



**OREWA BRIDGE CLUB  
INCORPORATED**

Incorporated Society No. 224820

**CONSTITUTION**

Adopted at the Annual General Meeting held on  
7<sup>th</sup> November 2025

**Commencement Date:**

14<sup>th</sup> November 2025

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# OREWA BRIDGE CLUB INCORPORATED

## CONSTITUTION

### 1. Club Details

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- 1.1 **Name:** The name of the society is the Orewa Bridge Club Incorporated (**Club**).
- 1.2 **Status:** The Club is an incorporated society registered under the Incorporated Societies Act 2022. It is a member of New Zealand Bridge Incorporated (**NZB**).
- 1.3 **Registered Office:** The registered office of the Club shall be at such place in Orewa, Auckland as decided by the Committee.
- 1.4 **Contact Person/s:** The Secretary of the Club is one of the Club's Contact Persons. At its first meeting following each Annual General Meeting (**AGM**), the Committee shall decide whether to appoint or reappoint any other Contact Persons, up to a maximum of three (3), as required under the Incorporated Societies Act 2022 (**the Act**).

### 2. Purposes, Capacity and Powers

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- 2.1 **Purposes:** The purposes of the Club are to administer, promote, develop, protect and provide Bridge, mainly as an amateur sport for the recreation and entertainment of the general public in Orewa and the Hibiscus Coast area, including by:
- a. encouraging and promoting participation in the game of Bridge;
  - b. promoting and arranging Bridge matches and tournaments at the Club and with other Clubs in the North Shore and Auckland areas;
  - c. training and educating Members and other participants in Bridge including delivering Bridge lessons and courses;
  - d. promoting Bridge as a friendly game played with appropriate etiquette and conduct;
  - e. establishing and enforcing the Laws of Bridge and any local rules for Bridge matches and tournaments at the Club to the extent permitted by NZB and the Laws of Bridge; and
  - f. being a member of NZB.
- 2.2 **Capacity and Powers:** The Club has full capacity, rights, powers and privileges to carry out or undertake any activity, to do any act or enter into any transaction, subject to this Constitution, the Act, any other legislation and the general law.

### 3. Membership

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- 3.1 **Categories of Members:** The Members of the Club are:
- a. Individuals who wish to play Bridge at the Club during the Membership Year and pay the full Annual Subscription (**Individual Member**);
  - b. Individuals who are Officers, Committee Members, members of any Subcommittee or any other person appointed by the Committee to a position of responsibility for the Club (**Appointed Member**); and
  - c. Individuals who are, or have been, granted life membership of the Club under this Constitution (Rule 3.6) or any Previous Constitution (**Life Member**);
  - d. Individuals who wish to play Bridge at the Club during the Membership Year, secondary to a full membership at another NZ Bridge affiliated Club, and pay the reduced Associate Annual Subscription (**Associate Member**).

### 3.2 Membership Application and Process:

- a. **Individual Members:** Subject to Schedule 1 (Transition Provisions), the process for making and deciding on an application to become an Individual Member is as follows:
  - i. a written application by an individual (**applicant**) must be submitted in the form and manner prescribed by the Committee. If the applicant is under 18 years of age at the date of application, their parent or guardian must sign the application on the applicant's behalf;
  - ii. the application must be proposed and seconded by two (2) Members who are in Good Standing with the Club;
  - iii. the name of the applicant will be displayed on the Noticeboard for a period of fourteen (14) days. During this time, any Member may submit a written objection to the Secretary, stating the grounds on which the Member considers the applicant should not be granted Membership;
  - iv. the application (with any objections made) will be considered by the Committee which may request additional information (including the applicant's response to any objection), conduct an interview with the applicant, or take any other steps it considers necessary to assess the applicant's suitability for Membership; and
  - v. the Committee (or a Subcommittee appointed by it under Rule 8) shall decide whether to accept or decline the application in its sole discretion and then notify the applicant, proposer and seconder. There is no right of review or appeal of the Committee's decision.
- b. **Appointed Members:** Subject to Schedule 1 (Transition Provisions), an application by an Appointed Member to become a Member must be made in the form and manner determined by the Committee and submitted at the same time as—and as a condition of—being appointed or elected to, or accepting, a position of responsibility with the Club.
- c. **Life Members:** Life Membership is applied for and granted under Rule 3.6.

3.3 **Consent:** By making an application for Membership under Rule 3.2 an individual consents to becoming a Member of the Club.

3.4 **Duration of Membership:** The duration of Membership is as follows:

- a. For an Individual Member, it:
  - i. commences on a provisional basis at the expiry of the fourteen (14) day period for objections under Rule 3.2(a)(iii), and if approved by the Committee, continues as full Membership upon payment of the Annual Subscription by the due date; and
  - ii. continues indefinitely, unless it ceases under Rule 3.10.
- b. For an Appointed Member, it:
  - i. commences at the start of the term of the office (specified in this Constitution), or if it is a position appointed by the Committee, on the date specified by the Committee; and
  - ii. ends at the expiry of the term of office (specified in this Constitution), or if it is a position appointed by the Committee, ends on the date specified by the Committee, unless the person ceases Membership earlier (under Rule 3.10).
- c. For Life Membership, it is for life unless their Membership ceases under Rule 3.10.

3.5 **Renewal of Membership:** Each Member shall renew their Membership by paying the Annual Subscription and any other payments owing to the Club by the due date, as specified by the Committee. The consequences of failing to do so are described in Rules 3.8(c), (d) and (e). Life Members and Appointed Members are not required to pay an Annual Subscription to continue as a Member.

### 3.6 Life Membership:

- a. Life Membership of the Club may be granted to an individual who is honoured for highly valued services to the Club.
- b. A nomination for Life Membership may be proposed by a Member; seconded by another Member (who are both in Good Standing with the Club); and submitted to the Committee in the form and manner required by it, at least twenty-one (21) days prior to an AGM.
- c. The Committee shall, by Majority, either recommend or decline approval of a nomination for Life Membership to the AGM and if it recommends the nomination, it must notify the Members of the proposal for Life Membership with the agenda under Rule 10.5.
- d. An individual proposed by the Committee for Life Membership shall become a Life Member if the nomination is approved by a Majority of the Members at the AGM and the nominee accepts it.
- e. An individual consents to becoming a Life Member on acceptance of their Life Membership.
- f. Life Members are entitled to the rights and benefits set out in this Constitution and as otherwise decided by the Committee.

### 3.7 Members' Rights and Obligations: Each Member acknowledges and agrees that:

- a. if they are Financially Current, they have the right to play Bridge at the Club, to attend Club events (if invited) and to participate in other activities provided by the Club including lessons if, in each case, the Member is permitted by, and complies with, the terms and conditions of participation as decided by the Committee, including to pay any fees payable by the due date. Nothing in this Rule prevents the Committee from inviting non-Members to play Bridge or to participate in other related activities at the Club on terms and conditions decided by it;
- b. they are entitled to all the other rights and entitlements granted by this Constitution, any Bylaws, and any other rights and benefits decided by the Committee, from time to time;
- c. they are bound by, and shall comply with this Constitution, any Bylaws; and all decisions made by the Committee or by the Members at a General Meeting;
- d. they are bound by and shall comply with the constitutions and bylaws (or the equivalent) of NZB to the extent they are applicable;
- e. they are bound by and shall comply with the terms and conditions of participation in any Bridge game, match or tournament, or other Club event or activity provided by, or at, the Club;
- f. they are bound by the playing rules and conditions of Bridge which are the Laws of Bridge (published by World Bridge); any applicable rules of NZB, and applicable local club rules decided by the Committee;
- g. they are subject to the jurisdiction of the Club and may be subject to the jurisdiction of NZB and World Bridge (if specified in their respective constitutions), including their respective disputes and disciplinary procedures;
- h. they do not have any rights of ownership of, or the right to use, the property of the Club or NZB including their equipment, resources, training and education materials and their intellectual property, unless agreed by the Committee; and
- i. they will promote and act in the interests of the Club and the interests of NZB and shall not bring the Club or NZB into disrepute.

### 3.8 Annual Subscription and Other Fees:

- a. The amount of the Annual Subscription for each Membership Year will be decided by a Majority of Members at a General Meeting, on the recommendation of the Committee. The Annual Subscription will include any fees payable by Members or the Club to NZB.
- b. The Annual Subscription is due for payment by no later than 31 January of each Membership Year. If a person becomes a Member after 31 January, the Annual Subscription will be prorated for the remainder of the Membership Year and is due for payment within twenty-one (21) days of the date of the Club's payment notice (**Due Date**).
- c. If a Member fails to pay the Annual Subscription by the Due Date, they will not be Financially Current and not be entitled to any rights and entitlements as a Member but shall continue to be bound by all the obligations of Membership until such time as the Annual Subscription is paid.
- d. If the Annual Subscription, or any payments for the Annual Subscription under a payment plan approved by the Committee, remains unpaid for thirty (30) days or more after the applicable Due Date, the Committee may suspend or terminate the individual's Membership in accordance with Rule 16.
- e. Any other fees, charges or payments including table monies for games or matches, whether for Members, visitors, club events, training and education or other activities, will be decided by the Committee including the due dates. The process and consequences for failing to pay any of these other fees, charges or payments by the due dates (as decided by the Committee) is the same as for the Annual Subscription under Rules 3.8(c) and (d).

3.9 **Members' Register:** The Committee will maintain an up-to-date register of its Members, including each Member's name, Contact Details, the date they became a Member, and any other information decided by the Committee, in accordance with the Act and any other applicable laws. Members must notify the Club of any changes to these details. A record will be kept of individuals who ceased to be Members within the last seven (7) years, including the date their membership ended.

3.10 **Cessation of Membership:** A Member ceases to be a Member:

- a. when their Membership ends under Rule 3.4;
- b. if the Committee decides to terminate a Member (under Rule 3.8(d)) due to a failure to pay the Annual Subscription or any other payments due by the due date;
- c. by giving notice of their resignation to the Secretary in writing;
- d. if their Membership is terminated under Rule 16.2;
- e. if their Membership is terminated following a dispute resolution or disciplinary process or other process specified in this Constitution or any Bylaws;
- f. upon their death; or
- g. if, for any other reason, their Membership ends or ceases in accordance with this Constitution.

3.11 **Consequences of ceasing to be a Member:** An individual who ceases to be a Member:

- a. remains liable to pay all outstanding Annual Subscriptions and any other fees, charges or payments due to the Club;
- b. is not entitled to participate in any game, match, tournament, event, function, activity or meeting of the Club;
- c. must return all Club property on request; and
- d. is not entitled to any other rights or benefits of Membership.

#### 4. Officers

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- 4.1 **Definition:** The President, Vice-President, Treasurer, Secretary, Membership Secretary, Immediate Past President, other Committee Members and any other person with a role or in a position that gives them significant influence over the Club's management or administration, is an Officer (**Officer**).
- 4.2 **Qualification:** Every Officer must, in writing, upon their election:
- consent to become a Member;
  - consent to be an Officer; and
  - certify that they are not disqualified from being elected or holding office as an Officer by this Constitution or under section 47 of the Act.
- 4.3 **Disqualification:**
- The following individuals are disqualified from being elected or to otherwise hold or remain in office as Officers:
    - the qualification requirements of being an Officer under Rule 4.2 are not met; or
    - the individual has been removed as an Officer in accordance with this Constitution or any Previous Constitution.
  - If any of the circumstances in Rule 4.3(a) occur, or are found by a relevant authority to occur, to an Officer while they are in office, they will be automatically deemed to have vacated their office as an Officer upon the occurrence of the circumstance.
- 4.4 **Officers' Duties:** Officers shall comply with their duties under the Act.
- 4.5 **Authority:** Subject to this Constitution, each Committee Member and Officer is accountable to the Committee and will comply with any instructions and directions given to them by the Committee, or as set out in any Bylaws approved by the Committee.
- 4.6 **Cessation from Office:** An individual ceases to be an Officer, if the individual:
- resigns as an Officer in accordance with the Act;
  - becomes disqualified from being an Officer under the Act;
  - is a Committee Member and is removed from office under Rule 17;
  - is a member of a Subcommittee or has another position of responsibility for the Club appointed by the Committee, and is removed from that position by the Committee;
  - ceases to be a Member;
  - dies; or
  - otherwise vacates their office resulting in a Casual Vacancy.

#### 5. President, Vice President, Treasurer, Secretary and Membership Secretary

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- 5.1 **President:** The President is the lead representative of the Club and, subject to this Constitution, shall preside at Club events including chairing General Meetings and meetings of the Committee. Subject to Rule 4.5, the President is also responsible for supervising the day-to-day operations of the Club, presenting the Annual Report to each AGM and undertaking such other responsibilities as delegated to them by the Committee.

- 5.2 **Vice-President:** The Vice-President is the deputy for the President and, subject to Rule 4.5, will assume any responsibilities for which the President is temporarily unavailable. The Vice-President may be delegated responsibility for other duties by the Committee.
- 5.3 **Treasurer:** Subject to Rule 4.5, the Treasurer is responsible for assisting the Committee with the financial management of the Club, including maintaining accurate financial records, preparing budgets and financial reports for the Committee, monitoring the income and expenditure of the Club, ensuring adequate internal controls and compliance with legal obligations, investing funds in the manner directed by the Committee, preparing the annual financial statements for presentation to each AGM, monitoring compliance with any policies decided by the Committee, advising the Committee on other financial matters, and such other responsibilities as delegated to them by the Committee. If authorised by the Committee, the Treasurer may act as a signatory or authorised person on Club bank accounts and to make payments, in either case with at least one other Committee Member, in accordance with delegated authority from the Committee.
- 5.4 **Secretary:** The Secretary is responsible for the administration of the Club including taking the minutes of Committee meetings and General Meetings, receiving and replying to all correspondence (in accordance with any directions from the Committee), maintaining storage of all records of the Club (other than financial records), attending to the Registrar of Societies on all matters required under the Act, and such other responsibilities as delegated to them by the Committee. The Secretary is also a Contact Person under the Act.
- 5.5 **Membership Secretary:** If appointed under Rule 6.2(d), the Membership Secretary is responsible (subject to Rule 4.5) for the management of membership procedures including applications and procedures for approval and cessation of membership, maintaining the Members' Register, reporting on membership matters (other than financial matters) to the Committee, and such other responsibilities as delegated to them by the Committee. The Membership Secretary may also be appointed as the privacy officer (under the Privacy Act 2020) for the Club.

## 6. Committee

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- 6.1 **Role and Powers:** Except as specified otherwise in the Act or in this Constitution, the Committee:
- is responsible for governing, managing and directing the operation and affairs of the Club and has all the powers necessary to carry out its role; and
  - has the powers to do all things that are not expressly required to be undertaken at a General Meeting under this Constitution, except to the extent specified otherwise in the Act or this Constitution.
- 6.2 **Composition:**
- Subject to Rule 6.2(b), (c) and (d), the Committee will comprise of the following Committee Members, elected at each AGM under Rule 6.3, or appointed if there is a Casual Vacancy under Rule 6.5:
    - President;
    - Vice-President;
    - Treasurer;
    - Secretary; and
    - up to five (5) other members.
  - The Immediate Past-President of the Committee will also be a member of the Committee ex-officio until the next AGM, with the same rights, duties, and obligations as other Committee Members (including being an Officer and having voting rights).



- c. The Committee may appoint (and remove) up to two (2) co-opted members to the Committee at any time to fulfil a specific role or responsibility on the Committee for a term decided by the Committee, expiring no later than the conclusion of the next AGM. Co-opted Committee Members shall have the same rights, duties, and obligations as other Committee Members (including being Officers), except they are not entitled to vote at Committee meetings. Co-opted Committee Members shall be counted for the purposes of a quorum at Committee meetings. The Committee must notify all Members of any co-opted Committee Members.
- d. The Committee may appoint, from amongst the Committee Members described in Rule 6.2(a)(v) or Rule 6.2(c), one member to be the Membership Secretary.

**6.3 Elections:** The Committee Members listed in Rule 6.2(a) will be elected by the following process:

- a. the Secretary will call for nominations with the notice of the AGM given under Rule 10.4;
- b. nominations shall be made in the form and manner decided by the Committee, including a proposer and seconder (who must each be Members in Good Standing with the Club) and the nominee's written consent. Nominations must be received by the Secretary not less than fourteen (14) days before the AGM;
- c. an individual can be nominated for more than one (1) position but can only be elected to one (1) position on the Committee;
- d. the Secretary must give notice to all Members of the nominations properly received at least seven (7) days before the AGM;
- e. elections will be held in the order of the President, Vice-President, Treasurer, Secretary, and then up to five (5) other Committee Members;
- f. if there is only one (1) nominee for a position, that nominee will be declared elected at the AGM by the chair without the need for a vote;
- g. if there is more than one (1) nominee for any position, elections shall be held for that position by secret ballot (under Rule 10.20);
- h. for each position, those nominees who have the highest number of votes in their favour shall be declared elected;
- i. if votes are tied for any position, a second round (and if necessary, a third round) of voting between the tied nominees shall be undertaken, to find the nominee with the highest number of votes; and if votes remain tied in the third round of voting, the position will be deemed to be a Casual Vacancy under Rule 6.5;
- j. if there are no, or insufficient number of, nominees for a position or positions, the position/s will be deemed to be Casual Vacancies under Rule 6.5; and
- k. in all other respects, the procedures for General Meetings in Rule 10 will apply to these elections, unless stated otherwise.

**6.4 Term of Office:**

- a. Unless stated otherwise in this Constitution, the term of office for all Committee Members is one (1) year, commencing at the conclusion of the AGM at which they are elected and expiring at the conclusion of the next AGM, except for co-opted Committee Members whose term of office is decided under Rule 6.2(c).

- b. Subject to Rule 6.4(c), a Committee Member (in any position) may be re-elected (or re-co-opted) to the Committee for a maximum of nine (9) consecutive terms of office, or nine (9) years, whichever is the greater. Following a stand down of at least two (2) years, a former Committee Member may be re-elected (or re-co-opted) to the Committee. All consecutive periods in office as a Committee Member, including as a co-opted Committee Member or from filling a Casual Vacancy, will be counted towards the maximum term of office. This Rule does not apply to the Immediate Past President who will remain in office for such period until there is a new Immediate Past President.
- c. The Members may, on the recommendation of the Committee, re-elect a Committee Member at a General Meeting for a further consecutive term or terms up to a total maximum of twelve (12) consecutive years, if they consider it is necessary for the maintenance of suitable skills and experience on the Committee.
- d. Any consecutive periods or terms of office served by a Committee Member under a Previous Constitution will count towards their maximum term of office.

#### 6.5 Casual Vacancies:

- a. If a Casual Vacancy arises during the term of the President, Vice-President, Treasurer, or Secretary, the Committee shall appoint one of the Committee Members to assume the position on an interim basis until the next AGM (together with any other position they hold).
- b. If a Casual Vacancy arises during the term of any other elected Committee Member, the remaining Committee Members may either appoint an individual of their choice to fill the Casual Vacancy (who shall have all the rights and obligations of a Committee Member including the right to vote), or leave the position vacant, in either case only until the next AGM.

### 7. Committee Meetings and Procedures

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- 7.1 **Calling and Notice of Meetings:** Committee meetings may be called on reasonable notice at any time by the President or by two (2) Committee Members, with notice generally being not less than fourteen (14) days depending on the urgency, but generally the Committee will meet regularly as agreed by it and at least six (6) times in the period between each AGM.
- 7.2 **Procedure:** Except to the extent specified in this Constitution and the Bylaws, the Committee may regulate its own procedure.
- 7.3 **Method of Committee Meetings:**
  - a. Committee meetings may be held by a quorum of Committee Members by any of the following methods, as decided by the Committee:
    - i. being physically present together at the appointed time and place for the meeting (In Person);
    - ii. participating via audio link, audio-visual link or other online or electronic means (Online); or
    - iii. by a combination of both methods above (Hybrid);
 provided that all participants can hear each other effectively and simultaneously.
  - b. Participation by a Committee Member at a Committee meeting using any of these methods will count as the presence of that member at the meeting.
- 7.4 **Committee Resolutions Outside of Meetings:** A resolution in writing, signed or consented to by email or other form of visible or other electronic communication, approved by Majority of the Committee will be valid as if it had been passed at a meeting of the Committee.

- 7.5 **Chairperson:** The President will chair each Committee meeting but if unavailable, the Vice-President will chair the meeting. If they are also unavailable, then a Committee Member decided by the Committee will chair the meeting.
- 7.6 **Quorum:** For a Committee meeting, or a Committee Resolution Outside of a Meeting, the quorum of Committee Members who must be present or participate, is fifty percent (50%) (rounded up to the nearest whole number) of the total number of Committee Members.
- 7.7 **Voting:** Each Committee Member is entitled to one (1) vote on any motion or resolution at a Committee meeting or on any Committee Resolution Outside of a meeting, except for any co-opted Committee Members who are not entitled to vote. Voting at Committee meetings is by voice or show of hands as decided by the chair of the meeting or, if requested by any voting Committee Member, secret ballot. Proxy voting is not permitted at Committee meetings. If a vote is tied, the chair of the meeting is entitled to a casting vote.
- 7.8 **Majority:** Unless specified otherwise in this Constitution, a motion or resolution of the Committee shall be approved if a Majority of Committee Members are in favour of it.

## 8. Subcommittees

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- 8.1 The Committee may appoint such Subcommittees as it considers desirable to assist the Committee to carry out its functions (**Subcommittees**).
- 8.2 The Committee will appoint, and may remove, the members of any Subcommittee (who must be Members of the Club).
- 8.3 Subcommittees established by the Committee:
- must notify the President and the Secretary of any proposed meeting of the Subcommittee which the President (or another Committee Member delegated by them) is entitled to attend;
  - have a quorum comprising at least fifty percent (50%) of the Subcommittee members (rounded up to the nearest whole number) and no fewer than two (2) members, present at a meeting of the Subcommittee;
  - must not commit the Club to any financial expenditure or other commitment without the express authority of the Committee; and
  - in all other respects, are accountable to the Committee and may act only within the authority delegated to them by the Committee, including in accordance with any instructions, directions, terms of reference and Bylaws decided by the Committee.

## 9. Interests and Conflicts of Interest

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- 9.1 **Register of interests:** The Committee must keep a register of interest disclosures made by Officers in accordance with the Act.
- 9.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, as soon as practicable after the Officer becomes aware that they are Interested in the Matter and include it in the register of interests.

**9.3 Consequences of being interested:** An Officer who is Interested in a Matter:

- a. must not vote or take part in a decision of the Committee relating to the Matter, unless all non-interested Committee Members consent;
- b. must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Committee Members consent;
- c. must not take part in any discussion of the Committee relating to the matter or be present at the time of the decision of the Committee, unless all non-interested members of the Committee consent; and
- d. may be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

**9.4 Notice of failure to comply:** The Committee must notify the Members, of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

**9.5 Calling an SGM where 50% interested:** Despite this Rule 9, if fifty percent (50%) or more Committee Members are Interested in a Matter, an SGM must be called to consider and determine the matter.

## **10. General Meetings**

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**10.1 Annual General Meeting (AGM):** The Club shall hold an AGM not later than six (6) months after the end of each Financial Year and not later than fifteen (15) months after the previous AGM, at a date, time and place or method decided by the Committee.

**10.2 Special General Meeting (SGM):** Any other General Meeting of the Members is a SGM.

**10.3 Method of General Meetings:**

- a. A General Meeting may be held by a quorum of Members (Rule 10.11), by any of the following methods (as decided by the Committee):
  - i. being physically present together at the scheduled date, time and place for the meeting (In Person);
  - ii. participating via audio link, audio-visual link or other online or electronic means (Online); or
  - iii. by a combination of both methods above (Hybrid);provided that all participants can hear each other effectively and simultaneously in the meeting.
- b. Participation by a Member or Officer at a General Meeting using any of these methods will count as the presence of that individual for the purposes of this Constitution.

**10.4 Notice of AGM:** The Secretary shall give not less than thirty (30) days written notice of an AGM to the Officers and all other Members. Notice may be given by posting it on the Noticeboard, the Club's Website, by email or by any other method using Members' Contact Details, as decided by the Committee. The notice shall specify:

- a. the date, time, place and method by which the AGM is to be held;
- b. the process and closing date(s) for Members - which shall be not less than fourteen (14) days prior to the AGM - to submit to the Secretary (in writing) the following:
  - i. proposed motions or resolutions (including any proposed amendments to this Constitution);
  - ii. nominations for the positions of President, Vice President, Treasurer, Secretary, and other elected Committee Members;
  - iii. nominations for Life Members; and
  - iv. any other items of business expressly permitted by, and properly notified under, this Constitution to be decided at a General Meeting.

**10.5 AGM Agenda:**

- a. Not less than seven (7) days written notice of the agenda for each AGM shall be given by the Secretary to the Officers and all other Members, by any of the same methods described for notifying the AGM under Rule 10.4.
- b. The agenda shall set out the business to be discussed at the AGM in accordance with Rule 10.6. All relevant information required to inform the business set out in Rule 10.6 shall be provided to Members with the agenda including the annual financial statements.
- c. Additional items of business not listed on the agenda cannot be voted on at the AGM but may be discussed if a Majority of the Members agree to do so at the meeting.

**10.6 Business of AGM:** The following business shall be considered at each AGM in the order decided by the chair of the meeting:

- a. apologies;
- b. approval of the minutes of the previous AGM and any SGMs held since the previous AGM;
- c. presentation and approval of the annual report from the Committee of the activities of the Club for the previous Financial Year;
- d. presentation and approval of the annual financial statements for the previous financial year (audited or reviewed as required by law) including the Auditor's or Reviewer's report (as required) on these statements;
- e. disclosures of any conflicts of interests made by the Officers during the previous financial year;
- f. approval of the Auditor or Reviewer (as required) for the next financial year, (on the recommendation of the Committee);
- g. elections for the President, Vice-President, Treasurer, Secretary and other elected Committee Members;
- h. appointment of any Life Members, (on the recommendation of the Committee);
- i. approval of the Annual Subscription for the next financial year, (on the recommendation of the Committee);

- j. any motions or resolution(s) proposing to amend this Constitution; and
  - k. any other items of business notified to the Secretary by the Committee, or that have been properly submitted by the Members for consideration.
- 10.7 **Calling a SGM:** The Secretary shall call an SGM as soon as reasonably practicable after receiving a written request from the Committee or twenty (20) Members in Good Standing who are entitled to vote. This request must state the purpose for which the SGM is being requested and include the proposed motion(s) or resolution(s) to be voted on. The SGM must be held within twenty-one (21) days of receiving such request.
- 10.8 **Notice of SGM:** Not less than seven (7) days written notice of a SGM shall be given by the Secretary to the Officers and all the other Members, unless the purpose of the SGM is to propose amendments to this Constitution, in which case not less than fourteen (14) days' notice must be given. Notice shall be given by any of the same methods described for notifying an AGM under Rule 10.4. The notice of the SGM may only include the business for which the SGM is requested and shall include:
- a. the date, time, place and method by which the meeting is to be held (as decided by the Committee); and
  - b. the proposed motion(s) or resolution(s) that are permitted and properly submitted for consideration.
- 10.9 **Attendees at General Meetings:** All Officers and Members in Good Standing are entitled to attend, speak and vote at General Meetings. Other individuals, including Associate Members, may be invited by the Committee to attend General Meetings. They may speak only if invited to do so by the chair of the General Meeting and are not entitled to move or second motions or resolutions, or to vote (including to be a proxy for any vote).
- 10.10 **Good Standing:** A Member who is not in Good Standing with the Club may attend General Meetings and receive notice of Resolutions Outside of Meetings but is not counted for the purposes of the quorum and is not entitled to any other rights they would otherwise be entitled to, including to speak, move or second motions or resolutions or to vote (including as a proxy).
- 10.11 **Quorum:** The quorum for a General Meeting is twenty-five percent (25%) of the total number of Members in Good Standing who are present at the meeting, held using any of the methods in Rule 10.3(a). Members attending by proxy (under Rule 10.16) will be counted in the quorum. No business may be conducted if a quorum is not present at the time the meeting was notified to commence, and at all times during the meeting. If a quorum is not reached within thirty (30) minutes of the scheduled commencement time:
- a. the General Meeting is adjourned to another time on the same day as decided by the Committee;
  - b. if at the subsequent General Meeting, a quorum is not reached within thirty (30) minutes of its scheduled commencement time; then the General Meeting shall be adjourned to another day (not less than seven (7) days later) at a time, and place as decided by the Committee;
  - c. if at the third General Meeting, a quorum is not reached within thirty (30) minutes of its scheduled commencement time, the Members present will be deemed to constitute a valid quorum.
- 10.12 **Chair of Meeting:** The President will chair all General Meetings of the Club. If the President is unwilling or unavailable for all or part of a General Meeting, or if a motion or resolution directly concerns the President, the Vice-President will chair the meeting or the relevant part of the meeting (as applicable). If the Vice-President is unwilling or unavailable to chair the meeting or any part of it, another Committee Member appointed by the Committee will chair the meeting.
- 10.13 **Errors:** Any irregularity, error or omission in notices, agendas or papers for a General Meeting will not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. the chair of the meeting, in their discretion, decides it is appropriate for the meeting to proceed despite the irregularity, error or omission; and

b. a motion or resolution to proceed is approved by Special Majority at the meeting.

10.14 **Procedure:** The chair of the General Meeting regulates the proceedings and makes any decisions on the procedure of the meeting, (including managing any disorderly or improper behaviour) subject to this Constitution and any Bylaws.

10.15 **Vote:** Each Member (including any Officer) who is in Good Standing and present (including by proxy) is entitled to one (1) vote on each motion or resolution at a General Meeting or in a Resolution Outside of a Meeting. If an individual is a Member under more than one (1) category of membership (under Rule 3.1), they are only entitled to one (1) vote on each motion or resolution.

10.16 **Proxies:** Proxy voting by Members is permitted at General Meetings but not for any Resolution Outside of a Meeting. To be valid, the chair of the General Meeting must receive written notice of the proxy signed by the Member who is giving the proxy before the scheduled commencement of the meeting. The Member giving the proxy must be in Good Standing. A Member cannot hold more than one (1) proxy for a General Meeting. The form of the proxy must be as follows:

*I [insert name] of [insert address] being a member of the Club appoint [insert name of proxy] as my proxy to speak and vote for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting. I direct my proxy to vote in the following manner [insert proposed motions and resolutions as notified and for each, whether the proxy is to vote for, or against or is to abstain]. I understand that if any other motions or resolutions are proposed at the meeting, my Proxy will not be able to vote on my behalf.*

10.17 **Decisions by Majority:** Except as specified otherwise in this Constitution, all motions and resolutions proposed at a General Meeting will be adopted if there is a Majority in favour.

10.18 **Decisions by Special Majority:**

- a. Any motions or resolutions of the nature described in Rule 10.18(b) shall be proposed at a General Meeting or a Resolution Outside of a Meeting and will only be adopted if there is a Special Majority in favour of the motion or resolution.
- b. The matters for which a Special Majority are required are those proposing:
  - i. any amendment to this Constitution in accordance with Rule 12; or
  - iii. any other matter stated in this Constitution which specifies that a Special Majority is required at a General Meeting.

10.19 **Casting Vote:** If votes are tied at a General Meeting, the chair of the meeting, is entitled to have both a deliberative and a casting vote, except if the tied voting occurs in an election where case Rule 6.3(i) applies. In the case of a Resolution Outside of a Meeting, if votes are tied the President is entitled to have a casting vote.

10.20 **Methods of Voting:**

- a. Voting at General Meetings shall be conducted by voices, a show of hands, or ballot as decided by the chair, unless a secret ballot is required or requested under Rule 10.20(b).
- b. Voting by secret ballot shall apply:
  - i. if decided by the chair of the meeting;
  - ii. for any elections if there is more than one (1) nominee for any position; or
  - iii. for any motion or resolution where a secret ballot is requested by ten (10) Members present at the meeting and that request is then approved by a Majority of Members present.
- c. If a secret ballot is held in an Online or Hybrid meeting (under Rule 10.3(a)) voting will be undertaken using electronic voting by email or other online or electronic process, in the manner, decided by the Committee, and counted by two (2) scrutineers appointed under Rule 10.21.

- 10.21 **Scrutineers:** If a secret ballot is to be held, two (2) scrutineers (who are not Officers, nominees for any position being elected or a Member entitled to vote) must be appointed at the General Meeting, or by the Committee in advance of a Resolution Outside of a Meeting (under Rule 10.23), to count the votes.
- 10.22 **Chairperson's Declaration:** The chair of a General Meeting (or in the case of a Resolution Outside of a Meeting, the President) shall declare the result of the vote on each motion or resolution (including the number of votes in favour, against or that abstained) once voting is complete.
- 10.23 **Resolutions Outside of Meetings:** A resolution in writing signed or consented to by email or other electronic means by a seventy-five percent (75%) majority of Members who are in Good Standing is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one (1) or more Members.
- 10.24 **Minutes:** Minutes of all General Meetings and Resolutions Outside of a Meeting shall be kept by the Secretary and communicated to Members. Minutes will be posted on the Club's website and be available upon request by any Member in accordance with the Act.

## 11. Financial Matters

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- 11.1 **Application of Income:** The funds and property of the Club shall be controlled, managed, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in Rule 2.1.
- 11.2 **Financial Year:** Subject to Schedule 1 (Transition Provisions), the financial year of the Club will commence on 1 August and end on 31 July, unless decided otherwise by the Committee from time to time.
- 11.3 **Accounts:** The Committee shall maintain such bank accounts as it considers necessary in the name of the Club. All income and expenditure will be received and paid in accordance with policies and procedures set by the Committee.
- 11.4 **Audit or Review of Financial Statements:** The Club's annual financial statements must be reviewed or audited as necessary to comply with the Act and any other applicable laws. Each year, the Committee will decide whether a review or an audit is required. The annual financial statements—whether or not reviewed or audited—must be submitted to the AGM. The Committee will recommend an Auditor or Reviewer for the next financial year for approval by the Members at the AGM.
- 11.5 **No Personal Benefit:** The Officers and Members shall not receive any distributions of profit or income from the Club. This does not prevent Officers or Members receiving reimbursement of actual and reasonable expenses incurred, or entering into any transactions with the Club, for goods or services supplied to or from them which are at arm's length, relative to what would occur between unrelated parties. No Officer or Member may influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family (i.e. their spouse, partner, children, parents, siblings, or grandchildren) or any associated entity.



#### 11.6 Indemnity and Insurance:

- a. The Club may indemnify its current and former Officers and employees as permitted by section 96 of the Act.
- b. The Committee may effect insurance for its current and former Officers, Members and staff as permitted by the Act, if approved by the Committee.
- c. The Club is authorised to indemnify an Officer under the Act or effect insurance for an Officer under the Act for the following matters:
  - i. liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
  - ii. costs incurred by the Officer for any claim or proceeding relating to that liability.

#### 12. Amendments to this Constitution

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- 12.1 Subject to Rule 12.4, this Constitution may only be amended, added to, or repealed by Special Majority at a General Meeting or a Resolution Outside of a Meeting.
- 12.2 Notice of an intention to amend this Constitution shall be given to the Secretary:
  - a. by a Member in Good Standing or the Committee, no later than twenty-one (21) days prior to a General Meeting; or
  - b. by the Committee, no later than fourteen (14) days prior to a Resolution Outside of a Meeting.
- 12.3 No addition to, deletion from or amendment to this Constitution may be made which would allow personal pecuniary profits to any Members.
- 12.4 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Committee may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Committee does not receive any objections from Members within twenty-eight (28) days after the date on which the notice is sent, or any longer period that the Committee decides, the Committee may make that amendment. If it does receive an objection, the Committee may not make the amendment.

#### 13. Bylaws

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- 13.1 The Committee may make, amend or repeal any rules, regulations, bylaws, codes, standards, policies and procedures (**Bylaws**) as it considers necessary or desirable, provided they are consistent with the Club's purposes set out in Rule 2.1, the Act and any other laws.
- 13.2 All Bylaws and any amendments to them, shall be notified to all Members and published on the Club's website. All Bylaws are binding on the Club, Officers, and all Members, unless expressly stated otherwise.
- 13.3 The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.
- 13.4 To the extent of any inconsistency between this Constitution and any Bylaw, this Constitution shall prevail.
- 13.5 A Bylaw may, in whole or in part, be amended or revoked by Special Majority at a General Meeting, if a motion or resolution proposing it is notified in accordance with this Constitution. Unless the motion or resolution provides otherwise, any such amendment or revocation shall take immediate effect but cannot be applied retrospectively.

## 14. Liquidation or Removal

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- 14.1 **Notice:** The Committee shall give not less than twenty-eight (28) days' notice to all Members of a proposed motion or resolution to be voted on at a General Meeting:
- a. to appoint a liquidator;
  - b. to remove the Club from the Register of Incorporated Societies; or
  - c. for the distribution of the Club's surplus assets.
- 14.2 **Special Majority Required:** For a motion or resolution proposed under Rule 14.1 to be carried, it requires a Special Majority in favour from the Members present and entitled to vote at the meeting.
- 14.3 **Surplus Assets:** The surplus assets of the Club after the payment of all costs, debts, and liabilities, shall not be paid or distributed to any Members or individuals but shall be applied to a purpose in line with the Club's objects or given or transferred to any other not-for-profit entity that shares similar purposes to the Club or if there is no such entity, then to NZB for the sole benefit of Bridge in the Orewa and Hibiscus Coast area.

## 15. Complaints and Disputes

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### 15.1 In this Rule 15:

- a. **Dispute** means a disagreement or conflict between and among any one or more Members, or any one or more Officers and the Club, that relates to an allegation that:
  - i. a Member or an Officer has engaged in Misconduct;
  - ii. a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act;
  - iii. the Club has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - iv. a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.
- b. **Disputes Procedure** means the procedure for resolving a Dispute specified in Rule 15.5 and Rule 18.6.
- c. a **Member** is a reference to a Member acting in their capacity as a Member;
- d. an **Officer** is a reference to an Officer acting in their capacity as an Officer; and
- e. a reference to the **Club** means the Committee, unless specified otherwise.

### 15.2 **Application of legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that legislation requires the Dispute to be dealt with in a different way.

### 15.3 **Application of Other Procedures:** If the Dispute is dealt with by another procedure under this Constitution, a Bylaw, the NZB's constitution or regulations (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure.

### 15.4 **Application of the Disputes Procedure:** If the Dispute is not required by legislation to be dealt with in a different way or it is not dealt with by any Other Procedure, the Disputes Procedure in Rule 15.5 and Rule 15.6 shall apply to the Dispute.

#### 15.5 Disputes Procedure - Raising a Complaint

- a. A Member or an Officer may commence the Disputes Procedure by giving written notice (a **Complaint**) to the Committee setting out:
  - i. the allegation relating to the Dispute and who the allegation is against; and
  - ii. any other information reasonably required by the Committee.
- b. The Club may make a Complaint involving an allegation of a Dispute against a Member or an Officer by giving written notice to the Member or Officer concerned setting out the allegation to which the Complaint relates.
- c. The information given shall be enough to ensure an individual or the Club against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details to enable them to prepare a response.

#### 15.6 Disputes Procedure - Investigating and Resolving Disputes

- a. Unless otherwise provided, the Committee shall as soon as reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and resolved in accordance with this Rule.
- b. Disputes shall be dealt with in a fair, efficient and effective manner.
- c. The Committee may decide not to proceed with a Dispute if:
  - i. it is not a Dispute as defined in Rule 15.1 including that it is not within the jurisdiction of the Club under this Constitution;
  - ii. the Complaint is trivial or appears to be without foundation or there is no apparent evidence to support it;
  - iii. the individual who makes the Complaint has an insignificant interest in the matter;
  - iv. the issue giving rise to the Dispute has already been investigated and dealt with under this Constitution or Other Procedure; or
  - v. there has been an undue delay in making the Complaint.
- d. The Committee may refer a Dispute to:
  - i. a hearing body or individual authorised, delegated or appointed by the Committee to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**);
  - ii. any type of consensual dispute resolution with the consent of all parties to the Dispute including mediation; or
  - iii. a subcommittee of the Committee or an individual who is independent of the Club to investigate the Complaint and report to the Committee on their findings and recommendations to the Committee, following which, the Committee may refer the matter to consensual dispute resolution or to a Hearing Body or decide the outcome of the Dispute itself.
- e. The Committee may determine the composition, jurisdiction, functions and procedures of, and any sanctions which may be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Committee to resolve, or assist to resolve, Disputes.
- f. An individual may not be a Member of a Hearing Body in relation to a Dispute if the Committee or the Hearing Body considers there are reasonable grounds to believe that the individual may not be impartial or able to consider the matter without a predetermined view.

- g. The Member or Officer who, or the Club which, made the Complaint (**Complainant**), shall be given a reasonable opportunity to be heard (orally or in writing as determined by the Hearing Body) before the Dispute is resolved or any outcome is determined.
  - h. The Member or Officer who, or Club which, is the subject of the Complaint (**Respondent**) shall also be given a reasonable opportunity to be heard (orally or in writing as determined by the Hearing Body) before the Dispute is resolved or any outcome is determined.
- 15.7 **Appeals:** Unless this Constitution, a Bylaw, the NZB's constitution or regulations provides otherwise, there is no right of appeal or right of review of a decision made in respect of Rule 15.
- 15.8 **Decisions Binding:** Decisions by the Committee, any Hearing Body or any authorised bodies of the NZB, are binding on the Club and all Members.

## **16. Suspension, Sanctions and Termination of Membership**

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16.1 **Decision Makers:** A Member may be suspended or terminated from Membership of the Club or have sanctions imposed, if the Member:

- a. is suspended or terminated by the Committee, or has sanctions imposed under this Rule 16;
- b. is suspended or terminated by, or has sanctions imposed on them, by NZB in accordance with its constitution and regulations; or
- c. a Hearing Body or any other individual or body having jurisdiction over a Member recommends such action to the Committee or imposes a sanction.

16.2 **Suspension, Sanctions or Termination by the Committee:**

- a. A Member may be suspended for up to twelve (12) months, have other sanctions imposed on them, or their Membership terminated if the Committee or any individual(s) appointed by it, considers after reasonable enquiry, that the Member has engaged in Misconduct.
- b. Before any suspension, sanction or termination is imposed by the Committee on a Member, the Member:
  - i. shall be given at least seven (7) days written notice of the proposal to suspend, impose a sanction or terminate the Member; and
  - ii. has the right to be present, make submissions and be heard on the proposal to suspend, impose any sanction or to terminate the Member.
- c. A decision by the Committee to suspend or impose a sanction on a Member (other than termination of Membership) is final and there is no right of appeal.
- d. A decision by the Committee to terminate Membership may be appealed to a SGM called for that purpose in accordance with Rule 10.7 and may only be overturned by a Special Majority of Members in favour of the motion at the SGM.

16.3 **Reinstatement:** Membership that has been terminated under this Constitution may be reinstated at the discretion of the Committee, within such period as it considers appropriate, provided that any payments owing to the Club have been fully repaid. In deciding whether to reinstate a Member, the Committee may take into account whether the matter giving rise to the termination has been rectified or remedied, and whether any sanction imposed has been served.

**16.4 Consequences of Suspension or Termination of Membership:** Where any Member's Membership is suspended or terminated by the Club, the following consequences apply to the Member for the period of the suspension, or indefinitely if terminated:

- a. if the Member is suspended, they continue to be bound by this Constitution and any Bylaws including all of their obligations during the period of suspension;
- b. the Member forfeits all rights and entitlements it has as a Member under this Constitution, any Bylaws and the constitution and regulations of NZB (if applicable), and is not entitled to participate in any activity of, or held on behalf of, the Club, and if the constitutions or bylaws of NZB so provide, then those held by or on behalf of NZB; and
- c. the Member shall have no claim upon the Club or NZB, and their property, and shall not use any of their property.

## **17. Suspension and Removal of Committee Members**

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**17.1 Suspension of Committee Member:** If a Committee Member is:

- a. alleged to have, given notice of, or charged with any of the circumstances described under Rule 4.3(a); or
- b. any other circumstances arise in relation to a Committee Member which are or may be of concern to the Committee (including the Committee losing trust and confidence in the Committee Member, alleged Misconduct or circumstances arising from a Complaint under Rule 15);

the remaining Committee Members may, by Special Majority, suspend the Committee Member from their office, pending the determination of the allegation, notice, charge or Complaint. A suspension may only be imposed following reasonable enquiries by the Committee and after giving the Committee Member concerned a right to be heard.

**17.2 Removal of Committee Member:**

- a. In addition to Rule 3.10 (Ceasing to be a Member) and Rule 4.3(b) (Disqualification), a Committee Member may be removed from the Committee before the expiration of their term of office if the Members at an SGM (called for this purpose) considers, by Special Majority, that the Committee Member:
  - i. has materially breached any of their duties under this Constitution or the Act; or
  - ii. did not, or is unable to, materially comply with this Constitution, any Bylaws or any other rule, decision, policy or procedure of the Club;
  - iii. has engaged in Misconduct; or
  - iv. has been suspended or terminated from Membership of, or had a sanction imposed, by the Club.
- b. Before any decision for removal is made by the Members at an SGM (under Rule 17.2(a)) the Committee Member concerned:
  - i. shall be given no less than seven (7) days written notice of the proposal to remove them;
  - ii. has the right to make written submissions in advance of the decision; and
  - iii. has the right to be present, make submissions and be heard before the Members at the SGM.

## 18. Matters Not Provided For

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If any matters arise that the Committee considers are not provided for in this Constitution or in any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be decided by the Committee as it sees fit.

## 19. Definitions and Interpretation

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19.1 **Definitions:** The capitalised words and phrases used in this Constitution shall have the meanings given to them in the Constitution (denoted in bold font) and as follows:

**Annual Subscription** means the annual payment for membership described in Rule 3.8.

**Auditor** means an individual, who is not a Member of and is independent of the Club, who is a qualified auditor under the Financial Reporting Act 2013.

**Bridge** means the game described in the Laws of Bridge.

**Bylaws** means any rules, regulations, codes, standards, policies and procedures decided by the Committee (or at a General Meeting under Rule 13.5) in accordance with this Constitution, whether or not called Bylaws.

**Casual Vacancy** means a vacancy which arises:

- a. due to the individual resigning prior to the expiry of their term of office;
- b. due to the death of the individual;
- c. where the individual has been removed from office in accordance with this Constitution;
- d. where the individual is no longer eligible to remain in office as specified in this Constitution;
- e. where there are insufficient applications for the available positions and the position is not filled following an election;
- f. for Committee Members only, due to the Committee Member being absent from more than three (3) consecutive Committee meetings without having their absence approved by the President, or without reasonable excuse; or
- g. as deemed to be, under this Constitution.

**Clubrooms** means the building situated at 121 West Hoe Road, Orewa or such other location in Orewa or the Hibiscus Coast as decided by the Committee.

**Committee** means the Committee of the Club as described in Rule 6.2.

**Committee Member** means any member of the Committee including the President, Vice-President, Treasurer, Secretary, Member Secretary (if any), Immediate Past President and the other Committee Members, including any co-opted Committee Members, unless specified otherwise.

**Constitution** means this constitution, including any amendments unless stated otherwise.

**Contact Details** means a physical or electronic address and a telephone number.

**Contact Person** means the individual(s) appointed by Committee to be the contact person for the registrar under the Act, subject to them meeting the eligibility criteria set out in the Act.

**Financially Current** means the Member has fully paid the Annual Subscription and any other charges, fees or payments due to the Club by the due dates or in accordance with any payment plan agreed with the Committee.

**General Meeting** means an Annual General Meeting (AGM) or Special General Meeting (SGM) of the Club.

**Good Standing** means the member is Financially Current; has played a session of Bridge at the Club at least ten (10) times as a Member and has paid the required table money to the Club, when due, for those sessions.

**Immediate Past President** means the individual who last held the office of President of the Club and whose term has ended, provided they were not terminated or removed from office prior to the expiry of their term, for any reason.

**Interested in a Matter** has the meaning given to it in the Act and is extended to include any interests related to a direct family member of the person (i.e. their spouse, partner, children, parents, siblings, or grandchildren) or any associated entity of any such family member.

**Laws of Bridge** means the 2017 Laws of Duplicate Bridge as published by World Bridge, as amended by it from time to time.

**Majority** means a majority (fifty percent (50%) plus one (1)) of the votes properly cast by those entitled to be, and who are present (in accordance with this Constitution) and entitled to vote.

**Member** means an individual who is a member of the Club under Rule 3.

**Membership** means being a Member of the Club.

**Membership Secretary** has the meaning given to it in Rule 5.5.

**Membership Year** means the period from 1 January to 31 December of each calendar year.

**Misconduct** includes, but is not limited to, conduct (whether in person, online or otherwise) by an individual who:

- a. uses any profane, indecent or improper language of a serious nature at any event, function or activity of the Club, or whilst on the property of the Club;
- b. engages in offensive or insulting behaviour towards the Club, or any individual acting for or on behalf of the Club, at any time or place;
- c. has breached any rule of this Constitution including any duty or obligation, or any Bylaw (including any rule, regulation, code, standard, resolution, decision, policy or procedure decided by the Committee or the Members at a General Meeting), or any equivalent rule of NZB;
- d. has acted in a manner unbecoming of a Member, or which has brought or could bring the Club into disrepute or has damaged the rights or interests of the Club and its Members.

**Noticeboard** means the physical notice board situated in the Clubrooms.

**NZB** means New Zealand Bridge Incorporated (Incorporated Society No. 215735).

**Officers** means the individuals described in Rule 4.1.

**Previous Constitution** means the constitution of the Club in force prior to this Constitution.

**President** has the meaning given to it in Rule 5.1.

**Resolution Outside of a Meeting** means a decision of the Members made in the manner described in Rule 10.23 or a decision of the Committee made in the manner described in Rule 7.4, as the context requires.

**Reviewer** means a person independent of the Club who is a qualified auditor under the Financial Reporting Act 2013 if the financial statements are required by law to be reviewed; or if they are not so required, is a chartered accountant (defined in the New Zealand Institute of Chartered Accountants Act 1996) who is not a Member, and is otherwise independent, of the Club.

**Schedule 1** means the schedule annexed to, and part of, this Constitution which sets out transitional provisions.

**Secretary** has the meaning given to it in Rule 5.4.

**Special Majority** means a motion or resolution passed by seventy-five percent (75%) of the votes properly cast by Members present and entitled to vote at a General Meeting or in a Resolution Outside of a Meeting, or by Committee Members at a Committee meeting or a Committee Resolution Outside of a Meeting, as the context requires.

**Treasurer** has the meaning given to it in Rule 5.3.

**Vice President** has the meaning given to it in Rule 5.2.

**World Bridge** means the World Bridge Federation which is the international governing body for Bridge.

**19.2 Interpretation:** In this Constitution:

- a. words using the singular includes the plural and vice-versa;
- b. reference to a “day” means any day of the week (including a Saturday, Sunday, and a public holiday), unless stated otherwise;
- c. any reference to legislation includes any secondary legislation, 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;
- d. any agreement includes that agreement as modified, supplemented, novated or substituted from time to time;
- e. any obligation not to do something includes an obligation not to suffer, permit, or cause that thing to be done;
- f. a reference to an individual means a natural person and includes the legal and personal representatives, successors and permitted assignees of that person;
- g. a reference to a person includes bodies corporate, unless stated otherwise;
- h. references to periods of time or notices, exclude the days on which they are given;
- i. headings and the contents page are for reference only and are to be ignored in interpreting this Constitution;
- j. a reference to “in writing” or “written” includes words visibly represented, copied or reproduced including by email or online;
- k. a reference to “signing” or to “sign” means either a handwritten signature or a digital signature.

**19.3 Notices:**

- a. Subject to any other notice provision in this Constitution, any notice or other communication required to be given under this Constitution shall be in writing and will be given:
  - i. if to a Member, to the address (which may include physical, email or other address) specified in their Contact Details or as otherwise specified in this Constitution;
  - ii. if to the Club, to [orewabc@xtra.co.nz](mailto:orewabc@xtra.co.nz) or by post to the Club’s registered office set out on the Register of Incorporated Societies.



b. A notice is deemed to have been received:

- i. if given by post, when left at the address of an individual or five (5) working days (as defined in the Legislation Act 2019) after being put in the post;
- ii. if given by email upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt); or
- iii. if posted on the Club's Noticeboard or the Club's website; at the date and time it is posted;

provided that any notice or communication received, deemed received or posted after 5:00pm on a working day, or on a day which is not a working day, will be deemed not to have been received until the next working day.

Orewa Bridge Club 2025

## SCHEDULE 1 – TRANSITION PROVISIONS

1. **Existing Members:** Individuals who were Members of the Club under the Previous Constitution, immediately prior to the commencement of this Constitution, will continue as Members of the Club in the corresponding category of membership (under Rule 3) for the duration of their Membership under this Constitution, provided they each consent to remaining as a Member by no later than 31 January 2026.
2. **Existing Life Members:** Individuals who were granted Life Membership under any Previous Constitution and who remain Life Members, will continue as Life Members of the Club under this Constitution, provided they each consent to remaining as a Life Member by 31 January 2026. Except as specified, this Constitution applies to existing Life Members.
3. **Existing Committee:** Individuals who were elected to the Committee at the 2025 AGM and remain in office immediately prior to the commencement of this Constitution, will continue as Committee Members and be Appointed Members as if they had been elected under this Constitution, provided they each consent to being or remaining as a Member by no later than 31 January 2026. Except as specified, this Constitution applies to the existing Committee Members.
4. **Transition of Financial Year:** The financial year in which this Constitution was adopted will be adjusted so that instead of ending on 31 October 2026 (as stated in the Previous Constitution), it will be shortened to end on 31 July 2026. The next financial year will be from 1 August 2026 to 31 July 2027 and thereafter in accordance with Rule 11.2.
5. **Existing Bylaws:** Any rules, regulations, bylaws, codes, standards, policies and procedures of the Club made under the Previous Constitution will continue in force as Bylaws under this Constitution to the extent that they are not inconsistent with this Constitution, until such time as they are varied, revoked or replaced under Rule 13 of this Constitution.