

Auckland Bridge Club Incorporated Constitution May 2025

1. NAME AND REGISTERED OFFICE

- 1.1 **Name:** The name of the Society is Auckland Bridge Club Incorporated number 459147 and charity registration number CC38616 of the same name
- 1.2 **Registered office:** The registered office of the Society is 273 Remuera Road, Auckland 1050 or at such other place as may be notified by the Society to the Registrar.

2. DEFINITIONS AND INTERPRETATION

- 2.1 **Definitions:** In this constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 and includes the Incorporated Societies Regulations 2023.

Activities means the playing of the bridge card game and a range of community events often focused on the well-being of older citizens

Bylaws means the provisions set out in the bylaws created under this constitution and as are amended from time to time by the Board, which generally cover operational matters.

Board means the officers of the Society acting as a board in accordance with this constitution.

Governing Documents means the Constitution, the Society's Bylaws, and the constitutions, bylaws and regulations of the Relevant National and/or Regional Societies.

Investment Strategy means the rules for financial investments put in place to further the Purposes of the Society

Member means an individual and natural person that has:

- (a) become a member of the Society;
- (b) paid any subscriptions and any other amounts due to the Society or has a Board approved instalment arrangement in place; and
- (c) whose membership has not ceased,

in accordance with this constitution. To avoid doubt, Members who are in default on any payment shall have no membership rights (including rights to vote), unless a Board approved instalment arrangement is in place (such arrangements must be approved by the Board in writing).

Powers means the powers of the Society outlined in clause 3.2.

President means the individual elected as the Society's President pursuant to clause 6.3.

Purposes means the purposes of the Society provided for in clause 3.1.

Relevant National and/or Regional Societies means New Zealand Bridge Incorporated

Secretary means the individual elected as the Society's Secretary pursuant to clause 6.3.

Society means the incorporated society with the name specified in clause 1.1 and governed by this constitution.

Special resolution means a resolution approved by a majority of 75% of the Members who are present and entitled to vote at the General Meeting at which the vote is occurring.

Treasurer means the individual appointed as the Society's Treasurer pursuant to clause 6.3.

2.2 **Interpretation:** In this constitution unless the context otherwise requires:

- (a) **Notices:** references to notices means notices sent by post, courier or email to the most recent physical, postal or email address of the intended recipient that is known to the sender of the notice or, in the case of notices to the Society, to the Society's registered office or email address of contact person.
- (b) **Defined expressions:** expressions defined in the main body of this constitution have the defined meaning in the whole of this constitution.
- (c) **Headings:** clause and other headings are for ease of reference only and will not affect the interpretation of this constitution.
- (d) **Negative obligations:** any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done.
- (e) **Plural and singular:** words importing the singular number will include the plural and vice versa.
- (f) **Persons:** references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality.
- (g) **Gender:** references to any gender includes all genders.
- (h) **Statutes and regulations:** references to any statutory provision will include any statutory provision which amends or replaces it, and any subordinate legislation made under it.
- (i) **Clause references:** references to clauses refer to clauses of this constitution.

3. PURPOSES AND POWERS

3.1 **Purposes:** The purposes of the Society are to those charitable objects and purposes which are recognised by the Courts of New Zealand, and including:

- (a) **Promote:** promote, foster and develop the Activities to advance:
 - (i) the health and wellbeing of its Members;
 - (ii) community and Member participation in, and support for, the Activities;
- (b) **Facilities:** provide facilities for the Activities; and
- (c) **Other:** do all such other acts or things in keeping with and incidental to these purposes as the Society may determine from time to time.
- (d) 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;
- (e) Promoting contract bridge tournaments, competitions and matches and providing for the control, administration and management of bridge sessions and events, and
- (f) The provision and maintenance of premises considered necessary desirable or convenient for the advancement of such objects.
- (g) Provision of premises to community groups to enjoy pastimes including chess, hobby clubs, jigsaw groups, board games and other societies

3.2 **Powers:** Except as restricted by this constitution, the Society has full capacity, rights, powers and privileges in the best interests of the Society to carry on or undertake any business or activity, do any act, or enter any transaction as is incidental or conducive to the attainment of the Purposes including the following:

- (a) **Intellectual property:** apply for, purchase, or otherwise acquire any intellectual property rights, or any secret or other information as to any invention or property or for any of the Purposes and to use, exercise, develop or grant licences in respect thereof;

- (b) **Property:** purchase, take on lease or in exchange, hire, and otherwise acquire any real and personal property and any rights or privileges;
- (c) **Investment:** in accordance with the Investment Strategy, invest and deal with the money of the Society;
- (d) **Borrow:** contract for and obtain goods and services on credit in the ordinary course of business;
- (e) **Employees:** appoint, dismiss or retire employees;
- (f) **Services:** remunerate any person for services rendered or to be rendered;
- (g) **Property of the Society:** improve, manage and develop all or any part of the property;
- (h) **Hold Charges:** take or hold mortgages, liens, and charges to secure payment of any money due to the Society from any other person;
- (i) **Representatives:** appoint, elect or nominate persons to represent the Society;
- (j) **Delegation:** delegate to any of the Board the powers of the Society; and
- (k) **Disputes:** decide any disputes or hear any appeals on matters relating to the Society and the Activities.

4. **CAPACITY**

- 4.1 **No financial gain:** Nothing in this constitution shall permit any part of the funds of the Society to be used or to be available to be used for the financial gain of any Member or any person associated with any Member. For the avoidance of doubt, the term "**financial gain**" does not include remuneration or payments for services rendered, provided that the remuneration or payment is reasonable and relative to that which would be paid in an arms-length transaction (being the open market value).

5. **MEMBERSHIP**

- 5.1 **Membership Categories:** The categories of membership of the Society including the playing, speaking and voting rights of such categories, shall be determined by the Board and detailed in the Bylaws.
- 5.2 **Applications for Membership:** All applications for membership of the Society as a Member must:
 - (a) be submitted to the Society in writing or electronically on the Membership Form which must include the full name of the applicant, the applicant's address, the class of membership to which the applicant desires admission, and such other particulars as specified on the Membership Form, and the Membership Form must be signed by the applicant;
 - (b) include an acknowledgement that upon acceptance as a Member the individual is bound by the Governing Documents;
 - (c) notify the Society if they are currently or have previously been a member of any other bridge club.
 - (d) agree to pay the applicable subscription.

Member Consent: A person consents to become a Member by submitting their signed application form and paying their fees.

- 5.3 **Consideration:** Upon receipt of a properly completed application, the Board shall determine whether the application is accepted. The Board may refuse to accept any applicant for membership on any lawful grounds. The Board is not required to give reasons for any refusal to grant membership, but may choose to do so.
- 5.4 **Administration: Following the approval of a new Member, the Secretary shall:**
 - (a) update the Society's Register of Members; and
 - (b) notify the Relevant National body of the new Member with the details necessary to record the new Member on their registers of members.
- 5.5 **General Rights & Obligations of Members:** In addition to any specific rights and obligations specified in this Constitution, all Members acknowledge and agree that the Board may in respect of the categories of membership determine:

- (a) the playing and other privileges and advantages of membership;
- (b) the scope of use of the Society's facilities;
- (c) the right to hold office in the Society;
- (d) the right to speak and vote at General Meetings;
- (e) the right to enter into any competition, tournament, or match held by the Society in accordance with any specific rules for the competition, tournament, or match; and
- (f) if selected, the right to represent the Society in competitions, tournaments and matches.

5.6 **Duration of Membership:** The duration of membership at the Society (and thus also membership of the Relevant National Societies) for all Members shall commence on the date of acceptance of a new membership and otherwise on 1 January each year. Unless the membership is terminated early in accordance with this Constitution, it shall continue until 31 December of the following year.

5.7 **Renewal of Membership:** A Member may annually renew their membership with the Society (and thus the Relevant National and/or Regional Societies) (without having to complete the requirements for applications for new membership) by indicating to the Society that they wish to continue their membership and by paying their annual subscription.

5.8 **Register of Members: The Secretary must keep a register of members recording:**

- (a) the name of each Member;
- (b) the last known contact phone number, email address, home and postal address of each Member;
- (c) the date on which each person became a Member;
- (d) the name of each person who has ceased to be a Member of the society within the previous 7 years;
- (e) the date on which each person ceased to be a Member;
- (f) any other information required by the Act or directed by the Board from time to time; and
- (g) if the Member provides it, their emergency contact details.

The Secretary must update the register of members as soon as practicable after becoming aware of changes to the information recorded on the register. Every Member must advise the Secretary of any change of the Member's contact details.

5.9 **Subscriptions and other payments:** The Board may on behalf of the Society and acting reasonably impose, review, and publish in the Bylaws:

- (a) annual subscriptions payable for different classes of membership;
- (b) a levy or levies on Members in different classes of membership;
- (c) participation fees for taking part in events including events involving the Activities;
- (d) consumable fees for sundries and hospitality services, and, may collect affiliation fees of national and/or regional bodies of the Activities.

- 5.10 **Arrears and termination:** Without prior notice, the Board may terminate the membership of any Member where that Member fails to pay any amount due to the Society (or any instalment thereof under a Board approved instalment arrangement) within two (2) months of the date such amount became due or such later date as the Board may determine.
- 5.11 **Non-compliance:** All Members must promote the interests and the objects of the Society and conduct themselves so as not to bring the Society into disrepute. Any Member perceived by the Board (acting reasonably) not to be doing so or to be disobeying this constitution or the Bylaws or standards or any rule or regulation of the Society, or failing to give effect to any decision of the Board shall be liable to review by the Board who may refer the matter by way of complaint to be dealt with under clause 12 (Dispute Resolution).
- 5.12 **Ceasing to be a Member: A Member ceases to be a Member:**
- (a) on death with effect from the date of death;
 - (b) by resignation by written notice to the Secretary with effect from the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation); or
 - (c) on termination of a Member's membership under this constitution.
- 5.13 **Obligations on ceasing to be a Member:** A Member who resigns or whose membership is terminated under this constitution:
- (a) remains liable to pay all subscriptions and other amounts due or becoming due through to the end of the Society's then current financial year (those liabilities survive that financial year end);
 - (b) shall cease to hold themselves out as a Member of the Society;
 - (c) shall return to the Society all material received from the Society (including any membership certificate, badges, handbooks and manuals) if requested by the Board;
 - (d) shall cease to be entitled to any of the rights of a Member of the Society.
- 5.14 **Re-admission of former members:**
- (a) Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by decision of the Board.
 - (b) However, if a former Member's membership was terminated following a dispute resolution process, the applicant must not be re-admitted without the prior approval of a general meeting on recommendation of the Board.
- 5.15 **Information requests:** This constitution the Bylaws, and any Society rules, regulations, and policies, must be available on reasonable notice for inspection by Members, and copies must be provided (at cost, if required by the Board) to any member on request.
- 5.16 **Privacy policy:** A Privacy Policy applies to all members of the Society who are bound by and consent to the policy. It informs members of the Society's policies relating to the use, collection and disclosure of personal information of our members and related organisations. The Board may update the policy. A copy is reproduced in Schedule 2.
6. **BOARD AND SUBCOMMITTEES**
- 6.1 **Positions on the Board:** The Society shall have a Board which shall consist of no more than nine (9) Members and no fewer than seven (7) Members. The Board shall consist of the following:
- (a) a President;

- (b) a Secretary;
- (c) a Treasurer;
- (d) other Board members

6.2 **Subcommittees:** The Board may appoint from its own members or otherwise subcommittees from time to time as it requires. The Subcommittee must act within their delegated authority and must keep and provide to the Board minutes of their meetings. The President shall be notified of all Subcommittee meetings and may attend as he/she sees fit.

6.3 **Election:**

- (a) The President, Secretary and Treasurer shall be elected at the AGM and shall hold office for a two (2) year term.
- (b) The other Board members shall be elected at the AGM and shall hold office for a one year term.

6.4 **Co-option:**

- (a) **Co-option of additional Board Members:** The Board may, if it considers it desirable to do so at any time, co-opt up to two persons to serve on the Board for a period determined by the Board (which shall not be longer than the next AGM). Such co-opted members shall not have voting rights.
- (b) **Activities other than bridge:** In addition, the Board may co-opt a representative of non-bridge activities to be a non-voting member of the Board.
- (c) **Co-option if a Vacancy arises:** In addition, if any vacancy in the positions of President, Secretary or Treasurer arises on the Board after an AGM the Board has the power to fill that vacancy by co-option until the next AGM, or the Board may choose to leave the position vacant until the next AGM. If any vacancy arises in a Subcommittee nominated position on the Board, that Subcommittee may nominate another of its members to fill that vacancy. A member of the Board co-opted under this subclause will have voting rights.

6.5 **Restriction:** Individuals may not be elected or co-opted to serve on the Board if they are an undischarged bankrupt, have been convicted of a crime of dishonesty within the last 7 years, or are prohibited by law from being a director, promoter, or manager of any incorporated or unincorporated body. A Member who is also a paid employee of or contractor to the Society shall not be eligible for election to the Board.

6.6 **Maximum consecutive years in office:**

- (a) Each member of the Board and Subcommittees shall be eligible for re-election or co-option up to a maximum of 8 consecutive years in office but is entitled to further terms of office after a 10 month standdown period; and
- (b) A Board member shall not hold the offices of President, Secretary, and Treasurer (or any combination of those offices) for more than 6 consecutive years.

6.7 Call for Applications: Prior to the AGM in each year, the Society shall call for applications for such positions on the Board as will fall vacant. The call for applications must include the closing date for receiving applications at least 15 working days prior to the AGM.

6.8 Form of Applications: Unless clause 7.9 (No Applications) applies, all applications for positions on the Board shall be in writing and signed by the applicant, indicate the position for which the applicant is seeking election, and may include brief information from the applicant in support of their application.

6.9 No Applications: If no valid application for a vacant position on the Board and Subcommittees is received by the Society in advance of the applicable AGM, applications for that position may be called from the floor at the AGM at which the election is to occur.

6.10 Single Application: If only one application is received for a position, then the chairperson of the AGM shall declare the applicant elected and there shall be no need for a vote.

6.11 Multiple Applications: If more than one valid application for any position on the Board or Subcommittees is received the Society shall advise all Members of the names of all valid applicants for each position, and provide the supporting information provided by each applicant. At the AGM an election shall be held by a secret ballot or show of hands (if the AGM agrees) of those present and entitled to vote at the AGM and the highest polling candidates shall be declared elected.

6.12 Removal from office and vacancies on the Board: A position on the Board shall be vacated immediately if the holder of it: resigns, ceases to be a Member, is removed from office by a 66% majority at a general meeting of the Society or is absent from three (or more) consecutive meetings of the Board without the approval of the Board. Pending the filling of vacancies on the Board, all decisions and actions of the Board are entirely valid.

6.13 Board Meetings: Meetings of the Board may be called at any time by the President or two or more Board Members, but generally the Board shall meet at least ten (10) times per year. The Board may regulate its proceedings as it thinks fit.

6.14 Notice of Meetings: Unless an urgent matter needs to be considered, the Secretary shall provide each Board Member with not less than 5 working days' written notice of any Board meeting.

6.15 Chairperson: The President will chair Board meetings but may delegate that role to any other Board Member.

6.16 Quorum: The quorum necessary for the transaction of business of the Board shall be five (5) Board Members. In the event of a quorum not being present within half an hour after the appointed time, the meeting shall stand adjourned to a date, time, and place to be fixed on adjourning the meeting, which must be notified to all Board Members. If at the adjourned meeting a quorum is not present within half an hour after the appointed time, the Board Members present at the reconvened meeting shall constitute a quorum.

6.17 Disclosure of Interests: Any Board Member who may derive some personal or financial advantage from any matter before the Board shall disclose the nature and extent of their interest to the Board and shall take no part in the matter before the Board where they hold such interest.

6.18 Voting: Each Board Member present at any Board meeting may only exercise one vote, except that in the event of an equality of votes (but not otherwise) the President shall have a deliberative vote and a casting vote. The casting vote shall be in favour of the status quo. Voting shall be by voices or, upon request from any Board Member, by show of hands or a ballot. Proxy and postal voting is not permitted at meetings of the Board.

- 6.19 **Resolutions:** The Board may make a decision by signed resolution or consent in lieu of a meeting. Any such resolution shall be valid as if it had been passed at a meeting of the Board as long as: a copy of the proposed resolution is sent to every Board Member, and over half of the Board Members sign or consent to the resolution and return evidence of this consent to the Secretary.
- 6.20 **Meetings Using Technology:** A meeting of the Board may be held by electronically linking the Board Members provided that prior notice of the meeting is given to all Board Members and all parties can hear each other.
- 6.21 **Powers and Duties of the Board:** The Board shall govern the Society and be responsible for managing the business and affairs of the Society. Subject to this Constitution, the Board may exercise all of the powers of the Society and do all things that are not expressly required to be undertaken at a General Meeting including the making of Bylaws which shall be binding on Members, and the publication of an operations manual. The Board may delegate the day-to-day management of the business and affairs of the Society to any suitably qualified employee, contractor or volunteer.
- 6.22 **Major transactions:** The approval of major transactions must be passed by a general meeting in accordance with the quorum and majority provisions set forth in paragraph 7.14.
- 6.23 **Duties of the Secretary:** The Secretary (or any other Board member acting on their behalf) shall:
- (a) give notice of, and attend, all General Meetings and Board meetings;
 - (b) keep minutes of the proceedings of all General Meetings and Board meetings;
 - (c) prepare and forward the annual return of the Society;
 - (d) maintain the Society's Register of Members in accordance with this Constitution; and
 - (e) be one of the nominated person(s) as contact for the Incorporated Society and ensure all documentation is kept up to date with the Registrar of the Incorporated Societies.
- 6.24 **Duties of the Treasurer:** The Treasurer shall:
- (a) collect and account for all subscriptions and other moneys payable to the Society, bank such funds to the credit of the Society's banking account, disburse Society money as directed by the Board, and keep proper accounts of the financial affairs of the Society including activity accounts;
 - (b) submit accounts, other than accounts in the ordinary course of business, payable by the Society for the approval of the Board before payment, and report to each meeting of the Board on the state of the finances of the Society;
 - (c) immediately after the close of each financial year prepare and submit to review a statement of accounts and balance sheet for the Board for the financial year, and present them, together with a budget of estimated income and expenditure for the ensuing year, to the AGM;
 - (d) ensure that processes and systems are in use to provide information around Activities, assets, sundries and consumables.
- 6.25 **Investment strategy:** The Society's Investment Strategy is to maintain and grow a balanced, low to medium risk portfolio or portfolios to support the Purposes of the Society within the time horizons of one, three and five years, or up to ten years when specifically authorised by the Board Committee. The portfolio or portfolios will be managed by one of more recognised, registered and licenced Investment Companies against written investment mandate(s). Investments may be in any asset class or classes with the ability to transact cost-effectively at any reasonable time and with transparency of pricing at recognised, licenced and registered trading venues. When making investment decisions, the Board will have particular regard to the objectives of the Investment Strategy and to the advice of the appointed advisors.
- 6.26 **Contact Person:** The Board may appoint not less than one and not more than three Contact Persons. In the absence of such appointment, the Contact Person will be the Secretary of the Society. Paragraph 17 provides contact information.

7. GENERAL MEETINGS

7.1 **Annual General Meeting:** - An Annual General Meeting ("AGM") of the Society shall be held not later than thirteen months after the previous AGM of the Society.

7.2 **Special General Meetings:** Any other general meeting of the Members shall be described as a Special General Meeting ("SGM").

7.3 **Notice of AGM:** The Society shall give at least 30 working days' written notice of any AGM to all Members. The notice shall set out:

- (a) the date, time, and venue for the AGM; and
- (b) the closing date(s) for applications for elected positions, proposed motions, and any other items of business to be submitted to the Society, which must be not less than 15 working days prior to the AGM unless otherwise agreed by the Board.
- (c) the format by which the meeting will be conducted, either in person or through the use of appropriate audio visual technology.

Written resolutions may not be passed in lieu of a General Meeting.

7.4 **AGM Business:** The business to be transacted at every AGM shall include:

- (a) confirmation of the minutes of the previous AGM and any SGM held since the previous AGM;
- (b) receiving the Board's report for the financial year;
- (c) receiving the reviewed statement of accounts and balance sheet for the Society for the financial year and considering budgets for the current year;
- (d) the election of members of the Board and Subcommittees;
- (e) considering and determining any notices of motion which propose alterations to the Constitution of which due and proper notice has been given;
- (f) consider any notices received and making recommendations for new Life membership of the Society;
- (g) considering and making recommendations to the Board as a result of any notices of motion of which due and proper notice has been given; and
- (h) transacting such other business as the General Meeting considers appropriate.

7.5 **AGM Agenda:** An agenda containing the business to be discussed at the AGM shall be sent to all Members no later than 5 working days before the date of the General Meeting. Any additional items of general business may be raised from the floor with the consent of the President of the Society.

7.6 **Notices of Motion:** Any notice of motion from a Member must be received by the Secretary at least 10 working days prior to an AGM in order to be considered at that meeting, unless otherwise agreed by the Board.

7.7 **Special General Meeting:** The Secretary shall convene a SGM of the Society by giving the requisite notice :

- (a) when directed to do so by the Board, which direction must include full details of the business to be dealt with at the meeting; or
- (b) on requisition in writing signed by not less than ten percent of Members which requisition must provide full details of the business that is proposed to be dealt with at the meeting.

7.8 **Notice of SGM:** If the Secretary is required to convene a SGM, the Secretary shall give at least 10 working days' notice of the time, date, and venue of such meeting to all Members, unless the Committee considers such notice period is not practicable due to exceptional circumstances. The notice of SGM must clearly state the reasons why the SGM is being convened and provide as full details as possible of the nature of the business to be transacted at the meeting. Only the business stated in the notice of SGM may be dealt with at the SGM.

7.9 **Chairperson:** The President (or another person nominated by the President) shall chair all General Meetings of the Society.

7.10 **Procedure:** At any General Meeting of the Society every Member who is present at the General Meeting shall be entitled to one vote on each matter being determined.

7.11 **Voting: At General Meetings:**

- (a) all voting shall be by show of hands unless any two Members present request a secret ballot, which in case voting shall be by secret ballot;
- (b) where a show of hands or ballot is taken, the total votes for and against the motion or amendment may be recorded;
- (c) voting shall be by Ordinary Resolution unless this Constitution expressly requires a Special Resolution;
- (d) a Special Resolution requires a majority of 75% of the Members attending and voting;
- (e) the chairperson of the General Meeting shall have a deliberative vote, and, in the event of a tied vote (but not otherwise), the chairperson of the General Meeting shall also have a casting vote; and
- (f) no proxy voting shall be allowed.

7.12 **Meeting Procedure:** At General Meetings:

- (a) the quorum shall be the lessor of ten percent of Members or fifty (50) Members;
- (b) no business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and venue to be fixed by the chairperson of the General Meeting on adjourning the meeting. The re-appointed date shall be at least 10 working days after the original meeting. If a quorum is not present within half an hour after the appointed commencement time of the reconvened meeting, the Members present at the reconvened meeting shall constitute a quorum; and
- (c) on all questions of order, the decision of the chairperson of the General Meeting shall be final unless dissented from by Ordinary Resolution.

7.13 **Minutes:** The Secretary shall ensure the proceedings of all General Meetings are recorded and incorporated in a minute book. As soon as possible after the conclusion of each General Meeting the Secretary shall forward a copy of the minutes to the Board. A copy of such minutes shall also be made available upon request to any Member.

7.14 **Special provisions for major transactions:**

A "Major Transaction" is any transaction or series or collection of transactions exceeding \$100,000 (excluding GST) and must be approved by members at a Special General Meeting.

8. FINANCIAL

8.1 **Financial Year:** The financial year of the Society shall commence on 1 July in each year and end on 30 June in each year.

- 8.2 **Society Funds:** The Board is responsible for the receipt and banking of all monies received by the Society and all sums paid out by the Society.
- 8.3 **Banking:** The Society's current bank account(s) shall be kept at a licensed bank chosen by the Board. All electronic and cash transactions undertaken involving the Society's bank account(s) must be signed or otherwise approved by the Treasurer and at least one other member of the Board.
- 8.4 **Accounting Records:** The Board shall ensure there are true and complete accounts kept of the income and expenditure and assets and liabilities of the Society. A Statement of Accounts and Balance Sheet (in the form approved by the Board) shall be forwarded to each Member with the notice of the AGM.
- 8.5 **Annual Review:** A Financial Auditor, who shall not be a member of the Board, shall be appointed by the Board as and when required. The role of the auditor is to examine and report on the accounts of the Society. The Auditor shall at all reasonable times have access to the books and accounts of the Society and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes.
- 8.6 **Filing Returns:** The Society must file its annual financial statement with the Registrar of Incorporated Societies within six (6) months of the accounts being approved at the AGM of the Society each year.

9. APPLICATION OF INCOME & NO PECUNIARY PROFIT

- 9.1 **Application of Income:** Income and property of the Society shall be applied solely towards the promotion of the Purposes of the Society.
- 9.2 **No Pecuniary Profit:** No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

10. EXECUTION OF DOCUMENTS

- 11.1 **Methods of contracting:** The Board may resolve that the Society enter into a contract or other enforceable obligation, on the following basis:
- (a) **Deeds:** an obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Society in writing signed under the name of the Society by:
 - (i) two (2) or more officers of the Society; or
 - (ii) one (1) or more attorneys appointed by the Society under s 124 of the Act.
 - (b) **Other agreements:** all other obligations may be entered into on behalf of the Society by a person acting with the Board's express authority.

11. AMENDING THE CONSTITUTION

- 11.1 **Amendments:** This constitution may be amended or replaced by Special Resolution at any General Meeting, provided that no amendment may be made which would alter the clauses precluding financial gain (including on liquidation of the Society), and the Registrar of Incorporated Societies must be notified in the manner prescribed by the Act and shall be effective from the date of registration.
- 11.2 **Process for amending the constitution:**

- (a) **Proposal:** Any proposed motion to amend or replace this constitution must be either signed by at least ten percent of Members and given in writing to the Secretary or initiated by resolution of the Board at least fifteen (15) working days before the general meeting at which the motion is to be considered, accompanied by a written explanation of the reasons for the proposal.
- (b) **Notification of Members:** At least twelve (12) working days before the general meeting at which any such proposal is to be considered, the Secretary must give notice (in accordance with this constitution) to members of the proposed motion, of the reasons for the proposal and of any recommendations from the Board in respect of that notice.

11.3 Necessary amendments: Subject to the prohibitions in clauses 11.1 and 11.2 above, the Board may amend this constitution if the amendment:

- (a) **Minor:** has no more than a minor effect; or
- (b) **Errors:** corrects errors or makes similar technical alterations, and the Board sends notice of the amendment to every Member of the Society stating the text of the amendment; and the right of any Member to object to the amendment. If the Board receives no objection from any Member within 20 working days after the date on which the notice was sent, the amendment will come into effect. If an objection is received, clauses 11.1 and 11.2 will apply.

12. DISPUTE RESOLUTION

12.1 Dispute Resolution: The procedures for bringing and resolving any dispute and/or complaint (as those terms are defined in section 38 of the Incorporated Societies Act 2022) shall be the procedures set out in clauses 2 to 8 of Schedule 2 of that Act (as may be amended from time to time). For convenience, a copy of those procedures is attached as schedule 1.

12.2 Outcomes: The Decision Maker shall make findings they consider to be fair and consistent with evidence and without limitation their powers shall include:

- (a) suspension or termination of membership; and/or
- (b) removal from office; and/or
- (c) order a party to meet the Society's and/or the Decision Maker's reasonable costs in dealing with a complaint; or
- (d) electing not to proceed further with a complaint, if they decide that:
 - (i) the complaint is trivial; or
 - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (aa) no Member has engaged in material misconduct; or
 - (bb) no Member or the Society has materially breached, or is likely to materially breach, a duty under this constitution, the Society's Bylaws or other rules or the Incorporated Societies Act 2022; or
 - (cc) no Member's rights or interests or Members' rights or interests generally have been materially damaged; or
 - (iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (iv) the person who makes the complaint has an insignificant interest in the matter; or
 - (v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with; or
 - (vi) there has been an undue delay in making the complaint.

12.3 Appeals

12.3.1 Process: The appeal process for appeals of decisions of the Decision Maker shall be as follows:

12.3.2 **Appeal to the relevant national authority:** Where there is a Discipline matter which is decided by the Board (or Subcommittee on its behalf) or any external body, any party affected by that decision may appeal such decision only to the National Society

12.3.3 **Procedure:** Any appeal shall comply with the principles of natural justice and any applicable regulations.

12.3.4 **Stay of Execution:** Pending the determination of an appeal before it, the National Society may grant a stay of execution of the decision which is being appealed.

13. INDEMNITY & INSURANCE

13.1 **Indemnity:** Each Member and each Board member shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of the Society against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the Society.

13.2 **Indemnity Insurance:** The Board may, at the expense of the Society, obtain any appropriate insurance cover in respect of the indemnity provision in Rule 14.1 (Indemnity).

13.3 **General Insurance:** The Board must insure Society assets according to normal commercial principles.

14. LIQUIDATION

14.1 The Society may be put into liquidation if the Society, at a general meeting of its members, passes a Special Resolution appointing a liquidator, and the resolution is confirmed by Special Resolution at a subsequent general meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

14.2 The Society must be placed into liquidation (using the process specified in the previous clause) if the Society does not have the minimum number of members required to operate as a valid society under the Act in which case the resolution required pursuant to clause 14.1 shall be deemed to be valid if signed by all of the remaining members.

14.3 If the Society is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be disposed of to such organisations in the greater Auckland area, as determined by the Board, whose objectives are the furtherance of bridge, in particular, not less than half of this fund is to be for the benefit of clubs promoting the Activities which are joined by existing Members of the Society at the time of liquidation. No part of the assets may be paid or received for the pecuniary profit of any individual.

15. MATTERS NOT PROVIDED FOR

15.1 If any matter arises which in the opinion of the Board is not provided for in this Constitution, then it may be determined by the Board in such manner as the Board deems fit. Every such determination shall be binding upon Members unless and until set aside by Ordinary Resolution at a General Meeting.

16. TRANSITIONAL CHANGES

16.1 **Members:** For the period from the date this Constitution comes into force until the commencement of the next Financial Year of the Society all persons who were regarded as members under the constitutions of the precursor societies and/or the former constitution of this Society shall be deemed to be Members under this Constitution.

- 16.2 **Term of Office:** The term of office of any person appointed or elected under the constitution of the precursor societies and/or the former constitution of this Society, shall be modified as necessary, in order to give full force and effect to the provisions contained in this Constitution and any dispute regarding the same shall be determined by the Board as it sees fit. s

17. **SOCIETY CONTACT INFORMATION and other information**

The postal and physical address of the Society is 273 Remuera Road, Remuera, Auckland 1050 New Zealand. The website is www.akbc.co.nz. The telephone number is 09 524 5562. The Manager's email is abc.membership@xtra.co.nz

Being members of the Auckland Bridge Club Incorporated we the undersigned confirm that this constitution was agreed by members at a Special General Meeting on the date below and that this constitution supercedes all and any previous versions of the Constitution.

Date _____

Signature	Name	Officer/Member
	Neil Stuckey	President

Schedule 1

For reference only related to dispute procedures, section 38 of the Incorporated Societies Act 2022 clauses 2 to 8 of Schedule 2 of that Act (as may be amended from time to time) are copied below.

How complaint is made

(1)

A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—

(a)

states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b)

sets out the allegation to which the dispute relates and whom the allegation is against; and

(c)

sets out any other information reasonably required by the society.

(2)

The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—

(a)

states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b)

sets out the allegation to which the dispute relates.

(3)

The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

(4)

A complaint may be made in any other reasonable manner permitted by the society's constitution.

3Person who makes complaint has right to be heard

(1)

A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

(2)

If the society makes a complaint,—

(a)

the society has a right to be heard before the complaint is resolved or any outcome is determined; and

(b)

an officer may exercise that right on behalf of the society.

(3)

Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if—

(a)

they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(b)

an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c)

an oral hearing (if any) is held before the decision maker; and

(d)
the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

4 Person who is subject of complaint has right to be heard

(1)
This clause applies if a complaint involves an allegation that a member, an officer, or the society (the **respondent**)—

- (a)
has engaged in misconduct; or
- (b)
has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
- (c)
has damaged the rights or interests of a member or the rights or interests of members generally.

(2)
The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

(3)
If the respondent is the society, an officer may exercise the right on behalf of the society.

(4)
Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

- (a)
the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b)
the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c)
an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d)
an oral hearing (if any) is held before the decision maker; and
- (e)
the respondent's written statement or submissions (if any) are considered by the decision maker.

5 Investigating and determining dispute

(1)
A society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

(2)
Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

6 Society may decide not to proceed further with complaint

Despite [clause 5](#), a society may decide not to proceed further with a complaint if—

- (a)
the complaint is trivial; or
- (b)
the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i)
that a member or an officer has engaged in material misconduct:
 - (ii)
that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act:
 - (iii)
that a member's rights or interests or members' rights or interests generally have been materially damaged:

- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

7Society may refer complaint

- (1) A society may refer a complaint to—
 - (a) a subcommittee or an external person to investigate and report; or
 - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

(2) A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

Schedule 2 of Auckland Bridge Club Consitution – Privacy Policy

The Auckland Bridge Club Incorporated (**Society**) is a registered New Zealand Incorporated society that conducts itself in accordance with it's registered constitution.

This Privacy Policy applies to all members of the Society. It is used to inform you of the Society's policies relating to the use, collection and disclosure of personal information of our members. It also provides for the rights you have in respect of your personal information. When we talk about personal information, we mean personal identifiable information that you supply to us in the course of your membership.

By consenting to become a member, you agree to be bound by the terms of our then current privacy policy (**Privacy Policy**) and you consent to our collecting, using and disclosing any personal information about you that is provided by you or another person, in accordance with this Privacy Policy. We reserve the right, at any time, to modify or replace the Privacy Policy and will give notice to our members when we do so. The most recent version of the Privacy Policy is available by request from the Society's secretary. Your remaining a member following our reasonable endeavours to so notify you following any changes to the Privacy Policy constitutes acceptance of those changes.

Collection of Personal Information

The nature of being a member of the Society requires that you disclose to us personal information. Personal information is information about you. The type of personal information we collect or which we may hold about you may include, but is not limited to:

- Your name, class of membership, contact information, address, phone number, email address, payment data such as your credit or debit card number and other payment information, interactions with the Society and your area(s) of Society activity, training and support needs; and voluntary emergency contact information
- information about your membership;
- Any other personal information that is reasonably required by the Society to carry on its operations.

Except as required by the Society's constitution or law, you have no obligation to provide us with any personal information that is requested by us. However, if you choose not to provide us with such information, we may be unable to provide you with the full benefits of membership and may in some circumstances need to terminate your membership.

How we Collect Your Personal Information

We collect your personal information in the following ways:

- When we receive information you provide via various means, including (without limitation) via applications and correspondences, by email or via our website;
- When we collect information publicly available on the internet;
- When we collect tracking information collected using cookies;
- When we verify identity and other information provided by you.

Purpose of Collection of Your Personal Information

We only collect information that is necessary for the purposes of the Society including to undertake the Society's business and to facilitate supply of membership offerings (**Services**), to keep you updated on Society events, to arrange

or process payments, for our promotional, marketing and or service improvement purposes and as required for compliance with a legal obligation to which we are subject.

Using Your Personal Information

We understand the importance of using your personal information in a responsible and secure manner.

Your personal information may only be used by the Society under the following circumstances:

- to contact you, or your nominees;
- to identify you and for the operation and maintenance of your Society accounts;
- to enable us to provide and operate the Society and to facilitate your membership and to provide the Services;
- to deal with requests, enquiries, complaints, technical and other Society Services;
- to analyse the Society's website and information about users, diagnose problems, analyse trends, improve the features and usability of the Society's business and member services and better understand and market to our members and to improve the Society's Services;
- to keep you informed about the Society, including events and offers we think you may find useful and to better understand your needs and to improve our offerings;
- to comply with any legal, government or regulatory obligation.

We may use your personal information for other purposes which are incidental to those above, as would reasonably be expected by you.

Storage & Security & Sharing of Personal Information

We use reasonable technical, administrative and physical security measures designed to safeguard and help prevent unauthorised access to your personal information we collect. We will retain your personal information as long as it is necessary to fulfil the purposes for which it was collected, unless a longer retention period is required or permitted by law.

We may disclose your name, class of membership, contact information, phone number, email address to other members.

We may disclose your personal information to reputable third party providers both within and outside of New Zealand that work with the Society to provide the Services (whether by facilitating, providing on our behalf, or providing the Services or related services or analysing them), or help us to do so. This may include (but is not limited to) national regional and local sporting bodies, website service providers and debt collection agencies. Such third party providers outside of New Zealand may not be required to protect your personal information in a way that overall provides comparable safeguards to those in the New Zealand Privacy Act 2020. By becoming a member of the Society, you nevertheless consent to the Society's disclosure of your personal information to its third party providers outside of New Zealand even though your information may not receive the same protection as provided by the New Zealand Privacy Act 2020.

Your Rights

You have right to request access to and correction of your personal information held by us and, in fact, are obliged by the by our constitution to update your contact information when it changes. To exercise your rights you can lodge a request with the Society's secretary.

Cookies

Cookies are files with small amounts of data that is commonly used as an anonymous unique identifier. These are sent to your browser from our website and are stored on your device's hard drive. Our website uses “cookies” to collect information and to improve our Services. Some cookies are used to generate statistics or to remember your preferences. You have the option to either accept or refuse these cookies and know when a cookie is being sent to your device. If you choose to refuse our cookies, you may not be able to use some parts of the Society's Services.

Links to Other Sites

From time to time we may link you to other websites or service providers. If you click on a third-party link, you will be directed to that site. Note that these external sites are not operated by us. Therefore, we strongly advise you to review the privacy policy applicable to these websites. We have no control over, and assume no responsibility for the content, privacy policies, or practices of any third-party sites or services.

Liaison with national and/or regional societies

The society may share a limited subset of your information with NZ Bridge for the purposes of collecting levies and charging of participation fees.

Annual programme

The Society provides an annual programme which contains contact information about members exclusively for the use of members which may not be copied, reproduced or used for any purpose other than organising activities. Members with special needs may ask for their details to be omitted from such publications.

Contact Us

If you have any questions or concerns about our Privacy Policy, please do not hesitate to contact our Data Privacy Officer at abc.membership@xtra.co.nz or telephone on 09 530 5524, or post to 273 Remuera Road, Remuera, Auckland 1050.