

Constitution of the 2020 Waiheke Bridge Club Inc

1. Name

The name of the Club is “2020 Waiheke Bridge Club Incorporated” (“the Club”).

2. Registration

The Club is registered under the Incorporated Societies Act 1908.

3. Values

The Club is a social bridge club committed to:

- a. The enjoyment of the game
- b. A willingness to support, develop and play with learners
- c. Embrace the competitive and exciting nature of the game
- d. An openness and acceptance of the diversity of all of our players

4. 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;
- 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.

5. 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 that organisation so as to continuously maintain such affiliation and the benefits of such 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.

6. Notices

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

7. Membership

- a. The members of the Club shall be:
 - i. Life members
 - ii. Ordinary members
 - iii. Student members
- b. Life members shall be persons the Club desires to honour, and shall be elected in accordance with rule 8. A life member is not liable to pay any Club subscription, and is entitled to all privileges of the Club.
- c. Ordinary and student members shall be elected to membership under rule 9.

- d. Student members shall have the playing rights of ordinary members while under the age of 23 years and not be in full-time employment. They shall have no right to vote or hold office unless they become ordinary members and pay full fees.

8. Election of life members

- a. Recommendations for election to life membership can be made for persons who have made an extraordinary contribution to the Club. In the first instance, the recommendation needs to be approved by the committee and then shall require the approval of two-thirds of the Club members.

9. Election of ordinary and student members

- a. Every candidate for ordinary or student 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 Club website for at least fourteen days.
- b. At its first meeting after the conditions in rule 9(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.

10. Resignation of members

- a. 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.

11. 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 11(a) has the right to appeal, by delivering a notice in writing to the Secretary to that effect within 3 months from the date of expulsion, to 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 provide an alternative censure or suspend the member from membership for a period.
- 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.

12. Annual subscriptions

- a. Annual subscriptions shall be determined by the Committee in office in the preceding financial year.
- b. Subscriptions are due in the first month of the financial year which commences on the 1st day of January.
- c. The annual subscription is payable on or within 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 financial year shall pay a first subscription calculated on a pro rata basis.

13. Officers

- a. The officers of the Club shall be the Chairperson, Vice- Chairperson and Treasurer, who shall be members of the Committee ex officio.
- b. All general meetings of the Club and all Committee meetings shall be chaired by the Chairperson or in the Chairperson's absence by the Vice-Chairperson. In the absence of both of them the meeting shall elect one of their number to fill the chair.

14. Election of officers and Committee

- a. Only financial members of the club are eligible for election as an office and/or committee member.
- b. The annual general meeting shall elect the officers and four other members.
- c. Written nominations for election on the approved form, signed by two financial members and including the written consent of the nominee, shall be lodged with the Secretary at least 14 days before the annual general meeting.
- d. At least 7 days before the annual general meeting the Secretary shall make available to the members the list of the nominees.
- e. In the absence of sufficient valid nominations being received and remaining current at the date of the annual general meeting, nominations for any vacancies remaining may be made from the floor.
- f. If a vacancy on the Committee occurs between annual general meetings the Vice-Chairperson shall fill a vacancy of the Chairperson, and any other vacancy may be filled by appointment by the Committee. The Committee may continue to act despite any vacancy.
- g. It is important that the Committee is refreshed regularly, so Committee members may only be elected for a maximum of 3 consecutive years, then they must have a stand-down period of two years before they can be nominated again. The Chairperson can retain the position of Chairperson for a maximum of two years.

15. Management by the Committee

- a. From the end of each annual general meeting until the beginning of the next, the Club shall be administered, managed and controlled 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 the best interests of the Club.
- b. The Committee may engage employees on such terms and with such powers as it thinks desirable.
- 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 Chairperson.

- 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 five.
- g. Only Committee members elected under rule 14(b) or appointed under rule 14(f) or co-opted under rule 15(e) who are present in person shall be counted in the quorum and be entitled to vote.
- h. The Committee may appoint sub-committees consisting of such members as it thinks fit and with or without power to co-opt. The Chairperson shall ex officio be a member of all sub-committees.
- i. 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.
- j. The Committee shall make by-laws consistent with these rules for any matter affecting members and the management of the Club.
- k. 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.
- l. 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.

16. Status and playing rights of members

The Committee may appoint a sub-committee chaired by a Committee member to decide members' playing grades. The number of grades and of members allotted to each grade will be determined by the Committee, and any such grading sub-committee shall act from time to time to grade, classify and periodically re-classify all players consistent with the Committee's determination. Should a member of the grading sub-committee not be available at any time the Committee may appoint a substitute. The grading sub-committee shall make recommendations to the Committee and in conjunction with it decide the grading of members. No question concerning the grading of individual members shall be discussed at any Committee meeting other than in manner provided under this clause. Only financial members of the Club are eligible for election as an officer and/or Committee member.

17. Secretary

The Committee shall appoint one of the Committee members as Secretary who will be responsible to the Committee for secretarial functions.

18. Records

- a. The Secretary shall record the minutes of all general meetings and Committee meetings. These minutes are to be circulated to the Committee and approved as a true and correct record of what occurred at the meeting, within a few days of the meeting. The minutes are then to be made available to the club members in a timely manner.
- b. The Committee shall hold the Club's records, documents, and books at an agreed location.

19. Treasurer

The functions of the Treasurer shall include:

- a. Keeping such books of account as may be necessary to provide a true record of the Club's financial position and financial performance;

- b. Preparing budgets and presenting the year-to-date Profit and Loss and Balance Sheet to each Committee meeting;
- c. Presenting the annual accounts to the annual general meeting;
- d. Supervising all the financial affairs of the Club.

20. Financial year

The financial year of the Club begins on the 1st day of January in each year, and ends on the 31st day of December.

21. 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.

22. 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 payment shall be signed by two persons, including the Treasurer and/or Secretary and another appointed by the Committee for that purpose. The Committee shall ensure that proper books of account are kept.
- c. The Profit and Loss and the Balance Sheet are to be provided to the Club members each quarter.
- d. At the annual general meeting the Committee shall submit the annual accounts of the Club, which will have been reviewed by another club member for reasonableness.
- e. Any financial transaction involving a Committee member must be fully disclosed and the member must not vote on the issue.

23. Common seal

- a. The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- b. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee

24. Payments to members

No member shall derive any personal pecuniary benefit from membership of the Club.

25. Annual general meeting

- a. The annual general meeting shall be held in February each year on a date fixed by the Committee.
- b. At least ten days' notice of this meeting shall be given to members.

26. 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 10 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 25(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.

27. 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.

28. Quorum

At all general meetings 15 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 15 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 15 minutes the members present shall either adjourn the meeting or the meeting can then transact its business if two-thirds of those present agree.

29. Alteration to rules

No alteration, addition or deletion shall be made to these rules except at a special general meeting called for that purpose or at the Annual General Meeting. Particulars of any proposed changes must be given in the notice convening the meeting. The votes of three-fifths of those members present on that occasion are required to effect any change.

30. 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 30 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 New Zealand Bridge Incorporated or to any society or charitable trust in New Zealand having as one of its principal objects the fostering and promotion of and participation in the game of contract bridge in New Zealand or in any part of New Zealand.