

# **Caloundra Contract Bridge Club Inc. CONSTITUTION**

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## **PART I. PRELIMINARIES**

### **1. Name**

The name of the incorporated association is Caloundra Contract Bridge Club Inc.

### **2. Interpretation**

1. In this constitution, unless a contrary intention appears, the following words mean:

**Act** - the Associations Incorporation Act 1981 (Queensland)

**By-Laws** - the laws governing all aspects of the conduct of Members and the use of the Club facilities as determined and published by the Committee in writing

**Club** - the Caloundra Contract Bridge Club Incorporated;

**Club Facilities** –the Club's premises located at Arthur Street, Caloundra, Queensland and all its assets and equipment contained therein.

**Committee** - the Management Committee elected and appointed in accordance with this constitution.

**Committee Member** - an office-bearer and duly elected members of the Committee;

**Director** - designated person who is the official representative of the Club responsible for the management of card play at Club sessions and tournaments and for maintaining discipline at, and insuring the orderly progress of Club sessions or tournaments.

**Directors Coordinator**– designated Director responsible for the management, coordination and support of Club Directors

**General Meeting** – a meeting to which Club members shall be invited to attend and which enables Voting Members to vote on matters in accordance with this Constitution and its By-Laws.

**Honorary Member** - a person, other than a Member, who has been elected at a General Meeting, upon the recommendation of the Committee for such period as the Committee sees fit, in recognition of the service, benefit, or esteem they have rendered to the Club.

**Level of Incorporation** – the level defined by the Act that is determined by the Club's amount of current assets or amount of total revenue

**Member** - Ordinary Member unless the context of its use gives it an obvious, alternative meaning.

**Regulations** - the Associations Incorporation Regulations (Queensland)

**Session** – an organized game of bridge under the control of a Director playing some set number of boards occurring during one day.

**Special Resolution** - any resolution passed at a General Meeting of the Club by a majority vote of not less than  $\frac{3}{4}$  of the Voting Members who are present.

**Tournament** – a session, or sessions, organized in addition to the Club's scheduled sessions and for which a winner is declared the end of Tournament.

**Voting Member** - a Member, Life Member, or Student Member, whose annual subscription is not in arrears at the date of the meeting at which a vote is taken.

2. In this constitution—

- a) a reference to the Australian Bridge Federation shall, if another body is at the time being considered the National Authority in relation to Australia under the

International Laws of Duplicate Contract Bridge, be construed as a reference to that other body;

- b) a reference to a function includes a reference to a power, authority and duty; and
- c) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- d) A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.
- e) Members rights and responsibilities are those defined in these Rules and the By-laws

### **3. Objects**

The objects of the Club are:

- 1. the promotion, control and advancement among its members of the game of Contract Bridge, in accordance with the Laws of Duplicate Contract Bridge;
- 2. to retain affiliation with Queensland Bridge Association and, through it, the Australian Bridge Federation.
- 3. the conduct of card tournaments;
- 4. to organize, foster, and promote Club tournaments, championships, and other bridge tournaments;
- 5. to provide tuition in the playing of Contract Bridge;
- 6. to affiliate and co-operate with other organizations whose objects are like and similar;
- 7. interpretation of the laws of the game of duplicate bridge and the settlement of disputes arising there from;
- 8. publication of information regarding the game of bridge organized by the Club and other organization;
- 9. to provide and maintain the Club Facilities for the playing of Contract Bridge;
- 10. entering into contracts and other legal obligations in order to carry out these objects.

### **4. Powers**

- 1. The Club, subject to the Act, the Regulations, this constitution, by-laws and to any resolution passed by the Club in General Meeting, has the powers of an individual.
- 2. The Club may, for example—
  - a) enter into contracts; and
  - b) acquire, hold, deal with and dispose of property; and
  - c) make charges for services and facilities it supplies; and
  - d) do other things necessary or convenient to be done in carrying out its affairs.
- 3. The Club may also issue secured and unsecured notes, debentures, and debenture stock for the association.

## **PART II. MEMBERSHIP**

### **5. Classes of Membership, Rights and Responsibilities**

The membership of the Club shall consist of the following classes, and any other classes that may be decided at an Annual General Meeting:

**5.A. Ordinary Member**

1. A person shall be admitted as a Member if:
  - a) The person has lodged a membership application;
  - b) The person has paid the relevant annual and joining fees;
  - c) If the person's application has been accepted by the Committee;
  - d) If the person's membership has not been terminated.
2. The number of Members is unlimited.

**5.B. Life Members**

1. A Life Member shall:
  - a) Be a Member who has been elected by a resolution at a General Meeting, upon the recommendation of the Committee;
  - b) have provided outstanding services to the Club, in accordance with the criteria in the By-laws;
  - c) pay no further membership fees, including QBA levies, these fees being met by the Club - Table Fees will still apply.
2. The number of Life Members shall not exceed five at any time.

**5.C. Honorary Member**

1. An Honorary Member shall:
  - a) not be Member of the Club;
  - b) have been recommended by the Committee to a General Meeting for such period as the Committee sees fit, in recognition of the service, benefit or esteem they have rendered to the Club;
  - c) have been elected by a resolution at a General Meeting.
  - d) have the same privileges, obligations and expected conduct as Members except they will not be entitled to play competitive contract bridge unless otherwise registered as a member of the QBA;
  - e) not hold office in the Club, nominate or second members for election to office or persons for membership, take part or vote at meetings of the Club;
  - f) be exempt from the payment of any fees or levies.
- g) The number of Honorary Members shall not exceed three at any time.

**5.D. Student Members**

1. A person who:
  - a) is entitled to all the privileges, obligations and expected conduct of a Member; and
  - b) is bona fide full-time student under the age of 25; and
  - c) has their nomination accepted by the Committee; and
  - d) is attending such Club activities with fees as the Committee may from time to time determine.
2. The number of Student Members is unlimited.

**5.E. Visitors**

1. A Visitor may be registered or unregistered with the ABF.
2. An unregistered Visitor is person who:
  - a) is an applicant to join the Club and is awaiting Committee approval; or

- b) is not registered with the ABF but has been admitted by the Secretary for a total of 8 Sessions after satisfying the Secretary that they are not under suspension or expulsion order from any other bridge club and.
3. A Visitor shall have the same privileges, obligations and expected conduct as Members except they will not be entitled to hold office in the Club nor nominate or second members for election to office or persons for membership nor take part or vote at meetings of the Club nor compete in Club Championships.
4. The Committee may, at its discretion, extend the period of time that a person is a Visitor.
5. The number of Visitors shall not exceed a number to be determined by the Committee in the By-Laws
6. While a Visitor is not a Member of the Club, there are to be made welcome to the Club.

## **6. New membership**

1. An applicant for membership of the Club must be proposed by one Member of the Club (the proposer) and seconded by another Member (the seconder).
2. An application for membership must be—
  - a) in writing; and
  - b) signed by the applicant and the applicant's proposer and seconder;
  - c) in the form decided by the Committee; and
  - d) accompanied by the required membership fee

## **7. Fees and Levies**

The fees potentially payable by members are comprised of:

1. A Joining Fee
2. An annual Member fee comprised of an annual Club fee plus any applicable annual affiliation fees
3. Operating Levy
4. Session Fees

### **7.A. Joining Fee**

1. This fee shall be applicable to those seeking voting rights. The amount of the joining fee shall be decided by the Members from time to time at an annual General Meeting; and payable when, and in the way, the Committee decides.

### **7.B. Annual Club Fee**

2. This fee shall be applicable to Members. The amount of the annual Club fee shall be decided by the Voting Members from time to time at an annual General Meeting; and payable when, and in the way, the Committee decides. Life members and Honorary Members shall be exempt from payment of the annual Club fee.

### **7.C. Annual Affiliation Fee**

1. All classes of members shall pay to or indemnify the association against the payment of any levies, fees or other charges levied by or payable by the association and or its members to any national or State association with which the association is from time to time affiliated. Any such amount payable by a member shall be payable on demand.
2. This fee shall be applicable to Members if not already paid through another

Club membership.

3. Honorary Members shall be exempt from payment of any annual affiliation fee.

**7.D. Operating Levy**

1. An Operating Levy may be applicable to Members or Student Members in order to meet particular expenses of the Club.
2. Its amount shall be decided by the Voting Members from time to time at a General Meeting; and payable when, and in the way, the Committee decides.
3. It shall not be struck within 6 calendar months of any preceding levy.
4. A Member or Student Member who has not paid such a levy within 3 months of the striking of the levy ceases to be a member of the Club.

**7.E. Session Fees**

1. Tournament entrance fees, session table fees and levies for members and visitors, other than those defined above, shall be as determined by the Committee from time to time.

**8. Membership entitlements not transferable**

1. A right, privilege, or obligation which a person has by reason of being a member is not capable of being transferred or transmitted to another person.

**9. Admission and rejection of new members**

1. The Committee must consider an application for membership at the first Committee meeting held after it receives--
  - a) the application for membership; and
  - b) the appropriate fees for membership;
2. The Committee must ensure that, as soon as possible after the person applies to become a member of the Club, and before the Committee considers the persons application, the person is advised that the Club has public liability insurance and the amount of the insurance.
3. The Committee must decide at the meeting whether to accept, defer for a period not exceeding 3 months, or reject the application.
4. If a majority of the members of the Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
5. The Membership Secretary of the Club must, as soon as practicable after the Committee decides to accept or reject an application, give the applicant a written notice of the decision.
6. Where a membership application has been rejected, the applicant shall not be eligible to re-apply for membership until at least 12 months after the first application was rejected.
7. Where a person's membership has been terminated under the provisions of Rule 11, the person shall not be eligible to re-apply for membership until at least three years after the date of termination.

**10. Appeal against rejection of membership**

1. A person whose application for membership has been rejected may give the secretary written notice of the person's appeal against the decision.
2. A notice of appeal against the rejection of membership must be given to the secretary



within 1 month after the person receives written notice of the decision.

3. If the secretary receives such a notice of appeal, the secretary must, within 1 month after receiving the notice, call a General Meeting to decide the appeal.
4. If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person
5. The appeal process shall comply with the process laid out for disciplined members in Rule 15, except that the person has no membership privileges.

## **11. Cessation of Membership**

1. A person ceases to be a Member—
  - a) if the person dies;
  - b) if the person resigns from the Club by giving a written notice of resignation to the secretary. The resignation takes effect at—
    - i. the time the notice is received by the secretary; or
    - ii. if a later time is stated in the notice—the later time.
  - c) if the person has annual fees in arrears for at least 2 months after notice of fees due; or
  - d) in the case of a Visiting Member, either after 8 Sessions or 2 months following the conferring of such membership, whichever comes first or after such other number of Sessions or time as the Committee may determine to terminate such membership;
  - e) if the person is expelled from the Club.

## **12. Grievance Management**

1. A grievance may be raised by a member at any time and under any circumstances.
2. A grievance must be submitted to the Committee secretary in writing, signed by the member, before it shall be considered to be a valid grievance that may be considered by the Committee.
3. The secretary shall notify the Committee of the receipt of the grievance and have it raised at a Committee meeting.
4. If a grievance (or complaint) is raised by a member, it shall be considered by the Committee in order to determine its and resolve on its legitimacy and if any subsequent action to be taken.
5. The Club shall apply the rules of natural justice in adjudicating upon the rights of its members conferred by the Rules of Club on its members. In doing so, enquiries can be made to assist in establishing the validity of the submitted grievance.
6. If the Committee resolves that the grievance has substance and is such that an act, practice, or conduct falls within the provisions of the Disciplinary Provisions, then the Committee shall then address the grievance under the provisions of Rule 13.
7. If the Committee resolve that the grievance does not have legitimacy, then the Secretary shall , as soon as practicable, cause a response in writing to be delivered to the person who submitted the grievance, setting out the resolution of the Committee.

## **13. Disciplinary Provisions**

1. Offences against the Laws of Bridge come under the jurisdiction of the Director of any Session (Rule 13.A), as do offences of unethically behavior during a session.

2. The Committee have jurisdiction against unethical behavior referred to it by a Director or which is the subject of a grievance submitted by another Member, or where the failure to comply with the Laws forms a pattern of inappropriate conduct.

**13.A. For act, practice or conduct occurring when under the control of a Director**

1. When an act, practice or conduct, which occurs in association with a Session or Tournament under the direct control of a Director, the Director has, in accordance with the Management of Card Play By-laws, responsibility, authority and jurisdiction for any grievances or disciplinary matters arising.
2. As a result of any such matters arising during a Session or Tournament, the Director may submit a report to the Committee raising concerns or recommending action by the Committee. In such a case, the matter shall be addressed by the Committee under Rule 13.B.
3. Any player may submit a grievance, as per Rule 12, as a result of an incident occurring during play but only after raising the matter with the Director and the player is then not satisfied with the actions of the Director or the process followed by the Director in addressing the complaint.

**13.B. For act, practice or conduct occurring beyond the control of a Director**

1. A grievance found to be of substance in accordance with Rule 12.6, or a report in writing of some act, or conduct referred to the Committee by a Director, shall be investigated and then addressed by the Committee in meeting.
2. The Committee shall determine how and when to meet to address the grievance and shall notify the accused member of the accusation, in accordance with the By-laws.
3. At a meeting of the Committee that is to address a grievance, the Committee shall ensure that the accused member has, in accordance with the By-laws, an opportunity to be heard by the Committee before determining, by a resolution, whether to revoke or confirm the resolution of the Committee made under Rule 12.6.
4. Where the Committee resolves to revoke the resolution made under Rule 12.6, the Secretary shall notify the member in writing of the outcome of the Committee meeting within 1 week of the meeting.
5. Where the Committee is of the opinion that any member -
  - a) has persistently refused or neglected to comply with a provision of this constitution, the By-laws or the Laws of Duplicate Contract Bridge; or
  - b) has persistently and willfully committed an act, practice or conduct in a manner prejudicial to the interests of the Club or to its members; either on Club premises or at external Club activities,
 then the Committee may, by resolution, and as authorized under the By-laws, to demand and direct apologies, reprimand, restrict, suspend or expel a member it deems guilty of such an offence. A resolution of the Committee under this sub-rule is of no effect unless it is compliant with 13.B 3.
6. Where the Committee confirms the resolution under sub-rule 5, the secretary shall, by notice in writing, in accordance with the By-Laws, inform the member who is the subject of a complaint of the Committee's decision and of the member's right of appeal under Rule b). The resolution of the Committee under this Rule is of no effect unless the process complied with this sub-rule.
7. A resolution confirmed by the Committee under sub-rule 5, does not take effect—

- a) Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- b) Where, within that period the member exercises the right of appeal, unless and until the Club confirms the resolution in accordance with Rule 14.2.

#### **14. Right of appeal of disciplined member**

1. A member may appeal to General Meeting against a resolution of the Committee, which is confirmed under Rule 13.B.5 within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
2. If the General Meeting passes a resolution in favor of the confirmation of the resolution, that resolution is confirmed.
3. The appeal process shall comply with the process laid out for disciplined members in Rule 15.
4. Pending the determination of such appeal the member shall be allowed all membership privileges accorded to his class of membership.

#### **15. General Meeting to decide appeal**

1. Upon receipt of a notice to appeal under Rule 12 or Rule b) , the secretary shall notify the Committee which shall convene a General Meeting of the Club to be held within 28 days after the date on which the secretary received the notice or as soon as possible after that date.
2. The General Meeting shall comply with the relevant By-laws.
3. The Voting Members present at the meeting shall vote by secret ballot on the question of whether the Committee's resolution shall be confirmed or revoked, a decision being determined a majority vote.
4. The Secretary shall notify the appellant in writing of the decision of the General Meeting.

#### **16. Register of members**

1. The Committee shall ensure that a register of members of the Club is maintained in accordance with the By-laws.
2. The register must be open for inspection by members of the Club at all reasonable times.
3. However, the Committee may, on the application of a member of the Club, withhold information about the member (other than the members full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

#### **17. Prohibition on use of information on register of members**

1. A member of the Club must not—
  - a) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable, or commercial purposes.
2. Sub-rule 1 does not apply if the use or disclosure of the information is approved

## **PART III. THE COMMITTEE**

### **18. Membership of Committee**

1. The Committee shall consist of—
  - a) the office-bearers of the Club; and
  - b) a maximum of 5 non-office bearer Committee members; each of whom, shall be elected pursuant to Rule 19 or appointed in accordance with sub-rule 6; and
  - c) ~~The Director Coordinator~~
2. The office-bearers of the Club shall be—
  - a) the president;
  - b) the vice-president;
  - c) the treasurer;
  - d) the secretary;
3. Each member of the Committee shall, subject to this Constitution, hold office until the election of the incoming Committee Members at a subsequent annual General Meeting, but is eligible for re-election.
4. No person shall hold more than one office-bearer position at one time.
5. No person shall hold a particular office-bearer position for more than 3 consecutive years.
6. In the event of a vacancy occurring in the membership of the Committee, the Committee may appoint a member to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual General Meeting next following the date of the appointment.
7. An office bearer, in addition to the requirements of the Act, shall undertake any duties required under the By-Laws.

### **19. Electing the Committee**

1. A member of the Committee may only be elected as follows—
  - a) any 2 members of the Club may nominate another member (the *candidate*) to serve as a member of the Committee; and
  - b) the nomination must be—
    - i. in writing; and
    - ii. signed by the candidate and the two members who are nominating the candidate; and
    - iii. delivered to the secretary at least 14 days prior to the time at which the election is to take place at the annual General Meeting;
2. A person may be a candidate only if the person--
  - a) is an adult; and
  - b) is not ineligible to be elected as a member under section 61A of the Act;
  - c) is a Voting Member
3. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Club for at least 7 days immediately preceding the

annual General Meeting.

4. If, at the start of the meeting, there are no candidates nominated for any particular position, nominations may be taken from the floor of the meeting but only where the person nominated is eligible, present and accepts the nomination and where the person is nominated and seconded.
5. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and any vacant positions remaining on the Committee shall be deemed to be vacancies.
6. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
7. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
8. Each member of the Club present and eligible to vote at the annual General Meeting may vote for 1 candidate for each vacant position on the Committee;
9. The ballot for the election of Committee members shall be conducted at the annual General Meeting in such manner as the Committee may direct.
10. The Committee must ensure that, before a candidate is elected as a member of the Committee, the candidate is advised that the Club has public liability insurance and the amount of the insurance.

## **20. Resignation, removal or vacation of office of a Committee member**

1. A member of the Committee may resign from the Committee by giving written notice of resignation to the secretary.
2. The resignation takes effect at—
  - a) the time the notice is received by the secretary; or
  - b) if a later time is stated in the notice—the later time.
3. A member may be removed from office at a General Meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favor of removing the member.
4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
5. A member has no right of appeal against the member's removal from office under this Rule.
6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **21. Vacancies on Committee**

1. For the purposes of this Constitution, a vacancy in the office of a Committee member occurs if the Committee member—
  - a) dies;
  - b) ceases to be a Voting Member pursuant to Rule 11;
  - c) resigns the office;
  - d) is removed from office;
  - e) becomes an insolvent under administration within the meaning of the Corporations Law;

- f) suffers from mental or physical incapacity;
  - g) is disqualified from office under section 64 of the Act; or
  - h) is absent without the consent of the Committee from all meetings of the Committee held during a period of three months.
2. If a casual vacancy happens on the Committee, the continuing members of the Committee may appoint another member of the Club to fill the vacancy until the next annual General Meeting.
  3. The continuing members of the Committee may act despite a casual vacancy on the Committee.
  4. However, if the number of Committee members is less than the number fixed under Rule 23 as a quorum of the Committee, the continuing members may act only to—
    - a) increase the number of Committee members to the number required for a quorum; or
    - b) call a General Meeting of the Club.

## **22. Functions of Committee**

1. Subject to these Rules or a resolution of the members of the Club carried at a General Meeting, the Committee has the general control and management of the administration of the affairs, property, and funds of the Club.
2. The Committee Members must ensure that the Club complies with its rules about the calling and holding of meetings.
3. The Committee has authority to interpret the meaning of these Rules and any matter relating to the Club on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note-- The Act prevails if the Club's Rules are inconsistent with the Act—see section 1B of the Act.

4. The Committee may exercise the powers of the Club—
  - a) to borrow, raise or secure the payment of amounts in a way the members of the Club decide; and
  - b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Clubs property, both present and future; and
  - c) to purchase, redeem or pay off any securities issued; and
  - d) to provide and pay off any securities issued; and
  - e) to borrow amounts from members and pay interest on the amounts borrowed; and
  - f) to mortgage or charge the whole or part of its property; and
  - g) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and
  - h) to invest in a way the members of the Club may from time to time decide.
5. For sub-rule 4.e)the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by;
  - a) the financial institution for the Club; or
  - b) if there is more than I financial institution for the Club—the financial institution

nominated by the Committee.

6. The Committee shall ensure that all Members who have paid their appropriate fees shall become registered with the QBA and retain such registration until their Club membership ceases.

### **23. Committee Meeting and Quorum**

1. Subject to this Rule, the Committee may meet and conduct its proceedings as it considers appropriate.
2. The Committee must meet at least once every 2 months to exercise its functions.
3. The Committee must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the Committee.
5. If the Secretary receives a written request signed by at least one third of the Management Committee members, the Secretary must call a meeting of the Committee, giving 14 days' notice to each Committee Member.
6. A request for a special meeting must state:
  - a) why the special meeting is being called; and
  - b) the business to be conducted at the meeting.
7. At a Committee meeting, more than 50% of the members elected to the Committee as at the close of the last General Meeting of the members form a quorum.
8. The Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
9. A Committee member who participates in the meeting as mentioned in sub-rule 8 is taken to be present at the meeting.
10. A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee present at the <sup>meeting</sup> and, if the votes are equal, the question is decided in the negative.
11. A member of the Committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
12. The president is to preside as chairperson at a Committee meeting. If there is no president or vice president or if the president or vice president is not present within 10 minutes after the time fixed for a Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
13. If there is no quorum within 30 minutes after the time fixed for a Committee meeting called on the request of members of the Committee, the meeting lapses.
14. If there is no quorum within 30 minutes after the time fixed for a Committee meeting called other than on the request of the members of the Committee—
  - a. the meeting is to be adjourned for at least 1 day; and
  - b. the members of the Committee who are present are to decide the day, time and place of the adjourned meeting.
15. If at an adjourned meeting mentioned in sub-rule 14 there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **24. Minutes of Committee meetings**

1. The secretary must ensure full and accurate minutes of all questions, matters,

resolutions and other proceedings of each Committee meeting are entered in a minute book.

2. To ensure the accuracy of the minutes, the minutes of each Committee meeting must be:
  - a) accepted at the next Committee Meeting as a true and accurate record of the previous meeting or;
  - b) corrected and accepted as a true and accurate record of the previous meeting and ;
  - c) signed by the chairperson of the Committee meeting where it is accepted.
3. The approved and signed minutes shall be retained and available for inspection at any time.

## **25. Appointment of sub-Committees**

1. The Committee may appoint a sub-Committee consisting of members of the Club considered appropriate by the Committee to help with the conduct of the Clubs operations.
2. A member of the sub-Committee who is not a member of the Committee is not entitled to vote at a Committee meeting.
3. A sub-Committee may elect a chairperson of its meetings.
4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
5. A sub-Committee may meet and adjourn as it considers appropriate.
6. A question arising at a sub-Committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **26. Acts not affected by defects or disqualifications**

1. An act performed by the Committee, a sub-Committee or a person acting as a member of the Committee is taken to have been validly performed.
2. Sub-rule 1 applies even if the act was performed when—
  - a) there was a defect in the appointment of a member of the Committee, sub-Committee or person acting as a member of the Committee; or
  - b) a Committee Member, sub-Committee member, or person acting as a member of the Committee was disqualified from being a member.

## **27. Resolutions of Committee without meeting**

1. A written resolution signed by each member of the Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
2. A resolution mentioned in sub-rule 1 may consist of several documents in like form, each signed by 1 or more members of the Committee.

# **PART IV. GENERAL MEETINGS**

## **28. General Meetings**

General Meetings are comprised of an annual General Meeting and any General Meeting that is in addition to the annual General Meeting.



**29. Annual General Meetings**

1. An annual General Meeting must be held—
  - a) at least once each year; and
  - b) within 3 months after the end date of the Club's reportable Financial Year.
2. Business to be conducted at the annual General Meeting shall be commensurate with the Level of the Club, as defined in the By-Laws

**30. Convening a General Meeting**

1. The secretary must call a General Meeting after -
  - a) being directed to call the meeting by the Committee; or
  - b) being given a written request signed by-
    - i. at least 33% of the number of members of the Committee at the time when the request is signed; or
    - ii. at least the number of Members of the Club equal to double the number of members of the Club on the Committee, plus 1, at the time when the request is signed; or
  - c) being given a written notice of an intention to appeal against the decision of the Committee--
    - i. to reject an application for membership; or
    - ii. discipline or;
    - iii. to terminate membership.
2. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
3. A request mentioned in sub-rule 1.(b) must state—
  - a) why the General Meeting is being called; and
  - b) the business to be conducted at the meeting.
4. A General Meeting must be held within 3 months after the secretary—
  - a) is directed to call the meeting by the Committee; or
  - b) is given the written request mentioned in sub-rule (1)(b); or
  - c) is given the written notice of an intention to appeal mentioned in sub-rule (1) c).
5. No business shall be transacted at a General Meeting except:
  - a) in the case of an annual General Meeting, business pursuant to sub-rule 29.2
  - b) any proposed motion, notice of which, signed by two Voting Members, has been received by the Secretary at least 14 days prior to the General Meeting; and
  - c) any procedural motion.

**31. Notice of General Meetings**

1. A notice for a General Meeting shall be in accordance with the By-laws, except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Club.
2. For a meeting where the nature of the business proposed to be dealt with requires a Special Resolution of the Club, a written notice must be given to each Voting Member of the Club as specified under the Club's By-laws. The notice shall provide the proposed Special Resolution and the time and place of the General Meeting at which it is proposed to move the Special Resolution,

3. A Special Resolution about which notice has not been given under this section has no effect.

### **32. Quorum for, and adjournment of, General Meeting**

1. The quorum for a General Meeting is at least the number of members elected or appointed to the Committee at the close of the Club's last General Meeting plus 1.
2. No business may be conducted at a General Meeting unless there is a quorum of Voting Members present when the meeting proceeds to business.
3. If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Committee or the Club, the meeting lapses.
4. If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Committee or the Club—
  - a) the meeting is to be adjourned for at least 7 days; and
  - b) the Committee is to decide the day, time and place of the adjourned meeting.
5. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
6. If a meeting is adjourned under sub-rule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
7. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
8. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **33. Procedure at General Meeting**

1. At each General Meeting—
  - a) the president is to preside as chairperson or if the president is not present, the vice president is to preside as chairperson; and
  - b) if there is no president (or vice president) or if the president (or vice president) is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - c) the chairperson must conduct the meeting in a proper and orderly way.

### **34. Voting at General Meeting**

1. At a General Meeting, each resolution resulting from a motion, other than a Special Resolution, shall be decided by a majority of votes given personally by the Voting Members present.
2. The optional methods of voting is to be decided by the Committee. However:
  - a) each Voting Member is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
  - b) proxy votes shall not be permitted.
3. For motion that requires a Special Resolution:
  - a) all votes shall be given personally by the Voting Members present or by voting by ballot paper undertaken in accordance with Sub-rule 4.

- b) a declaration by the person presiding at a General Meeting that a Special Resolution has been passed at the meeting by the votes of 3/4 of the Voting Members who are present, plus the ballot votes, is conclusive proof of the fact;
  - c) subject to sub-rule 3.d) the chairperson may declare that the resolution has been passed on the show of hands or on the voices of those present;
  - d) if any Voting Member present at the meeting demands that the vote of each Voting Member at the meeting be counted, the chairperson may not make a declaration under sub-rule 3.b) unless the votes by show of hand are counted.
4. In the event that a Voting Member is either working, in the hospital or on holiday and is thus unable to attend a General Meeting at which a Special Resolution is being considered, they may apply to the Secretary for a ballot paper. The ballot paper must be correctly completed and returned to the Secretary 7 days prior to the time of the General Meeting by post, email or in person. It shall not be accepted by the Secretary if it is not within the 7 day period or if the stated reason for voting by ballot is not valid.
  5. If at least 20% of the members present demand a secret ballot, voting shall only be by the Voting Members present and must be by secret ballot.
  6. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
  7. For a secret ballot, each Voting Member is entitled to 1 vote only.
  8. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held

### **35. Minutes of General Meetings**

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each General Meeting are entered in a minute book.
2. To ensure the accuracy of the minutes, the minutes of a General Meeting must be:
  - d) accepted at the next Committee Meeting as a true and accurate record of the General Meeting or;
  - e) corrected and accepted as a true and accurate record of the previous General Meeting and ;
  - f) signed by the chairperson of the Committee meeting where it is accepted.
4. The approved and signed minutes shall be retained and available for inspection at any time.
3. If asked by a Member of the Club, the secretary must, within 28 days after the request is made—
  - a) make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
  - b) give the Member copies of the minutes of the meeting.
4. The Club may require the Member to pay the reasonable costs of providing copies of the minutes.

## **PART V. MISCELLANEOUS**

### **36. By-laws**

1. The Committee shall have the power to make and enforce By-laws and standing

orders for the internal management of the Club, which are consistent with this constitution and the Laws of Duplicate Contract.

2. A By-law may be set aside by a vote of members at a General Meeting of the Club.

### **37. Alteration of Constitution**

- 1) Subject to the Act, these Rule and the By-laws, this Constitution may be amended, repealed, or added to by a Special Resolution carried at a General Meeting.
- 2) However an amendment, repeal, or addition is valid only if it is registered in accordance with the Act.

### **38. Common seal**

1. The Committee must ensure the Club has a common seal.
2. The common seal must be-
  - a) kept securely by the Committee; and
  - b) used only under the authority of the Committee.
3. Each instrument to which the seal is attached must be signed by a member of the Committee and countersigned by- -
  - a) the secretary; or
  - b) another member of the Committee; or
  - c) someone authorized by the Committee.

### **39. Nominated address for service**

1. The Committee:
  - a) Shall ensure that the Club has an address nominated for the service of documents on the Club (a nominated address) in accordance with the By-laws; and.
  - b) may change the Club's nominated address by giving the Chief Executive of the Office of Fair Trading notice in the approved form

### **40. Funds – Management**

1. Subject to any resolution of a General Meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Committee determines.
2. The assets and income of the Club shall be applied solely to the furtherance of its objects and no portion shall be distributed directly or indirectly to the Members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

### **41. Funds and accounts**

1. The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Committee.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
3. The Treasurer must—
  - a) receive all amounts paid to the association and, if asked, immediately give a receipt for the amounts; and
  - b) as soon as practicable—
    - i. deposit each amount received into the association's account with a financial institution; and

- ii. enter the particulars of each amount received, and payments made by the association, into the association's cashbook.
4. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
5. A payment by the Club of \$100 or more must be made by cheque or electronic funds transfer.
6. If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
  - a) the president;
  - b) the secretary;
  - c) the treasurer;
  - d) any 1 of 3 other members of the Club who have been authorized by the Committee to sign cheques issued by the Club.
7. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer
8. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
9. A petty cash account must be kept on the imprest system, and
  - i. the Committee must decide the amount of petty cash to be kept in the account.
  - ii. Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book
10. All expenditure must be approved or ratified at a Committee meeting.
11. The Committee determine where the documentation on the Club's expenditure, filed in chronological order, shall be kept.

## **42. General financial matters**

1. On behalf of the Committee, the treasurer must, as soon as practicable after the end date of each Financial Year, ensure a financial statement for its last reportable Financial Year is prepared.
2. The income and property of the Club shall be used solely in promoting the Club's objects and exercising the Club's powers.
3. Management of finances shall comply with the By-laws.

## **43. Contracts**

1. Contracts entered into by the Club shall be made in accordance with Clause 28 of the Act.

## **44. Public Liability Insurance**

1. The Committee must ensure that the Club takes out public liability insurance in relation to the land for which it is responsible under lease, in an amount decided by the Committee and ensure that the insurance cover is kept current at all times.
2. The level of public liability insurance held by the Committee shall be recorded in the By-laws.
3. Any change to the level of public liability insurance must be made public at the subsequent General Meeting.

## **45. Financial year**

1. The end date of the Club's Financial Year is 30<sup>th</sup> June in each year.

## **46. Custody of Documents**

1. The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.
2. Subject to the Act, the Regulations and this Constitution, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Club.
3. The secretary of the Club must ensure that the Club's Constitution, as lodged with the Office of Fair Trading, or a copy of the Constitution that is provided to someone, are set out in an electronic or printed legible form.

## **47. Distribution of surplus assets to another entity**

1. Part 10 of the Act applies if the Club--
  - a) is wound-up; and
  - b) has surplus assets.
2. The surplus assets must not be distributed among the members of the Club.
3. The surplus assets must be given to another entity--
  - a) having objects similar to the Club's objects; and
  - b) the rules of which prohibit the distribution of the entity's income and assets to its members.

## **48. Management of Card Play**

1. The rules of play shall comply with the Laws of Duplicate Bridge.
2. The Committee shall consider and manage the availability of Directors for Club Sessions and for internal and external Tournaments, in accordance with the By-laws.

## **49. Model Rules**

1. The provisions of Section 47 (1) of the Act do not apply with respect to these rules

## **50. Management of Level of Club**

1. The Level of the Club, as defined by the Act, must be monitored by the Committee, in a means determined by the Committee and the process and amounts recorded in the By-laws. If the Level changes such that the Act requires an amendment to the Rules, then the Committee must instigate an amendment in accordance with these Rules

## **51. Affiliation with QBA**

1. The Committee shall ensure that:
  - a) the Club's affiliation with the QBA is retained and;
  - b) all affiliation fees are paid to the QBA and;
  - c) related information / documentation is provided with copies kept by the secretary.