



**NSW Bridge Association**  
*The home of bridge in Sydney and NSW*



**New South Wales Bridge Association Limited**  
**ACN 000 438 648**

**Consultation on Proposed Constitution and By-Laws  
of Bridge NSW Limited**

**The NSW Bridge Association is seeking your input on the  
proposed Constitution and initial By-Laws of the new state peak  
body, Bridge NSW Limited.**

**Please consider the attached information and let us know your  
views by no later than 31 March 2024.**

[This page is intentionally blank]



29 February 2024



## Letter from Chairs

### To the NSW Bridge Community

On behalf of the NSWBA Council and the BNSW Proxy Board, we are delighted to advise that at its Annual General Meeting held yesterday, the members of the NSWBA voted to approve the Separation Proposal to separate the peak body functions of the NSWBA from its bridge club operations.

The NSWBA Council and the BNSW Proxy Board believe the separation is in the best interests of bridge in NSW. The current structure under which the members of one club have all the votes at general meetings of the peak body for NSW is undemocratic and unfair for the other 140+ Bridge Clubs in NSW. Once implemented, the separation will:

- Give all clubs in NSW a fair say in the operation of the peak body, BNSW.
- Simplify the structure, resulting in two entities that are simpler and focused on their very different stakeholders.
- Ensure that BNSW will commence operations with sufficient funds to grow and develop the NSW bridge community.
- Give BNSW the access it needs to the Goulburn Street Property to host state championship and similar events whilst ensuring that no portion of Affiliation Fees are used to meet the costs of the property which is mainly, but not exclusively, used by the Sydney Bridge Club (Club).
- Gives BNSW a share of any proceeds if Club ever sells or leases part or all the property.
- Ensures the future viability of Club which is important for the wider NSW bridge community as well as being vital for the members of Club.



### We need your input

Whilst separation is now approved, we need your input on the proposed Constitution to be adopted by BNSW and its initial By-Laws. Attached is a summary of the proposed governance arrangements and the draft Constitution and Initial By-Laws of BNSW. Before these documents are finalised, we want to hear from you, the NSW Bridge Community on these vital documents. Comments can be provided by individual players or on behalf of clubs. **Please review these documents and ensure that any comments you have are provided to us by 31 March at the latest.**

Finally, we would like to acknowledge the huge efforts that have occurred over many years by Councillors and other volunteers to bring us to this stage. This is an exciting development for bridge in NSW.

As always, we thank you for your continued support and we look forward to hearing your feedback.

Yours faithfully

**Mary Anne Loveridge**  
Chairman  
NSWBA

**Glenda Parmenter**  
Chair  
BNSW Proxy Board

[This page is intentionally blank]

# Summary of Proposed Constitution and By-Laws

## 1. Introduction

Currently the peak body for bridge in NSW is the New South Wales Bridge Association Limited (NSWBA). In addition, NSWBA runs a separate bridge club which trades under the name of Sydney Bridge Centre and operates from premises at Goulburn Street in Sydney as well as at Canada Bay (in joint venture with the Strathfield Bridge Club). Whilst NSWBA is the peak body for all clubs in NSW, the members of the NSWBA legal entity are predominantly members who play at the Sydney Bridge Centre and some tournament players. The vast majority of bridge players in NSW are not members of the NSWBA and have limited representation on the board of NSWBA via the appointment of zonal councillors to the Council.

The members of the NSWBA voted to separate the peak body functions of the NSWBA from its bridge club operations at their AGM on 28 February 2024. Under the separation, a new peak body, Bridge NSW Limited (BNSW) will be incorporated and all clubs in NSW will have the opportunity to become Member Clubs or Associated Clubs of BNSW.

**The purpose of this document is to seek input from the 140+ Bridge Clubs around NSW and their members on the proposed Constitution and initial By-Laws of BNSW before they are adopted.** It does not seek input on other aspects of the separation which have been negotiated on behalf of all clubs by the BNSW Proxy Board and been approved unanimously by the NSWBA Council (including all elected zonal councillors). It was approved by NSWBA members at their AGM.

Capitalised terms and certain abbreviations used in this document have the defined meanings set out in the draft Constitution.

## 2. BNSW Constitution and By-Laws

The BNSW governance arrangements and other required statutory matters will be set out in the Constitution and By-Laws of BNSW. Changes to the Constitution require a 75% vote of Member Clubs in favour whilst changes to the By-Laws can be made by the BNSW Council. As a result, to the extent permitted by law, several aspects of the governance arrangements have been documented in the By-Laws, not the Constitution.

In the rest of this summary, unless otherwise stated, the relevant requirement is set out in the Constitution.

## 3. Membership of BNSW

Bridge Clubs in NSW which satisfy the membership criteria will be entitled to become Member Clubs or Associated Clubs of BNSW. Membership will be limited to clubs, and BNSW will not have individuals as members.

Most Bridge Clubs will become Member Clubs rather than Associated Clubs which entitles them to vote at general meetings and other rights and obligations of members of a company incorporated under the Corporations Act. The Affiliation Fee for Member Clubs and Associated Clubs is proposed to be the same.

Certain entities may become Associated Clubs. This includes Bridge Clubs with less than 10 members (however such clubs may apply to become Member Clubs in certain circumstances). Associated Clubs will not be members of BNSW and as a result, do not have the right to vote at general meetings of BNSW or other rights and obligations of being a member of BNSW.

All Member Clubs and Associated Clubs will be affiliates of BNSW and obliged to pay Affiliation Fees to BNSW and capitation fees to the Australian Bridge Federation on behalf of their Home Club Members.

#### 4. BNSW purpose and objectives

The draft Constitution proposes the following purpose and objectives for BNSW.

##### **Purpose**

Foster a vibrant and inclusive bridge playing community across New South Wales through leadership, advocacy and support.

##### **Objectives**

- Advance the playing and enjoyment of bridge.
- Drive the development of bridge skills.
- Support Bridge Clubs to be successful.
- To represent NSW bridge players within Australia and to exercise the rights of NSW as a state association under the constitution of Australian Bridge Federation Ltd.
- 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.

#### 5. Voting rights

The proposed Constitution sets out that voting rights of Member Clubs at general meetings of BNSW will be variable, depending on the number of Home Club Members of the Member Club, as follows:

<b>Number of Home Club Members<sup>1</sup></b>	<b>Number of votes per Member Club</b>
0	0
1 - 99 <sup>2</sup>	1
100 - 199	2
200 - 399	3
400 - 999	6
1000+	10

In proposing the above voting rights, many alternative 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 BNSW. Various alternative versions of the variable model were considered before selecting the above model.

Other models based on activity levels were also considered but were considered more complex to implement and lacked a nexus to the financial contribution made to BNSW via membership fees.

---

<sup>1</sup> Note: For the purposes of determining the number of Home Club Members for an individual club, for clubs with more than one club number in the ABF Masterpoints Centre, it will be based on the total number of Home Club Members of the legal entity, not separately for each club number.

<sup>2</sup> There are currently five Affiliated Clubs with zero members and a further 12 clubs with less than 10 members (see section 3 above), many of which may not become Member Clubs. However, if the clubs with one to nine members are approved as Member Clubs, they will be entitled to 1 vote.

The following table demonstrates the allocation of votes to different size clubs depending on the model selected:

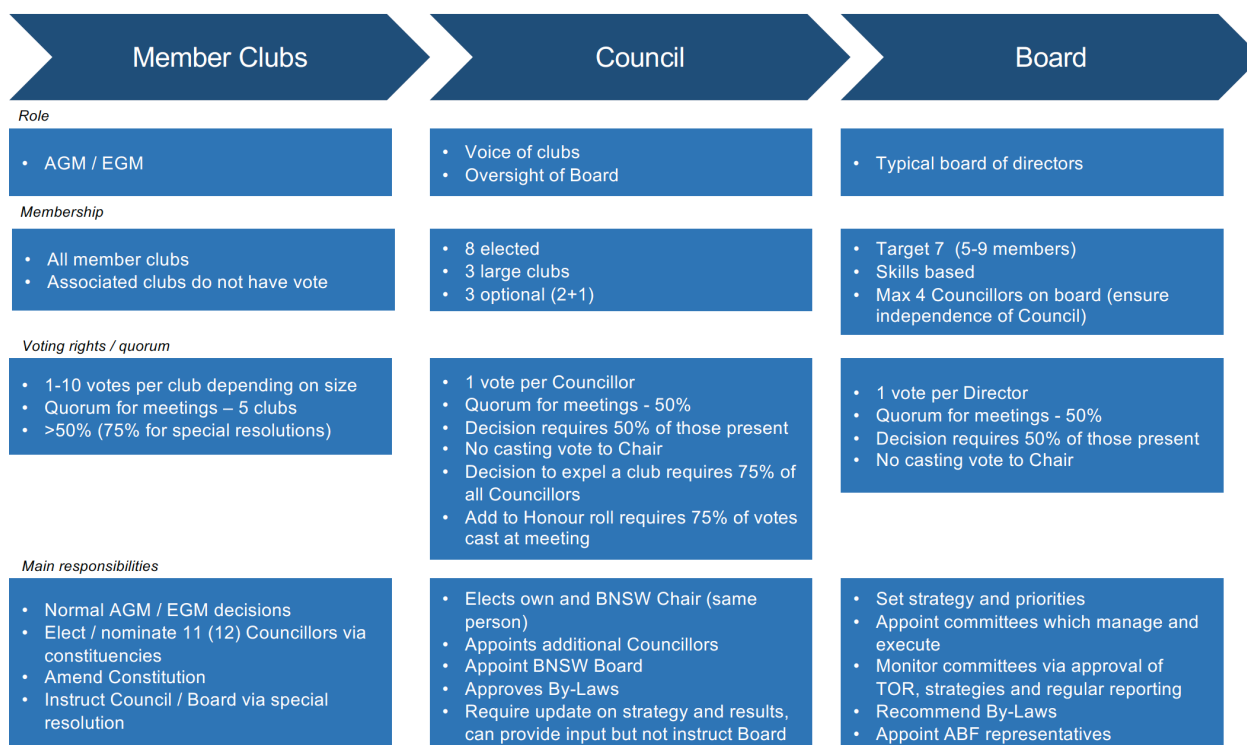
Number of Home Club Members	Number of clubs	One Vote Per Club	One vote per Home Club Member	Variable model (as adopted)
10 - 99 <sup>3</sup>	96	74.4%	34.6%	51.1%
100 - 199	23	17.8%	26.7%	24.5%
200 - 399	6	4.7%	12.4%	9.6%
400 - 999	3	2.3%	13.5%	9.5%
1000+	1	0.8%	12.8%	5.3%
	129	100.0%	100.0%	100.0%

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 would have given the largest clubs a right of veto over any changes to the Constitution and the ability to exercise an unreasonable level of influence over the activities of BNSW. The variable model proposed 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.

## 6. BNSW Governance Structure

BNSW will have a two-tiered governance structure:

- a smaller skills-based Board of Directors, which will be the Board of BNSW under the Corporations Act.
- a larger BNSW Council to be the voice of the 140+ clubs throughout the state.



<sup>3</sup> Excludes clubs with less than 10 members as expected most will be Associated Clubs.

The governance structure seeks to find the right balance in the influence of larger clubs on the activities of BNSW:

- By reducing the number of votes allocated to the larger Member Clubs compared to their number of Home Club Members to ensure they do not have undue influence as set out in 5 above.
- Whilst giving the 3 (or potentially 4) largest Member Clubs the right to nominate a Councillor as described in 7 below. This is intended to partially balance out the adverse impact of the variable voting rights on the larger clubs by ensuring that their representation on Council recognises their scale. However, it does not give those Member Clubs undue influence over the activities of BNSW and based on a Council size of 11-14 their membership of Council would be less than their proportionate share of underlying members (but more than their share of votes).<sup>4</sup>

## **7. BNSW Council**

The draft Constitution proposes that the BNSW Council:

- Will have 11-14 members, the majority of whom are to be nominated or elected by the Member Clubs.
- Will meet at least once per year (currently proposed to be two physical meetings per year).
- Will elect its own Chair.
- Will appoint the BNSW Board and the Chair of the Board. It is expected that in practice the same person will be appointed as Chair of the Council and Board, but the Constitution leaves flexibility for separate individuals to hold the two roles.
- Will have the authority to instruct the BNSW Board to call a general meeting of the Member Clubs of BNSW and to place items on the agenda of general meetings.
- Will be authorised to approve any By-Laws recommended to it by the BNSW Board and approve any modifications to the By-Laws. It does not have power to make or modify By-Laws without a board recommendation, but the Member Clubs in general meeting can amend or terminate any BNSW By-Law.
- Approve individuals for inclusion in the honour roll.
- Will be the body responsible for expelling Member Clubs in certain circumstances.

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

Importantly, whilst the Constitution delegates certain responsibilities to the Council which are normally dealt with in general meetings, in particular the appointment of Directors, the primacy of the Member Clubs in general meeting and the Board as the governing body under the Corporations Act is protected. Council's role is an oversight rather than a management role with its most important responsibility being to ensure that the BNSW Board has the right skills and expertise to manage the operations of BNSW.

### **Membership of the BNSW Council**

Arrangements for appointment of members of Council are set out in the Constitution and a draft By-Law:

- The three Member Clubs with the highest number of Home Club Members will be considered a large club. In addition, at its sole discretion, Council may, but is not required to identify one further Member Club as a large Club. Each large club will have the right to nominate a member of Council. The method of selection of such members will be a matter for each of the large clubs. 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. It is not expected that this discretion will be routinely exercised.
- An additional 8<sup>5</sup> members will be elected to represent the remaining Member Clubs split into two constituencies based on size of club.
- All elected Councillors will serve terms of two Years, with arrangements in place in the first Year to stagger the initial appointments such that not all Councillors stand down at the same time.
- Council may appoint up to two additional Councillors not otherwise appointed.

BNSW Board members who are not Councillors, and the General Counsel will be entitled to attend but not vote at Council meetings. Council may invite other individuals to attend Council meetings on a non-voting basis.

---

<sup>4</sup> On current membership numbers.

<sup>5</sup> The Constitution allows for 8 to 12 elected Councillors to allow for future flexibility. However, the initial By-Laws limit this to 8 elected Councillors.



The first elections of members of BNSW Council will be held in the first half of 2025 and the first meeting of the elected BNSW Council will be held within 2 months of that election. An interim Council will be appointed by NSWBA Council on Completion Date pending the first elections.

### **Constituencies for election of Councillors**

The draft By-Law proposes that BNSW Member Clubs will be divided into two constituencies for the purpose of holding elections:

- Member Clubs with less than 100 Home Club Members.
- Member Clubs with 100 or more Home Club Members, excluding Large Clubs.

It also proposes that the BNSW Council may develop a process to identify potential candidates to be encouraged to nominate for election as Councillors. In identifying candidates for either position, it should consider the diversity of the current Councillors, Board Directors and proposed candidates. For this purpose, diversity includes diversity between city and regional representation as well as level of bridge skill from club level player through to tournament players.

**This model is a change from the current model of appointment of zonal councillors to represent five geographic regions.** The zonal model has not been proposed as based on past experience, there are often multiple excellent candidates in one region and a shortage of quality candidates willing to stand in another.

An alternative model where there was one metropolitan constituency and one regional constituency was considered, but representation by size was considered preferable. However as noted above, in identifying candidates to stand for Council or be appointed to the Board, Council will consider diversity between city and regional representation.

## **8. BNSW Board**

The BNSW Board will be the Board of BNSW under the Corporations Act.

On Completion Date, the NSWBA Council will appoint an initial BNSW Board to serve until the first meeting of the BNSW Council meeting after the first Council election is held. The current NSWBA Council expects that members of the BNSW Proxy Board will form the nucleus of the initial BNSW Board.

Once the BNSW Council is elected, the BNSW Board will be required under the Constitution to have a minimum of three Directors and a maximum of nine Directors. It is expected to have around seven Directors. The Directors will be appointed by the BNSW Council, including the Chair of the BNSW Council who will also be the Chair of the BNSW Board unless otherwise agreed by the BNSW Council. Each Director will be appointed for a maximum term of two Years, with arrangements made to ensure the terms of Directors do not all end at the same time. The Directors will be selected based solely on their skills to perform the role of a director of BNSW. In the event of a vacancy on the BNSW Board, the BNSW Board will be authorised to appoint a replacement Director for the remaining term subject to ratification by Council at its next meeting.

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.

Importantly, clubs will now nominate or elect the majority of members of BNSW Council who will appoint all BNSW Directors.

## 9. Possible condition

Clause 13 of the Constitution sets out an optional clause that would impose a condition on becoming a Member Club or Associated Club of BNSW with regards to the method by which Clubs on-charge the BNSW affiliation and ABF capitation fees to their members. **The NSWBA Council has not reached any decision on whether to include this clause and is seeking feedback from NSWBA affiliated clubs.**

The background to this optional clause is a concern expressed on behalf of multiple clubs that the current membership fee structures adopted by many Clubs place smaller Clubs at a significant disadvantage as well as disadvantaging members of multiple clubs. An example of their concern might be an individual who lives in a regional location (or a part of Sydney) that is served by two clubs. She joins club A, plays there twice weekly and considers club A to be her home club. After some time, she also elects to join club B and plays there once a fortnight with friends. Club A charges an annual membership fee of \$60, discounted to \$20 if it is not the member's home club (discount is equal to the annual Affiliation and Capitation Fees). Club B charges a single annual membership fee of \$60, irrespective of whether it is the member's home club. Whilst she feels more closely aligned to club A, the member reluctantly nominates club B as her home club to save \$40 per year.

In this situation, Club A loses nothing financially as the \$40 would have been paid to the ABF and BNSW if she had nominated it as her home club. However, many smaller clubs feel that this arrangement places them at a competitive disadvantage to larger clubs and contributes to a loss of connection to their members as well as a loss of votes under the new BNSW Constitution.

In situations where a bridge player joins two clubs, both of which do not provide any discount for members which do not nominate the club as their home club, some bridge players feel they are effectively paying affiliation and capitation fees twice, with the club which is not their home club receiving a "windfall" from not having to pay those fees.

The optional clause would seek to prevent these issues by making it a condition of becoming a Member Club or an Associated Club that clubs recoup any affiliation 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.

If adopted, the BNSW Proxy Board expects that this requirement would not impose any significant burden on clubs. The proposed By-Laws include various alternatives that are designed to ensure that implementing this condition does not do so. It also allows Clubs time to implement (to 1 January 2026). Feedback is welcome if clubs identify any implementation issues that they consider the By-Law does not address.

In deciding whether to adopt this optional clause, the NSWBA Council will consider feedback from clubs, seeking to balance the adverse impact of current arrangements on clubs which separate out these fees against the consequences of imposing restrictions on the business model of some clubs and the risk of unforeseen impacts of such restrictions.

### Alternate wording

An alternate wording that could be adopted for clause 13(3)(b) would delete the word financial so that it reads *"do not otherwise create an incentive for members to nominate the club as their home club."*

This wording would prevent Clubs from creating alternate incentives for bridge players to select their club as their Home Club. The NSWBA Council seeks feedback on whether this alternate wording is preferred over the proposed wording.

## 10. Other matters

Other matters addressed in the Proposed Constitution include:

- Normal clauses necessary to ensure BNSW is classified as a not-for-profit entity for tax purposes.
- Normal clauses to address Corporations Act requirements.
- The creation of an honour roll to recognise present or past members of the bridge community for exceptional service to the state peak body. All existing NSWBA life members will be added to the honour roll in the first year.

## **11. Other BNSW By-Laws**

It is intended that initial By-Laws will be adopted as follows:

- A By-Law setting out criteria for acceptance of Member and Associated Clubs.
- A By-Law to ensure that BNSW does not compete unreasonably with the 140+ clubs around NSW. This By-Law places restrictions on BNSW's ability to host events or congresses or organise education activities which compete unreasonably with Clubs.
- A By-Law to adopt other current NSWBA By-Laws for the conduct of tournaments and congresses with effect from Completion Date.

A draft of each of these proposed By-Laws is attached.

Under the Constitution, adoption or modification of By-Laws are proposed by the BNSW Board and require approval of the Council.

[This page is intentionally blank]



**Bridge NSW Limited  
Proposed Constitution**

[This page is intentionally blank]

*Note text in red italics below are comments to explain clauses. They will be deleted before Constitution is finalised.*

## 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.

The Company recognises Aboriginal and Torres Strait Islander peoples as the First Australians and custodians of the lands of Australia and acknowledges the continuing relationship between Aboriginal and Torres Strait Islander peoples with traditional lands and waters.

## Part 1 – INTRODUCTORY

### 1. Name

The name of the Company is Bridge NSW Limited ACN XXX XXX XXXX (in this Constitution referred to as BNSW).

### 2. Registered Address

The address of the registered office of BNSW is [TBC], 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. BNSW 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 BNSW by a Bridge Club which is a Member Club or an Associated Club of BNSW.

**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 BNSW in accordance with clause 9.

**BNSW (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 which has, as at least one of its activities, the playing of Bridge.

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

**Completion Date** means [TBC]

**Constitution** means this document.

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

**Council** means the Council of BNSW, as defined by clauses 17 and 18.

**Councillor** means a member of the Council of BNSW.

**Director** means a member of the Board of BNSW.

**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 BNSW. By-Laws will prescribe the method of calculating the Home Club membership of each club for the purposes of this Constitution.

*This definition deliberately avoids mention of the ABF Masterpoints Centre. The link to the Masterpoints Centre is made in the By-Law. This approach of not referencing external organisations or documents in the Constitution is adopted in other places in the Constitution.*

**Member Club** means a Bridge Club which is accepted by BNSW as a member of the Company:

- (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.

A Member Club is a member of BNSW for the purposes of Chapter 2F of the Corporations Act (members' rights and remedies).

*This definition of Member Club is designed to get around the problem that an unincorporated Bridge Club has no separate legal personality and is unable to enter into contracts under its own right. If an unincorporated Bridge Club fails to nominate a representative, it will have no rights (or duties) under the Constitution and will be an Associated Club.*

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

**Officers of BNSW** means the Board Chair, Treasurer, Secretary and Directors of BNSW who are the officers of BNSW for the purpose of section 9 of the Act.

**Register** means the register of Member Clubs 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.

**Secretary** means the Secretary of BNSW.

**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 BNSW**

### **7. Objects**

The objects of BNSW are to:

- (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 BNSW shall be applied solely towards the promotion of the Objects.
- (2) No portion of the income or property of BNSW 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.

## **Part 3 – MEMBERSHIP**

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

- (1) The initial Member Club of BNSW is the NSWBA.

- (2) By-laws shall set out the criteria for acceptance as a Member Club or Associated Club of BNSW.
- (3) The Member Clubs of BNSW 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 BNSW Board.
- (4) All Member Clubs and Associated Clubs will be affiliated clubs of BNSW 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 BNSW. 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 receive advice and assistance from BNSW but will be neither entitled to membership rights, nor subject to membership duties, under this Constitution.
- (6) The Board shall have exclusive jurisdiction to determine whether the criteria for membership of or association with BNSW are satisfied.
- (7) The Secretary will maintain a Register of the Member Clubs of BNSW in conformity with the Act.

#### **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 Clubs affiliated with NSWBA on the day after Completion Date with more than 10 members which 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 shall become Member Clubs on the later of the day after Completion Date or the date the written authority is received by the Secretary, unless an officer of that club gives written notice to the Secretary before that date of its intention not to become a Member Club.
- (3) All other Affiliated Clubs of the NSWBA (other than NSWBA itself) on the day after Completion Date shall become Associated Clubs of BNSW on that date.

*Clause (2) is designed to address the fact that Unincorporated Associations have no separate legal form. As a result, they cannot be members of BNSW in their own right. Instead, the member is one of the "committee" of the Club. BNSW cannot accept unincorporated associations as members without the confirmation described in (2) above.*

*In order to accept clubs as Member Clubs and create the Member Register of BNSW, BNSW will need to know:*

- The proper legal entity name of each club
- Its registered address (or equivalent)

- Its legal form (i.e. whether it is a company, incorporated association, an unincorporated association or some other type of entity).
- If it is an unincorporated entity, the name, contact details and address of the person who will become the member of BNSW on behalf of the club.

*BNSW does not currently have that information for about 30% of clubs. It will request the above information from those clubs shortly. If a club fails to reply, in accordance with clause (3), it will initially be classified as an Associated Club pending receipt of the information.*

## **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 cease 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 BNSW.
- (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..

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 BNSW.
- (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 BNSW, or by BNSW 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.

## **12. Rights of Member Clubs**

A Member Club of BNSW is entitled to:

- (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 BNSW, 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.

- (2) By-Laws may set out additional duties or obligations that apply to all clubs.

**Optional additional clause – for consultation:**

- (3) It is a condition of membership of or affiliation to BNSW that Member Clubs and Associated Clubs:
  - (a) 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
  - (b) do not otherwise create a financial incentive for members to nominate the club as their Home Club.
- (4) By-Laws may set out additional requirements to implement clause 13(3).

## **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. 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 pursuant to 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.
- (2) The failure of any Member Club to receive notice of any meeting shall not invalidate any resolution passed at the meeting.
- (3) 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.
- (4) 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.

- (5) The Board Chair may decide to conduct a general meeting by Virtual Meeting Technology.
- (6) 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.
- (7) In the absence of all Directors or if the Directors present are unwilling to preside, the Member Clubs present in person shall elect one of their number to chair the meeting.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.

## 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 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 BNSW COUNCIL**

### **17. Role of Council**

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

- (1) To elect its own Chair.
- (2) To appoint additional Councillors in accordance with clause 18.
- (3) To appoint individuals as Directors of BNSW.
- (4) To appoint an individual to act as the Chair of the Board.
- (5) To instruct the BNSW Board to call a general meeting of the Member Clubs of BNSW 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 BNSW Board.
- (7) To add individuals to the honour roll in accordance with clause 33.
- (8) To expel Member Clubs in accordance with clause 11.

In addition, the Council may request the Board provide it with an annual update on its strategy and results of its operations 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.

*There are two chairs under the BNSW Constitution: the chair of the Council and the chair of the Board. Whilst it is expected that typically one person will be elected to both positions, it is not required under the Constitution to allow for flexibility. The Constitution distinguishes between the two offices by using the terms Board Chair and Council Chair.*

### **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 pursuant to 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 BNSW may be a Councillor.

*Note – all the detail of how the Councillors are appointed / elected is set out in By-Laws so that other than the specific items set out above the composition of Council and the method of appointment can be changed as needed. The By-Laws state that the extra 4 Councillors in clause (2)(d) will not be appointed at this time under the By-Laws. The Constitution includes this clause to give flexibility to increase the size of the Council in the future if desired. The words deliberately say “representatives of all Member Clubs” and do not specify whether any would be allocated to large clubs.*

## **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 BNSW, elect a Council Chair from among its own members.
- (3) The Secretary of BNSW 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.
- (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 direct or indirect pecuniary interest in a contract or proposed contract to which BNSW is or may be a party shall make such notification to the Council as is required by the Act. 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 BNSW 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) BNSW 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.

## **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, BNSW 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 BNSW 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 BNSW.
- (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.

*Note there is no Constitutional requirement that the ABF representative be a Board or Council member, even though it is likely they will be.*

## **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 BNSW. Actual (but not implied) authority may be conferred by the Board on the Treasurer or on another person to be the signatory of contracts, or of contracts of a specified description, entered into by BNSW.
- (8) Any member of the Board who has a direct or indirect pecuniary interest in a contract or proposed contract to which BNSW is or may be a party 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.

### **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 BNSW 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.

### **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 BNSW but a person providing advice in the proper performance of functions attaching to the person's professional capacity.

### **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.

*This is a broadly drafted clause, designed to confer maximum discretion on the Board in establishing committees. It is assumed that committees will report to the Board, but there is discretion to approve a reporting line to the Council, if needed.*

*Note it does not require committee members or chairs to be Directors.*

## **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).

*Note the By-Law states that 50% of the first elected Councillors and Directors will have a term of 1 Year to ensure that not all Councillors or Directors rotate each Year. However, this is not mandated in the Constitution.*

## 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 BNSW which were not undertaken in performance of their duties as Officer or Councillor under this Constitution.
- (3) The funds of BNSW shall be held in a bank account or accounts in the name of BNSW and invested in accordance with the legal standards of business prudence required by the Trustee Act 1925 (NSW).

### 29. Accounts

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

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.

*The appointment of an auditor is not required under the Constitution. BNSW is of a size where it has a choice as to whether to appoint an auditor – but it does have to prepare accounts in a “statutory form”. It is currently intended that it will appoint an auditor.*

### 31. Operations

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

- (4) The Board may appoint tournament organisers, directors and other officials for Bridge events held under the auspices of BNSW.

### **32. Indemnity and Insurance**

- (1) Every Councillor, Director and committee member shall be indemnified out of the assets of BNSW against any liability personally incurred in their capacity as Councillor, Director or committee member to the maximum extent permissible under the Act.
- (2) BNSW 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.

## **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 BNSW as of that date.

*Election to the honour roll requires a majority of 75% of the votes cast. This is not a statutory requirement, but rather reflects the importance of such appointments.*

## **Part 10 – CONSTITUTIONAL MATTERS**

### **34. By-Laws**

- (1) The Council may approve, modify or reject By-Laws which are required to be proposed by the Board, on any matter relating to the organisation of Bridge events held under the auspices of BNSW and to the conduct of business by BNSW, provided that in the event of any inconsistency this Constitution shall prevail.
- (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 BNSW, provided that in the event of any inconsistency this Constitution and the By-Laws shall prevail.

*This clause establishes a regulatory pyramid. The Constitution sits at the apex of the pyramid, By-laws sit at the middle level, and practice directions, rules and other instruments occupy the base. By-laws must not contradict the Constitution, and practice directions etc must not contradict the By-laws.*

*It deliberately does not give Council the authority to make By-Laws on its own (as this would be effectively instructing the Board).*

### **35. Constitutional Amendments**

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

### **36. Distribution of BNSW Assets on Winding-Up**

Upon the winding up of BNSW:

- (1) If there is a surplus after payment of debts and discharge of liabilities, the assets of BNSW shall:
  - (a) be transferred to any organisation having not-for-profit status which has objects substantially identical to BNSW, 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;

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 BNSW 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 BNSW.

# BNSW Constitution

## Explanatory Notes

*it is intended that these explanatory notes will remain in the final Constitution document to assist future readers understand the intent of certain clauses.*

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 BNSW and pay an Affiliation Fee to BNSW. Clubs which affiliate with BNSW can be:

- Associated Clubs (intended for very small entities but can also be adopted by clubs which do not wish to be members of BNSW).
- 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 BNSW.

### Creation of BNSW Council

BNSW has adopted a two-tiered governance structure:

- a smaller skills-based Board of Directors, which is the board of Directors of BNSW under the Corporations Act,
- a larger BNSW Council.

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

### 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 BNSW. 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 BNSW. 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 the largest Member Clubs in NSW have the right to appoint a member to the BNSW Council. This is intended to partially balance out the impact of the variable voting rights on the larger clubs by ensuring that their representation on Council recognises their scale. However, it does not give those Member Clubs undue influence over the activities of BNSW. At the time of adoption of the Constitution it was expected that the representation of those Clubs on Council would be less than their proportionate share of underlying members (but more than their share of votes).

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.

### **Election of representatives of clubs**

The Constitution gives the Council wide powers to determine how Councillors are appointed or elected to represent clubs the 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.

### **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.

### **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.





**Bridge NSW Limited  
Proposed Initial By-Laws**

[This page is intentionally blank]

# Bridge NSW Limited

## By-Law

### Criteria for Acceptance of Member and Associated Clubs



This By-Law was created on **XX/XX/2024** and last modified on **XX/XX/2024**.

All capitalised terms in this By-Law have the same meaning as set out in the Bridge NSW Limited Constitution.

All entities located in New South Wales involved in the game of Bridge may apply to become a Member Club or an Associated Club of BNSW. The Board has exclusive jurisdiction to determine whether the criteria for acceptance as a Member Club or an Associated Club are satisfied.

Bridge Clubs which are eligible are encouraged to apply to become Member Clubs rather than Associated Clubs. Being a Member Club entitles them to a vote at a general meeting of BNSW and to other rights and obligations of members of a company under the Corporations Act. The Affiliation Fee for Member Clubs and Associated Clubs is the same.

Clubs with less than 10 Home Club Members are by default classified as Associated Clubs. However, any club with less than 10 Home Club Members may apply to the Board to become a Member Club. The Board may approve such application if it is satisfied that the club is a genuine club operation.

Clubs which have been previously admitted as Member Clubs with more than 10 Home Club Members who have less than 10 Home Club Members for two consecutive years will cease to be Member Clubs and become Associated Clubs unless the Board approves an application that they remain Member Clubs.

#### **Club Obligations**

In order to become a Member or Associated Club, the club must agree to and be able to comply with the following obligations:

- Comply with the requirements of the Constitution.
- Support the objects of BNSW and the ABF.
- Comply with the Laws of Bridge.
- Comply with the requirements of the ABF Affiliation Policy at all times.  
<https://www.abf.com.au/about-abf/abf-policies-and-handbooks/affiliation-policy/>
- Have access to facilities that provide a comfortable and safe environment for members.
- Pay all amounts due to BNSW and the ABF when due.

#### **Club Structure**

The following club structures are acceptable:

- A company limited by guarantee.
- A company limited by shares. A Bridge Club should not be a company limited by shares unless it is supported by a directors' and/or shareholders' guarantee (termed a company with a guarantor in the ABF Affiliation Policy).
- An incorporated association.
- An unincorporated association (termed "a natural person" in the ABF Affiliation Policy)

The assessment of clubs that have applied to become Member Clubs or Associated Clubs will be performed by the Executive Officer or other officials of BNSW who may seek support from Councillors, Board members or officials of other local Bridge Clubs.

**This portion of the By-Law addresses the requirements of clause 13(3) which is an optional clause on which feedback is sought.**

### **Recovery of BNSW and Australian Bridge Federation Fees**

Clause 13(3) of the Constitution requires that:

*It is a condition of membership of or affiliation to BNSW that Member Clubs and Associated Clubs:*

- (a) *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*
- (b) *do not otherwise create a financial incentive for members to nominate the club as their Home Club.*

This clause is intended to ensure that members can select their home club based solely on their preferred club and that the pricing adopted by different clubs for member fees (or other services) does not create a financial incentive for a member to prefer one club over another for this purpose.

Acceptable methods for ensuring compliance with this clause include, but are not limited to:

- Recouping the affiliation or capitation fees paid to BNSW and the Australian Bridge Federation separately from the annual membership fee paid by members.
- Setting the member fee for those members who are not Home Club Members at an amount equal to the fee charged to Home Club Members less the amounts of the affiliation and capitation fees.

To ensure that there is minimal burden on clubs in implementing this requirement:

- Clubs which are not currently compliant with this By-Law have until 1 January 2026 to become compliant.
- Clubs which charge reduced member fees for new members in their first year are not required to comply with this requirement with respect to such reduced fees.
- Clubs providing “Life membership” or other similar benefits to a **small sub-set** of members would not represent a breach of this requirement.
- It is recommended, but not required that Clubs disclose to members the make-up of their membership fees, separating out the BNSW and ABF elements.
- Council would be unlikely to act where a club has sought to comply with the spirit of this requirement, even if it were a technical breach.

If the option mentioned in section 9 of the summary to delete the word financial is adopted, an additional bullet point would be added stating:

- This clause does not prevent clubs from adopting a condition for entry into Club Championship or other events that requires a member to have played a minimum number of games at the club in the preceding 12 months.

In drafting this By-Law, Council is aware that there are other methods that clubs could adopt to create financial incentives for members to select their club as the members’ home club, for example charging different table fees for Home Club Members compared to other members or providing discounts to Home Club Members that are not available to other members. It is the expectation of Council that no club would deliberately take any action that would be designed for such a purpose. If Council becomes aware of clubs doing so, it will amend this By-Law to prohibit such practices.

Nothing in clause 13 or this By-Law:

- Prevents a club charging different fees based on other criteria such as concession card holder, age etc providing the same fee rate is set for Home Club Members and all other members who meet the criteria.
- Prevent a Member Club or Associated Club from charging a different fee to visitors.
- Prevent a club from taking actions to encourage Bridge players from joining their club – it prevents clubs from taking actions aimed at encouraging members to select the club as their home club.

**Bridge NSW Limited**  
**By-Law**  
**Determination of Home Club Members**  
**Election / Appointment of Councillors**  
**Appointment of Directors to BNSW Board**



This By-Law was created on **XX/XX/2024** and last modified on **XX/XX/2024**.

All capitalised terms in this By-Law have the same meaning as set out in the Bridge NSW Limited Constitution or as follows:

- **Election Date** means the date nominated in the third paragraph under the heading Voting Procedure of section 3 below.
- **Final Census Date** means the date set out in clause 2 below.
- **Large Club** means a Member Club determined by Council as one of the largest clubs in NSW able to nominate a Councillor in accordance with clause 18(2)(a) and (b) of the Constitution.
- **Proposed Census Date** means the date set out in clause 2 below.
- **Returning Officer** means the person appointed in accordance with clause 3 below.

## **1. Introduction**

Clause 16 of the Constitution requires that voting rights of Member Clubs are based on the number of Home Club Members. Affiliation Fees are also based on the number of Home Club Members. Clause 18 of the Constitution deals with the composition of Council. Clause 20 deals with the composition of the Board.

This By-Law sets out the procedures for:

- Determination of number of Home Club Members for each club.
- Election or appointment of Councillors.
- Appointment of Directors.

## **2. Determination of number of Home Club Members**

At least once per calendar year, BNSW will nominate a Proposed Census Date to determine the number of Home Club Members for the following calendar year.

At least 30 days before the Proposed Census Date, BNSW will provide each Member Club and Associated Club with a pro forma invoice setting out the Affiliation Fee payable for the following calendar year, based on the number of Home Club Members recorded by the ABF Masterpoints Centre for that Club<sup>6</sup> as at that date. Clubs who identify that the ABF Masterpoints Centre data is inaccurate will be required to update the Masterpoints Centre by the Proposed Census Date. BNSW will not be responsible for updating the Masterpoints Centre.<sup>7</sup>

On either the Proposed Census Date or a date thereafter (the Final Census Date), BNSW will determine a final number of Home Club Members for each Member Club and Associated Club based on data held on the Masterpoints Centre as of the Final Census Date and provide a final Affiliation Fee invoice to each Member and Associated Club. In the absence of manifest error, the number of members shown on this invoice shall represent the number of Home Club Members of that Club for all purposes under the Constitution and By-Laws for the following calendar year.

Changes in the number of Home Club Members on the Masterpoints Centre after the Final Census Date will be ignored for this purpose.

---

<sup>6</sup> For the purposes of determining the number of Home Club Members for an individual club, for clubs with more than one club number in the ABF Masterpoints Centre, it will be based on the total number of Home Club Members of the legal entity, not separately for each club number.

<sup>7</sup> At the time of approval of this By-Law the ABF Masterpoint Centre data cancellation of membership is only possible during the period January – March each year. However it is possible this will change in the future, so the By-Law allows for this possibility.

### 3. Election or appointment of Councillors

Councillors will be elected or appointed to the Council of BNSW as follows<sup>8</sup>:

- At least three (and potentially four) Councillors nominated by Large Clubs.
- Eight Councillors will be elected to represent all other Member Clubs.
- Council may appoint up to two additional Councillors not otherwise appointed.

Council may invite other individuals to attend Council meetings on a non-voting basis.

#### Returning Officer

The Board will appoint a returning officer for any election. The Returning Officer may be the Secretary, or any other person selected by the Board who is not a candidate for election.

#### Timing of appointment

Appointment / election processes shall occur annually prior to the Annual General Meeting of BNSW with new Councillors to be appointed at the end of the Annual General Meeting. The Returning Officer shall call for nominations from Member Clubs. Nominations will be open for at least 21 days.

The Returning Officer shall ensure that nominations are called, and the election completed in sufficient time to ensure the nomination and election process is completed prior to the Annual General Meeting.

#### Nomination by Large Clubs

Clause 18(2) of the Constitution requires that the three largest Bridge Clubs in NSW may nominate a Councillor. Each year, Council will determine that the three Bridge Clubs with the highest number of Home Club Members are a Large Club. In addition, at its sole discretion, Council may, but is not required to identify one further Member Club as a Large Club.

Each Large Club will have the right to nominate a Councillor who will be automatically appointed to Council at the Annual General Meeting. Nominees for appointment must:

- Be current financial members of the club which nominates them.
- Be nominated in Writing by the President, Secretary or equivalent officers of the nominating Member Club.
- Must consent to nomination in Writing.

If no nomination is received by the date of the Annual General Meeting from a Large Club, then the Large Club can nominate a Councillor at a later date. In that event, such nominee will become a Councillor upon receipt of the nomination by the Secretary of BNSW.

Councillors nominated by Large Clubs will be appointed for a term of two Years.

If a Councillor previously nominated by that Large Club resigns, then the Large Club may appoint a replacement Councillor, such nominee will become a Councillor for the remainder of the term of appointment of the previous Councillor upon receipt of the nomination by the Secretary of BNSW.

*A two-Year term is adopted for the large club representatives, consistent with other Councillors, and there is no provision for the Large Club to remove and replace their Councillor during their term. Councillors have a duty to act in the interests of Bridge in NSW as a whole, not their individual club. If a club could remove them, this creates a conflict with that duty. From a BNSW perspective, it also wants continuity of Councillors.*

*Nothing in this clause prevents a Large Club representative from resigning from Council if they are no longer actively involved in the affairs of the large club.*

#### Determination of Constituencies and term of elected Councillors

BNSW Member Clubs will be divided into two constituencies for the purpose of holding elections:

- Member Clubs with less than 100 Home Club Members.
- Member Clubs with 100 or more Home Club Members, excluding Large Clubs.

Each constituency shall elect 4 Councillors.<sup>9</sup>

---

<sup>8</sup> The Constitution clause 18(2)(d) permits four additional Councillors. Note the Constitution requires these Councillors to represent all Member Clubs, including Large Clubs. However, whilst this By-Law remains in place Council will not exercise this discretion.

<sup>9</sup> At the time of creation of this By-Law, the two constituencies had broadly similar numbers of Home Club Members. This By-Law can be changed if in the future there is a significant change in the number of Home Club Members between the two constituencies.

## **Nominees**

Nominations for election must:

- Be current financial members of at least one Member Club with the number of Home Club Members that equates to the constituency they are being nominated to represent.
- Be nominated in Writing by the President or Secretary of the nominating Member Club.
- Consent to nomination in Writing.
- A Member Club may nominate a maximum of one candidate.
- A candidate may not nominate to represent more than one constituency.

Nominees may provide a c.v. of no more than 200 words setting out their relevant experience to serve on Council and other matters they believe should be considered for their candidacy.

## **Diversity of Councillors**

The BNSW Council may develop a process to identify potential candidates to be encouraged to nominate for election as Councillors. In identifying candidates, it should consider the diversity of the current Councillors and proposed candidates. For this purpose, diversity includes diversity between city and regional representation as well as level of Bridge skill from club level players through to tournament players.

## **Voting Procedure**

If there is only one candidate for a position, that person is elected unopposed without the need for any ballot to be conducted.

If there is no candidate for a position, that position is to be treated as a casual vacancy.

Otherwise, the Secretary shall arrange an election for each constituency. The Secretary will nominate an Election Date and send voting information and ballot papers to all Member Clubs in the relevant constituency at least 21 days before the Election Date. Voting information and ballot papers will be sent by email to the email address held in the Register. The voting information must include for each nominee:

- Their name
- The name of their nominating Member Club
- A copy of their c.v. if provided. If the c.v. includes more than 200 words, the Returning Officer will ensure that only the first 200 words are included. The Returning Officer may, at their sole discretion, exclude any information included in the c.v. which the Returning Officer considers to be defamatory of any person or otherwise offensive. Clubs must return their votes by 5pm on the Election Date to an email address nominated by the Returning Officer.

Ballot papers displaying all candidate names will be used. Names will appear in the order determined by the Returning Officer by the drawing of lots. These ballots are to be marked in the box alongside the candidate being selected. Each Member Club which is a member of a constituency shall be entitled to vote in the election for that constituency. Each Member Club may vote for one or more candidates, up to a maximum equal to the number of vacancies for election.

## **Counting of Votes**

For each ballot paper received, a number of votes equal to the number of votes allocated to the Member Club as set out in clause 16 of the BNSW Constitution for voting at general meetings shall be allotted to each candidate whose name is marked on the ballot paper.

The total number of votes for each candidate shall be determined by adding up the number of votes allotted to them on each ballot paper.

The election for each constituency shall be decided on a "first past the post" basis. In the event of an equal (highest) number of votes being cast for two candidates, or no votes being cast for any candidate, then the election shall be decided by the drawing of lots.

The votes for each constituency shall be counted by the Returning Officer or such other person as the Board shall agree who is not a candidate for election.

## **Casual vacancies**

Council can appoint a Councillor to fill any casual vacancy which arises through the resignation of an elected Councillor or the lack of a candidate at an election. Such appointee shall serve the remaining term of the relevant vacancy.

### **Additional Councillors**

Council may, at its sole discretion, appoint up to two additional Councillors not otherwise appointed or elected for a term nominated by Council.

## **4. Appointment of BNSW Board Members**

Council shall appoint the Directors in consultation with the Board for a maximum term of two Years. Council should ensure that the terms of Directors are staggered such that not all Directors terms end concurrently.

Candidates for appointment should be selected primarily based on their specific skills to assist the Board in leading BNSW and to complement the skills of other Directors. Whilst under the Constitution, a maximum of four Councillors may be appointed as Directors, there is no requirement that any Councillor be so appointed.

The Board and Council may develop a process to identify potential candidates for appointment. In appointing Directors, the BNSW Council should consider the diversity of the current Board Directors and proposed candidates. For this purpose, diversity includes diversity between city and regional representation as well as level of Bridge skill from club level players through to tournament players.

## **5. Term of Council and Board Chairs**

At the first election to be held in 2025, each constituency shall elect four Councillors. The two Councillors in each constituency with the highest vote will be elected for a term of two Years whilst the remaining Councillors shall be elected for a term of one Year.

At each subsequent election, each constituency shall elect two Councillors who shall be appointed for a term of two Years.

The term of the Council Chair shall be two Years. If an individual is appointed as Council Chair with less than two Years remaining on their term as Councillor, they will only remain as Council Chair after the end of their term as Councillor if:

- They are re-elected or re-nominated as a Councillor under clauses 18(2)(a)-(d); or
- Appointed for a further term by Council under clause 18(2)(e)

The term of the Board Chair shall be two Years or such term as Council shall approve.

The term of all other Directors shall be the such term as Council approves.



## **Explanatory Notes**

### **1. Census Dates**

The reason that the By-Law allows for a different Final Census Date is to deal with any practical issues that arise in downloading the final data on the Proposed Census Date. It is expected that the Final Census Date would be on or close to the Proposed Census Date.

### **2. Timeline of appointment**

The By-Law deliberately does not set out precise timeline for the nomination and election process, other than requiring the Secretary to ensure the nomination and election process is completed in time for the Annual General Meeting.

### **3. Large Clubs**

There is no requirement or expectation that Council will nominate one additional club as a Large Club. The purpose of permitting Council to do so is to give Council the flexibility to deal with any anomalies arising from using the count of Home Club Members as the basis for identifying Large Clubs, for example:

- If the two Member Clubs which were ranked third and fourth had similar numbers of Home Club Members, Council may consider that it is appropriate that both Member Clubs be nominated as a Large Club by treating the fourth largest Member Club as a Large Club.
- In the alternate, if there were say three clubs ranked fourth, fifth and sixth which had similar numbers of Home Club Members, Council may elect not to nominate an additional Large Club.
- Situations may arise where Council identifies that a Club is not ranked in the top three or four Member Clubs based solely on Home Club Members, but Council is satisfied that its scale and activities make clear that in practice it is significantly larger than the third ranked Member Club on other clearly measurable criteria. Council has the option to classify such a Member Club as a Large Club.

### **4. Additional Councillors**

There is no requirement or expectation that Council will appoint any additional Councillors. The purpose of including the option is to give flexibility to Council to gain the widest possible representation on Council. Examples of situations where Council might decide to appoint additional Councillors include:

- If the election for Council resulted in no Councillors from a very large geographic area being elected (in the extreme if for example all elected Councillors were either from regional or metropolitan locations), Council might elect to appoint additional Councillors).
- If Council wished to ensure that a particular demographic (e.g. youth Bridge or tournament players) was adequately represented on Council.
- Council wished to co-opt an individual with a particular skill who had not stood for election at the most recent election.
- Council had identified a candidate to be appointed as a future Council Chair of BNSW who was not currently on Council, Council could co-opt such a person onto Council immediately rather than waiting for the next election.

# Bridge NSW Limited

## By-Law

### BNSW Non-compete Policy



This By-Law was created on **XX/XX/2024** and last modified on **XX/XX/2024**.

All capitalised terms in this By-Law shall have the same meaning as set out in the Bridge NSW Limited Constitution.

#### **1. Duplicate events**

BNSW will not offer typical club level duplicate events.

#### **2. Events policy**

BNSW will ensure that any events or activities run by it do not unreasonably compete with events run by Member or Associated Clubs.

BNSW runs events for two main reasons – to provide opportunities for state-wide competition or to develop Bridge players at all skill levels across the state.

To achieve this objective, BNSW:

- Will primarily focus on NSW state championship events and major congresses.
- Will continue to hold limited state-wide pathway events to develop players of all levels. However, whilst individual events may change, it will not significantly increase the number of such events without consultation with BNSW Council.
- May continue to host “infill events” to ensure it has a regular event on a single night during the year.
- Any events hosted by it during the week will be held on a single night of the week, initially Monday night. This restriction will not apply to congresses or events held over an extended period (e.g. state championships held over more than 2 days or events such as Spring Nationals or Coffs Coast Gold).
- May continue to host “in conjunction events” in association with state championship events.

#### **3. Annual events calendar**

BNSW will work with clubs around NSW to develop a calendar of major congresses and events that seeks to avoid or minimise the impact of significant clashes between events hosted by BNSW and those hosted by Member Clubs as well as between events hosted by two or more Member Clubs. This will consider both geographic clashes for face-to-face events as well as scheduling of major online events on the same day as face-to-face events.

#### **4. Education policy**

BNSW may develop education materials to support Member Clubs and may elect to provide beginner or other lessons to support the education of Bridge players across NSW.

BNSW will ensure that such education activities do not unreasonably compete with education activities operated by Member Clubs.

In particular:

- BNSW’s focus will primarily be on developing education materials for use by clubs, not on delivering education events itself, although it may do so in certain circumstances.
- In regional NSW, BNSW will consult with local clubs before offering face to face education events within any geographic area. Such events will be organised in conjunction with local clubs.
- In metropolitan Sydney, BNSW will only provide face to face education events:
  - Targeted towards members of a single club, with the agreement of that club.
  - Targeted towards a wider audience, only if clubs within the geographic area have first been offered the opportunity to host and organise the event and have elected not to do so.

BNSW will consult with Council prior to offering any on-line education events and seek approval of a revision to this By-Law for on-line education.

Nothing in this policy prevents BNSW from providing newsletters or other similar materials which include Bridge tips or other educational material.

# Bridge NSW Limited

## By-Law

### Adoption of Existing NSWBA By-Laws



*This By-Law has been drafted as an interim By-Law to apply pending BNSW developing new By-Laws to replace the existing NSWBA By-Laws.*

This By-Law was created on **XX/XX/2024** and last modified on **XX/XX/2024**.

All capitalised terms in this By-Law have the same meaning as set out in the Bridge NSW Limited Limited Constitution or as follows:

**Transitional By-laws** means the By-Laws, Regulations and Rules listed under the heading Transitional By-Laws below.

#### **Transitional By-Laws**

The following By-Laws, Regulations and Rules (Transitional By-Laws) previously adopted by NSWBA are adopted and effective for BNSW with effect from Completion Date until withdrawn:

- NSWBA By-Laws on Election of Members to the NSWBA Congress Disciplinary and Ethics Committee (CDEC)
- NSWBA Congress Disciplinary & Ethics Regulations (effective January 2, 2018)
- NSWBA Rules for Online Congresses (August 27, 2020)
- NSWBA Tournament Regulations (effective July 1, 2011)
- NSWBA Substitution Regulations
- NSWBA Appeals Regulations effective from 3<sup>rd</sup> February 2014
- Such NSWBA Supplementary Regulations for individual competitions as are in force as of Completion Date

In interpreting the Transitional By-Laws:

- All references to NSWBA are amended to refer to BNSW.
- All references to the NSWBA Constitution or Articles of Association are amended to refer to the BNSW Constitution or By-Laws.
- All references to the NSWBA Council are amended to refer to the Board of BNSW.
- All references to the NSWBA web site are amended to refer to the BNSW website and to the extent the information is not on the BNSW website, reference shall be made to the document held on the NSWBA website as of Completion Date.

Decisions made by NSWBA prior to Completion Date under the Constitution of NSWBA in accordance with any of the above mentioned By-Laws of NSWBA shall be deemed to have been validly made by BNSW under clause 34(1) of the BNSW Constitution unless the By-Law is inconsistent with a provision of the Constitution, and then shall only be invalid to the extent of any inconsistency and continue to apply post Completion Date.

A valid exercise of a power under the above By-Laws, Regulations and Rules which is invalid under the BNSW Constitution, but which can be ratified by either the Council or the Board under the BNSW Constitution shall be deemed to have been ratified by the Council or the Board in accordance with that Constitution.

From Completion Date all disciplinary processes will be administered by BNSW in accordance with its By-Laws, subject to the following principles:

- Any disciplinary processes commenced by NSWBA prior to Completion Date will continue to be dealt with by BNSW in accordance with the existing By-Laws, Regulations and Rules of NSWBA other than the fact that the BNSW Board is acting in the place of NSWBA Council.

- Any latent disciplinary issues (i.e. related to events which occurred prior to Completion Date but were not subject to any disciplinary processes at Completion Date) shall be dealt with in accordance with the existing By-Laws, Regulations and Rules of NSWBA except that the BNSW Board shall act in the place of NSWBA Council.

# Appendix 1

## Overview of Separation Terms

### 1. Introduction

For many years, NSWBA has had two very different roles in the NSW bridge community. It was founded in 1963 and has been the peak body for bridge in NSW as well as being one of the largest Bridge Clubs in Australia.

### 2. The case for change

Many bridge players and clubs across NSW do not believe NSWBA adequately services the needs of the wider NSW bridge community. Some have been quite vocal for years about the need for change. In recent years minimal investment has been made in supporting the activities of clubs around the state, with most of the support being provided by volunteers.

Clubs across NSW would like BNSW to have a more modern governance structure, as used in most other Australian states, where the state peak body is independent of any one club. They want a state peak body that works for the benefit of all bridge players and clubs across the state. This includes advocacy for the mind-sport of bridge, programs around marketing and education, and building connections within the wider bridge community.

They see no benefit in the Goulburn Street property and do not want any element of their annual Affiliation Fees being spent funding property outgoings for a premises that is used solely by Club and tournament players.

To address these needs, the current activities of NSWBA will be split into two separate, independent legal entities:

- **Bridge NSW Limited (BNSW)** - a new state peak body, promoting bridge and supporting the bridge community. Its focus will be on growth and development of bridge across NSW for all players. It will assume all peak body responsibilities of the NSWBA, including evolving bridge in the state, running competitive events, developing pathway programs, selecting and supporting representative teams, and support services to clubs across NSW.
- **Sydney Bridge Club Limited (Club)** – the existing NSWBA entity will cease to be the peak body and focus on being a flourishing Sydney metropolitan Bridge Club, providing a premier customer experience through its bridge rooms at 162 Goulburn Street and through its joint venture with Strathfield Bridge Club at Canada Bay.

### 3. Factors considered

The NSWBA Council and the BNSW Proxy Board considered the following to be the most significant factors in determining the separation was in the interests of the broader NSW bridge community:

- **Undemocratic structure** – The current structure is undemocratic in that approximately 5% of bridge players in NSW have control over the peak body. The remaining 95% have no vote at general meetings of NSWBA. Whilst Affiliated Clubs can appoint Zonal Councillors, the majority of councillors are appointed by members of NSWBA. Separation ensures all clubs in NSW have a fair say in the peak body.
- **Simplified structure** – Separation delivers a simplified structure that can be understood by all stakeholders. Separation is expected to result in two entities that are simpler and focused on their very different stakeholders. The current arrangements create division and conflict between the interests of different stakeholders.
- **Changing bridge community needs** – Bridge player numbers have been declining for many years and the needs of the bridge community are changing – Covid 19 has accelerated these changes. Bridge in NSW must change to meet the needs of its community if the mind sport of bridge is to thrive in the coming decades. Separation will allow each entity to focus on the needs of its stakeholders without the distractions of the current structure.
- **BNSW is well funded for the future** – BNSW will commence operations with capital of approximately \$300,000, which is adequate to ensure its ongoing viability. It has sufficient revenue to enable it to recruit the necessary staff and fund other costs to deliver on the BNSW Proxy Board's ambitions for the future.

- **Property is retained by Club** – On separation, Club retains control over the Goulburn Street Property (Property). This is in the obvious interests of Club members. The reality is that for it to remain economically viable to operate a Bridge Club in central Sydney, Club needed to retain ownership of a significant portion of the Property. The outgoings on the Property are significantly higher than the rent paid by most Bridge Clubs in NSW. Without ownership of the (or a similar) Property, Club would not be viable. The on-going viability of Club is important for the wider NSW bridge community as well as being vital for the members of Club who would not have voted for the separation if it were not able to continue to operate on a viable basis in a city location.
- **However, BNSW will share in any upside on the Property whilst not having to contribute to its costs** – The BNSW Proxy Board considered it was unacceptable to use Affiliation Fees to fund any future portion of the outgoings on the Property and separation ensures this is the case. Notwithstanding that, BNSW will be entitled to receive a post separation payment equal to 12.5% of any sale or lease proceeds should Club ever sell or lease the Property. The wider bridge community may have different views on the fairness of this arrangement, some believing BNSW should have been given ownership of a portion of the Property or the right to a greater Post Separation Payment.
- **BNSW has on-going access to the Property for State Championships and other events** – Following separation, BNSW will be entitled to use the Property for a period of 8 years for a maximum of 20 days per year rent free.<sup>10</sup> Any access thereafter will be at a community rent to reflect the fact that BNSW and Club are both parts of the overall NSW bridge community.

#### 4. Summary of the Separation Terms

**Separation is designed to strengthen the future of bridge in NSW by separating the activities of the state peak body from NSWBA.**

**Separation will enable BNSW to operate as a strong and well-funded peak body independent of all clubs in NSW whilst permitting Club to operate as one of the largest Bridge Clubs in NSW.**

##### Structural changes

- A new peak body, Bridge NSW Limited (BNSW) will be created and the current NSWBA peak body activities transferred to BNSW.
- Most of the 140+ Bridge Clubs around NSW will become Member Clubs of BNSW.
- NSWBA will be renamed as Sydney Bridge Club Limited, will be a member of BNSW and will continue the current duplicate bridge and lessons of NSWBA at Goulburn Street and at Canada Bay in association with Strathfield Bridge Club.
- The current NSWBA members will be members of Club.

##### Governance

- A new Constitution for BNSW will be approved by the NSWBA Council after consulting with Bridge Clubs in NSW.
- Necessary changes to the Constitution of NSWBA have been approved and will be made to enable separation and remove clauses that are redundant for Club once NSWBA ceases to be the peak body for bridge in NSW.

##### Property

- Club retains full legal and equitable ownership of the Property.
- BNSW will be entitled to receive a Post Separation Payment equal to 12.5% of any sale or lease proceeds should Club ever sell or lease the Property.
- BNSW has no on-going say in any decisions regarding the Property, including any decisions to lease or sell the Property. There is no current intention to sell the Property.
- BNSW will be entitled to use the Property for a period of 8 years for a maximum of 20 days per year rent free.

##### Assets to be transferred to BNSW

- The following assets are to be transferred to BNSW:

<sup>10</sup> BNSW will also be able to continue to use a portion of the property to host youth nights rent free unless otherwise agreed.

- The right to receive the Post Separation Payment as described above.
  - \$300,000 in cash, of which \$100,000 is deferred and paid in two equal instalments on 2 January 2025 and 2 January 2026.
  - Bridge tables and other equipment used for the Spring Nationals congress.
  - Other sundry assets and liabilities directly related to the activities of BNSW.
- Club retains all other assets and liabilities of NSWBA.

#### People

- New volunteers have been identified to bring additional skills, ideas, and energy to the operation of Club and BNSW.
- All current employees and contractors' employment has been protected.

### 5. Incorporation of Bridge NSW Limited

Bridge NSW Limited (BNSW) will be incorporated as a new company limited by guarantee.

On or around the Completion Date, NSWBA will cease to be a constituent association of the ABF and BNSW will replace it in that role.

BNSW will consist of those activities that you would expect of a thriving peak body for bridge in NSW, including:

- Promotion of the game of bridge across the state and advocating for its status as a mind sport.
- Player development across the state.
- Support for all NSW clubs including state-wide events, director recruitment and development, software to support operations.
- Running all selection, state championship and the vast majority of other events whether held online or face to face that have historically been organised by the events committee of NSWBA.
- Running the Spring Nationals and hosting the Australian National Championships when held in NSW.
- Liaison with and support of the ABF.

#### Statistical data

The following are key statistics for BNSW:

<b>Number of clubs in NSW</b>	140+
<b>Number of members of clubs</b>	~11,500
<b>Aggregate annual number of tables in traditional tournaments<sup>11</sup></b>	~300

### 6. BNSW Proxy Board

The NSWBA Council has sought to refresh the volunteers involved in running BNSW for the future and has recruited a mix of Zonal Councillors and new volunteers who have been actively involved in negotiating the separation terms with the Club Proxy Board. The NSWBA Council's goal in appointing these individuals was to identify a group of skilled professional individuals who might form the nucleus of the future Board of BNSW post separation. This group has been called the BNSW Proxy Board.

With effect from Operational Separation Date, the NSWBA Council has extended the BNSW Proxy Board's authority as a committee of Council. The BNSW Proxy Board is now responsible for day-to-day management of BNSW Operations, supervised by and reporting to Council.

Details on those individuals are set out below.

<sup>11</sup> Excludes Spring Nationals and Coffs Coast





**Glenda Parmenter – Chair**

- NSWBA councillor, former president of the Armidale Bridge Club.
- Retired nurse academic, experienced in team leadership and course design.
- Glenda plays at the Armidale Bridge Club on Tuesday nights and Thursday afternoons and in the NSWBA Online Pairs League.



**Jake Andrew**

- Vice President of North Shore Bridge Club.
- Strategy advisor, coach and change management specialist.
- Experience in executive leadership, strategy development, product and innovation, investment banking, and organisational restructure.
- Jake was the NSWBA Transition Program Manager, a position which has now ceased.



**Alan Bustany**

- Former NSWBA Zonal Councillor.
- Congress director and regular bridge player.
- Retired management consultant in IT, financial services, and executive coaching.

Amateur pure mathematician from Trinity College, Cambridge.



**Catherine Chaffey**

- Former NSWBA councillor.
  - Experienced senior executive including strategic consulting and business management.
  - CEO of the Australasian College of Health Service Management.
- Plays as much bridge as working full-time allows.



**Christine Evans**

- Chartered accountant working with SMEs as CFO or consulting with start-ups or trouble shooting as required.
- Christine has been on various sporting and school committees.
- Christine plays bridge in the Southern Highlands on a casual basis.

---

At the date of this document, discussions are underway with two other potential candidates to join the proxy board at a future date.

## **7. BNSW Proxy Board's plans for the future**

BNSW will be focused on supporting the 140+ BNSW Member and Associated Clubs across NSW – it will be an advocacy organisation for bridge. It will aim to raise the profile of bridge across the state and position the game as an engaging mind-sport – a desirable activity for the wider community.

It will retain responsibility for managing a calendar of successful state-wide events, as well as selecting and supporting NSW representative teams.

BNSW will engage with and support its members, the community of Bridge Clubs across NSW, by providing training and continuous development opportunities to teachers and directors. In addition, it will represent club and player needs to the ABF and provide input to the ABF for strategy and policy development.

The BNSW Proxy Board intend to recruit an executive officer, a marketing and communications officer as well as a bookkeeper (all three positions part time). The expected total full time equivalent of these positions is expected to grow to approximately 1.2 over time. Ms Melinda Miente has been appointed Executive Officer of BNSW and commenced employment in January 2024.

[This page is intentionally blank]

