

## Bridge NSW Limited

ACN 675 406 443

### Constitution

Version 2: Approved at General Meeting held on XX XXXXXX 2024

<u>Version</u>	<u>Date Approved</u>	<u>Comment</u>
<u>Version 1</u>	<u>29 February 2024</u>	<u>Initial constitution on incorporation of Bridge NSW Limited.</u>
<u>Version 2</u>	<u>XX XXXXXX 2024</u>	<u>Adopted at General Meeting held on completion of separation from New South Wales Bridge Association Limited.</u>

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## PREAMBLE

The previous peak body for Bridge in NSW was New South Wales Bridge Association Limited. In 2024, the members of NSWBA agreed to incorporate Bridge NSW Limited, as a company limited by guarantee under the Corporations Act to replace it in that role.

The sole purpose of the Company is to foster a vibrant and inclusive bridge playing community across New South Wales by providing leadership, advocacy and support.

## Part 1 – INTRODUCTORY

### 1. Name

The name of the Company is Bridge NSW Limited ACN 675 406 443 (in this Constitution referred to as Bridge NSW).

### 2. Registered Address

The address of the registered office of Bridge NSW is Level 1, 162 Goulburn Street, Surry Hills, NSW 2010, and subsequently such other address as is notified by the Secretary to ASIC.

### 3. Application of Act

This Constitution is to be interpreted subject to the Act. Bridge NSW and its Directors must, notwithstanding any contrary provision in this Constitution, comply with the obligations imposed on them under the Act.

### 4. Replaceable Rules Excluded

The replaceable rules contained in the Corporations Act do not apply to the Company and are displaced in their entirety by this Constitution.

### 5. Definitions

In this Constitution, unless inconsistent with the context, the following words and expressions have the meanings specified:

**Affiliation Fee** means a fee payable to Bridge NSW by a Bridge Club which is a Member Club or an Associated Club of Bridge NSW.

**Annual General Meeting** means the annual general meeting of the Company for the purposes of the Act.

**ASIC** means the Australian Securities and Investments Commission.

**Associated Club** means a Bridge Club associated with Bridge NSW in accordance with clause 9.

**Bridge NSW (or the Company)** means Bridge NSW Limited.

**Board** means the Board of Directors as constituted by clauses 20 and 21.

**Bridge** means the games of contract bridge and all other variations of such game.

**Bridge Club (or Club)** means a company incorporated under the Corporations Act, an incorporated association incorporated under the NSW Associations Incorporations Act 2009 or an unincorporated association or other entity which has, as at least one of its activities, the playing of Bridge. This includes unincorporated entities operated by a single natural person.

**By-Laws** means the By-Laws of Bridge NSW adopted in accordance with clause 34.

**Completion Date** means **TBC**

**Constitution** means this document.

**Corporations Act (or Act)** means the Corporations Act 2001 (Cth), including amendments to the Act.

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**Council** means the Council of [Bridge NSW](#), as defined by clauses 17 and 18.

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**Councillor** means a member of the Council of [Bridge NSW](#).

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**Director** means a member of the Board of [Bridge NSW](#).

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**Home Club Member** means an individual member of a Member Club or Associated Club whose membership is taken into account in calculating the Affiliation Fee payable by that club to [Bridge NSW](#). By-Laws will prescribe the method of calculating the Home Club membership of each club for the purposes of this Constitution.

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**Member Club** means a Bridge Club which is accepted by [Bridge NSW](#) as a member of the Company:

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- (1) in the case of an incorporated Bridge Club, that club, and
- (2) in the case of an unincorporated Bridge Club, a representative authorised in Writing by an officer of that Bridge Club as being entitled, on behalf of the Bridge Club, to exercise the rights and to perform the duties of Member Clubs under this Constitution. The written authority is effective from the date of receipt by the Secretary.

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A Member Club is a member of [Bridge NSW](#) for the purposes of Chapter 2F of the Corporations Act (members' rights and remedies).

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**NSWBA** means the New South Wales Bridge Association Limited.

**Officers of [Bridge NSW](#)** means the Board Chair, Treasurer, Secretary and Directors of [Bridge NSW](#) who are the officers of [Bridge NSW](#) for the purpose of section 9 of the Act.

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**Register** means the register of Member Clubs required to be kept by section 168 of the Act. For an unincorporated club, the register will include details of the representative authorised in accordance with section (2) of the definition of a Member Club.

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**Secretary** means the Secretary of [Bridge NSW](#).

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**Special Resolution** has the same meaning as in the Act.

**Virtual Meeting Technology** means any technology that allows a person to participate in a meeting without being physically present at the meeting.

**Writing** includes any electronic means of transmitting written material. If the document is required to be signed, the requirement will be satisfied in relation to an electronic communication of the document if the signature satisfies the law of any jurisdiction of Australia relating to electronic signatures, or if the signature is otherwise approved by the Board.

**Year** means:

- (1) in the context of a Councillor's term, a period of approximately one year between the date of two Annual General Meetings;
- (2) in the context of a Director's term, a period of approximately one year between the date of the Council meetings at which Directors are appointed.

## 6. Interpretation

- (1) Words importing a gender include every other gender, and words in the singular number include the plural and words in the plural number include the singular.
- (2) Where a clause in this Constitution requires the Company or the Secretary to give notice to a Member Club or to a Director or Councillor, it may be given by sending by post or where

available, by electronic mail to the registered address or electronic mail address. The non-receipt of a notice of a meeting or the accidental omission to give such notice to any person entitled to receive such notice does not invalidate the proceedings at or any resolution passed at any such meeting.

## Part 2 – OBJECTS AND PROPERTY OF [Bridge NSW](#)

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### 7. Objects

The objects of [Bridge NSW](#) are to:

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- (1) Advance the playing and enjoyment of Bridge;
- (2) Drive the development of Bridge skills;
- (3) Support Bridge Clubs to be successful;
- (4) Represent New South Wales Bridge players within Australia and exercise the rights of New South Wales as a state association under the constitution of Australian Bridge Federation Ltd; and
- (5) Do all such other acts deeds matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the above Objects or any of them.

These objects may be amended or added to from time to time in accordance with the provisions of this Constitution and the Act.

### 8. Income and Property Applied to Objects

- (1) The income and property of [Bridge NSW](#) shall be applied solely towards the promotion of the Objects.
- (2) No portion of the income or property of [Bridge NSW](#) shall be paid or transferred, directly or indirectly by way of dividend, bonus, gift, bequest, donation or otherwise to any Member Club, but this does not preclude payment to a Member Club in good faith for expenses incurred or services rendered.

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## Part 3 – MEMBERSHIP

### 9. Criteria for acceptance as a Member Club or an Associated Club

- (1) The initial Member Club of [Bridge NSW](#) is the NSWBA.
- (2) By-laws shall set out the criteria for acceptance as a Member Club or Associated Club of [Bridge NSW](#).
- (3) The Member Clubs of [Bridge NSW](#) are the NSWBA and such other Bridge Clubs in New South Wales that meet the criteria for membership prescribed in the By-Laws and are accepted as Member Clubs by the [Bridge NSW](#) Board.
- (4) All Member Clubs and Associated Clubs will be affiliated clubs of [Bridge NSW](#) for the purposes of the constitution of Australian Bridge Federation Ltd.
- (5) Bridge Clubs in New South Wales failing to satisfy the Member Club criteria, or which do not wish to become Member Clubs, may apply to the Board to become an Associated Club of [Bridge NSW](#). Associated Club status may be granted on such terms as the Board thinks fit, may be revoked, or the terms of association varied, at the Board's discretion. Associated Clubs will

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receive advice and assistance from Bridge NSW but will be neither entitled to membership rights, nor subject to membership duties, under this Constitution.

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- (6) The Board shall have exclusive jurisdiction to determine whether the criteria for membership of or association with Bridge NSW are satisfied.

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- (7) The Secretary will maintain a Register of the Member Clubs of Bridge NSW in conformity with the Act.

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### 10. Initial acceptance of NSWBA Affiliated Clubs

- (1) Clubs affiliated with NSWBA on the day after Completion Date with more than 10 members which the Secretary is satisfied are:

- (a) a company incorporated under the Corporations Act; or
- (b) an incorporated association incorporated under the NSW Associations Incorporations Act 2009

shall become Member Clubs on that date, unless an officer of that club gives written notice to the Secretary before that date of its intention not to become a Member Club.

- (2) All other Bridge Clubs affiliated with NSWBA on the day after Completion Date with more than 10 members shall become Member Clubs providing:

(a) they have provided a written authority, signed in Writing by an officer of that Bridge Club nominating a representative individual authorised as being entitled, on behalf of the Bridge Club, to exercise the rights and to perform the duties of Member Clubs under this Constitution,

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(b) an officer of that Bridge Club has not given written notice to the Secretary before that date of its intention not to become a Member Club.

Such clubs shall become Member Clubs on the later of the day after Completion Date or the date the written authority is received by the Secretary.

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- (1) All other Affiliated Clubs of the NSWBA (other than NSWBA itself) on the day after Completion Date shall become Associated Clubs of Bridge NSW on that date.

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### 11. Withdrawal and Expulsion

- (1) A Member Club that gives notice in Writing to the Secretary that it no longer intends to be a Member Club ceases to be a member upon the receipt of such notice by the Secretary. Such a club may request that it be become an Associated Club. Otherwise, it will cease to be affiliated with Bridge NSW.

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- (2) If a Member Club or Associated Club fails to pay its subscription within ninety days from the date when the subscription first became due, the rights of that Member Club under clause 12 automatically cease to be exercisable. If the Member Club or Associated Club continues to be in default at the date of any subsequent Council Meeting, a resolution may be proposed at that meeting to:

- (a) remove the Member Club from the register of members;
- (b) to terminate the affiliation of the Associated Club.

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The resolution will be carried if supported by a majority of votes cast at that meeting.



- (3) Subject to clause 11(2) a Member Club may only be expelled or the affiliation of an Associated Club cancelled by a special resolution of the Council to that effect carried by seventy-five per cent of the votes eligible to be cast. In passing any such resolution the rules of natural justice are to be observed in all respects.
- (4) An expelled Member Club does not have any claim on the assets of Bridge NSW.
- (5) If a club ceases to be a Member Club or an Associated Club, the Treasurer will determine what amounts, if any, are owing either by the club to Bridge NSW, or by Bridge NSW to the club, and any debt assessed as a result of the determination (including set-off of mutual debts) shall be legally enforceable against the debtor.

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## 12. Rights of Member Clubs

A Member Club of Bridge NSW is entitled to:

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- (1) access the Company's Register of Member Clubs.
- (2) access minutes of general meetings.
- (3) participate in the appointment or election of Councillors in accordance with clause 18.
- (4) propose resolutions to be moved at a general meeting in accordance with Section 249N or call a general meeting in accordance with Section 249F of the Corporations Act.

## 13. Duties of Member Clubs and Associated Clubs

- (1) Member Clubs and Associated Clubs must:
  - (a) pay an annual Affiliation Fee to Bridge NSW, the amount being determined by the Board.
  - (b) not discriminate against individual members, or applicants for membership, on the grounds of race, sex, sexual orientation, physical or mental disability, age or religion.
 By-Laws may set out additional duties or obligations that apply to all clubs.

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## PART 4 – GENERAL MEETINGS

### 14. General meetings

- (1) A general meeting of the Company may be convened at any time:
  - (a) by the Council;
  - (b) by the Board; or
  - (c) at the request of Member Clubs entitled to at least five per cent of the votes eligible to be cast at the meeting. Such a request must be made to the Secretary in Writing, state any resolution to be proposed at the meeting, and be signed by an authorised officer of the Member Club or Clubs making the request.
- (2) The Secretary shall give at least twenty-one days' notice in Writing of the general meeting to Member Clubs (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given). In the case of a meeting held in accordance with clause 14(1)(c) the meeting must be called within twenty-one days of the request being received by the Secretary and be held not later than two months after receipt of the request.

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 It is a condition of membership of or affiliation to BNSW that Member Clubs and Associated Clubs: ¶  
 recoup any affiliation, capitation or similar fees paid to BNSW or the Australian Bridge Federation from their members separately from other member fees payable by the member; and ¶  
 do not otherwise create a financial incentive for members to nominate the club as their Home Club. ¶  
 By-Laws may set out additional requirements to implement clause 13(3). ... [1]

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- (3) The failure of any Member Club to receive notice of any meeting shall not invalidate any resolution passed at the meeting.
- (4) Each Member Club is entitled to appoint a representative to attend a meeting who is authorised to speak and to vote on behalf of the Club at the meeting. The Secretary must be informed of the appointment no later than 48 hours prior to the start of the meeting. The instrument appointing a representative must be in the form determined by the Secretary from time to time and be signed by an officer of that Member Club.
- (5) A proxy may be appointed in place of a representative who is unable to attend a meeting. The instrument appointing a proxy must be in the form determined by the Secretary from time to time, providing it complies with the requirements of the Corporations Act and is lodged with the Company no later than 48 hours prior to the start of the meeting. A Member Club may nominate the chair of the meeting as a proxy. An instrument appointing a proxy may specify the manner in which a proxy is to vote in respect of a particular motion and, where an instrument of proxy does do that, the proxy must vote that way.
- (6) The Board Chair may decide to conduct a general meeting by Virtual Meeting Technology.
- (7) If the Board Chair is not present or unable or unwilling to preside, the Directors present shall appoint one of their number present to chair the meeting.
- (8) In the absence of all Directors or if none of the Directors present are willing to preside, the Member Clubs present in person shall elect one of their number to chair the meeting.
- (9) A representative of a Member Club shall not be entitled to attend a meeting unless all monies due and payable to the Company under clause 13 are paid.
- (10) The quorum for a general meeting shall be five Member Clubs. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Member Clubs, shall be dissolved; in any other case it shall stand adjourned until such time as the chair of the meeting shall determine.
- (11) It is the duty of the chair of the meeting to preserve order and to endeavour to conduct all business before the meeting with due decorum and with the aim of achieving a speedy and proper result.
- (12) It is the duty of all participants to be respectful to the chair of the meeting, courteous to all participants, and to speak relevantly and succinctly on all matters under discussion.
- (13) The Council may, but is not required to, make By-Laws for the conduct of meetings, including such matters as adjournments, the taking of polls, and the acceptance and modification of motions.
- (14) The chair of the meeting shall have sole discretion to determine any procedural matter not regulated by this Constitution, any By-Law or by the Act.

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## 15. Annual General Meeting

- (1) An Annual General Meeting of the Company shall be held once a year in accordance with the provisions of the Corporations Act dealing with the holding of an annual general meeting.
- (2) The business to be transacted at an Annual General Meeting includes consideration of the financial reports and election of Councillors in accordance with clause 18.

**16. Voting at General Meetings**

- (1) The number of votes exercisable by a Member Club will be determined by reference to the number of Home Club Members of that club, as follows:

Number of Home Club Members	Number of votes per Member Club
0	0
1 – 99	1
100 – 199	2
200 – 399	3
400 – 999	6
1000+	10

- (2) A resolution at a general meeting will be passed:
  - (a) if it is a Special Resolution, if at least 75% of the votes cast are in favour of the resolution;
  - (b) otherwise, if a majority of the votes cast are voted in favour of the resolution.
- (3) The Board may determine that voting on a resolution shall be by postal or by electronic ballot. The Secretary shall notify the details of the ballot (including the closing date determined by the Board) to every Member Club provided that the failure of a Member Club to receive such details shall not invalidate the resolution.
- (4) A Member Club failing to exercise its vote (or votes) shall be deemed to have abstained from voting.

**Part 5 – THE Bridge NSW COUNCIL**

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**17. Role of Council**

The role of the Bridge NSW Council is to act as the voice of Member Clubs. Council has the following powers:

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- (1) To elect its own Chair.
- (2) To appoint additional Councillors in accordance with clause 18.
- (3) To appoint individuals as Directors of Bridge NSW.
- (4) To appoint an individual to act as the Chair of the Board.
- (5) To instruct the Bridge NSW Board to call a general meeting of the Member Clubs of Bridge NSW and to place items on the agenda of general meetings.
- (6) To approve any By-Laws, and any modifications to those By-Laws recommended to it by the Bridge NSW Board.
- (7) To add individuals to the honour roll in accordance with clause 33.
- (8) To expel Member Clubs in accordance with clause 11.

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In addition, the Council may request the Board provide it with an annual update on its strategy, budget, results and investments, and respond to questions from the Council. The Council can provide input to the Board on issues which will impact on the Member Clubs or their members but will not have authority to require the Board to take particular actions on such issues.

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## 18. Composition

- (1) The initial Councillors shall be appointed by the NSWBA. They shall serve as Councillors until elections for Councillors are held and a date fixed for their replacement by newly elected or appointed Councillors.
- (2) Thereafter, the Council shall consist of individuals nominated or appointed by Member Clubs or by the Council, as follows:
  - (a) One individual nominated by each of the three largest Bridge Clubs in NSW.
  - (b) At the sole discretion of the Council, one further representative nominated by the fourth largest Bridge Club in NSW.
  - (c) Eight representatives of all other Member Clubs.
  - (d) At the sole discretion of the Council, four additional representatives of all Member Clubs.
  - (e) At the sole discretion of Council, no more than two additional Councillors, in addition to the Councillors appointed or elected in accordance with clauses 18(2)(a) - (d) above.
- (3) Notwithstanding the mode of nomination, election or appointment under clause 18(2) Councillors do not represent the body or association which nominated, elected or appointed them and have a duty to make decisions in the best interests of Bridge in NSW.
- (4) By-Laws will:
  - (a) Set out the method by which the largest clubs will be identified for the purposes of clause 18(2) above.
  - (b) Establish constituencies for the nomination and election of Councillors.
  - (c) Make provision for modes of election and appointment of Councillors.
- (5) No employee of Bridge NSW may be a Councillor.

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## 19. Council Meetings

- (1) The Council will meet at least once in every calendar year.
- (2) The Councillors shall, at the first meeting after each Annual General Meeting of Bridge NSW, elect a Council Chair from among its own members.
- (3) The Secretary of Bridge NSW shall be the Secretary of the Council.
- (4) The Council Chair shall be responsible for determining the agenda and the conduct of meetings. A Councillor may request that the Council Chair place items on the agenda of any meeting.
- (5) The quorum for meetings of the Council shall be a simple majority of Councillors. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned until such time as the Council Chair shall determine as being the most convenient date and time for most Councillors to attend the meeting.
- (6) A Councillor who is unable to attend a meeting may nominate another Councillor as proxy for that meeting, provided that written notice of the proxy nomination is given to the Secretary prior to the meeting.
- (7) If the Council Chair is unable to attend a meeting, the Councillors present shall appoint one of their number present to chair the meeting.

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- (8) Save as provided in clauses 11(3), 26(2) and 33 a motion shall be carried if a majority of the votes cast are voted in favour of the motion. If the votes are tied, the motion shall be declared lost. The Council Chair shall have a deliberative but not a casting vote.
- (9) The Council Chair may decide to conduct a meeting by Virtual Meeting Technology.
- (10) The Council Chair may determine that voting on a resolution shall be by postal or by electronic ballot.
- (11) It is the duty of the Council Chair to preserve order and to endeavour to conduct all business before the meeting with due decorum and with the aim of achieving a speedy and proper result.
- (12) It is the duty of all Councillors to be respectful to the Council Chair, courteous to all participants, and to speak relevantly and succinctly on all matters under discussion.
- (13) By-Laws may make provision for the conduct of meetings, including such matters as adjournments and voting. The Council Chair shall have sole discretion to determine any procedural matter not regulated by this Constitution or By-Laws.
- (14) Any member of the Council who has a material personal interest in a matter that relates to the Company which would be required to be disclosed if they were a director of the Company, shall notify the Council of that interest. Such member shall neither participate in the deliberations of the matter by the Council nor exercise a vote on any resolution pertaining to the matter.
- (15) Members of the Board of Bridge NSW who are not Councillors must be given notice of meetings of the Council. They are entitled to attend the meeting and to speak but not entitled to vote.
- (16) Bridge NSW appointed Councillors of the Australian Bridge Federation who are not Councillors must be given notice of meetings of the Council. They are entitled to attend the meeting and to speak but not entitled to vote.
- (17) The General Counsel must be given notice of meetings of the Council. The General Counsel is entitled to attend the meeting and to speak but is not entitled to vote.
- (18) Other persons may be invited by the Council or by the Board to attend and to speak at a meeting of the Council in a non-voting capacity.

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## 20. Appointment of the Board Chair and Directors by the Council

- (1) The Board shall consist of the Board Chair and have a minimum of 2 and a maximum of 8 other Directors.
- (2) The initial Board Chair and Directors shall be appointed by the NSWBA. They shall serve until new Directors are appointed by the Council following the replacement of the initial Councillors by the newly elected or appointed Councillors in accordance with clause 18(2).
- (3) Thereafter, the Board Chair and Directors shall be those appointed by the Council. The Board Chair and Directors shall be elected by a majority of the votes cast by Councillors. In the event of a tied vote, an election shall be resolved by the drawing of lots.
- (4) No more than 4 Directors (including the Board Chair) may be members of Council.

- (5) The Council may establish criteria for appointment of the Board Chair and Directors, based on the skills required for the position and the policies that the Board intends to pursue. Such criteria may be published.

## Part 6 – THE BOARD OF DIRECTORS

### 21. Powers of the Board of Directors

- (1) Solely for the purpose of furthering the objects under clause 7, [Bridge NSW](#) has, in addition to any other powers conferred by the Act, the legal capacity and powers of a company limited by guarantee.
- (2) The powers of [Bridge NSW](#) are vested in the Board of Directors which may, subject to the provisions of this Constitution and the Act, do anything consistent with any of the objects of [Bridge NSW](#).
- (3) The Board shall appoint from its number a Treasurer. If two or more Directors offer themselves for office as Treasurer, a show of hands from the other Directors shall determine which candidate shall hold office.
- (4) The Secretary shall be responsible for informing ASIC of the membership of the Board, and of any changes to that membership.
- (5) In the event of the death, extended absence, resignation or termination of office of a member of the Board, the Board may co-opt another person to replace that member, subject to ratification of the appointment by the Council at its next meeting. The person appointed will serve on the Board for the remainder of the former member's term or such other term as the Council may approve.
- (6) The Board will be responsible for appointing individuals to represent NSW as Councillors of the Australian Bridge Federation Ltd.

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### 22. Board Meetings

- (1) The Board Chair shall chair meetings of the Board. If the Board Chair is unable to attend a meeting, the Directors present shall appoint one of their number present to chair the meeting.
- (2) The chair of the meeting shall have sole discretion to determine any procedural matter not regulated by this Constitution, the By-Laws or by the Act.
- (3) The quorum for meetings of the Board shall be a simple majority of the Directors.
- (4) The Secretary, or if the Secretary is not in attendance at a Board meeting another member of the Board, shall keep the minutes of the meeting, which must be signed by the Board Chair or other person chairing the meeting.
- (5) The Board Chair shall fix the dates of Board meetings and decide whether to hold a meeting by Virtual Meeting Technology.
- (6) The Board Chair may determine that voting on a resolution shall be by postal or by electronic ballot.
- (7) The Board has sole authority to enter into contracts on behalf of [Bridge NSW](#). Actual (but not implied) authority may be conferred by the Board on the Treasurer or on another person to be

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the signatory of contracts, or of contracts of a specified description, entered into by Bridge NSW.

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- (8) Any member of the Board who has a material personal interest in a matter that relates to the affairs of the Company shall make such notification to the Board as is required by the Act. Such member shall neither participate in the deliberations of the matter by the Board nor exercise a vote on any resolution pertaining to the matter.
- (9) If, by reason of illness or other substantial but temporary reason, an Officer is unable to discharge the duties of that office, the Board may delegate that Officer's performance of the duties to another member of the Board.
- (10) The General Counsel, if appointed, must be given notice of meetings of the Board. The General Counsel is entitled to attend the meeting and to speak but is not entitled to vote.

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### 23. Company Secretary

- (1) The Board must appoint one (or more) Secretaries.
- (2) A Secretary may be, but is not required to be, a Director or Councillor.
- (3) The Secretary of Bridge NSW shall be the Secretary of the Council and of the Board and, if in attendance at meetings, shall keep the minutes of the Council and Board meetings. The Secretary is entitled to speak at meetings but not to vote unless they are a Councillor or Director respectively.
- (4) The Secretary shall perform the statutory duties of a company secretary and must give such notifications to ASIC as are required by the Act.
- (5) The Secretary must perform duties imposed by this Constitution and the By-Laws, which include the conduct of elections, receiving and sending out notices to Member Clubs, and keeping a Register of Member Clubs.
- (6) The Board may allocate additional responsibilities to the Secretary including serving on a committee. If appointed to a committee, the Secretary is entitled to speak and vote at committee meetings.

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### 24. General Counsel

- (1) The Board may, if it so desires, appoint a person entitled to practise law or being a current, reserve or retired Judicial Officer of the State or Commonwealth as General Counsel for a term of no more than two years and being eligible for reappointment for further terms.
- (2) The General Counsel is entitled to attend and to speak at all meetings of the Council and the Board but shall not be entitled to vote at such meetings. If appointed a member of a committee of the Board, the General Counsel shall be entitled to speak and vote at meetings of that committee.
- (3) For the purpose of section 9 of the Corporations Act the General Counsel is not an Officer of Bridge NSW but a person providing advice in the proper performance of functions attaching to the person's professional capacity.

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## **25. Committees**

- (1) The Board shall have authority to appoint standing or limited term committees, to settle the terms of reference of any committee and to settle the reporting obligations of that committee.
- (2) A person appointed to a committee need not be a member of the Board or a member of a Member Club or an Associated Club.
- (3) The Board may remove a member of a committee at any time and appoint additional members of a committee to fill a vacancy.
- (4) Subject to any direction by the Board, a committee may determine its own procedures and may decide to hold a meeting by Virtual Meeting Technology.
- (5) All committees shall have the power to co-opt. The appointment of a co-opted person may be terminated by either the committee making the appointment or the Board.

## **Part 7 – Termination and Term Limits**

### **26. Termination of Office**

- (1) Should a Councillor, Officer or a committee member:
  - (a) resign by notice in Writing to the Secretary;
  - (b) be convicted of an offence punishable by a term of imprisonment of at least five years or be disqualified by ASIC from acting as a Director;
  - (c) be an undischarged bankrupt or not be in full compliance with the terms of a personal insolvency agreement;
  - (d) become subject to an order made under the law of New South Wales relating to mental health; or
  - (e) be absent from two consecutive meetings of the Council, the Board or of the committee on which the member serves without obtaining either prior approval or subsequent ratification by the Council, Board or committee for the absences;such person shall, subject to the provisions of the Act, cease to be a Councillor, Officer or committee member (as the case may be).
- (2) The Council shall have the power to suspend or remove a Director from office, subject to at least 75% of all Councillors voting in favour of a resolution to do so.

### **27. Term Limits**

- (1) By-Laws will establish the term of service on the Council or Board, and procedures for replacing Councillors or Directors who are unable to complete their term of service.
- (2) The maximum term for which a Councillor or Director can be elected or appointed is 2 Years. However, Councillors or Directors can be elected or appointed for multiple Terms.
- (3) Subject to clause 27(5), the maximum number of Years that an individual can serve as either a Councillor or Director is 10 Years. A Councillor or Director cannot be elected or appointed for a term of appointment that will result in the individual serving as either a Councillor or Director for a total period exceeding 10 Years.
- (4) The total period of 10 Years specified in clause 27(3) need not be contiguous.



- (5) If an individual ceases to be a Councillor or Director for at least 5 Years, service as a Councillor or Director prior to their 5-year break in service will not count for the purposes of determining their period of service under clause 27(3).

## Part 8 – FINANCE AND PROPERTY

### 28. Expenses and Investments

- (1) Apart from reimbursement of expenses reasonably incurred, no payment may be made, directly or indirectly, to an Officer or Councillor for services provided in the performance of their duties under this Constitution.
- (2) The Board may by ordinary resolution authorise reasonable payment to an Officer or Councillor for the performance of services beneficial to Bridge NSW which were not undertaken in performance of their duties as Officer or Councillor under this Constitution.
- (3) The funds of Bridge NSW shall be held in a bank account or accounts in the name of Bridge NSW and invested in accordance with the legal standards of business prudence required by the Trustee Act 1925 (NSW).

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### 29. Accounts

- (1) The Board shall cause proper accounts to be kept with respect to:
- (a) all sums of money received and expended by Bridge NSW and the matters in respect of which such receipts and expenditures occur;
- (b) all sales and purchases by Bridge NSW; and
- (c) the assets and liabilities of Bridge NSW.

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The Board shall cause to be prepared and laid before the Annual General Meeting the financial reports of the Company in accordance with Part 2M-3 ('Financial Reporting') of the Act. A copy of the financial reports shall be sent to every Councillor and to every Member Club no less than seven days before the date of the meeting unless a Councillor or Member Club has elected in Writing not to receive a copy.

### 30. Auditor

- (1) If required under the Act, the Directors must appoint one or more persons to the office of auditor of the Company unless the Member Clubs at a general meeting have appointed an auditor.
- (2) The auditor of the Company is entitled to receive notice of, attend and be heard at general meetings of the Company.

### 31. Operations

- (1) The Board may engage employees or contractors to assist in the management and administration of Bridge NSW as it considers necessary.
- (2) The Board may undertake or sponsor marketing, commercial or other promotional activities as it considers appropriate.

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- (3) The Board may recommend to Council for approval such By-Laws, rules and regulations as it sees fit for the operation of Bridge events held under the auspices of Bridge NSW.
- (4) The Board may appoint tournament organisers, directors and other officials for Bridge events held under the auspices of Bridge NSW.

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### 32. Indemnity and Insurance

- (1) Every Councillor, Director and committee member shall be indemnified out of the assets of Bridge NSW against any liability personally incurred in their capacity as Councillor, Director or committee member to the maximum extent permissible under the Act.
- (2) Bridge NSW may pay insurance premiums on behalf of its Officers in respect of liabilities incurred by them arising out of their office to the maximum extent permissible under the Act.

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## Part 9 – HONOUR ROLL

### 33. Appointment to honour roll

- (1) Individuals who have performed exceptional services to Bridge in New South Wales shall be appointed to the honour roll.
- (2) Appointment to the honour roll shall be effected by a resolution of the Council that is passed by at least seventy-five per cent of the votes cast.
- (3) All life members of the NSWBA as of Completion Date shall be automatically elected to the honour roll of Bridge NSW as of that date.

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## Part 10 – CONSTITUTIONAL MATTERS

### 34. By-Laws

- (1) The Board may propose new By-Laws, or modifications to existing By-Laws, for approval of Council on any matter relating to the organisation of Bridge events held under the auspices of Bridge NSW and to the conduct of business by Bridge NSW, provided that in the event of any inconsistency this Constitution shall prevail. Council may approve or reject new By-Laws, or modifications to existing By-Laws, proposed by the Board. Council may not approve new By-Laws, or modifications to existing By-Laws, which have not been proposed by the Board.
- (2) If a By-Law provides for the imposition of a penalty on an individual, no penalty shall be imposed unless the principles of natural justice have been observed in determining the basis of its imposition.
- (3) The Board may promulgate practice directions, rules and other instruments relating to the practice and administration of Bridge NSW, provided that in the event of any inconsistency this Constitution and the By-Laws shall prevail.

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### 35. Constitutional Amendments

- (1) This Constitution may be amended by a Special Resolution.

### 36. Distribution of Bridge NSW Assets on Winding-Up

Upon the winding up of Bridge NSW:

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(1) If there is a surplus after payment of debts and discharge of liabilities, the assets of Bridge NSW shall:

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(a) be transferred to any organisation having not-for-profit status which has objects substantially identical to Bridge NSW, such organisation to be approved at or before the time of dissolution by a resolution to that effect, carried by a Special Resolution to that effect;

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and in default of (a)

(b) be transferred to some organisation pursuing charitable objects under Australian law, such organisation to be determined at or before the time of dissolution by a Special Resolution;

and in default of (b)

(c) be determined by a Court of New South Wales having jurisdiction in the matter.

(2) If there is a deficiency each Member Club being a Member Club at the time when the Special Resolution to wind up Bridge NSW was passed or a court order made, undertakes to contribute an amount not exceeding ten dollars to the payment of the debts and discharge of the liabilities of Bridge NSW.

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## Bridge NSW Limited Constitution Explanatory Notes

These explanatory notes are provided to assist readers of the Constitution understand the reason for certain provisions in the Constitution. They do not form part of the Constitution.

### Terminology

Under the Constitution, Bridge Clubs affiliate with [Bridge NSW](#) and pay an Affiliation Fee to [Bridge NSW](#). Clubs which affiliate with [Bridge NSW](#) can be:

- Associated Clubs (intended for very small entities but can also be adopted by clubs which do not wish to be members of [Bridge NSW](#)).
- Member Clubs which are the members of the Company, Bridge NSW Limited and have the rights and duties of a member under the Corporations Act.

Whilst there are a number of technical differences between the two categories, the main difference is that Associated Clubs are not entitled to a vote at general meetings of [Bridge NSW](#).

### Creation of [Bridge NSW Council](#)

[Bridge NSW](#) has adopted a two-tiered governance structure:

- a smaller skills-based Board of Directors, which is the board of Directors of [Bridge NSW](#) under the Corporations Act,
- a larger [Bridge NSW Council](#).

The purpose of the [Bridge NSW Council](#) is to be the voice of the Member Clubs throughout the state. The [Bridge NSW Council](#) has a number of functions, but its most important function is to ensure that the [Bridge NSW Board](#) includes people with the right skills to run [Bridge NSW](#).

### Voting Rights

The Constitution adopts voting rights for Member Clubs based on number of Home Club Members. In developing the scale of voting rights, many alternate models were considered, including three broad models based on size:

- One vote per club.
- One vote per Home Club Member per club.
- A variable model which recognised size, but ensured the larger clubs would not be able to control [Bridge NSW](#). Various alternative versions of the variable model were considered before selecting the version that has been adopted.

Another model based on activity levels was also considered but was overly complex and created significant anomalies.

The one vote per club model was considered to be undemocratic and unfair to the larger and mid-size clubs. However, the one vote per Home Club Member model had the potential to give a small number of the largest clubs in NSW a right of veto over any changes to the Constitution and the ability to exercise an unreasonable level of influence over the activities of [Bridge NSW](#). The variable model adopted is a mid-point between these two models that recognises the importance and scale of the larger clubs whilst ensuring they do not have an unreasonable level of influence.

### Large club representation on Council

The Constitution provides that [each of](#) the largest Member Clubs in NSW have the right to appoint [one](#) member to the [Bridge NSW Council](#). This is intended to [balance out the impact of the variable voting rights on the larger clubs by ensuring that their representation on Council is reflective of their scale. It also ensures that members of those clubs who are willing to volunteer to join the Council are able to do so whilst preventing those clubs from having undue influence over the activities of Bridge NSW.](#) At the time of adoption of the Constitution it was expected that the representation of those Clubs on Council would [approximate their](#) share of underlying members.

The purpose of providing Council the option to nominate an additional large club is to give Council flexibility to deal with situations where two clubs are of similar size.

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#### Election of representatives of clubs

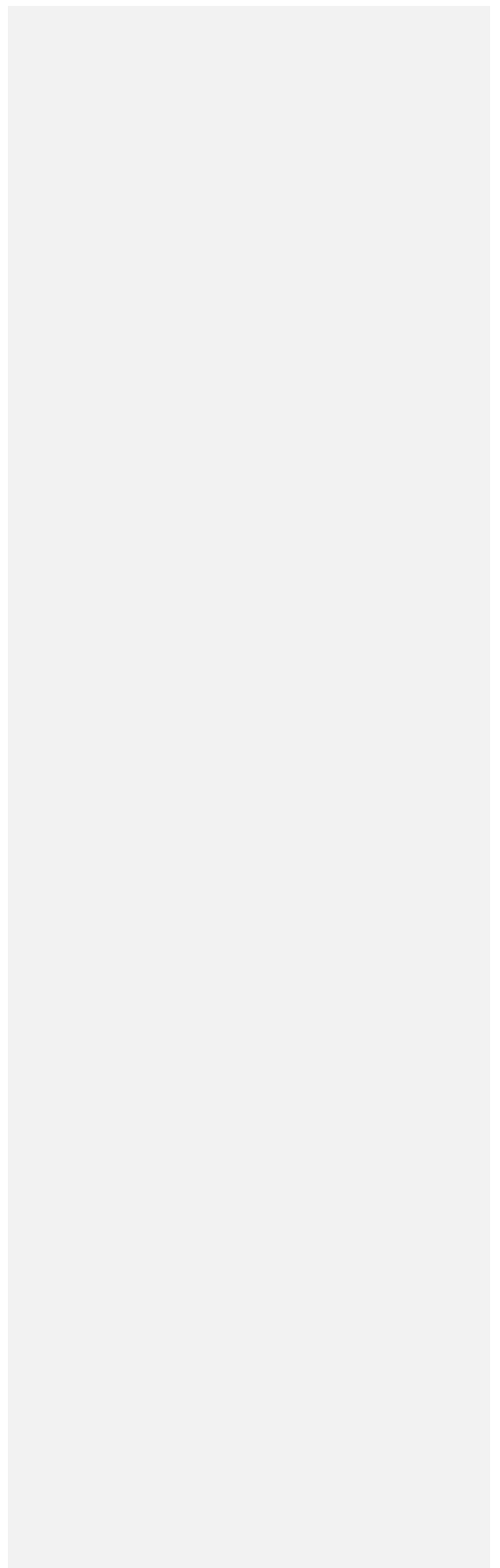
The Constitution gives the Council wide powers to determine how Councillors are appointed or elected to represent clubs, other than large club representatives via By-Law. Whilst it was expected that it would be done via election, most likely with constituencies, the Constitution does not prescribe this. This was done to enable future flexibility.

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#### Restriction on number of Councillors who may be Directors

In order to ensure the majority of Councillors, as the oversight body for the Board, are independent from the Board, the Constitution requires that the maximum number of Councillors who can be appointed as Directors is four. There is no requirement for any Councillors to be appointed as Directors. Council is an elected representative body, the Board is an appointed body with membership focussed on individual and collective skills.

**Deleted: Charging of affiliation / capitation fees**  
Clause 13 of the Constitution requires clubs to charge affiliation / capitation fees charged to members separately from other membership fees. This was designed to address concerns that at the time of incorporation of BNSW, different mechanisms were adopted for recovery of affiliation / capitation fees that had the potential to disadvantage some clubs or members.  
¶  
The principle inherent in this clause is that members should be able to select their Home Club based solely on their preference as to the Club they wish to represent and that no club should be able to create a financial incentive for members to select it as their Home Club.  
¶  
The By-Laws include various clauses that are designed to ensure that implementing this condition does not do impose any significant burden on clubs. ... [2]



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