



CONSTITUTION & RULES
of
HUTT BRIDGE CLUB INCORPORATED

March 2018

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HUTT BRIDGE CLUB INCORPORATED**

1. Name

The name of the Club is "Hutt Bridge Club Incorporated" and it is hereinafter referred as "the Club".

2. Registration

The Club is registered under the Incorporated Societies Act 1908.

3. Registered Office

The Registered Office of the Club is 1 Park Avenue, Lower Hutt, or such place as the Committee may from time to time determine.

4. Objects

The objects of the Club are:

- (a) To establish and operate a bridge club.
- (b) To promote and foster the playing of the game of Contract Bridge in all or any of its forms.
- (c) To organise and conduct bridge matches, competitions, tournaments and social gatherings in connection therewith.
- (d) To comply with any statutory obligation imposed on the Club by virtue of its incorporated status.

5. Powers

- (a) To purchase, take on, lease or in exchange or otherwise acquire any real or personal property and rights and privileges which the Club may think necessary for the purposes of the Club and to sell, exchange or otherwise deal with such property.
- (b) To let, lease or hire any of the real or personal property of the Club.
- (c) To borrow any money required for the purposes of the Club with or without securities and to execute mortgages and other securities over any of the real personal property of the Club or to issue bonds and debentures as securities for the repayment of such monies.

- (d) To erect buildings upon any land acquired by the Club and to alter, add to or pull down any buildings acquired by the Club.
- (e) To enter into any arrangements for the hire or tenancy of any rooms or premises to enable the Club to achieve its objectives.
- (f) To invest and lend monies of the Club not immediately required upon such investments as are from time to time authorised by law for the investment of trust funds.
- (g) To pay for or make donations towards the cost of conducting any bridge tournaments, matches or competitions in New Zealand or elsewhere, including the cost of a player or players travelling in or to New Zealand or travelling from New Zealand overseas.
- (h) To do all such other things as are incidental or conducive to the attainment of any foregoing objects.

6. **Common Seal**

The Common Seal of the Club shall not be affixed to any instrument except in pursuance of a resolution of the Committee.

The Seal shall be kept in the custody of the Manager and the affixing of the Seal to any deed or instrument creating any legal obligations upon the Club shall be attested by the President, or in his or her absence the Vice President and one Committee member.

7. **Affiliations**

The Club shall be affiliated with New Zealand Bridge Incorporated and the officers and members of the Club shall jointly and severally bind themselves to comply at all times with its Rules and requirements.

8. **Membership**

The membership of the Club shall consist of the following classes:

- (a) Ordinary Members shall be entitled to all privileges and advantages of full membership.
- (b) Affiliated Members shall be allowed to play up to eight times a year and shall be entitled to speaking rights, but not voting rights, at any meeting of the Club. The subscriptions shall not be less than 20% of that of an ordinary member.
- (c) Junior Members (secondary school students and full time tertiary students under 25 years of age) shall be entitled to full playing and speaking rights but not voting rights at any meeting of the Club. The subscription shall not be less than 20% of that of an ordinary member.

- (d) Life Members. The Club may elect to Life Membership such of its members as may, in its opinion, have rendered such service to the Club as to warrant this award. Life members shall be eligible for full privileges of membership but shall be exempt from all subscriptions. Life members shall be elected at an Annual General Meeting on the unanimous recommendation of the Committee.
- (e) Visiting Members. Members of other clubs affiliated to New Zealand Bridge Incorporated and properly accredited overseas visitors temporarily visiting the Hutt Valley, may be allowed by the Committee the playing privileges of the Club for such period not exceeding 3 months and on such terms as to payment of part subscriptions or playing fees as the Committee shall determine.
- (f) Absentee Members. Full members leaving the district or the country may on request and with the approval of the Committee have their names placed on an absentee list and the Committee may waive or reduce the amount of subscription due during such absence.

9. **Visitors**

Any visitor to the Club other than those to whom Rule 8(e) applies may, with the permission of a member of the Committee, or at the invitation of a Club member, play four times in any financial year without liability for payment of a subscription, but the Manager may allow bridge beginners who are potential members of the Club to play more than four times. The Committee may grant extended visitor status to paid up members of other bridge clubs. A visitor shall pay any table money as prescribed in Rule 13.

10. **Election of Members**

- (a) Every application for membership shall be in writing, addressed to the Manager, stating the candidate's full name, address, the class of membership to which he or she seeks admission, signed by the applicant, and containing such other particulars as the Committee prescribes.
- (b) The Committee may accept, defer or reject any application. No member of the Committee shall disclose to anyone the reason for any decision of the Committee relating to an application for membership.
- (c) If a candidate is rejected he or she shall not, except with the sanction of the Committee, be again proposed for membership within the then current club year.
- (d) On the election of a member the Manager shall notify the member in writing and request the member to pay the annual subscription within 1 month of such notice. On receipt of payment the Manager shall forward to such member the Club programme.

- (e) No newly elected member shall be entitled to any of the rights, privileges or advantages of membership until he or she has paid the first annual subscription. If such payment is not made within the period of 30 days, the election shall be void unless the member shows sufficient cause for the delay to the satisfaction of the Committee.

11. **Resignation of Members**

Any member wishing to resign from the Club shall give notice in writing or verbally to the Manager. Members are liable for the full annual subscription for the year during which they resign, unless the Committee in its discretion otherwise determines.

12. **Grading of Members**

The Committee shall have power to classify members into grades, to set aside days or evenings on which play is restricted to members of a particular grade, and to determine which grades, or combinations of grades, are eligible for prizes at specified playing sessions

13. **Table Money**

In addition to the annual subscription, members shall pay a fee for each session on which they attend the Club's premises to play, such fee to be known as table money. The Committee shall have the power to fix the amount of table money payable by each member and each visitor for each session of bridge.

14. **Subscriptions**

- (a) The amount of the subscriptions for the various classes of members shall be fixed by and may be varied by the Committee and shall until varied be those applying for the time being.
- (b) The Committee shall have the power in its absolute discretion to refund, dispense with or make reductions in subscription paid or payable by any candidate or member.
- (c) The annual subscription shall be exclusive of any levies due by members to New Zealand Bridge Incorporated.
- (d) Except in the case of a newly elected member as provided in Rule 10(e) all annual subscriptions shall become due and payable on the first day of January in each year.
- (e) If the annual subscription and levies of any members and any other monies owing by such member shall remain unpaid after the expiration of 4 weeks from the due date the Manager may send to such member, notice of his or her default and if the amount due is not paid within 14 days after the sending of such notice such member shall no longer be entitled to exercise any of the privileges of membership and his or her membership may be

terminated by the Committee at its discretion without releasing such member from liability for payment of any monies then due to the Club. Any member whose membership has been so terminated may at the discretion of the Committee be re-elected upon payment of all sums due to the Club.

15. The Committee

- (a) The Committee shall consist of a President, Vice President and Treasurer and up to eight other members.
- (b) No person shall hold the office of President for more than 2 years in succession.
- (c) In any year where there is no Immediate Past President a further Committee member may be elected at the Annual General Meeting. Such member will have full speaking and voting rights.

16. Election of Committee

- (a) The retiring President shall ex officio be a member of the Committee for the ensuing year, with the title of Immediate Past President retaining full speaking and voting rights.
- (b) The other members of the Committee shall be elected each year at the Annual General Meeting. All members of the Committee shall hold office until the conclusion of the meeting at which their successors are appointed.
- (c) Except in the case of the retiring President nominations for any office or member of the Committee shall be made in writing signed by the nominee and a proposer and a seconder, delivered to the Manager 14 days before the date of the Annual General Meeting and posted by the Manager on the notice board upon receipt.
- (d) In the event of the written nominations being insufficient those members nominated prior to the meeting shall be deemed duly elected and further nominations from the meeting shall be called for the vacant positions. If the nominations for such positions exceed the required number a ballot shall be held by members present at the meeting in such manner as the Chair of the meeting shall direct and in the event of any equality of votes selection shall be by lot drawn in such manner as the Chair shall direct.

17. Casual Vacancies

Any casual vacancy on the Committee may be filled at the discretion of the Committee but any member so appointed shall remain in office for such period as shall be determined by the Committee and not in any event for a period extending beyond the next Annual General Meeting.

18. Powers of the Committee

- (a) Without prejudice to the general powers conferred upon it by these Rules, the Committee shall have the power to manage and control the affairs of the Club and may exercise all powers and do all acts and things which may be exercised or done by the Club and which are not expressly directed or required to be exercised or done by the Club in General Meeting, provided however that the Committee shall not purchase, lease for the Club's use or otherwise acquire or sell any real property without the authority of a General Meeting of the Club.
- (b) Every act and resolution of the Committee which is not inconsistent with or does not purport to repeal or alter anything contained in the Rules of the Club shall be binding on all members of the Club unless and until set aside by resolution of a General Meeting of the Club. No such resolution shall invalidate anything done by the Committee pursuant to the resolution set aside prior to the passing of the resolution of the General Meeting
- (c) The Committee may make, repeal and amend such regulations or by-laws not repugnant to these Rules as they may from time to time consider necessary for the well-being of the Club but any such regulations or by-laws may be set aside by a General Meeting of the Club. A copy of any such regulations or by-laws or of any alteration thereto shall be posted on the Club notice board or sent to members after the making thereof.
- (d) A Finance Sub-committee of the Committee shall be appointed to oversee all matters relating to the day to day financial and management aspects of the Club, subject always to its terms of reference and to the requirements of Rules 22 and 23.
- (e) The Committee may appoint such other sub-committees, and on such terms and with such powers, as it thinks fit.
- (f) The Finance Sub-committee and other sub-committees may include Club members who are not members of the Committee.
- (g) The Committee may appoint, as sub-committees, "Playing Committees" for each weekly bridge session of the Club, such playing committees to be selected by or in consultation with members who frequently play in the respective sessions, and with such powers and authorities as are set by the Committee from time to time.

19. **Meetings of Committee**

- (a) The Committee shall meet at least once in every month, except December and January and at any other time as required. Meetings may be summoned by the President or the Manager. Any three members of the Committee may sign and serve on the President requisition for a Committee meeting. If such meeting is not summoned and held within 14 days after service of the requisition those requiring the meeting shall be entitled to summon such meeting.

- (b) At any meeting of the Committee a minimum of five members personally present shall form a quorum. Any meeting of the Committee at which a quorum is not present may be adjourned by the members present to such day within 1 month as they may appoint.
- (c) The form of any Committee meetings convened in addition to any scheduled meeting may be determined by the President and may be in the form of any electronic or other communication technology.
- (d) If any member of the Committee shall be absent from three consecutive meetings without due cause sustained by the Committee he or she shall cease to be a member thereof and the Committee may fill the vacancy as provided in Rule 17.
- (e) The President or, in his or her absence, the Vice President, shall preside at all meetings of the Committee at which he or she is present. In the absence of these officers the meeting shall appoint its own Chair.
- (f) Except as otherwise required by these Rules, all questions shall be determined by a simple majority. Each member personally present shall on each question have one vote and in the case of equality of votes the Chair shall have a further or casting vote.
- (g) The Committee shall be bound to observe any Resolution of the General Meeting of which Notice of Motion has been given in accordance with Rule 27(b) and treat as recommendations to it any Resolution of the General Meeting of which Notice of Motion has not been given in accordance with 27(b).

20. **Manager**

The Club Committee shall appoint a Manager of the Club and shall fix his or her duties, salary and agree his or her Contract of Employment. The Manager shall in addition to any other duties to be performed by him or her under these Rules or the terms of his or her appointment:

- (a) Conduct the correspondence of the Club and of the Committee.
- (b) If required, keep proper minutes of all meetings of the Committee and of the Club (which shall be confirmed at the meeting of the Committee or Club respectively next following the meeting to which such minutes refer).
- (c) Make provision for the safe custody of the Common Seal of the Club and of its books, records, documents and personal property.
- (d) Carry out such other duties as shall be required by the Committee.

21. **Auditor**

- (a) An auditor, who shall be a member of a recognised accounting body and who may be a member of the Club but not a member of the Club Committee, shall be elected at each Annual General Meeting of the Club. If no Auditor is elected at any such Annual General Meeting, the retiring Auditor shall, if available, continue in office.
- (b) If in any year the Auditor shall through death, illness, absence or any other cause be unable to audit the Club's accounts, the Committee may appoint an auditor who may be a member of the Club but not a member of the Club Committee, to audit the accounts for that year.

22. **Control and Investment of Funds**

- (a) The funds of the Club shall be banked in such bank or banks or other financial institution in New Zealand as the Committee from time to time decides.
- (b) All banking transactions shall be carried out in such manner, and by such authorised persons as the Committee shall from time to time decide.
 - .(i) Any income, benefit or advantage, must be used to advance the purposes of the Club.
 - (ii) No member of the Club, or anyone associated with a member, may take part in, or influence any decision made by the Club in respect of any payment, benefit or advantage to, or on behalf of, that member or associated person.
 - (iii) Any payments made to a member of the Club, or person associated with a member, must be for goods or services and must be reasonable and relative to payments that would be made between unrelated parties.

23. **Borrowing Powers**

The Committee may from time to time raise or borrow such sum of money as it may think necessary or expedient and may secure the payment of such sums by mortgage or sub-mortgage of any real or personal property of the Club or by bonds, debentures or other securities or by bills of exchange, promissory notes or other negotiable instruments and such mortgages or other securities may contain such covenants, powers and obligations as the Committee may think proper provided always that no sum exceeding 25 percent of the previous year's gross income may be borrowed under the provisions of this clause without the previous authority of a resolution of the members at the Annual General Meeting or a Special General Meeting called for that purpose. Notwithstanding the provision of this Rule the Committee may renew any existing mortgage or debentures or borrow money for the purposes of replacing any existing mortgage or debenture.

24. **Financial Year**

The financial year of the Club shall end on the 31st day of December in each year.

25. Annual General Meetings

- (a) The Annual General Meeting of the Club shall be held no later than the 31st day of March in each year unless adjourned to a later date.
- (b) The Committee shall present at each Annual General Meeting of the Club a report and audited Financial Statements for the preceding financial year. A copy of the Annual Report and Financial Statements shall be sent to all members with the notice convening the Annual General Meeting.

26. Special General Meetings

- (a) A Special General Meeting, at which only the business for which such meeting was convened shall be dealt with, may at any time be summoned by the Committee at such time and place as the Committee shall determine.
- (b) Twenty or more ordinary members entitled to vote may sign and deliver to the Manager a requisition for the calling of a Special General Meeting of the Club stating the object of the meeting and within 14 days from the receipt of any such requisition by him/her the Manager shall call a Special General Meeting of the Club for a date not more than 6 weeks from the date of receipt of such requisition.
- (c) If the Manager refuses or fails to summon a meeting within such period of 14 days the members signing the requisition pursuant to Rule 26(b) may themselves summon such a meeting nominating a date and place for the meeting.

27. Notice of Meeting

- (a) A notice specifying the place, date and hour of any General Meeting shall be prominently displayed on the Club notice board and sent to all members at least 2 weeks before the date of such meeting. Such notice shall specify the nature of the business to be considered, including full particulars of all motions/resolutions to be considered at such meeting.
- (b) Any Notice of Motion signed by two members of the Club and received by the Manager at least 14 days before the holding of any General Meeting shall be considered at the General Meeting.

28. Proceedings at General Meetings

- (a) No business shall be transacted at any General meeting unless a quorum of members is present at the time when the meeting commences business. Twenty ordinary members present shall constitute a quorum for General Meetings.

- (b) If a quorum is not present within half an hour after the time appointed for the meeting, the meeting, if convened upon the requisition of members, shall be dissolved. In every other case it shall stand adjourned to the same time and place 7 days later. If at the adjourned meeting a quorum is not present within half an hour after the time appointment for the meeting, the members present shall constitute a quorum.
- (c) The President, or if he or she be absent or unwilling to act, the Vice President shall preside at all General Meetings provided however, if neither of these officers be present or willing to act the meeting shall appoint another member to be Chair.
- (d) At all General Meetings every ordinary member personally present shall on each question have one vote and in the case of equality of votes the Chair shall have a further or casting vote.
- (e) Except for the contested election of office bearers, or as otherwise provided by these rules, voting at General Meetings shall be on the voices or, if the Chair or any two members present and entitled to vote shall so require, by show of hands or by a secret ballot amongst those members present and entitled to vote.
- (f) The minutes of each General Meeting shall be provisionally confirmed at the next meeting of the Committee.

29. **Complaints**

Any complaint concerning the behaviour or actions of a member must be made in writing by the member complaining and sent or delivered to the Manager, who shall refer it to the Committee.

30. **Expulsion or Suspension of Members**

- (a) If the conduct of any member shall be reported as being unbecoming a member of the Club, or detrimental to the interests of the Club, or failing to observe any Rule or Bylaw of the Club, the Committee shall, on receipt of a written complaint, or on its own initiative take the matter into consideration at the earliest convenient opportunity.
- (b) If the Committee decides to act upon a complaint, the member who is the subject of the complaint shall be notified promptly and in full. Such member may make representation to the Committee in person, in writing or in association with an agent working on his or her behalf.
- (c) After due consideration the Committee shall decide on the appropriate action to be taken, if any, in relation to the complaint or matter. If the Committee decides that the member's conduct was unbecoming a member of the Club, or detrimental to the interests of the Club, or comprised a failure to observe any Rule or Bylaw of the Club, the Committee shall have

the power, by a majority decision of not less than two thirds of its number present at the meeting, to expel or suspend the offending member.

- (d) A member who is suspended for a period of time, to be determined by the Committee, shall not be entitled to any of the playing or other privileges and advantages of membership of the Club until the period of suspension ends.

31. Rules of Play

The Laws of Duplicate Contract Bridge promulgated by the World Bridge Federation shall form part of the Rules of the Club.

32. Indemnity

The Committee and other officers of the Club shall be indemnified personally by the Club against all disbursements, expenses, liabilities and loss incurred by them in or about the discharge of their duty except such as result from their own deliberately unauthorised or unlawful acts, or wilful neglect or default.

33. Winding Up

In the event of the winding up of the Club or of its dissolution by the Registrar of Incorporated Societies, the funds and assets of the Club remaining after the payment and satisfaction of its debts and liabilities and the costs and expenses of winding up shall be given to such exclusively charitable purposes as determined by the Club in General Meeting. No member shall receive any money or property of the Club upon winding up.

34. Alteration of Rules

These Rules shall not be amended, added to or rescinded except by resolution in that behalf passed by not less than two thirds of members present, entitled to vote and voting at a General Meeting. Particulars of the proposed alterations, additions or rescissions shall be given to members with the notice of meeting. No such amendments, additions or rescission shall be valid unless and until accepted by the Registrar of Incorporated Societies. No amendment shall be permitted if it in any way affects the non-profit status of the organisation.

35. Matters Not Provided For

In the event of any question arising which is not provided for in these Rules the question shall, subject to the provisions of the Incorporated Societies Act 1908, be decided by the Committee whose decision shall be final and binding upon all members.

36. Definitions

- (a) The officers of the Club shall be the President, the Vice President, the Treasurer, the Immediate Past President and the members of the Committee.
- (b) A session is a period of play during which each contestant is scheduled to play a designated series of boards against one or more opponents. A session may consist of one or more rounds.
- (c) Where these Rules require anything to be sent to Members this may take whatever form of communication the Committee shall determine from time to time. .
- (d) The By-laws include those set forth in the Club's Programme of Events as published annually and include:
 - (i) Rules of Conduct
 - (ii) Rules for Club Competitions
 - (iii) Tournament Entries.

Latest Version amended 9 April 2018