

Newcastle Bridge Club

Special General Meeting Minutes

Date of Meeting: Saturday 20th May 2017

Time of Meeting: Meeting commenced at 12:00noon.

In attendance: 26 members, see attached Attendance Register.

1. Apologies: D Bradbury, A Kearney, M Paget, and J Macansh. In addition, all 75 members nominating proxies were accepted as apologies.

2. Proxy votes: Proxies had been accepted from 75 members. Members who had been allocated proxies were confirmed to be at the meeting.

3. Special Business: Members had been invited to consider and adopt proposed changes to the Constitution of Newcastle Bridge Club Inc as forwarded to members, a copy of which is attached.

3.1. Opening Remarks: The President, Jeff Biddlecombe, welcomed attendees thanking them for making time to attend. He explained that the Constitution had become outdated in a number of its clauses and in particular clause 20.2 which, when strictly interpreted, potentially precludes experienced persons from being eligible to participate on committee. This clause had not been enforced for the past few years. The intent of calling this meeting was to place these facts before the membership and seek its confirmation that retention of that particular clause along with similar outdated clauses was not in the best interests of the association.

3.2. Case for the proposed changes: Jeff spoke at length explaining the events that had taken place and given rise to the perceived need for an amendment of specific clauses within the constitution. He clearly established that despite information to the contrary, Committee's approach to amending clauses to remove conflict between the Constitution and current administration practices was legitimately acceptable.

The meeting by acclamation showed its appreciation of Jeff's presentation.

The Secretary, Graham Rummey supported Jeff's presentation by providing a summary of past constitution clause changes to demonstrate that the constitution was a living document written in a manner consistent with best practice for administration of the Club.

3.3. Case against the proposed changes: Stewart Roach regretted that the presentation given by Jeff had not been publicised ahead of the meeting thus providing members assigning proxies a complete understanding of reasons behind clause changes. He then explained why he believed members should be discouraged from accepting clauses changes being amended to overcome the "illegal" practices adopted by Committee in its management of Club business. He emphasised that the Club was a voluntary organisation but that if the proposed changes were adopted there was nothing to prevent all positions on committee in time becoming paid positions. He gave examples of clubs that had not survived through similar mismanagement. He urged members to reject the changes in order to avoid the Club also disappearing.

3.4. Further Comments: Jeff invited any further comments from the floor.

Margaret Thorn countered Stewart's argument commenting that if the proposed changes were not adopted then the Club would be disadvantaged.

Peter Goodwin queried why members were not being invited to accept specific clause changes rather than en bloc. Jeff responded to the question by explaining that as the clause changes were to a certain extent interrelated this approach had been adopted to avoid similar, repeated discussion.

4. Outcome: Member accepted a vote by a show of hands. The votes from the floor were **20 for** and **2 against** with 4 **abstentions**. Proxy votes were added to the votes of attendees.

The final tally of votes was:

For the changes, 88 votes

Against the changes, 9 votes.

With the meeting voting by a majority in excess of 75% changes to the Constitution were accepted.

Meeting concluded at 12:35pm.

Confirmed to be a true record of the meeting.

Jeff Biddlecombe

9th June 2017

Proposed Changes of Constitution for the Newcastle Bridge Club

Replace

5.2 As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether the nomination be approved or be rejected.

With

5.2 As soon as practicable after receiving a nomination for membership, at least two committee members shall determine whether the nomination be approved or rejected.

Explanation: Brings up to date with current practice.

Replace

5.3 As soon as practicable after the committee makes that determination, the secretary must:

- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable); and
- (b) if the committee approved the nomination, request the nominee to pay within a period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.

With

5.3 As soon as practicable after approval of the nomination for membership, a committee member shall request the nominee to pay within an appropriate period, the sum payable as membership annual subscription, if not already paid at time of nomination presentation.

Explanation: Brings up to date with current practice and most people want to pay when they submit their nomination form.

Replace

5.4 The secretary must, on payment by the nominee of the amounts referred to in clauses 10.1 and 10.2 within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

With

5.4 The secretary must, on payment by the nominee of the amount referred to in clause 10.1, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

Explanation: Brings up to date with current practice.

Replace

10.1 A member of the association must, on admission to membership, pay to the association a fee of \$10.00 or, if some other amount is determined by the committee, that other amount.

10.2 In addition to any amount payable by the member under clause 10.1, a member of the association must pay to the association an annual membership fee of \$25.00 or, such other amount as determined by the committee

10.3 The annual membership fee is due and payable on the 1st January in each year or when a member joins during a calendar year, on becoming a member.

10.4 Honorary and Life members will not pay the annual fee.

With

- 10.1** A member of the association must pay to the association an annual membership fee of such amount as determined by the committee.
- 10.2** The annual membership fee is due and payable on the 1st January in each year or when a member joins during a calendar year, on becoming a member.
- 10.3** Honorary and Life members will not pay the annual fee.

Explanation: Brings up to date with current practice.

Replace

Constitution and committee membership

- 16.1** Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
- (a) the office-bearers of the association; and
 - (b) a minimum of 3 or a maximum of 5 committee members.
- each of whom is to be elected at the annual general meeting of the association under clause 17

With

Constitution and committee membership

- 16.1** Subject to the case of the first members of the committee to section 21 of the Act, the committee is to consist of members elected at the annual general meeting of the association under clause 17 comprising the office bearers of the association and a minimum of 3 or a maximum of 5 committee members. This elected committee may appoint additional members as provided for under clause 16.5

Explanation: In conjunction with clause 16.5, clarifies the status of the masterpoint secretary and the tournament director in terms of committee status and voting rights.

Replace

- 16.5** The tournament director and the masterpoints secretary are to be:
- (a) elected by the committee; and
 - (b) ex-officio members of the committee.

With

- 16.5** The tournament director and the masterpoint secretary are to be:
- (a) appointed by the elected committee;
 - (b) have voting rights equivalent to other committee members.

Explanation: The 'ex officio' term is subject to differing interpretations, and becomes unnecessary with the revised wording of clause 16.1. Practice over many years has been that those appointed members have full voting entitlements. The proposed change confirms the practice.

Remove

- 20.2** Without limiting the operation of clause 20, the office of a member of the committee shall be vacant if:
- (a) the member holds an office in profit in the association; or
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

Explanation: This safeguard is replaced by the new clause 24.5 requiring declaration of pecuniary interest, and allows committee to take best options.

Replace

24.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

With

24.2 Each committee member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Explanation: Simply clarifies that only committee members may vote at a committee meeting.

Add

24.5 Committee members shall declare any pecuniary interest and abstain from participating in and voting upon matters likely to affect such interest. Pecuniary interest is the gaining of a significant financial benefit in money or equivalent, but shall not include any benefit obtained by a member or members:

- a) by way of a bona fide payment of remuneration;
- b) of a kind which they would derive if they were not a member of the association;
- c) in competing for trophies and/or prizes directly related to the objects of the association.

Explanation: Replaces clause 20.2 as protection for members against nest feathering by committee members.

Replace

Funds – source

38.1 The funds of the association are to be derived from;

- (a) entrance fees; and
- (b) annual subscriptions of members; and
- (c) donations; and
- (d) other sources as the committee determines (subject to any resolution passed by the association in general meeting).

38.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association’s financial institution account.

38.3 The association must as soon as practicable after receiving any money, issue an appropriate receipt.

With

Funds – source

38 The funds of the association are to be derived from;

- (a) annual subscriptions of members; and
- (b) table fees; and

(c) donations and other such sources as the committee determines (subject to any resolution passed by the association in general meeting).

Explanation: Brings up to date with current practice.

Replace

Payment of committee members

45.1 A member of the committee must not be appointed to any salaried office of the association.

45.2 The association must not pay any fees or remuneration or other benefit in money or monies to any member of the committee except:

(a) repayment of out-of-pocket expenses; or

(b) if a committee member lends money to the association interest may be paid only if it does not exceed the interest rate for the time being which is or would be charged by the association's financial institution for money lent to the association; or

(c) reasonable and proper rent for premises let to the association.

With

Payment of committee members

45 The association must not pay any fees or remuneration or other benefit in money or monies to any member of the committee except:

(a) where that member has been appointed by due process to a salaried position or position of remuneration within the association; or

(b) repayment of out-of-pocket expenses; or

(c) if a committee member lends money to the association, interest may be paid only if it does not exceed the interest rate for the time being which is or would be charged by the association's financial institution for money lent to the association; or

(d) reasonable and proper rent for premises let to the association.

Explanation: Re-wording allows a person employed by the association to become a member of committee. New clause 24.5 offers alternate protection regarding pecuniary interest.

SGM May 2017 PROXY TABULATION

PROXY	MEMBER	AGAINST	FOR	PROXY	MEMBER	AGAINST	FOR
Roach, E	Kuegler	1		Hemmingway	Davidson		1
	Brouwer	1			Webster		1
					O'Donnell		1
					Logan		1
					Davelaar		1
Roach, S	Simpson	1		Broughton	Hocking, P		1
	Mangan	1			Hocking, C		1
	Russo	1			Magill		1
	Di Stefano, T	1			Bartlett		1
	Di Stefano, E	1			Littler		1
Morgan	Bridgman		1	Harrigan	Corney, D		1
	Richardson		1		Corney, M		1
	Robertson		1		Rippon		1
	Ilett		1		Stokes		1
	Donohue		1		McConnell		1
Nicol	Hudson		1	Rummey	Wheatley		1
	Wansey		1		Cattell		1
	McArtney		1		Reading		1
	Hart		1		Robinson, A		1
	Perry		1		Robinson, Phil		1
Thorn	Kearney		1	Wagstaff	Dibley		1
	Wellsmore		1		Atkins, J		1
	Butel		1		Atkins, B		1
	Nahar		1		Walker		1
	Miller, Don		1		Bryant		1
Anlezark	Molyneux		1	Hardy	La Ponder		1
	McGrath		1		Baker		1
	Humphery		1		Arnall		1
	Macansh		1		Boyd		1
	Seymour		1		Scotton		1
Robinson, Pam	Hatherall		1	Dunkin, P	Faidiga		1
	Dibb		1		Norris		1
	Atkinson		1		Thatcher		1
	Miller, Diann		1				
	Baunach		1				
Biddlecombe	Phillis		1				
	Chapman		1				
	Achurch		1		Totals	7	68
	Best		1				
	Archbold		1				
Wilks	Mayo, S		1				
	Mayo, G		1				
	Jones		1				
	Brady		1				
	Cafe		1				