

SOMERSET CONTRACT BRIDGE ASSOCIATION CONSTITUTION (13052009)

1. TITLE AND CONSTITUENT MEMBERSHIP

- 1.1 The Somerset 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 SCBA throughout the Constitution.
- 1.2 The SCBA is a Constituent Member of the English Bridge Union Ltd. It shall abide by its Bye Laws, Rules and Policies. Hereinafter the English Bridge Union Ltd shall be referred to as the EBU.

(Note: This section is now a clearer statement of how constitutionally the SCBA exists through being part of the EBU. The retention of the SCBA's Constituent Membership of the EBU has been removed from the Objects of the SCBA).

2. OBJECTS OF THE SCBA

- 2.1 To promote Duplicate Contract Bridge in the County of Somerset, and in the areas of North Somerset and North East Somerset, and to encourage inter-club, inter-county and national competitions.
- 2.2 To employ the funds of the SCBA in the best interests of the game of Duplicate Contract Bridge, having regard to the fact that the SCBA is a non-profit making body.

(Notes: Now that the local council/authority boundaries have been redrawn, we can define the geographical area covered by the SCBA as above.

The term "Duplicate Contract Bridge" has been introduced so that we do not fall within the terms of the Gaming Act, as Duplicate Contract Bridge is deemed to be a game of skill and not of chance).

3. MANAGEMENT OF THE SCBA

- 3.1 The management of the affairs of the SCBA shall be vested in the following Officers:-
- (a) Chairperson (who acts as the chairperson of the Executive Committee)
 - (b) Vice Chairperson
 - (c) Secretary
 - (d) Treasurer
 - (e) Tournament Secretary
 - (f) Membership Secretary

and not more than six other members of the SCBA, who together will form the Executive Committee. All Officers and other Executive Committee members must be elected annually at the Annual General Meeting (AGM) by a simple majority of the paid up members of the SCBA attending the AGM.

- 3.2 The Executive Committee shall meet from time to time as it deems fit, but not less than four times within a calendar year. A quorum shall consist of six

members and, in the event of a tie on votes cast, the chairperson of the meeting shall have the casting vote.

- 3.3 The Executive Committee shall have the power to co-opt and to fill any casual vacancies.
- 3.4 The Executive Committee may from time to time appoint and disband sub-committees as may be deemed necessary, and may delegate to them such powers or duties as may be deemed to be expedient. Such sub-committees shall conduct their business as directed by the Executive Committee.
- 3.5 The Executive Committee shall be responsible for the control of all monies and assets of the SCBA. The Treasurer shall be responsible for the collection of all monies due to the SCBA, payment of all accounts and for keeping the books of account. The Treasurer shall account to the Executive Committee for all financial transactions as and when required, and prepare a report and statement of accounts that have been independently examined, for each AGM. The signatures of either
 - (i) the Treasurer and one other authorised member of the Executive Committee, or
 - (ii) two authorised members of the Executive Committeeshall be required on the paperwork for the payment of monies out of the SCBA.

(Notes: The Constitution has been changed to have a maximum of 12 Executive Committee members (reduced from 15).

At present, Executive Committee members who are Officials are elected annually, whilst non official Executive Committee members are elected for a 3 year term with at least one third of them having to stand for election at each AGM. This draft now requires all Executive Committee members to be elected annually.)

4. MEMBERSHIP

- 4.1 All members of the SCBA must be Player Members of the EBU.
- 4.2 The membership of the SCBA shall consist of two member categories, primary SCBA members and dual SCBA members. A primary SCBA member is a Player Member who has declared their primary allegiance to the SCBA. A dual SCBA member is a Player Member who has declared their primary allegiance to another Association but who has become a member of the SCBA by meeting its terms and conditions in force at the time of their request for membership.
- 4.3 A member of the SCBA must be a paid up member for the relevant Membership Year in order to vote at its AGM and to participate in its main competitions within that Membership Year.
- 4.4 A Membership Year shall run for the twelve month period from 1st April to 31st March.
- 4.5 A member of the SCBA shall become a paid up member through payment of a single SCBA Pay to Play county component (if there is one) during the relevant Membership Year when participating in an event at a SCBA affiliated

Duplicate Contract Bridge Club, and/or through payment of an annual subscription fee (if there is one) for their SCBA member category.

- 4.6 For the purpose of determining the SCBA's annual subscription fee only, an existing member's SCBA member category shall be determined on 1 April of each Membership Year. The annual subscription fee for a new Player Member who joins the SCBA during a Membership Year shall be determined by their SCBA member category at the date they become a member of the SCBA.
- 4.7 The SCBA's annual subscription shall be due for payment on 1 April for existing SCBA members and on the date of joining the SCBA for new members.
- 4.8 An existing SCBA member automatically ceases to be a paid up SCBA member on 22nd April if at that date the SCBA member has not paid any outstanding annual subscription fee. That member can subsequently become a paid up SCBA member on payment of the current Membership Year's subscription fee, but this late payment shall not override the paid up SCBA member requirement in clause 6.10 below. A SCBA member who ceases to become a paid up member on 22nd April can continue to participate in the SCBA's main competitions until but not including the following date of the AGM.
- 4.9 For the avoidance of doubt, if a SCBA member is within a member category that has a nil SCBA Pay to Play county component and a nil annual subscription fee for a Membership Year, then that SCBA member shall automatically become a paid up SCBA member for that Membership Year.
- 4.10 The SCBA Pay to Play county component and each SCBA member category's annual subscription fee for the Membership Year starting on the following 1 April, shall be determined by a simple majority of the paid up members in attendance at the preceding AGM.

(Notes: All EBU Player Members living in England determine their primary allegiance to a county association, or by default under P2P are allocated it by reference to the county to which their affiliated club is registered through This determines the EBU's register of a county associations members. However, the EBU's county membership register will not identify Player Members who join a county association through the dual membership rules. These different types of county member have been defined as primary SCBA member and dual SCBA members.

The EBU allows a county association to charge all of its members an annual subscription. If any of them play at one of its affiliated clubs, there can also be a county component in the P2P fee. So for both SCBA member categories, the SCBA member could be paying just an annual subscription fee, just county components of a P2P fee each time they play at an SCBA affiliated club or both. The Constitution allows all combinations of these options for each member category. In addition it would be possible to have a different annual membership fee for each membership type.

If the SCBA is to charge an annual subscription, then if it is not paid we need to describe what would happen. The concept of a paid up member is introduced, which makes it clear that only SCBA members who are paid up SCBA members can vote at an AGM or EGM. Furthermore only paid up SCBA members can automatically

participate in county sponsored events (excluding the West of England Congress), but if a paid up SCBA member ceases to become a paid up SCBA member before the SCBA playing season has ended, a concession is provided to enable them to continue playing in the county events for the remainder of the playing season during the period from 22 April up to but not including the date of the following AGM.

In practice for the Membership Year from 1 April 2010 to 31 March 2011, we will be proposing at the 2009 AGM both a zero P2P county component and a zero annual subscription for all SCBA members. This situation is covered in clause 4.9, which clarifies how a SCBA member becomes a paid up member in such circumstances.

The Constitution does not of course indicate the merits of the different types of membership payments or combinations of payments for each SCBA member category. That is for the Executive Committee to decide through its member payments policy.

Since the consultation period, a small amount of redrafting has occurred to meet the EBU's request to clarify how the member categories are used to determine the annual subscription for each SCBA member.)

5. LIFE MEMBERS

The Executive Committee of the SCBA may honour long-standing members for their service to the SCBA by electing them to life membership of the SCBA. A Life Member of the SCBA shall automatically become a paid up member of the SCBA for each Membership Year whilst they remain a Player Member of the EBU and shall not be required to pay any annual subscription fee for their SCBA member category. In addition a Life Member of the SCBA shall not be required to pay the entry fee to any of its county competitions.

(Note: Currently the SCBA pays a Life Member's EBU subscription each year. As a Life Member will generally play at an affiliated club, under P2P this arrangement would no longer remain appropriate, and the above will replace the current arrangement from April 2010.)

6. MEETING OF SCBA MEMBERS

- 6.1 An AGM shall be held on or after 1st June and before 30th September of each calendar year.
- 6.2 Notice of the venue, date and time of the AGM shall be sent to the secretaries of all SCBA affiliated Duplicate Contract Bridge Clubs for onward communication to their members, at least six weeks before the date of the AGM. A separate notice shall also be sent to non-affiliated club members. A non-affiliated club member is a SCBA member who is not a member of a SCBA affiliated Duplicate Contract Bridge Club and who has registered their contact details with the Membership Secretary.
- 6.3 Advance notice of the AGM shall be contained in the SCBA members' handbook. At the beginning of each playing season in September, copies of the handbook shall be sent to the secretaries of all the SCBA affiliated Duplicate Contract Bridge Clubs for distribution to their members. A handbook shall also be sent to each non-affiliated club member.

- 6.4 A request for a Special Resolution from a paid up SCBA member, which shall require a vote of the paid up members at the AGM, must be received in writing by the Secretary no later than three weeks before the date of the AGM. The request must be supported in writing by two other paid up members of the SCBA.
- 6.5 The Secretary shall notify the secretaries of the SCBA affiliated Duplicate Contract Bridge Clubs and each non-affiliated club member of all Special Resolutions received for the AGM no later than two weeks before the date of the AGM.
- 6.6 A nomination for a paid up SCBA member to serve on the Executive Committee must be received in writing by the Secretary three weeks before the date of the AGM. The nomination must be from a paid up member of the SCBA and supported by another paid up member of the SCBA.
- 6.7 The Secretary shall notify the secretaries of the SCBA affiliated Duplicate Contract Bridge Clubs and each non-affiliated club member of all Special Resolutions received for the AGM no later than two weeks before the date of the AGM.
- 6.8 A request for an Extraordinary General Meeting (EGM) by a paid up SCBA member must be received in writing by the Secretary together with the Special Resolution(s), which shall require a vote of the paid up members. The request must be supported in writing by at least twenty current paid up members of the SCBA.
- 6.9 The EGM shall be held no earlier than 28 days and no later than 42 days after the Secretary has received the written request. The Secretary shall notify the secretaries of the SCBA affiliated Duplicate Contract Bridge Clubs and each non-affiliated club member of the date, venue and time of the EGM at least three weeks before the date of the EGM, and provide the details of the Special Resolution(s).
- 6.10 If a SCBA member is not a paid up member for the current Membership Year three weeks before an AGM or an EGM, then that member shall not be able to vote at that AGM or EGM. The Membership Year in which the date, that is three weeks before the date of the AGM or EGM falls, shall determine the current Membership Year for this clause.
- 6.11 A vote of the paid up SCBA members in attendance at an AGM or an EGM which is tied, shall be split by the casting vote of the chairperson of the AGM or EGM. This clause shall be overridden by the special circumstances set out in sections nine and ten below.
- 6.12 An AGM or an EGM shall be deemed to have been notified three days after written details are posted (and this shall include e- mail posting) to the secretaries of the SCBA affiliated Duplicate Contract Bridge Clubs and to the non-affiliated club members. The Secretary shall make every effort to widen the circulation using available individual paid up member email lists and, if available, the SCBA website.
- 6.13 The quorum for an AGM and EGM shall be thirty paid up SCBA members.

6.14 The Secretary shall be required to arrange a further EGM, if an AGM or EGM respectively fails to reach a quorum. In both circumstances the additional EGM shall be scheduled to occur within the period of 28 days to 42 days after the aborted AGM or EGM. The Secretary shall notify the secretaries of the SCBA affiliated Duplicate Contract Bridge Clubs and each non-affiliated club member of the date, venue and time of the EGM at least three weeks before the date of the additional EGM.

6.15 If the additional EGM once again fails to reach a quorum, the Executive Committee shall be able to take any decisions necessary so that it can continue to manage the affairs of the SCBA.

(Notes: The key changes here are the reduction in the quorum to 30 paid up SCBA members, and a clearer statement of the process leading up to an AGM and EGM.

The EBU has requested a clearer indication of how SCBA paid up members will be notified of these General Meetings, and a number of changes to the wording has been made as a consequence.

The draft does not allow proxy votes at either an AGM or an EGM, or at a dissolution EGM (see section 10), so only paid up SCBA members attending the AGM or EGM will be allowed to vote on special resolutions and normal AGM business.)

7. MEMBERS' BEHAVIOUR

7.1 Each member of the SCBA 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 EBU Bye Laws and regulations.

7.2 The SCBA shall have the powers and the procedures for the enforcement of the requirement in clause 7.1. 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.

8. AFFILIATED DUPLICATE CONTRACT BRIDGE CLUB

Any Duplicate Contract Bridge Club, which is affiliated to the SCBA, shall be affiliated to the EBU. The county component, if any, within an SCBA affiliated Duplicate Contract Bridge Club's Pay to Play Fee shall be collected by the EBU and forwarded to the SCBA.

(Note: Although the SCBA could have the right to include an SCBA fee component within the affiliated club's annual fee to the EBU, this right has been deliberately missed out in this draft Constitution. It is difficult to see how it could be justified that the SCBA should be able to raise revenue in this way when it provides very limited or no infrastructure services to the affiliated club itself.)

9. CONSTITUTION AMENDMENTS

Alterations to the Constitution shall be made only at an AGM or EGM through the positive votes of at least two thirds of the paid up members attending the AGM or EGM.

10. DISSOLUTION OF THE SCBA

The SCBA can be dissolved at an EGM provided at least two thirds of the paid up members attending the EGM positively vote for its dissolution. On a dissolution, the assets of the SCBA shall be donated to a charity or charities decided by the paid up members attending the dissolution meeting.

11. INTERPRETATION

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

12. DEFINITIONS

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

(Note: As the SCBA exists due to its constituent membership of the EBU, it is appropriate to link back to the EBU Bye Laws for the definition of some of the key terms.

I have tried to pick out terms which should not be renamed when the Bye Laws are redrafted for approval by the EBU Shareholders in the Autumn of 2009. The EBU have now used these terms in the county Constitution template which is based on this draft Constitution, so it is assumed this is a fairly safe assumption.)

Schedule: 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 SCBA shall act through its Conduct and Disciplinary Committees for the enforcement of standards prescribed in clause 7.1 of the Constitution. The SCBA 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 SCBA under the terms of clause 7.1 of the Constitution, must do so in writing to the Secretary or the Chairperson of the SCBA.

3. Conduct Committee

The Executive Committee of the SCBA 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 SCBA's members, determining whether a Disciplinary Offence has occurred and whether it should be referred to the Association's Disciplinary Committee.

The Conduct Committee shall consist of no fewer than three members of the SCBA 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 shall be disqualified from participating in either Committee's handling of the complaint.

A member of the SCBA 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 in its absolute discretion considers appropriate. The Conduct Committee shall also be entitled to seek advice both from within the SCBA 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 written caution to the offending member, which if accepted, ends the matter.

If the Defendant does not accept the written caution, or the Conduct Committee decides a written 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 SCBA 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 SCBA'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.

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.

(Notes about the Schedule above.

The entire disciplinary process has been rewritten. It now is the basis of an EBU template, which has been forwarded to the other county associations. Our existing disciplinary process schedule is completely out of line with the process recommended by the EBU's Laws and Ethics Committee. Not only does it contravene the EBU Bye Laws, but following the process in the current schedule would also be illegal according to the EBU's interpretation of the Human Rights Act.

The key part of the process is that there must be a separation between the investigation of a complaint, and the hearing and disciplinary process that follows the investigation. If the SCBA is going to carry out both parts, then the SCBA members involved in the investigative side must not be involved in any way with the disciplinary side.)