

# CONSTITUTION AND RULES OF THE ASHBURTON BRIDGE CLUB INCORPORATED

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## 1. NAME

The name of the Club is The Ashburton Bridge Club Incorporated (in this constitution referred to as the Club)

## 2. REGISTRATION OF CHARITABLE STATUS

The Club is registered as a charitable entity under the Charities Act 2005.

## 3. DEFINITIONS

‘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.

‘President’ means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Club.

‘Committee’ means the Club’s governing body, as elected in Rule 18.

‘Constitution’ means the Rules in this document.

‘Vice President’ means the Officer elected or appointed to deputise in the absence of the President.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Club.

‘Interested Member’ means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

‘Matter’ means—

the Club’s performance of its activities or exercise of its powers; or  
an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Club.

‘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.

‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a person who is a member of the Committee

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

‘Rules’ means the rules in the constitution of the Ashburton Bridge Club.

‘Secretary’ means the Officer responsible for the matters specifically noted in this Constitution.

‘Working Days’ mean as defined in the Legislation Act 2019.

#### 4. PURPOSES

The purposes of the Club are those charitable objects and purposes which are recognised by the Courts of New Zealand, and include:

- (a) Teaching and providing amenities, facilities and equipment for playing the game of bridge;
- (b) Promoting bridge tournaments, competitions and matches and providing for the control, administration and management of bridge sessions and events; and
- (c) The provision and maintenance of premises considered necessary, desirable or convenient for the advancement of such objects.

#### 5. AFFILIATION

The Club is affiliated as a member of New Zealand Bridge Incorporated ("NZ Bridge"), being the governing organisation responsible for the management, control, administration and regulation of bridge in New Zealand. The Club shall seek to comply with any requirements imposed from time to time for membership of that organisation so as to continuously maintain such affiliation and the benefits of such membership. All members of the Club are, by virtue of that affiliation, also bound by the provisions of the rules of NZ Bridge to the extent the same apply to members of affiliated Clubs participating in the game of Bridge.

## 6. REGISTERED OFFICE

The registered office of the Club shall be 79 Alford Forest Rd, Ashburton, 7700 (or at such other place as is determined by the Committee from time to time).

## 7. CONTACT PERSON

A contact person shall 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.

## 8. NOTICES

Any notices required to be given to Members shall be displayed on the noticeboard at the Club rooms and emailed to members. Notices may be available on the Club website.

## 9. MEMBERSHIP

The Club shall maintain the minimum number of Members required by the Incorporated Societies Act 2022.

(a) The Members of the Club shall be:

- 1) Life Members
- 2) Ordinary Members
- 3) Youth Members

(b) Life Members shall be persons whom the Club desires to honour and shall be elected in accordance with Rule 11. A Life Member is not liable to pay any Club subscription and is entitled to all the privileges of the Club.

(c) Ordinary Members shall be elected to Membership under Rule 12.

(d) Youth Members shall have the playing rights of ordinary Members while under the age of 26 years. The subscription due for such membership will be half the normal subscription to the Club. They shall have no right to vote or hold office unless they become Ordinary Members and pay full fees.

(e) A Member shall cease to be a Member if he or she has:

- 1) Resigned
- 2) Failed to pay a timely subscription despite reminders
- 3) Died, or
- 4) Been subject to action as outlined in Rule 14.

## 10. REGISTER OF MEMBERS

(a) The Secretary shall keep a register of Members which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members. This will be updated regularly, both in hard copy and electronically.

(b) If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

(c) Each Member shall provide such other details as the Committee requires.

(d) Members shall have reasonable access to the membership register.

## 11. ELECTION OF LIFE MEMBERS

Recommendations for election to life membership can be made only by the Committee and shall require the approval of three-quarters of the votes cast in a secret ballot at a general meeting, due notice of the recommendation having been given in accordance with Rules 29(b) or 30(b).

## 12. ELECTION OF ORDINARY MEMBERS AND YOUTH MEMBERS

Every applicant for membership must consent in writing to becoming a Member.

The election of Ordinary Members and Youth Members shall be governed by the following regulations:

(a) Every candidate for ordinary or youth membership shall sign the membership application form prescribed by the Committee;

(b) Every candidate shall be proposed by one Member and seconded by another on a form approved by the Committee;

(c) All such nominations shall be provisionally approved by the Committee;

(d) The name and address of each candidate who has received the pre-approval of the Committee together with the names of his or her proposer and seconder shall be posted in the Club rooms for a least 5 Working Days;

(e) Subject to no objections to such candidate being received, or if received being considered by the Committee to be insufficient or unwarranted, such candidate shall be elected by the Committee as soon as may be practicable thereafter and shall become a Member of the Club; and

(f) Every new Member shall be notified by the Secretary, and shall be bound by the Rules and bylaws of the Club.

### 13. RESIGNATION OF MEMBERS

Notice of resignation from membership shall be given to the Secretary in writing. A Member who has not resigned before the end of the financial year shall, at the discretion of the Committee, be liable for the subscription and any levies for the ensuing year.

### 14. DISCIPLINE, SUSPENSION OR EXPULSION OF MEMBERS

(a) The Committee has the power to censure, suspend from membership for a period, or expel any Member. The Member shall be given full opportunity to offer an explanation and otherwise be treated in manner consistent with the requirements of natural justice.

(b) Any Member expelled under Rule 14(a) has the right to appeal, by delivering a notice in writing to the Secretary to that effect within 3 months from the date of expulsion, to a special general meeting to be convened within 30 days of the date of delivery of such notice at which a majority of two-thirds of those present may reverse the Committee's decision and/or in the alternative censure or suspend the Member from membership for a period.

(c) Notwithstanding the provisions of Rules 14(a) and 14(b) the Committee also has the power to refer any matter, allegation, or complaint of conduct, discipline or dispute that it considers sufficiently significant, concerning or important to the Board of

Management of NZ Bridge for enquiry, investigation and/or determination by the Board's appropriate Standing Committee, and in the event any such referral is accepted by the Board for that purpose the Committee shall abide any consequent verdict, decision or determination as the case may be.

## 15. DISPUTE RESOLUTION:

Meanings of dispute and complaint

(a) A dispute is a disagreement or conflict involving the Committee, and/or any of its Officers and/or Members. Any disagreement or conflict may be between any combination of the three parties above.

(b) Complaints must be in writing in the form of a letter, email or report addressed to the Secretary. Anonymous complaints will not be accepted.

(c) The Club acknowledges that all parties have a right to be heard and that any complaint or dispute must be handled independently and impartially in a manner consistent with the rules for natural justice. The Club will follow Schedule 2 of the Act in setting up an appropriate response to any complaint received or dispute that develops.

(d) In the interests of clarity, disputes involved in the playing of bridge are covered by "The Laws of Duplicate Bridge", published by the World Bridge Federation, and by the "New Zealand Bridge Manual", published by NZ Bridge.

(e) The Club has an established Dispute Resolutions policy which will be routinely reviewed.

## 16. ANNUAL SUBSCRIPTIONS

(a) Annual subscriptions shall be determined by the Committee in office in the preceding financial year.

(b) Subscriptions are due on the 1st day of January. If paid on or before the 28th day of February following, the subscription shall be reduced by such an amount as may be determined the Committee.

(c) The annual subscription for new Members is payable on or within 30 days of election to membership of the Club—if not paid the membership may be cancelled at the discretion of the Committee. A Member elected after the first three months of the financial year shall pay a first subscription based on a pro-rata basis.

(d) Any Member whose subscription remains unpaid three months after the beginning of the financial year shall cease to be a Member of the Club but shall still be liable to pay the subscription in arrears.

(e) The Committee may on such grounds as it thinks fit remit wholly or in part any fees, subscriptions, levies or penalties due by any Member or may grant time for payment of the whole or part thereof.

## 17. COMPOSITION OF THE COMMITTEE

(a) Committee members shall be:

President, Vice-President, a Secretary, and a Treasurer, the immediate past President (who shall be a member of the Committee ex officio) and six other Officers.

(b) All general meetings of the Club and all Committee meetings shall be chaired by the President or, in the President's absence, by the Vice-President. In the absence of both of them the meeting shall elect one of their number to fill the chair.

## 18. ELECTION OF OFFICERS

(a) An Officer must:

- 1) Act in good faith and in the best interests of the Club
- 2) Exercise powers for proper purposes only
- 3) Comply with the Act and the constitution
- 4) Exercise reasonable care and diligence
- 5) Not create a substantial risk of serious loss to creditors
- 6) Not incur an obligation the Officer doesn't reasonably believe the Club can perform.

(b) Every Officer must be a natural person who —

- 1) is a financial Member of the Club
- 2) has consented in writing to be an Officer of the Club, and
- 3) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Club.

Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the Club.

(c) The annual general meeting shall elect the Officers along with anyone appointed under Rules 18(f) or 18(g). Officers shall be elected until the next AGM.

(d) Written nominations for election on the approved form, signed by two financial Members and including the written consent of the nominee, shall be lodged with the Secretary at least 7 Working Days before the annual general meeting.

(e) Particulars of nominations shall be posted in the Club rooms upon receipt.

(f) If the names proposed exceed the number required, a ballot shall be taken at the annual general meeting.

(g) In the absence of sufficient valid nominations being received and remaining current at the date of the annual general meeting, nominations for any vacancies remaining may be made from the floor.

(h) If a vacancy on the Committee occurs between annual general meetings, the Vice-President shall fill a vacancy in the position of President, and any other vacancy may be filled by appointment by the Committee. The Committee may continue to act despite any vacancy.

(i) The Committee may be removed from office at a special general meeting called specifically for that purpose and a new Committee and Officers shall be elected from those present on verbal nominations at the same meeting.

(j) An Officer shall be removed as an Officer by resolution of the Committee or the Club where in the opinion of the Committee or the Club —

- 1) The Officer elected to the Committee has been absent from 4 committee meetings without leave of absence from the Committee, or
- 2) The Officer has brought the Club into disrepute, or
- 3) The Officer has failed to disclose a conflict of interest, or
- 4) The Committee passes a vote of no confidence in the Officer.

## 19. MANAGEMENT BY THE COMMITTEE

(a) From the end of each annual general meeting until the beginning of the next, the Club shall be administered, managed and controlled by the Committee, which shall be accountable to the Members for the implementation of the policies of the Club as approved by any general meeting and having regard to the best interests of the Club.

- (b) The Committee may engage employees on such terms and with such powers as it thinks desirable.
- (c) Other than matters required by law or by these Rules to be decided by the Club in general meeting, the Committee shall do all things in the exercise of the Club's powers and management.
- (d) The Committee shall meet at such times and places as it may determine and otherwise where and as convened by the President, including online or telephone conferences.
- (e) The Committee may co-opt any Member to the Committee for a specific purpose for a limited period.
- (f) The quorum for Committee meetings is a simple majority of the number of Officers.
- (g) Only Officers elected under Rule 18(c) or appointed under Rules 18(g) or 18(h) or co-opted under Rule 19(e) and also who are participating in the meeting by Rule 19(d) shall be counted in the quorum and be entitled to vote.
- (h) The Committee may appoint sub-committees consisting of such Members as it thinks fit and with or without power to co-opt. The President shall ex officio be a member of all subcommittees.
- (i) The Committee may act by resolution approved by more than half the Officers present. In the case of an equality of votes, the chairperson shall have a deliberative and casting vote in addition to any other vote he or she may be entitled to exercise.
- (j) The Committee shall make by-laws consistent with these Rules for any matter affecting Members and the management of the Club.
- (k) These Rules, any by-laws, the resolutions of general meetings, the decisions of the Committee on the interpretation of these Rules, and all actions taken by the Committee in accordance with these Rules, and on matters not provided for in these Rules, shall be final and binding on all Members.
- (l) Each Officer shall immediately on resigning or ceasing to hold office deliver to the Secretary all books, papers and other property of the Club.
- (m) The Committee shall maintain a register of interests disclosed by Officers.

## 20. STATUS AND PLAYING RIGHTS OF MEMBERS

The Committee may appoint a sub-committee chaired by a Committee member to decide Members' playing grades. The number of grades and of Members allotted to each grade will be determined by the Committee, and any such grading sub-committee shall act from time to time to grade, classify and periodically re-classify all players consistent with the Committee's determination. Should a member of the grading sub-committee not be available at any time the Committee may appoint a substitute. The grading sub-committee shall make recommendations to the Committee and in conjunction with it decide the grading of Members. No question concerning the grading of individual Members shall be discussed at any Committee meeting other than in manner provided under this Rule.

## 21. RECORDS

(a) The Secretary shall record the minutes of all general meetings and Committee meetings, and all minutes when confirmed by a subsequent meeting and signed by the chairperson of that meeting shall prima facie be evidence that that meeting was duly called and that the minutes are a true and correct record of what occurred at the meeting. Minutes for sub-committee meetings will be recorded, when so required by the Committee.

(b) The Committee shall hold the Club's records, documents, and books at the Club rooms.

## 22. TREASURER

The functions of the Treasurer shall include:

- (a) Keeping such books of account as may be necessary to provide a true record of the Club's financial position;
- (b) Preparing budgets and reporting on the Club's financial position to each Committee meeting;
- (c) Presenting an annual statement of accounts (statement of financial performance and statement of financial position) to the annual general meeting;
- (d) Supervising all the financial affairs of the Club;
- (e) Maintaining a bank account;
- (f) Ensuring that money received is deposited within 10 working days of receipt.

## 23. FINANCIAL YEAR

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

## 24. MAJOR TRANSACTIONS

For the purposes of this Rule, a major transaction involves assets or obligations that are greater in value than half of the Club's current monetary assets. Major transactions shall be referred to a special general meeting or annual general meeting of Members. In all other matters the Committee may purchase, take on lease or otherwise acquire real and personal property of every description and generally act in all matters which may be thought necessary or expedient for the attainment of any of the purposes of the Club, and may sell, exchange, lease, let, hire out, sub-let or otherwise dispose of or deal with the same or any part thereof and may build on any land and may repair, alter, improve, or otherwise deal with any building.

## 25. FINANCE AND ACCOUNTS

(a) The Committee shall set playing fees from time to time and may impose additional fees for visitors to the Club and other charges as it may decide.

(b) Moneys belonging to the Club shall be deposited in bank accounts under such conditions as the Committee decides. The Committee shall also give such directions as it may consider desirable for the payment of accounts. Authorities for payment shall be signed by two persons, including the Treasurer and/or Secretary and another appointed by the Committee for that purpose. The Committee shall ensure that proper books of account are kept.

(c) At the annual general meeting the Committee shall submit a statement of accounts of the Club as at 31<sup>st</sup> December and an account of the income and expenditure for the period, such accounts to be reviewed by a financial reviewer appointed under Rule 27.

(d) Any financial transaction involving a Committee member must be fully disclosed and the Member must not vote on the issue.

## 26. PAYMENTS TO MEMBERS

No Member shall derive any personal pecuniary benefit from membership of the Club.

## 27. FINANCIAL REVIEWER

A financial reviewer shall be elected at each annual general meeting, and shall not be a member of the Committee. Any vacancy occurring during the year in the office of financial reviewer shall be filled by the Committee.

## 28. VISITORS

(a) Non-members who are not affiliated to NZ Bridge may play at the Club on payment of such fees as the Committee may decide from time to time, but no such person shall play at the Club more than five times in one year.

(b) Non-members who are affiliated to NZ Bridge shall be entitled to play at the Club on payment of the current table fees.

## 29. ANNUAL GENERAL MEETING

(a) The annual general meeting shall be held each year on a date fixed by the Committee, and no later than five months after the end of the financial year.

(b) At least ten working days' notice of this meeting shall be given to Members, in accordance with Rule 8.

(c) Notice of Motion must be received ten Working Days before such meeting.

(d) The following shall be presented at each annual general meeting:

- 1) The President's report.
- 2) The Annual Financial Statements and Financial Reviewer's Report.
- 3) Notice and details of any disclosures of conflicts of interest made by Officers during the preceding period.

In addition the following is required at each annual general meeting:

- 4) Appointment of a Financial Reviewer
- 5) Election of Officers for the year; and
- 6) Transacting any other business submitted to the meeting.

### 30. SPECIAL GENERAL MEETINGS

(a) The Committee shall call a special general meeting:

- 1) whenever it considers it in the interests of the Club to do so, or
- 2) upon receipt of a requisition to do so signed by more than 10 Members and stating the business of the meeting.

(b) Notice of any business to be considered at any special general meeting must be given at least ten Working Days before the meeting and in the case of a meeting called under Rule 30(a)(ii), the meeting must be held within 30 working days of the receipt of the requisition.

(c) At any special general meeting no business shall be transacted other than that stated in the notice convening the meeting.

### 31. VOTING AT GENERAL MEETINGS

(a) Unless the Rules determine otherwise, the chairperson shall determine whether voting on any given motion at a general meeting shall be conducted by a show of hands or by a ballot. However, if any Member demands a ballot before voting by a show of hands has begun, voting must be by ballot.

(b) Two Members (who are not nominees) appointed by the meeting shall act as scrutineers for the counting of votes and destruction of any voting papers.

(c) The chairperson shall have a deliberative and casting vote in addition to any other vote they may be entitled to exercise.

### 32. QUORUM

At all general meetings 15 Members or one-half of the Club' current Members, whichever is the lesser, shall form a quorum. If there is not a quorum present 15 minutes after the time set down for the meeting, the meeting shall be adjourned and immediately reconvened. At the reconvened meeting if there is no quorum within 15 minutes the Members present shall either adjourn the meeting or the meeting can then transact its business if three-quarters of those present agree.

### 33. ALTERATION TO THE CONSTITUTION

No alteration, addition or deletion shall be made to these Rules except at an annual general meeting, or a special general meeting called for that purpose. Particulars of any proposed changes must be given in the notice convening the meeting. The votes of three-fifths of those Members present on that occasion are required to effect any change.

### 34. DISTRIBUTION OF SURPLUS ASSETS

In accordance with the Incorporated Societies Act 2022, or any law in substitution for that act, Members present at a general meeting of the Club may resolve that the Club be dissolved as from a date specified in that resolution. Any such resolution must be confirmed at a subsequent special general meeting called for that purpose, and held not earlier than 30 working days after the passing of the resolution. Members shall direct, after all debts of the Club have been paid, the method of disposition of the funds and property of the Club after its dissolution to any similar charitable society in New Zealand.

This constitution was adopted at the Annual General Meeting on 19 March 2025.