

The Companies Act 1961

Company Limited by Guarantee

ARTICLES OF ASSOCIATION
OF THE
VICTORIAN BRIDGE ASSOCIATION LIMITED
A.C.N. 004 595 993

PRELIMINARY

1. In these articles unless there be something in the subject or context inconsistent herewith the following words and expressions shall have the several meanings hereby assigned to them that is to say:

(a) “the Act” means the Companies Act 1961.

When any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force.

(b) “affiliated club” means a club which has been approved by the Council as affiliated to the Victorian Bridge Association.

(c) “active affiliated club” means an affiliated club which conducted at least 40 bridge sessions awarding masterpoints at its premises in the preceding 12 months and has paid all affiliation fees due to the VBA (excluding any such fees which have been waived by the VBA).

(d) “bridge” means the games of contract bridge and auction bridge and all other derivations or variations of such games.

(e) “the Company” means the Victorian Bridge Association Limited.

(f) “the Council” means the Council of the Company.

(g) “Councillor” means a member of the Council and includes the meaning assigned to “Director” by Section 5 (1) of the Act.

(h) “Officer” means President, Vice-President, Secretary and Treasurer of the Victorian Bridge Association elected in accordance with article 33 and includes the meaning assigned to “Director” by section 5(1) of the Act.

(i) “Ordinary Councillor” means a member of the Council elected in accordance with article 33 and includes the meaning assigned to “Director” by section 5(1) of the Act.

(j) “Secretary” means the Secretary of the Company.

(k) "Special Councillor" means a member of the Council elected in accordance with article 36 and includes the meaning assigned to "Director" by section 5(1) of the Act.

(l) "the office" means the registered office for the time being of the Company.

(m) "the seal" means the common seal of the Company.

(n) "the Memorandum" means the Memorandum of Association of the Company.

(o) "State" means the State of Victoria.

(p) "member" includes "life member" as hereinafter defined unless the expression "life member" is specifically used in the same context.

(q) "financial member" means a member whose annual subscription fee has been paid within the time limit specified in these Articles.

(r) "register" means the register of members to be kept pursuant to Section 151 of the Act.

(s) "registered address" means the address appearing in the register as the address of the member shown therein.

(t) "Special resolution" shall have the meaning assigned thereto by Section 144 of the Act.

(u) "poll" means a secret ballot.

(v) "month" means calendar month.

(w) "in writing" or "written" includes printing lithography typing writing or other modes of representing or reproducing words in visible form.

(x) Words importing the singular number include the plural number and vice versa.

(y) Words importing persons include corporations.

(z) Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act 1958 and of the Act as in force at the date at which these Articles become binding on the Company.

MEMBERSHIP

2. The number of members with which the Company is registered is one thousand or such lesser or greater figure as may be varied by the Company in general meeting.

3. All persons as the Council shall admit to membership in accordance with these regulations shall be members of the Company.

4. Every applicant for membership of the Company shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder and shall be in such form as the Council from time to time prescribes.

5. At the next meeting of the Council after the receipt of any application for membership, such application shall be considered by the Council who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Council be required to give any reason for the rejection of an applicant.

6. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of acceptance and a request for payment of the Joining Fee and first annual subscription. Upon payment of the Joining Fee and first annual subscription the applicant's name shall be entered in the register of the members of the Company and thereupon the applicant shall become a member of the Company.

7. The members of the Company shall be classified as follows:

(a) Ordinary Members: Ordinary Members shall consist of all members admitted to membership of the Company in the manner hereinbefore provided.

(b) Life Members: Life Members shall consist of all ordinary members who shall be voted life members by a resolution of the Company in general meeting made pursuant to a recommendation of the Council and they shall enjoy all the rights of and be subject to all the obligations of ordinary members except that they shall be exempted from the payment of the annual subscription.

(c) Honorary Members: Honorary Members shall be persons so designated by resolution of the Council not being ordinary or life members of the Company. Honorary membership may be granted for any period up to twelve months, and extensions may be granted by further resolution of the Council if the Council should so determine. During the term of their honorary membership, Honorary Members shall be entitled to enjoy without payment of any fee the rights of membership of the Company, and shall be bound by the Memorandum and Articles of Association of the Company except that their names shall not be entered upon the register and they shall not be liable to make any contribution in the event of the winding up of the Company as provided in the Memorandum.

(d) Country Members: Country Members shall be those who are normally resident more than seventy kilometres from the Melbourne GPO and who have paid the Country Membership Subscription as determined by a resolution of the Council. A Country Member shall automatically become an ordinary member in the event of moving to reside in an area within seventy kilometres of the Melbourne GPO and the annual subscription shall be correspondingly adjusted by the Council.

(e) Provisional Members: Such persons as the Council shall from time to time determine may be admitted to Provisional Membership of the Company with such limited rights of play and subject to the payment of such fees as the Council may from time to time determine. Provisional Members shall not exercise any voting rights.

8. A register of the members of the Company shall be kept by the Council in accordance with Section 151 of the Act and all members being life members shall have the word "life" entered after their names where appearing in the register. Such entry on the register shall be prima facie proof of membership of the Company.

JOINING FEE AND ANNUAL SUBSCRIPTION

9. The Joining Fee and the annual subscription shall be set by members at the annual general meeting. Such annual subscription shall become payable by the members within two months after each annual general meeting of the Company. The failure by any member to pay the annual subscription within the said period of two months shall make such member unfinancial.

10. Notwithstanding anything herein contained the Council may issue Debentures or other securities to members of the Company upon terms that relieve the holders thereof from payment either in full or in part of any Joining Fee and/or annual subscription.

CESSATION OF MEMBERSHIP

11. An unfinancial member to whom a notice of default has been sent by the Treasurer may be debarred by resolution of the Council from all privileges of membership. The member's name may be removed from the Register of Members, provided that the Council may reinstate the member and restore his or her name to the register on payment of all arrears if the Council thinks fit. Any member who remains unfinancial for a period extending beyond the commencement of the next succeeding annual general meeting shall be automatically removed from the register. Removal from the Register of Members shall be deemed to have taken place either from the date of the resolution of Council or from the date of the annual general meeting whichever is applicable.

12. A member may at any time resign from membership of the Company by giving notice in writing to the Secretary, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other moneys due to the Company and for any sum for which the member is liable under the Memorandum.

GENERAL MEETINGS

13. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Council in accordance with Section 136 of the Act. The order of business at this meeting shall be as follows:

1. Apologies.
2. Minutes.
3. Business arising from the minutes.
4. Correspondence.
5. Annual report and balance sheet.

6. Special business.

7. Election of Council and other officers.

8. General Business.

14. The general meetings referred to in the previous Article shall be termed annual general meetings. All other general meetings shall be termed extraordinary general meetings.

15. The Council may, whenever it thinks fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 137 of the Act.

16. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice of general meetings, at least fourteen days notice specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business, shall be given in manner hereinafter mentioned, or in such other manner as may be prescribed by the Company in general meeting. The days of notice shall be exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given. The notice shall be given to such persons as are under these Articles entitled to receive such notice from the Company; but with the consent of all members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings of that meeting.

17. All business shall be deemed special that is transacted at an extraordinary general meeting. All business that is transacted at an annual general meeting of which twenty-one days prior notice in writing has been given to the Council signed by the mover and seconder of the resolution shall also be deemed special business. The only business that may be transacted at an extraordinary general meeting is the business for which the meeting has been convened.

18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty-five members, or twenty per cent of the members then listed on the register, whichever is the lesser number, present in person shall be a quorum.

19. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened by the requisition of members under article 15, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, particulars of which adjournment shall be communicated in writing by the Secretary to all financial members prior to the adjourned date, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the commencement of the meeting, the members present shall be a quorum.

20. The President of the Council shall preside as Chairperson at every general meeting of the Company. If at any meeting the President is not present within fifteen minutes after the time appointed for the commencement of the meeting or is unwilling to act as Chairperson, a Vice President shall act as Chairperson and in the absence or unwillingness of the

President and both Vice Presidents the members present shall choose someone of their number to be Chairperson.

21. The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) by at least two members present in person. Unless a poll is demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.

23. A poll duly demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. Any other poll duly demanded shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded.

24. Each member entitled to vote may vote either in person or in accordance with the proxy voting procedure prescribed by Article 25. Except for the demanding of a poll, only members present in person shall vote on a show of hands and every such member shall have one vote. Upon a poll every member present in person or by proxy shall have one vote.

25. A member is entitled to appoint any person as proxy to exercise a right to vote on any question or resolution arising at an annual or extraordinary general meeting, including elections to the Council. The member may appoint a proxy to act generally on his or her behalf at the meeting or may direct the proxy as to how the member's vote shall be exercised on any question or resolution. The vote will only be valid upon completion of a proxy form. The returning officer (see article 32) shall approve the proxy form and shall ensure that the vote has been exercised in accordance with the Articles of Association and with any regulations made thereunder. The proxy form will be valid only if it has been received by the returning officer no later than forty-eight hours before the meeting in question.

26. The Chairperson of any meeting of the Company, the Council, or any committee or sub-committee shall be entitled to a deliberative vote or may abstain. The Chairperson shall be regarded as abstaining if he or she does not vote at the same time as other members; his or her deliberative vote shall not be held back and used as a casting vote. In the event of an equality of votes, whether on a show of hands or on a poll, the motion shall be declared lost and the Chairperson shall not be entitled to a casting vote.

27. Unfinancial members and suspended members shall not be entitled to vote at any general meeting of the Company. Any person whose name does not appear in the register shall not be entitled to vote at any such meeting.

28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

POWERS AND DUTIES OF THE COUNCIL

29. The management of the Company shall be vested in the Council, which shall pay all expenses incurred in registering the Company and which may exercise all such powers of the Company, including the power to make regulations, in pursuance of its objectives as are not, by the Act or these Articles, required to be exercised by the Company in general meeting; subject nevertheless to any of these Articles, to the provisions of the Act, and to such directions, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meetings; but no direction to the Council made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been made.

30. Without limiting the generality of the preceding Article the Council may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property and to issue debentures or other securities.

31. The Council shall consist of the President, two Vice- Presidents, the Secretary, the Treasurer, four Ordinary Councillors and four Special Councillors. Ordinary Councillors must be financial members of the Company.. Special Councillors must be financial members of an affiliated club in in that zone of Victoria, as prescribed in the regulations, in which they have nominated for election.. No employee or other person holding an office of profit under the Company shall be eligible for election to the Council. The duties of members of the Council shall be determined from time to time by the Council.

32. The Council shall appoint a returning officer to supervise the election of Officers and of Ordinary Councillors at the annual general meeting, and to supervise the election of Special Councillors to the Council. The returning officer is responsible for ensuring the fairness and transparency of the election process. The returning officer may not stand as a candidate for any position at an election which he or she is supervising. The returning officer shall ensure that the elections are conducted in accordance with the Articles of Association and with any regulations made thereunder, and shall also ensure that all votes validly cast, whether in person or by proxy, are counted. The returning officer shall be the sole judge of all matters relating to the conduct of elections, including the validity of votes cast. The returning officer shall submit a report to the Council on the conduct of the elections, which may include recommendations for improving the election process, no later than sixty days after the annual general meeting..

33. Officers and Ordinary Councillors shall be elected at each annual general meeting of the Company and shall hold office until the conclusion of the next succeeding annual general meeting. No person shall be entitled to retain a position on the Council without submitting to re-election at such meeting. The election shall be firstly to appoint each of the Officers

and secondly to appoint the four Ordinary Councillors. Voting in all cases shall be by poll. Any nomination for election to the Council or to any other elected office of the Company must be made and seconded by members of the Company in writing and delivered to the Secretary at least twenty-eight days before the meeting. The person so nominated must at the time of such nomination in writing signify willingness to accept such nomination. If insufficient nominations are received within the period stipulated then the nominations so far received shall be declared elected and nominations for any vacancies so caused may be accepted at the meeting, provided that the nominee accepts nomination and is proposed and seconded by members. If the nominations at the meeting exceed the number of vacancies, a poll shall be held.

34. An Officer who dies or who becomes ineligible to hold office under article 39 shall be replaced by such other member of the Council as the Council shall determine by resolution until an election is held for that Officer's position at the next succeeding annual general meeting and the member appointed by resolution shall be eligible for election to that position.

35. The Council shall have power at any time and from time to time to appoint any financial member of the Company to be an Ordinary Councillor, but there shall not be at any time any more than three Ordinary Councillors appointed under this provision, and the total number of Ordinary Councillors shall not at any time exceed the number fixed in accordance with these Articles. Any Ordinary Councillor so appointed shall hold office only until the next succeeding annual general meeting where he or she shall be eligible for re-election.

36. The Council shall by regulation create four zones and assign each affiliated club in Victoria to one of the zones. One Special Councillor for each zone shall be elected by the active affiliated clubs in that zone. Inactive affiliated clubs are not entitled to vote. The Council may from time to time by regulation, after consultation with affiliated clubs, revise the zones or redistribute the affiliated clubs included within each zone. The Council shall supervise the conduct of elections for Special Councillors in accordance with regulations made under this article. Elections for Special Councillors shall be held before the annual general meeting and the result announced at the meeting. A Special Councillor shall be entitled to attend and vote at the next meeting of the Council following his or her election and at every subsequent meeting of the Council until the next election for that Special Councillor's zone. A Special Councillor shall be eligible for re-election.

37. A Special Councillor who dies, retires, is removed from office under article 38 or becomes ineligible to act under article 39 may only be replaced as a Special Councillor by a financial member of an affiliated club in the same zone as the Councillor who is to be replaced. The Council, may, after the Secretary has consulted the affiliated clubs in that zone, appoint a replacement Special Councillor to the Council. Any Councillor appointed under this provision shall be eligible for re-election at the next election for a Special Councillor by affiliated bridge clubs of that zone.

38 . The Company may by special resolution remove any Councillor before the expiration of his or her period of office and, except in the case of a Special Councillor, may by special resolution appoint another member in the Councillor's stead. The person so elected shall hold office only until the next succeeding annual general meeting and shall be eligible for re-election. Article 37 applies to a new appointment of a Special Councillor.

39. The office of Councillor shall become vacant if the Councillor:

(a) is declared bankrupt or makes any arrangement or composition with creditors generally.

(b) holds any office of profit under the Company except as provided in the Memorandum.

(c) ceases to be a financial member of the Company.

(d) lacks legal capacity to enter into a contract under the laws relating to mental health.

(e) resigns office by notice in writing to the Council.

(f) is absent from three consecutive meetings of the Council, unless the absences are authorised by a resolution of the Council made not later than at the second of the three consecutive meetings referred to.

(g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest in the manner required by Section 123 of the Act.

40. A Councillor whose office becomes vacant under the provisions of the preceding Article shall not be eligible for re-appointment by the Council in the exercise of its powers under Articles 35 and Art 37 hereof.

41. The Council shall meet to conduct the business of the Company not less than ten times in the period between annual general meetings and not less than once every six consecutive weeks. A meeting may be conducted electronically, provided that all Councillors agree. Where a meeting is conducted electronically the Secretary shall email the agenda and papers to all Councillors, and seek responses to the recommendations by email. Any four Councillors may requisition a meeting of Council within seven days by delivering written notice of such requisition to the Secretary.

42. In the event that a quorum of Councillors cannot be obtained on three separate occasions within any one period of six consecutive weeks the remainder of Councillors may act to convene a general meeting of the Company but for no other purpose.

43. The procedure to be followed at meetings of the Council shall be determined from time to time by the Council except that each meeting shall be attended by a quorum of the Council and shall be presided over by a Chairperson. A quorum shall consist of not less than half the number of elected councillors, provided that at least six Councillors are present.. The President shall be Chairperson of Council or, in the event of the Chairperson's absence or unwillingness to act, any member chosen by the meeting.

44. Questions arising at any meeting of the Council or its committees shall be determined by a majority of votes. In the event of an equality of votes the motion shall be declared lost. The Chairperson shall vote in accordance with Article 26 hereof.

45. The Council shall cause minutes to be made in books provided for that purpose of:

1. The names of Councillors present at all meetings of the Company.
2. The proceedings of all meetings of the Company.
3. The names of Councillors present at all meetings of the Council.
4. The proceedings of all meetings of the Council.
5. All appointments of officers made by the Council.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

46. The Council shall cause all correspondence received by the Company to be kept in files provided for this purpose until authorised by a resolution of the Council to destroy same. The Council shall also cause copies of all correspondence proceeding from the Company to be kept under the same conditions as correspondence received.

47. All acts done by any meeting of Council or by any meeting of a committee appointed by Council or by any person acting as a Councillor, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Councillor or person acting as aforesaid or that they or any of them were disqualified from so acting, shall be as valid as if every person had been duly appointed and was qualified to be a Councillor.

48. Communications of whatsoever nature to or by the Council or to or by any of its committees, if reasonably incidental to the business of the Company, shall not give any cause of action by one member of the Company against another or against the Company and shall be privileged within the meaning of the laws relating to defamation in the State of Victoria.

49. Subject to consistency with principles of natural justice and the Laws of Duplicate Contract Bridge as promulgated by the World Bridge Federation, the Council shall be empowered to regulate its disciplinary proceedings through the adoption of Disciplinary By-Laws which may be amended from time to time.

COMMITTEES

50. The Council may delegate any of its powers to committees consisting of such Councillor or Councillors as it shall think fit and may grant any committee permission to co-opt members of the Company or members of affiliated Companies institutions or associations. Any committee so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed upon it by the Council and its decisions shall at all times be subject to ratification by the Council, unless specifically relieved from this obligation by Council, in advance. A committee meeting may be conducted electronically provided that all members of the committee agree. Where the meeting is conducted electronically the chairperson shall email the agenda and papers to all members, and seek responses to the recommendations by email.

51. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In the event of

an equality of votes the motion shall be declared lost. The Chairperson shall vote in accordance with Article 26 hereof.

THE SEAL

52. The Council shall provide for safe custody of the seal, which shall only be used by the authority of Council and every instrument to which the seal is affixed shall be signed by two Councillors and shall be countersigned by the Secretary or by some other person appointed by the Council for that purpose.

ACCOUNTS

53. The Council shall cause proper accounts to be kept with respect to:

1. All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place.
2. All sales and purchases of goods by the Company.
3. The assets and liabilities of the Company.

54. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be in such manner as the Council from time to time determines, except that at least two signatures shall be necessary.

55. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Councillors and no member (not being a Councillor) shall have any right to inspect any account or book or paper of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.

56. In accordance with Section 162 of the Act the Council shall cause to be prepared and laid before the annual general meeting such profit and loss accounts balance sheets and reports as are referred to in that Section and are applicable to the affairs of the Company.

57. A copy of every profit and loss account and balance sheet (including every document required by law to be attached thereto) which is to be laid before the Company in general meeting shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Company.

AUDITOR

58. The duties of the Auditor shall be determined by Council subject to Section 165, 166 and 167 of the Act.

59. No officer of the Company shall be appointed Auditor, except that an officer of the Company may be an employee of the Auditor and where a firm is Auditor, a member of that firm, not being the person who conducts the audit, may be an officer of the Company.

NOTICES

60. A notice may be given by the Company to any member either personally, by email or by sending it by post to the member’s registered address.

61. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

62. Notice of every general meeting shall be given in some manner hereinbefore authorised to all members of the Company. No other persons shall be entitled to receive notices of general meetings.

AFFILIATION

63. The Company by resolution of the Council may grant affiliation to any bridge club or organisation in the State upon such terms as the Council may determine. Such affiliation shall be an expression of the Company’s intention to assist the body affiliated in terms of the Company’s Memorandum, but shall not constitute membership of the Company.

INDEMNITY

64. Every Councillor or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred in the capacity of Councillor or other officer in defending any proceeding whether civil or criminal in which favourable judgement or an acquittal is given or in connection with any application under the Act in which relief is granted by the Court in respect of any negligence default breach of duty or breach of trust.

We, the undersigned, being President Councillor and Secretary respectively of the Victorian Bridge Association Limited hereby certify that the forgoing Articles of Association were agreed to at a General Meeting of members held on 3rd December 2013.

PRESIDENT

COUNCILLOR

SECRETARY

DATE