

## **The Constitution of The Kairangi Bridge Club Incorporated**

### **1. Name**

The name of the Club is “The Kairangi Bridge Club Incorporated” (‘the Club’).

### **2. Registration**

The Club is registered under the Incorporated Societies Act 1922

### **3. Objectives**

The objects of the Club are those charitable objects and purposes which are recognised by the courts of New Zealand 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.

### **4. Powers**

- a) In order to implement its objectives, the Club has the powers and capacities of a natural person of full capacity.
- b) The powers referred to in Clause 4(a) above include but are not limited to the following powers:
  - i. to buy, sell, exchange, develop and mortgage property
  - ii. to borrow money and give security for it and secure or purchase money obligations
  - iii. to open and operate bank accounts and issue negotiable instruments
  - iv. to receive and make gifts
  - v. to enter contracts and leases
  - vi. to employ persons
  - vii. to belong to other societies or associations whether or not incorporated, with similar purposes beneficial to society.

### **5. Affiliation**

The Club is affiliated to NZ Bridge Incorporated (“NZ Bridge”), being the governing body responsible for the management, control, administration and regulation of Contract Bridge in NZ. The Club shall seek to comply with any requirements imposed periodically 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**

This constitution, Club regulations and any other notices and information required to be given to all members or a particular member shall be provided to those members through such mechanisms as, inter alia, posting on the Club’s website and/or notice board, emails and printed material, as is appropriate for each notice. Written copies of any notice will be provided on application to the Club Manager.

## **7. Membership**

- (a) The members of the Club shall be:
  - (i) Life members
  - (ii) Full members
  - (iii) Other classes of members determined under Clause 7(d).
- (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) Full members are entitled to all the privileges of the club and shall be elected to membership under rule 9.
- (d) Other classes of members including associate members and their conditions of membership may be determined by the Committee from time to time.
- (e) The Committee may determine an entrance fee for new members.

## **8. Election of Life Members**

Life members are elected by members at the Annual General Meeting on the recommendation of the Committee.

## **9. Election of other Members**

- (a) Other than life membership, every candidate for full membership shall sign the membership application form prescribed by the Committee.
- (b) The Committee shall consider the application of the candidate and, if approved, the candidate shall become a member of the Club.

- (c) Every candidate for other membership shall apply and be approved for membership as prescribed by the Committee.
- (d) Every new member shall be notified in writing and shall then be bound by the constitution and by-laws of the Club.

#### **10. Resignation of Members**

Notice of resignation from membership shall be given to the Club Manager in writing by letter or email and such resignation shall take effect immediately upon delivery of such notice.

#### **11. Disputes & disciplinary matters**

- a) The Club may appoint a recorder. Members who are concerned about another member's behaviour or other issues occurring at the Club may discuss such matters confidentially with the Club Recorder. The Recorder can advise the member on an appropriate course of action.
- b) The Recorder has no disciplinary authority but can investigate and evaluate any incidents and make recommendations to the Committee to resolve any disputes including disciplinary actions.
- c) The Committee has the power to:
  - (i) Censure or suspend a person from membership for a period; or
  - (ii) Expel any member.
- d) When resolving disputes and implementing disciplinary procedures, whether referred to the Committee by the Recorder, or initiated directly to the Committee by a member or members, the Committee shall apply the processes set out in Schedule 2 of the Incorporated Societies Act 2022. These processes and any subsequent amendments to Schedule 2 or its equivalent are deemed to form part of this constitution.
- e) The Club Manager shall provide a copy of Schedule 2 to any member who makes or is subject to a complaint and to any member on request.

#### **12 Annual Subscriptions**

- a) Annual subscriptions shall be set by the Committee. Changes to annual subscriptions shall be made by the Committee in office in the preceding financial year.
- b) Subscriptions are due on the 1<sup>st</sup> day of January and are payable in a time frame set by the Committee.

- c) For new members, the annual subscription and any entrance fee is payable on or within 30 days of approval of membership of the Club. If not paid the membership may be cancelled at the discretion of the Committee. The Committee may pro-rate new members' subscriptions who join during the financial year.
- d) A member whose subscription remains unpaid for three months shall 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 that current financial year, the person concerned shall cease to be a member of the Club but shall still be liable to pay the outstanding subscription.
- e) Notwithstanding Rule 12(c) or (d), on request from a member, the Committee may agree to payment arrangements to enable that member to retain membership of the Club, provided payment conditions set by the Committee are met.

### **13 Officers**

- a) The officers of the Club shall be the President, Vice-President, Treasurer and no less than 4 and no more than 8 members and the Immediate Past President.
- b) All general meetings of the Club and all Committee meetings shall be chaired by the President or in the President's absence by the Vice-President. In the absence of both of them the meeting shall elect one of their number to fill the chair.
- c) No member shall hold office as President for more than 2 consecutive terms.
- d) A member who is also an employee of the Club is not eligible to also serve as an officer.

### **14 Election of Officers**

- a) Except where Clause 12(e) applies, only financial or life members of the Club are eligible for election as officers.
- b) The annual general meeting shall elect the Officers prescribed in Clause 13(a) (except the Immediate Past President) whom, with anyone appointed under rule 14(f) or co-opted under rule 15(f), plus the immediate past President, shall be the Committee.
- c) Written nominations for election on the form approved by the Committee, signed by two financial members and the nominee, shall be lodged with the Club Manager at least 14 days before the annual general meeting.

- d) At least seven days before the annual general meeting the Club Manager shall notify members of the list of nominees together with any brief information which may be supplied to support each nomination.
- e) If sufficient valid nominations are not received, nominations for any vacancies remaining may be made from the floor of the Annual General Meeting.
- f) The Committee may co-opt members to fill any vacancies on the Committee between annual general meetings. The Committee may continue to act despite any vacancy.

### **15 Management by the Committee**

- (a) Except as provided for in Clause 15(b), the Committee shall exercise all the powers of the Club on behalf of the members.
- (b) The Committee shall refer major transactions to general meetings of members.
- (c) Major transactions are those matters that in the opinion of the Committee will or are very likely to have a major and ongoing impact on the operations and/or finances of the Club.
- (d) The Committee shall appoint a Club Manager to carry out the assigned responsibilities as set out in this constitution.
- (e) The Committee may engage employees on such terms and with such powers as it thinks desirable.
- (f) The Committee shall meet:
  - (i) at such times and places as it may determine; and
  - (ii) otherwise where and as convened by the President;
  - (iii) within one month of a notice signed by 3 members of the Committee requisitioning such a meeting.
- (g) The Committee may co-opt any member to the Committee for a specific purpose.
- (g) The quorum for Committee meetings is five.

- (h) Only Committee members elected under rule 14(b) or appointed under rule 14(f) or co-opted under rule 15(f) who are present in person shall be counted in the quorum and each be entitled to vote. Decisions are to be made by a simple majority.
- (i) The Committee may appoint sub-committees consisting of such of its members as it thinks fit and with or without power to co-opt and may delegate to such sub-committees such of its powers as it thinks fit. The President shall ex officio be a member of all sub-committees.
- (j) The Committee may make Club regulations from time to time consistent with these rules.
- (k) Each officer shall immediately on resigning or ceasing to hold office deliver to the Club Manager all books, papers and other property of the Club.

#### **16 Gradings**

- a) The Committee shall decide the criteria for grading members and the playing arrangements for different grades and implement this criteria as appropriate.
- b) The Committee may appoint a sub-committee to implement the criteria and decide members' playing grades.

#### **17 Records**

- a) The Committee shall ensure that accurate minutes of all general and committee meetings are recorded and kept.
- b) All minutes when confirmed by a subsequent meeting and signed by the chairperson of that meeting shall prima facie be evidence that that meeting was duly called and that the minutes are a true and correct record of what occurred at the meeting.
- c) The Club's records, documents and books shall be held at the Club's rooms under the custody of the Club Manager .

#### **18 Financial Year**

The Club's financial year begins on the 1<sup>st</sup> of January in each year and ends on the 31<sup>st</sup> of December.

#### **19 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 on members or visitors as it may decide.
- (b) Moneys belonging to the Club shall be deposited in accounts and investments under such conditions as the Committee decides.

- (c) The Committee shall also give such directions as it may consider desirable for the payment of accounts.
- (d) The Committee shall authorise up to 4 members of the Committee to sign authorities for payment. Any authorities for payment shall be signed by at least two of these persons.
- (e) The Committee shall ensure that the Treasurer keeps proper books of account.
- (f) The Treasurer shall:
  - (i) supervise all the financial affairs of the Club including chairing any finance sub-committee and preparing budgets as required;
  - (ii) report on the Club's financial position to each Committee meeting;
  - (iii) present an annual statement of accounts (statement of financial performance and statement of financial position) to the annual general meeting.

## **20 Pecuniary Interests**

No member of the Club, or any person associated with a member, shall participate in or materially influence any decision made by the Club 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 shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions of this rule shall not be removed from these rules, and shall be included and implied in any rules replacing these rules.

## **21 Review and Audit**

The annual accounts shall be reviewed by an appropriately qualified person or, if necessary, audited by a chartered accountant.

## **22 Annual General Meeting**

- (a) The Annual General Meeting shall be held in March each year on a date and in a place fixed by the Committee.
- (b) Notice of this meeting including the agenda, annual report and financial statements shall be notified to members at least 10 days prior to the meeting.

## **23 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 notified to members accordingly.
- (c) For a meeting called under rule 23(a)(ii), the meeting must be held within 30 days of the receipt of the requisition.
- (d) At any special general meeting no business shall be transacted other than that stated in the notice convening the meeting.

## **24 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. Except for matters relating to Clause 26, a resolution shall be carried by a simple majority of the financial and life members present.
- (b) Notwithstanding Clause 24(a), a secret ballot shall be held for the election of officers where nominations exceed the positions available and on any matter when called for by at least 10 full financial and life members present at the meeting.
- (c) Notwithstanding Clauses 24(a) and (b), the Committee may implement early voting procedures for the election of officers (where nominations exceed the positions available) and for other high stakes issues on notice.
- (d) Procedures for early voting shall meet the following criteria:
  - (i) voting is confidential
  - (ii) one vote per member cast by the voter
  - (iii) robust, auditable and documented process
  - (vi) administratively efficient.
- (d) Early votes are to remain sealed until the general meeting and be opened and counted alongside the votes cast at the meeting.
- (e) Only full financial members and life members shall be entitled to vote at general meetings.
- (f) For a secret ballot, two members (who are not nominees) appointed by the meeting shall act as scrutineers to count votes and destroy any voting papers.

## **25 Quorum**

- (a) At all general meetings at least 15 financial and life members shall form a quorum.



- (b) If there is not a quorum present, the Chair may delay the start of the meeting by up to 15 minutes.
- (c) If there is no quorum after this time, the Chair may convene the meeting and members present may either adjourn the meeting or the meeting can transact its business if three quarters of financial and life members present agree.

## **26 Alteration to Constitution**

- (a) No alteration, addition or deletion shall be made to this constitution except at a general meeting. Particulars of any proposed changes must be given in the notice convening the meeting. A change to the constitution must be by a resolution passed by two-thirds of those financial and life members present on that occasion.
- (b) Notwithstanding Clause 26(a), no addition to or alteration of:
  - (i) Rule 3 Objectives;
  - (ii) Rule 20 Pecuniary Interests; and
  - (iii) Rule 28 Dissolutionshall be made without the prior approval of the Inland Revenue Department.
- (c) The provisions and effect of clause 26(b) shall not be removed from these rules and shall be included and implied in any rules replacing these rules.

## **27 Common Seal**

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

## **28 Dissolution**

- (a) In accordance with the Incorporated Societies Act 2022, 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.
- (b) 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.

- (c) If upon the dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among members of the Club but shall be given or transferred to some other organisation or body having objectives similar to the objectives of the Club, or to some other charitable organisation or purpose, within New Zealand.