Board focussing on the Articles. The Board would look at other NGB's Articles and tailor them to our own needs. After a brief discussion on the options available, B Kibblewhite enquired if there was a reason why there could not be an election from the floor. Miss Chambers replied that there was the need to take the least wrong and challengeable option, and that had been the reason for discounting all the proxy votes and proceeding with votes from the floor only. Mr Hames said that he felt under an obligation to explain to those who had given him their proxy votes and who expected action from him, but Miss Chambers replied that there was no way of ensuring what the members who had signed them had intended given the circumstances.

P Fallon (101569) proposed that the floor voted upon the advice of the lawyers in the room, that being the least worst option to have only those in the room vote, and this was seconded by B Meadows (11003). C Fielding reminded the meeting that a proposal had already been put forward by a Director, and the floor should vote on which proposal they wanted. TRB asked if there was an amendment to either P Fallon's proposal, or the one put forward earlier by C Butler. C Butler formally proposed again that the meeting be brought to an end and Nick Fellows stand in as Chairman in the meantime. NF stated that constitutionally he had not been a member for three years. CB then suggested that WA Heeks (Deputy Chair) should take over until the situation was resolved. C Butler confirmed that the meeting should be brought to a close because everything from there on could be considered unsafe, and proposed that the Chairman stand down. J Hall-Say seconded this proposal.

Ms L Saunbury (Honorary Solicitor) expressing her own point of view, whilst stating she was not a company law specialist, said that if the meeting was stood down then the current Board members should stay in place until an EGM was held. Miss Chambers thought that under the circumstances it would be prudent for TRB to stand down and for the Deputy Chairman, WAH, to take over. TRB confirmed with WAH his agreement to take on this temporary role as Acting Chairman. At this point P Fallon said that he was happy to withdraw his proposal. TRB stated that he would therefore stand down as Chairman, and that WAH would take over until the EGM, whilst the Board rewrites the Articles. NF confirmed that the new Articles would be published in four months' time, and the EGM scheduled to be held within six months with proxy votes available. Mrs N Heron requested that an article be placed in Pull! magazine with the names of potential candidates for the position of Chairman and Vice Chairman declared in advance. It was also requested that a pen portrait of each candidate be included. A vote was taken on this proposal and was unanimously agreed.

## **6. ELECTIONS TO THE BOARD**

KJ Newton was re-elected unopposed as Director for the South West Region, CD Butler was re-elected unopposed as Director for the East Midlands Region, and DJ Jellicoe was elected unopposed to the National Director position. All three directors have been elected for three year tenures.

## **7. ELECTION OF CHAIRMAN AND DEPUTY CHAIRMAN See Item 5 above, and subsequent action.**

**8. APPOINTMENT OF AUDITOR**

The Chairman recommended that Haysmacintyre be appointed as Auditor. This was formally proposed by N Reddy (66700) and seconded by Mrs S Daly (103584). Haysmacintyre were duly elected unopposed.

**9. APPOINTMENT OF HONORARY OFFICERS**

i) Honorary Solicitor and Honorary Shotgun Licensing Adviser

The Board recommended the re-appointment of Ms L Saunbury (Lewis Needas). This was proposed by G Keegal (104623) and seconded by R Cox (58517). A written ballot was requested by NH despite only one candidate being proposed; this was taken and the results announced by the Auditor. For - 32, Against - 15 and Abstentions - 4. TRB congratulated Ms L Saunbury on her re-appointment.

ii) Honorary Insurance Adviser - Fred Allsop (WWSI)

Proposed by C Butler (105629) and seconded by J Walker (52001). All present were in favour with no abstentions - Mr Allsop was duly appointed.

**10. Meeting concludes**

The Chairman thanked everyone for attending, and declared the meeting closed at 5.45 pm.

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