

WORCESTERSHIRE CONTRACT BRIDGE ASSOCIATION

CONSTITUTION

1. TITLE AND CONSTITUENT MEMBERSHIP

- 1.1 The Worcestershire Contract Bridge Association is an Association as defined in the Bye Laws of the English Bridge Union Ltd., and shall be referred to as the Association throughout the Constitution.
- 1.2 The Association is a Constituent Member of the English Bridge Union Ltd. It shall abide with its Bye Laws, Rules and Policies. Hereinafter the English Bridge Union Ltd shall be referred to as the EBU.
- 1.3 The Association covers the county of Worcestershire prior to the local government re-organisation in 1974 (the County).

2. OBJECTS OF THE ASSOCIATION

- 2.1 To promote Contract Bridge in the County of Worcestershire and the encouragement of inter-club, inter-county and national competitions.
- 2.2 To employ the funds of the Association in the best interests of the game of Contract Bridge, having regard to the fact that the Association is a non-profit making body.

3. MANAGEMENT

- 3.1 The affairs of the Association shall be managed by a Committee comprising the Chairman, Secretary, Treasurer and 7 other members (the Committee) all to be elected by ballot at the AGM of the Association.
- 3.2 The Chairman shall serve until the second AGM following his appointment and cannot be elected for a further term of office immediately after this term is completed. The past Chairman will replace the new Chairman in the rotation of committee members.
- 3.3 The Committee shall elect one of its members to be a Vice Chairman. The Vice Chairman will, in alternate years, be the immediate past Chairman, so long as he or she is a member of the committee. He or she will be succeeded by a person elected by the committee, and this person will normally be the committee's nominee for the next Chairman. If the immediate past Chairman is not a member of the committee, the committee will elect a Vice Chairman from amongst the committee.
- 3.4 In the event of the Chairman not completing his or her term of office, the then current Vice Chairman will serve as Chairman until the next AGM.
- 3.5 Subject to termination of office by resignation or otherwise, the Secretary and the Treasurer shall remain in office until the end of the AGM at which their successors are appointed.
- 3.6 The 7 other members shall retire in rotation in the third year after their election and may offer themselves for re-election. If the Chairman was one of these members prior to his appointment the retiring Chairman shall replace the new Chairman in the rotation, if not he can offer himself for election as an ordinary member of the Committee.
- 3.7 In the case of a ballot to determine those elected when one or more of the vacancies are caused by the resignation of member(s) of the committee before the end of their term(s), their places will be filled by the candidates receiving fewest votes from among those elected.
- 3.8 The Committee may at its discretion set up and disband sub-committees and decide their terms of reference and the powers they shall have.

- 3.9 The Committee shall have the right to co-opt up to 3 additional members and co-opted members shall have the right to vote at Committee Meetings. Such co-opted members shall retire at the next AGM but shall then be eligible for further co-option as well as election.
- 3.10 The Committee shall have power at any time to fill any casual vacancy among the Officers and Committee. Any person so appointed shall hold office until the next AGM and shall then be eligible for election.
- 3.11 The Committee is responsible for the control of all monies and assets of the Association. The Treasurer shall be responsible for the collection of all monies due to the Association, payment of all accounts and for keeping the books of account. The Treasurer shall account to the Committee for all financial transactions as and when required, and prepare a report and statement of accounts duly audited, for each Annual General Meeting. The Committee is empowered to appoint an Acting Auditor should the appointed Auditor be unable to fulfil his duties. The signatures of two authorised members of the Committee shall be required on the paperwork for the payment of monies out of the Association.

4. MEMBERSHIP

- 4.1 All members of the Association must be Player Members of the EBU.
- 4.2 A Player Member of the EBU shall become a member of the Association when their primary allegiance to the Association is recorded with the EBU.
- 4.3 A Bridge Club affiliated to the EBU can also affiliate to the Association.
- 4.4 Any member of a club, which is affiliated to the Association, shall be a member of the Association and have primary allegiance to the Association, unless they have specified otherwise.
- 4.5 A Player Member of the EBU whose primary allegiance is with another Association can become a dual member of the Association by payment of an annual subscription.
- 4.6 The Membership Year shall run for the twelve month period from 1st April to 31st March.
- 4.7 Only current members of the Association are eligible to vote at the AGM or an SGM.
- 4.8 The Association county component of the Pay to Play levy, the dual member annual subscription and the county component of the Club affiliation fee shall be determined by the Committee. These rates then need to be approved by a simple majority of members at the AGM preceding the start of each Membership Year.

5. MEETINGS

5.1 Annual General Meeting (AGM)

- 5.1.1 This will be held on or after 1st May and before the 30th June of each calendar year.
- 5.1.2 The venue, date and time of the AGM shall be included in the annual Calendar of Events, which is sent to all members of the Association.
- 5.1.3 The ordinary business of the AGM shall be to receive reports from the Chairman and the Treasurer, to adopt the accounts, to fill any vacancies on the Committee and to appoint the Auditor for the coming year and to present the trophies won.
- 5.1.4 A request for a Special Resolution from a Association member, which shall require a vote of the members at the AGM, must be sent in writing to the Secretary no later than six weeks before the AGM. The request must be supported in writing by two other members of the Association.
- 5.1.5 The Committee may also propose Special Resolutions.

- 5.1.6 All Special Resolutions shall be included in the notice of the AGM.
- 5.1.7 Further business may be raised by the members present, but such items of AOB shall be for discussion only.
- 5.1.8 Notice of the AGM shall be published at least 2 weeks prior to the date fixed for the AGM, stating when and where the meeting will take place and the business to be conducted. An AGM or an SGM shall be deemed to have been published three days after written details are posted (and this shall include e-mail posting) by the Secretary to the secretaries of the Association affiliated clubs. The Secretary shall make every effort to widen the circulation using available individual member email lists and the Association website.
- 5.1.9 Nominations for the vacant places on the Committee and the posts of Chairman, Secretary and Treasurer, duly proposed and seconded, must be sent to the Secretary at least 2 weeks prior to the AGM. If the number of candidates exceeds the number to be elected a vote will be taken under Clause 5.1.11. If no nominations or insufficient nominations have been received by the Secretary 2 weeks prior to the AGM any persons nominated will be deemed elected and proposals will be accepted at the AGM without notice for other vacancies with a vote under Clause 5.1.11 being taken if necessary.
- 5.1.10 The Chairman shall preside over the AGM but if he is not present at the time appointed for the AGM or has signified his inability to be present at the AGM the Vice Chairman shall preside or in his absence the members shall choose one of their number to be the Chairman of the meeting.
- 5.1.11 Only members present at an AGM or SGM are entitled to vote. Voting shall be by a simple majority and a show of hands, except for the election of the Committee, which shall be by secret ballot of members present. The Chairman shall have a casting vote in the event of equality of votes except in the appointment of a Chairman.
- 5.1.12 The business at an AGM shall be limited to that provided by these rules and those further matters set out in the notice convening the meeting. The quorum at the AGM shall be 10% of members or 30 members, whichever is the less.
- 5.1.13 The Secretary shall be required to arrange a further SGM, if an AGM or SGM respectively fails to reach a quorum. In both circumstances the additional SGM shall be scheduled to occur within the period of 4 weeks to 6 weeks after the aborted AGM or SGM. The Secretary shall publish the date, venue, time and business of the SGM at least three weeks before the date of the additional SGM.
- 5.1.14 If the additional SGM once again fails to reach a quorum, the Committee shall be able to take any decisions necessary so that it can continue to manage the affairs of the Association.

5.2 Special General Meeting (SGM)

- 5.2.1 An SGM may be convened at any time by the Committee and shall be convened within 30 days from the receipt of a written request signed by at least 20 members. Such request must state the purpose for which the meeting is required.
- 5.2.2 Clauses 5.1.8, 5.1.10, 5.1.11, 5.1.12, 5.1.13 & 5.1.14 shall apply to SGMs.

5.3 Committee Meetings (CM)

- 5.3.1 The Committee shall meet at such times and places as it may decide fit, but not fewer than four times within a calendar year. A quorum shall consist of five members and, in the event of a tie on votes cast, the chairman of the meeting, shall have the casting vote. Any member of the Committee may request in writing that the Secretary call a meeting and the meeting shall be convened within 30 days of receipt of the request.
- 5.3.2 The CM shall be presided over by the Chairman, but if he is not present at the time appointed for the meeting or has signified his inability to be present at the CM, the

Vice Chairman shall preside or in his absence the members present may choose one of their number to be the chairman of the CM.

- 5.3.3 Notice of every CM shall be sent to all members of the Committee and all co-opted members at least 1 week prior to the date fixed for the CM.
- 5.3.4 The Committee shall appoint Shareholders of the EBU according to the entitlement of the Association in the Bye Laws of the EBU.

6. MEMBERS' BEHAVIOUR

- 6.1 Each member of the Association shall be required in connection with the game of Duplicate Contract Bridge, to conform to the standards of fair play, courtesy and personal deportment prescribed by the Bye Laws and regulations for the time being of the EBU.
- 6.2 The Association shall have the powers and the procedures for the enforcement of the requirement in clause 6.1. They are set out in the Schedule of the Constitution, and shall stand as part of the Constitution and be subject to the same provisions of the Constitution for its amendment.

7. CONSTITUTION AMENDMENTS

Alterations to the Constitution shall be made only at an AGM or SGM through the positive votes of at least two thirds of the members present.

8. DISSOLUTION OF THE ASSOCIATION

The Association can be dissolved at an SGM provided at least two thirds of the total members present on the date of the SGM positively vote for its dissolution. The assets of the Association on a dissolution shall be donated to a charity or charities decided by the members attending the dissolution meeting.

9. INTERPRETATION

On all questions of interpretation of the Constitution the decisions of the Committee shall be binding until or unless upset at an AGM or SGM. The Committee shall determine any point or matter that is not covered by the Constitution.

10. DEFINITIONS

The terms Association, Constituent Member, Duplicate Contract Bridge and Playing Member have the meanings set out in the Bye Laws of the EBU.

Schedule of Disciplinary Procedures

1. Requirements of the Schedule

This Schedule is referred to under clause 6.2 of the Constitution and prescribes the powers and procedures for enforcement. It will comply with and follows the EBU disciplinary procedures and any variations thereof that are made from time to time. The Association shall act through its Conduct and Disciplinary Committees for the enforcement of standards prescribed in clause 7.1 of the Constitution. The Association shall have additional powers as set out in the clauses below.

2. Receipt of allegation

Any person making a complaint against one or more members of the Association, under the terms of clause 6.1 of the Constitution, must do so in writing to the Secretary or the Chairman of the Association.

3. Conduct Committee

The Committee shall appoint its Conduct Committee through its powers to appoint sub committees under clause 3.8 of the Constitution. The Conduct Committee shall be responsible for investigating complaints against the Association's members and to determine whether a Disciplinary Offence should be referred to the Association's Disciplinary Committee.

The Conduct Committee shall consist of no fewer than three members of the Association and no more than five. A quorum for any meeting shall be three of its members. It shall act by simple majority vote and its appointed chairman, or whomsoever in his absence the Conduct Committee shall select to chair a meeting, shall have a second, or casting vote in the event that there is parity of voting.

4. Disciplinary Committee

The Committee shall appoint the Disciplinary Committee through its powers to appoint sub committees under clause 3.8 of the Constitution. The Disciplinary Committee shall, determine sanctions for offences admitted by the defendant, hear charges of offences and determine whether those charges are proved and if proved, to determine the sanction imposed.

The Disciplinary Committee shall consist of no fewer than three members of the Association and no more than five. At least three of its members must be present when it makes a decision to uphold a complaint and impose sanctions on the offending member. It shall act by simple majority vote and its appointed chairman, or whomsoever in his absence the Disciplinary Committee shall select to chair a meeting, shall have a second, or casting vote in the event that there is parity of voting.

5. Conflicts of Interest and Independence of the Conduct and Disciplinary Committees

Any member of either the Conduct or Disciplinary Committee who is in any way personally involved in the allegations within a complaint will be disqualified from participating in either Committee's handling of the complaint.

A member of the Association cannot be a member of both the Conduct and Disciplinary Committees.

6. The Complaints Process

6.1 Notice of Meetings

Where a written complaint is made, or a matter otherwise comes to the attention of the Conduct Committee, it shall first consider whether such complaint or matter falls within the scope of the Disciplinary Rules and whether further action is warranted. If it does the Conduct Committee secretary shall first write to the Defendant, seeking the Defendant's comments on the substance of the complaint or matter that has been raised. The Conduct Committee shall also be entitled to make such further investigations and enquiries as it, in its absolute discretion, considers appropriate. The Conduct Committee shall also be entitled to seek advice both from within the Association and from the EBU Laws and Ethics Committee, and to obtain external legal advice.

6.2 Complaint not justified

If the Conduct Committee decides that the complaint is not justified, all parties shall be notified and the matter ended.

6.3 Complaint justified

If the Conduct Committee decides that the complaint is justified, it may, in its absolute discretion, offer a verbal caution to the offending member, which if accepted, ends the matter. If the Defendant does not accept the verbal caution, or the Conduct Committee decides a verbal caution is inappropriate, the Conduct Committee shall refer the case to a hearing by the Disciplinary Committee. The Defendant shall be notified, in writing, within two weeks of this decision and of his right to make a written submission to the Disciplinary Committee and to attend the hearing. The Defendant shall have the right to be represented by legal counsel of his choice or may be accompanied by a person to speak on his behalf. The Disciplinary Committee shall give at least two weeks notice of the hearing to the Defendant.

6.4 Disciplinary Committee's Sanctions

If after the hearing the complaint is upheld, the Disciplinary Committee may in its absolute discretion:

- (a) Give a written reprimand to the offending member(s), or
- (b) Suspend the offending member(s) from all or some of the competitions sponsored or licensed by the Association for such period, as it shall determine.

If the complaint is against a member of the Committee then in addition to any other sanctions applied, the Disciplinary Committee shall have the power to suspend such member from the Association's Committee and any of its sub committees for such a period that it shall determine.

Any sanctions imposed by the Disciplinary Committee must be communicated to the offending member in writing within twenty one days of the hearing.

6.5 Appeal

Each member found guilty of a Disciplinary Offence by the Disciplinary Committee has the right to appeal to the EBU Laws and Ethics Committee. Appeals must be in writing and lodged with the Secretary of the EBU Laws and Ethics Committee within twenty one days of the written communication of the Disciplinary Committee's decision to the offending member.

6.6 Referral to the EBU Laws & Ethics Committee

At any time the Disciplinary Committee may refer a complaint to the EBU Laws & Ethics Committee for its consideration. In doing so the Disciplinary Committee shall have fully discharged its responsibilities under this Schedule.

7. Definitions

The terms Disciplinary Rules and Disciplinary Offence have the meaning set out in the Bye Laws of the EBU.

The new WCBA Constitution is an amalgamation of our old Constitution and the model constitution suggested by the EBU. The following points identify the key changes we have made.

1. Sections 1 & 2 were taken from the Model Constitution, with the addition of clause 1.3 from our old Constitution to define our geographic area.
2. The section on Management is mostly taken from our old Constitution with clause 3.11 being an amended version of clause 3.5 from the Model Constitution. Clauses 3.3, 3.4 & 3.7 have been taken from our Byelaws as they belong here.
3. The section on Membership is a simplified version of what is in the Model Constitution. We have specified that the County component of the Pay to Play levy, the dual member annual subscription and the County component of the Club Affiliation fee are determined by the Committee and approved at the AGM.
4. The main change in the section on Meetings is that we have replaced our old 7a5 with details from the model constitution, in particular clause 6.10. The date, venue & time of the AGM are notified to all members by being included in the calendar.
5. We have said that special resolutions must be submitted at least 6 weeks prior to the AGM rather than by the 1st of April in case we hold it slightly later. We have clarified that only members present at an AGM or SGM can vote, which removes the possibility of proxy votes.
6. We have also added clauses 5.1.13 & 5.1.14 to define what happens if an AGM or SGM is not quorate.
7. We have added some additional sections from the model constitution on Members' Behaviour, Dissolution of the Association, Interpretation and Definitions.
8. We have deleted references to our Byelaws as some of the content has been included in the new Constitution and the rest is to be replaced by Rules of Competition. These have not been completed yet but we will ask Martin Pool to review them before they are adopted.
9. The last major change is that we have replaced our section on Conduct with the EBU proposed section on Disciplinary Procedures.