

ROTORUA BRIDGE CLUB (Incorporated)
CONSTITUTION AND RULES
2014

1. NAME

The name of the Club shall be "ROTORUA BRIDGE CLUB (INCORPORATED)"

2. OBJECTS

The objects of the Club are:

- (i) To provide and from time to time alter, extend, reduce, maintain, furnish, equip and repair a place or places in the City of Rotorua where members, invitees and visitors may meet to play contract bridge and any modification thereof; and
- (ii) In the furtherance of the objects of the Club to promote and foster friendly relationships among members of the Club and its invitees and visitors; and
- (iii) To control, administer and regulate contract bridge and any modifications thereof; and
- (iv) To foster, promote and conserve, without intention to undue pecuniary gain, the game of contract bridge and any modifications thereof; and
- (v) To promote, institute, control, conduct or approve tournaments or matches, and to adopt, formulate, interpret and enforce rules for the conduct of such tournaments or matches; and
- (vi) So long as the Club is affiliated to the New Zealand Contract Bridge Association (Incorporated), then subject always to that Association's Rules and Bylaws, to arrange matches or contests overseas between teams representing this Club as such and those representing this Club overseas; and
- (vii) To select and control teams to represent this Club in New Zealand; and subject always to the provisions of Object (vi) aforesaid, to select and control teams to represent this Club overseas; and
- (viii) To act in conjunction with any other Club or Body for the purposes of furthering any of the objects of the Club; and
- (ix) From time to time and at any time for the benefit and advancement of members to convene and conduct lectures on advanced techniques in the playing of contract bridge; and from time to time and, at any time, to invite from the public applications to attend contract bridge lessons for beginners or as refresher courses for non-members, and to that end to print and publish and distribute written tests and other like material; and
- (x) To enter into arrangements for the hire or tenancy of any rooms or premises for tournaments or meetings or as permanent rooms for the Club and to buy, hire or otherwise acquire furniture, furnishings and other effects; and
- (xi) To purchase, take in lieu or in exchange or otherwise acquire any real or personal property and any rights or privileges necessary or desirable for the purposes of the Club and to sell, mortgage, exchange, lease or otherwise deal with such property rights and privileges; and
- (xii) To erect or extend or diminish any buildings or carry out alterations to existing buildings necessary or desirable for the purposes of the Club; and
- (xiii) To borrow any moneys required for the purposes of the Club with or without securities and to execute mortgages over any property of the Club and to issue debentures as securities for the repayment of any such moneys; and
- (xiv) To invest and lend moneys of the Club upon such investments as are from time to time authorised by law for the investment of trust funds PROVIDED HOWEVER than no loan shall be granted under this object to any person who is a member of the Committee or any of the members of the Club; and

(xv) To do all such other things as in the opinion of the Club may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

3. REGISTERED OFFICE

The registered office of the Club shall be in such a place as the Committee may from time to time determine, and due notice of any change shall be given to the Registrar of Incorporated Societies.

4. CLASSES OF MEMBERSHIP

There shall be four (4) classes of membership, namely:

- a. Full members
- b. Country members
- c. Associate members
- d. Life members

Who shall be elected in manner hereinafter appearing. Upon election, but subject always as hereinafter provided, those members shall be entitled to all rights and privileges of membership and shall be eligible to hold any office of the Club and vote at any Club meetings.

5. APPLICATION FOR MEMBERSHIP:

CLASSIFICATION:

(i) The Club shall consist of those persons presently named on the Register of Members maintained by the Club and such other persons as shall from time to time be admitted by election or re-instated under these Rules.

(ii) Every application for membership as Full, Country or Associate Members, shall be upon "the form of application for membership" available from the Secretary and shall be signed by the applicant in person. Such nominations shall be proposed by and seconded by current financial members.

(iii) On the following basis:

(a) Any person residing beyond the radius of 25 kilometres from the clubrooms utilised by the Club and having no business or private address within that radius other than that of a Club and specifying that their home Bridge Club in New Zealand is the Rotorua Bridge Club Incorporated may be classified as a "Country Member".

(b) Any person residing beyond the radius of 25 kilometres from the clubrooms utilised by the Club and having no business or private address within that radius other than that of a Club and specifying that they are current members of another Bridge Club affiliated to the New Zealand Contract Bridge Association (Incorporated), and that their home Club is not Rotorua, may be classified as an "Associate Member".

(c) All other persons shall be classified as "Full Members".

(d) "Life Members" are full members appointed as life members on the recommendation of the Committee at a general meeting of members. A life member so elected by simple majority vote shall be eligible and hold any office of the Club and shall not be required to pay an annual subscription from and after the date of his or her election. (Refer Clause 12(iv) Special Powers and Duties of the Committee).

(iv) From time to time and at any time the aggregate of applications for membership shall be considered in camera by the Committee and thereafter it may in its discretion cause such of the applications as it may have authorised to be exhibited on the Notice Board of the Club for the attention of members for a period of not less than fourteen (14) days. As soon as conveniently possible thereafter the Secretary will place such applications, together with any signed written submissions received in the matter from current financial members, before the Committee for its consideration.

The Committee may:

- (a) without assignment of reason defer for such period of time as it deems meet any such application; or
- (b) without assignment of reason reject any such application; or
- (c) approve any such application and accept the applicant for membership of the Club and admit them thereto.

(v) All else being equal, no person shall be accepted and admitted to membership of the Club unless and until her or she shall have attained an acceptable standard of play in the game of contract bridge. The Committee shall have the power to and may at its discretion subject an applicant for membership to such tests as it may deem necessary to determine the proficiency and ability of such applicant as a player.

(vi) The Committee may at its discretion classify members by proficiency and ability in the playing of contract bridge into the following categories of descending order of performance:

Senior

Intermediate

Junior

The Committee may from time to time and at any time revise and amend any such list but it shall not re-grade a member without first giving that member an opportunity to be heard thereon. A member may at any time and from time to time apply in writing to the Committee to be re-graded and, in its discretion, the Committee may, or may not, accede thereto without assignment of reason, the Committee's decision thereon being final and binding on the member.

6. CESSATION OF MEMBERSHIP

(i) A member may at any time resign from membership of the Club upon giving notice in writing to the Secretary and at the same time paying all subscriptions and other moneys due and payable by him or her upon the date of such notice to the Secretary. A member who shall not have delivered a notice of resignation to the Secretary on or before the 31st day of January in any year shall be deemed to have elected to remain a member for the ensuing year.

(ii) Any member whose annual subscription is unpaid as at the 31st day of October in any year shall thereupon cease to be a member of the Club and shall be struck off the Register of Members by resolution of the Committee PROVIDED that in the discretion of the Committee such person may be re-instated as a member upon payment on or before the 31st day of January of the next year of all arrears of subscriptions and other moneys due by such person.

(iii) The Committee for sufficient cause may, by simple majority, vote

(a) to remove from membership any member; or

(b) from time to time and at any time suspend any member from participation in any specified part of parts of the activities of the Club for such period or periods of time as it deems meet PROVIDED that before so doing the Committee shall provide that member an adequate opportunity of appearing in person before it and making such oral representations or submitting such written material as may be reasonable and proper in the particular circumstances of the case.

(c) **Stay of resolution**

If the Committee has resolved to remove from membership any member, such resolution shall not be implemented unless and until that member has been afforded an opportunity of voluntarily resigning in writing and in the event of he or she so voluntarily resigning, such resignation, upon acceptance by the Committee, shall take precedence over and put at an end the resolution to remove from membership.

(iv) **General**

No member who has died, or who has resigned, or who name has otherwise been removed from the Register of Members shall have any right of claim to or claim upon any assets of the Club.

7. FINANCIAL

- (i) The financial year of the Club shall commence on the 1st day of November and end on the 31st day of October the next year.
- (ii) The annual rate of subscription and entrance fee for membership shall be fixed and determined at each Annual General Meeting.
- (iii) A table fee per session of play shall be fixed and determined at each Annual General Meeting.
- (iv) Any member whose subscription is unpaid as at the 30th day of April in any year shall not be entitled to vote at any subsequent meeting of the Club or to enjoy any of the privileges or participate in any of the Club's activities until payment thereof has been made, except that new members admitted after the 1st day of April shall be allowed a period of grace of one (1) month commencing on the date on which the Committee accepted the member's application for membership.
- (v) Notwithstanding the foregoing the Committee shall have power in its absolute discretion to refund, dispense with or make reductions in any subscriptions or other moneys payable by any member.

8. OFFICERS AND MANAGEMENT

- (i) The officers of the Club shall be those persons who comprise the Committee of the Club as hereinafter constituted.
- (ii) The general management of the Club shall be vested in a Committee of Management (hereinafter referred to as "the Committee") which shall comprise:
 - (a) The President
 - (b) Two (2) Vice Presidents
 - (c) The Secretary
 - (d) The Treasurer
 - (e) Six (6) members appointed at the Annual General Meeting
 - (f) The immediate Past President "ex-officio".
- (iii) Any vacancies occurring on the Committee between two Annual General Meetings may be filled by the remaining Committee members.
- (iv)
 - (a) Nominations for the above offices must be received fourteen (14) days prior to the Annual General Meeting and be displayed on the Club Notice Board.
 - (b) If insufficient nominations have been received, nominations may be received from the floor at the Annual General Meeting and, if vacancies still remain on the Committee, such vacancies may be filled by the Committee co-opting person/s if deemed necessary, from Club members.
- (v) The office of Secretary and that of Treasurer may be held by the same person.
- (vi) The Secretary shall perform such duties as the Club or Committee shall from time to time require and as are normally performed by secretaries and in particular shall convene and attend all Meetings and keep regular and correct Minutes thereof, conduct all correspondence of the Club, keep the Register of Members, Minute Book, documents and record books of the Club and make all entries therein as are from time to time required, and shall at all times keep the property of Club insured in such amount and against such risks as are from time to time laid down by the Committee.
- (vii) The Treasurer shall perform such duties of the Club as are normally performed by treasurers and in particular shall receive all moneys paid to the Club and lodge all such moneys to the credit of the Club's Banking Accounts, issue receipts for funds received on

behalf of the Club, make all payments on behalf of the Club as are from time to time directed by the Committee, prepare and keep proper Books of Account and at the expiration of his or her year of office, prepare and submit to the Annual General Meeting a Statement of Income and Expenditure and a Balance Sheet of the Club.

9. MEETINGS

(i) The Annual General Meeting shall be held no later than the 20th day of December in each year at such time and place as the Committee shall appoint. At such Meeting the office bearers and Committee for the ensuing year shall be elected, the Balance Sheet and Accounts shall be considered and received and such other business (including special business, of which notice shall have been given in the manner required in respect of Special General Meetings) shall be conducted. The Secretary shall give not less than ten (10) days written notice of such Meeting to each member setting forth the business to be dealt with at the Meeting. While general business may be discussed and issues may be raised by members present at the Annual General Meeting, no discussion of such matters or issues will result in a binding resolution.

(ii) Special General Meeting

The Secretary shall convene Special General Meetings of the Club on the direction of the President and/or upon the written request of any five (5) members specifying the business to be dealt with at such Meetings. Notices of a Special General Meeting shall be given in writing to all members not less than seven (7) days prior to the Meeting.

(iii) Ordinary Meeting

Ordinary Meetings of the Club or of separate classes or grades of members shall be held regularly as determined by the Committee principally for the purposes of playing or teaching contract bridge but Special Business may be conducted at such meetings provided notice is given in accordance with Clause 9(ii) above.

(iv) Adequacy of Notice

A notice of meeting shall be deemed to be served in the due course of post or by email or by other electronic messaging if addressed and dispatched to the member at his or her address as recorded in the Register of Members.

(v) Committee Meetings

All meetings of the Committee shall be convened by the Secretary on the request of the President or of three (3) Committee members. Reasonable notice of such meetings shall be given to the members of the Committee by the Secretary.

(vi) Quorum

Twelve (12) members entitled to vote and personally present at Annual and Special General Meetings and at Ordinary Meetings shall form a quorum and six (6) Committee members personally present shall form a quorum at Committee Meetings.

10. CHAIRPERSON

The President or, in his or her absence, one of the two Vice Presidents elected by the members present shall be Chairman ex officio at all meetings of the Club. In the event of the absence of the President and both Vice Presidents from any meeting a Chairperson shall be elected from those members present.

11. VOTING

(i) Unless otherwise herein provided all matters put to a vote shall be decided by a bare majority vote of the members entitled to vote, such voting to be on a show of hands in the first instance, provided that the Chairperson may at his or her discretion and shall on the requisition of not less than five (5) members personally present and entitled to vote direct that the voting on any issue be decided by secret ballot.

(ii) No member shall be entitled to vote at any meeting unless his or her subscription is paid or unless the period of grace allowed by payment shall not have expired.

(iii) The Chairperson shall have a deliberative as well as a casting vote on any matter put to a vote.

(iv) Life Members shall have the same voting rights as Full, Country and Associate Members.

(v) A member may attend and vote at any meeting of the Club either personally or by a proxy appointed by him or her in writing. Every appointment by proxy shall be upon the form available from the Secretary or, to like effect, and a person acting as proxy for more than one member shall be entitled to vote separately for each member for whom he or she acts.

(vi) Any member purporting to act as proxy for any other member or members shall make this fact known as soon as practicable after the start of any Meeting and have the legitimacy or otherwise of their appointment to act as proxy established at that time.

12. SPECIAL POWERS AND DUTIES OF THE COMMITTEE

(i) The powers and functions of the Club may be exercised on its behalf by its Committee and not otherwise PROVIDED that the Committee shall comply with the terms and conditions of any restriction relating to the powers and functions of the Club passed at a General Meeting of the members of the Club.

(ii) The powers of the Committee may be exercised by a majority of the members thereof for the time being in office but no decision of the Committee shall be effective unless at least four (4) members concur thereon.

(iii) Except as may be provided by the Incorporated Societies Act 1908 or by Regulations there under, and subject to any conditions that may be imposed on the Committee by resolutions passed at a General Meeting of members, the Committee may regulate its procedure as it thinks fit.

(iv) The Committee may recommend to a General Meeting of members that any person be appointed a Life Member. A Life Member so elected by simple majority vote shall be eligible and hold any office of the Club and shall not be required to pay an annual subscription from and after the date of his or her election.

13. ALTERATIONS TO CONSTITUTION

The Club may from time to time re-define the objects for which the Club was established or add any other objects or omit any objects and may alter, add to, rescind or modify the rules of the Club in any way but only to the extent specified in or authorised by the Incorporated Societies Act 1908 and not inconsistent with that enactment PROVIDED that no change shall be made except pursuant to a Special Resolution of a General Meeting of the members of the Club by a majority vote of at least two thirds (2/3rds) of the members personally present or represented by a duly appointed proxy.

14. COMMON SEAL

The Club shall acquire a Common Seal which shall be kept in the custody of the Secretary. No document requiring the Seal to be affixed shall be executed without the authority of a resolution of the Committee or of the Club and the same shall be affixed in the presence of the President, or one of the Vice Presidents, the Secretary and one other Committee member. Except as provided herein, the Seal shall not be affixed to any instrument.

15. NEGOTIABLE INSTRUMENTS

All outstanding cheques and negotiable instruments drawn by the Club shall be signed by the Treasurer and by one member of the Committee appointed for that purpose by Committee Resolution. All incoming cheques and negotiable instruments, where required, shall be endorsed by

the Treasurer and by one member of the Committee appointed for that purpose by Committee Resolution.

16. AUDITOR

(i) The members shall at each Annual General Meeting appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting.

(ii) The auditor or auditors shall make a report to the members on the accounts examined by him or her and on every Balance Sheet and every Income & Expenditure Account submitted to the members in a General Meeting during his or their tenure of office.

(iii) The auditors' report shall be read before the General Meeting of members and shall be open to inspection by any member.

(iv) Every auditor shall have a right of access at all times to the books and papers of the Club and shall be entitled to require from the officers of the Club such information or explanations as the auditor considers necessary.

(v) The auditor shall be entitled to attend any General Meeting of the Club and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive and to be heard at any General Meeting which he or she attends on any part of the business of the meeting which concerns him or her as an auditor.

17. VISITORS AND INVITEES

(i) Any person who is a current financial member of a Club affiliated to the New Zealand Contract Bridge Association (Incorporated), or similarly recognised International Body, may participate in the session of play of the Club as a visitor and invitee subject to the payment of the Table Fee prescribed under Clause 7(iii) hereof and adherence always to the provisions of these rules generally.

(ii) Persons resident within a radius of 120 kilometres of the Clubrooms utilised by the Club may be invited by a member to play as a visitor at any ordinary session of play of the Club not more than four (4) times in any one financial year but subject to the payment of the Table Fee prescribed under Clause 7(iii) hereof and adherence always to the provisions of these rules generally.

18. INTERPRETATION

The Committee shall be the sole authority for the interpretation of these rules and of the by-laws and regulations made hereunder and the decision of the Committee upon any questions of interpretation or upon any matters affecting the Club and not provided for by these rules or by the by-laws and regulations made hereunder shall be final and binding on the members.

19. DISSOLUTION

If at a General Meeting a resolution for the dissolution of the Club shall be passed by a majority of the members personally present or represented by duly appointed proxies and such resolution shall at a Special General Meeting held not less than one month thereafter at which not less than one half (1/2) of the members shall be present or represented by duly appointed proxies be confirmed by a resolution passed by a majority of two thirds (2/3rds) of the members voting thereon the Committee shall thereon or at such future date as shall be specified in such resolution proceed to realise the property of the Club and, after the discharge of all liabilities shall pay and distribute the balance, if any, to such other Club or Body, whether incorporated or not, having similar objects to those of the Club, as may have been specified in that confirmed resolution for dissolution.

20. INDEMNITY

The Committee and its members shall be indemnified and kept safe and harmless in the performance of its and their respective functions to the extent provided in the Incorporated Societies Act 1908.

This Constitution and Rules were confirmed at the Annual General Meeting held at Rotorua on the 4th day of December 2014 and supersedes all previous notifications.