

THE CONSTITUTION OF
THE NORTHERN DISTRICTS BRIDGE CLUB INCORPORATED
As Revised and Amended on 13 February 2017

1. NAME

The name of the Association is the “Northern Districts Bridge Club Incorporated” hereinafter referred to as the “Club”.

2. OBJECTS

The object of the Club is to promote and encourage the game of bridge and to do all such things as are incidental to attain that object.

The property and income of the Club shall be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.

3. MANAGEMENT

In accordance with Clause 10, the control and management of the Club shall be vested in a Management Committee.

4. MEMBERSHIP

4.1 Member.

A member is deemed to be a person (every word of the masculine gender shall be construed as including the feminine gender) who has duly applied for and been granted membership and who has paid the annual subscription as decided by a General Meeting of members for the current year. Any new member who joins the Club after 1st September of any financial year shall become liable for the proportion of the annual subscription as determined by the Committee.

4.2 Application for Membership

An application for membership shall be made in writing on the form provided by the Club

4.3 New Membership

Membership shall be granted by the Committee and may refuse membership without giving any reason for such refusal.

4.4 Associate Membership

Associate Membership is open to applicants who require only temporary membership and/or do not wish to use the full facilities of the Club, or who require membership in unusual circumstances.

4.5 Honorary Membership

A person may be admitted to Honorary Membership by the Committee for such a period as it sees fit. Such an Honorary Member shall have all the privileges of an Ordinary Member, but may not vote at General Meetings, or be a member of the Committee.

4.6 Life Membership

Life Membership may be conferred on an individual member for outstanding work done for the Club over a number of years if recommended by the Committee and confirmed by resolution of the majority of the members present and voting at a General Meeting.

4.7 Cessation of Membership

4.7.1 A member may resign from membership of the Club at any time by sending a written notice of resignation to the Honorary Secretary.

4.7.2 The Committee shall have the right to suspend or expel a member, subject to the provisions of Clause 4.8, if:

- (i) the member refuses or neglects to comply with this Constitution; or
- (ii) the member's conduct or behaviour is detrimental to the interest of the Club.

4.7.3 No person who ceases to be a member of the Club shall have any claim, monetary or otherwise, on the Club, its funds or property except to the extent of any debt owing by the Club to such a person.

4.8 Suspending or Expelling Members

4.8.1 The Committee may, by resolution, suspend or expel a member from the Club provided that the Committee holds a meeting to consider that action.

4.8.2 The Honorary Secretary must, not less than 28 days before the Committee Meeting referred to in Clause 4.8.1, give written notice to the member

- (i) of the date, place and time of the Committee Meeting; and,
 - (ii) the grounds on which the proposed suspension or expulsion is based;
- and,
- (iii) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral submissions (or both) to the Committee about the proposed suspension or expulsion;

4.8.3 The Committee, at the meeting referred to in Clause 4.8.2, must

- (i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both) submissions to the Committee about the proposed suspension or expulsion; and
- (ii) give due consideration to any submissions so made; and
- (iii) determine whether or not to suspend the member's membership and if so, the period of suspension; or whether or not to expel the member from the Club

4.8.4 A decision of the Committee to expel or suspend a member from the Club takes immediate effect.

4.8.5 The Committee must give the member written notice of the Committee's decision, and the reasons for that decision, within 7 days after the Committee meeting at which the decision is made.

4.8.6 A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Committee's decision under Clause 4.8.5, give written notice to the Honorary Secretary requesting the appointment of a mediator under Clause 13.5

4.8.7 If notice is given under Clause 4.8.6, the member who gives the notice and the Committee are the parties to the mediation.

4.9 Consequences of Suspension

4.9.1 During the period a member's membership is suspended, the member

- (i) loses any rights (including voting rights) arising as a result of membership;
- and

(ii) is not entitled to a refund, rebate relief or credit for membership fees paid, or payable to the Club.

4.9.2 When a member's membership is suspended, the Honorary Secretary, or such other person authorised by the Committee from time to time, must record in the Register of Members:-

- (i) that the member's membership is suspended; and
- (ii) the date on which the suspension takes effect; and
- (iii) the period of the suspension.

4.9.3 When the period of the suspension ends, the Honorary Secretary, or such other person authorised by the Committee from time to time, must record in the Register of members that the member's membership is no longer suspended.

5. MEMBERSHIP REGISTER

5.1 Register of Members

5.1.1 The Honorary Secretary, or a person authorised by the Committee from time to time, must maintain a Register of members and make sure that the Register is kept up to date.

5.1.2 The Register must contain:

- (i) the full name of each member
- (ii) a contact postal, residential or email address of each member
- (iii) the class of membership held by the member
- (iv) the date on which the person became a member.

5.1.3 Any change in membership of the Club must be recorded in the Register within 28 days after the change occurs.

5.1.4 The Register must be kept and maintained at the Honorary Secretary's place of residence, or at such other place as the Committee decides.

5.2 Inspecting the Register

5.2.1 Any member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Club and the member.

5.2.2 A member must contact the Honorary Secretary to request to inspect the Register.

5.2.3 The member may make a copy of the details from the Register but has no right to remove the Register for that purpose.

5.3 Copy of the Register

5.3.1 A member may make a request in writing for a copy of the Register

5.3.2 The Committee may require a member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club and not for any other purpose whatsoever.

5.3.3 The Club may charge a reasonable fee to the member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

6. SUBSCRIPTIONS

6.1 Annual Subscriptions

Annual subscriptions shall be such as decided at the Annual General Meeting. They shall become due for the period of the Club's financial year one week after the Annual General Meeting which decides on the amount of subscription. Failure to pay within one month of the date automatically excludes a person from membership.

6.2 Financial Year

The financial year of the Club shall commence on first day of January each year.

6.3 Refunds

The Committee may excuse or refund payment of the whole or any part of the subscription of any member who, because of sickness, absence from the Metropolitan area or any other reason, is unable to use the facilities of the Club.

7. FUNDS AND ACCOUNTS

7.1 Accounts

The funds of the Club must be kept in an account or accounts in the name of the Club in a financial institution determined by the Committee.

7.2 Purpose

The funds of the Club are to be used in pursuance of the objects of the Club.

7.3 Cheques and Payments

All cheques shall be signed by two Committee members and all electronic fund transfers shall be approved by two Committee members.

7.4 Financial Records

The Club must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance;
- and
- (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Associations Incorporation Act 2015.

7.5 Financial Record Maintenance

The Club must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

8. DUTIES OF MEMBERS

8.1 Compliance

Every member undertakes to comply with this Constitution, Resolutions of the Annual General Meeting and such additional decisions as the Committee may make from time to time.

8.2 Communication

Every member shall communicate to the Honorary Secretary, or such other person authorised by the Committee from time to time, his address and inform him of any change of name or address.

8.3 Rights

Every member shall have the right to inspect the records, documents and securities of the Club.

GENERAL MEETINGS

9.1 General Meetings

A General Meeting of members may be held at the direction of the Committee.

- 9.1.1 A Special General Meeting must be held however on the petition, signed by twenty per cent of the number of members entitled to vote, stating the business to be

considered at the meeting. The President or the Vice-President must be the recipient of such petition and the meeting must be held not less than fourteen days or more than twenty eight days after the receipt of the petition by the President (or Vice-President) who shall instruct the Honorary Secretary to convene the meeting.

9.1.2 The notice of the Special General Meeting must give each member at least 14 days notice and specify the date, time and place of the meeting and set out the wording of the proposed resolution to be considered at that meeting.

9.1.3 If the Committee does not convene a Special General Meeting within that 28 day period, the members making the request (or any of them) may convene the Special General Meeting and the Club shall reimburse any reasonable expenses so incurred.

9.2 Powers

Without affecting the generality of the powers conferred upon it by this Constitution any General Meeting of Members may, by a simple majority of members present and voting, assume outright control of the affairs of the Club from the Committee, provided that at least twenty one days notice of motion to that effect has been given by the posting of a notice on the Club Notice Board.

9.3 Quorum

At all General Meetings a number equivalent to thirty-three and one third per cent of the number of members entitled to vote, or twenty of such members, whichever is the lesser, shall constitute a quorum.

9.4 Voting

9.4.1 Decisions on motions duly proposed and seconded shall be by a simple majority vote, save in the question of amendments to this Constitution and the question of affiliation with the Bridge Association of Western Australia, which shall require a three-fourth majority vote. In all matters, however, the Chairman shall have a casting vote as well as an original vote.

9.4.2 Any member may appoint, in writing, a proxy to appear, speak and vote on his behalf.

9.5 Adjournment

The Chairman may adjourn the meeting.

9.6 Notices

9.6.1 All Members shall be entitled to attend and vote, either in person or by proxy, at any General Meeting of the Club.

9.6.2 The Honorary Secretary shall convene any General Meeting required under this Constitution by giving at least fourteen days written notice of such meeting to all Members of the Club.

9.6.3 Notices required under this Constitution or by the Club shall be in writing and:

- (i) delivered by hand to the recorded address of the member; or
- (ii) sent by prepaid post to the recorded postal address of the member; or
- (iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.
- (iv) a copy of the notice may also be placed on the Club Notice Board

9.7 Annual General Meeting

9.7.1 The Annual General Meeting of the Club shall be held as soon as possible after February 1st but not later than March 15th each year on a date to be decided by the Committee.

9.7.2 The meeting shall be opened and thereafter, in addition to standard meeting procedure, the order of business shall be:

Confirmation of the minutes of the previous Annual General Meeting.

The President's Report.

The Treasurer's Report which shall contain true and fair financial statements of the receipts and expenditures and a balance sheet showing all assets and liabilities of the Club. These statements shall be available to all members for inspection.

Election of the Committee.

Voting on the amount of the Annual Subscriptions and Table Money for the coming year.

Consideration of proposed amendments to this Constitution

Any other business.

THE MANAGEMENT COMMITTEE

10.1 Management Committee

10.1.1 Subject to the provisions of Clause 9.2 the control and management of the Club shall be vested in a Management Committee, hereinafter referred to as the "Committee". The Committee shall be responsible for the execution of the Club policy and the proper conduct of the Club affairs.

10.1.2 No person shall be entitled to hold a position on the Management Committee if the person has been convicted of, or imprisoned in the previous 5 years for

- (i) an indictable offence in relation to the promotion or formation or management of a body corporate;
- (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months in; or
- (iii) an offence under Part 4 Division 3 or section 127 of the Associations Incorporation Act 2015 unless the person has obtained the consent of the Commissioner for Consumer Protection.

10.1.3 No person shall be entitled to hold a position on the Management Committee if the person is, according to the Interpretation Act 1984 Section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner for Consumer Protection.

10.2 Committee Members

The members of the Committee of the Club shall be the President, the Vice- President, the Honorary Secretary, the Honorary Treasurer and between two and seven ordinary committee members.

10.3 Election of Committee Members

The members of the Committee of the Club shall be proposed and elected by a simple majority vote of members present and voting at the Annual General Meeting.

10.4 Tenure of Office

The members of the Committee shall each hold office from the declaration of their election at an Annual General Meeting until the declaration of the results of the elections at the next Annual General Meeting. They shall each be eligible for re-election from year to year.

10.5 Duties of Office Bearers

10.5.1 The President shall:

- (i) be responsible for the chair at all meetings at which he is present.
- (ii) be responsible for the proper conduct of the Club's affairs as set out in this Constitution.
- (iii) co-ordinate the Club policy as approved by the Committee.
- (iv) be empowered to co-opt Members for particular duties.
- (v) represent the Club at official functions when invited by kindred clubs and associations or authorise some other Member to attend.
- (vi) be an ex-officio member of all sub-committees.
- (vii) be empowered to call a Special General Meeting.

10.5.2 The Vice-President shall:

- (i) assist the President at all times in his duties.
- (ii) preside at any meeting in the absence of the President (in the absence of both the President and the Vice-President the meeting shall elect a Chairman of the meeting).
- (iii) deputise for the President when requested.

10.5.3 The Honorary Secretary shall:

- (i) convene all meetings of the Club and the Committee.
- (ii) attend all meetings and keep minutes of all proceedings.
- (iii) conduct the correspondence of the Club and have custody of all documents of the Club.
- (iv) keep the register of members unless that duty is delegated to another member.
- (v) perform such other duties as required.

10.5.4 The Honorary Treasurer shall:

- (i) keep correct accounts and records showing the financial affairs of the Club
- (ii) collect and bank all monies received and give proper receipts when requested or required
- (iii) arrange for all payments and disbursements authorised by the Committee.

(iv) maintain all bank accounts of the Club, with the proviso that all withdrawals or cheques on these accounts shall be signed or authorised by any two of the President, Honorary Secretary or Honorary Treasurer or in their absence any other member of the Committee duly elected in their stead.

(v) prepare and submit financial statements to the Committee as required by the Committee.

(vi) prepare and present the Treasurer's Report to the Annual General Meeting of the Club as required by Clause 9.7.2(3)

(vii) perform such other duties as required.

10.6 Duties and Powers of the Committee

10.6.1 Meetings. The Committee shall meet at least once every three months and when the President considers it necessary. The Honorary Secretary shall give at least three days notice of such a meeting.

10.6.2 Special Meetings. The Honorary Secretary shall at the request of any two members of the Committee call a Special Committee meeting at such notice as the requesting members think fit, but so that the meeting takes place not less than seven or more than fifteen days from the receipt by the Honorary Secretary of the request for the meeting.

10.6.3 Quorum. A quorum shall consist of four members of the Committee.

10.6.4 Vacancies on the Committee

(i) the position of any member of the Committee shall become vacant if

- he resigns from the Committee.

- absents himself from three or more consecutive meetings of the Committee, without satisfying the Committee that he had good reason for his failure to attend

- ceases to be a member of the Club.

(ii) the Committee may appoint any individual member of the Club, other than an Honorary Member, to fill any vacancies on the Committee however occurring. Such an appointment shall remain valid until the election of the new Committee at the next Annual General Meeting of the Club.

10.6.5 Sub-Committees. The Committee may appoint Sub-Committees for such purposes and with such powers as it thinks fit.

10.6.6 Procedure

- (i) the President or, in the President's absence, the Vice-President must preside at each committee meeting.
- (ii) if the President or Vice-President is absent or unwilling to preside at a meeting, the committee members present must choose one of them to act as chairperson of the meeting.
- (iii) the procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (iv) the order of business at a committee meeting may be determined by the committee members present at the meeting.

10.6.7 Minutes of Committee Meetings

- (i) the committee must ensure that minutes are taken and kept of each committee meeting.
- (ii) the minutes must record the following:
 - the names of the committee members present at the meeting;
 - the business considered at the meeting;
 - any motion on which a vote is taken at the meeting and,
 - the result of the vote.
 - details relating to the disclosure of a committee member's material personal interest in a matter considered at a committee meeting
- (iii) the minutes of a committee meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (iv) the chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct at the next committee meeting.
- (v) when the minutes of a committee meeting have been signed as correct they are deemed to be so, until the contrary is proved. Evidence that the meeting to which the minutes relate was duly convened and held; that the matters recorded did take place at the meeting; and that any appointment purportedly made at the meeting was validly made.

10.6.8 Additional Powers of the Committee

Notwithstanding powers conferred upon it elsewhere in this Constitution, the Committee shall have the following additional powers, authorities and discretions

(i) to adjust table money where necessary and control the finances of the Club with the proviso that the income and property of the Club shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of pecuniary profit to the members provided that remuneration may be paid in good faith to the officers and servants of the Club or other persons in return for services actually rendered to Club.

(ii) to purchase lease or hire or otherwise acquire any real or personal estate for the purposes of the Club.

(iii) to arrange affiliation with the Bridge Association of Western Australia provided that such affiliation is ratified by a three-fourths majority of members voting at a General Meeting of the Club.

(iv) to appoint the Masterpoints Secretary who shall be responsible for maintaining the master points records and forwarding them to the Australian Bridge Federation at the end of each month or quarter as appropriate.

10.6.9 Payment to Committee Members

No payment, other than out-of-pocket expenses reasonably incurred, shall be made to a Committee Member unless specifically authorised by a resolution of the Club passed at a General Meeting or the Annual General Meeting.

11.CUSTODY OF BOOKS AND SECURITIES

11.1 Responsibility.

Unless otherwise decided by the Committee:

11.1.1 The books and any securities of the Club, subject to clause 2, shall be kept in the Honorary Secretary's custody or under the Honorary Secretary's control.

11.1.2 The financial records and financial statements and reports shall be kept in the Honorary Treasurer's custody or under the Honorary Treasurer's control.

11.1.3 The records of the Club shall be retained for at least 7 years.

12 THE CONSTITUTION

12.1 Notice of the Constitution

12.1.1 All members of the Club are bound by this Constitution and are deemed to have notice of it.

12.1.2 The Honorary Secretary shall provide a copy to every new member and any other member upon application.

12.2 Amendments to the Constitution

No part of this Constitution shall be repealed, amended or added to, save and except by a three-fourth majority of the members voting at the Annual General Meeting of the Club or at a General Meeting called for the purpose of discussing a motion to amend, repeal or add to the Constitution, of which twenty one clear days prior notice of meeting has been given by posting on the Club Notice Board.

12.3 Interpretation of the Constitution

The interpretation of this Constitution or any of the rules made hereunder shall be determined solely by the Committee whose decisions, until set aside by a General Meeting, shall be binding on all members.

13. DISPUTE RESOLUTION

13.1 Application

The procedure set out in this clause applies to disputes:

- (i) between members; or
- (ii) between the Club and one or more members

13.2 Parties to Attempt to Resolve the Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

13.3 Commencement of the Grievance Procedure

13.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, any party may start the grievance procedure by giving written notice to the Honorary Secretary of:

- (i) the parties to the dispute; and

(ii) the matters that are the subject of the dispute.

13.3.2 Within 28 days after the Honorary Secretary is given notice, a Committee meeting must be convened to consider and determine the dispute.

13.3.3 The Honorary Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

13.3.4 The notice given to each party to the dispute must state:

- (i) when and where the Committee meeting is to be held; and
- (ii) that the party, or the party's representative, may attend the meeting and will be given reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.

13.3.5 If:

- (i) the dispute is between one or more members and the Club; and
- (ii) any party to the dispute gives written notice to the Honorary Secretary stating that the party:
 - does not agree to the dispute being determined by the Committee; and,
 - requests the appointment of a mediator under Clause 13.5, the Committee must not determine the dispute.

13.4 Determination of the Dispute by the Committee

13.4.1 At the Committee meeting at which a dispute is to be considered and determined, the Committee must:

- (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
- (ii) give due consideration to any submissions so made; and
- (iii) determine the dispute.

13.4.2 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.

13.4.3 A party to the dispute may, within 14 days after receiving notice of the Committee's determination under clause 13.4.1(c), give written notice to the Honorary Secretary requesting the appointment of a mediator under Clause 13.5

13.4.4 If notice is given under Clause 13.4.3, each party to the dispute is a party to the mediation.

13.5 Appointment of Mediator

13.5.1 The mediator must be a person chosen;

- (i) if the appointment of a mediator was requested by a member under Clause 4.8.6; by agreement between the member and the Committee; or
- (ii) if the appointment of a mediator was requested by a party to the dispute under Clause 13.3.5 or Clause 13.4.3; by agreement between the parties to the dispute.

13.5.2 If there is no agreement for the purpose of Clause 14.5.1(i) or (ii), then subject to Clauses 14.5.3 or 14.5.4 the Committee must appoint the mediator.

13.5.3 The person appointed as a mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:

- (i) a member under Clause 4.8.6
- (ii) a party to a dispute under Clause 13.3.5; or
- (iii) a party to the dispute under Clause 13.4.3 and the dispute is between one or more members and the Club.

13.5.4 The person appointed as a mediator by the Committee may be a member or former member of the Club but must not:

- (i) have a personal interest in the matter that is the subject of the mediation;
- (ii) be biased in favour of or against any party to the mediation.

13.6 Mediation Process

13.6.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

13.6.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

13.6.3 In conducting the mediation, the mediator must:

- (i) give each party to the mediation every opportunity to be heard; and
- (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

13.6.4 The mediator cannot determine the matter that is the subject of the mediation.

13.6.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

13.6.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(Note: Section 182(1) of the Associations Incorporation Act 2015 provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure set out in this constitution of the Club.)

14. DISSOLUTION OR WINDING UP OF THE CLUB IN ACCORDANCE WITH THE ASSOCIATIONS INCORPORATIONS ACT 2015

14.1. Dissolution

The Club shall be capable of continuing its existence so long as there be sufficient members to form the Committee by the rules provided. Should at any time the membership fall below such a number then the Club shall cease to exist and shall be wound up by those remaining members who shall have the full power thereupon to wind up the affairs of the Club. The Club may also be dissolved or wound up by a resolution at any General Meeting called for that purpose.

14.2 Winding Up.

If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed to another association incorporated under the Associations Incorporation Act 2015; or, to a body corporate that at the time of the distribution is the

holder of a licence under the Charitable Collections Act 1946 which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 121 of the Associations Incorporation Act 2015 to prepare a distribution plan for the distribution of the surplus property of the Club.

15. CLUB SEAL

The Club upon incorporation shall have a Common Seal which shall be kept in the custody of the Honorary Secretary and which shall not be used except with the authority of the President, and Honorary Secretary or Honorary Treasurer, being authorised to affix such seal to every instrument to which such seal is to be affixed and to countersign the instrument.

16. RATIFICATION

This Constitution was amended at Sorrento on 13 February 2017.

W. Summerville
President

R.F.Dawson
Honorary Secretary

Note

This Constitution was approved by the Department of Commerce effective from 25 March 2017