

Review of the Canberra Bridge Club (CBC) Constitution

Background

The CBC Constitution was developed in 1997 and was based on the model rules as set out in the Associations Incorporation Regulation 1991. The last update to the CBC Constitution occurred in September 2004.

The CBC as an incorporated Association must comply with the laws governing such bodies including but not limited to:

- Associations Incorporation Act 1991 (the Act).
- Associations Incorporation Regulation 2023 (the model rules, republished in force from 12 March 2024).
- CBC Constitution and By Laws.

Access Canberra advised Associations to review the model rules before the Associations Incorporation Regulation 2023 came into effect.

The Committee of the CBC reviewed the 2004 CBC Constitution and noted that The Associations Incorporation Regulation 2023 is quite different to the 1991 version. The 2023 regulations include a set of model rules which, in addition to new requirements, contain more detail than the 1991 version, including, references to relevant sections of the Act.

In addition, the 2023 regulations (model rules) include the following:

- New provisions for dispute resolution between members, or members and the committee.
- Clearer provisions for disciplinary proceedings.
- A requirement for an independent decision-maker to be appointed where a dispute resolution procedure has started, or where the committee has decided to propose disciplinary action.
- Virtual attendance at committee meetings and general meetings, where an association's committee or a requesting member decides.
- Clearer descriptions of committee members' roles.
- New provisions for the president, vice president, secretary, or treasurer to delegate their functions to any other relevant committee member.
- Revisions to proxy voting in general meetings.

The Review Process

The Committee considered the model rules and noted the changes and the comprehensive nature of the references to the Act and other relevant legislation. Accordingly, the Committee decided that the best approach would be to adapt the model rules to include the key requirements of the CBC Constitution 2004. The process undertaken included the following steps:

- Comparison of the clauses of the CBC Constitution 2004 to the model rules.
- Identification of the similarities and differences between the documents.
- Revision of the model rules to retain critical clauses/information pertaining to the governance and administration of the bridge club.

- Member consultations regarding adapted model rules constitution drafts.
- Revision of the draft adapted model rules constitution to incorporate member feedback.
- Cross checking the CBC Constitution 2004 against the revised draft adapted model rules constitution to ensure clauses are either covered in the draft constitution or may be appropriate to include in a revision of the bylaws.

The outcome:

The review and consultation process resulted in:

1. The development of a 2024 Constitution (adapted model rules) for presentation to members at the 2024 AGM.
2. The identification of proposed changes to the bylaws.
3. Identification of the CBC Constitution 2004 clauses that are redundant.

The Committee recognises that the 2004 CBC Constitution has served the CBC very well over the past 20 years and commends the work of previous committee members involved in its development. The Committee has attempted to retain the key components of the 2004 CBC Constitution which are essential to the administration of a bridge club.

However, members should note the Committee has recommended the following key changes:

- Revised objects. The objects have been revised. The changes include a focus on developing the Association to be a supportive and friendly environment for players of all skill levels.
- Changes to membership classes. The Honorary membership class has been removed. The requirement for the Honorary Life member class has changed from “the person has made an outstanding contribution to Contract Bridge” to “the person has made an outstanding contribution to the Association.”
- The number of Committee members has been changed from 13 to 10 members with scope for members to be included in the work of sub-committees.
- The importance of the role of the immediate past President has been recognised. If not elected to the committee the immediate past President may be invited to attend committee meetings as a non-voting guest.
- The Tournament Secretary is a key role on the committee and has been included in the adapted model rules as an office bearer.
- Nominations for the committee will close 14 days after the notice is given. However, additional nominations may be made at the annual general meeting.
- The model rules allow the Association to appoint an auditor at any time. Currently, an auditor is appointed at the AGM. The requirement to appoint an auditor (who must not be member) has been included as a function of the committee.
- In exceptional circumstances, the committee may now vote on an urgent matter (without the need to convene a committee meeting) using email.

Appendix A provides an overview of the changes to the model rules framework and an outline of the 2004 CBC Constitution clauses which have been included in the 2024 Constitution.

1. Changes to the Model Rules

The model rules framework has been adapted to reflect the requirements of the current constitution and additional requirements. Sections have been revised to reflect:

- the requirements CBC Constitution 2004; and
- recommendations to update/revise the requirements outlined in the 2004 CBC Constitution.

1A Revisions to reflect requirements of the CBC Constitution 2004.

The model rules framework has been adapted to reflect the requirements of the 2004 CBC Constitution as follows:

- Section 4 (2) (c) – currently, an application to become a member does not require nomination by a member and this section has been revised accordingly.
- Section 5, 6,7 – these sections have been revised to reflect the requirements of the CBC Constitution clause 7 (1), (2), and (3) including the due date for annual subscriptions and the requirements for joining fees and annual membership to be determined at the AGM.
- Section 12 – the requirements of CBC Constitution clause 8 (Member liabilities) have been added.
- Section 38 Committee functions. Section 38 (2) has been added. This allows the committee to set fees other than the joining fee or annual subscription, for example, tournament fees. Section 38 (3) has been added to reflect the requirement to appoint an auditor.
- Section 39 (1) - this section has been revised in accordance with CBC Constitution Clause 19 (1) to allow delegations to members and employees (in addition to sub-committees).
- Section 52 – this section has been revised to reflect the requirements of the CBC Constitution clause 18 (1). The number of committee meetings required in a calendar year has been changed from at least three to at least six.
- Section 55 – this section has been revised to reflect the requirements of the CBC Constitution clause 18 (4). The quorum for a committee meeting has been amended in Section 55 from 3 to 6. Even though the size of the committee is ten members, a quorum of six committee members has been retained.
- Section 62 – this section has been revised to reflect the requirements CBC Constitution clause 24. The committee must give each member written notice of an annual general meeting at least 21 days before the meeting. The accounts must be placed on the club's noticeboard.
- Section 66 – this section has been revised to require a quorum of twenty members for a general meeting in accordance with CBC Constitution clause 25.
- Section 70 – this section has been revised to reflect the requirements of CBC Constitution clause 30. The source of funds includes fees for services provided by the CBC.
- Section 71–this section has been revised to include the requirements of the CBC Constitution clause 31 for two people to approve all payments from the Association's bank accounts.

- Section 74 – this section has been revised reflect the requirements of CBC Constitution clause 37 (surplus property upon winding up). The section also includes the statement designed to protect the Association’s income tax status.

“If upon the winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, such property shall not be distributed among members.”

1B Revisions to reflect new requirements.

The model rules framework has been adapted to reflect recommendations to update/revise the requirements outlined in the 2004 CBC Constitution. The revisions include:

- Section 2 – CBC’s objects. Of the eleven 2004 objects six objects are unchanged. A minor change to one object has been made to protect the Association’s tax status. Four objects have been consolidated into the revised objects. Two objects have been added, namely:
 - (a) To promote, encourage and support participation in the game of bridge irrespective of the skill level of players and in a friendly, harmonious and sociable environment.
 - (b) To provide opportunities for people to learn to play and enjoy bridge and develop their skills.

There are now ten objects.

- Section 8 – the requirements CBC Constitution clause three membership classes have been added, with the exception of the Honorary membership class which is not included.
- Section 37 – the Vice-President and the Tournament Secretary have been added to Section 37 (1) as office bearers. In accordance with the Australian Institute of Company Director (AICD) guidelines for a medium sized organisation, the size of the committee has been reduced to ten members with the number of ordinary committee member positions reduced to five. The bylaws will allow members to participate in sub-committees and working groups.
- Form 1 – has been revised to reflect the changes to Section 4. Date of birth is required to calculate Youth annual subscriptions and eligibility for certain tournaments. A new member is required to declare their support for the Associations objects and that they will comply with comply with the *Associations Incorporation Act 1991* and the Association’s Constitution, Codes of Conduct and bylaws.
- Dictionary – terms added including applicable joining fee, Codes of conduct, bylaws, clubrooms, Federation.

2. CBC Constitution clauses included in the requirements of the Model Rules

Most of the clauses outlined the CBC Constitution 2004 are covered by sections in the model rules. These include:

- Clause 5 Membership entitlements not transferable. This requirement is included in Section 11.
- Clause 6 Cessation of membership – the requirements are included in Sections 9 and 10 and the disciplinary procedure (Division 1.3.2).
- Clauses 9 and 10 - the requirements are included in Division 1.3.2 Disciplinary Procedure and Division 1.3.3 Appealing Decisions.

- Clause 11 Powers of the Committee – the requirements are included in Section 38.
- Clause 12 Constitution and membership - the requirements are included in Sections 37, 49 and 51.
- Clause 13 Election of Committee members - the requirements are included in Sections 47 and 48. However, Clause 13 allows for nominations to be delivered to the Secretary at any time immediately prior to the time at which the election is to take place at the annual general meeting and Section 47 requires nominations to be delivered not more than 14 days after the Notice is given. However, under Section 48 the Chair may call for nominations at the AGM (if insufficient nominations are received).
- Clause 16 Vacancies – most of the requirements are included in Sections 9, 49 and 50. Clause 16 (1) (h) states: For the purposes of this constitution, a vacancy in the office of a committee member occurs if the committee member-

- is absent without the consent of the committee from all meetings of the committee held during a period of three months.

Section 50 (d) and (e) appears to be sufficient to cover the intent of Clause 16 as the sections state (in part) that The Association may, by resolution passed at a general meeting, remove a committee member from the committee before the end of their term of office if the member:

- fails to attend two consecutive committee meetings and does not have the agreement of the committee to be absent from one or both of the meetings; or
- does not exercise the functions of their office for a period of 3 months.
- Clause 17 Removal of committee members - the requirements are included in Section 50.
- Clause 18 Committee meetings and quorum - the requirements are included in Sections 52, 53, 54, and 55.
 - Section 53 requires 48 hours' notice to convene a committee meeting. Clause 18 requires 72 hours, but Section 53 has not been amended.
- Clause 19 Delegation by committee to sub-committee - the requirements are included in Sections 39, 45 (1), and 71.
- Clause 20 Voting and decisions — the requirements are included in Section 56.
- Clause 21 Annual general meetings—holding of - the requirements are included in Section 59.
- Clause 22 Annual general meetings—calling of and business at - the requirements are included in Sections 60 and 62 (3 (a), 3(b), 3(c), and 3(e)) and a revision to Section 62 (62 (3)).
- Clause 23 General meetings—calling of - the requirements are included in Sections 59 and 60.
- Clause 24 Notice. The requirements of clause 24 are included in Section 63.
- Clause 25 General meetings—procedure and quorum the requirements are included in an adapted Section 66. The quorum is now aligned with Clause 25.
- Clause 26 Presiding member - the requirements are included in Section 65.
- Clause 27 Adjournment - the requirements are included in Sections 66 and 69. These Sections require the adjourned meeting to be reconvened between 7 and 14 days.
- Clause 28 Making of decisions - the requirements are included in Section 67.
- Clause 29 Voting - the requirements are included in Sections 64 and 67.
- Clause 30 Funds source - the requirements are included in Section 70.
- Clause 32 Alteration of objects and rules - - the requirements are included in Section 2.
- Clause 33 Common seal - the requirements are included in Section 73.
- Clause 34 Custody of books - the requirements are included in Section 72.

- Clause 35 Inspection of books - the requirements are included in Section 72.
- Clause 37 Surplus property – as noted above, the requirements are included an adapted Section 74.

3. Matters not included.

There are four clauses (or components of clauses) outlined the CBC Constitution 2004 which have not been included in the adapted Constitution. These include:

- Clause 12 (5) An office bearer shall undertake any duties required under the bylaws.
- Clause 36 Service of notice. Section 3 refers to The *Electronic Transactions Act 2001* and the *Legislation Act 2001* which refer to the serving of notices.
- The Clause 37 requirement of approval by two thirds majority has not been included as the model rules clause requires at least $\frac{3}{4}$ of the votes (see Act, s 70).
- Clause 38 Patron. The CBC does not have a Patron.

4. Matters to be included in updated CBC bylaws.

The following matters outlined in the 2004 version of the CBC Constitution will be addressed in a revision of the bylaws:

- Clause 14 Public Officer.
- Clause 18 (2) Additional meetings of the committee may be convened by any five members of the committee.
- CBC Constitution 2004 refers to voting members. This term is taken to mean financial member. The consultation process identified the need to provide more guidance regarding the status of members including committee members who have not paid an annual membership fee by the due date. For example, what is the grace period, if any, and does a lapsed member need to pay a joining fee upon re-joining?