

# **Constitution of the Auckland Bridge Club Incorporated**

**(Incorporating all amendments up to and including AGM held on 5 November 2017)**

## **1. Name**

The name of the Club is “The Auckland Bridge Club Incorporated” (“the Club”).

## **2. Registration**

The Club is registered under the Incorporated Societies Act 1908.

## **3. Objects**

The objects of the Club are those charitable objects and purposes which are recognised by the Courts of New Zealand, and including

- (a) Teaching and providing amenities, facilities and equipment for playing the game of contract bridge and for any other like purpose that its members may decide;
- (b) Promoting contract bridge tournaments, competitions and matches and providing for the control, administration and management of bridge sessions and events, and
- (c) The provision and maintenance of premises considered necessary desirable or convenient for the advancement of such objects.

## **4. Affiliation**

The Club is affiliated as a member of New Zealand Bridge Incorporated (“NZ Bridge”), being the governing organisation responsible for the management, control, administration and regulation of Contract Bridge in New Zealand. The Club shall seek to comply with any requirements imposed from time to time for membership of NZ Bridge to continuously maintain such affiliation and benefits of that membership. All members of the Club are, by virtue of that affiliation, also bound by the provisions of the Rules of NZ Bridge to the extent the same apply to members of affiliated Clubs participating in the game of Contract Bridge.

## **5. Notices**

These rules, the by-laws and any notices required to be given to members shall be displayed on the notice board at the Club rooms and may be available on the Club website. Copies will be provided on written application to the Secretary.

## **6. Membership**

- (a) The members of the Club shall be:
  - (i) Life members
  - (ii) Ordinary members
  - (iii) Youth members
  - (iv) Veteran Members
  - (v) Associate Members

- (b) Life members shall be persons the Club desires to honour and shall be elected in accordance with rule 7. A life member is not liable to pay any Club subscription and is entitled to all privileges of the Club.
- (c) Ordinary members are elected to membership under rule 8.
- (d) Youth members are elected to membership under rule 8 and have their 26<sup>th</sup> or earlier birthday in the calendar year in question.
- (e) A Veteran Member is any person who has attained the age of ninety (90) years and has been a member of the Club for at least five (5) years may apply to the Committee to become a Veteran Member. Veteran Members have the same rights and obligations as Ordinary Members but are not liable to pay an annual subscription.
- (f) An Associate Member is any other person admitted at the discretion of the Committee to Associate Membership in terms of rule 8.

### **7. Election of life members**

Recommendations for election to life membership can be made only by the Committee and require the approval of three-quarters of the votes cast in a secret ballot at a general meeting, due notice of the recommendation having been given in accordance with rules 23 or 24(b).

### **8. Election of ordinary, associate and youth members**

- (a) Every candidate for ordinary, associate or youth membership shall sign the membership application form prescribed by the Committee. If the candidate is approved by the Committee the application or a copy shall be posted on the notice board at the Club rooms for at least fourteen days.
- (b) At its first meeting after the conditions in rule 8(a) are satisfied, the Committee shall consider the election of the candidate, and if approved the candidate shall become a member of the Club.
- (c) Every new member shall be notified by the Secretary and shall then be bound by the rules and by-laws of the Club.

### **9 Resignation of members**

Notice of resignation from membership shall be given to the Secretary in writing. A member who has not resigned before the end of the financial year is liable for the subscription for the ensuing year.

### **10. Discipline and/or suspension of members**

- (a) The Committee has the power to censure, suspend from membership for a period, or expel any member, but the member shall be given full opportunity to offer an explanation and otherwise treated in manner consistent with the requirements of natural justice.
- (b) Any member expelled under rule 10(a) has the right to appeal, by delivering a notice in writing to the Secretary (16) to that effect within three (3) months from the date of expulsion. A special general meeting to be convened within 30 days of the date of delivery of such notice at which a majority of two-thirds of those present may reverse the Committee's decision and/or in the alternative, censure or suspend the member from membership for a specific period of time.

- (c) Any member whose subscription remains unpaid for three months shall be deemed to be suspended from membership and shall not be entitled to the privileges of the Club until the subscription has been paid. Should a subscription remain unpaid at the end of the Club's financial year the person concerned shall cease to be a member of the Club but shall still be liable to pay the outstanding subscription.
- (d) Notwithstanding the provisions of sub-clauses (a) and (b) the Committee also has the power to refer any matter, allegation, or complaint of conduct, discipline or dispute that it considers sufficiently significant, concerning or important to the Board of Management of NZ Bridge for enquiry, investigation and/or determination by the Board's appropriate Standing Committee, and in the event any such referral is accepted by the Board for that purpose the Committee shall abide any consequent verdict, decision or determination as the case may be.

#### **11. Annual subscriptions**

- (a) Annual subscriptions which shall be approved at the Annual General Meeting shall be determined by the Committee in office in the preceding financial year and shall include provision for the NZ Bridge levy payable in respect of each member unless the member has a current membership with another bridge club affiliated with NZ Bridge and has nominated that club as their "home club" as provided under the NZ Bridge constitution.
- (b) Subscriptions are due on the 1<sup>st</sup> day of January.
- (c) The annual subscription is payable on or with 30 days of election to membership of the Club—if not paid the membership may be cancelled at the discretion of the Committee. A member elected after the first three months of the calendar year shall pay a first subscription calculated on a pro rata basis

#### **12. Officers**

- (a) The Officers of the Club are the President, Treasurer, and Immediate Past President, who are members of the Committee by holding this office.
- (b) The President shall be elected for a one year term, and is eligible to stand for further consecutive terms, provided that no person shall be elected President for more than four (4) consecutive years. Any ex-president can be re-elected on the same basis, after they have stood down from office of President for a minimum of two-years. .
- (c) All general meetings of the Club and all Committee meetings shall be chaired by the President. In the President's absence the Committee shall elect any other member of the Committee to fill the role of chairperson.

#### **13. Election of Officers and Committee**

- (a) Only members of the Club are eligible for election as an Officer and/or Committee member.
- (b) The Annual General Meeting shall elect the Officers and other members to form a Committee of between five and seven members. This number shall not be exceeded by appointments made under rule 13(f) and 13(g) or co-opted under rule 14(e).

- (c) At each Annual General Meeting the one (1) longest serving ordinary member of the Committee measured by the relative time since his last election shall retire by rotation, and an election shall be held to fill the vacancy. If there is more than one longest serving member, the person to retire will be determined by way of a ballot. Members of the Committee who so retire may offer themselves for re-election but each member may only serve on the Committee for a maximum consecutive term of 10 years, but he could offer himself for re-election after a stand-down period from the Committee of two years.
- (d) Written nominations for election on the approved form, signed by two members and including the written consent of the nominee, shall be lodged with the Secretary at least 14 days before the annual general meeting.
- (e) At least seven days before the annual general meeting the Secretary shall post on the notice board a list of nominees together with such information (not exceeding one side of an A4 sheet of paper) as may be supplied in support of each nomination.
- (f) In the absence of sufficient valid nominations being received and remaining current at the date of the annual general meeting, any vacancies may be filled by appointment by the elected Committee. The Committee may continue to act despite any vacancy.
- (g) If a vacancy on the Committee occurs between annual general meetings the vacancy may be filled by appointment by the Committee. The Committee may continue to act despite any vacancy. the term of any Committee member appointed under this clause shall expire at the next AGM, although the member may make himself available for election at that AGM.
- (h) Any elected Officer or committee member or appointee (13(f) or 13(g)) or co-opted member (14e) must attend no less than two thirds of the committee meetings in any one financial year. Dispensation may be granted by the President. Failure to attend the required number of meetings without dispensation will result in the appointment as an Officer or as a committee member being terminated immediately.

#### **14 Club Operations**

- (a) From the end of each annual general meeting until the beginning of the next, the Club shall be governed by the Committee which shall be accountable to the members for the implementation of the policies of the Club as approved by any general meeting and having regard to the best interests of the Club.
- (b) The Committee may engage employees on such terms and with such powers as it thinks desirable and in accordance with rule 21.
- (c) Other than matters required by law or by these rules to be decided by the Club in general meeting, the Committee shall do all things in the exercise of the Club's powers and management.
- (d) The Committee shall meet at such times and places as it may determine and otherwise where and as convened by the President.
- (e) The Committee may co-opt any member to the Committee for a specific purpose for a limited period.
- (f) The quorum for Committee meetings is one Officer as defined in rule 12 and at least half of the members of the Committee as in rule 13. Only Committee members elected under rule 13(b) or

appointed under rule 13(f) or co-opted under rule 14(e) who are present in person shall be counted in the quorum and be entitled to vote.

- (g) The Committee may appoint sub-committees consisting of such members as it thinks fit and with or without power to co-opt. The President shall ex officio be a member of all sub-committees.
- (h) The Committee may act by resolution approved by more than half the members present. In the case of an equality of votes, the chairperson shall have a deliberative and casting vote.
- (i) The Committee shall make by-laws consistent with these rules for any matter affecting members and the management of the Club.
- (j) These rules, any by-laws, the resolutions of general meetings, the decisions of the Committee on the interpretation of these rules, and all actions taken by the Committee in accordance with these rules, and on matters not provided for in these rules, shall be final and binding on all members.
- (k) Each Officer or Committee member shall immediately on resigning or ceasing to hold office deliver to the Secretary all books, papers and other property of the Club.

#### **15 Club Manager**

- (a) The Club Manager will be appointed in accordance with Club employment policies and will be required to act at all times in accordance with Club policy to deliver to the Strategic Plan and Objectives of the Club.
- (b) The Club Manager is responsible for establishing operational practices required for the effective management of the Club
- (c) Only decisions of the Committee, acting as a body, are binding on the Club Manager, and all such decisions will be conveyed through the President.
- (d) The Manager shall hold the Club's records, trophies, archives, reference materials, correspondence and books at the Club rooms and provide secure off-site backup facilities for electronically stored materials

#### **16. Secretary**

- (a) The Committee shall appoint as Secretary a person responsible to the Committee for the secretarial functions. It may be included as an additional responsibility of the Club Manager.
- (b) The Secretary shall record the minutes of all general meetings and Committee meetings, and all minutes when confirmed by a subsequent meeting and signed by the chairperson of that meeting shall be evidence that that meeting was duly called and that the minutes are a true and correct record of what occurred at the meeting.

#### **17. Treasurer**

As well as supervising the financial affairs of the Club, the Treasurer shall work with the Club Manager to:-

- (a) Keep such books of account as may be necessary to provide a true record of the Club's financial position
- (b) Prepare budgets and reporting on the Club's financial position to each Committee meeting
- (c) Present an annual statement of accounts (statement of financial performance and statement

of financial position) to the annual general meeting

#### **18. Financial year**

The financial year of the Club is 1<sup>st</sup> July to 30<sup>th</sup> June following.

#### **19. Major transactions**

The Officers of the Club without any restriction whatsoever may decide if any proposed transaction is a major transaction and this decision shall be final in every respect. Major transactions shall be referred to a general meeting of members. In all other matters the Committee may purchase, take on lease or otherwise acquire real and personal property of every description and generally act in all matters which may be thought necessary or expedient for the attainment of any of the objects of the Club, and may sell, exchange, lease, let, hire out, sub-let, mortgage or otherwise dispose of or deal with the same or any part thereof and may build on any land and may repair, alter, improve, or otherwise deal with any building.

#### **20. Finance and accounts**

- (a) The Committee shall set playing fees from time to time and may impose additional fees for visitors to the Club and other charges as it may decide.
- (b) Moneys belonging to the Club shall be deposited in bank accounts under such conditions as the Committee decides. The Committee shall also give such directions as it may consider desirable for the payment of accounts. Authorities for payments shall be signed/authorised by two persons including the Manager and/or the Treasurer and/or the President and/or another person appointed by the Committee for that purpose. The Committee shall ensure that proper books of account are kept.
- (c) At the annual general meeting the Committee shall submit a statement of accounts of the Club as at 30<sup>th</sup> June and an account of the income and expenditure for the period, such accounts to be financially audited.

#### **21. Payments to members**

- (a) Any financial transaction involving an Officer or Committee member must be fully disclosed and the member must not vote on the issue.
- (b) Except as provided for below no member shall derive any personal pecuniary benefit from membership of the Club, however should income be paid to any member then such income shall be reasonable and relative to that which would be paid in any arm's length transaction (being open market value).

#### **22. Auditor**

A financial auditor who is a chartered accountant shall be elected by majority at each annual general meeting. Any vacancy occurring during the year shall be filled by the Committee.

### **23. Annual General Meeting**

The AGM shall be held no later than 30th November each year on a date fixed by the Committee. At least fourteen (14) days' notice of this meeting shall be given to members.

### **24. Special General Meeting**

- (a) The Committee shall call a special general meeting:
  - (i) whenever it considers it in the interests of the Club to do so, or
  - (ii) upon receipt of a requisition to do so signed by more than twenty (20) members and stating the business of the meeting.
- (b) Notice of any business to be considered at any special general meeting must be given at least ten days before the meeting and in the case of a meeting called under rule 24(a)(ii), the meeting must be held within 30 days of the receipt of the requisition.
- (c) At any special general meeting no business shall be transacted other than that stated in the notice convening the meeting.

### **25. Voting**

- (a) At all general meetings voting shall be on a show of hands or a ballot shall be conducted in such manner as the chairperson shall determine. In the event of any vote being tied the tie shall be resolved by another ballot.
- (b) Two members (who are not nominees) appointed by the meeting shall act as scrutineers for the counting of votes and destruction of any voting papers.

### **26. Quorum**

At all general meetings 35 (thirty-five) members or one-half of the Club's current members, whichever is the lesser, shall form a quorum. If there is not a quorum present 5 (five) minutes after the time set down for the meeting, the meeting shall be adjourned and immediately reconvened. At the reconvened meeting if there is no quorum within 5 (five) minutes the members present shall either adjourn the meeting or the meeting can then transact its business if three-quarters of those present agree.

### **27. Alteration to rules**

No alteration, addition or deletion shall be made to these rules except at a special general meeting called for that purpose. Detailed information about any proposed changes must be given in the notice convening the meeting. The votes of two thirds of those members present on that occasion are required to effect any change

### **28. Common seal**

The common seal witnessed by two members of the Committee shall be affixed to documents only as the Committee by resolution directs.

### **29. Dissolution**

In accordance with the Incorporated Societies Act 1908, or any law in substitution for that act, members present at a general meeting of the Club may resolve that the Club be dissolved as from a date specified in that resolution. Any such resolution must be confirmed at a subsequent special general meeting called for that purpose, and held not earlier than thirty days after the passing of the resolution. Members shall

direct after all debts of the Club have been paid the method of disposition of the funds and property of the Club after its dissolution to any similar charitable society in New Zealand.

We being members of the Auckland Bridge Club Incorporated confirm that these Rules incorporate all the alterations (underlined) of the Rules that were passed at the AGM held on 5 November 2017

Signed by Three officers and lodged with the Companies office 14 Feb 2018