

2023 Annual General Meeting of the British Go Association

Meeting Minutes

Held at: Online via ZOOM on: Thursday 20th April 2023 Meeting started: 20:00

NOTE 1:

Due to the transition to becoming a Company Limited by Guarantee, this meeting consisted of two parts. The first was the 2023 AGM of the unincorporated association (UA), the second was the 2023 AGM of the BGA Company Limited by Guarantee (CLG). Both meetings are included in one set of minutes to reflect accurately what happened on the night.

NOTE 2:

For some time, the two organisations have existed in tandem as the process of conversion to a Company limited by Guarantee has proceeded. The management of both have made every effort to ensure the transition has had the minimum possible effect on their members. As two AGMs were held it is important to understand the voting rights of members, in particular to confirm that both meetings were quorate.

For the unincorporated association, as membership subscriptions were still being received and recorded as assets until February 2023, anyone who paid a subscription before February 2023 is a member and has voting rights.

For the Company Limited by Guarantee, any person who has signed the guarantor form and appears on the register of members has voting rights.

Based on the above and the attendance on the night both AGMs were quorate.

NOTE 3:

Some actions arising from the UA AGM have been assigned to the Board of the CLG. This is a simple matter of expediency given that the Council has ceased to exist with the dissolution of the UA, and the Board will take forwards all their actions.

Present:

Andrew Ambrose-Thurman (AAT)	Mohammed Amin (MA)	Tony Atkins (TA)
Phil Beck (PB)	Sam Bithell (SB)	Jonathan Chin (JC)
Jon Diamond (JD)	Harry Fearnley (HF)	Gerry Gavigan (GG)
Helen Harvey (HH)	Martin Harvey (MH)	Chris Kirkham (CK)
Toby Manning (TM)	Matt Marsh (MM)	Daniel Milne (DM)
Francis Moore (FM)	Patrick Ridley (PR)	Stephen Tweedie (ST)
Richard Wheeldon (RW)	Colin Williams (CW)	

Proxy Votes Received:

Phil Beck for	Peter Harold-Barry	Colin Williams for	Peter Allen
Toby Manning for	Abizer Nasir	Colin Williams for	Dave Artus
Toby Manning for	B Harris Cook	Colin Williams for	Mike Cockburn
Toby Manning for	Tim Hunt	Colin Williams for	Geoff Kaniuk
		Colin Williams for	Peter Rootham-Smith

A Proxy was received for Francis Roads, but unfortunately his nominee Alex Rix could not be at the meeting.

Apologies for Absence:

PR gave an apology on behalf of Joachim Fassbender
CW gave an apology on behalf of Peter Rootham-Smith

The AGM of the 'old' British Go Association – the unincorporated association.

A motion was proposed by the Council to allow those who are CLG members, but no longer members of the UA, to attend this meeting.

“It is agreed that all members of the Company Limited by Guarantee are permitted to attend and speak (but not vote) at this AGM of the old BGA”

On a show of hands this was passed nem con.

1. The 2022 AGM Minutes and matters arising

The minutes for the 2022 AGM were agreed as accurate.

CW reported that the action concerning online play was initially handled by the creation of the Online League by Dylan Carter. Sadly this has hit the buffers due to Dylan’s lack of availability, and CW said he would take it up with SB who has taken over the Player Development role.

Action: CW to discuss with SB

CK reported that membership cards are now only issued to new members who are also sent an introductory Journal.

TM reported that the Code of Conduct had been updated, and that a move to dedicated e-mail addresses for Officers is imminent.

ST gave an update on what was happening in terms of facilitating communication between members but explained that this had taken a lower priority than other key technical issues that had been identified. HF offered his help to ST on this topic.

Action: ST and HF to discuss the possibilities of help.

2) Officer’s Reports

President’s Report – TM reported that tournament attendance appeared now to be picking up post-Covid. The Youth team has done well, finishing second in the European League, performing somewhat better than the senior squad last year. He offered thanks to MA for steering us through the conversion process during the last year.

There was some discussion around the state of EGF finances, and whether or not there was an appetite across the rest of the EGF members to force the EGF to set a balanced budget. The next EGF elections are in 2024 (a three-year cycle), and MM suggested that we should be doing something to try and change the state of EGF budget setting before then.

Action: The Board to consider how to consult with other EGF members to help achieve change.

The current state of the website and its technology was discussed.

Action: The Board to put out a call for a volunteer to assist with website design.

TM closed by thanking a number of key people for their efforts over the past year. He confirmed he would not be standing again for President in 2024.

Treasurer's Report & Accounts – PB reported the finances as being in a very healthy position.

MM as Examiner reported on the checks he had done, and the recommendations he had made.

It was agreed that a detailed budget for the year ahead was not appropriate, but that a broad financial plan would be helpful for members to understand the position. Detailed budgets would be prepared for larger specific projects (such as hosting a European Go Congress) when it was felt necessary. JD suggested that as we are in a healthy position financially, and still recovering from Covid, producing a financial plan should start in time for the next financial year.

Action: PB and the Board to plan for the future production of financial plans.

HF had a number of detailed questions over accounts differences from previous years. It was agreed that questions should be asked off-line after the meeting.

Action: HF to e-mail PB with any questions.

On a show of hands the accounts were passed nem-con.

Secretary's Report – CW reported that Council meetings were typically held every two months using a personal ZOOM account. The strategy day in Lancaster in February 2024 was discussed.

CW reported that to date roughly 50% of UA members had now become members of the new CLG.

CW said due to TM being unavailable he will represent the BGA at the EGF AGM in Leipzig this summer.

There was a discussion over the financial aspects of hosting a future European Go Congress. CW will do further fact-finding and bring the detail back to the Board. In particular there was some initial discussion over what overheads the EGF might be bringing (such as is there an expectation of hosting Far Eastern professionals and dignitaries). HF raised a question over possible travel issues post-Brexit, to which no-one had any immediate answers.

Membership Secretary's Report – CK noted that he had changed the annual membership reporting date to match the financial period, and that the past year numbers in this report had been adjusted accordingly.

Overall membership numbers are remaining constant, the main change being an increase in youth member numbers which is much to be welcomed.

At present 265 members receive a journal, and roughly 180 received an electronic version.

Action: CK to e-mail HF with the details on journals.

ST asked if anyone was tracking how many tournament entrants are actually BGA members? CW said it was not being tracked but could be done from tournament results sheets if the time was available.

Action: CW to discuss with CK the best way of tracking this data on tournament entrants. AAT suggested adding an EGD ID to the members register.

3) Motions

Council proposed:

“That the membership of the “old” BGA note that it was operating for the period 1 January to 15 February 2023, but agree that there is no necessity to provide any accounts for this period provided that:

- all transactions are properly accounted for in the 2023 Report and Accounts of BGA CLG
- the membership of BGA CLG approve such accounts.”

On a show of hands this was passed nem con.

The Council then proposed

“Noting that:

a) At the 2022 AGM the Membership agreed that all its assets should be transferred to the BGA CLG subject to certain conditions

b) These conditions having been satisfied, this transfer took place on 15 February 2023

It is hereby agreed that:

- the BGA be dissolved
- BGA CLG be designated as the successor body for any remaining financial transactions (such as receipt of legacies or claims from creditors)”

On a show of hands this was passed nem con.

There followed a period of reflection by members on the historic nature of this motion, and several glasses were raised.

TM duly declared the final AGM of the UA closed. The attendees then moved on to the second half of the session.

The AGM of the British Go Association – Company Limited by Guarantee

TM as Chairman formally gave permission to members of the UA who are not CLG members to attend and speak (but not vote) at this meeting.

1) Election of Officers and Directors

All elections were unopposed, and with only five standing to be Directors no votes were required. The following were appointed.

President	Toby Manning
Treasurer	Phil Beck
Secretary	Colin Williams
Directors	Andrew Ambrose-Thurman
	Sam Bithell
	David Killen
	Daniel Milne
	Stephen Tweedie

Thanks were given to MA who is standing down after guiding us through the transition to a CLG.

CW stated that Peter Rootham-Smith was not standing for re-election as he was considering whether to serve for another year. Should he decide to serve then the Board were keen to co-opt him as a Director for the next year.

It was noted that the current Company Articles do not make it entirely clear how to hold elections for more than eight nominations to the Board, and it was agreed that this needed to be clarified before the next AGM. This situation came about as the Articles were written to copy as far as possible the existing UA constitution.

Action: the Board to bring forwards to the next AGM a motion to amend the Articles.

2) Election of the Disputes Panel

There being only four nominations for six places, the following were duly elected

Mohammed Amin
Jon Diamond
Alex Rix
Francis Roads

It was agreed that the Board would look to find two more panel members.

3) Dispensation with audit and appointment of Examiner

The Board proposed:

“Noting that in the financial year ending 31 December 2023 the Company is expected to have a turnover of less than £1M and a Balance Sheet of less than £1.4M, and therefore that

the company will be entitled to exemption from audit under section 477 (2) of the Companies Act 2006, the members hereby resolve that:

a) the company is not required to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

b) The company will have the Accounts examined by an Examiner, in accordance with Byelaw #1 (<https://www.britgo.org/byelaws>)

c) The Examiner shall be Richard Wheeldon”

On a show of hands this was passed nem con.

4) Preparation of 2023 Accounts

The Board proposed:

“Noting that:

- from Jan 1 to Feb 15 2023, certain financial transactions were undertaken by the “old” BGA
- the members of the “old” BGA have agreed that there is no necessity to provide any accounts for this period provided that “all transactions are properly accounted for in the 2023 Report and Accounts of BGA CLG, and that the membership of BGA CLG approve such accounts”

the Directors of BGA CLG are instructed to include all such transactions within the Report and Accounts to be presented to the 2024 AGM of BGA CLG.”

On a show of hands this was passed nem con.

5) Special Resolution for Article 27

The proposal from the Board is as follows:

The second paragraph of Article 27 currently reads:

“All electronic communications from the BGA to a member intended to have legal effect to must be sent from the Company Secretary’s email address or designated alternative’s email address as published on the BGA’s website and sent to the member’s registered email address.”

Delete the word “to” in the segment which currently reads “legal effect to must be sent”.

This was passed nem-con with the necessary 75% majority, so the special resolution passed.

6) Special Resolution for Article 26

The proposal from the Board is as follows:

Article 26 currently reads:

“No person shall become a member of the BGA unless that person has:

- a) reached the age of 18;
- b) completed an application for membership in a form approved by the directors which form shall include;
- i. the applicant accepting their obligation to contribute £1 in the event of the BGA's insolvency in accordance with Article 6;
 - ii. the applicant consenting that all communications from the BGA may be by email;
 - iii. the applicant supplying the BGA with their email (electronic mail) address and undertaking to notify the BGA of any changes to their email address or alternatively confirming that in the absence of a supplied valid email address the BGA shall have no obligation to send them communications by other means but may do so at its discretion;
 - iv. the applicant supplying the BGA with their residential postal address;
 - v. agreement to comply with the BGA's Code of Conduct;
- c) paid the appropriate fee."

The proposal is to add numbered item "d"

- d) had their application accepted by the Board or by a person who has authority delegated by the Board to accept applications.

The Board said that the plan is to delegate the authority to the Membership Secretary, currently Chris Kirkham.

This was passed nem-con with the necessary 75% majority, so the special resolution passed.

7) AOB

There being no substantive other business, the meeting was closed at 22:05