



Constitution

of the Hutt Bridge Club Incorporated

May 2025

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1. Introduction

1.1 Name

The name of the society is Hutt Bridge Club Incorporated (the Club).

1.2 Purpose

The Club provides people of all ages with an opportunity to learn and play bridge.

1.3 Culture

We are a welcoming, inclusive and supportive club.

1.4 Affiliation

The Club is affiliated with New Zealand Bridge Incorporated (NZ Bridge) and the officers and members of the Club must comply at all times with NZ Bridge's rules and requirements.

1.5 Legislation

The Club is registered as an Incorporated Society under the Incorporated Societies Act and as a charitable entity under the Charities Act.

The registered office of the Club is 1 Park Avenue, Lower Hutt, 5011 or at such other place in New Zealand as the committee may determine.

1.6 Contact person

The Club's manager is the contact person for the Club.

2. Membership

2.2 Minimum number of members

The Club must continue to have at least 20 members.

2.3 Types of members

Ordinary member: a person admitted to membership under this Constitution, who has not ceased to be a member.

Associate member: a person who may play up to 10 times a year. If the person is not already affiliated to NZ Bridge they must pay the NZ Bridge affiliation fee through Hutt Bridge Club.

Junior member: a school student or full-time tertiary student under 25 years. Junior members have full playing rights.

Life member: a person elected by the Club when, in the club's opinion, has provided such service to the Club as to warrant this award. Life members have full privileges of membership but are exempt from all subscriptions, including the NZ Bridge affiliation fee. Life members must be elected at an annual general meeting (AGM) on the unanimous recommendation of the committee.

2.4 Becoming a member: process

People must consent in writing to be a member. Membership applications must be accepted or rejected by the committee.

2.5 Members' obligations and rights

- Every member must provide the Club with their name and contact details and promptly advise the Club in writing of any changes to those details.
- All members must promote the interests and purposes of the Club and not bring the Club into disrepute.
- All members must cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.
- A member is only entitled to exercise the rights of membership if all subscriptions and any other fees have been paid to the Club by their respective due dates.
- Any member is entitled to attend, speak and vote at any general meeting.
- Members have the opportunity to enjoy Club activities and the use of Club facilities, subject to any rules imposed by the committee.

2.6 Subscriptions

The committee will fix the amount of the subscriptions for the various classes of members.

The committee has the power to refund, dispense with or make reductions in subscriptions paid or payable by any candidate or member.

The annual subscription is exclusive of any levies due by members to NZ Bridge.

All annual subscriptions are due and payable on 1 January each year. Subscriptions for new members will be pro-rata.

If money is still due after four weeks from the due date, the committee will send a notice of default. If the amount due is not paid within 14 days of

sending the default notice, the member is no longer entitled to the privileges of membership, so membership may be terminated by the committee. At its discretion, the committee may not release the member from liability for payment. If membership was terminated this way, the committee has discretion to re-elect the person once they have paid what is due to the Club.

2.7 Ceasing to be a member

A person ceases to be a member if they have:

- resigned in writing or by email
- had their membership terminated for not paying their subscription
- died
- been expelled or suspended by the committee. The committee, on receiving a written complaint alleging that any member has acted in a manner prejudicial to the Club, and after giving that person notice of the allegations and a reasonable opportunity to answer them, may expel the member or suspend their membership for up to three months, after which they have the right to be reinstated.

3. Operational procedures

3.1 Rules of play

Play will be conducted under the Laws of Duplicate Bridge as from time to time advised by NZ Bridge.

3.2 Visiting players

Any visitor to the Club may be invited by the manager or a club member to play up to four times in any financial year without needing to pay a subscription.

3.3 Table money

Members and any visiting players must pay a fee (known as 'table money') for each playing session organised by the Club.

3.4 Grading

The committee may classify members into grades, set aside days or evenings or create events where play is restricted to members of a particular grade, and determine which grades or combination of grades are eligible for prizes at specified playing sessions.

3.5 Playing committees

The committee may appoint a playing committee for each playing session. Playing committee members present at a playing session are health and safety wardens for that session.

4. Committee and officers

4.1 Committee composition and appointment

The committee will consist of a president, vice-president, treasurer, and up to six other members who will be elected for the forthcoming year at the AGM. The committee will appoint a secretary of the Club.

A president may not serve for more than two consecutive years as president unless elected at the AGM to serve as president for one additional year.

In the year following the president's term, that person will serve on the committee as immediate past president. In any year where there is no immediate past president, a further committee member may be elected at the AGM and will have full speaking and voting rights.

If there is a vacancy on the committee, remaining members may appoint a person of their choice to fill the vacancy, provided they meet the qualifications of officers as set out in section 4.4.

4.2 Functions of the committee

From the end of each AGM until the end of the next, the Club will be managed by, or under the direction or supervision of, the committee. The committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Club. However, the committee may not purchase, lease for the Club's use or otherwise buy or sell any land or building without the authority of a general meeting of the Club.

The committee will set the annual subscriptions and the table money.

If a question arises which is not provided for in the constitution, it will be decided by the committee whose decision will be final and binding on all members (subject to the Incorporated Societies Act).

4.3 Committee meetings

Procedure

The quorum for committee meetings is five. A resolution of the committee is passed at any meeting of the committee if a majority of the votes cast on it are in favour. Every officer has one vote. The chairperson has an additional casting vote in the event of a tied vote on any resolution of the committee.

The president or, in their absence, the vice-president, will preside at all committee meetings. If neither are present, the committee members present may choose one of their number to be chairperson of the meeting.

Frequency

The committee will meet at least monthly (but need only meet once in the December-January period).

4.4 Officers

Qualifications of officers

Every officer must be a natural person who has:

- consented in writing to be an officer of the Club
- confirmed in writing they are not disqualified from holding office as an officer of the Club.

Officers' duties

Each officer must act in good faith and in what they believe to be the best interests of the Club. When exercising powers or performing duties as an officer, they must exercise the care and diligence any other reasonable person with the same responsibilities would exercise in the same circumstances.

Conflict of interest

Each officer must declare to the committee the nature and extent of any interest in a transaction or issue, or proposed transaction or issue, as soon as the officer becomes aware they have such an interest. The officer must then take steps as determined by the committee which may include abstaining from discussions and any vote regarding that interest.

If 50 per cent or more of officers are prevented from voting on a matter because they have an interest in that matter, a special general meeting must be called to consider and determine the matter, unless all non-interested officers agree otherwise.

Term

The term of office for all officers elected to the committee is one year, expiring at the end of the AGM in the year following their appointment.

Removal of officers

An officer may be removed as an officer by resolution of the committee or the Club if the officer has:

- been absent from three committee meetings without leave of absence from the committee
- brought the Club into disrepute
- failed to disclose a conflict of interest
- had a vote of no confidence in them, passed by the committee or the Club.

The removal will take effect from the date specified in a resolution of the committee or the Club.

5. General meeting

5.1 Procedures for all general meetings

- The committee must give members at least 10 working days' written notice of any general meeting and of the business to be conducted at the meeting.
- Any notice of motion signed by two members of the Club and received by the manager at least 14 working days before the general meeting must be considered at the meeting.
- Members may attend, speak, and vote at general meetings in person, or by a signed written proxy which must be received by the committee before the start of the meeting.
- The quorum for the meeting will be 20 members.
- No general meeting will be held unless at least 20 members attend throughout the meeting. If there is no quorum, the meeting must be adjourned to a time determined by the president.
- A member is entitled to one vote on any resolution of the meeting – including a proxy vote. All questions will be decided by a simple majority of those in attendance in person or by proxy.
- All general meetings will be chaired by the president, or if the president is absent, by the vice-president. If neither are available, the meeting must elect another member of the committee to chair that meeting.

Any person chairing a general meeting has an ordinary vote and, in the event of a tied vote, a casting vote.

5.2 Minutes

The Club must keep minutes of all general meetings.

6. Annual general meeting

6.1 Timing

An AGM must be held once a year, no later than 31 March.

6.2 Business

The business of an AGM must include:

- confirmation of the minutes of the last AGM and any special general meeting(s) held since the last AGM
- adoption of an annual report on the operations and affairs of the Club
- adoption of a full financial report of the Club, including the annual financial accounts for the year which have been audited or reviewed
- a review of records and details of any disclosure of conflicts of interest made by officers over the preceding period
- election of officers for the year ahead
- the appointment of an auditor or reviewer to review the annual financial accounts for the upcoming year (the reviewer or auditor may not be an officer of the Club)
- consideration of any notice of motion before the meeting, in accordance with section 5.1.
- consideration of general business.

7. Special general meeting

7.1 Calling a meeting

A special general meeting (SGM) may, at any time, be called by the committee at a time and place they determine.

Twenty or more ordinary members may sign and deliver to the committee a requisition for the calling of a SGM of the Club. The requisition must state the object of the meeting.

If the manager receives a requisition for a SGM, they have up to 14 days to call the meeting, for a date not more than six weeks from the date of receipt of the requisition.

If the manager refuses or fails to call a meeting within that time, the members signing the requisition may do so, nominating a date and place for the meeting, within six weeks.

7.2 Business

Only the business the meeting was convened about will be dealt with.

8. Records

8.1 Register of members

The Club must keep an up-to-date register of members. For each current member, the information will include their name, membership start date (if there is no record of the date they joined, this date will be recorded as 'unknown'), and their contact details, including a physical address, email and/or phone number.

The Club will also keep a record of former members. For people who ceased to be members within the previous seven years, the Club will record their name and membership cancellation date.

8.2 Conflict of Interests Register

The committee must maintain an up-to-date Conflict of Interest register.

8.3 Access to information for members

A member may make a written request to the Club for information it holds. The Club must (within a reasonable time) agree to provide the information within a specified period. The Club may also apply a reasonable charge to the requester (which must be specified and explained) to meet the cost of providing the information; or refuse to provide the information, specifying the reasons for the refusal.

9. Finances

9.2 Control and management

Any income, benefit or advantage must be used to advance the purpose of the Club.

All banking transactions must be carried out by people authorised by the committee. All money received on account of the Club must be banked within 10 working days of receipt. All accounts paid or for payment must be submitted to the committee for approval of payment.

The committee must ensure that accounting records and transactions are always correctly recorded to allow the Club to produce financial statements that comply with the requirements of the Act. They must also enable the financial statements to be readily and properly reviewed or audited.

The committee must establish and maintain a satisfactory system of control of the Club's accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. Accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Club.

9.3 Conflicts of interest

Any payments made to a Club member, or person associated with a member, must be for goods and services and must be reasonable and relative to payments made between unrelated parties.

No member of the Club, or anyone associated with that 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.

Club members, or anyone associated with them, cannot take part in or influence any decision made by the Club in respect of any payment, benefit, or advantage to them.

9.4 Balance date

The Club's financial year is from 1 January to 31 December each year.

The Club's balance date is 31 December each year.

10. Dispute resolution

A dispute is a disagreement or conflict involving the Club and/or its members, including allegations that a member or officer has engaged in misconduct. Disputes must be dealt with in a fair, efficient, and effective manner.

Grievances relating to rulings at the bridge table must be dealt with by the NZ Bridge appeal process. Any appeals should be lodged with the relevant director, or as soon as possible with the Club's manager.

A member who has issues with the conduct of another member may approach the Club's mediator for assistance directly or may raise a formal grievance in writing with the committee. The resolution of all disputes must be conducted in a way that is consistent with natural justice. All parties have the right to be heard.

The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint, make sure it is investigated and determined. The Club may refer the complaint to the mediator, a subcommittee, or an external party to investigate, report on or to make a decision on the Club's behalf.

11. Alterations to the constitution

This constitution may be amended by a resolution passed at a general meeting of the Club. A two-thirds majority is required for any amendments.

For minor or technical amendments, the committee must notify all members, including the text of the change and the right to object. If no objection is received within 20 working days, the committee may make the amendment.

When any amendment is approved it must be notified to the Registrar of Incorporated Societies as required by that Act and will take effect from the date of registration. The amendment must also be notified to Charities Services as required by the Charities Act.

12. Liquidation and removal from the register

12.2 Resolving to put society into liquidation

The committee must give all members 20 working days written notice of the proposed resolution to put the Club into liquidation.

The committee must also give written notice to all members of the general meeting when any such proposed resolution is to be considered. The notice must include all information as required by section 228(4) of the Incorporated Societies Act.

Any resolution to put the Club into liquidation must be passed by a simple majority of all members present and voting.

12.3 Surplus assets

If the Club is liquidated, or removed from the Register of Incorporated Societies, no distribution will be made to any member, and if any property remains after the settlement of the Club's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act.

13. Definitions

Member means a person who has consented to become a member of the Club and has been properly admitted to the Club who has not ceased to be a member of the Club.

Manager means a person employed by the Club as its manager, or in the event of there being no such person, the president.

Committee means the Club's governing body.

Officer means those people who have been elected to the committee.

General meeting means either an annual general meeting or special general meeting of the members of the Club.

Annual general meeting (AGM) means a meeting of the members of the Club held once per year which, among other things, must receive and consider reports on the Club's activities and finances.

Special general meeting means a meeting of the members, other than an AGM, called for a specific purpose or purposes.

Interested member means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act.

Mediator means a person appointed by the committee to assist in resolution of disputes between members.