

Corporations Act 2001 Company Limited by Guarantee

Constitution of New South Wales Bridge Association Limited

ACN 000 438 648

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Corporations Act 2001 Company Limited by Guarantee

Constitution of NEW SOUTH WALES BRIDGE ASSOCIATION LIMITED ("Company")

1. Preamble

- A. The **NEW SOUTH WALES BRIDGE ASSOCIATION LIMITED** ("the Company") has been operating as a Public Company Limited by Guarantee in the State of New South Wales under the provisions of its Memorandum and Articles of Association both dated the 18th day of October, 1963 ("the old Constitution") and both originally registered in New South Wales on the 18th day of October, 1963 pursuant to that State's then existing "Companies Act, 1961" and as amended since their original registration and the incorporation of the Company.
- B. The current Council of the Company immediately prior to the date of adoption of this new Constitution having been mindful of the changes in Corporation legislation since 1963 both in New South Wales and Australia, proposed to the Company's membership that this new Constitution be adopted in lieu of the previous Memorandum and Articles of Association comprising "the old Constitution" with the intention that this new Constitution be the operative Constitution for the Company from the date of its adoption by the Company

2. Name

The name of the company is New South Wales Bridge Association Limited ACN 000 438 648.

3. Old Constitution Displaced

The old Constitution does not apply to the Company and is displaced in its entirety by this new Constitution upon its adoption by the Company.

4. Replaceable Rules Excluded

The replaceable rules contained in the Corporations Act 2001 (Cth) do not apply to the Company and are displaced in their entirety by this constitution.

5. Definitions and Interpretation

- (1)
 - (a) "the Act" means the Corporations Act 2001 (Cth)
 - (b) "the Company" means the New South Wales Bridge Association Limited ACN 000 438 648.
 - (c) "the Council" means the Council of the Company.
 - (d) "Councillor" means a member of the Council and includes the meaning assigned to "Director" by Section 9 of the Act.
 - (e) "the Seal" means the common seal of the Company.
 - (f) "State" means the State of New South Wales.
 - (g) "member" includes "life member" as hereinafter defined unless the expression "life member" is specifically used in the same context.
 - (h) "financial member" means a member whose annual subscription fee has been paid within the time limited by Clause 13(4) of this Constitution.
 - (i) "register" means the register of members to be kept pursuant to Section 168 of the Act.
 - (j) "month" means calendar month.
 - (k) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise. "office" means the registered office for the time being of the Company.
 - (l) "bridge" means the games of contract bridge and auction bridge and all other variations or derivations of such games.
 - (m) Words importing the singular number only include the plural number and vice versa.
 - (n) Words importing the masculine gender only include the feminine and neuter genders.
 - (o) Words importing persons include corporations.
 - (p) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act in 1897 as in force at the date at which this Constitution is adopted by the Company.
 - (q) "Secretary" means the Secretary of the Company.
 - (r) "Poll" means a secret ballot.
 - (s) "registered address" means the address appearing in the register as the address of the member shown therein.
 - (t) "Constitution" means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.
 - (u) "Special Resolution" means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Corporations Act.
 - (v) "Telecommunications Meeting" means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Councillor at a meeting of Council or each Voting Member at a meeting of members to communicate with any other participant.

- (w) Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;

6. Objects

The Objects for which the Company is established are:

- (1) To promote the game of bridge and to foster interest in the said game:-
 - a. by organizing and conducting championships and other tournaments;
 - b. by co-operating with any persons bodies or organisations whatsoever connected with bridge in all States of the Commonwealth of Australia and in other countries;
 - c. by striving for close national and international agreement in matters of laws, regulations, ethics and procedure;
 - d. by assisting the individual bridge player and/or group of bridge players through rulings and advice on bridge laws, ethics and procedure;
 - e. by undertaking any other activities that, in the opinion of the Company, are for the advancement of bridge.
- (2) To engage such managers, tournament directors, superintendents, accountants and other employees as shall be required and found necessary for the proper working and carrying on of the Company and for the furtherance of its Objects and any one or more of these managers and employees at its pleasure to discharge.
- (3) To engage in the enterprise of conducting a bridge club or clubs which enterprise shall include the provision of social facilities for members at the discretion of the Company as well as arranging and supervising duplicate bridge upon conditions determined by the Company and for these purposes to implement the powers conferred generally by this Constitution and also at the Company's discretion to acquire an appropriate licence under the Liquor Act of the State of New South Wales and for this purpose to appoint a nominee trustee or custodian to hold such licence on behalf of the Company as provided by the said Act.
- (4) To do all such other acts deeds matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above Objects or any of them.

7. Powers

Solely for furthering the Objects under clause 6, the Company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

8. The Income and Property of the Company

The Income and Property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the persons who at any time are or have been

members of the Company or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member thereof or other person in return for any services actually rendered to the Company to prevent the payment of interest at the rate of interest currently charged upon overdrafts by the Commonwealth Bank of Australia on money lent or reasonable and proper rent for premises demised or let by any member of the Company to the Company but so that no member of the Council shall be appointed to any salaried office of the Company or any office of profit under the Company and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company. Provided that the provision last aforesaid shall not apply to payments to any non-profit making company or public company in which a member of the Council may be a shareholder director or employee or to any payments made in the normal course of business and for valuable consideration to a private company or firm of which a member of the Council may be a director employee shareholder or proprietor or to any individual Councillor provided that the Council shall be unanimously of the opinion that such payment or payments is to the benefit and advantage of the Company.

9. Distribution of Assets of Company on Winding up

If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 8 hereof such body or bodies to be determined by members of the Company at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

10. Liability of Members

- (1) The liability of the members of the Company is limited
- (2) Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member for the payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and the costs, charges and winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of Twenty dollars (\$20.00).

11. Registered Office of Company

The registered office of the Company is Level 1 / 162 Goulburn Street, East Sydney, in the State of New South Wales, 2010 or such other place as the Council may determine.

12. Members

- (1) The number of members which the Company may admit to membership is unlimited.
- (2) The members of the Company shall be classified as follows:-
 - a. Ordinary members;
 - b. Life members;
 - c. Honorary members.
- (3) The ordinary members shall consist of all members admitted to membership of the Company by resolution of the Council or the Company in general meeting upon such terms as to nomination and entry fee as the Council or the Company in general meeting may from time to time determine and upon payment of the prescribed subscription fee.
- (4) The life members shall consist of all ordinary members who shall be voted life members by a resolution of the Company in general meeting made pursuant to a recommendation of the Council and they shall enjoy all the rights of and be subject to all the obligations of ordinary members except that they shall be exempted from the payment of the annual subscription fee.
- (5) Honorary members shall be persons so designated by resolution of the Council not being ordinary or life members of the Company. Honorary members shall be entitled during the term of their honorary membership, which unless renewed by resolution of the Council shall not exceed six months without renewal by resolution of the Council, to enjoy without payment of any fees the right of membership of the Company.
- (6) During the period of their honorary membership and subject to the above paragraph honorary members shall be bound by the Constitution of the Company and its By-Laws except that their names shall not be entered upon the register and they shall not be liable to make any contribution in the event of the winding-up of the Company as provided by Clause 10.
- (7) The Council shall have the right to refuse membership to any person without being obliged to disclose the reasons for such refusal.
- (8) A register of the members of the Company shall be kept by the Council in accordance with Section 168 of the Act. Such entry on the register shall be prima facie proof of membership of the Company.

13. Annual Subscription Fee

- (1) All ordinary members shall be liable to pay to the Company an annual subscription fee in an amount fixed by resolution of the Council.
- (2) The annual subscription fee so payable by ordinary members may be varied by resolution of the Council provided that no variation shall have a retrospective effect.
- (3) The Council may by resolution reduce the annual subscription fee payable by specified classes of ordinary members as defined in the resolution concerned.
- (4) The annual subscription shall be payable within three (3) calendar months from the date of the annual general meeting of the Company or before the 31st day of January in the

next following year, whichever date shall first occur. In default of the payment accordingly a member shall be deemed to be an unfinancial member.

- (5) The Council shall have the right by resolution to remove the name of an unfinancial member from the register without notice. Until so removed, an unfinancial member shall retain all the rights and obligations of membership of the Company except the right to vote at meetings of the Company and provided further that the right to pay table money at members' rates shall cease forthwith.
- (6) The name of the unfinancial member continuing in default of payment of the annual subscription fee up to the date of the next succeeding annual general meeting shall be deemed to have been removed from the register on the day immediately following the said date of the next succeeding annual general meeting.

14. General Meetings

- (1) A general meeting shall be held at such time and place as may be prescribed by the Council in accordance with Section 250N of the Act.
- (2) The general meetings referred to in Clause 14(1) above shall be termed annual general meetings; all other general meetings shall be termed extraordinary general meetings.
- (3) The Council may, whenever it thinks fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 249D of the Act.
- (4) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice twenty one days' notice at the least (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) specifying the place, the day, and the hour of meeting shall be given, together with:
 - a. All information required to be included in accordance with the Act;
 - b. In the case of a proposed Special Resolution, the intention to propose the Special Resolution and the general nature of that business;
 - c. Where applicable, any notice of motion received from any member in accordance with the Act.
- (5) Notice shall be given in accordance with clause 22 and the Act to such persons as are under this constitution entitled to receive such notice from the company; but with the consent of all members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit, provided that the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings of that meeting.
- (6) All business shall be deemed special that is transacted at an extraordinary general meeting. The only business which may be transacted at an extraordinary general meeting is the business of which the meeting has been convened.
- (7) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided fifteen members present in person shall be a quorum.

- (8) If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week particulars of which adjournment shall be communicated in writing by the Secretary to all financial members prior to the adjourned date, at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall be a quorum.
- (9) The Chairman of the Council shall preside as chairman at every general meeting of the Company. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose someone of their number to be chairman.
- (10) The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.
- (11) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members, present in person or by proxy entitled to vote. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.
- (12) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- (13) In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be declared lost and the Chairman shall not be entitled to a second or casting vote.
- (14) Each member entitled to vote may vote in person or by proxy or by attorney. Except for the demanding of a poll, only members present in person shall vote on a show of hands and every such member shall have one vote. Upon a poll every member present in person and every member represented by proxy or attorney shall have one vote. No person present as the representative of a member, whether himself a member or not, shall be entitled to represent more than one member, whether by proxy or by attorney.
- (15) A member who is of unsound mind, or whose person or estate is liable to be dealt with in any way under the laws relating to mental health may vote, on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.

- (16) No unfinancial member shall be entitled to vote at any general meeting of the Company. No person whose name does not appear on the register shall be entitled to vote at any such meeting.
- (17) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- (18) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (19) Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy may be in form determined by the Directors from time to time provided it complies with the requirements under the Corporations Act.
- (20) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (21) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

15. Powers and Duties of the Council

- (1) The management of the Company shall be vested in the Council which may exercise all such powers of the Company in pursuance of its objects as are not, by the constitution, required to be exercised by the Company in general meeting, subject nevertheless to any provision of the constitution and to the provisions of the Act and to such directions, being not inconsistent with the aforesaid constitution or Act, as may be prescribed by the Company in general meeting; but no direction to Council made by the Company in general meeting shall invalidate any prior act of Council which would have been valid if that direction had not been made.
- (2) Without limiting the generality of Clause 15(1) the Council may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property and to issue debentures or other securities, and to make by-laws to regulate such matters as the Council is specifically by this constitution empowered to regulate by-law.

- (3) The Council shall consist of the Chairman, the Treasurer, not more than six Ordinary Councillors, and between four and six Councillors appointed in accordance with clause 15(4) hereof and the by-laws to this constitution (hereinafter referred to as the "Zonal Councillors"). All members of the Council must satisfy the conditions in clause 15(5) below. The duties of the respective members of the Council shall be as determined from time to time by resolution of the Council.
- (4) The Zonal Councillors, if any, shall be the person or persons elected by the bridge clubs affiliated with the New South Wales Bridge Association in each of the geographic zones shown in the by-laws, the zones to be defined from time to time by the Council and stated in the by-laws to this constitution. Any change to the by-laws relating to the election of Zonal Councillors proposed by the Council must be approved by a majority of all current Zonal Councillors.

Zonal Councillors must satisfy all of the following criteria:

- a. They must meet the conditions in clause 15 (5) below;
- b. They must have been nominated in writing, in accordance with the procedures in the by-laws, by the President or the Secretary of at least one bridge club located within the zone they are seeking to represent;
- c. They must have consented to their nomination in writing prior to their election; and
- d. They may only represent one zone at a particular time.

So far as the elections of the Zonal Councillors are concerned:

- If there is only one candidate for a position that person will be elected unopposed without the need for any poll to be conducted.
- If there is no candidate for a position, then the position will be treated as a casual vacancy and may be filled by the Council in accordance with Clause 15(10).
- If there is more than one candidate for a position, a poll will be held in accordance with procedures to be set out in the bylaws. The member bridge clubs of each zone will be each allotted a certain number of votes prior to the election on a basis to be defined from time to time by the Council and stated in the by-laws, which votes cannot be split between candidates, but must be exercised, if at all, in favour of a particular candidate. The poll will be decided on a "first past the post" basis, and in the event of there being an equal number of votes cast for the candidates, or no votes cast for any candidate, the matter will be decided by drawing lots.

- (5) No employee of the Company or other person holding an office of profit under the Company shall be eligible for membership of the Council. In addition:
 - a. The Chairman, the Treasurer and all Ordinary Councillors must be financial members of the Company;
 - b. Zonal Councillors shall not be required to be financial members of the Company; however, they must be financial members of a bridge club that is affiliated with the New South Wales Bridge Association and is located within the zone that they are seeking to represent.
- (6) The Council, excluding the Zonal Councillors who are elected under clause 15(4), shall be elected at each annual general meeting of the Company. The elections shall be conducted in the following order:

- a. the election of the Chairman;
- b. the election of the Treasurer;
- c. the election of Ordinary Councillors.

Voting shall in all cases be by poll.

- (7) Upon a poll for the election of Ordinary Councillors a vote for more than the number to be elected or for less than such number minus two shall not be valid. Voting procedures may be defined from time to time by the Council and stated in the by-laws.
- (8) The Council, including the Zonal Councillors, and the Honorary Solicitor shall hold office until the conclusion of the elections at the next succeeding annual general meeting.
- (9) All nominations for election to the Council other than as Zonal Councillors must be proposed and seconded in writing by financial members of the Company and delivered to the Secretary at least seven calendar days before the time of the annual general meeting. Each nominee must at the time of his nomination signify in writing his willingness to accept nomination. If insufficient nominations have been received at the expiration of the period stipulated those persons then duly nominated shall be deemed elected and nominations for the remaining vacancies shall be accepted at the annual general meeting provided that the nominees accept nomination personally or in writing and are proposed and seconded by financial members of the Company.
- (10) The Council shall be empowered between annual general meetings of the Company to make an appointment to fill any vacancy in the Council howsoever occurring so that the total number of Councillors shall not at any time exceed the number fixed in accordance with this constitution. Any person appointed to fill the casual vacancy must satisfy the criteria set out in clause 15(5). Any Councillor so appointed shall hold office as specified by clause 15(8) where he shall be eligible for re-election.
- (11) The Company may by special resolution remove any Councillor before the expiration of his period of office and may with the exception of the Zonal Councillors by special resolution appoint another person in his stead not being an employee or holding an office of profit under the Company; the person so appointed shall hold office only until the next succeeding annual general meeting where he shall be eligible for re-election. A resolution to remove a Zonal Councillor will not take effect until nominations have been called for their replacement and if there is a candidate or candidates for the position, an election has been held.
- (12) The office of Councillor shall become vacant if the Councillor:-
 - a. is declared bankrupt or makes any arrangement or composition with his creditors generally;
 - b. ceases to meet the conditions in clause 15(5);
 - c. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - d. resigns office by notice in writing to the Council;
 - e. absents himself from two consecutive meetings of Council unless authorised by resolution of Council made not later than the first of the two consecutive meetings referred to so to absent himself;
 - f. is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in the manner required by section 191 of the Act;

- g. is convicted of any criminal offence.

The Councillor whose office becomes vacant, or who is removed pursuant to Clause (11), shall not be eligible for reappointment to Council by the Council in exercise of its powers under clause (10) above or in the case of the Zonal Councillors for renomination by an affiliated bridge club.

- (13) All cheques promissory notes drafts bills of exchange and other negotiable instruments shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Council from time to time determines, except that at least two signatures shall be necessary.

(14)

- a. The Council shall be empowered to exercise certain disciplinary powers over members. Such powers shall consist of the power to caution, to censure, to suspend from membership for a specified time, to expel from membership, to refuse renewal of membership, to reject or omit to invite the entry of any member for any bridge tournament or other function or functions of whatsoever nature conducted by or under the auspices of the company and generally to deprive any member of any of the rights and privileges of membership. A member suspended from membership shall not during the period of such suspension be entitled to exercise any of the rights of membership but shall nevertheless remain a member. In no case shall a member be suspended for a longer period than three months.
- b. Those disciplinary powers of Council that are subject to the right of appeal shall only be exercised by majority decision at a duly convened meeting of Council. In the exercise of its disciplinary powers the Council may act on the oral or written report of a Councillor or tournament director or on the written complaint of any member addressed to Council. In all such cases the member against whom the report or complaint is made shall be entitled to be heard before a decision is reached by Council.
- c. The Council may make rules in connection with the operation of any premises used by the Company, such rules to include but not to be limited to matters of dress or conduct of members while on such premises. Failure of a member to observe such rules shall be grounds for disciplinary action.
- d. In cases where the conduct dress or presence of a person is considered to be grossly offensive he may be requested to leave the premises and if refusing may be summarily ejected on the authority of a Councillor, the tournament director or the person apparently in charge of the premises at the time. Action taken under this paragraph shall not constitute the exercise of the disciplinary powers of Council.
- e. Except where the disciplinary decision is that of caution or censure the member penalised shall have the right of appeal to the Appeals Board referred to in clause 15(15), provided written notice of appeal is lodged with the Secretary within seven days of receipt of notification of the Council's decision. Such notification of decision, whether oral or written, shall include advice to the member of his right of appeal under this Article and shall request the submission of the panel of nominees referred to in clause 15(15). If appropriate, the written undertaking referred to in the seventh paragraph hereof shall also be requested. The Council at its discretion may at any time extend the period during which the notice of appeal must be lodged.

- f. Upon receipt of the notice of appeal within the time stated or allowed, the decision appealed against shall not be implemented until the appeal is heard, provided that the Council at its discretion may require a written undertaking from the member that, pending the hearing of the appeal (and without admission of liability), the act or omission in respect of which the disciplinary powers have been invoked will not be repeated. If such undertaking is required, the member shall be so informed in the notification of the Council's decision and any notice of appeal thereafter lodged shall not be valid unless accompanied by such undertaking. Any breach of this undertaking shall be a matter which the Appeals Board shall take into account when the appeal is heard.
- g. Any tournament director employed by the company for any bridge tournament conducted by the Company who imposes any of the penalties prescribed by the International Laws of Duplicate Bridge as varied from time to time by the Company shall not be deemed to be exercising the disciplinary powers of the Council. The decision of any such director, including the express or implied reasons for such decision, shall not form the basis of any cause of action whether at law or in equity by any member of the Company against the Company or against such director or against any other member.

(15)

- a. The Appeals Board shall be comprised of three persons being the Chairman of Council, the Honorary Solicitor and one other member of the Company, such member to be nominated by Council from a panel of three nominees submitted by the appellant member with his notice of appeal. Any member nominated shall be a member (not being a Councillor) of at least five years' standing. If the member so nominated is unwilling or unable to act, or if no person or persons are duly nominated by the appellant, then the third member of the Board shall be nominated by Council, being a member (not being a Councillor) of at least five years' standing. Such member, whether nominated by Council or the appellant, shall not be taken to be the advocate or representative of his nominator.
- b. If the Chairman of Council is a complainant or otherwise unable to act, the Council shall appoint one of its members to the Board in his stead. If the Honorary Solicitor is a complainant or otherwise unable to act, the Council shall appoint a member of the Company being a duly qualified barrister or solicitor of not less than five years' practice in his stead or if no such member is available, the Council in his stead shall appoint one of its number.
- c. The Honorary Solicitor or his alternative shall be the chairman of the Board and in his absence the members of the Board may choose their own chairman. The decisions of the Board shall be reached by majority vote.
- d. The Appeals Board shall be convened by the Secretary as soon as practicable after the receipt of due notice of appeal. The Board shall review the disciplinary action taken by the Council and may uphold or reject the appeal and/or at its discretion vary the Council's decision. The Board shall be entitled to request the appearance of any member and to take evidence from any member or other person and the appellant may be represented before the Board by a barrister or solicitor, who shall have the power to question other parties appearing before the Board only at the discretion of the Board during its pleasure. The Council may also be represented in proceedings before the Board by a barrister or solicitor (being a member of the Company) or by one of its number.

- e. The decision of the Board shall be binding upon the Council, who shall forthwith implement it. There shall be no appeal from such decision to the Council. A general meeting may direct the Council not to implement or to vary the decision of the Board provided that the requisition to call such meeting shall be delivered to the Council not later than seven days after the decision of the Board has been delivered, and such direction shall be binding on Council.
 - f. All proceedings of the Council and all correspondence and communications to and from the Council and all proceedings of the Appeals Board and all correspondence and communications to and from the Appeals Board pursuant to this constitution shall be absolutely privileged for the purpose of the Defamation Act 2005 of the State of New South Wales or any statute amending or replacing the said Act and shall in no case whatsoever give rise to any cause of action whether at law or in equity by any member against the Company or by any member against any other member or by any member against any person or persons who may be involved in proceedings before the Council and/or the Appeals Board pursuant to this Constitution.
- (16) The Council may delegate any of its powers to committees consisting of such Councillor or Councillors as it shall think fit and may grant any committee permission to co-opt members who are not Councillors. Any committee so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed upon it by the Council and its decisions shall at all times be subject to ratification by the Council, unless specifically relieved from this obligation by Council, in advance.
- (17) A committee may elect a chairman of its meetings who shall be a member of the Council. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their number being a member of the Council to be chairman of the meeting.
- a. Notwithstanding any other provision contained in this Constitution, it is expressly declared and acknowledged that if the Council shall delegate any of its powers to a committee entitled "NSWBA Congress Disciplinary & Ethics Committee" where such committee is charged with the supervision and enforcement of an authorised "Code of Conduct" and / or "Ethics" pursuant to relevant New South Wales Bridge Association Limited Tournament Regulations, it will not be necessary for such committee's chairman or its acting chairman or any member of such committee, to be a member of Council.
- (18) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the resolution shall lapse and the chairman shall not have a second or casting vote.
- (19) The Council shall meet to conduct the business of the Company, using any technology consented to by all the Councillors, not less than four times in the period between annual general meetings and not less than once every 13 consecutive weeks. Any four Councillors may requisition a meeting of Council within seven days by delivery of a written notice of requisition to the Secretary.
- (20) The procedure to be followed at meetings of Council shall be determined from time to time by the Council except that each meeting shall be attended by a quorum of Councillors and shall be presided over by a chairman. A quorum shall consist of not less than the integer next greater than one-half the number of Councillors. The chairman shall

be the Chairman of Council or, in his absence or unwillingness to act, any member chosen by the meeting.

(21)

- a. A Councillor shall declare to the Council any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Councillor becomes aware of their interest in the matter.
- b. Where a Councillor declares a material personal interest or in the event of a related party transaction, that Councillor must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Council.
- c. In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Council or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

(22) Questions arising at any meeting of Council shall be determined by a majority of votes. In case of an equality of votes the resolution shall lapse and the chairman shall not have a second or casting vote.

(23) In the event that a quorum of Councillors cannot be obtained on three separate occasions within any one period of six consecutive weeks the remainder of Councillors may act to convene a general meeting of the Company but for no other purpose.

(24) All acts done by any meeting of Council or of a committee appointed by Council or by any person acting as a Councillor shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Councillor or person acting as aforesaid or that they or any of them were disqualified from so acting be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

(25) The Council shall cause minutes to be made and kept according to the Corporations Act.

(26) The Council shall cause all correspondence received by the Company to be kept in files provided for this purpose until authorised by a resolution of Council to destroy same. The Council shall also cause copies of all correspondence proceeding from the Company to be kept under the same conditions as correspondence received.

(27) Communications of whatsoever nature to or by the Council or to or by any of its Committees if reasonably incidental to the business of the Company shall not give rise to any cause of action by one member of the Company against another or against the Company and shall be privileged within the meaning of the Defamation Act 2005 of the State of New South Wales.

16. Telecommunication Meetings of the Company

(1) Telecommunication Meeting

A General Meeting or a Council Meeting may be held by means of a Telecommunication Meeting, provided that:

- a. the number of members or Councillors (as applicable) participating is not less

than a quorum required for a General Meeting or Council Meeting (as applicable); and

b. the meeting is convened and held in accordance with the Corporations Act.

(2) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 16.

(3) Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

- a. all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- b. each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- c. at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- d. a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chairman;
- e. a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the chairman of leaving the meeting; and;
- f. a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairman.

17. The Seal

The Council shall provide for safe custody of the seal, which shall only be used by the authority of Council and every instrument to which the seal is affixed shall be signed by two Councillors and shall be countersigned by the Secretary or by some other person appointed by the Council for the purpose.

18. Honorary Solicitor

(1) The appointment of the Honorary Solicitor to the Company shall be made at the annual general meeting of the Company in like manner as the appointment of Councillors and in like manner shall be vacated as specified by clause 15(8). The Honorary Solicitor shall be elected at each annual general meeting in like manner as Councillors. The Honorary Solicitor must be a financial member of the Company, but shall not by virtue of his office be disqualified from performing all legal work incidental to the business of the Company at the discretion of the Council and from rendering an account for professional costs and

charges to the Company relative thereto and his office shall not thereby be deemed an office of profit under the Company.

- (2) The Honorary Solicitor shall not be eligible during the currency of his office for appointment to the Council.
- (3) If the office of Honorary Solicitor becomes vacant between annual general meetings, the Council may appoint an Honorary Solicitor to hold office until the time specified by clause 15(8) .
- (4) The Honorary Solicitor's office shall become vacant on the happening of any of the circumstances numbered (a) (b) (c) (d) (f) or (g) in Clause 15(12).

19.Accounts

- (1) The Council shall cause proper accounts to be kept with respect to:-
 - a. all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - b. all sales and purchases of goods by the Company;
 - c. the assets and liabilities of the Company.
- (2) The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Councillors and no member (not being a Councillor) shall have any right to inspect any account or book or paper of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.
- (3) In accordance with Section 298 of the Act the Council shall cause to be prepared and laid before the annual general meeting such profit and loss accounts balance sheets and reports as are referred to in that Section and are applicable to the affairs of the Company.
- (4) A copy of every profit and loss account and balance sheet (including every document required by law to be attached thereto) which is to be laid before the Company in General Meeting shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Company.

20.Auditor

The duties of the Auditor shall be determined by Council subject to Sections 327B and 327C of the Act. No member of the Company shall be appointed Auditor, except that a member of the Company may be an employee of the Auditor and where a firm is Auditor, a member of that firm, not being the member who conducts the audit, may be a member of the Company.

21.By Laws

- (1) Making and amending by-laws

- a. In addition to by-laws made under clauses 15(2), 15(4) & 15(7) the Council may from time to time make by-laws:
 - i. that are required to be made under this Constitution; and
 - ii. which in its opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those by-laws.
- b. The Company in General Meeting may amend, repeal or replace any by-law made by the Council without affecting the validity of acts or decisions made by the Council or anyone authorised to act pursuant to that by-law.
- c. The by-laws referred to in clauses 15(2), 15(4), 15(7) & 21(1)a take effect 28 days after the service of the by-law on the member and shall be of force and effect on that date.

(2) Effect of by-laws

A by-law:

- a. is subject to this Constitution;
- b. must be consistent with this Constitution;
- c. when in force, is binding on all members and has the same effect as a provision in this Constitution; and
- d. may be overruled if a resolution to that effect is passed by the members at a General Meeting

22. Service of Documents

(1) Document includes notice.

In this clause 22, document includes a notice.

(2) Methods of service on a member

The Company may give a document to a member:

- a. personally;
- b. by sending it by post to the address for the member in the register or an alternative address nominated by the member; or
- c. by sending it to a facsimile number or electronic address nominated by the member.

(3) Methods of service on the Company

A member may give a document to the Company:

- a. by delivering it to the registered office;
- b. by sending it by post to the registered office;
- c. by sending it to a facsimile number or electronic address nominated by the Company.

(4) Post

A document sent by post if sent to an address:

- a. in Australia, may be sent by ordinary post and is assumed to be received the fourth business day after the date of its posting; and
- b. outside Australia, or sent from an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the eighth business day after the date of its posting.

(5) Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- a. be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- b. have been delivered on the business day following its transmission

(6) Notice of every general meeting shall be given in some manner hereinbefore authorised to all members of the Company. No other persons shall be entitled to receive notices of general meetings.

23. Affiliation

The Company by resolution of Council may grant affiliation to any bridge club or organisation in the State upon such terms as the Council may determine. The Company by similar resolution may at any time withdraw any such grant of affiliation or vary any such terms. Such affiliation shall be an expression of the Company's intention to assist the body affiliated in the terms of the Company's Constitution, but shall not constitute membership of the Company.

24. Indemnity

Every Councillor, Honorary Solicitor or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such Councillor, Honorary Solicitor or other officer in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.