

**NEW SOUTH WALES BRIDGE ASSOCIATION LIMITED (ACN 000 438 648)**  
**57<sup>th</sup> ANNUAL GENERAL MEETING**

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Held at Level 1, 162 Goulburn Street, Sydney

**Wednesday 11 December 2019**

**MINUTES**

**1. Opening**

The Secretary of the NSWBA declared that a quorum was present. The Chairman of Council took the chair and declared the meeting open at 5.45pm.

**2. Apologies**

Apologies were noted from Sandra Guest, Judy Mott, Alex Penklis, Inez Glanger, Morag Napier, Keith Napier, Ellen Borda, Pauline Gumby, Warren Lazer, Giselle Mundell

**3. Confirmation of Minutes of Annual General Meeting 12 December 2018**

**Motion** (J Foster /A Levine): *That the circulated minutes of the previous Annual General Meeting held on Wednesday 12 December 2018 be accepted as a true and accurate record of the proceedings of the meeting.*

Motion carried.

**4. Business arising from the Minutes**

There was no business arising from the minutes.

**5. Correspondence**

There was no correspondence to report.

**6. Annual Report and Financial Statements**

The 2019 Annual Report had been circulated. The report included separate statements from the Chairman, Treasurer, Tournament Committee Chairman and Club Operations. The Chairman drew attention to these tabled reports and invited members to read the report at their leisure.

He explained the background to the structural changes to the company's operations. The Australian Bridge Federation's change in strategy has meant the Association has needed to make changes to be consistent with the ABF. Council will become a supervisory Board with four Committees:

The State Committee is responsible for external communications upwards and sideways with affiliated clubs and the ABF.

The Events Committee is responsible for state-wide competition and those National events which are licensed to the NSWBA such as GNOT and ANC.

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The Club Committee is responsible for the running of duplicate bridge and teaching within the three venues in use.

The Property Committee is responsible for looking after all our assets, husband them and make sure they are available and working.

The Committees will involve direct participation of a broader range of stakeholders. The Council will receive reports from these four Committees, which will have a range of clearly delegated authority, and focus more on policy and strategy and oversight of our statutory obligations.

The Treasurer's report has shown a small surplus and includes the breakdown as to where it came from and where it went.

We are growing the club and currently have over 900 paid up members. The pre-paid option has now exceeded 400. Many of the initiatives that Mick McAuliffe has put forward at the club operations level have been favourably received.

**Motion:** J Scudder/ A Levine *That the Annual Report 2019 be accepted.*

Motion carried.

**7. Special Business— Motion to amend constitution**

Currently the Board meets nine times a year and does not need to meet so often. The first motion proposes that the Board meet for a minimum of four meetings a year.

Notice had been given of two motions by the Chairman, John Scudder, each seconded by the Secretary, Agnes Levine, to amend the Constitution in relation to the number of meetings to be held by Council each year and the number of meetings that Councillors are to attend under clause 15 as follows:

**Motion 1** (John Scudder/Agnes Levine) *that the Company's current Constitution be amended by deleting the word "nine" where appearing in the second line of Clause 15 (19) and substituting therefor the word "four" and by deleting the word "nine" where appearing in the third line of Clause 15 (19) and substituting the word "13" therefor.*

Discussion ensued and the Chairman called for a vote resulting in a unanimous vote of 31 for the motion and nil against.

Motion carried with a 75% majority.

**Motion 2** (John Scudder/Agnes Levine) *that the Company's current Constitution be amended by deleting the word 'three' where appearing in the first line of Clause 15 (12) e. and substituting therefor the word 'two' and by deleting the words 'second of the three' where appearing in the second line of Clause 15 (12) e. and substituting therefor the words 'first of the two'."*

Discussion ensued and the Chairman called for a vote resulting in 30 voting for the motion and nil against with one abstention.

Motion carried with a 75% majority.

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**8. Election of Council Chairman, Treasurer and Councillors**

**8.1 Chairman**

A nomination had been received in respect of John Scudder for the position of Chairman. There were no other nominations and he was declared elected.

**8.2 Treasurer**

A nomination had been received in respect of Richard Lock for the position of Treasurer. There were no other nominations and he was declared elected.

**8.3 Six Ordinary Councillors**

Six nominations had been received for the six positions of Ordinary Councillor. The nominees were: Warren Lazer, Agnes Levine, Mick McAuliffe, Hugh Grosvenor, Giselle Mundell and Rob Ward and they were declared elected.

**8.4 Zonal Councillors**

Nominations had been received for Zonal Councillors as follows:

Metropolitan Zone: Carol Sheldrake

Outer Metropolitan Zone: Alan Bustany

Northern Zone: Neil Badger

Carol Sheldrake, Alan Bustany and Neil Badger were declared appointed.

No nomination was received from Southern and Western Zone. In accordance with the Constitution, this position can be filled by Council.

**9. Appointment of Honorary Solicitor**

One nomination had been received for the position of Honorary Solicitor, that of Warren Robinson. Warren Robinson was declared elected.

**10. Appointment of Auditor**

**Motion** (Richard Lock/John Scudder) *That CBC Partners be appointed Auditor of New South Wales Bridge Association Limited for 2019-2020.*

Motion carried.

**11. General Business**

There was no general business.

The Chairman opened the floor to questions or comments members wished to make.

Jake Andrew expressed concern about the sustainability of the bridge community, especially the impact of the ageing of the community. Do we have a problem, or should we be taking action? The Chairman advised that we have a thriving Youth Club and our Youth Team has won three in a row at the Australian National Championships.

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The area we are trying to direct attention to and want to attract are those in retirement or planning retirement. We are trying various strategies to access these groups in the community. The demographics of our regular bridge players indicates an average age of 65-70. This group represents those seeking a social outlet and the stimulation that bridge provides and for some the competitive element. Dr Gillian Carter noted how important being able to play bridge is for older people especially those with physical limitations.

It was noted that the demographic most difficult to reach and attract is the 30-35 age group.

## **12. Closure**

The Chairman thanked those who attended, and the meeting was declared closed at 6.03pm.

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### ***Explanatory Memoranda in respect of Agenda Items 7.1 and 7.2***

**Currently**, Clause 15 (19) of the company's constitution states as follows: "The Council shall meet to conduct the business of the Company, using any technology consented to by all the Councillors, not less than nine times in the period between Annual General Meetings and not less than once every nine consecutive weeks. Any four Councillors may requisition a meeting of Council within seven days by delivery of a written notice of requisition to the Secretary."

**The objective of Motion One (#1)** is to reduce the number of mandatory meetings of the elected Council from nine (9) to four (4). However, should there be a need, the Council can meet more often. As a large number of matters are put on the Council Agenda and time pressures mean that some matters do not get the attention they might need, the Council intends to delegate all of its day-to-day decisions to one of four (4) committees as permitted by clause 15.16 of the company's Constitution. The Council will then concentrate on policy and strategy. As the Councillors will work on the Committees in which they have an interest it is expected that matters may get more scrutiny. The Councillors' workload will not reduce, indeed it may increase. To help the Councillors, the Regional Representatives will be involved in the Committee concerned with State matters.

**Currently**, Clause 15 (12) of the Company's Constitution states as follows: "The office of Councillor shall become vacant if the Councillor:-

- a. ....;
- b. ....;
- c. ....;
- d. ....;
- e. Absents himself from three consecutive meetings of Council unless authorised by resolution of Council made not later than the second of the three consecutive meetings referred to so absent himself;
- f. ....;
- g. ...."

**The objective of Motion Two (#2)** is to reduce the number of meetings in a row that a Councillor may absent themselves without forfeiting his/her place on the Council from three (3) to two (2). It is a consequence of **Motion One (#1)** (see above). As there may only be four (4) Council meetings per year, it is thought that missing two (2) meetings in a row should be sufficient to disqualify a Councillor.