

# **RULES OF THE PALMERSTON NORTH BRIDGE CLUB INCORPORATED**

1. **NAME:** The name of the Club is the *Palmerston North Bridge Club Incorporated* hereafter referred to as the Club.
2. **REGISTRATION:** The Club is registered under the Incorporated Societies Act 1908.
3. **OBJECTS:** The objects of the Club are those charitable objects and purposes which are recognised by the Courts of New Zealand, and include promoting the playing of bridge by:
  - 3.1. Teaching and providing amenities, facilities and equipment for playing the game of bridge;
  - 3.2. Promoting bridge tournaments, competitions and matches and providing for the control, administration and management of bridge;
  - 3.3. Providing and maintaining premises considered necessary, desirable or convenient for the advancement of such objects.
4. **POWERS:** The Club will have the following powers:
  - 4.1. To purchase, take on, lease or otherwise acquire real and personal property and rights and privileges which the Club may think necessary or expedient for the attainment of any of the objects of the Club, and to sell, exchange or otherwise deal with such property.
  - 4.2. To let, lease or hire any of the real or personal property of the Club.
  - 4.3. To build on any land acquired by the Club and to repair, alter, improve, or otherwise deal with any buildings acquired by the Club.
  - 4.4. 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 property of the Club or to issue bonds and debentures as securities for the repayment of any such monies.
  - 4.5. To enter into any arrangements for the hire or tenancy of any rooms or premises to enable the Club to achieve its objectives.
  - 4.6. To invest surplus funds in Trading Bank Deposits or Government guaranteed securities.
  - 4.7. 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 players' travel.
  - 4.8. To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Club.
5. **AFFILIATION:** The Club shall be affiliated as a member of New Zealand Bridge Incorporated, hereafter referred to as NZ Bridge.
6. **MEMBERSHIP:**
  - 6.1. Members shall be bound by and be party to these rules.
  - 6.2. The membership of the Club shall consist of the following classes, all of which shall be entitled to all privileges and advantages of full membership. The Committee shall have the power to introduce new classes as it sees fit and to set and amend the eligibility for each class except for Life members
    - 6.2.1. **Ordinary members**, which can have one or more sub-classes as decided by Committee
    - 6.2.2. **Life members** shall be persons the Club desires to honour for distinguished service to the Club. Recommendations for election to life membership can be made only by the Committee and shall require the approval of three-quarters of the members present and voting at a general meeting, due notice of the recommendation having been given in accordance with Rule 18. A life member is not liable to pay any Club subscription.

- 6.3. Every candidate for membership shall complete and sign the membership application form prescribed by the Committee. Upon receipt of a membership application, the Committee shall consider the election of the candidate and, if approved by a majority of those present, the candidate shall become a member of the Club. Membership applications may be declined if the candidate has been subject to disciplinary action by another bridge Club, regional committee, or NZ Bridge, or by their counterparts in other countries.

Every new member shall be notified of their acceptance, and subject to payment of the prescribed subscription fee, shall then be bound by the rules any by-laws of the Club. <sup>1</sup>

## **7. VISITORS:**

- 7.1. Members of other clubs affiliated to NZ Bridge and properly accredited overseas visitors may be allowed by the Committee the playing privileges of the Club for such period not exceeding six<sup>2</sup> months and on such terms as to payment of part subscription as the Committee shall determine.
- 7.2. Any visitor to the Club other than those to whom Rule 7.1 applies, may with the permission of a member of the Committee, or at the invitation of a Club member, play four times in any financial year without liability for payment of a subscription. A visitor shall pay table money as prescribed in Rule 12.
- 7.3. The Committee shall be empowered to designate certain events to include visitors and not require payment of a subscription or affecting rights under 7.1 and 7.2.

## **8. CESSATION OF MEMBERSHIP:** A member shall cease to be a member:

- 8.1. If written or verbal resignation is given to the secretary of the Club. Members are liable for the full annual subscription for the year during which they resign, unless the Committee determines otherwise;
- 8.2. If a subscription is unpaid by 31<sup>st</sup> March;
- 8.3. If expelled by the Committee in accordance with Clause 10.

## **9. DISCIPLINE AND/OR SUSPENSION OF MEMBERS:**

- 9.1. The Committee has the power to censure, suspend from membership for a period, or expel any member, if it considers the person has been guilty of conduct prejudicial to the well being of the Club. An expulsion must be carried by a two-thirds majority of those members of the Committee present and voting. The member shall be given full opportunity to offer an explanation and otherwise be treated in a manner consistent with the requirements of natural justice.
- 9.2. Any member expelled under rule 10.1 has the right to appeal to a special general meeting by delivering a notice in writing to the Secretary to that effect within 3 months from the date of expulsion. The meeting is to be convened within 30 days of the date of delivery of such notice. The person shall be reinstated to membership following a secret ballot to that effect carried by a two-thirds majority of those present, and after payment of any subscription due.

## **10. ANNUAL SUBSCRIPTIONS:**

- 10.1. Annual subscriptions and date due shall be determined by Committee. Committee shall have the right to vary the subscription amount by member class and sub-class and for part year joining
- 10.2. The subscription is payable on or within 30 days of election to membership of the Club. If not paid, the membership may be cancelled at the discretion of the Committee.

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<sup>1</sup> Amendment approved at Annual General Meeting, 20 March 2021

<sup>2</sup> Was 3 months

Note: There was no Rule 8 in previous Rules. Rules 9 to 24 have been renumbered as Rules 8 to 23 in 2019

## 11. TABLE MONEY:

- 11.1. The Committee shall have the power to set table money at different levels for different classes of members and for visitors

## 12. COMMITTEE:

- 12.1. From the end of each annual general meeting until the beginning of the next, or such other time period as specified in an approved general meeting resolution, the Club shall be administered, managed and controlled by the Committee consisting of President, Vice President, Secretary, Treasurer, and up to ten ordinary members. The ordinary members shall include one member representing each weekly grade playing night and one member representing all daytime events. If playing day or night representatives are elected to the office of President, Vice President, Secretary, or Treasurer<sup>3</sup>, the number of ordinary Committee members may be increased accordingly.
- 12.2. Office bearers and ordinary committee members (other than playing night or day representatives) shall be elected at the Annual General Meeting each year. Only financial members of the Club are eligible for election as a Committee member.
- 12.3. Each playing night and day representative shall be elected at a meeting held on a playing night or day in the first week of November, to take effect the following year, by members playing regularly on that night or day. Such elections shall be conducted by the President, Vice President or a person appointed by the Committee. A playing night or day representative must resign from the Committee if he or she ceases to play regularly on the night or day which he or she represents, and a new representative elected as soon as reasonable and possible.
- 12.4. Nominations for the election to the Committee shall be in the hands of the Secretary not less than seven days before the date set down for the Annual General Meeting. Nominations and the consent of the nominee shall be in writing. If the nominations exceed the vacancies a secret ballot shall be held at the meeting. If insufficient nominations are received by the due date, nominations for unfilled positions shall be accepted at the meeting at which the elections are to take place. The Committee may fill vacancies up until the next annual general meeting held after the vacancy occurred. The Committee may continue to act despite any vacancy.
- ~~12.5. The President and Vice President shall hold office for a maximum of three consecutive years, but, if there were no other candidates, the term could continue for up to five years.<sup>4</sup>~~
- ~~12.5. The President, Vice President, Secretary, Treasurer, ordinary Committee members and playing day or night representatives,<sup>5</sup> shall hold office for a maximum of three consecutive years, but, if there were no other candidates, the term could continue for up to five years.<sup>6</sup>~~
- 12.6. The Secretary will maintain a minute book to be available to any member of the Club and which, for each meeting (which may include meetings held by email or other electronic forms), records the names of those present, all decisions made and the essence of any other matters discussed at the meeting. Such minutes shall be confirmed by a subsequent meeting and when signed by the chairperson of that meeting shall prima facie be evidence that that meeting was duly called and that the minutes are a true and correct record of what occurred at the meeting.

## 13. POWERS OF COMMITTEE:

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<sup>3</sup> Amendment approved at Annual General Meeting, 27 March 2015

<sup>4</sup> ~~Amendment approved at Annual General meeting 23 March 2024~~

<sup>5</sup> ~~Amendment approved at Annual General Meeting 2 July 2020~~

<sup>6</sup> ~~Amendment approved at Annual General Meeting, 23 March 2018~~

- 13.1. At any committee meeting or special committee meeting a majority of members eligible to attend and vote shall constitute a quorum.<sup>7</sup>
- 13.2. A special Committee meeting to consider urgent matters may be called by the President at any time or shall be called within seven (7) days following a written request by three (3) members of the Committee.
- 13.3. The Committee shall so far as is consistent with these rules make bylaws for the well being of the Club.
- 13.4. The Committee shall engage such staff as may be necessary.
- 13.5. The Committee shall have power to appoint sub-committees, which shall be responsible to the Committee, and which shall have authority to exercise such Committee powers as delegated to it.
- 13.6. The Committee may invite persons to attend Committee meetings. Such persons may speak but not vote.
- 13.7. The Committee may exercise all those powers of the Club not reserved to a general meeting.
- 13.8. The Committee shall have the power to purchase, take on lease, or exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Committee may think necessary or convenient for the purposes of the Club, but any expenditure or commitment in excess of \$5000 shall be made only by resolution of a general meeting following a report and recommendation of the Committee.
- 13.9. Any elected member of the Committee who fails to attend three consecutive meetings of the Committee without reasonable cause may be removed from the committee by a resolution carried by a two-thirds majority of those members of the Committee present and voting.

#### **14. FINANCIAL ARRANGEMENTS:**

- 14.1. The financial year of the Club will run from 1 January to 31 December of each year.
- 14.2. At the first meeting of the Committee following the Annual General Meeting, the Committee will decide by resolution the following:
  - 14.2.1. How the Club will receive money;
  - 14.2.2. Who will be entitled to issue receipts;
  - 14.2.3. What bank accounts will be operated for the ensuing year, including the purposes of each account and who shall have access to the accounts;
  - 14.2.4. Those authorised to make payments and the names of account signatories; and
  - 14.2.5. Policy concerning the investment of money by the Club, including the type of investment permitted.
- 14.3. The Treasurer will ensure that true and fair accounts are kept of all money received and expended and shall report on the Club's financial activities to each Committee meeting.

#### **15. AUDITOR:**

- 15.1. The accounts and financial statements of the Club shall either be reviewed by an appropriately qualified person (Reviewer) who shall not be a member of the committee or be audited by an Auditor who is a chartered accountant and who shall not be a member of the committee. The decision to choose either a Reviewer or an Auditor shall be made at each annual general meeting by majority vote. The appointment of the specific Reviewer or Auditor shall be made by the committee following the annual general meeting.<sup>8</sup>

#### **16. GENERAL MEETINGS:**

- 16.1. The Annual General Meeting of the Club shall be held before 31<sup>st</sup> March in each year, unless adjourned to a later date, at which the audited Financial Statements for the preceding financial year shall be presented for member approval. A copy of the Financial Statements

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<sup>7</sup> Amendment approved at Special General Meeting 1 May 2014

<sup>8</sup> Amendment approved at Annual General Meeting, 29 March 2019

shall be made available to members at the Clubrooms and shall be emailed to any member requesting a copy.

16.2. The President shall present at each Annual General Meeting of the Club an Annual Report

16.3. The Committee shall call a special general meeting:

16.3.1. Whenever it is considered to be in the interests of the Club to do so; or

16.3.2. Upon receipt of a requisition to do so signed by more than 10 members and stating the business of the meeting.

16.4. Notice of any business to be considered at any special general meeting must be given at least ten days before the meeting and in the case of a meeting called under rule 17.3.2, the meeting must be held within 30 days of the receipt of the requisition.

16.5. At any special general meeting no business shall be transacted other than that stated in the notice convening the meeting.

16.6. At all general meetings voting shall be on a show of hands; a ballot shall be conducted if requested by any member present. In the event of any vote being tied the tie shall be resolved by another ballot. If the vote is still tied the chair should hold the casting vote.

16.7. At all general meetings members comprising more than 10% of the membership as at the date the meeting was called shall form a quorum. If there is not a quorum present 15 minutes after the time set down for the meeting, the meeting shall be adjourned and immediately reconvened. At the reconvened meeting if there is no quorum within 15 minutes, the members present shall adjourn the meeting or the meeting can then transact its business, if three-quarters of those present agree.

#### **17. NOTICE OF MEETING:**

17.1. Notification of a general meeting will specify the time, date and place of meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Committee. Such information will be supplied to any person requesting it.

17.2. At least ten days' written notification of each general meeting shall be given to all members. Notification posted on the Club notice board will be deemed to satisfy this requirement. Notice will also be sent to electronic addresses of members where these are recorded on the Club register.<sup>9</sup>

#### **18. INDEMNITY:**

18.1. No Committee member shall be liable for the acts or defaults of any other Committee member, or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

18.2. Committee members shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

#### **19. PECUNIARY BENEFIT:**

19.1. Any income, benefit or advantage will be applied to the objects of the Club

19.2. No member, or any person associated with a member shall derive any personal pecuniary benefit from membership of the Club.

19.3. The provision and effect of this clause shall not be removed from these rules and shall be implied into any document replacing these rules.

#### **20. ALTERATION TO RULES:**

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<sup>9</sup> Amendment approved at Annual General Meeting, 27 March 2015

- 20.1. The rules of the Club may be altered, added to or rescinded by resolution at any general meeting, provided that notice in writing setting out such alteration, addition or rescission has been sent or advertised to each member with the notice of meeting. The votes of two-thirds of those members present on that occasion are required to effect any change. No amendment may be made to the rules, which would alter:
- 20.1.1. The exclusively charitable nature or the tax-exempt status of the Club;
  - 20.1.2. The rules as to winding up or dissolution of the Club.

**21. COMMON SEAL:**

- 21.1. The Club shall have a common seal which shall be kept in the custody and control of the Treasurer of the Club. The seal shall only be used pursuant to a resolution of the Committee in that behalf and every instrument to which the seal is affixed shall be signed by two members of the Committee.

**22. DISSOLUTION:**

- 22.1. In accordance with the Incorporated Societies Act 1908, or any law in substitution for that act, members present at a general meeting of the Club may resolve that the Club be dissolved as from a date specified in that resolution. Any such resolution must be confirmed at a subsequent special general meeting called for that purpose, and held not earlier than 30 days after the passing of the resolution.
- 22.2. If any property remains after winding up or dissolution of the Club and settlement of all the Club’s debts and liabilities, members shall direct that property must be given or transferred to another organisation in New Zealand, that is charitable under New Zealand law and has purposes similar to those of the Club.

**23. COPIES OF RULES:**

- 23.1. These rules and any by-laws shall be displayed on the notice board at the Clubrooms and will be available on the Club website.

<u>Name</u>	<u>Position</u>	<u>Signature</u>	<u>Date</u>
_____	President	_____	_____
_____	Secretary	_____	_____
_____	Treasurer	_____	_____