

MINUTES

Extraordinary General Meeting

Tuesday 30 July 2024

Attendance: Mary Anne Loveridge (Chair); Karen Irvine (Treasurer); Jeff Newton; Louise Harkness; Michael Jackson; Jeff Newton, Agnes Levine (Company Secretary); Victor Clarke; Marcia Scudder; Judy Kostrzewa; Bruce Nelan; Jane Biscoe; John Russell; Libby Tonkin; Mandy Dodds; Libby Dale; Phil Halloran; Paul Malloy; Cheryl; Henke; Anthony Harris; Mary Perrett; Terence Palmer; Ray Lassman; Mick McAuliffe.

Apologies: John Scudder; Rob Ward

1. Opening

- 1.1. The meeting opened at 1:15pm with the Chairman's welcome and acknowledgment of country.
- 1.2. The Secretary confirmed that a quorum was present and that 64 proxies had been received for the Chairman and two for the Treasurer, Karen Irvine.

2. Items of Business

The Chairman introduced the two-part motion put from Council to the meeting and called for any questions in relation to items of business and for a vote, in favour or against, from those present.

Change of Name

That, subject to approval by ASIC, the name of the company be changed to Sydney Bridge Club Limited.

Amendment to Constitution

That, subject to approval of the change of name by ASIC, the Company's Constitution (adopted with effect from 1 June 2024 following approval by the 2024 Annual General Meeting) be replaced in its entirety by a new form of Constitution reflecting the amendments set out in the Attachment.

MOTION CARRIED UNANIMOUSLY

3. Vote of thanks

The Chairman expressed a vote of thanks to Victor Clarke for his significant personal contribution to the whole process, acknowledging the many dedicated hours, his expertise and his commitment. She presented him with a gift in appreciation.

Victor Clarke also expressed thanks for Mary Anne's valued leadership throughout the past year.

4. Meeting close

The meeting closed at 1:22pm

Explanatory Notes

The motion is put by the directors and does not require a proposer or seconder at the meeting.

The Separation Proposal approved by members at the 28 February 2024 AGM was completed on 31 May 2024. As a result, the Constitution of NSWBA was amended on 1 June 2024 (the day after completion date) in accordance with motions 2.2 and 4 at the 28 February 2024 AGM. It is noted that this change removed the clause included in Motion 2.1 at the 28

February 2024 AGM as it is no longer required post Completion.

Following separation, it is appropriate that the name of the company be changed to reflect the fact that it is no longer the peak body for bridge in NSW. This motion changes the name of the company to Sydney Bridge Club Limited.

The changes to the Constitution from the version approved at the 28 February 2024 AGM which took effect from 1 June 2024 are as follows:

- to change the company name from New South Wales Bridge Association Limited to Sydney Bridge Club Limited throughout the document;
- to modify the preamble to the constitution to reflect the fact that Bridge NSW Limited has now been appointed as the peak body for bridge in NSW and make other minor wording changes to the preamble and clause 3;
- to delete the definition of Completion Date which is no longer required following completion of the Separation Proposal.

In accordance with the requirements of the *Corporations Act (Cth)*, it is a requirement that a change of name be approved by a special resolution. Following the meeting, the company will lodge a request with ASIC to approve the change of name. The name change will take effect once approved by ASIC. In the short term, the company will continue to trade under the Sydney Bridge Centre brand.