

Otaki Contract Bridge Club (Incorporated)

Constitution and Rules

(including 2019 and 2020 amendments)

1. Name

The name of the Club is the Otaki Contract Bridge Club Incorporated.

2. Registered Office

The registered office of the Club is at 75 Aotaki Street, Otaki.

3. Purposes

The purposes of the Club are:

- a) to provide facilities for playing Contract Bridge
- b) to arrange and administer the playing of Contract Bridge by the Club's members and by guests
- c) to arrange, promote and administer competitions, matches and tournaments
- d) to provide tuition in the play and directing of Contract Bridge
- e) to arrange, promote and administer functions for the benefit of its members.

4. Powers

The Club shall have the power to do all things necessary, desirable or convenient for the achievement of its purposes. In particular the Club shall have the power to:

- a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges
- b) sell, mortgage, exchange, lease or otherwise deal with such property, rights and privileges
- c) control and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such by way of mortgage or charge over all or part of its real and personal property
- d) construct, maintain or alter any buildings, premises and facilities, and carry out works it considers necessary or desirable for the improvement of such buildings, premises and facilities
- e) seek and enter into sponsorship, discounts or other arrangements with individuals, groups or companies for the benefit of the Club and its members
- f) determine, raise and receive money by subscriptions, donations, fees, levies, charges, grants, central or local government funding or otherwise
- g) invest money of the Club not immediately required for administration
- h) determine, implement and enforce disciplinary procedures and/or sanctions applying to its members and players
- i) honour achievements by its members and acknowledge services to the Club by its

- members and by other people and organisations
- j) affiliate with New Zealand Bridge Incorporated and its regional Committees or with any other kindred organisation in the interests of its members, and to renounce any such affiliation
 - k) participate in any Master Points awards programme administered by New Zealand Bridge Incorporated
 - l) do any other act or thing which furthers the Club's purposes.

5. Membership

- a) **General Membership.** Every application for membership shall be supported by a Financial Member of the Club. The applicant shall become a member when elected by a majority vote of the Committee. From the date of election members shall be liable, within one month, for payment of any subscriptions and fees applying to members.
- b) **Life Membership.** Members who have given distinguished service to the Club may, on the recommendation of the Committee, be elected at an Annual General Meeting to Life Membership. Life Members shall have all the rights and privileges of the Club but shall not be liable for subscription dues.
- c) **Limited Membership.** The Committee may grant limited membership to members temporarily leaving the Otaki district, to members of other Contract Bridge Clubs temporarily living in the Otaki district and to bona fide students who are engaged in fulltime study. The Committee may reduce or waive the subscription of Limited Members. Limited Members shall have all the rights and privileges of membership but shall not be eligible to vote at General Meetings of the Club.

6. Patron

On the recommendation of the Committee an Annual General Meeting may elect a Club Patron. The Patron need not be a member of the Club but shall have all the rights and privileges of the Club. The Patron shall have no administrative duties or powers and shall not be liable for any subscription dues. The Patron shall hold this honorary office for an unlimited term unless the appointment is revoked at a General Meeting.

7. Cessation of Membership

Membership of the Club shall cease :

- a) if a written resignation is received by the Secretary
- b) by a resolution of the Committee if a subscription is unpaid by April 30 and if a written warning has been given to the member
- c) by resolution of the Committee if the Committee considers a member has been guilty of conduct prejudicial to the wellbeing of the Club and after the member has been given at least seven days' notice of the intended decision and has had the opportunity to make a submission to the Committee either in writing or by personal appearance.

The Committee may consult the Conduct, Discipline and Disputes Committee of New Zealand Bridge Incorporated when considering any matter relating to the conduct or behaviour of members or to any matters relating to breaches of the Laws of Contract Bridge or failure to adhere to the proprieties of the game.

8. Right of Appeal

- a) A member expelled under rule 7 (b) shall have the right to appeal to the Committee for reinstatement after payment in full of all outstanding and current subscriptions and dues.
- b) A member expelled under rule 7 (c) shall have the right of appeal to a Special General Meeting called for the purpose of considering the expulsion, provided such a Special General Meeting is requested by three or more members of the Committee or by 10 or more Financial Members of the Club. The Committee shall give reasons for the expulsion to the Special General Meeting and the member may address the Special General Meeting. The expulsion shall be ratified, or the member reinstated to membership, by a majority vote of those present in a secret ballot.

9. Subscriptions

- a) The annual subscription, table money and other dues (if any) shall be such sums as are resolved at each Annual General Meeting or at a Special General Meeting called for that purpose.
- b) Annual subscriptions shall be paid by February 28 in the calendar year to which they apply. Any change in subscription resolved at a Special General Meeting shall be paid by the date specified at that meeting.
- c) A member elected after June 30 shall pay such subscription for the remainder of the year as the Committee shall determine.
- d) The Committee shall determine the proportion (if any) of the annual subscription payable by learners following the completion of a course of tuition

10. Committee

- a) The Club shall be managed by a Committee of nine members consisting of a President, a Secretary, a Treasurer and six ordinary members. The offices of Secretary and Treasurer may be held by one person, in which event the number of ordinary members shall be increased to seven.
- b) The President, Secretary, Treasurer and ordinary members of the Committee shall be elected each year at the Annual General Meeting.
- c) The Committee shall elect a Vice President from among its members.
- d) Nominations for election to the Committee shall be in the hands of the Secretary not less than ten days before the date set down for the Annual General Meeting. Any Financial Member of the Club may be nominated for any position.
- e) Nominations shall be in writing and shall include the signatures of a proposer and seconder, both of whom shall be Financial Members of the Club, and of the member nominated indicating acceptance of the nomination.
- f) Notification of nominations shall be displayed clearly at the Club's premises for not less than seven days before the date set down for the Annual General Meeting.
- g) Unless the number of nominations for each position or positions exceeds the number of vacancies, those nominated shall be appointed to the position or positions and notification to that effect given at the Annual General Meeting.
- h) If insufficient nominations are received by the due date those nominated shall be appointed to the Committee and nominations shall be accepted at the Annual General Meeting to fill any vacancies.

- i) If nominations exceed the vacancies a secret ballot shall be held at the Annual General Meeting and election decided by a majority vote of Financial Members present.
- j) Vacancies occurring on the Committee after election at an Annual General Meeting shall be filled by the Committee until the following Annual General Meeting.
- k) The President shall preside at meetings of the Committee. In the absence of the President the Vice President shall chair meetings and shall have the voting rights of the President. In the absence of both President and Vice President the Committee shall elect a chairperson who shall have three the voting rights of the President.
- l) Any member of the Committee who fails to attend three meetings without the agreement of the Committee shall cease to be a member of the Committee. The Committee may fill any such vacancy until the next Annual General Meeting.
- m) All resolutions of the Committee shall be decided by a majority vote. The President or presiding chairperson shall have a casting vote as well as a deliberative vote if votes cast on a resolution are equal.

11. Termination of Appointment

Any office holder of the Club shall resign from office, or be removed from office by resolution of a Special General Meeting of the Club called for that purpose, if the member:

- a) suffers from mental incapacity as certified by a qualified medical practitioner
- b) is convicted of an indictable criminal offence or is sentenced to a term of imprisonment
- c) becomes bankrupt
- d) has a direct or indirect interest in any contract or proposed contract entered into by the Club
- e) becomes an employee of the Club for salary or wages.

Receipt of an honorarium for services to the Club shall not constitute employment under section 11 (e).

12. Powers of the Committee

The Committee shall have the powers to:

- a) make by-laws consistent with the Club's Constitution and Rules
- b) appoint sub-committees
- c) delegate to any Club member or members responsibility for specific duties or projects
- d) spend and invest the monies of the Club in the best interests of the Club
- e) exercise all those powers of the Club not reserved to a General Meeting.

13. Financial Limitations

- a) The Committee shall not spend, or commit the Club to spend, any amount greater than \$10,000¹ without approval by a General Meeting. Any proposal for such expenditure shall be supported by a recommendation of the Committee together with any relevant information on the benefits to the Club.
- b) The Club may not use its money or other assets for purposes other than those specified

¹ Increased from \$6000 at 2020 AGM

in Section 3 of the Constitution and Rules.

- c) The Club's money or other assets must not be used for the sole personal benefit of any member, but the Club may employ a member to carry out work or duties of benefit to the Club or its members.

14. Duties of the Secretary

The Secretary shall be responsible for:

- a) keeping a list of the names, addresses and means of contacting members of the Club
- b) keeping a record of the date each member was elected to membership
- c) taking minutes of the proceedings of all meetings, or making arrangements for that to be done in the event of the Secretary's unavoidable absence
- d) attending to the correspondence of the Club
- e) circulating to members notices and financial statements
- f) preparing and delivering to the Registrar of Incorporated Societies such returns and information as are required by the Registrar
- g) carrying out the directions of the Club or Committee and any other duties required by these rules.

15 Duties of the Treasurer

The Treasurer shall be responsible for:

- a) receiving and banking all monies paid to the Club
- b) disbursing such monies as directed by the Committee
- c) keeping an account of such monies
- d) when required, providing the Committee or a General Meeting with an account of all monies received and expended and with financial statements showing the Club's assets, liabilities and results of operation
- e) submitting an audited or reviewed statement of accounts to the Annual General Meeting of the Club.

16 Audit or Review

The accounts and financial statements of the Club shall be audited or reviewed in accordance with the standards of the New Zealand Society of Accountants. The auditor or reviewer shall be appointed each year at the Annual General Meeting.

17 Financial Year

The Financial Year shall end each year on August 31.

18 General Meetings

- a) The Annual General Meeting shall be held not later than November 30 each year. Notice of meeting, including the time, date, place and business for discussion shall be given to

- members at least fourteen days before the date fixed for the meeting.
- b) A Special General Meeting of members may be called by the Committee at any time or shall be called following a written request to the Secretary or President, either by three members of the Committee or by ten Financial Members of the Club. Notice of meeting shall be given to members at least fourteen days before the date fixed for the meeting and shall state the business for which the meeting is called. No other business shall be transacted at such meetings.
 - c) Committee Remits and Member's Remits may be presented to an Annual General Meeting. The wording of all such remits shall be included with the notice of the meeting at which the remit will be considered. Committee Remits require majority support at a meeting of the Committee. Member's Remits must be provided in writing to the Secretary at least twenty-one days before the date set for the meeting and must be signed by a proposer and seconder who must be Financial Members of the Club.
 - d) The President shall chair General Meetings. In the absence of the President the Vice President shall chair the meeting. If both are absent the meeting shall elect a chairperson.
 - e) The President, Vice President or appointed member presiding over the meeting shall have a casting as well as a deliberative vote if the votes cast on any issue are equal.
 - f) Voting at a General Meeting shall be by voice or by a show of hands or as otherwise directed by the chairperson, provided that a secret vote may be demanded by not less than five members present. Such a vote shall be taken before any other business is transacted by the meeting.
 - g) Where the Secretary has sent notice of any meeting and of any motions to all members in good faith, the meeting and its business will not be invalidated simply because one or more members did not receive the notice.

19 Common Seal

The Club shall have a Common Seal which shall be kept in the custody and control of the Secretary. The Seal shall be affixed to such documents as the Committee may direct and shall be affixed in the presence of two members of the Committee who shall add their signatures.

20 Alteration of Rules

- a) The Constitution and Rules of the Club may be altered, added to or rescinded at any time.
- b) Any proposed alteration, addition or rescission to the Constitution and Rules of the Club shall be referred to New Zealand Bridge Incorporated for approval, provided that the Club is, at that time, affiliated with New Zealand Bridge Incorporated.
- c) Any alterations, additions and rescission to the Constitution and Rules of the Club shall be made by a resolution at a General Meeting, provided that notice in writing, setting out each alteration, addition or rescission has been sent to each member with the notice of meeting at least fourteen days before the date set for the meeting.
- d) The Committee shall, within fourteen days following a resolution by a General Meeting, register all alterations, additions or rescissions with the Registrar of Incorporated Societies.

21 Winding Up

- a) The Club may be wound up by a resolution of a majority of Financial Members of the Club present at a General Meeting of the Club, provided that notice in writing of such intention to wind up the Club voluntarily has been sent with notice of the meeting to each member at least fourteen days before the date set for the meeting.
- b) In the event of such winding up the property of the Club, subject to the payment of its debts and liabilities and the expenses of winding up, shall be disposed of as shall be resolved by the General Meeting at which the resolution to wind up the Club voluntarily was passed, or at any subsequent General Meeting held pursuant to the Incorporated Societies Act 1908, or any Act in substitution of that Act.

22 General

- a) Play of Contract Bridge organised and administered by the Club shall be conducted under the International Laws of Contract Bridge for the time being accepted by the Portland Club of London and under any interpretation of those Laws from time to time stated by New Zealand Bridge Incorporated.
- b) Any member shall be entitled, with the consent of a member of the Committee, to invite a guest or guests to play in the Club. No guest shall play in the Club on more than three occasions during any one calendar year, unless authorised by the Committee. Guests may not play in the Pairs Championship or Individual Championship events. Guests are not eligible to receive trophies in any event.

23. Quorum for General Meetings

- a) The Quorum for all General Meetings shall be no less than twenty per cent (20%) of financial members. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned for one (1) week.
- b) If at the subsequent convened meeting a quorum is not present within fifteen (15) minutes from the time of the meeting, then if seventy five per cent (75%) of the members present agree, the meeting will continue as if a quorum had been established.

Amended as per 2019 AGM resolution to insert clause 23.