



# Rules of The Hamilton Contract Bridge Club Incorporated

## September 2023

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# Rules of The Hamilton Contract Bridge Club Incorporated

**Last updated - September 2023**

## 1. Name

The name of the Club is **Hamilton Contract Bridge Club Incorporated** (“the Club”).

## 2. Registration

The Club is registered under the Incorporated Societies Act 1908.

## 3. Objectives

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

- a. Teaching and providing amenities, facilities and equipment for playing the game of contract bridge and for any other like purpose that its members may decide.
- b. Promoting contract 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.

## 4. 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 regulations of Contract Bridge in New Zealand.

- a. 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.
- b. 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 Contract Bridge.

## 5. Notices

**These rules, the by-laws and any notices required to be given to the members or correspondence received from Club members can be delivered by the following:**



- a) to the membership
  - i. delivering it to the recipient
  - ii. letter addressed to the recipient's last known postal address; **or**
  - iii. by notice on the notice board at the Club rooms; **or**
  - iv. by email addressed to the recipient's last known email address; **or**
  - v. by notice on the Club's website or Facebook page.
- b) from the membership
  - i. delivering them to the Club Secretary or Committee; **or**
  - ii. posting them to the Club's address; **or**
  - iii. delivery securely to the Club's premises; **or**
  - iv. an email addressed to the Club secretary
- c) Notices shall be deemed to be given at the time they reasonably would be expected to be received at their destination having regard to the mode of delivery.
- d) Notices involving legal proceedings delivery can be determined by the court having jurisdiction in the proceeding but cannot be delivered by a) iii. , iv. , or v. or b) iv.
- e) Copies of Notices will be provided on written application to the Secretary.

## 6. **Membership**

The members of the Club shall be:

- i. Life members
  - ii. Ordinary members
  - iii. Youth members
  - iv. Country members
  - v. Honorary members
- a) Life members shall be persons the Club desires to honour and shall be elected in accordance with rule 7. A Life Member is not liable to pay any Club subscription and is entitled to all privileges of the Club.
  - b) Ordinary and Youth members shall be elected to membership under rule 8.
  - c) Youth members shall have the playing rights of ordinary members while under the age of 25 years and not in full-time employment. They shall not be entitled to vote at any meeting of the Club or hold office unless they become Ordinary members.



- d) Country members being persons who live more than 35 kilometres from the premises of the Club shall be eligible to play up to 10 sessions per year. They shall not be entitled to vote at any meeting of the Club or hold office.
- e) An Honorary member shall be a previous Ordinary member who may apply to become an Honorary member. Such members may play at the Club 5 times during the year. They may attend General Meetings of the Club but are not entitled to vote or hold office.

**7. 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 23 (b) or 24 (b).

**8. Election of ordinary and Youth members**

- a. Every candidate for membership shall sign the membership application form prescribed by the Committee. If the candidate is approved by the Committee the application or a copy shall be posted on the noticeboard at the Club's premises for at least fourteen days.
- b. At its first meeting after the conditions in rule 8(a) are satisfied, the Committee shall consider the election of the candidate, and if approved, the candidate shall become a member of the Club.
- c. Every new member shall be notified by the Secretary and shall then be bound by the rules and by-laws of the Club.

**9. 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 is liable for the subscription for the ensuing year.

**10. Discipline and/or suspension of members**

- a. The Committee has the power to censure, suspend from membership for a period, or expel any member, but the member shall be given full opportunity to offer an explanation and otherwise treated in a manner consistent with the requirements of natural justice.
- b. Any member expelled under rule 10 (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 the 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 the membership for a period.
- c. Any member whose subscription remains unpaid for three months shall be deemed to be 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 the Club's financial year the person concerned shall cease to be a member of the Club but shall still be liable to pay the outstanding subscription.

- d. Notwithstanding the provisions of sub-clauses (a) and (b), the Committee also has the power to refer any matter, allegations, 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.

#### 11. **Annual subscriptions**

- a. Annual subscriptions which shall be approved at the Annual General Meeting shall be determined by the Committee in office prior to the Annual General Meeting and shall include provision for the NZ Bridge levy payable in respect of each member unless the member has a current membership with another Bridge Club affiliated with NZ Bridge and has nominated that Club as their "home club" as provided under the NZ Bridge constitution.
- b. Subscriptions are due by the 31<sup>st</sup> day of March each year.
- c. The annual subscription 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 31 March in any year shall pay a first subscription calculated on a pro rata basis.

#### 12. **Officers**

- a. The officers of the Club shall be the President, Vice President and Immediate Past President who shall be members of the Committee ex officio.
- b. No person shall hold the office of President for more than two (2) consecutive years, but this shall not prevent any ex-President from being re-elected after that person has been out of office for at least two (2) years.
- c. 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.

#### 13. **Election of Officers and Committee**

- a. Only financial members of the Club are eligible for election as an officer and/or Committee member.
- b. The Annual General Meeting shall elect the President and Vice President and six (6) other members all of whom with anyone appointed under rule 13 (e) or co-opted under rule 14 (e) shall be the Committee.



- c. 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 seven (7) days before the Annual General Meeting.
- d. At least seven (7) days before the Annual General Meeting, the Secretary shall post on the noticeboard a list of nominees together with such information (not exceeding one side of an A4 sheet of paper) as may be supplied in support of each nomination.
- e. 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.
- f. The Committee shall appoint a Treasurer at its first meeting following the Annual General Meeting. The Treasurer may be an elected Committee member or a person co-opted by the Committee to fulfil this role.

#### 14. **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. **A minimum 3 working days prior notice for meetings is required with notice of meetings being provided to all committee members. Should a regional or national "lockdown or other notice" be issued by the current Government making it impossible to hold a face-to-face meeting of the Executive Committee then a substitute meeting may be held on-line using an electronic technology such as "Zoom" or "Teams". The part of the meeting confirming decisions is to be recorded using the features inbuilt in this technology. If the above recording technology is not available, then Email may be used to approve and then record payment approvals or other matters as required to be actioned by the Committee. The rules elsewhere in this document defining quorums will still apply.**
- e. The Committee may co-opt any member to the Committee for a specific purpose for a limited period. **This co-opting is limited to 2 additional members at any one time with the term of all members co-opted being ended at the next AGM.**
- f. **The committee may co-opt a member to the committee to maintain the quorum on receipt of a letter from a registered medical practitioner confirming a committee member is unable to carry out their duties on the committee. This period of non-availability must exceed 1 month and result in missing 2 or more committee meetings. On return of the member to the committee**



meetings the co-opted member may attend as needed at the next meeting before their service to the committee terminates.

- g. The quorum for Committee meetings is the greater of five (5) or half the number of committee members plus the number co-opted onto the committee ( rounded up as required ).
- h. Only Committee members elected under rule 13 (b) or co-opted under rule 14 (e) or 14 (f) who are present in person shall be counted in the quorum and be entitled to vote.
- i. 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 sub-committees.
- j. The Committee may act by resolution approved by more than half the members present. In the case of equality of votes, the Chairperson shall have a deliberative and casting vote.
- k. The Committee shall make by-laws consistent with these rules for any matter affecting members and the management of the Club.
- l. 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.
- m. Each officer or Committee member shall immediately on resigning or ceasing to hold office deliver to the Secretary all books, papers and other property of the Club.

#### 15. **Secretary**

The Committee shall appoint as Secretary, a person to be responsible to the Committee for secretarial functions and may employ that person on terms determined by the Committee.

- a) If the Secretary is an employee, the position will include responsibility to act at all times in accordance with the decisions of the Committee in administration of the affairs of the Club.
- b) The Secretary shall attend meetings of the Committee but unless elected to the committee by the Club membership does not have voting rights.
- c) Should the Secretary be an employee of the Club then the “Minimum Rights of an Employment” that MBIE (NZ) publish in “Employment New Zealand” or equivalent shall apply to the secretary.

#### 16. **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.
- b. The Committee shall hold the Club’s records, documents, and books at the Club’s premises.



- c. The secretary shall keep an up-to-date Register of Members recording information as required by these rules and the Club or as prescribed under the Act. Typically this will be limited to name, contact details and date of joining along with the members agreement to accept office.

#### 17. **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; and
- b. Preparing budgets and reporting on the Club's financial position to each Committee meeting; and
- c. Presenting an annual statement of accounts (statement of financial performance and statement of financial position) to the Annual General Meeting; and
- d. Chairing the finance sub-committee; and
- e. Supervising all the financial affairs of the Club.

#### 18. **Club Captain**

The Committee may appoint a member of the Club to be the Club Captain to act as a liaison between the Committee and the members and to carry out such functions as the Committee may decide. **The Club Captain can attend committee meetings except those held "in Committee" or any part of a committee meeting held "in Committee".**

#### 19. **Financial year**

The financial year of the Club begins on the 1st day of November in each year, and ends on the 31 October.

#### 20. **Major transactions**

The officers of the Club, without any restriction whatsoever, may decide if any proposed transaction is a major transaction and this decision shall be final in every respect. Major transactions shall be referred to a general or special 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 objects of the Club, and may sell, exchange, lease, let, hire out, sub-let, mortgage 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.





However, notwithstanding the above paragraph any transaction greater in value than \$20,000 either in cash or equivalent value is a Major Transaction and requires the prior approval of the membership at either an AGM or SGM to proceed

## 21. 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. All monies paid into the Club shall be recorded and be paid into the account(s) of the Club at any one of the trading banks with a branch in Hamilton as the Executive Committee may, from time to time determine. Cash payments from bridge sessions, Club events, bridge tournaments and other events are to be paid into the Club account.
- c. Two (2) signatures shall be required to operate the Club bank account(s) and any other account. Such signatories will include the Treasurer and two Committee Members, appointed by the Committee, any two of whom may provide this approval. The method signatories use to approve a payment will be the best practice currently used by the Club's bank using on-line internet banking.
- d. The secretary will process / prepare the list of invoices required for payment and bring them to committee meeting for approval to pay.
- e. The Committee may, from time to time, invest and re-invest, in a NZ bank the whole or any part of the funds of the Club which shall not be immediately required for the purposes of the Club.
- f. The preferred method of managing the Club's financial transactions is via on-line internet banking on a secure web site with the use of dual authority for financial control. **Cash payments are only to be used when the use of on-line banking is not possible.**
- g. The Committee **MAY NOT** borrow any sum of money that it may think necessary or expedient, without the previous authority of a resolution of the members passed at an Annual General Meeting or a Special General Meeting called for that purpose. However, the Committee may without such authority renew any existing borrowing for the purpose of replacing any existing borrowing or debenture.
- h. The Committee shall ensure that proper books of account are kept. At the Annual General Meeting the Committee shall submit a statement of accounts of the Club and balance sheet for the preceding financial year.
- i. The Committee shall not be required to have the accounts of the Club audited unless required by the applicable Act. However, by a majority vote at an AGM the membership may require the committee to have the accounts reviewed and reported on by a competent person after the accounts are complete.

## 22. Payment to members

Except as provided for in this clause, no member shall derive any personal pecuniary benefit from membership of the Club, however, should income be paid to any member, then such



income shall be reasonable and relative to that which would be paid in any arm's length transaction (being open market value) **provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.**

**22a. Conflicts of interest**

An Officer or a member of the Committee and/or member of a sub-committee who is an Interested Member in respect of any matter being considered by the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- a. to the Committee and or sub-committee; and
- b. in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.

A member of the Committee and/or sub-committee who is an Interested Member regarding a matter—

- a. must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c. may take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, a member of the Committee and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent (50%) or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent (50%) or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter

**23. Annual General Meeting**

- a. The Annual General Meeting shall be held in November each year on a date fixed by the Committee.
- b. At least fourteen (14) days' notice of this meeting shall be given to members.
- c. The business of the Annual General Meeting shall be:



- i. To receive the President's and Treasurer's reports and a statement of accounts and balance sheet for the preceding financial year.
- ii. To elect the Committee;
- iii. To fix subscriptions;
- iv. To award prizes;
- v. To consider any business of which fourteen (14) days prior written notice has been given to the Secretary;
- vi. To discuss any general business

#### 24. **Special General Meeting**

- a. The committee shall call a Special General Meeting:
  - i. Whenever it considers it in the interests of the Club to do so; or
  - ii. Upon receipt of a requisition to do so signed by the lessor of 15% (rounded up) of the membership or 30 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 24(a) (ii), the meeting must be held within 30 days of the receipt of the requisition.
- c. If less than 70 percent of the Members signing the request under rule 24(a) (ii) are present at the meeting, the meeting may vote to have the reason(s) for calling the meeting void.
- d. At any Special General Meeting no business shall be transacted other than that stated in the notice convening the meeting.

#### 24a. **Committee Meeting**

- a. The Committee shall meet monthly (but may by agreement only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair/President or Secretary.
- b. The Committee and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and documented at the time of the resolution approval and then any such resolution(s) shall be recorded in the minutes of the next Committee meeting.
- c. Any decisions made when a quorum is not present are not valid.



25. **Voting**

- a. At all general meetings, voting shall be on a show of hands or a ballot shall be conducted in such a manner as the Chairperson shall determine. In the event of any vote being tied, the Chairperson shall have a second and casting vote.
- b. Two members appointed by the meeting shall act as scrutineers for the counting of votes and destruction of any voting papers.
- c. All members present (other than Youth, Country and Honorary members) will be entitled to one vote.

26. **Quorum**

At all **Annual General or Special General** Meetings, the lessor of 15% (rounded up) of the membership or 30 members of the Club's current members shall form a quorum.

- a. **If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved**
- b. **In any other case it shall stand adjourned to a day, time and place determined by the Chair/President, and if at such adjourned meeting a quorum is not present those present in person shall be deemed to constitute a sufficient quorum.**
- c. **Any decisions made when a quorum is not present are not valid.**

27. **Alterations to rules**

No alterations, additions or deletion shall be made to these rules except at a Special General Meeting called for that purpose.

- a. **Particulars of any proposed changes must be given in the notice conveying the meeting. At least 14 Working Days before the Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.**
- b. The votes of two-thirds of those members present on that occasion are required to effect any change.
- c. **No addition to, deletion from or alteration of the organisation's ( the Club ) rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.**
- d. **When an amendment is approved by a Special General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.**
- e. **All former versions of the rules are hereby revoked from the date of registration.**



28. **Dissolution**

In accordance with the Incorporated Societies Act 1908, 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 thirty (30) 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 dissolution to any similar charitable society in New Zealand.

On winding up or dissolution of the organisation any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:

- a. applied to a purpose in line with the organisation's objects, or
- b. given or transferred to another not-for-profit sporting organisation or a registered charity

29. **Common seal**

The common seal of the Society must be kept in the custody of; the Secretary

The common seal may be affixed to any document:

- a. by resolution of the Committee, and must be countersigned by 2 Committee Members or by 1 Committee Member and; the Secretary
- b. by such other means as the Committee may resolve from time to time.



**We, the undersigned certify these rules have been altered in accordance with the society's rules and the altered rules as presented here have been endorsed at a Club meeting which met the requirements for a rule change**

President: (Name / signature) \_\_\_\_\_

Member: (Name / signature) \_\_\_\_\_

Member: (Name / signature) \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ in the year 2023

**N.B. :** reasoning behind the differing text colours as used in this version of document

Magenta text - added at the request of the IRD

Red text – additions / alterations to 2017 Constitution

Black Text – original Constitution from 2017 version