



NSW Bridge Association
The home of bridge in Sydney and NSW

New South Wales Bridge Association Limited
ACN 000 438 648

Annual General Meeting
28 February 2024
Notice of Meeting

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NOTICE OF THE 61st ANNUAL GENERAL MEETING OF THE NSW BRIDGE ASSOCIATION LIMITED TO BE HELD ON 28 FEBRUARY 2023 AT 6 PM LEVEL 1, 162 GOULBURN STREET, SYDNEY

Capitalised terms and certain abbreviations used in this Agenda have the defined meanings set out in the Glossary attached to the Explanatory Memorandum.

Members or their proxies are invited to attend in person or online.

Online attendance at the meeting will be via Zoom. Members proposing to attend via Zoom **must register their details with the Company Secretary before 6pm on Monday 26 February 2024**. Requests for Zoom access are to be sent by email to secretarynswba@gmail.com.

Instructions as to how to access the meeting via Zoom will be sent to those who have registered prior to the meeting.

In accordance with clause 14(15) of the constitution, unfinancial members (i.e. members who have not paid their annual subscription) will not be entitled to vote at the annual general meeting.

Proxy Voting

Pursuant to clause 14 (14) of the Constitution of the New South Wales Bridge Association Limited, a member present at the AGM (either physically or via Zoom) may hold no more than one proxy.

14 (14) Each member entitled to vote may vote in person or by proxy or by attorney. Except for the demanding of a poll, only members present in person shall vote on a show of hands and every such member shall have one vote. Upon a poll every member present in person and every member represented by proxy or attorney shall have one vote. No person present as the representative of a member, whether himself a member or not, shall be entitled to represent more than one member, whether by proxy or by attorney.

Proxy forms, a copy of which is set out below or can be downloaded from our website at

https://www.nswba.com.au/about/AGM/AGM_Proxy_Form_Feb2024.pdf

must be returned to the Secretary, NSWBA by 6.00pm on 26 February 2024 by mail or hand delivery to NSWBA, 162 Goulburn Street, Surry Hills, 2010 or scanned and sent by email to **secretarynswba@gmail.com**

Ask a question during the meeting

In accordance with the Corporations Act 2001 (Cth) and the Company's policy, an opportunity will also be provided to Members attending the AGM to ask questions about, or make comments upon, matters in relation to the Company or the individual motions to be considered at the meeting.

During the AGM, the Chairman will seek to address as many Member questions as reasonably practicable. However, there may not be sufficient time to answer all questions at the AGM.

Instructions will be issued to all Members who have registered to participate online as to how to ask questions prior to the meeting. Please note only Members and proxy holders may ask questions.

Nominations

Positions on Council, including that of Chairman, Treasurer and six ordinary councillors fall vacant at the AGM each year. Council invites nominations from members of the NSWBA to be elected to the above positions.

Nominations should be completed on the Nomination Form attached or to be found at

https://www.nswba.com.au/about/AGM/AGM_Nomination_Form_Feb2024.pdf

and returned to the Secretary NSWBA by 6.00 pm on 21 February 2024 by mail or hand delivery to NSWBA, 162 Goulburn Street, Surry Hills, 2010 or scanned and sent by email to secretarynswba@gmail.com

AGENDA

Opening of Meeting

- Confirmation of Quorum by Secretary
- Apologies
- Confirmation of minutes of prior AGM 14 December 2022 and EGM 6 November
- Business arising from the minutes
- Correspondence

Items of Business

Members are invited to consider the following items of business:

1. Consideration of the Financial Statements and Reports

To receive the Financial Statements, Directors' Report and Auditors Report for the Company for the year ended 30 September 2023.

All capitalised terms in the following motions have the same meaning as set out in the Glossary included in the Explanatory Memorandum.

Separation Motions

Motion 2 and motion 3 below are inter conditional, so that if one of those motions is not passed by the required majority of Members, neither motion will be considered as having been passed.

2. Changes to Constitution to facilitate the Separation Proposal

- 2.1 That with effect from 1 March 2024, the Constitution of NSWBA be amended to renumber existing clause 8 as 8(1) and to insert a new clause 8(2) as follows "Notwithstanding any other provision of this Constitution, the Company has, solely for the purpose of implementing the Separation Proposal (described in the Explanatory Memorandum issued to Members dated 29 January 2024), until the 31st of December 2025, power to pay, or enter into contracts or other legal agreements obliging it to pay, Income and transfer Personal Property, whether tangible or intangible (and therefore including intellectual property rights and the right to assign the benefit of contracts entered into by the Company), and without receipt of consideration, to any Corporation which has as its principal object the promotion of the game of bridge in New South Wales."
- 2.2 That with effect from the day after the Completion Date, that the Company's Constitution (adopted at the 2016 Annual General Meeting, amended at the 2017, 2018, 2019 and 2020 Annual General Meetings and further amended by motion 2.1 above) be replaced in its entirety by a new form of Constitution reflecting the amendments set out in Attachment A. Should Council not determine a Completion Date, the replacement Constitution will not be adopted.

Note: As this motion changes the Constitution, this motion requires a special majority (at least 75%) of votes cast by Members on the motion.

3. Separation Proposal Approval

3.1 That the members approve the Separation Proposal as described in the Explanatory Memorandum accompanying this notice and authorise Council to take all steps and execute all necessary contracts to give effect to the Separation Proposal.

3.2 That the Zonal Councillors cease to be Councillors with effect from the Completion Date.

Note: This motion requires approval by a simple majority (more than 50%) of the votes cast by Members on the motion.

Council unanimously recommend that you vote in favour of motions 2 and 3.

Additional motion

4. Proxy Voting

That with effect from 1 March 2024, the Constitution of NSWBA be amended as follows:

1. To delete the following sentence from clause 14(14) "No person present as the representative of a member, whether himself a member or not, shall be entitled to represent more than one member, whether by proxy or by attorney."
 2. And replace that sentence with: "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. A member may nominate the Chairman of the meeting as a proxy."
 3. To amend the first sentence of clause 15(9) by deleting the word "seven" and replacing it with "thirty".
- The amended Constitution set out in Attachment A to the Explanatory Memorandum dated 29 January 2024 is similarly amended.

Council unanimously recommend that you vote in favour of this motion.

Note: As this motion changes the Constitution, this motion requires a special majority (at least 75%) of votes cast by Members on the motion.

Elections

5. Election of Office bearers, Councillors and Honorary Solicitor

Election of the following:

- Chairman
- Treasurer
- Six Ordinary Councillors
- Honorary Solicitor

Nominations have also been called for Zonal Councillors for the following Zones:

- Southern zone
- Western zone
- Metropolitan zone
- Outer Metropolitan zone
- Northern zone

An election for Zonal Councillors will be held in accordance with clause 15(4) of the Constitution if required.

Close of Meeting

Agnes Levine
Company Secretary

Explanatory Notes to Motions

All motions are put by Council and do not require a proposer or seconder at the meeting.

1. Consideration of Financial Statements and Reports

Section 317 of the Corporations Act 2001 (Cth) requires the Company's Financial Statements, the Directors' Report, and the Auditor's Report (the Annual Report) of the Company for the financial year ended 30 September 2023 to be laid before the AGM.

The Chairman shall deliver a Chairmans report as part of this item and take questions on the Annual Report and otherwise in relation to the Company, other than in relation to items to be covered in the remaining agenda items.

This item does not require a resolution to be put to the Meeting. Members will be given an opportunity to ask questions about, or make comments on, the Annual Report and the Company. A copy of the 2023 Annual Report is available from the Company's website:

<https://www.nswba.com.au/about/AGM/reports/AnnualReport23.pdf>

2. Changes to Constitution to facilitate the Separation Proposal

Motion 2 contains the minimum changes to the Constitution of NSWBA necessary to facilitate the Separation Proposal.

See section 4 of the Explanatory Memorandum for further details.

3. Separation Proposal Approval Resolution

Motion 3 approves the Separation Proposal. Information on the Separation Proposal is set out in the Explanatory Memorandum.

Motion 3 also requires the removal of Zonal Councillors on separation.

4. Proxy Voting

Members who participated in the EGM held on 6 November 2023 will be aware of the challenges in holding that meeting and counting the votes. Many members were also concerned that the current requirements of the Constitution regarding proxies were undemocratic.

Motion 4 seeks to address some of the concerns raised by members by modifying the requirements of the Constitution to include more typical proxy rules, in particular:

- Proxy holders will be able to hold more than one proxy.
- Members will be able to instruct proxy holders as to how to vote.
- Proxy holders will be required to follow that instruction.
- Nominations for election to Council will be required thirty days prior to the AGM rather than the current seven days. This will ensure that the proxy form will include the names of candidates, enabling Members to instruct their proxy on how to vote in the election.

These changes will also allow Members to give a proxy to the Chair of the meeting, either as an open proxy or with an instruction as to how to vote.

