

CONSTITUTION OF THE HOWICK BRIDGE CLUB INCORPORATED

1. Name:

The Name of the society is Howick Bridge Club Incorporated (in this Constitution referred to as the Club).

2. Objects:

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 and for any other like purposes that its members may decide.
- (b) Promoting contract bridge tournaments, competitions and matches and providing for the control and management of bridge sessions and events.
- (c) To do all such things as are incidental or conducive to the attainment of the above objects.

3. Definitions:

In this document, unless the context implies a different meaning:

- (a) “Act” means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- (b) “Article” means any numbered paragraph in this document.
- (c) “Club” means Howick Bridge Club Incorporated.
- (d) “Committee” means the Managing Committee which is the Governing Body in charge of all affairs of the Club.
- (e) “Constitution” means the rules in this document.
- (f) “Financial Year” means the financial year of the Club which is from 1 October in a calendar year to 30 September in the next calendar year.
- (g) “General Meeting” means either the Annual General Meeting or a Special General Meeting of the Club. As described in Articles 20, 21, and 22.

- (h) “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.
- (i) “Office Bearer” means a person who has been elected to one of the four positions on the committee (President, Vice-President, Secretary and Treasurer) having particular responsibilities as per Article 15.

4. Affiliation:

The Club is affiliated with:

- (a) as a member of New Zealand Bridge Incorporated (NZ Bridge), being the governing organisation responsible for the management, control, administration, and regulation of Contract Bridge in New Zealand. The Club shall comply with the Rules of New Zealand Bridge Incorporated (NZ Bridge) and with any decision of the Council or Management Committee of that Association and with any requirements imposed from time to time for membership of NZ Bridge and to continuously maintain such affiliation and benefits of that 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 they apply to Members of affiliated Clubs participating in the game of Contract Bridge.
- (b) the Auckland/Northland Regional Committee or any other association or society having similar objects.

5. Contact person:

The Club shall have at least 1 but no more than 3 contact person(s) whom the Registrar of Incorporated Societies can contact when needed.

Contact person(s) will be appointed by the Committee.

Each contact person’s name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person’s name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Club becoming aware of the change.

6. Membership:

The Club shall consist of the following classes of Members all of whom are entitled to all the privileges of Membership, except that the Associate Members shall be entitled to play only 6 (six) times in regular sessions in any one calendar year.

- (a) Ordinary Members who are admitted under Article 7 below.
- (b) Associate Members: Only an ordinary Member may apply to the Committee to transfer to this class. An Associate Member does not pay a subscription fee. Such Members are not eligible to attend, participate and vote in any general meeting of the Club.
- (c) A Life Member is elected by the Club in a general meeting on the recommendation of the Committee. Such Members are exempt from paying the annual subscription but rank equal to Ordinary Members in all other respects.

7. Admission of New Members:

- (a) A person must apply to become a Member in the form prescribed for this purpose, and will be notified of acceptance or non-acceptance of the application by the Secretary of the Committee. The Committee may at its own discretion decline an application for membership of the Club, and the applicant will be notified of the reason; the decision of the Committee is final.
- (b) The signed membership application (i.e. formal consent to become a Club Member) of every New Member shall be retained in the Club's membership records.
- (c) Upon payment of the subscription fee an applicant will be admitted as a Member of the Club and shall on admission be bound by the rules and by-laws of the Club.

8. Ceasing to be a Member:

A Member ceases to be a Member: -

- by resignation at any time by notice in writing, including email, to the Secretary, and such resignation shall take effect upon receipt of the same by the Secretary. Such resignation shall not release the Member from payment of the subscription due for the calendar year of resignation, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on death, or
- by resolution of the Committee where the Member has failed to pay a subscription, or other amount due to the Club.

9. Disciplinary Action and/or Suspension:

(a) Any member of the Club can refer to the Committee any observed or alleged misconduct or misbehaviour on the part of another member of the Club, including in events not directly relating to any issues within the purview of the Club but which may attract action under other laws, criminal or civil.

(b) Upon receipt of such reference the Committee, after consideration, may either (i) dismiss it as irrelevant or otherwise not worthy of any further action, or (ii) take up the matter for further investigation, if it is of the opinion that the alleged member is likely to have been guilty of conduct unbecoming of a Member or detrimental to the interests of the Club, or shall have failed to observe any rule or by-law of the Club.

(c) Such investigation may be conducted either by the Committee or by a sub-committee appointed for this purpose.

(d) The investigation will adhere to principles of fair-play and due and fair processes including asking for, receiving, and considering the explanations from the concerned parties either in writing, or by e-mail or in person.

(e) Based on the findings of the investigation, the Committee may decide on the action to be taken, which will have immediate effect and can include: (i) dismissal of the case; or, (ii) formal reprimand of the alleged offender; or, (iii) suspension of the alleged offender from the Club for any specific period or sessions; or (iv) expulsion of the concerned member from the Club.

(f) The alleged offender will be informed of the decision and will have a right of appeal against the decision of the Committee.

(g) If an appeal is made, the Committee will meet with the appellant and agree to a process of mediation or other resolution process as the parties see fit.

10. Rights and Duties of Members:

(a) All Members will have equal rights to:

- i. All the privileges of membership.
- ii. Play at all sessions of the game at the Club as per rules of the Club.
- iii. Be notified in time about, and attend and participate in, and vote on any motion at General Meetings.
- iv. On a request to the Secretary, view any important document or receive copies thereof. However, the Club may withhold information in some circumstances,

such as to protect someone's privacy or the information is commercially sensitive or the request is frivolous or void.

(b) Duties of all Members include:

- i. Adhere to, abide by, and observe all by-laws, rules, and regulations of the Club.
- ii. Observe proper conduct and etiquette within the Club, while at play in various sessions or otherwise.
- iii. Promptly advising the Club of any changes to their name or contact details (namely, physical or email address, and telephone number).

11. Subscription and Fees:

- (a) A new Member shall pay a part-year subscription fee of an amount as determined from time to time by the Annual General Meeting.
- (b) Every Member, shall on or before 31 January of a calendar year and forthwith upon his/her admission to the Club in case of a new Member, pay an annual subscription fee for that year at a sum as fixed from time to time by an Annual General Meeting.
- (c) Life Members are exempt from paying an annual subscription.
- (d) The Committee shall from time-to-time review and fix the amount of Table money payable for every session of the game played in the Club.
- (e) Notwithstanding (b) above, the committee may allow Members to have a grace period up to 31 March for payment of subscription.
- (f) The Committee shall have the power in its absolute discretion to refund, dispense with or make reductions in the entrance fee, or table money, payable by each Member taking part in any session of the game at the Club.
- (g) Any member whose subscription remains unpaid as of 31 March of a year shall be deemed to have been 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 a calendar year, the person shall cease to be a member of the Club but shall still be liable to pay the outstanding subscription.
- (h) Upon cessation of membership, if a member's account has a credit balance of funds within the Club's on-line table money payment system (currently Compass) a refund of the said credit balance will be due. If the said credit balance remains

unclaimed following a reasonable number of contact attempts by the Club, the funds will be held on the Club's Balance Sheet for a period of one year, and then subsequently deemed to be a Donation to the Club. The Treasurer will maintain a register of all Unclaimed Monies.

12. The Managing Committee of the Club:

Shall consist of four Office bearers (President, Vice-President, Secretary and Treasurer) and as many further Members as the committee deem to be required for the effective operation of the club (but never less than four), all of whom are hereafter referred to as Members of the Committee. Each of them shall be elected at the Annual General Meeting with the immediate past-President continuing as an ex-officio Member for a period of one year. The Committee will take office immediately after the Annual General Meeting electing it and will be in office until the next Annual General Meeting. All Members of the Committee must be Members of the Club.

13. Procedure for election to the Managing Committee:

The election of Office bearers and Members of the Managing Committee shall take place in the following manner:

- (a) The secretary shall place a notice on the club Notice Board at least 28 days in advance of the Annual General Meeting, inviting applications for all positions on the Managing Committee and indicating the number of positions available on the committee as determined by the outgoing committee.
- (b) A Member intending to serve on the Committee shall, at least 14 days in advance of the Annual General Meeting, apply in writing in the prescribed form stating the position in which he/she wants to serve.
- (c) By making the application, the concerned person, guarantees that he/she is not disqualified under provisions of any New Zealand laws to function in the position applied for.
- (d) Every application shall be proposed by a Member of the Club and seconded by another.
- (e) All applications will be displayed on the Notice Board of the Club at least seven days ahead of the Annual General Meeting, and through the Club e-newsletter.
- (f) In case the number of applications received for any position is just sufficient or less than those available, then those applying will be declared duly elected to the positions applied for.

- (g) If the number of applications received for any position exceeds the available positions, the Annual General Meeting will elect persons from among the applicants to fill that position.
- (h) If the number of applications received is less than the available positions, or if any vacancy occurs during its tenure, the Committee as constituted can co-opt any other Member of the Club, subject to such person declaring that he/she is not disqualified under provisions of any New Zealand laws.

14. Management of the Club:

- (a) Except as otherwise evident in this document, the management, direction, and supervision of all operations and functioning of the Club rests with the Managing Committee which shall have the authority, as the Governing Body of the Club, to exercise all powers and do all acts and things for the proper working of the Club.
- (b) The Committee is responsible for complying with all laws and explicit directions of a General Meeting.
- (c) The Committee shall adopt its own rules of procedure for conduct of its affairs and meetings.
- (d) The Committee shall meet at least once in every month or as often as needed excepting December and January.
- (e) The quorum at a Committee Meeting shall be at least two office bearers, and at least one more than half of the Committee members who are not office bearers.
- (f) Any decision in a committee meeting will be carried if it has the support of a simple majority of committee members present. In the event of equal votes, the chairperson will have a casting vote.
- (g) Meetings of the Committee shall be summoned by the President or Secretary.
- (h) The Committee may co-opt a Member of the Club to the Committee for a specific purpose for a limited period.
- (i) The Committee may appoint a sub-committee as it thinks fit to consider any matter and appoint thereto Members of the Club who are not Members of the Committee as well as advisors from outside the Club and may delegate any of its powers to such a sub-committee.
- (j) Any three Members of the Committee may sign and serve on the President or the Secretary a requisition (demand) for a committee meeting. If such meeting is not

summoned and held within fourteen days after service of the requisition, the Members who served the same shall be entitled to summon such a meeting.

- (k) Any Member of the Committee may at any time by notice in writing, including email, to the Secretary, resign from the Committee and such resignation shall take effect upon receipt of the same by the Secretary. The Committee may fill the vacancy as provided under Article 13(h).
- (l) A Committee Member who ceases to be a member of the club shall cease to be a member of the Committee.
- (m) A Committee Member shall be removed from the Committee by resolution of the Committee where in the opinion of the Committee: -
 - a. The Committee Member has been absent from 3 Committee meetings without leave of absence from the Committee
 - b. The Committee Member has brought Howick Bridge Club into disrepute
 - c. The Committee Member has failed to disclose a conflict of interest
 - d. The Committee Member becomes bankrupt
 - e. The Committee Member is convicted on indictment of a criminal offence or is sentenced to a term of imprisonment, home detention, community detention or community service for any offence whatsoever
 - f. The Committee passes a vote of no confidence in the Committee Member.The Committee may fill the vacancy as provided under Article 13(h).
- (n) The Committee shall not purchase, lease, or otherwise acquire or dispose of any real property without the authority of a General Meeting of the Club.
- (o) The Committee may at any time at its discretion refer any matter to the Board of Management of NZ Bridge for enquiry and/or advice.

15. Duties and Responsibilities of Members of the Committee:

Members of the committee shall perform the functions assigned to them as follows:

- (a) **The President;** will be in overall charge of the proper functioning of the Club and the Committee and will assume all responsibilities towards this end. He/she will preside over (chair) the meetings of the Committee and the Club and will also assume other functions as decided by the Committee.
- (b) **The Vice-President;** will fulfil the role of the President in the latter's absence.
- (c) **The Secretary;**

- i. is the Custodian of all documents, including the original version of this document, and registers and papers of the Club except those relating to financial matters.
 - ii. will issue notices for all General Meetings as decided by the Committee.
 - iii. will record and maintain minutes of all meetings and decisions of the Committee and General Meetings.
 - iv. is the designated **chief correspondent** for all inward and outgoing communications including notices calling meetings or other matters. Other Members of the Committee if they receive any enquiry or correspondence that they on their own do not respond to, will refer them to the Secretary.
 - v. shall inter alia maintain, both in writing and electronically, a continually updated **Register of Members of the Club** and their particulars including their date of entry into the Club.
 - vi. will discharge all other duties expected of that position.
 - vii. will carry out other duties as may be assigned by the Committee.
- (d) **The Treasurer;** is responsible for all financial matters of the Club. Accordingly, he/she
- i. will receive all funds provided to the Club and disburse all funds due from the Club and maintain a full and proper record of all financial transactions of the Club.
 - ii. will operate the Bank account of the Club where all receipts of the Club shall be deposited.
 - iii. will report to the monthly Committee meeting the state of finances of the Club.
 - iv. will submit to the Annual General Meeting the statements of assets and liabilities as on 30 September preceding, together with an account of the income and expenditure for the preceding financial year.
 - v. will discharge all other duties expected of that position.
 - vi. will carry out other duties as may be assigned by the Committee.
- (e) If an Office Bearer is temporarily unable to perform his/her designated duties, the Committee shall appoint any other Member of the Committee to perform those duties with full authority and powers as vested in that Office Bearer.

- (f) **Other Members of the Committee;** shall perform such duties as are assigned to them by the Committee and/or the President from time to time including working in the position of an Office Bearer in such person's absence.
- (g) All Members of the Committee should act in accordance with the provisions of this document and by-laws, as well as the provisions of the Act and Rules and Procedures prescribed by NZ Bridge in order to manage tournaments and general running of the game.
- (h) All Members of the Committee should disclose any conflicts of interest in any matter, which will be recorded by the Secretary. If there is such an interest the concerned Member shall be prohibited from voting on that matter.
- (i) Each Member of the Committee shall immediately on resigning or ceasing to hold office deliver to the Secretary all books, papers, and other property of the Club in his/her possession.

16. Records:

- (a) **Register of Members;** the Club will keep an up-to-date Register of Members. For each current Member, the information contained in the Register of Members shall include
 - i. Their name.
 - ii. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown').
 - iii. A physical address and/or an electronic address.
 - iv. A telephone number.
- (b) **List of former Members;** for each Member who ceased to be a Member within the previous 7 years, the Club will record
 - i. The former members name.
 - ii. The date they ceased to be a Member.
- (c) **Interests Register;** The Committee shall at all times maintain an up-to-date register of the interests disclosed by Members of the Committee and by members of any sub-committee.

17. Finance and Accounts:

- (a) All moneys received by the Club shall be paid within seven working days of the receipt thereof by the Treasurer into the account of the Club at its Bank.
- (b) All payments out of the funds of the Club at its Bank shall be made on the authority of the Committee.

- (c) The Treasurer may at his/her discretion, between meetings of the Committee, and for efficient running of the Club, disburse amounts not exceeding a total of \$5,000 with prior approval of the President.
- (d) The account of the Club will be operated by the Treasurer, or any other Member of the Committee authorised by the Committee.
- (e) All funds of the Club not required immediately for the ordinary purposes of the Club may be invested in the name of the Club in such authorised investments as the Committee may think fit.
- (f) Any payment made from the funds of the Club shall be reasonable in relation to the market value of goods or services secured.
- (g) No Member of the Club or any person associated with a Member shall participate or materially influence any decision made by the Club in respect of a payment to or on behalf of that Member or any associated person of any income, benefit, or advantage whatsoever.
- (h) The provisions and effects of this Article shall not be removed from this document and shall be included and implied into any document replacing this document.

18. Borrowing Powers:

The Committee shall have the power, on being authorised by a General Meeting for each transaction, to borrow any money from a bank or any other body or person whether by ordinary or secured loan or by overdraft or by issue of debentures or otherwise.

19. Property:

The Committee shall have the power to purchase, take on lease or otherwise acquire any lands, buildings or property which may be required for the purpose of or eventually used in connection with any of the objects, and to sell, or mortgage or otherwise dispose of such property, on being authorised by a General Meeting of the Club.

20. General Meetings:

- (a) A General Meeting is the supreme decision-making body and appellate authority of the Club.

- (b) There are two classes of General Meetings, viz., (1) Annual General Meeting, and (2) Special General Meeting.
- (c) Notice calling the meeting, setting forth the nature of business of the meeting and agenda, shall be posted on the Notice Board of the Club and online, advised in any newsletter and orally mentioned at the Club's Sessions, at least fourteen days prior to the meeting.
- (d) All Members of the Club, except Associate Members, are entitled to attend, participate, and vote at these meetings.
- (e) Every Member shall be entitled to one vote on each motion exercised in person.
- (f) At all such meetings eighteen Members present will form a quorum.
- (g) At all such meetings, the President or in his absence the Vice-President and in the latter's absence, any Member of the Committee so nominated by the Committee shall chair the meeting.
- (h) Any person chairing a General Meeting may —
 - a. With the consent of a simple majority of Members present, adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b. Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
 - c. In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- (i) The mode of voting on all questions other than elections at all meetings shall be by voices or by show of hands, if the Chairperson or any three Members present shall so require, or by secret ballot if five Members present so demand.
- (j) All motions and resolutions would be deemed passed by a vote by a simple majority of the Members present at the meeting to pass. In the case of equality of votes the Chairperson shall have a casting as well as a deliberative vote.
- (k) Motions relating to amendments or additions to the Constitution would need two thirds of the Members present to pass.
- (l) Written resolutions may not be passed in lieu of a General Meeting.
- (m) The Club must keep minutes of all General Meetings.

21. Annual General Meeting:

The Annual General Meeting of the Club shall be held within 90 days after close of financial year.

- (a) To receive and accept the President's report on the state of affairs of the Club.
- (b) To receive the statement of income and expenditure accounts for the previous financial year ended and the balance sheet as on 30 September preceding the meeting.
- (c) To elect the Office Bearers and Members of the Management Committee.
- (d) To decide on any resolution which may have been duly submitted to the Meeting, provided that notices other than those initiated by the Committee, or relating to any alteration to the Constitution, shall have been submitted to the Secretary not less than twenty-eight days prior the Meeting.

22. Special General Meeting:

- (a) The Committee may call a Special General Meeting whenever it thinks fit for transacting special business of the Club, to be mentioned in the notice calling the meeting.
- (b) Two or more Members of the Club may sign and deliver to the Secretary a requisition for the calling of a Special General Meeting stating the object of the meeting and within seven days of receipt of any such requisition the Secretary shall, in consultation with the President or the Committee as may be considered necessary, call such a Special General Meeting at a date not more than four weeks from the date of receipt of the requisition. If the Secretary refuses or fails to summon such a meeting within a period of seven days, the Members signing the requisition may themselves summon such a meeting.

23. By-Laws:

The Committee may make, repeal and amend such regulations or by-laws not repugnant to the Articles in this constitution, as they may from time to time consider to be for the benefit of the Club. Such regulations or by-laws or alterations thereto shall be posted on the Notice Board of the Club or sent to Members as soon as convenient after the making thereof.

24. Disputes and Grievances:

- (a) Disputes, complaints, or grievances may arise while playing the game or otherwise, between two Members or more generally on any decisions of the Committee or its office bearers or in relation to any other matter relating to the functioning of the Club.
- (b) Most of these could be resolved as and when they arise using established rules, and well accepted procedures.
- (c) If not satisfied, the aggrieved Member can refer the matter on to the Committee.
- (d) The Committee may outright reject a grievance or complaint in some circumstances, such as where the matter is trivial or appears to be without foundation or the complainant has an insignificant interest in the matter.
- (e) The Committee, if it decides to do so, will investigate any dispute or grievance referred to it.
- (f) The investigation will adhere to the principles of fair-play and due and fair processes including asking for, receiving and considering the explanations from the concerned parties either in writing, or by e-mail, or in person.
- (g) The decision of the Committee will be communicated to the aggrieved member who will have the right to appeal the decision.
- (h) Upon receipt of the appeal the Secretary will post it for consideration at a General Meeting otherwise scheduled to be held at least 14 days after the date of appeal, or if the Committee so decides, at a Special General Meeting to be called for this purpose within 30 days of receiving the appeal.
- (i) The decision of the General Meeting will be final and binding on all concerned.

25. Honoraria:

The Club may pay such Honoraria as the Annual General Meeting, on the recommendation of the Committee, may approve.

26. Alterations to the Constitution:

- (a) No Article in this constitution shall be amended or repealed and no clause added save by two-thirds majority of the Members present and voting at a General Meeting of the Club.
- (b) Except where an alteration in the constitution is proposed by the Committee, notice of the intention to propose any amendment or repeal of any Articles or the making of a new Article shall be given to the Secretary by the Member making the proposal at

least twenty-eight days before the General Meeting at which such Member intends to bring forward his/her proposal.

- (c) The provisions and effect of this Article shall not be removed from this document and shall be included into any document replacing this document.

27. Inspection of the Constitution:

Any Member may access the Constitution which will always be available on the Club website or on request from the Secretary.

28. Dissolution:

- (a) The Club may be voluntarily wound up in accordance with the Incorporated Societies Act, 2022, by a resolution passed by two thirds of the Members present at a General Meeting called for this purpose, to take effect from the date specified in the resolution. Any such resolution must be confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty days after the passing of that resolution.
- (b) If upon the winding-up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other organisation or body having objects similar to those of the Club or to some other non-profit organisation, within New Zealand.

29. Residual Matters:

- (a) Whether explicitly stated in this document or not, the Club will fully comply with all provisions of the Incorporated Societies Act, 2022.
- (b) The Club will maintain a website which will include electronic copies of this document, minutes of General and Committee meetings, names and contact details of Committee Members, physical and e-mail address of the Club and other details as the Committee from time to time may decide to include.
- (c) All procedures, processes, traditions, and conventions relating to or within the Club which are not contrary to any Articles in this constitution and in vogue at the time of this document coming into force, will continue to be practised until they are amended by a due process.
