

NEDLANDS BRIDGE CLUB (INCORPORATED)

CONSTITUTION

(hereinafter referred to as the 'Rules')

1. NAME

The name of the association shall be Nedlands Bridge Club (Inc.), hereinafter called 'the Club'.

2. OBJECTS

The objects of the Club are:

- 2.1 To promote and encourage the game of contract bridge;
- 2.2 To provide opportunities for people to learn to play bridge and to develop their bridge skills;
- 2.3 To maintain associate membership of the Bridge Association of WA and affiliation with the Australian Bridge Federation.
- 2.4 To provide an harmonious atmosphere for all social and competitive members, irrespective of age or ability;
- 2.5 To provide and maintain suitable premises and amenities for the activities of the Club and the enjoyment of the members.

3. NON PROFIT

- 3.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club. No portion of the income or property shall be paid or otherwise distributed, directly or indirectly to any member of the Club, except in good faith in the promotion of those objects or purposes.
- 3.2 A payment may be made to a member out of the funds of the Club only if it is authorised under Rule 3.3.
- 3.3 A payment to a member out of the funds of the Club is authorised if it is:
 - payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club in the ordinary course of business; or
 - the payment of interest on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - the payment of reasonable rent to the member for premises leased by the member of the Club; or
 - the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.
- 3.4 The financial year of the club shall run from 1 January to 31 December.

4. MEMBERSHIP

- 4.1 Membership shall be open to all persons who subscribe to the objects of the Club and agree to comply with its Constitution and its by-laws and regulations.
- 4.2 Applicants for membership must complete and sign the application form and must be proposed and seconded by an ordinary member or a life member. The completed form must be submitted to the Secretary, accompanied by the prescribed fees, such amounts to be refunded should the application be rejected. The names of applicants for membership, together with the names of their proposers and seconders, shall be displayed on the club noticeboard for a period of 14 days before the application is either accepted or rejected by the Management Committee.

4.3 The Management Committee shall consider and accept, reject or defer such application without applying any discrimination, but shall have the right to refuse membership to any person without assigning a reason.

4.4 There shall be the following classes of persons who shall be eligible to play at the Club:

- Ordinary members
- Honorary life members
- Temporary members
- Guests of members and visitors

4.4.1 Ordinary members.

An ordinary member shall be a person who has been duly elected as provided above and has paid the prescribed fees.

4.4.2 Honorary life members

Life membership may be conferred on an ordinary member for outstanding service to the Club over a number of years, if recommended by the Management Committee and confirmed by resolution of the majority of members present and voting at a general meeting. A life member shall be exempt from payment of the annual subscription and BAWA and ABF capitation fees and shall have all the rights, privileges and responsibilities of an ordinary member.

4.4.3 Temporary members

The following persons, not otherwise being members of the Club shall be deemed to be temporary members and shall be entitled to play at the Club:

- Persons who pay fees for preliminary bridge lessons conducted under the auspices of the Club on its premises during the period of their lessons and such further period up until 31 December of the same year;

A temporary member shall not be entitled to be present at any general meeting of the Club, hold office in the Club, propose or second any application for membership, bring any guest into the Club or play in club championship events.

4.4.4 Guests of members and visitors

An ordinary member or honorary life member shall be entitled to introduce up to 5 guests to the Club on any occasions. Visitors are members of any other bridge club affiliated with the BAWA and ABF, or international visitors. A guest or visitor shall not be supplied with liquor on Club premises unless on the invitation of and in the company of a member.

4.5 Register of members

The Club shall keep a register of members in which shall be recorded the names and postal or residential addresses of all members. This register must be available for inspection at the Club's premises.

4.6 Subscriptions and Fees

4.6.1 Entrance Fees shall be determined from time to time by the Management Committee. Such fees shall be paid by the applicant for membership at the time of application for membership.

4.6.2 Annual Subscriptions shall be determined from time to time by the Management Committee. Annual subscriptions are payable in advance on the first (1st) day of January each year. No person whose subscription is in arrears on the 28th day of February shall be entitled to the privileges of membership.

4.7 Resignations

Any member wishing to resign from the Club shall give notice in writing to the President or Honorary Secretary to that effect. Upon giving the said notice the member shall cease to be a member, but without relieving him/her from any liability to the Club incurred prior to the giving of such notice.

4.8 Suspensions and Expulsions

4.8.1 The Club Recorder shall consider verbal or written complaints regarding behaviours or other issues to do with conduct at the playing table or on Club premises, and shall mediate those complaints or refer them to the Management Committee under 4.8.2 below.

4.8.2 A member who infringes the Constitution or any rules, regulations or by-laws made hereunder or having in the opinion of the Management Committee been guilty of conduct prejudicial to the interests of the Club may be reprimanded, suspended or expelled by the Management Committee, in which latter case the name of the member will be expunged from the register. A member facing expulsion shall be entitled to make a case against expulsion at a meeting of the Management Committee before the expulsion takes effect.

4.8.3 If the committee decides to expel the member, the member may, by notice in writing to the Secretary within seven (7) days of being informed of the decision of the Management Committee, refer the decision without delay to a general meeting. The decision of the Management Committee to expel shall prevail unless reversed by resolution of the majority of those present and entitled to vote at the meeting.

5. GENERAL MEETINGS

The meetings of the club shall be convened by the Honorary Secretary and shall be held as follows:

5.1 Annual General Meetings

The general meeting of the Club to be known as the Annual General Meeting (AGM) shall be held in the month of March each year at such time as the Committee may appoint. The purpose of and order of business of an AGM shall be:

5.1.1 To receive and if thought fit adopt the report of the Management Committee;

5.1.2 To receive and if thought fit adopt the Balance Sheet and Income and Expenditure Account for the Club's financial year ending on the preceding 31 December;

5.1.3 To receive and if thought fit adopt the Treasurer's Report and Auditor's Report;

5.1.4 To elect the Management Committee and Auditor for the ensuing year;

5.1.5 To transact such other business as is brought forward and of which notice shall have been given in accordance with the Constitution as if such business were business which might be dealt with at any other general meeting.

5.2 Other General Meetings

5.2.1 A general meeting other than the AGM may be called by:

- Any twenty (20) ordinary members and honorary life members requisitioning a meeting; or
- Four (4) members of the Management Committee requisitioning a meeting.

5.2.2 Upon a general meeting being requisitioned, the Honorary Secretary shall give notice to all members of the date of the meeting and the business to be discussed in the general meeting, which business shall firstly be set out in the notice to the Honorary Secretary requisitioning the meeting.

5.3 Fourteen (14) days notice shall be given of all general meetings other than a general meeting to amend the Constitution, for which twenty one (21) days notice shall be given.

5.4 At all general meetings of the Club:

5.4.1 The President shall be chair of the meeting, and in the absence of the President, the Vice-President shall act as chair.

5.4.2 In the absence of both the President and Vice-President the meeting shall elect a chair for that meeting.

5.4.3 Each member shall be entitled to cast one vote.

5.4.4 Votes shall be recorded by a show of hands.

5.4.5 A resolution put to the vote will be decided by a simple majority of votes cast.

5.4.6 The chair at any meeting shall have a second or casting vote.

5.4.7 Ten percent (10%) of the membership of the Club who are present and who enjoy voting rights shall form a quorum. If a quorum is not present within 30 minutes of the time appointed for a general meeting the meeting will be adjourned and reconvened at the same time and day seven (7) days hence. The quorum for the adjourned meeting shall be the number of members present.

5.4.8 Members who cannot attend the Annual General Meeting may appoint a proxy. Proxy forms must be received and validated by the Honorary Secretary before the commencement of the meeting.

6. MANAGEMENT COMMITTEE

6.1 The business and general affairs of the Club shall be under the management and control of the Management Committee which may exercise all the powers of the Club as are not by the rules required to be exercised by the Club in general meeting.

6.2 The Management Committee shall hold such meetings as it thinks fit, provided that not more than three (3) months shall elapse between each meeting, and minutes of the proceedings shall be entered into a minute book established for that purpose.

6.3 The Management Committee shall consist of the following:

- President
- Vice President
- Secretary
- Treasurer
- At least (4) ordinary committee members.
- The Tournament Manager and House Manager are appointments made from the members of the Management Committee.

6.4 The Management Committee shall be elected by the members at the AGM and nominations for candidates shall be submitted to the Secretary in writing, signed by the proposer and a seconder and endorsed by the candidate not less than seven (7) days before the AGM.

6.5 Management Committee members shall be eligible for re-election from year to year, but no person shall hold the office of President for more than three (3) consecutive years.

6.6 Four (4) members of the Management Committee shall form a quorum.

6.7 The President shall be chair of the Management Committee and in the absence of the

President, the Vice President shall act as chair. In the absence of both the President and Vice President, the meeting shall elect a chair for that meeting.

- 6.8 The position of any member of the Management Committee shall become vacant if that member dies, resigns or is absent from three (3) or more consecutive meetings of the Management Committee without prior leave, or ceases to be a member of the Club. The Management Committee may appoint a member of the Club to fill any vacancy on the Management Committee and such appointment shall remain valid until the election of the new Management Committee at the next AGM.

7. POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

Without limiting the power conferred upon the Management Committee by this Constitution the Management Committee shall have the power:

- 7.1 To lease, mortgage or charge any of the property or rights of the Club.

7.2 To determine who may sign bills, notes, receipts, endorsements, cheques, releases, contracts and documents on behalf of the Club

7.3 To purchase, lease or otherwise acquire for the Club any property, rights or privileges (including, without limitation, leases from any shire or local government authority) at such price (if any) and upon such other terms as may be thought fit.

7.4 To pay for any right or property acquired or any services rendered to the Club either wholly or partly in cash, or in debentures or securities charged upon all or any part of the present or future property of the Club.

7.5 Subject always to the Liquor Act:

7.5.1 To exercise full control of the purchase of the supplies of liquor to the Club and the sale supply and disposal of such liquor.'

7.5.2 To nominate from time to time a person to be responsible as manager on behalf of the Club.

7.6 To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or otherwise concerning the affairs of the Club and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Club.

7.7 To refer any claims or demands by or against the Club to arbitration and perform and observe any award following such arbitration.

7.8 To invest and deal with any monies of the Club not immediately required for the purpose of the Club upon such securities and in such manner as may be permitted by the law relating to the investment of trust funds.

7.9 To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be within the powers exercisable by the Management Committee (other than this power of delegation) as may be thought fit.

7.10 To elect members.

7.11 To determine at any time or from time to time that any temporary member, guest or visitor is not eligible to play at the Club.

7.12 To make by-laws not being inconsistent with this Constitution and at any time to repeal or amend any such by-laws.

- 7.13 To do such other things not being inconsistent with this Constitution to ensure the proper and efficient running of the Club including setting table money and bar prices.
- 7.14 To fill any casual vacancies on the Management Committee resulting from the resignation, death or removal from office of any of its members.

8. DUTIES OF OFFICE BEARERS

8.1 President

The President shall:

- Preside at all Club General Meetings and Management Committee meetings when present;
- Be responsible for the proper conduct of Club affairs as set out in this Constitution;
- Co-ordinate Club policy as approved by the Management Committee;
- Be empowered to co-opt for particular tasks;
- Be responsible for the representation of the Club at official functions when invited by kindred clubs and associations;
- Be an ex-officio member of all sub-committees and the Tournament Committee.

8.2 Vice President

The Vice President shall:

- Assist the President at all times;
- Preside at meetings in the absence of the President;
- Deputise for the President at meetings of Club sub-committees.

8.3 Secretary

The Secretary shall:

- Convene all general meetings of the Club and Management Committee meetings;
- Attend and take minutes of the above meetings;
- Manage the correspondence of the Club;
- Have custody of all documents of the Club, excluding those maintained by the Treasurer;
- Keep and maintain in an up-to-date condition the Register of Members;
- Keep and maintain in an up-to-date condition the Constitution of the Club;
- Keep and maintain in an up-to-date condition a record of the names and addresses of persons who hold the offices of the Club provided for by this Constitution, including all offices held by the persons who constitute the Management Committee and persons who are authorised to use the Common Seal of the Club;
- Perform such other duties as required by the Management Committee;
- Delegate any of the above duties if so authorised by the Management Committee to an assistant secretary.

8.4 Treasurer

The Treasurer shall:

- See that correct accounts and books are kept showing the financial affairs of the Club and the particulars usually shown in books of like nature;
- Ensure that all monies due to the Club are recovered and paid into such bank account of the Club as the Management Committee may nominate and pay out all monies approved for payment by the Management Committee;
- Report at each meeting of the Management Committee upon the Club's financial position and to advise at such meeting of default in payment of monies to the Club being monies due by way of annual subscription or otherwise;
- Produce for each AGM financial accounts for the financial year ending 31 December, such accounts having been duly audited.
- Delegate any of the above duties if so authorised by the Management Committee to an assistant treasurer.

8.5 House Manager

The House Manager shall:

- Be appointed from the committee members by the Management Committee at their first meeting after the AGM;
- Be responsible for the supply of refreshments for Club events;
- Advise the Management Committee on catering matters for Club events and special functions;
- Be responsible for the cleanliness and upkeep of all internal areas of the Club;
- Co-opt members to assist where necessary.

8.6 Tournament Manager

The Tournament Manager shall:

- Be appointed from the committee members by the Management Committee at their first meeting after the AGM;
- Advise the Management Committee on matters relating to the conduct of bridge events at the Club;
- Arrange for the education and training of tournament directors;
- Arrange for tournament directors to direct club bridge events.

9. AUDITOR

9.1 There shall be an auditor of the Club who shall be elected at an AGM of the Club and who shall hold office until the next AGM.

9.2 It shall be the duty of the auditor:

- To audit the books and accounts of the Club in accordance with proper audit practice;
- To report to the Management Committee such matters as the auditor is required to report in accordance with proper audit practice;
- To report annually on the financial affairs of the Club after the completion of each Club financial year.

10. LICENCED PREMISES

The Club and its members shall at all times comply with the requirements of the Liquor Licensing Act 1988 and any requirements or limitation imposed by the Club as a condition of the Club Licence by the Director of Liquor Licensing.

11. COMMON SEAL

11.1 The common seal of the Club shall be kept in the custody of the Secretary at the Club premises and only be affixed to any deed, instrument or other document pursuant to a resolution of the Management Committee and not otherwise.

11.2 Every deed, instrument or other document to which the seal is affixed shall be signed by the President or Vice President and shall be countersigned by the Secretary or the Treasurer.

11.3 The Secretary shall keep a seal register in which shall be recorded details of all documents to which the seal shall be affixed.

12. AMENDMENT AND REPEAL

12.1 This constitution shall not be amended, altered or repealed nor the club dissolved unless a resolution is passed by not less than two thirds of the members present at a general meeting called for that specific purpose. Notice or intention to move for any such alteration, amendment, repeal of dissolution shall be given in writing to the Secretary at least twenty eight (28) days prior to the date of the meeting, and within seven (7) days thereafter a copy

of such notice shall be sent by the Secretary to each member of the Club together with notice calling the meeting.

12.2 Within thirty (30) days of the passing of a Special Resolution amending or altering the Constitution, the Management Committee shall lodge certified copies of such resolutions with:

- The Commissioner of Corporate Affairs.
- The Director of Liquor Licensing in Western Australia.

13. DISSOLUTION

13.1 The Club may be dissolved or wound up by a resolution at any general meeting called for such a purpose.

13.2 If upon the dissolution or winding up of the Club there remain after the satisfaction of all its debts and liabilities any property whatsoever it shall not be paid to or distributed among members of the Club but shall be given or transferred either:

- to some other incorporated association having objects similar wholly or in part to the objects of the Club and which prohibits the distribution of its income and property among its members; or
- to some charitable object or objects; such association or charitable object shall be selected by the members of the Club at or before the time of dissolution or winding up provided that in default thereof or if and insofar as effect cannot be given to such determination then payment or distribution shall be as directed by a Judge of the Supreme Court.

APPENDIX A: By-Laws

1. Membership Entitlements

- Attendance at all games and entitlement to enter all Club competitions;*
- A copy of the Constitution and By-Laws;*
- Use of the Club premises and library;*
- Access to teaching facilities at concessional rates;*
- Access to Masterpoint encouragement schemes;*
- Membership of the Bridge Association of WA Inc.*

2. Laws of Duplicate Bridge

All players at all times must conform to the international Code of the Laws of Duplicate Bridge.

3. Table Moneys

Players shall have the appropriate fees, as decided from time to time by the Management Committee, ready for the collection at the beginning of duplicate sessions and at all other competitions.

4. Disputes

All disputes shall be referred to the Tournament Director who shall ensure that they are dealt with according to the procedures laid down by the Bridge Association of WA Inc.

5. Disciplinary Penalties

The Tournament Director, in addition to enforcing the Laws of Duplicate Bridge, should also assess disciplinary penalties for any offence that unduly delays or obstructs the game, inconveniences other players, violates correct procedure or requires the award of adjusted scores. Offences subject to disciplinary penalty include, but are not limited to, the following:

- 1. Tardiness, including late arrival at the start of a session or failure to take seats promptly at a subsequent round;*
- 2. Unduly slow play;*
- 3. Comparing scores with other contestants during a session;*
- 4. Touching or handling cards belonging to another player;*
- 5. Placing one or more cards in an incorrect pocket of the board;*
- 6. Any error in procedure (such as failure to count cards, playing wrong boards etc.) that requires an adjusted score for any player;*
- 7. Failure to comply promptly with tournament regulations or with any instructions from the Tournament Director;*
- 8. Failure to attend Club competitions after having entered, without an acceptable reason and prior notification;*
- 9. Any improper or discourteous behaviour.*

6. Suspensions

A player who repeatedly fails to comply with these Rules may be suspended for three (3) months from Club competitions, or may be subject to a three (3) month suspension from all Club activities.

7. Village Bridge Club

Members of the above club who play at Friday club sessions will be entitled to pay members' rate table money. For all other purposes they are regarded as visitors.