

CONSTITUTION - Bridge in the City Incorporated

1. NAME

The name of the club shall be **Bridge in the City Incorporated**.

2. DEFINITIONS

Unless stated to the contrary:-

*RULES mean the statements defining the philosophy, principles, objectives, or operational procedures of the club.

*COMMITTEE means the Management Committee of the club.

*GENERAL MEETING means the General Meeting of the Club convened in accordance with these rules.

*MEMBER means a financial member of the club.

*The ACT means the Clubs Incorporation Act, 1985

3. THE OBJECTIVES OF THE CLUB

3.1 To provide facilities for **members to play the game** of Contract Bridge.

3.2 To support and promote the game of Contract Bridge consistent with 3.1 and 3.3 of this section. To this end the club will become and remain affiliated with the Australian Bridge Federation Ltd. and the South Australian Bridge Federation Inc.

3.3 To provide social contact between members of the Club and members of other clubs through the medium of Contract Bridge.

3.4 The Club is a non-profit organisation and shall at all times be operated for the benefit of members.

3.5 Play shall be governed by the current International Laws of Contract Bridge.

4. THE POWERS OF THE CLUB

For the purpose of carrying out its objectives the Club may, subject to the Act and this Constitution: -

4.1 Acquire, hold, deal with, and dispose of, any real and personal property.

4.2 Open and operate an Account from a government approved Financial Institution.

4.3 Invest money in any security in which Trust Money may by Act of Parliament be invested.

4.4 Borrow money upon such terms and conditions as the Club considers appropriate.

4.5 Enter into any other contract considered necessary or desirable in the interests of the Club.

5. AUDITOR

The club may appoint an Auditor as required. The Auditor shall have such qualifications as are specified in the Act.

6. PATRON

The Club may at an Annual General Meeting appoint a Patron.

7. MANAGEMENT COMMITTEE

7.1 The affairs of the Club shall be administered by a Management Committee which shall consist of the following officers: President, Vice President, Secretary, Treasurer and four committee members.

7.2 Committee meetings shall be held as and when required, provided that a Committee meeting must be held at least once in two months.

7.3 A Committee meeting shall be called upon the request of at least two Committee members. Committee members shall be given reasonable notice of the time and place of the proposed meetings, and when a meeting is called to discuss a specific matter, members should be informed of the matter to be discussed when given notice of the meeting.

7.4 The quorum for a Committee meeting shall be four, and motions shall be passed by a simple majority of those present and voting.

7.5 The Secretary shall perform the following duties:

- act as the Public Officer of the Club and perform all the duties of the Public Officer under the Act.
- keep a written record of the minutes of all meetings.
- send copies of the minutes to committee members within two weeks of each meeting by means of email.
- post copies of relevant correspondence, notices and minutes etc.. on the club Notice Board
- maintain an up-to-date register of club members.
- handle all correspondence on behalf of the club.

7.6 Committee members shall serve for a period of two years. A minimum of two committee members shall retire each year.

7.7 In the absence of the President, the Vice President shall assume duties, and should the President be unable to complete year in office the Vice President shall become President for the remainder of the year.

7.8 The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year

Should a vacancy occur among the members of the committee, the remaining members shall have the power to fill the vacancy from the members of the Club and the member so appointed will continue in that position for the remainder of the year.

7.9 With the exception of the two members who were elected at the previous Annual General Meeting, all offices shall be declared vacant at the Annual General Meeting and an election shall be conducted as prescribed in Section eight of this Constitution.

8. ANNUAL GENERAL MEETINGS

8.1 The committee shall call an annual general meeting in accordance with the Act and the club rules.

8.2 The first annual general meeting shall be held within 18 months after the incorporation of the club, and thereafter within five months after the end of its financial year.

8.3 The meeting shall be chaired by the President or, if absent, the Vice President

8.4 The order of the business at the meeting shall be:

- i. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
- ii. the consideration of the accounts and reports of the committee.
- iii. the election of committee members.
- iv. the appointment of auditors (if required).
- v. any other business requiring consideration by the club in general meeting.

9. SPECIAL GENERAL MEETINGS

9.1. The committee may call a special general meeting of the club at any time.

9.2 Upon a requisition in writing of not less than 10% of the total number of members of the club, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

9.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

9.4 If a special general meeting is not convened within one month, as required by 9.2 above, the requisitioners may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitioners are supplied with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the club.

9.5 The meeting shall be chaired by the President or, if absent, the Vice President. If neither are present the first action of such meeting will be to elect a chairman.

9.6 A member shall be entitled to appoint in writing a person who is also a member of the club to be their proxy, and attend and vote at any general meeting of the club.

10. NOTICE OF GENERAL MEETINGS

10.1 Subject to 10.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

10.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

10.3 A notice may be given by the club to any member by handing the member the notice personally, or by sending it by email.

11 POLL AT GENERAL MEETINGS

11.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

11.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

12. SPECIAL AND ORDINARY RESOLUTIONS

12.1 A special resolution is one passed at a duly convened special general meeting of the members of the club, provided that at least 21 days written notice specifying the intention to propose the resolution has been given to all members of the club; and that it is passed at the meeting by a majority of not less than 75% of members of the club voting in person or by proxy.

12.2 An ordinary resolution is one passed at a normal meeting of the management committee by a simple majority.

13. ELECTION OF THE MANAGEMENT COMMITTEE

13.1 Candidates for election must be nominated by a financial member and must signify their willingness to be nominated, either in writing, or personally at the Annual General Meeting.

13.2 Should more than the required number be nominated for any position; a secret ballot shall be conducted in accordance with the following procedure:

13.3 Members shall vote for as many candidates as there are vacancies.

13.4 The candidate obtaining the highest number of votes shall be elected provided that a candidate shall not be elected unless the number of votes he receives is more than half the number present and voting.

13.5 If an office is not filled in the first ballot, a new ballot shall be held, eliminating any candidate already elected in the first ballot, with members voting for as many candidates as there are remaining vacancies. This procedure shall be repeated until all vacancies have been filled.

13.6 If no candidate is elected on any ballot, the candidate receiving the least number of votes shall be eliminated from the subsequent ballot.

14. MEMBERSHIP

14.1 Any person who applies for membership of the Club shall be nominated and seconded by financial members. The application shall be in writing and signed by the applicant, the nominator, and the seconder. Upon acceptance of the application by the Committee and upon payment of the prescribed fees, the applicant shall be a member of the Club.

14.2 The committee may recommend Honorary Life Membership at a General Meeting of the Club. Life members shall enjoy all the rights and privileges of ordinary members.

14.3 A member may resign his/her membership by giving notice, however, such a member shall be liable for any outstanding subscriptions.

14.4 A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked

14.5 No Member shall be entitled under these Rules to derive any profit, benefit, or advantage which is not shared equally by every Member of the club except as specifically provided herein.

15. SUBSCRIPTIONS

15.1 Annual subscriptions shall become due immediately after the Annual General Meeting at which the fee is set. A member whose annual subscription remains unpaid for 90 days shall cease to be a member, unless the Committee grants an extension of time to pay.

15.2 A new member who joins after the 30th September in any year shall pay half the annual subscription.

15.3 The amount payable for table fees shall be determined by the Committee.

16. FINANCES

16.1 The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

16.2 The treasurer shall keep a record of all receipts and payments and shall keep books of account recording the financial affairs of the club.

16.3 The treasurer shall present a financial statement to each committee meeting and shall present an audited statement to the Annual General Meeting, giving details of the financial affairs for the previous year.

16.4 The financial year shall run from the 1st January to the 31st December.

16.5 The treasurer, with the approval of the committee, shall maintain bank accounts in the name of the Club in an approved Financial Institution and shall keep the funds of the Club in these approved accounts.

17. CONDITIONS OF PLAY

17.1 Times and places of tournaments shall be determined by the Management Committee.

17.2 The Committee shall have the power to determine the conditions of play and may delegate such power to a Tournament Committee or Director.

17.3 The Committee shall appoint an Ethics Committee comprised of three financial members to resolve any disputes or matters of conduct that arise during match play.

18. DISCIPLINE

18.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

18.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

18.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 14 days after the committee has communicated its determination to the member.

18.4 It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

18.5 In the event of an appeal, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

19. DISPUTES

19.1 Where there is a dispute between members, or between a member and the club, then

- The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties
- If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

Where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

20. ALTERATIONS TO THE CONSTITUTION

20.1 The Club shall have power at a duly convened meeting by a two-thirds majority of those present and entitled to vote to repeal, alter, amend, or add to these rules.

20.2 The Management Committee may propose such alterations to the Club, on the agreement of two-thirds of the members of the Committee. Any financial member of the club may suggest such alterations to the Management Committee, who may, at their discretion, bring the suggested alterations to a duly constituted meeting of the Club.

20.3 Notice of the proposed alterations shall be presented in writing at least fourteen days earlier at all regular sessions of the club.

20.4 quorum for such meeting shall be one-quarter of the members entitled to vote.

21. CLUB BY-LAWS

21.1 the Management Committee may make by-laws relating to various sections of this constitution. These by-laws shall assist with the interpretation, application or operational procedures associated with such sections of the Constitution.

22. DISSOLUTION OF THE CLUB

22.1 Any decision to dissolve the Club shall require a Special Resolution at a duly convened Special General Meeting, provided that -

(i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution must be given to all members of the club; and

(ii) it is passed at a special general meeting by a majority of not less than 75% of such members of the club voting in person or by proxy at that meeting.

22.2 Notice of the proposed dissolution shall be presented to all community members in writing at least 21 days earlier, as well as being posted in a prominent place at all regular sessions of the club for 21 days.

22.3 In the event of such dissolution, the assets of the club, including cash, equipment, and real estate, shall be transferred to a suitable charity as determined by those present at the dissolution meeting.