

MIDDLESEX COUNTY BRIDGE ASSOCIATION

PROPOSED NEW CONSTITUTION 2021

1 The Association shall be called **Middlesex County Bridge Association**, which name may be abbreviated to MCBA, or any other related name that the Committee may from time to time determine.

2 AFFILIATION

The Association shall be affiliated to the English Bridge Union (EBU) and shall comply with the rules, regulations and bye-laws of the EBU wherever these are appropriate.

3 OBJECTS

The objects of the Association shall be to promote and organise bridge in the area known as, or previously known as, the County of Middlesex (hereafter referred to as Middlesex area). In this respect it will:

- a) Co-operate with the EBU and Bridge Great Britain in the organisation of events promoted from outside the Association;
- b) Organise County level events within the Middlesex area;
- c) Assist where appropriate with the promotion and organisation of events at Club level.

In each case the principal interpretation of 'event' is in respect of bridge competitions but similar objects shall apply to all aspects of administration.

4 MEMBERSHIP

4.1 Classes of membership shall include:

- a) Individual (P2P); carrying full individual voting rights, privileges and membership of the EBU.
- b) Individual (Direct); carrying full individual voting rights, privileges and membership of the EBU; membership by direct affiliation on a personal basis.
- c) Club: carrying voting rights and privileges for the club;

4.2

a) The Individual Membership class (clause 4.1a) is attained by a Member being a “playing Member” of the EBU [1] through membership of any EBU affiliated club and opting for their primary County of allegiance to be MCBA.

b) The Individual Membership class (clause 4.1b) is attained by a Member being a “playing Member” of the EBU [1] by paying a direct subscription to both the EBU and MCBA and opting for their primary County of allegiance to be MCBA.

[1] As defined by the EBU

c) The Club Membership class (clause 4.1c) is attained by a club being a paid up member club of both the EBU and MCBA.

4.3 Annual membership shall run from 1st April to 31st March so long as any required subscription affiliation fee, or other condition has been paid. If renewal of existing membership has not been made by 1st November then it may be suspended. Notwithstanding this the Committee may remove suspension or back-date membership to 1st April or any other date at its absolute discretion.

4.4 Each individual member as well as each person subject to the jurisdiction of the Association shall conform to the standards of fair play, courtesy and deportment prescribed by the Bye-Laws and regulations for the time being of the English Bridge Union.

5 OBLIGATIONS OF THE COMMITTEE

Management of the Association shall be vested in a Committee.

5.1 The Committee shall:

- a) Manage the day to day running of the Association;
- b) Comprise not more than fourteen elected Members of the Association;
- c) Elect a Chairman, Vice Chairman, Treasurer and Secretary from within its number at the first committee meeting following an AGM;
- d) Give notice of the AGM and any other General Meetings;
- e) Set the rate(s) of subscriptions, levies or other charges within the limitations set by the AGM (see clause 10.4. item e below)
- f) Maintain such bank, building society or other accounts as it deems fit for holding the funds of the Association;
- g) Have a quorum of six or one half of the committee plus one, whichever is the lower;
- h) Ensure that a proper record of all its financial transactions is maintained.

5.2 Conduct of Members.

The procedures are set out in Appendix A - Schedule of Disciplinary Procedures.

6 DISCRETIONARY POWERS OF THE COMMITTEE

The Committee may:

- a) Hold meetings as often as it deems fit, no fewer than four times a year. Furthermore, it shall hold additional meetings within twenty one days of a written request to the Secretary signed by at least four committee members. Meetings may be held online or in person at the sole discretion of the Chairman or if unavailable the Vice Chairman.
- b) Co-opt any Association Member to fill a vacancy arising on the committee;
- c) Co-opt a further Member of the EBU in addition to the elected Members;
- d) Exercise its discretion over membership as provided in 4.3 above;
- e) Create or disband and provide with terms of reference such sub-committees as it deems fit;

f) Hold an Extraordinary General Meeting at any time provided that it shall do so no earlier than fourteen days and no later than forty two days of receipt by the Secretary of a written request signed by the Chairman, at least five committee members or any twenty five Members;

g) Vary the rate(s) of subscription between different classes and/or types of membership (e.g. it may set a reduced rate for junior Members);

h) Derive funds from any sources it deems fit;

i) make bye-laws and rules to ensure the smooth running of competitions and the handling of any difficulties which may arise;

j) Appoint a President;

k) Appoint one Senior Vice President and one or two Vice Presidents;

l) Appoint such other officers to the committee as it deems fit.

7 TRUSTEES

The trustees of the Association shall be the Chairman, Vice Chairman, Secretary and Treasurer so long as they hold those offices. In the event of dissolution of the Association as provided herein, the trustees shall be responsible for the reasonable disposal of its assets and shall be limited in liability to a maximum sum of one pound (£1.00).

8 OFFICERS

8.1 Chairman.

The Chairman shall:

a) Be an ex officio member of all sub-committees;

b) Normally chair general and committee meetings provided that he or she shall vacate the chair on being so required by a majority vote from the floor and may vacate the chair at any time;

c) Have the right to exercise an additional vote in the case of any poll resulting in a tie at any general or committee meeting. If the Chairman declines to exercise this additional vote, the resolution shall be lost.

d) Be an EBU Shareholder on behalf of MCBA, but can elect not to serve in this capacity;

e) Not serve for more than six consecutive years, or for more than six years out of a total period of twelve years, as Chairman.

8.2 Vice Chairman

The Vice Chairman shall:

a) In the absence of the Chairman, chair general and committee meetings provided that he or she shall vacate the chair on being so required by a majority vote from the floor and may vacate the chair at any time;

b) Not serve for more than six consecutive years, or for more than six years out of a total period of twelve years, as Vice Chairman.

8.3 Treasurer.

The Treasurer shall:

- a) Maintain a record of the Association's financial transactions;
- b) Receive and disburse funds;
- c) Prepare a financial statement, make it available to the Independent Examiner or auditor and present it to the AGM.

8.4 Secretary.

The Secretary shall:

- a) Be an ex officio member of all sub-committees;
- b) Be the proper officer for the receipt of notices and correspondence concerning the Association;
- c) Be responsible for receiving requests to hold Extraordinary General Meetings, resolutions for inclusion in the agenda of the AGM and nominations for the committee;
- d) Make available to Members' copies of this constitution and of any rules or bye-laws.

9 ELECTION OF COMMITTEE

9.1 Any individual member of the Association is eligible for election onto the committee.

9.2 Up to four committee members shall retire at each AGM to facilitate the election of no fewer than four committee members. The retirements may be voluntary by any member but where this does not create four vacancies, those retiring shall be decided by order of seniority of last election. Selection of retirements by members of equal seniority shall be decided by consensus or lot. All retiring members are eligible for re-election.

9.3 Any person co-opted onto the committee under 6(b) or (c) above shall retire at the AGM following his or her appointment but may stand for election and or be co-opted onto the committee following the election.

9.4 Nominations shall be signed by a proposer and seconder who shall both be Full Individual Association Members and shall be forwarded to the Secretary at least fourteen days before the date of the election.

9.5 Where the number of written nominations received equals the number of vacancies, the nominees shall be deemed elected.

9.6 Where the number of nominations exceeds the number of vacancies an election shall be held.

9.7 Each qualified member present shall have one vote per vacancy. The vote shall be by secret ballot.

9.8 Nominees shall be deemed elected in descending order of number of votes received until all vacancies have been filled.

9.9 Where the number of vacancies exceeds the number of nominations, those nominees shall be deemed elected and the Chairman of the meeting shall call for nominations from the floor to fill the remaining vacancies. If more nominations are then received than vacancies exist, a vote shall be held and the provisions above shall apply.

10 ANNUAL GENERAL MEETING

10.1 A General Meeting shall be held each year. At least twenty-eight days' notice shall be given to all Members, such notice to be published on the MCBA website.

10.2 Any resolution for inclusion on the agenda shall be sent to the Secretary at least fourteen days before the date of the meeting.

10.3 The agenda shall be published on the MCBA website and where possible circulated electronically to Members for whom we hold a valid email address, seven days before the date of the meeting.

10.4 The agenda shall include:

- a) Receipt of reports and adoption thereof;
- b) Receipt and adoption of accounts;
- c) Appointment of an Independent Examiner or auditor(s);
- d) Election of committee;
- e) Proposal or authority for the committee to set subscriptions;
- f) Announcement of the appointment of a President (if any);
- g) Announcement of the appointment of a Senior Vice President and one or more Vice Presidents (if any);
- h) Election of EBU Shareholders, if any, in addition to 8.1d above;
- i) Approval of the payment of an honorarium to an Officer of the Association (if any);

10.5 All individual Members are entitled to attend. Clubs are entitled to be represented by one voting member.

10.6 An individual member also representing a club and/or association is entitled to one vote in each capacity.

10.7 Any member is entitled to attend any general meeting by proxy, provided that the nomination shall be valid only if it fulfils the following criteria:

- a) It is in writing and signed by the member; on any such form as the Committee may decide from time to time to employ (if any).
- b) Both the absentee and proxy are Members of the Association;
- c) The nomination is notified to the chair at least ten minutes prior to the meeting.

11 EXTRAORDINARY GENERAL MEETINGS

11.1 Extraordinary General Meetings shall be called in accordance with 6(f) above and at such meetings only the business specified in the notice shall be transacted.

11.2 Notice of a Extraordinary General Meeting shall be posted on the MCBA website and circulated electronically to Members for whom we hold a valid email address, at least fourteen days before the date of the meeting and shall include an agenda and the full text of any resolution to be put to the meeting.

12 VOTING AT GENERAL MEETINGS

12.1 Each person present in person or by proxy shall be entitled to one vote.

12.2 Clubs are entitled to one vote. Authorised representatives of clubs shall be notified to the chair at least ten minutes prior to the start of the meeting.

12.3 Any amendment to the constitution shall only be passed if supported by two thirds of those present in person or by proxy and entitled to vote.

12.4 Except as provided in 12.3 above and 18 below all resolutions shall be carried by a simple majority.

13 QUORATE AND INQUORATE MEETINGS

13.1 The quorum at any general meeting shall be fifteen Members.

13.2 An individual Member also representing a club or association may count as more than one member.

13.3 In the event of a committee meeting being inquorate it shall be cancelled.

13.4 In the event of a general meeting being inquorate, then the following action shall be taken:

a) The published general meeting shall be cancelled and replaced immediately by an Emergency Committee Meeting. No prior notice shall be required and the items for discussion shall be those scheduled for the general meeting.

b) All Members attending the aborted general meeting shall be co-opted onto the committee for the duration of the Emergency Committee Meeting which shall be held forthwith.

c) Any decision taken by the Emergency Committee Meeting shall be advised to the general membership in writing as soon as is reasonably practical. Thereafter and within a period of 28 days from the date of receipt of such notification, a Special General Meeting may be called as provided in 6(f) and 11 above in order to nullify or amend any decision taken by the Emergency Committee Meeting.

d) In the special case of the Annual General Meeting the Committee extant shall continue in office either until the next AGM or until removed by a Special General Meeting, whichever is the earlier. In all other respects this clause (13.4(a) to (c)) shall apply.

14 STATUS AND FINANCE

14.1 The Association shall be a not for profit organisation. Any surplus arising shall be used for the benefit of Members and not distributed.

14.2 The accounts of the Association shall be audited or certified annually and the audited or certified accounts shall be offered annually to the Members for adoption.

14.3 Any change to the rate(s) of subscriptions shall not act retrospectively.

14.4 All bank or other accounts held pursuant to 5(f) above shall be clearly identifiable as belonging to the Association and any cheque drawn thereon shall not be valid unless signed by an authorised signatory.

15 PRESIDENT

15.1 When the committee makes an appointment pursuant to 6(j) above it shall be announced at an AGM. The President of the Association shall be an ex officio member of the Committee.

15.2 The President shall hold office for three years and may serve two consecutive terms.

e) Not serve for more than six consecutive years, or for more than six years out of a total period of twelve years, as President.

16 VICE-PRESIDENTS

16.1 When the committee makes an appointment pursuant to 6(k) above it shall be announced at an AGM.

16.2 A Senior Vice-President shall be an ex officio member of the Committee and shall hold office for three years and may serve two consecutive terms.

16.3 A Vice-President shall hold office for three years and may serve two consecutive terms.

16.4 A Vice-President may not serve for more than six consecutive years, or for more than six years out of a total period of twelve years, as Vice President.

17 CONSTITUTION

17.1 Any issue of interpretation of this constitution shall be resolved by the Chairman whose decision is final.

17.2 The constitution may be amended only by the Members in general meeting.

17.3 Any resolution to effect a constitutional amendment shall be included in the agenda, to which the full text of any proposed change shall be attached.

18 DISSOLUTION

An Extraordinary General Meeting shall be called for the purpose of dissolving the Association. If such meeting is inquorate it shall be cancelled forthwith and a postal or email ballot of the membership held instead. The dissolution of the Association shall be dependent on:

A) The positive support of two thirds of the Members present in person or by proxy at a quorate General Meeting; or

b) A minimum of 20% of the full membership replying to the postal or email ballot within 35 days of its publication and the positive support of two thirds of votes cast.

May 2021

Middlesex CBA Constitution – Appendix A

Schedule of Disciplinary Procedures

1. Requirements of the Schedule

This Schedule is referred to under clause 7.2 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 7.1 of the Constitution, must do so in writing to the Secretary or the Chairperson of the Association.

The County Association will deal with any disciplinary allegations referred to it from its affiliated clubs using the Disciplinary Procedures set out in this constitution.

This may involve investigation, a hearing and an appeal, however if a proper hearing has already been held then the County Association should only convene an appeal hearing.

3. Conduct Committee

The Executive Committee of the Association shall appoint its Conduct Committee through its powers to appoint sub committees under clause 3.4 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 Executive Committee of the Association shall appoint the Disciplinary Committee through its powers to appoint sub committees under clause 3.4 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. Normally no action will be taken in respect of a complaint relating to an alleged offence which occurred three months or more prior to a formal complaint in writing made to the appropriate Officer. If it does take action 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 Executive Committee then in addition to any other sanctions applied, the Disciplinary Committee shall have the power to suspend such member from the Association's Executive 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.

No sanction shall come into effect until the time limit for an appeal has expired.

If an appeal is made the sanction will not come into effect until the appeal has been determined, and will be modified or cancelled if that determination so requires.

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.