

NEW SOUTH WALES BRIDGE ASSOCIATION LIMITED (ACN 000 438 648)
61st ANNUAL GENERAL MEETING

Held at Level 1, 162 Goulburn Street, Sydney and via ZOOM

Wednesday 28 February 2024

MINUTES

1. Opening

In attendance: Vero was used for registration of attendance of persons eligible to vote in person, on ZOOM or by proxy. Refer [correspondence from VERO](#).

Other attendees: Juanelle Portelli (Auditor)

The Chairman declared that a quorum was present. The meeting opened at 6:00pm.

The NSWBA Chairman, Mary Anne Loveridge, expressed an Acknowledgement of Country, and welcomed members, particularly Perpetual and Life members, current Council of the NSWBA, BNSW Proxy Board, the Club Proxy Board, and staff members.

2. Presentation to John Scudder

Mary Anne Loveridge presented John Scudder with an award from the ABF on behalf of President Alison Stralow in recognition of his significant contribution to bridge in NSW.

3. Apologies

Apologies were received from James Johnson, Gary Barwick, Louise Harkness and Karen Irvine.

4. Minutes of previous AGM and EGM

Agnes Levine tabled copies of the minutes of the last AGM held on 14 December 2022 and the EGM held on 6 November 2023 and they are also available to be viewed on the website.

5. Business arising from the minutes

There is no business arising from the minutes.

6. Correspondence

No correspondence has been received that needs to be addressed at this meeting.

7. Tabling of the Company's Annual Report

In accordance with Section 317 of the Corporations Act 2001, 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 was tabled. It was further noted that the Annual Report was made available on the website prior to the AGM.

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8. Chairman's Report and Questions on the Financial Statements or the Company

Mary Anne Loveridge drew attention to the key matters contained in the Chairman's report (included in full in the Annual Report). Members were then invited to ask any questions in relation to the financial report or any aspects of the company (other than the Separation Proposal that will be dealt with later in the meeting). The period for questions and answers continued until no further questions were forthcoming.

9. Separation Motions

Mary Anne Loveridge provided an overview of the need for change and an outline of the organisations post separation. Members were referred to the Explanatory Memorandum which sets out the full details of the Motions put to the meeting.

Motions 2 and 3 were put to the meeting as follows:

Motion 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.

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.

Motions 2 and 3 were dealt with together as they are the two motions necessary to achieve Separation and are inter conditional (i.e. if either motion is not passed,

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neither motion will be considered passed). Members were advised that Council unanimously recommends a vote in favour of motions 2 and 3.

Members were then invited to ask questions in relation to the changes to the Constitution to facilitate the Separation Proposal and the Separation Proposal. The period for questions and answers continued until no further questions were forthcoming.

Voting on Motions 2 and 3 was undertaken on the VERO platform.

Motion 2 CARRIED

Motion 3 CARRIED

[Audited election results](#) were subsequently provided by Vero.

10. Additional Motion

Mary Anne Loveridge provided a rationale for the constitutional changes in relation to proxy voting set out in Motion 4. Members were advised that Council unanimously recommends a vote in favour of motion 4.

Motion 4 was put to the meeting as follows:

Motion 4: Proxy Voting

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

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."

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."

To amend the first sentence of clause 15(9) by deleting the word "seven" and replacing it with "thirty".

The amended Constitution as set out in Attachment A to the Explanatory Memorandum dated 29 January 2024 is similarly amended.

Mary Anne Loveridge noted there has been a minor amendment to Motion 4, details of which were posted on the website on 16 February. As originally drafted, motion 2.2 would have had the effect of cancelling the new proxy voting rules from the day after Completion Date. This was clearly not the intent. This amendment, which is highlighted in Orange above, ensures the new proxy rules continue after Completion Date. The chair determined that this modification is a minor clarification and reflects the intent that was set out in the Explanatory

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Memorandum (page 3) and in the notice of meeting and as such does not require to be separately voted on.

Voting on Motion 4 was undertaken on the VERO platform.

Motion 4 CARRIED

[Audited election results](#) were subsequently provided by Vero.

11. Election of Chairman, Treasurer, Honorary Solicitor and Zonal Councillors

11.1 Chairman

Only one nomination for the position of Chairman was received and accordingly in accordance with Clause 15(9) of the Constitution, Mary Anne Loveridge is deemed elected as Chairman.

11.2 Treasurer

Only one nomination for the position of Treasurer was received and accordingly in accordance with Clause 15(9) of the Constitution, Karen Irvine is deemed elected as Treasurer.

11.3 Honorary Solicitor

No nomination was received for the position of Honorary Solicitor and council will have to consider how to treat the casual vacancy.

11.4 Zonal Councillors

Only one nomination was received for the position of Zonal Councillor for the following zones and accordingly in accordance with Clause 15(4) of the Constitution the following individuals are deemed elected as Zonal Councillors:

Southern Zone Catherine Chaffey (nominated by Southern Highlands Bridge Club)

Metropolitan Zone Gary Barwick (nominated by North Shore Bridge Club)

Outer Metropolitan Zone John McIlrath (nominated by Tomaree Bridge Club)

Northern Zone Glenda Parmenter (nominated by Armidale Bridge Club)

Western Zone Philip Glover (nominated by Wagga Wagga Bridge Club)

11.5 Ordinary Councillors

Eight individuals nominated for the six available positions of Ordinary Councillor as follows:

Candidate	Proposer	Seconder
Warren Robinson	John Fitzpatrick	Peter Cloke
Louise Harkness	Mary Anne Loveridge	Karen Irvine
Dagmar Neumann	Maurits van der Vlugt	Mary Anne Loveridge

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Jake Andrew	Mary Anne Loveridge	Dagmar Neumann
Michael Jackson	Mary Anne Loveridge	Jeffrey Newton
Rob Ward	Mary Anne Loveridge	Louise Ward
Jeffrey Newton	Mary Anne Loveridge	Louise Harkness
Chris Hamam	Warren Robinson	Frederick Foster

Vero independently drew lots to determine the position of names on the ballot paper.

Candidates were invited to speak for 1 minute in support of their election. Mary Anne Loveridge read out presentations on behalf of candidates unable to attend.

Voting for Ordinary Councillors was undertaken on the VERO platform.

[Audited election results](#) were subsequently provided by Vero.

The following Candidates were subsequently elected:

- Louise Harkness
- Dagmar Neumann
- Jake Andrew
- Michael Jackson
- Rob Ward
- Jeffrey Newton

12. Retiring Councillors and Honorary Solicitor

Mary Anne Loveridge thanked Phil Halloran, Agnes Levine, Warren Lazer and Richard Lock who have retired as Ordinary Councillors at this/prior to this election. She also thanked Warren Robinson who will not continue on Council following tonight's election.

Warren Lazer in particular has served for over 30 years on Council, first serving for 16 years in the 1980s before returning to council for his current stint in 2007. Warren has led our events committee for many years which is a vital task for NSWBA.

Mary Anne also noted that Agnes Levine had intended to stand down from Council in December and instead has stayed on and organised two highly complex meetings, being the EGM and tonight's AGM. Even though she is standing down from Council tonight, she has generously agreed to stay on as Secretary through to completion of the separation.

Mary Anne Loveridge thanked Rakesh Kumar and Susan McMahon for their service to the NSWBA as Zonal Councillors. She also thanked Alison Hanson for her service as Honorary Solicitor up to today, and for agreeing to continue to assist with legal work up to the completion of separation.

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13. Next Steps

As Motions 2 and 3 have passed, members were advised that the draft Constitution and By-Laws of Bridge NSW will be sent to all Clubs in NSW for comment in the next few days. Comments are welcome from all clubs, but also from any of the 11,500 Bridge Players around the state, including NSWBA members. A copy of the draft Constitution will be posted on the NSWBA website as soon as it is available. Comments will be open until around the end of March. Following receipt of the comments, Council will finalise the Constitution, By-Laws and other legal agreements necessary to give effect to the Separation Proposal.

In the meantime, Bridge NSW has a lot of work to do to prepare for separation. We expect those tasks will be complete sometime in late Spring or over Winter and formal completion and separation will happen as soon as possible thereafter.

Once separation has occurred, a further EGM of NSWBA will be held to formally change our name to Sydney Bridge Club Limited.

In the meantime, we will continue to operate as currently (that is, with financial and operational separation of the two entities, governed by the Club Proxy Board and State Proxy Board reporting to Council).

14. Closure

The Chairman thanked those who attended in person and virtually. The meeting was declared closed at 8.06pm.