

## WARWICKSHIRE COUNTY BRIDGE ASSOCIATION

### CONSTITUTION

#### 1. TITLE AND CONSTITUENT MEMBERSHIP

- 1.1 The Warwickshire County Bridge Association is an Association as defined in the Bye Laws of the English Bridge Union Ltd (EBU) and shall be referred to as the Association throughout the Constitution.
- 1.2 The Association is a Constituent Member of the EBU. It shall abide with its Bye Laws, Rules and Policies.

#### 2. OBJECTS OF THE ASSOCIATION

- 2.1 To promote Duplicate Contract Bridge in the County of Warwickshire and assist in its development at all levels.
- 2.2 To organise and promote County championships and other appropriate competitive events, and encourage participation in inter-club, inter-county and national competitions.
- 2.3 To employ the funds of the Association in the best interests of the game of Duplicate Contract Bridge, having regard to the fact that the Association is a non-profit making body.

#### 3. MEMBERSHIP

- 3.1 All members of the Association (Members) must be Player Members of the EBU.
- 3.2 The Association membership categories, subject to terms specified by the Association, shall be as follows:
  - 3.2.1 Primary Member - a Player Member of the EBU who has their primary allegiance recorded with the Association.
  - 3.2.2 Associate Member – not being a Primary Member, a Player Member of the EBU who meets the Association's terms and conditions in force at the time of the request to become an Associate Member.
  - 3.2.3 Life Member – as set out in Clause 5.
- 3.3 The Membership Year shall run for the twelve-month period from 1st April to 31st March.
- 3.4 To attend an AGM or EGM a Member must be a Player Member of the EBU for the Membership Year in which the AGM or EGM is to be held.
- 3.5 It is understood that the EBU will maintain a list of the Association's Members, that is accessible by Executive Officers.
- 3.6 The Executive Committee shall determine:
  - a) The annual subscription, if any, for each category of membership defined in clause 3.2 or the subsequent Subscription Year commencing 1 April; and



- b) The additional sum (County Universal Membership component), if any, to be added to the EBU's Universal Membership subscription for each player session (excluding exempt players and exempt sessions) held by a Club which is to be collected by said Club and remitted in total to the EBU. The County Universal Membership component, if any, is subsequently remitted to the Association by the EBU.

These amounts are submitted at the next AGM for implementation with effect from the following Subscription Year commencing 1 April.

#### **4. MANAGEMENT OF THE ASSOCIATION**

- 4.1 The management of the affairs of the Association shall be vested in the following Executive Officers:

- a) Chair (who acts as the Chair of the Executive Committee and as Chair at any AGM or EGM).
- b) Vice Chair (who will act as Chair of the Executive Committee Meeting and as Chair of any AGM or EGM in the absence of the Chair)
- c) Secretary
- d) Treasurer

The following Executive Officers may also be nominated:

- e) Competitions Secretary
- f) Match Secretary
- g) League Secretary
- h) Player Development Officer
- i) Youth Officer

and not more than eight other Primary Members who, together with said Executive Officers and, unless the incumbent resigns from the post, the immediate past Chair and Treasurer for a period not exceeding 2 years, will form the Executive Committee.

- 4.1.1 Executive Committee members (including Executive Officers), Shareholders, and other Representatives must be Primary Members of the Association. Any Member changing his or her membership type will deem to have resigned from his or her office from the date of change.
  - 4.1.2 Executive Officers (apart from immediate past Chair and Treasurer) and other Executive Committee members must be elected annually at the AGM by a simple majority of the Primary Members of the Association present.
  - 4.1.3 As a Constituent Member of the EBU, the Association shall nominate Shareholders in accordance with the Association's entitlement. Such Shareholders shall be proposed and seconded by members of the Executive Committee and elected at the AGM. Shareholders are members of the Executive Committee.
- 4.2 The Executive Committee shall meet from time to time as it deems fit, but not fewer than four times within a calendar year. The date place and time of a meeting shall be posted in the Association's calendar as soon as it is known. A quorum shall consist of five Executive Committee Members comprising at least one Executive Officer. In the event of a tie of votes cast, the Chair of the meeting shall have the casting vote.
  - 4.2.1 In the absence of the Chair and Vice-Chair, the meeting shall be chaired by an Executive Officer taken in the order of the list in 4.1

- 4.3 Each affiliated Club shall be entitled to nominate up to two representatives who may attend and speak (but not vote) at Executive Committee meetings.
- 4.3.1 The Association shall, make available to every affiliated Club a copy of the agenda for all forthcoming meetings, and copies of the Minutes of such meetings.
- 4.3.2 The Executive Committee can if it so wishes permit the attendance at its meetings of any Member who may, with the permission of the Chair, be allowed to speak, but not vote.
- 4.4 The Executive Committee shall have the power (a) to co-opt any Primary Member to assist in the furtherance of the Association's objectives and (b) to fill any casual vacancies.
- 4.5 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. Any Member is eligible to serve on a sub-committee of the Association with full voting rights, subject to the approval of the Executive Committee. A quorum of a sub-committee shall consist of 50% rounded up of its members and, in the event of a tie on votes cast, the Chair of the meeting shall have the casting vote. A Member serving on a sub-committee is deemed to be acting as a de facto member of the Executive Committee
- 4.6 Day to day business of the Association shall be dealt with by the elected Executive Officers. Any action taken in respect of a matter of urgency, but not requiring a special meeting, shall be reported to the full Executive Committee for consideration at the next available meeting.
- 4.7 The Executive Committee is responsible for the control of all monies and assets of the Association.
- 4.7.1 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 Executive Committee for all financial transactions as and when required.
- 4.7.2 The Treasurer shall, as soon as reasonably practical following the end of each financial period, prepare 1) a statement of accounts, which shall be certified by an Independent Financial Examiner and, 2) a financial report. The certified statement of accounts and report shall be presented to the Executive Committee at their meeting immediately following certification. Once approved by the Executive Committee, the certified statement of accounts and report shall be published on the Association website and presented to Members at the following AGM.
- 4.7.3 The Chair, Treasurer and Secretary are deemed to be Authorised Executive Officers. The Executive Committee may appoint other Executive Officers as Authorised Executive Officers as it deems necessary. The signatures of two Authorised Executive Officers shall be required on all documents of a financial nature, and for the payment of monies out of the Association, save that one Authorised Executive Officer shall be deemed to have personal authority to make individual payments in the normal course of the Association's business.
- 4.7.4 For the purposes of Internet Banking, the Executive Committee may authorise the Treasurer, and one or more other Executive Officer(s), to operate an Association account. Where online banking methods are employed, the Treasurer and at least one other Authorised Executive Officer must have unfettered access to such account(s).

4.8 The Executive Committee shall establish and review protocols as it deems appropriate.

## **5. LIFE MEMBERS**

5.1 The Executive Committee may honour long standing members for their service to the Association by electing them to life membership of the Association.

5.2 A Life Member of the Association shall:

5.2.1 automatically become a Member of the Association for each Membership Year whilst they remain a Playing Member of the EBU, regardless of their County of Primary Allegiance (save that EBU rules on representation still apply as do the restrictions on voting and serving contained herein),

5.2.2 not be required to pay any annual subscription fee for their Association membership category,

5.2.3 not be required to pay the entrance fee to any of the Association's competitions/events.

5.3 Life Membership may be revoked by an Executive Committee Resolution receiving 75% of the vote at an AGM or EGM.

## **6. MEETING OF THE ASSOCIATION'S MEMBERS**

6.1 An AGM of the Association shall be held in June of each year, or as near as possible thereto. The place, date and time of the AGM shall be determined by the Executive Committee.

6.2 All Members are welcome to attend and speak at an AGM or EGM, but only Primary Members may vote.

6.3 The ordinary business of the meeting shall comprise submission of the Reports of the Chair and Treasurer, adoption of the Certified Accounts, ratifying the membership subscriptions, election of Executive Officers and Executive Committee, election of Shareholders, and any other elected office or Representative, and appointment of an Independent Financial Examiner.

6.4 A request for a Special Resolution from a Primary Member, which shall require a vote of the Primary Members at the AGM, must be sent in writing to the Secretary no later than four weeks before the date of the AGM. The request must be supported in writing by two other Primary Members and the resolution can only be passed by the positive votes of at least two thirds of the Primary Members present.

6.5 A nomination for a Primary Member to serve on the Executive Committee must be received in writing (including email) by the Secretary four weeks before the date of the AGM. The nomination must be from another Primary Member (proposer) and supported in writing (including email) by yet another Primary Member (seconder). All nominations must be accepted by the nominee.

6.6 The Secretary shall publish all nominations to serve on the Executive Committee, and any other elected office, (e.g. Shareholder, or Representative) on the Association website no later than three weeks before the AGM.

6.7 An EGM shall be convened on the instructions of the Chair or on receipt by the Secretary of a requisition signed by not less than 12 Primary Members and stating the purpose of

such a meeting, the motions proposed or a statement of the matters to be discussed. The meeting shall deal only with such matters.

- 6.8 The EGM shall be held no earlier than 28 days and no later than 42 days after the Secretary has received such instruction or written request.
- 6.9 Notice of an AGM or an EGM shall be given to all Members (at least 21 days before the date of the meeting together with an agenda listing the ordinary and special business to be transacted.
- 6.9.1 Notification to members will be given via Clubs and the Association website.. Other methods may be used when available/as appropriate.
- 6.9.2 The date place and time of the meeting shall be posted in the Association's calendar and on the Association's website as soon as it is known. Notice shall be deemed to have been given seven days after written details are posted (and this shall include email posting) by the Association to the registered contacts of the Association's affiliated Clubs, or to Members individually at their last known address.
- 6.9.3 The Association shall make every reasonable effort to comply with any information received from Members as to any change of address, or Club, or any reason why notification might not be received, but lack of notice personally received by any individual Member shall not invalidate the meeting.
- 6.10 The quorum for an AGM and EGM shall be fifteen (15) Primary Members.
- 6.10.1 If a quorum fails to be reached, the Secretary shall be required to arrange a further AGM or EGM. The further meeting shall be scheduled to occur within the period of 28 days to 42 days after the aborted AGM or EGM. The Secretary shall publish the new date, venue and time of the meeting at least three weeks before the date thereof.
- 6.10.2 If the additional meeting 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 Association.
- 6.11 All votes at an AGM or EGM, except where explicitly stated in the Constitution, shall be decided by a simple majority of Primary Members present who vote. Any vote which is tied shall be determined by the casting vote of the Chair.
- 6.12 Every question to be voted upon shall be decided by a show of hands in the first instance. A ballot may be directed by the Chair, or by not less than five persons present and entitled to vote. All contested elections shall be by ballot.

## **7. MEMBERS' BEHAVIOUR**

- 7.1 Each Member 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 as well as Rules and Regulations adopted by the Association.
- 7.2 The Association 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.

7.3 The Association will deal with any disciplinary allegations referred to it. The Association shall also 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, save that if a formal hearing has already been held then the Association shall only convene an appeal hearing.

7.3.1 No action will be taken in respect of a referral relating to an alleged offence which occurred six months or more prior to a formal referral in writing made to the Chair or Secretary.

## **8. AFFILIATED DUPLICATE BRIDGE CLUB**

Any Duplicate Bridge Club may affiliate to the Association and all such Clubs shall be affiliated to the EBU. The Association has the right to determine at an AGM through a simple majority of its Primary Members, the annual Club affiliation fee to be charged for the twelve-month period from the following 1 April.

## **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 Primary Members present.

## **10. DISSOLUTION OF THE ASSOCIATION**

The Association can be dissolved at an EGM provided at least two thirds of the total Primary Members present on the date of the EGM positively vote for its dissolution. Disposal of the net assets of the Association on a dissolution shall be decided by a simple majority of the Primary Members attending the EGM

## **11. INTERPRETATION**

On all questions of interpretation of the Constitution the decision of the Executive Committee shall be binding until or unless overturned 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, Subscription Year, Shareholder and Player 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 7.2 of the Constitution and prescribes the powers and procedures for enforcement. They will comply with and follow the EBU disciplinary procedures and any variation 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 Member, under the terms of clause 7.1 of the Constitution, must do so in writing (see definitions below) to the Secretary or the Chair.

### **3 Conduct Committee**

The Executive Committee shall appoint its Conduct Committee through its powers to appoint sub-committees under clause 4.5 of the Constitution. The Conduct Committee shall be responsible for investigating complaints against 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 Primary 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 Chair, or whomsoever in his or her absence the Conduct Committee shall select to chair a meeting, shall have a second, or casting vote if there is parity of voting.

### **4 Disciplinary Committee**

The Executive Committee shall appoint the Disciplinary Committee through its powers to appoint sub-committees under clause 4.5 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 Primary 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 Chair, or whomsoever in his or her absence the Disciplinary Committee shall select to chair a meeting, shall have a second, or casting vote if 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/Chair 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, 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 in writing 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, in writing, 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 or her 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 or her choice or may be accompanied by a person to speak on his or her behalf. The Disciplinary Committee shall give at least two weeks written 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.

### **6.5 Appeal**

Each member found guilty of a Disciplinary Offence by the Disciplinary Committee has, within twenty-one (21) days of the written communication of the Disciplinary Committee's decision, the right to appeal to the EBU Laws and Ethics Committee, following the process prescribed by, and available from, the EBU.

### **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**

- For the purposes of this Schedule of Disciplinary Procedures, references to "written" or "in writing" shall include email communication.
- The terms Disciplinary Rules and Disciplinary Offence have the meaning set out in the Bye Laws of the EBU.