

## Proposed resolutions on changes to OBA Constitution at AGM on 1st June 2018

### ***Resolution [1] for June 2018 OBA AGM;***

***“That Clause 6 of the OBA Constitution is replaced as follows:***

#### **6. Management**

- 6.1 There shall be the following Honorary Officers of the **OBA** who will also be members of the Management Committee: Chairman, Secretary, Treasurer & four Team Leaders namely Competitions Team Leader, Education Promotion and Social Team Leader, Youth Team Leader & Selection Team Leader.
- 6.2 The OBA shall be managed by a **Management Committee**. It is the duty of each member of the Management Committee to exercise his or her powers in such a way as would be most likely to achieve the Objects of **the OBA**.
- 6.3 The Management Committee shall be comprised of the seven Honorary Officers of the **OBA**, plus five elected **paid up members of the OBA (Member Representatives)**.
- 6.4 Where a vacancy arises on the Management Committee, the committee members may appoint a new member from amongst **the paid up members of the OBA**.
- 6.5 The OBA will appoint shareholders to the EBU. This will be achieved by election at the AGM, from amongst the **paid up** members of the OBA. Shareholders will receive Management Committee agendas and minutes to assist in their role.
- 6.6 The Management Committee shall meet at such times and places and on such dates as it shall determine, but at least three times per calendar year. Any OBA member may attend to observe.
- 6.7 The Association Chairman shall take the Chair when present; otherwise the committee members present shall appoint one of their number to chair that meeting.
- 6.8 Notice of meetings: All committee members shall be given at least fourteen days' notice of any proposed meeting.
- 6.9 No business may be transacted at a meeting of the Management Committee unless a quorum is present when the meeting starts. A quorum shall be 6 members of whom at least two shall be Honorary Officers and at least two shall be **Member Representatives**.
- 6.10 If a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the committee members at least seven days before the date on which it will resume.
- 6.11 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the members present at the meeting constitute a quorum.
- 6.12 Each member present shall have one vote. In the event of a tie in any votes cast, the presiding Chair shall have an additional or casting vote.
- 6.13 Minutes of meetings: Minutes of the proceedings of meetings shall be kept by the Secretary and signed by the presiding Chairman. Minutes shall, within 14 days after the

meeting, be circulated to members of the Management Committee, to the secretary of all OBA affiliated clubs, and posted to **the OBA website**.

- 6.14 Sub-committees and working groups: The Management Committee may from time to time set up such sub-committees or working groups it considers necessary or desirable for the running of the OBA and may delegate to such sub-committees or working groups the necessary authority to conduct the business for which they are formed. One such committee shall be a selection committee which will consist of at least three persons, selected by the Management Committee from nominations by clubs. The selection committee shall nominate a county captain, for formal appointment by the Management Committee. The Captain will then join the selection committee if not already a member.
- 6.15 Absences: Any member of the Management Committee who is absent from three consecutive meetings without permission, may be removed from the committee and any sub-committee if the remaining committee members so resolve."

***Resolution [2] for June 2018 OBA AGM;***

***"That Clause 7.5 of the OBA Constitution is deleted and replaced as follows:***

7.5 Independent Examination of the Accounts: An Honorary Independent Examiner, elected at the preceding Annual General Meeting, shall examine and report on the accounts."

***Resolution [3] for June 2018 OBA AGM;***

***"That there shall be added the following in the "Definitions" section of the OBA Constitution;***

In Clauses 3.1 and 4.13 only, the reference to "duplicate contract bridge" shall be taken to include rubber bridge and any other form of non-competitive contract bridge, including but not limited to training events for Bridge for All and Junior Bridge for All members and other students of contract bridge."

***Resolution [4] for June 2018 OBA AGM;***

***"That Clause 8, Annual General Meeting (AGM,) of the OBA Constitution is replaced as follows:***

**8 Annual General Meeting (AGM)**

- 8.1 Purpose and timing: The AGM of the OBA shall be held in Oxon in the first three months of the OBA financial year. The ordinary business of the AGM shall be to receive the report of the Honorary Officers, the Treasurer's Statement of Accounts for the past year, and to elect the Honorary Officers, Member Representatives, **the Honorary Independent Examiner of the accounts** and EBU shareholders for the current year.
- 8.2 Notice of the AGM and Agenda and nomination forms shall be sent to all **paid up** members of the OBA in written or (where possible) electronic form at least twenty-one days prior to the date fixed for such meetings. Nomination forms (for the election of Honorary Officers and Members' Representatives) should be returned to the Honorary Secretary not less than 7 days before the meeting.
- 8.3 Admission to the AGM shall be open to all **paid up** members of the OBA, who as such are entitled to vote when present.
- 8.4 No business may be transacted at an AGM unless a quorum is present when the meeting starts. A quorum shall be **ten paid up** members.

- 8.5 If a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to all **paid up** members of the OBA at least seven days before the date on which it will resume.
- 8.6 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the members present at the meeting constitute a quorum.
- 8.7 The Chairman shall take the Chair when present for the election of the Honorary Officers, **Member Representatives, the Honorary Independent Examiner of accounts** and EBU Shareholders by a vote of the members and otherwise another officer shall take the chair save that no individual can chair any election in which they are a candidate. When there has been more than one nomination, a secret ballot will be held.
- 8.8 Voting: Except for the election of **Honorary Officers, Member Representatives, the Honorary Independent examiner of the accounts** and EBU Shareholders, every question at the AGM shall be decided by a show of hands, unless a secret ballot is either directed by the Chair or demanded by not less than ten persons present and entitled to vote. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 8.9 Nominations of persons for seven Honorary Officers of the OBA, Member Representatives, **the Honorary Independent examiner of the accounts and EBU Shareholders** may be made by any **paid up** member. Exceptionally, should there be insufficient prior nominations for the existing vacancies, additional nominations can be proposed and seconded from the floor at the AGM.
- 8.10 Any **paid up member** or Affiliated Club may bring forward a resolution or motion at the AGM, provided that not less than twenty eight days' notice in writing is given to the Secretary."

***Resolution [5] for June 2018 OBA AGM;***

***"That Clause 9, Extraordinary General Meeting, of the OBA Constitution is replaced as follows;***

**9 Extraordinary General Meeting (EGM)**

- 9.1 An Extraordinary General Meeting may be called by the Management Committee at any time.
- 9.2 The Management Committee must, within 28 days, call an EGM if they receive a request to do so signed by not less than twenty **paid up** members and the request states the purpose for which the meeting is to be called.
- 9.3 The Secretary shall issue notice of the meeting, which will contain either the resolution or resolutions to be considered or the general purport of matters to be discussed.
- 9.4 The Chair shall be the Chairman or, if absent, whomsoever the majority of members present shall elect to chair the meeting.
- 9.5 Every question at an EGM shall be decided by a show of hands, unless a secret ballot is either directed by the Chair or demanded by not less than ten persons present and entitled to vote. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 9.6 Clauses 8.2, 8.3, 8.4, 8.5, and 8.6 shall also apply to extraordinary general meetings."

## Explanatory Notes on OBA Constitution changes

### Summary

1. Resolution 1 replaces Clause 6 of the OBA constitution in its entirety. It changes how the Management Committee (MC) is structured and introduces rules concerning quorums at MC meetings. It also removes the office of President of the OBA.
2. Resolution 2 amends Clause 7.5 of the OBA constitution, and changes the requirement for an audit of the OBA annual accounts to an independent examination.
3. Resolution 3 widens the definition of bridge in some circumstances so that it includes rubber bridge and other forms of non-competitive bridge, including teaching events.
4. Resolution 4 replaces Clause 8 (AGM) of the OBA constitution in its entirety. It tidies up the Clause to make it compatible with the changes to Clause 6, and introduces equivalent rules about meeting quorums.
5. Resolution 5 replaces Clause 9 (EGM) of the OBA constitution in its entirety. It aligns quorum requirements for an EGM to the same as for an AGM, and clarifies how questions at an EGM are to be decided.

### Detail

#### Clause 6: Management

1. The amendment removes the previous Clause 6.1 which provided for OBA to have a President. This role had become largely ceremonial and is no longer considered necessary.
2. Clause 6.1 specifies the seven Honorary Officers of the OBA.
3. Clause 6.2 states that the OBA is managed by the Management Committee (MC) and imposes a new requirement on the MC members to act so as to most likely achieve the OBA's objectives.
4. Clause 6.3 specifies the membership of the MC as the seven OBA Honorary Officers plus five elected members (called Member representatives). It removes the club representatives from MC membership, as they are effectively replaced by the new directly elected Member Representatives.
5. Clause 6.4 removes the power of the MC to create temporary Honorary Officers, but where there is a vacancy on the MC, it allows the MC to appoint a paid up member of the OBA to fill that vacancy.
6. Clause 6.5 continues the requirement to elect shareholders to the EBU but removes them as MC members. It also removes the election of Regional Club Committee Representative, a position that no longer exists within the EBU.
7. Clause 6.6 enshrines the right of any OBA member to attend an MC meeting.
8. Clause 6.7 removes the requirement that, if the OBA Chairman is not present, the chair of an MC meeting must be another Honorary Officer.
9. Clauses 6.9 to 6.11 provide detailed rules on what constitutes a MC quorum and what is to happen if a quorum is not present. A quorum is set at 6 MC members, two of whom must be Honorary officers and two Member representatives. This ensures a quorum is cannot be met only by Honorary Officers being

present. The Clauses then say that if a quorum is not present, the meeting must be postponed. To prevent MC meetings being postponed more than once, Clause 6.11 specifies that the quorum requirement at the adjourned meeting is satisfied by whichever MC members are present.

10. Clause 6.13 strengthens the information requirements in relation to minutes of all MC meetings. It requires that they must not only be circulated to MC members themselves, but also to the secretary of all OBA affiliated clubs and they must be posted on the OBA website. The Clause also sets a 14 day time limit for this to be done.
11. Clause 6.15 is amended to take account of the removal of club representatives from the MC. It also provides for removal (rather than suspension) from the MC if a member is absent from three consecutive MC meetings without permission, provided the remaining MC members so resolve.

#### Clause 7: Financial Records

12. Clause 7.5 is amended to require an independent examination of the accounts rather than an audit. This is in line with current regulatory requirements.

#### Clause 8: Annual General Meetings

13. Clause 8 has been reordered to present its provisions in a more logical order. The references to members have been tidied up so that they all refer to paid up members.
14. Clause 8.1 has been amended to make it compatible with changes to Clause 6.3 (Member Representatives) and Clause 7.5 (Independent Examination of the accounts).
15. Clauses 8.4 to 8.6 provide more detailed rules about a quorum at an AGM which mirror those for MC meetings. A quorum is set at 10 members. If a quorum is not present, the AGM must be postponed. To prevent an AGM being postponed more than once, Clause 8.6 specifies that the quorum requirement at the adjourned AGM is satisfied by whichever paid up OBA members are present.
16. Clause 8.7 has been amended to make it compatible with changes to Clause 6.3 (Member Representatives) and Clause 7.5 (Independent Examination of the accounts). The reference to Single Transferable Vote (STV) has been removed, so the meeting itself can determine how secret ballots are decided.
17. Clauses 8.8 and 8.9 have been amended to make them compatible with changes to Clause 6.3 (Member Representatives) and Clause 7.5 (Independent Examination of the accounts).

#### Clause 9: Extraordinary General Meetings

18. Clauses 9.1 and 9.2 separate out the ability of the MC and ordinary members to call an EGM, to make them clearer.
19. Clause 9.5 sets out how matters at an EGM are to be decided by a show of hands unless a secret ballot is called for by the meeting Chair, or demanded by at least 10% of members present.
20. Clause 9.6 imports various AGM requirements, in particular the provisions relating to a quorum. Previously an EGM quorum was set at 5% of the OBA membership which meant that in practice an EGM could never be successfully held. The quorum requirement has now been reduced to ten members in line with the AGM requirement.

#### Definitions Clause

21. The constitution refers in places to “duplicate contract bridge” and “duplicate bridge”. The former term is linked in the definitions Clause to the Bye Laws of the EBU.

22. Resolution 3 amends the Definition Clause of the OBA constitution so that the meaning of “duplicate contract bridge” is extended in Clauses 3.1 (Objectives) and 4.13 (behaviour standards and compliance with EBU rules and regulations) to cover rubber bridge and other forms of non-competitive contract bridge including but not limited to training events for Bridge for All members and other students.
23. This means that the OBA now has wider objectives to promote all forms of contract bridge, not just competitive duplicate bridge. The constitutional requirements as to good behaviour and personal deportment are also extended to these wider contract bridge activities.