



Constitution

revised 2007

ST VINCENT CONTRACT BRIDGE CLUB INC

CONSTITUTION

1 NAME

The name of the club is “St Vincent Contract Bridge Club Inc” and it shall be registered as an Incorporated Association. Referred to herein as “the club”.

2 DEFINITIONS

- (a) “Committee” means the committee of management of the club.
- (b) “General meeting” means a general meeting of members of the club convened in accordance with these rules.
- (c) “Member” means a member of the club.
- (d) “Public Officer” means Secretary of the management committee.
- (e) “The Act” means The Associations Incorporation Act 1985.
- (f) “Special resolution” means a resolution which will be considered at a general meeting, convened to consider the resolution, of which 21 days notice has been given to members and requires a majority of at least 75% of members present to be approved.
- (g) “Month” means a calendar month.

3 OBJECTS OF THE CLUB

- (a) To provide facilities for the members to play contract bridge.
- (b) To provide social contact between members and members of other clubs through the medium of contract bridge.
- (c) To support and promote the game of contract bridge so far as this is consistent with sub-clauses 3(a) and 3(b).

4 POWERS OF THE ASSOCIATION

- (a) The club shall have all the powers conferred by Section 25 of the Act.
- (b) Play shall be governed by the current International Laws of Duplicate Contract Bridge or as otherwise determined by the committee.
- (c) The committee shall determine conditions of play and may delegate powers to a Tournament Committee or a Tournament Director.
- (d) The committee shall have the power to enter into an affiliation arrangement with any local or interstate bridge club on such terms as appear to the committee to be desirable and in the interests of the club.
- (e) In addition to powers specified in this constitution the committee shall be authorised to carry out any action which is not inconsistent with this constitution and which it deems to be in the interests of the club.
- (f) The club may appoint a patron.

5 MEMBERSHIP

5.1 TYPES

- (a) Any person may apply for membership of the club after playing as a visitor on three occasions. After making application membership is obtained subject to approval by the committee and on payment of the appropriate annual subscription and joining fee.
- (b) The club may allow junior membership to the age of 18 years with half the annual subscription but no joining fee.
- (c) The committee may extend temporary membership to overseas and interstate visitors for a period not exceeding three months. Temporary members shall pay visitor's table fees, but will neither be liable for any subscriptions nor eligible to vote at general meetings of the club.
- (d) The committee may recommend appointments to Honorary Life Membership at an Annual General Meeting of the club.

5.2 SUBSCRIPTIONS

- (a) Members shall pay an annual subscription at a rate to be fixed each year at the Annual general Meeting. Subscriptions become due immediately after 1st January and must be paid within 28 days.
- (b) A new member joining before 1st July shall pay a full subscription for that financial year. A new member joining after 1st July shall pay one half of the annual subscription for that financial year.
- (c) An honorary life member shall enjoy all the rights and privileges of ordinary members but shall not be liable to pay subscriptions.
- (d) All members and visitors shall be liable to pay table fees as set by the committee.

5.3 RESIGNATIONS

A member may resign from membership of the club by giving notice to the public officer. Any member resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the club.

5.4 EXPULSION OF A MEMBER

- (a) Subject to giving the 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 club.
- (b) 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.
- (c) The determination of the committee shall be communicated to the member and, in the event of an adverse determination, the member shall (subject to 5.4(d) below) cease to be a member 14 days after the committee has communicated its determination to the member.
- (d) It shall be open to a member to appeal against the expulsion to a general meeting of the club. The intention to appeal must be communicated to the public officer within 14 days of the member being notified of the committee's decision.

(e) In the event of an appeal under 5.4(d) above, the appellant's membership of the club shall not be terminated unless the committee's decision is upheld after a secret ballot by a simple majority of the club in a general meeting. In such a case the date of the expulsion will be the date of the general meeting.

5.5 REGISTER OF MEMBERS

A register of members must be kept and contain:

- (i) The name and address of each member.
- (ii) The date on which the member was admitted to the club.
- (iii) The date of, and reasons for, termination of membership if applicable.

6 THE COMMITTEE

6.1 POWERS AND DUTIES

- (a) The affairs of the club shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are compatible with the objects of the club, and are not by the Act or these rules required to be done by the club in general meeting.
- (b) The committee has the management and control of the funds and other property of the club.
- (c) The committee shall have the authority to interpret the meaning of these and any other matters relating to the affairs of the club on which these rules are silent.
- (d) There shall be a public officer as required by the Act and this will be the Secretary of the committee.

6.2 APPOINTMENT

- (a) The committee shall comprise a President, Vice President, Secretary, Treasurer, and a maximum of five committee members.
- (b) A committee member shall be a natural person who has been a member of the club for at least six months before the annual general meeting.
- (c) All committee positions shall be declared vacant at the annual general meeting of the club and shall be subject to an election.
- (d) A form allowing nominations to the committee shall be placed on the club notice board at least 21 days before the date of the annual general meeting.
- (e) Candidates for election to the committee must be nominated by a club member and signify their willingness to be nominated either on the form mentioned above (sub-clause 6.2(d)) or verbally at the annual general meeting.
- (f) The committee may appoint a person to fill a casual vacancy and such a committee member shall hold office until the next annual general meeting of the club.

6.3 PROCEEDINGS OF THE COMMITTEE

- (a) The committee shall meet for the dispatch of business at least four times per year.
- (b) The president or, in his or her absence, the vice president or, in his or her absence, a committee member elected by those present shall be the chairperson.
- (c) Questions at any meeting of the committee shall be decided by a simple majority of votes and, in the event of a tied vote, the chairperson shall have a casting vote but never a deliberative vote.
- (d) A quorum for a meeting of the committee shall be at least 60% of the nominal membership of the committee.
- (e) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract.

- (f) The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the club.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

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

Disqualified from being a committee member by the Act *or*

Expelled as a member under these rules *or*

Permanently incapacitated by ill health *or*

Absent without apology from more than two meetings in a financial year *or*

No longer the duly appointed representative of a corporate member. '.

7 GENERAL MEETINGS

7.1 ANNUAL GENERAL MEETINGS

- (a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- (b) The annual general meeting of the club shall be held in December of each year.
- (c) The order of business at the meeting shall be:
- (i) The confirmation of the minutes of the previous annual general meeting and of any special general meetings held since that meeting.
 - (ii) The consideration of the accounts and reports of the committee and the auditor's report.
 - (iii) The election of committee members.
 - (iv) The appointment of an auditor.
 - (v) The determination of the annual subscription.
 - (vi) Any other business requiring consideration by the club in general meeting.

7.2 SPECIAL GENERAL MEETINGS

- (a) The committee may call a special general meeting at any time.
- (b) Upon a requisition in writing of not less than 15% of the total number of financial members of the club the committee shall, within one month of the receipt of the requisition, convene a special meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within one month, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in accordance with 7.2(b) above as far as is possible and, for this purpose, the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of a general meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the club.

7.3 NOTICE OF GENERAL MEETINGS

- (a) At least 21 days notice of any general meeting must be given to members.
- (b) The notice shall set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting.
- (c) A notice of the meeting shall be placed on the club web site and on the notice board with an addressed copy to each member for collections from the clubrooms.
- (d) Notice of motions must be lodged with the secretary or, in the absence of the secretary, displayed on the notice board not later than 7 days before the general meeting.

7.4 PROCEEDINGS AT GENERAL MEETINGS

- (a) Twenty-five per cent of financial members shall constitute a quorum for the transaction of business at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place and, if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.
- (c) Subject to 7.4(d), the president shall preside as chairperson at a general meeting of the club.
- (d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

7.5 VOTING AT GENERAL MEETINGS

- (a) Subject to these rules, every member of the club has only one vote at a meeting of the club.
- (b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a simple majority of members who vote in person at the meeting. A formal poll, rather than a show of hands, must be taken if requested by at least five of the members present.
- (c) The following procedure will be used for election to the committee whenever there are more nominations than positions to be filled:-
 - (i) Voting will be by secret ballot.
 - (ii) Members shall indicate the names of their preferred nominees on voting slips provided by the club.
 - (iii) A valid vote must indicate the names of as many nominees as there are positions to be filled. Any other vote is invalid and will not be counted.

- (iv) The nominees with the greatest number of votes will be elected provide that they receive a simple majority of the valid votes cast.
- (v) If, on any ballot, at least one nominee is elected but positions remain unfilled then there will be another ballot with the successful nominee(s) eliminated.
- (vi) If, on any ballot, no nominee is elected then there will be another ballot with the nominee who received the lowest number of votes eliminated.
- (vii) This procedure will be followed until all committee positions are filled.

8 MINUTES

- (a) Proper minutes of all proceedings of general meetings of the club and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the club or the members of the committee (as relevant) at a subsequent meeting.
- (c) The minutes kept in pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all the proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

9 DISPUTE RESOLUTION

- (a) The dispute resolution procedure set out in this rule applies to disputes under these rules between:-

A member and another member.

A member and the club.

- (b) 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.
- (c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before a dispute committee of three club members nominated by the committee or if necessary by independent members.
- (d) In 9(c) above the term “member” excludes any person who became a member less than 12 months before the dispute occurred.
- (e) All discussions are confidential.
- (f) Minutes may be taken but must observe the confidentiality of all parties present and be signed by them as presenting a true record of discussions held and any decisions taken.
- (g) The dispute committee shall provide a resolution to the committee for consideration.

10 FINANCIAL REPORTING

10.1 FINANCIAL YEAR

The financial year shall be a period of 12 months starting on November 1st and finishing on October 31st of each year.

10.2 ACCOUNTS TO BE KEPT

The club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the club in accordance with the Act.

10.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report shall be laid before members at the annual general meeting.

10.4 APPOINTMENT OF AN AUDITOR

- (a) At each annual general meeting, the members shall appoint a person to be auditor of the club.
- (b) The auditor shall hold office until the next annual general and be eligible for re-appointment.
- (c) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

11 WINDING UP

The affairs of the club may be wound up by a special resolution at a general meeting. Such meeting shall determine how the assets of the club are to be disposed of but in no circumstances shall any club member receive any part of such assets.

12 APPLICATION OF SURPLUS ASSETS

- (a) If after the winding up of the club there remain "surplus assets" as defined in the Act, such assets shall be distributed to any organisation which has similar objects, and has rules that prohibit the distribution of its assets and its income to members.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

13 RULES

- (a) These rules may be altered (including an alteration to the club's name) by a special resolution of the members of the club. This includes rescission or replacement by substitute rules.
- (b) The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch as required by the Act.
- (c) The registered rules shall bind the club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.
- (d) Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is approved.
- (e) The committee may from time to time make rules for the general running of the club and its events.
- (f) A copy of this constitution shall be available to all members.

Incorporated June 1978.

Amended Jan 1985: Dec 1987: Dec 1995: Mar 1997:

New Constitution Adopted Dec 2007

Reprinted 1988, 1999, 2008