



# RULES AND CONSTITUTION

August 2025

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# A: DEFINITIONS

## 1. DEFINITIONS AND INTERPRETATION

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

**Act** means the Incorporated Societies Act (2022), including any amendments and any regulations made under that Act.

**AGM (Annual General Meeting)** means a meeting of the Members of the Paraparaumu Bridge Club Incorporated (PBC) held once a year, convened under this Constitution.

**Application** means an application for membership as set out in Rule 8.

**Bylaws** means any bylaws, policies, regulations and codes of PBC made under Rule 28.

**Committee** means PBC's governing body.

**Constitution** means this Constitution, including any amendments and any schedules to this Constitution.

**Contact Person** means a person holding the position of Contact Person for PBC, being a person the Registrar of Incorporated Societies can contact when needed.

**Email** means Electronic mail and includes any technology which may become an alternative to or replace email in the future.

**General Meeting** means an Annual General Meeting (AGM) or a Special General Meeting (SGM) of PBC

**Grades** In Rule 14, means grades as classified by the Committee, or as classified by NZ Bridge.

**Matter** (as per Clause 62(4) of the Act) means:

- (a) PBC's performance of its activities or exercise of its powers; or
- (b) an arrangement or a contract made or entered (or proposed to be made or entered) into by PBC.

**Member** means each person who for the time being is a Member of PBC as set out in Section C: Members.

**Member Register** means the register of Members required under this Constitution.

**NZ Bridge (New Zealand Bridge Incorporated)** means the national organisation responsible for the management, control, administration and regulation of Bridge in New Zealand.

**Officer** means a natural person occupying a position in PBC that allows the person to exercise significant influence over the management or administration of PBC. Every Committee member is an officer.

**Ordinary Resolution** means a resolution passed by a majority of votes cast at an AGM or SGM or by the Committee.

**PBC** means the Paraparaumu Bridge Club Incorporated.

**President** means the elected Officer to chair the Committee and lead PBC.

**Rules** means this document, the Rules and Constitution of the Paraparaumu Bridge Club.

**Secretary** means the elected Officer who provides administrative services to the PBC and the Committee.

**SGM (Special General Meeting)** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

**Special Resolution** means a resolution passed by a two-thirds majority of votes cast at an AGM or SGM or by the Committee.

**Treasurer** means the elected Officer who provides financial services to PBC and the Committee.

**Vice President** means the Officer elected by the Committee to deputise for the President as required.

## **Interpretation**

Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (e) A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.
- (g) Where this Constitution or any Bylaw of PBC is inconsistent with a rule, regulation, bylaw or directive of NZ Bridge, the rule, regulation, bylaw or directive of NZ Bridge prevails to the extent of the inconsistency, unless otherwise required by law.

# B: THE CLUB

## 2. NAME

The name of the Club is **PARAPARAUMU BRIDGE CLUB INCORPORATED** (“PBC” or “the Club”).

## 3. PURPOSE AND POWERS

### Purpose

1. To establish and carry on a bridge club, to promote and foster the playing of the game of Contract Bridge in all or any of its forms, and to organise and conduct bridge matches, competitions, tournaments and social gatherings in connection with the playing of Bridge, without intention to make pecuniary gain.
2. To provide an appropriate safe environment for all members.

### Powers

3. To purchase, take on lease, exchange, or otherwise acquire any real or personal property and rights and privileges which the Club may think necessary for the purposes of the Club, and to sell, exchange or otherwise deal with such property.
4. To let, lease, or hire any of the real or personal property of the Club.
5. To borrow any money required for the purposes of the Club, with or without securities, and to execute mortgages and other securities over any of the real or personal property of the Club, or to issue bonds and debentures as securities for the repayment of any such borrowings.
6. To erect buildings upon any land acquired by the Club, for the purposes of the Club, and to alter, remove, or add to any buildings acquired by the Club.

7. To solicit and to accept donations or grants from any person or organisation.
8. To enter into any arrangements for the hire or tenancy of any rooms or premises for the purposes of the Club.
9. To invest funds of the Club not immediately required, upon such investments as are from time authorised by law for the investment of trust funds.
10. To pay for, or make donations towards the cost of conducting any bridge tournaments, matches or competitions in New Zealand or elsewhere, including the cost of bridge players or teachers travelling in or to New Zealand or travelling from New Zealand overseas.
11. To make donations to registered charities or other worthy causes, but without affecting the non-profit status of the Club.
12. To do all such other things as are incidental or conducive to the attainment of any of the foregoing purpose and powers.

#### **4. AFFILIATION**

The Club is affiliated as a member of New Zealand Bridge Incorporated (“NZ Bridge”), being the governing organisation responsible for the management, control, administration and regulation of Contract Bridge in New Zealand. The Club shall seek to comply with any requirements imposed from time to time for membership of that organisation so as to continuously maintain such affiliation and the benefits of such membership. All members of the Club are, by virtue of that affiliation, also bound by the provisions of the Rules of NZ Bridge to the extent the same apply to members of affiliated Clubs participating in the game of Contract Bridge.

#### **5. REGISTERED OFFICE**

The registered office of the Club shall be located at 1 Brett Ambler Way, Paraparaumu, or at such other place as the Committee may determine from time to time. Notice of any change in the location of the registered office shall be given to the Registrar of Incorporated Societies.

## **6. CONTACT PERSON(S)**

At its first meeting following an AGM, the Committee must appoint or reappoint at least one and a maximum of three persons to be the Contact Person(s), whom the Registrar can contact when needed, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must inform the Registrar of Incorporated Societies of any change of a Contact Person or a Contact Person's contact details.



# C: MEMBERS

## 7. MEMBERSHIP

Members shall consist of the following classes:

1. Ordinary Member.

Those elected to full membership without restriction, save pursuant to the Rules and Bylaws.

2. Non-Playing Member.

In respect of any financial year for which ordinarily a member would be liable to pay an annual subscription, the Committee may allow such person to remain on the membership roll without being liable for the annual subscription, but without playing or voting rights. The Committee may require that member to pay such a fee as it thinks appropriate, for example, a fee to cover the NZ Bridge levy.

3. Associate Member.

Those elected to membership but who are also members of another Bridge Club through which their NZ Bridge levy is paid, are designated as Associate Members. For the purposes of this constitution, Associate Members have the same rights and obligations as Ordinary Members.

4. Student Member

A student or young person under the age of 25 may be elected as a Student member. For the purposes of this constitution, Student Members have the same rights and obligations as Ordinary Members.

5. Life Member.

- 5.1. A nominee for life membership must have been a financial member for a minimum of fifteen years without a break in membership.

- 5.2. The nominee must have served the Club voluntarily in some capacity during twelve of those years.
- 5.3. The nominee must have served the Club in a unique way, that is, their contribution to the development and well-being of the Club must stand out from the tasks done routinely by many other members.
- 5.4. Each nomination will be considered on its merits with all aspects of the nominee's contribution taken into account.
- 5.5. Nomination for life membership may be made by any financial member and must be recommended unanimously by the Committee. The nomination must be presented to club members at the Annual General Meeting and must be approved by a two-thirds majority of those present and entitled to vote.

## **8. NOMINATION AND APPLICATION**

All candidates for election as Ordinary, Associate, or Student members must be nominated by one member and seconded by another using an application form approved by the Committee. Each candidate shall sign the form to confirm their consent to the nomination and their agreement to abide by the rules and bylaws of the Club if elected.

## **9. ELECTION OF MEMBERS**

1. A completed application form for every candidate for membership shall be posted on the Club's notice board for 14 days, and any member wishing to object to any candidate must advise the Secretary of such objection.
2. The Committee may accept, defer, or reject any application. A person is elected to membership when their application is accepted by the committee.
3. The Committee shall have power from time to time to limit the number of any class of members.

4. Members shall be notified of their election by the Secretary as soon as possible.

## **10. MEMBERSHIP RIGHTS AND OBLIGATIONS**

1. All members must, on election, meet all the requirements set out in this constitution, or as otherwise set by the committee, and be bound by the Rules and Bylaws of the Club.
2. Members do not have any rights of ownership of, or the automatic right to use or occupy, the property of PBC.
3. Members are expected to promote the interests and purposes of PBC and not do anything to bring PBC into disrepute.
4. Ordinary, Associate, Student, and Life Members are entitled to attend, speak, and vote at any General Meeting of PBC.

## **11. REGISTER OF MEMBERS**

1. The Committee will ensure that an up-to-date Member Register is maintained, which includes each Member's name, NZ Bridge number, contact details, and the date they became a Member.
2. The signed consent of every applicant to become a PBC member will be retained in written or electronic form in the PBC membership records.
3. A Member must provide notice to PBC of any change to their contact details. The Member Register will be updated as soon as practicable after the Secretary is notified of changes to the information recorded in the Member Register.
4. Subject to this Constitution, every Member who was a Member of PBC and recorded on the Member Register immediately prior to the commencement of this Constitution continues as a Member without the need to re-apply.

## **12. CEASING TO BE A MEMBER**

The Secretary will keep a record of the name of each person who has ceased to be a Member of PBC within the previous seven (7) years and the date on which they ceased to be a Member.

A member ceases to be a member:

1. By resigning from membership. Any member may, at any time, resign their membership by giving written notice to the Secretary. Such resignation shall take effect upon receipt of the notice by the Secretary without prejudice to any debt or liability to the Club previously incurred.
2. If their membership is terminated by the Committee under Rule 19, or for failing to meet their obligations under Rule 10.1, or following a dispute resolution process (Rule 44), or such other process set out or referred to in this Constitution.
3. On the death of the member.

A person who ceases to be a member:

4. Must return all property of PBC if required by the Committee, including intellectual property, documents, keys, and such.
5. Remains responsible for all their obligations of membership, if required by the committee.

Reinstatement.

6. A person who has had their membership terminated by the Committee may be reinstated by a two-thirds majority vote of the members at a General Meeting.

## **13. MINIMUM NUMBER OF MEMBERS**

The PBC shall maintain at least the minimum number of members (10) as required by

the Incorporated Societies Act (2022) Section 74 (1).

#### **14. GRADING OF MEMBERS**

The Committee may specify sessions at which play is restricted to members in one or more grades.

#### **15. VISITORS**

The Club welcomes visitors to play alongside and with members at club and tournament sessions.

Non-members may be brought to the Club occasionally by an ordinary, associate, or life member who shall be responsible for the table money and behaviour of the guest.

The Committee may, at any time, place restrictions on this privilege.

#### **16. JOINING FEES AND ANNUAL SUBSCRIPTIONS**

1. The joining fee (if any) for new members and the annual subscription for ordinary, associate, and student members shall be fixed at a General Meeting of the Club.
2. Annual subscriptions shall entitle members to playing rights for the period 1 January to 31 December.
3. Life members shall not be liable for a subscription.
4. The Committee shall have power in its absolute discretion to refund, dispense with, or make reductions in the joining fee or subscription paid or payable by any member.

## **17. TABLE MONEY**

1. In addition to the annual subscription, members shall pay a fee (“table money”) for each occasion on which they play at a Club session and at such other Club events as the Committee may specify from time to time.
2. The Committee shall have the power to fix the amount of table money payable and may vary the amount between different sessions.
3. The Committee may allow concession rates of table money by way of multi-session tickets or otherwise.

## **18. FEES AND SUBSCRIPTIONS DUE**

Joining fees and annual subscriptions shall be due and payable as follows:

1. For new members: within 30 days after notification of election.
2. In all other cases, the due date will be 1 January, and the subscription is to be paid on or before 1 March in the same year.
3. The Committee may impose such a penalty as it thinks appropriate, not exceeding 20%, on subscriptions unpaid as at 1 March.

## **19. FEE AND SUBSCRIPTION DEFAULT**

1. If any member’s joining fee shall remain unpaid as specified in Rule 18.1, or any member’s subscription shall remain unpaid as at 1 March, the Treasurer will send such member notice of their default by email or letter requesting payment in full of the subscription amount and any penalty applied under Rule 18.3.
2. If the amount due in Rule 19.1 is not paid within 21 days after the sending of such notice, the member shall no longer be entitled to exercise any of the privileges of membership and their membership may be terminated by the Committee at its discretion without releasing the member from liability for payment of any sum outstanding and due to the Club.

3. Any member whose membership has been so terminated may, at the discretion of the Committee, be reinstated upon payment of all sums due to the Club.
4. The committee will manage the ongoing balances of members' online payment system accounts to ensure that they maintain a credit balance as can be reasonably expected and that regular payments are made.
5. The Committee may take appropriate action for ongoing amounts overdue, other than overdue subscriptions outlined in Rule 19.1.

# D: COMMITTEE

## 20. COMMITTEE

1. The Committee shall consist of a President, the retiring President, a Vice-President, a Secretary, a Treasurer, a Building Manager and no less than four and no more than seven other committee members.
2. No person shall hold the office of President for more than two (2) years in succession.
3. The Committee may exercise all its powers notwithstanding any vacancy in its members.

## 21. ELECTION OF COMMITTEE

1. By virtue of the office, the retiring President shall be a member of the Committee for the ensuing year. The other members of the Committee shall be elected each year at the Annual General Meeting.
2. Nominations for any office on the Committee shall be made in writing signed by a proposer, a seconder and the nominee, and delivered to the Secretary 14 days before the time of the commencement of the Annual General Meeting, and posted by the Secretary on the notice board as soon as possible after receipt.
3. If the written nominations are insufficient, with the assent of the nominee, further nominations may be made at the Annual General Meeting by a proposer and a seconder.
4. If the nominations for any office on the Committee exceed the required number, the members present at the meeting shall elect the officer or officers by ballot in such manner as the Chair of the meeting shall direct, and in the



event of an equality of votes, selection shall be by lot drawn in such manner as the Chair shall direct.

5. Subject to the provisions relating to the office of President in Rules 20.2 and 21.1, the President, Vice-President, Secretary and Treasurer will continue to hold office up to the time of the appointment of their successors.
6. All members of the Committee become Officers. Prior to election as an Officer, a person must consent in writing to be an Officer and certify in writing that they are not disqualified from being an Officer either by this Constitution (Rule 22) or the Act.

## **22. DISQUALIFICATION**

The following persons are disqualified from being elected to the Committee:

1. A person who is an employee of, or a contractor to, PBC.
2. A person who is disqualified from being elected or holding office under section 47 of the Act.
3. A person who has been removed as an Officer following a process under this Constitution or any Bylaw.

## **23. VACANCIES**

Any vacancy on the Committee may be filled by the Committee, but any member so chosen shall retain office only for such period as shall be determined by the Committee on their appointment and not in any event for a period extending beyond the next Annual General Meeting.

## **24. POWERS OF COMMITTEE**

1. The management and control of the affairs of the Club shall be vested in the Committee who may exercise all powers and do all acts and things which

may be exercised or done by the Club, and which are not expressly directed or required to be exercised or done by the Club in a General Meeting, provided however that the Committee shall not purchase, lease or otherwise acquire any real property without the authority of a General Meeting of the Club.

2. Notwithstanding the provisions of Rule 24.1, the Committee may co-opt any member to the Committee for a specific purpose and a limited period.
3. The Committee may engage employees on such terms and with such powers as it thinks desirable.

## **25. MEETINGS OF COMMITTEE**

1. The Committee shall meet at least once in every month, except December and January and, in addition, as required.
2. Meetings may be called by the President or the Secretary. Any three (3) members of the Committee may sign and serve on the President a request for a Committee meeting. If such a meeting is not called and held within 14 days after service of the request, the members requesting the meeting shall be entitled to call it.
3. If any member is absent from three consecutive Committee meetings without due cause sustained by the Committee, they shall cease to be a member of the Committee and the Committee may fill the vacancy as provided in Rule 23.
4. At any meeting of the Committee, the quorum shall be five (5). The members present shall adjourn any meeting at which a quorum shall not be present to such day, within two weeks, as they may appoint.
5. At all meetings of the Committee, the Chair shall be the President or, in the President's absence, the Vice-President or, if neither is present, another member appointed by the meeting.
6. In the event of equality of votes, the Chair shall be entitled to a second or casting vote.

7. Without meeting in person, the Committee, by exchange of emails, may pass any resolution which could have been passed at a meeting of the Committee, provided all members of the Committee are given reasonable notice of the proposed resolution and a majority is in favour. Any such resolution shall be recorded in the Minutes of the next meeting.
8. Any member of the committee may participate in a meeting in whole or in part by telephone link or similar technology where the proceedings of the committee are audible to the member and vice versa. While so linked, the member shall be deemed to be present at the meeting.

## **26. SUB-COMMITTEES**

The Committee may appoint such sub-committees as it considers appropriate, and may appoint to sub-committees persons who are not members of the Committee, and may delegate any of its powers to any such sub-committee.

Unless otherwise resolved by the Committee:

1. The quorum of every sub-committee is half the members of the sub-committee, but not less than two (2).
2. No sub-committee shall have the power to co-opt additional members.
3. A sub-committee must not commit the PBC to any financial expenditure without express authority from the Committee.
4. A sub-committee must not further delegate any of its powers.

## **27. CEASING TO BE A COMMITTEE MEMBER**

1. The Committee may, by Special Resolution, suspend or remove a member from the Committee if the Committee considers the member concerned:
  - 1.1 Has seriously breached their duties under this Constitution or the Act; or
  - 1.2 Fails to attend meetings under Rule 25.3; or

- 1.3 Is, in its reasonable opinion, no longer a fit and proper person to be a Committee Member; or
  - 1.4 Is involved with or otherwise closely connected to a person or activity which has or may bring PBC or NZ Bridge into disrepute or which may be prejudicial to the purposes or the interests of PBC and/or NZ Bridge.
2. The member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
3. Before considering a motion for suspension or removal from the Committee, the member affected by the motion must be given:
  - 3.1 Notice that a Committee Meeting is to be held to discuss the motion to remove the member from the Committee.
  - 3.2 Adequate time to prepare a response.
  - 3.3 The opportunity prior to the Committee Meeting to make written submissions.
  - 3.4 The opportunity to be heard at the Committee Meeting.
4. A person ceases to be a Committee Member if:
  - 4.1 They are not re-elected at an Annual General Meeting.
  - 4.2 They resign from the Committee by delivering a signed notice of resignation to the Secretary.
  - 4.3 They resign as a member of the Club under Rule 12.1.
  - 4.4 They are removed from office under this Constitution.
  - 4.5 They become disqualified from being an Officer under section 47(3) of the Act.
  - 4.6 The person dies.

## **28. REGULATIONS, BYLAWS, AND GUIDELINES**

1. The Committee may make, repeal, and amend such regulations, bylaws or guidelines not repugnant to these Rules as it may from time to time consider necessary for the well-being of the Club, but any such regulations, bylaws or guidelines may be set aside by a General Meeting.
2. A copy of any such regulations, bylaws or guidelines or any alterations to them, shall be posted on the Club notice board and on the website, or sent to members, as soon as convenient after they are made.

# E: FINANCIAL

## 29. CONTROL AND INVESTMENTS OF FUNDS

1. All money received by the Club shall be paid into the Club's bank accounts, which will be maintained by the Treasurer.
2. All payments out of the accounts shall be made by the authority of the Committee and reported to the Committee.
3. The accounts of the Club at its banks shall be operated upon by the Treasurer and one other member of the Committee or by such other persons as the Committee shall from time to time determine.
4. Cheques and other negotiable instruments may be endorsed by the Secretary or Treasurer or any member of the Committee.
5. The Committee may authorise any club member to operate a debit card for expenditure on club business. Such debit card expenditures must be confirmed at the next PBC Committee meeting.
6. All funds of the Club not required immediately for the ordinary purposes of the Club may be deposited by the Committee in interest-bearing bank accounts or invested in the name of the Club in such other authorised investments as the Committee may think fit.
7. At the Committee's discretion, the Treasurer may pay accounts covering the day-to-day operating expenses of the Club between Committee meetings, subject to such payments being authorised at the next Committee Meeting.
8. The Committee may appoint an acting Treasurer to act during any period when the Treasurer is not available to perform his or her duties through illness or absence or from any other cause. During the appointment, the acting Treasurer shall have, and may exercise, all the powers and authorities conferred on the Treasurer.

9. Except as specifically provided in these Rules, the Club may not make any distribution by way of money, property, or otherwise.
10. The Committee must ensure that accounting records are kept at all times that
  - correctly record the financial transactions of PBC, and
  - allow PBC to produce financial statements that comply with the requirements of the Act, and
  - enable the financial statements to be readily and properly audited or reviewed.
11. Accounting records must be kept for the last seven (7) completed accounting periods of the Club as required by the Act, Section 101 subclause 4.

### **30. BORROWING POWERS**

1. The Committee may, from time to time, raise or borrow such sums of money as it considers necessary or expedient, and may secure the repayment of such sums by mortgage or sub-mortgage of any real or personal property of the Club, or through securities or negotiable instruments.
2. Such mortgages or other securities may contain such covenants, powers and obligations as the Committee may think proper, provided that no sum exceeding 25 per cent of the previous year's gross income may be borrowed under the provisions of this clause without the previous authority of a resolution of the members at a General Meeting.
3. The Committee may without such authority renew any existing mortgage or debenture or borrow for the purpose of replacing any such mortgage or debenture.

### **31. HONORARIA**

Honoraria recommended by the Committee and deemed reasonable for the services performed, may be paid upon approval by members at an Annual General Meeting.

### **32.   AUDIT OR REVIEW OF FINANCIAL STATEMENTS**

The Club's financial statements must be either audited or reviewed each financial year. The Committee shall appoint an appropriately qualified person to undertake the audit or review.

### **33.   FINANCIAL YEAR**

The Financial year of the Club shall end on 30 September in each year.

### **34.   ANNUAL REPORT AND BALANCE SHEET**

1. The Committee shall present for each Annual General Meeting of the Club a Report, an audited Balance Sheet, an Income and Expenditure account of the preceding financial year and any other accounts that the Treasurer or the Auditor/Reviewer deem necessary to explain the annual accounts adequately.
2. Copies of such documents shall be sent to each member with the notice convening the Annual General Meeting.



# **F: GENERAL MEETINGS**

## **35. ANNUAL GENERAL MEETINGS**

The Secretary shall call the Annual General Meeting (AGM) for a date in the month of November of each year. The specific date will be determined by the Committee.

## **36. BUSINESS OF AN AGM**

The following business will be conducted at the AGM:

1. Confirmation of the minutes of the previous AGM.
2. The President's Report on the current state and prospects of PBC.
3. The presentation of the annual financial accounts, as provided in Rule 34.
4. The Committee's recommended Subscription amount for the following year.
5. The election of Officers.
6. The appointment of the honorary solicitor.
7. Consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM.
8. Consideration of any other items of business that have been properly submitted for consideration at the AGM.
9. Notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters to which those disclosures relate).

## **37. SPECIAL GENERAL MEETINGS**

A Special General Meeting may be called by either:

- A resolution of the Committee, or
  - A written request to the Secretary signed by members representing ten (10) per cent or more of the members entitled to vote at the date of the request.
1. Each resolution or written request must state the object or business of the meeting.
  2. Within 14 days from the receipt of any such resolution or request, the Secretary shall call a Special General Meeting for a date not more than 6 weeks from the date of receipt.
  3. If the Secretary fails to call a members-initiated meeting within 14 days, the members signing the request may call such a meeting themselves.

### **38. PLACE AND TIME OF MEETINGS**

1. All General Meetings shall be held at the Club rooms or at such other place, and (subject to Rule 35), at such date and time as the Committee shall determine.
2. A written resolution in lieu of a meeting is not permitted.

### **39. NOTICE OF MEETINGS**

1. At least 14 clear days before the holding of any General Meeting, the Secretary shall send to every member entitled to vote a notice specifying the business to be transacted and the place, date, and time of the meeting.
2. The Secretary shall give the notice required by Rule 39.1 and any other notice that these rules require to be sent or given to members by posting or delivering it to the address of the member or by transmitting the notice to the member's email address.
3. For purposes of Rule 39.2, the address used shall be the postal address or email address which the member has last notified to the Secretary.

#### **40. QUORUM AT GENERAL MEETINGS**

At any General Meeting, fifteen (15) per cent of the membership at that date, excluding Non-Playing members, shall constitute a quorum. The members present shall adjourn any General Meeting without a quorum to a date within one month as they may appoint.

#### **41. CHAIRING OF MEETINGS**

All General Meetings shall be chaired by the President or, in the President's absence, the Vice-President or, if neither is present, another member selected by the meeting.

#### **42. MINUTES**

Full minutes must be kept of all General Meetings.

#### **43. VOTING**

At all General Meetings, the Chair shall ascertain the decision of the meeting on any question by voice, or by a show of hands, or division, unless the Chair or any other six members present and entitled to vote request a ballot. Every member with voting rights present at a General Meeting shall be entitled to one vote, and in the event of equality of votes, the Chair shall (except in the election of Committee members under Rule 21) be entitled to a second or casting vote.

# G: DISPUTE RESOLUTION

## 44. COMPLAINT PROCEDURE

1. Any person may complain that a member has been guilty of conduct unbecoming of a member of the Club, or detrimental to the interests of the Club, or has failed to observe any rule or bylaw of the Club, other than failure to pay joining fees or subscriptions.
2. Complaints must be submitted to the Secretary in writing, and each such complaint must be discussed by the Committee at the next meeting or at an earlier special meeting, as permitted by Rule 25.1.
3. The member who is the subject of the complaint must be advised of all details of the complaint and shall be given full opportunity to offer an explanation and otherwise be treated in a manner consistent with the requirements of natural justice in accordance with New Zealand law.
4. If the complaint is upheld, the Committee has the power to expel the member, or suspend the member from membership, or from playing at specified sessions of play for a period, or censure the member, or require the member to apologise to any person. More than one such penalty may be imposed.
5. Any member expelled under Rule 44.4 has the right to appeal to a General Meeting. The member wishing to appeal shall give a written notice to that effect to the Secretary within two (2) weeks of the date the member is notified of the expulsion. The Secretary shall call the meeting for a date within 30 days of the delivery of the notice. At the meeting, a majority of two-thirds of those present and entitled to vote may reverse the Committee's decision to expel the member. The meeting may substitute any penalty which could have been imposed under Rule 44.4.
6. The Committee may refer a complaint, grievance, or other dispute either to
  - (a) an appointed sub-committee to investigate and either report or resolve,

or, (b) with the consent of all parties, to mediation.

7. Notwithstanding the provisions of clauses 44.3 and 44.4, the Committee also has the power to refer any matter, allegation, or complaint of conduct, discipline or dispute that it considers sufficiently significant, concerning or important, to the Board of Management of NZ Bridge for enquiry, investigation and/or determination by the Board's appropriate Standing Committee, and in the event any such referral is accepted by the Board for that purpose, the Committee shall abide by any consequent verdict, decision or determination as the case may be.
8. The Club shall notify NZ Bridge of the expulsion of any member.

# H: OTHER

## 45. RULES OF PLAY

All Club bridge sessions or matches, and all other bridge events or tournaments organised by the Club, shall be played under and in accordance with the Laws of Contract Bridge for the time being, consistent with any interpretation and guidance with respect to such Laws published from time to time by NZ Bridge, and any Tournament Regulations adopted and published by NZ Bridge if they apply to that event or tournament.

## 46. WINDING UP

On a resolution being passed that the Club be wound up under Rule 228 of the Incorporated Societies Act (2022), the property of the Club shall be held in an approved trust for the re-establishment of the Club, or disposed of to another Bridge Club or Clubs, or one or more cultural or sporting bodies in the Kapiti District, or any registered charity, or a combination of the foregoing as may be decided by resolution of members at a General Meeting.

## 47. ALTERATION OF RULES

1. The Club may amend, add to, revise, or rescind any of these rules at a General Meeting by a resolution passed by a two-thirds majority of members present and entitled to vote.
2. No alteration shall be permitted if it in any way affects the non-profit status of the Club.

#### **48. MATTERS NOT PROVIDED FOR**

Subject to the provisions of the Incorporated Societies Act (2022) and these Rules, if any question arises which is not provided for in the Rules, it shall be decided by the Committee.

#### **49. DATE OF COMING INTO FORCE**

These Rules, and any amendments to the Rules approved by a General Meeting, shall come into operation on the date the new Constitution is registered with the Registrar of Incorporated Societies.