



Tauranga Bridge Club Incorporated Constitution 2025

**New Zealand Business No 9429042844853
Incorporated Society No 213565
Registered Charity No CC59814**

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**CONSTITUTION OF THE
TAURANGA BRIDGE CLUB INCORPORATED**

The Club

1. Name

1.1 The name of the Club is the “Tauranga Bridge Club Incorporated” (“the Club”).

2 Registration

2.1 The Club is registered under the Incorporated Societies Act 2022.

2.2 The Club is a Registered Charity under the Charities Act 2005.

3 Registered Office

3.1 The Registered Office of the Club is 252 Ngatai Road, Tauranga or at some other place that the Committee may from time to time decide.

4 Definitions

4.1 The index, all headings and titles and the numbering system used are for convenience of reference only and do not form part of this Constitution.

4.2 In this Constitution, unless the context otherwise requires -

- (a) “Act” means the Incorporated Societies Act 2022, including amendments to it from time to time, any regulations made under the Act and any Act that replaces it.
- (b) “Administrator” means the Officer employed as Administrator of the Tauranga Bridge Club Incorporated
- (c) “Club” means the Tauranga Bridge Club Incorporated.
- (d) “ Club Account” means the account established for each member within the Club membership management system that is used for payment of session fees, subscriptions and other activities of the Club.
- (e) “Club Captain” means the Officer responsible for the playing activities of the Club.
- (f) “Committee” means collectively the Officers, Immediate Past President and Administrator of the Club; the Club’s governing body.
- (g) “Constitution” means these Rules of the Club.
- (h) “Director” means the official representative of the Club responsible for the technical management of a session and the interpretation and application of the Rules of Duplicate Bridge.
- (i) “Interested” has the meaning given in Section 62 of the Act.

- (j) "Matter" means the Club's performance of its activities or exercise of its powers; or an arrangement, agreement or contract (a transaction) made or entered into, or proposed to be entered into, by the Club.
- (k) "Member" means each person who for the time being is a member of the Tauranga Bridge Club Incorporated and includes all classes of member described in clause 7.2 of these Rules.
- (l) "NZ Bridge" means New Zealand Bridge Incorporated.
- (m) "Officer" has the meaning given in Section 5 of the Act.
- (n) "President" means the Officer responsible for the governance and operation of the Club and chairing General Meetings.
- (o) "Registrar" means the Registrar of Incorporated Societies and/or the Registrar of Charities Services.
- (p) "Remit" means any resolution proposed for determination at a General meeting of the Club.
- (q) "Rule (number)" is a reference to the appropriately numbered rule in this Constitution.
- (r) "Subscription in arrears" means that a member has failed to pay a subscription or part subscription for the immediately preceding financial year. For the avoidance of doubt a member joining during the immediately preceding financial year who has had their subscription payment waived, or a member joining in the current financial year before the Annual Meeting and thus before the subscription fee is set, is not in arrears.
- (s) "Treasurer" means the Officer responsible for overseeing the finances of the Club.
- (t) "Vice-President" means the Officer elected or appointed to deputise in the absence of the President.

5 Purpose

- 5.1 The purposes of the Club are those charitable purposes which are recognised by the Courts of New Zealand, and including
- (a) Teaching and providing amenities, facilities and equipment for playing the game of contract bridge and for any other like purpose that its members may decide.
 - (b) Promoting contract bridge tournaments, competitions and matches and providing for the control, administration and management of bridge sessions and events.
 - (c) The provision and maintenance of premises considered necessary, desirable, or convenient for the advancement of such purposes.
 - (d) Conserving and protecting the integrity of the game of contract bridge and of the Club by developing and enforcing standards of conduct, ethical behaviour and implementing good governance.
- 5.2 Pecuniary gain is not a purpose of the Club.

6 Affiliation

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

Membership of the Club

7 Membership

- 7.1 The Club shall maintain the minimum number of members as required by the Act.
- 7.2 Membership of the Club shall consist of the following classes:
- (a) Members
 - (b) Student Members
 - (c) Life Members
 - (d) Honorary Members
- 7.3 Members and Student Members are elected in accordance with Rule 9.
- 7.4 Members who are members of more than one bridge club affiliated to NZ Bridge may elect that the other club or another club is their primary (Home) point of contact with NZ Bridge and through which affiliation fees are paid.
- 7.5 Student Members are persons under the age of 26 and in full time study. Upon ceasing to qualify as a Student Member, such member shall become a Member. Student Members may nominate candidates for election and vote on any matter before a General Meeting of the Club but may not be elected as an Officer or Committee Member of the Club unless they become a Member and pay the required subscription.
- 7.6 Life Members are Members the Club desires to honour and are elected in accordance with Rule 10. A Life Member is not liable to pay an annual subscription and has the same privileges and obligations as a Member.
- 7.7 Honorary Members shall be previous Members, elected by the Committee at its sole discretion based on long service, contributions to the Club, or other matters the Committee considers relevant. Such members may play at the Club on social occasions and take part in social functions but may not play or act as substitute in matches or competitions except those matches or competitions nominated by the Committee. Honorary members shall be exempt from payment of any annual subscription. Honorary members may attend the Club meetings but shall not be entitled to a vote.

8 Members' Obligations and Rights

- 8.1 Membership of the Club does not confer on any member any right, title or interest (legal or equitable) in the property of the Club.

- 8.2 Every member shall provide the Club with their name and contact details for their entry in the Register of Members and promptly advise the Club any changes to their details.
- 8.3 The Club will take all practical efforts to ensure members' safety at the Club by implementing sound Health and Safety systems.
- 8.4 The Club will promote respect for members and visitors.

9 Election of Members and Student Members

- 9.1 A candidate shall be proposed and seconded by two Members entitled under the rules to vote at general meetings and complete the required information on the Membership Application Form prescribed from time to time by the Committee.
- 9.2 The candidate must sign the Membership Application Form to consent to become a member of the Club.
- 9.3 At its first meeting after receiving the application the Committee may then at its absolute discretion elect, defer or reject such a candidate without having to give reasons for its decision. Upon becoming a member, the member shall be liable to pay the entrance fee (if any) prescribed from time to time.
- 9.4 Every new member immediately after election shall be notified thereof by the Club, and every member on their election shall be bound by the rules of the Club.
- 9.5 The signed Membership Application form is stored as part of the Register of Members.
- 9.6 These rules shall have the effect of a contract between the Club and each member.

10 Election of Life Members

Life Members shall be elected on the recommendation of the Committee at any general meeting in recognition of special contribution to the welfare of the Club. A three-fourths majority of those present and voting shall be necessary to ensure election.

11 Cessation of Membership

- 11.1 A member ceases to be Member of the Club if:
- (a) They resign by giving written notice to the Administrator. The effective date shall either be that of the receipt of the notice or some future convenient date agreed by the Committee.
 - (b) Their membership lapses as described in Rule 29.2
 - (c) They die.
 - (d) As a result of actions taken by the Club following the provisions of Rule 13 and the published Complaints Procedure of the Club.
- 11.2 A member whose membership has ceased shall still be liable for any fees or other moneys outstanding at the time of cessation of membership and the Club may recover these from the member's Club Account or from the former member. This provision may be waived at the discretion of the Committee.
- 11.3 After satisfying the provisions of Rule 11.2, should a former member's Club Account be in Credit, they are entitled to a refund of the balance of that account.

12 Register of Members

- 12.1 The Administrator shall keep a Register of Members which shall contain for each member:
- (a) Their name,
 - (b) Their postal and e-mail addresses, and telephone number,
 - (c) The date at which they became a member of the Club,
 - (d) Other information that may be required by Regulation, by the Club or NZ Bridge.
- 12.2 The Register of Members shall be kept in electronic form as part of the Club's Membership Management System and be available in printable tabular form in response to a request by the Registrar.
- 12.3 The Register of Members shall retain information of a member who have ceased to be member of the Club for at least seven (7) years after the date of them ceasing to be a member.
- 12.4 If a member's contact details change, that Member may amend their contact details via the Club's secure online portal and notify the Administrator or provide the details of any change to the Administrator.
- 12.5 The Administrator shall update the Register as soon as practicable following notification of changes of a member's contact information.
- 12.6 A Member may at any time access their information via the Club's secure online portal or make a request to the Administrator for their information held on the Register.

13 Conduct and Discipline

- 13.1 Any Member may lodge a complaint to the Committee concerning the actions and/or behaviour of another Member, a player or guest before, during or after any session, event or tournament conducted by the Club.
- 13.2 Directors shall be required to report to the Committee details of any disciplinary action taken or imposed against any member during any session conducted by the Club.
- 13.3 The Committee may consider complaints about the behaviour of any member at any event or tournament sanctioned by New Zealand Bridge Incorporated.
- 13.4 In all cases complaints must be in writing addressed to and received by the Committee not later than seven (7) days following the alleged incident. The Committee may delegate the complaint to a sub-committee consisting of three (3) elected members of the Committee. The sub-committee may co-opt any club member on to the committee which it considers will assist the sub-committee in reaching any recommended or appropriate resolution.
- 13.5 If in the opinion of three-quarters of the Committee of the Club present at any regular or special meeting considers a significant breach of conduct or a serious breach of the rules of the Club or regulations imposed by New Zealand Bridge Incorporated involving a member of the Club has occurred and considers urgent and immediate action is required it may by its own motion act to investigate the alleged incident or breach and take, subject to any appeal or further investigation, any action including the suspension of a member to preserve the integrity of the Club and/or the game of bridge.

13.6 The Club shall, contemporaneously with Rule 13, adopt a Complaints Procedure which shall be given to all members and displayed in a conspicuous position in the clubrooms.

14 Friend of the Club

A Friend of the Club shall be any person, society, organisation, company or other corporate entity elected by the Committee at its sole discretion based on significant contributions to the wellbeing of the Club or other criteria it considers relevant. A Friend of the Club may be recognised in such manner as the Committee decides.

Management of the Club

15 The Committee

15.1 The Club has a managing committee ("the Committee") comprising the following Officers:

- (a) The President,
- (b) The Vice-President,
- (c) The Treasurer,
- (d) The Club Captain and,
- (e) Such other members to form a committee of not less than five nor more than twelve natural persons.

15.2 The Immediate Past President shall by virtue of their office be an additional member of the Committee and Officer of the Club and has full voting rights subject to Rule 16.2.

15.3 The Administrator employed by the Club as provided for in Rule 24 shall be an additional member of the Committee and Officer of the Club (Rule 24.3) but subject to the restrictions of Rule 24.2.

15.4 Only Members and Life members of the Club may be Officers.

15.5 Officers are elected in accordance with Rule 17.

16 Term of Office

16.1 The term of office for each elected Officer of the Club shall be one (1) year.

16.2 The term of office "ex officio" for the Immediate Past-President shall be one (1) year. The Immediate Past-President is then eligible for election to any Club office subject to Rule 16.3.

16.3 All elected Officers of the Club shall serve no more than nine (9) consecutive terms but are eligible for election to any office two (2) years after the cessation of the previous term.

16.4 The Administrator (Rule 24), if an employee of the Club, is not subject to the term limitations of Rule 16.3

17 Election of Officers

17.1 Officers are elected annually at the Annual General Meeting of the Club and shall be eligible for re-election subject to Rule 16.

- 17.2 At least twenty-eight (28) days prior to the date of the Annual General Meeting the Administrator shall make available at the Clubrooms Committee Nomination forms and any other necessary information for candidates.
- 17.3 Nominations for Officers is on the Committee Nomination form prescribed from time to time by the Committee which must:
- (a) Be signed by a proposer and seconder who are members entitled by these rules to vote at general meetings.
 - (b) Be signed by the candidate to consent to be an Officer and to certify that they are not disqualified by the Act from being an Officer of the Club.
- 17.4 Each candidate for election as an Officer of the Club, all “ex-officio” Officers and any Officers appointed under Rule 18 shall complete a Consent and Certificate of Officer form as required by the Act. For successful candidates this Consent and Certificate form shall be retained in the official records of the club. Consent and Certification forms of unsuccessful candidates shall be destroyed.
- 17.5 The Immediate Past President is not nominated but shall sign a Consent and Certificate form (Rule 17.4).
- 17.5 Nomination and Consent and Certificate forms shall be delivered to the Administrator at least twenty-four (24) hours before the Annual General Meeting. Nomination forms received are displayed on the Club noticeboard.
- 17.6 If insufficient nominations are received for any Officer, nominations to fill any vacancy(s) may be made from the floor of the Annual General Meeting. Any Officer so elected shall sign a Consent and Certificate form (Rule 17.4).
- 17.7 Voting for Officers shall be by way of secret ballot, but no ballot paper shall be void by reason only of the fact that the ballot paper shall be for fewer candidates than the number of candidates as shall constitute the Committee. If the Annual General Meeting is being held via video conference or other means of electronic communication, or with some members attending via video-conference, the ballot is conducted as in Rule 37.6.
- 17.8 Officers shall hold office from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the following Annual General Meeting.

18 Casual Vacancy on the Committee

- 18.1 A casual vacancy among the officers may be filled by the Committee. Any member so appointed shall be qualified to be an officer and must consent to the appointment as per Rule 17.4. Such Officers are to hold office until the next Annual General Meeting when they are eligible for election.

19 Cessation of Committee Membership

- 19.1 Persons cease to be an Officer when:
- (a) They resign by giving written notice to the Committee,
 - (b) They cease to be a member of the Club
 - (c) They are disqualified by section 47 of the Act,

- (d) They are removed under the provisions of Rule 13,
- (e) They die,
- (f) Their term of office expires.

19.2 If a person ceases to be a member of the Committee, that person within one month shall return to the Committee all keys, documents and other property of the Club.

20 Management by the Committee

- 20.1 From the end of each Annual General Meeting until the beginning of the next, the Club shall be administered, managed and controlled by the Committee which shall be accountable to the members for the implementation of the policies of the Club as approved by any general meeting and having regard to the best interests of the Club.
- 20.2 Other than matters required by law or by these rules to be decided by the Club in general meeting, the Committee shall be deemed to have all necessary powers for the government of the Club.
- 20.3 Officers are required by the Act to:
- (a) Act in good faith and in the best interests of the Club
 - (b) Exercise powers for proper purposes only.
 - (c) Comply with the Act and these Rules.
 - (d) Exercise reasonable care and diligence.
 - (e) Not create a substantial risk of serious loss to creditors.
 - (f) Not incur an obligation the Officer does not reasonably believe the Club can perform
- 20.4 The Committee may engage employees on such terms and with such powers as it thinks desirable.
- 20.5 The Committee may fix the honorarium paid to any Officer of the Club subject to the requirements of Rules 22 and 31.
- 20.6 The Committee shall meet at such times and places as it may determine and otherwise where and as convened by the President. Meetings may be held in person or via video-conferencing or other means of electronic communication.
- 20.7 The President is the Chair of Committee meetings or failing them, the Vice-President or failing them, any member chosen by those present.
- 20.8 The quorum for Committee meetings is five (5) persons. If there is not a quorum present 30 minutes after the time set down for the meeting, the meeting shall be adjourned.
- 20.9 Only committee members elected under Rule 17, ex officio as defined by Rules 16.2 or appointed by Rule 18 who are present in person or present via video-conference or other means of electronic communication are counted in the quorum and entitled to vote.
- 20.10 Decisions are made by majority vote. In the case of equality of votes the Chair of the meeting has a deliberative and casting vote.

- 20.11 A resolution in writing signed or consented to by email or by other electronic means by a majority of the Committee is valid as if it had been passed at a meeting of the Committee. Such resolution may consist of several documents in the same form each signed by one or more Officers of the Club. A resolution of this form shall be part of the minutes of the Club, recorded either as a separate entity or as part of the minutes of the immediately subsequent committee meeting.
- 20.12 The Committee shall have the power to make and from time to time vary and add to by-laws relating to the affairs of the Club provided that such by-laws shall not be inconsistent with or contravene the Act or these Rules.
- 20.13 The Committee may delegate such of its powers as it thinks fit to sub-committee(s) which may consist of any of their number with or without other Club members especially co-opted. One of the members of each such sub-committee shall be delegated the responsibility of recording the minutes of any meeting of that sub-committee. The President shall ex officio be a member of all sub-committees. Any delegation under this Rule does not exclude the continuous exercise of the function, duty or power by the Committee.
- 20.14 These rules, any by-laws, the resolutions of general meetings, the decisions of the Committee on the interpretation of these rules and all actions taken by the Committee in accordance with these rules, and on matters not provided for in these rules, shall be final and binding on all members.

21 Major Transactions

- 21.1 The Committee without any restrictions whatsoever may decide if any proposed transaction is a major transaction and this decision is final in every respect. Major transactions shall be referred to a general meeting of members.
- 21.2 In all other matters the Committee may purchase, lease or otherwise acquire real and personal property of every description and generally act in all matters which may be thought necessary or expedient for the attainment of any of the objects of the Club, and may sell, exchange, lease, let, hire out, sub-let, mortgage or otherwise dispose of or deal with the same or any part thereof and may build on any land and may repair, alter, improve or otherwise deal with any building.

22 Conflict of Interest

- 22.1 A conflict of interest exists for an officer if the officer's interests or duty, as defined by Section 62 of the Act, in a particular matter conflict, or might conflict, with his or her duty to the Club.
- 22.2 When a conflict of interest exists for an officer, that officer must declare the nature of the conflict or the potential conflict. The officer must not take part in deliberations or proceedings including decision-making in relation to the conflict of interest. The officer must not be counted in the quorum required for decision-making on the matter for which he or she has the conflict of interest.
- 22.3 The Administrator shall maintain an Interest Register which shall be regularly reviewed and monitored at meetings of the Committee.

23 Contact Persons

- 23.1 For the purposes of sections 112 to 116 of the Act the contact persons for the Club shall be by virtue of their office:

- (a) The Administrator and,
 - (b) The President.
- 23.2 The Committee may from time to time appoint an additional contact person.
- 23.3 Each contact person shall establish and maintain such identification protocols as required by Regulation.
- 23.4 The Administrator shall give notice to the Registrar in the required form of any change of Contact Person(s) or any amendment of their contact details.

24 Administrator

- 24.1 The Committee may employ a Club Administrator. The duties of the Administrator shall be those specified by the Committee from time to time. The terms and conditions of such employment shall be negotiated between the Committee, or those persons or person delegated the authority by the Committee, and the appointee. Any such employment agreement shall be for a term not exceeding one calendar year and shall contain terms and conditions that the Committee may agree on from time to time.
- 24.2 The Administrator shall be an additional member of the Committee but shall have no voting rights nor be counted in the quorum at meetings of the Committee.
- 24.3 The position of Administrator is defined by section 5 of the Act to be an Officer of the Club. As such the Administrator must satisfy the requirement of Rule 17.4 and shall sign a declaration to certify that they are not disqualified by section 47 of the Act from being an Officer of the Club.
- 24.4 Part of the duties of the Administrator is to be the Secretary of the Club, to be responsible to the Committee for secretarial functions and to record minutes of all general meetings and Committee meetings of the Club. All minutes when confirmed at a subsequent meeting and signed by the chair of that meeting are evidence that the minutes are a true and correct record of what occurred at that meeting.
- 24.5 If at any time the position of Administrator is vacant the Committee may appoint another person to fill the position temporarily or by a new appointment as in Rule 24.1 above. References in this Constitution to "Administrator" shall apply to the person so appointed.

25 Club Captain

- 25.1 The duties of the Club Captain shall include, with the assistance of other Officers and members of the Club, the organisation of tournaments and a programme of club playing sessions as well as interclub and other matches or tournaments.

26 Treasurer

- 26.1 The duties of the Treasurer shall include:
- (a) Keeping such books of account as may be necessary to provide a true record of the Club's financial position.
 - (b) Preparing budgets and reporting on the Club's financial position to each Committee meeting.
 - (c) Presenting an annual statement of accounts (statement of financial performance and statement of financial position) to the annual general meeting.

- (d) Supervising the financial affairs of the Club.

27 Accountant

- 27.1 The Club may engage the services of an Accountant to assist the Treasurer in the management of the accounts of the Club, preparation of reports and to provide professional advice. Any person or firm so engaged need not be a member of the Club and is not an Officer.
- 27.2 The Accountant may request to attend and may speak at any meeting of the Committee but has no vote nor is counted in the quorum of the meeting. The President or Treasurer may invite the Accountant to attend and speak at any Committee Meeting or any General Meeting of the Club.

Financial Matters

28 Financial Year

- 28.1 The Financial year of the Club shall end on 30th September.

29 Subscription, Entrance Fee and Session Fees

- 29.1 The Annual Subscription for Members and Student Members, which shall include the affiliation fee to NZ Bridge where appropriate, and session fees (table money) shall be recommended by the Committee and be fixed at the Annual General Meeting or at a Special General Meeting of members.
- 29.2 The said subscription shall be payable within three calendar months of the date of the Annual General meeting at which it was set and if a member has not paid the subscription within five calendar months of the date of that Annual General Meeting, that person's membership will be deemed to have ceased.
- 29.3 The Committee shall have the power to determine the proportion of the annual subscription payable by new members joining during any financial year. The subscription is payable immediately and if a new member fails to make payment within one month of their election to membership the election of such member shall be deemed to be cancelled.
- 29.4 The Committee shall include in the recommendation to the Annual General Meeting the date of commencement of any change to the session fees.
- 29.5 The entrance fee (if any) shall be determined from time to time at the Annual General Meeting.

30 Finance and Accounts

- 30.1 Moneys belonging to the Club shall be deposited in bank accounts under such conditions as the Committee decides.
- 30.2 The Committee shall give such directions as it considers desirable for the payment of accounts. Authorities for payment shall be signed by two persons, including the President, Treasurer and other person(s) appointed by the Committee for that purpose.
- 30.3 Where a financial institution requires that specific officers (Controlling Persons) be the signatories to operate accounts held with that institution, the Committee shall appoint Controlling Persons who may be different to those appointed by Rule 30.2.

30.4 At the Annual General Meeting the Committee shall submit a statement of accounts of the Club as of 30th September and an account of the income and expenditure for the period, such accounts to be reviewed.

30.5 Any financial transaction involving a committee member must be fully disclosed and the member must not vote on the issue.

31 Pecuniary Gain

31.1 No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

32 Review of Accounts

32.1 The Accounts of the Club shall be reviewed by a current Chartered Accountant who shall be elected by the Annual General Meeting or who, in the event of a vacancy may be appointed by the Committee.

General Meetings of Members

33 Annual General Meeting

33.1 The Annual General Meeting of members shall be held in November or December of each year at such time and such place as determined by the Committee and may be held in person or via videoconference or other means of electronic communication or allow attendance at a physical meeting via videoconference.

33.2 A least fourteen (14) days' notice of the meeting shall be given to members.

33.3 At such meeting:

- (a) The Committee shall present reports of the previous year,
- (b) The Treasurer shall present their statement of accounts and an account of income and expenditure for the financial year duly reviewed,
- (c) The election of Officers, and the Accounts Reviewer shall be conducted and,
- (d) Any remits required by these Rules and/or specified in the notice of meeting shall be transacted.

33.4 No business other than that which is directed in the Rules to be transacted at the Annual General Meeting shall be brought forward at any Annual General Meeting unless notice thereof shall have been given to the members in the notice convening the meeting.

34 Special General Meeting

34.1 A Special general meeting shall be held:

- (a) Whenever the Committee shall determine, or

- (b) Within twenty-one (21) days after a requisition signed by six (6) members of the Club requiring such a meeting and stating in express terms the purpose of the meeting shall have been delivered to the Administrator.

34.2 At least Seven (7) days' notice, unless a longer period of notice is required by Rule 40, shall be given to members of a Special General Meeting such notice shall include the agenda.

35 Chair of General Meetings

35.1 The President or failing him/her, the Vice-President or failing them, any member chosen by those present shall preside at a General Meeting of the Club.

36 Omissions and Irregularities

36.1 A General Meeting and its business will not be invalidated:

- (a) If one or more Members do not receive notice of the meeting, or
- (b) By an irregularity, error or omission in notices, agendas and papers of the meeting, or
- (c) The giving of notice within the required time frame, or
- (d) The omission to give notice to all members, or
- (e) Any other error in the organisation of the meeting, if

the Chair of the Meeting at their sole discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and a motion to proceed is put to the meeting and a majority of two-thirds of votes cast is obtained in favour of the motion to proceed.

37 Voting at General Meetings

37.1 At all General meetings of the Club, unless specified by Rule 10 or Rule 41, all questions shall be determined by majority vote by the Chair on the voices of those members present in person or attending via videoconferencing or if the Chair decides by a show of hands or by a secret ballot. Each member present or attending shall have one vote to be exercised personally.

37.2 In the case of equality of votes the Chair of the meeting has a deliberative and casting vote.

37.3 Any employee who is a member of the Club whose subscription is not in arrears may attend a General Meeting of the Club and is entitled to vote.

37.4 No member whose subscription is in arrears shall have the right to vote.

37.5 Proxies shall not be allowed

37.6 If the General meeting is being held by video-conferencing or other means of electronic communications or has some members attending a physical meeting via video-conferencing and a secret ballot is required either by these Rules or by the Chair, those members attending via electronic means shall be sent appropriate ballot papers by email for return by a specified time no later than ten (10) minutes after the sending of ballot papers and marked that they specifically consent to the identifiable ballot being viewed by the appointed scrutineers.

37.7 Once a matter has been decided under Rule 37 all ballot papers shall be destroyed and all electronic communications permanently erased by the appointed scrutineers.

37.8 In lieu of conducting a ballot the meeting may decide to convene another General meeting at a later time or determine the matter by written resolution in lieu of meeting under Rule 39.

38 Quorum of General Meetings

38.1 The quorum for a general meeting shall be twelve (12) persons. If there is not a quorum present 30 minutes after the time set down for the meeting, the meeting shall be adjourned.

39 Written Resolution in lieu of Meeting

39.1 The Committee, or members by resolution at a General Meeting, may decide to determine any question or questions by a ballot of members by means of a written resolution(s) in lieu of a Special General meeting.

39.2 The written resolution shall be in the form determined from time to time by the Committee and be dated (the circulation date) and sent to all members entitled to vote at the circulation date by being:

- (a) E-mailed to a member's last known e-mail address, or
- (b) Posted to a member's last known postal address, or
- (c) Delivered to a member in person.

39.3 The written resolution shall be accompanied by:

- (a) Any explanatory notes deemed relevant, and
- (b) Instructions on how to signify approval (or otherwise) of the resolution, and
- (c) A statement of the requirements for the resolution to be passed; Rule 39.4.

39.4 In order for a written resolution to pass it must be approved by three-fourths of all eligible members entitled who have cast a vote. A proposed resolution lapses if not passed forty-five (45) days after the circulation date.

39.5 The Administrator and one or more other members shall be appointed by the Committee to act as scrutineers to compile the result of the resolution.

39.6 The resolution, the total votes cast for and against, and whether the resolution has passed or lapsed shall be recorded as a meeting in the Club Records.

39.7 No later than five (5) days following the determination of the resolution, all members shall be advised of the result of the resolution.

Administration

40 Amendment of Rules

40.1 These rules may be amended, added to or rescinded by a two-thirds majority of members present at a General Meeting and entitled to vote. Fourteen days prior notice of motion is

necessary. No addition to or alteration which affects the Club's charitable or tax exemption status or compromises its ability to be an incorporated society shall be permitted.

- 40.2 If the amendment(s) to these Rules would have no more than a minor effect or is to correct errors or make similar technical alterations, then the Committee at its sole discretion may give notice of the amendment(s) to every Member stating the text of the amendment(s) and the right of Members to object to the amendment(s). If the Committee does not receive any objections from Members within twenty-one (21) days after the date of the on which the Notice was sent, or any longer period of time that the Committee decides, then the Committee may proceed with formalising the amendment to these Rules. If the Committee receives an objection, then the amendment may not proceed but the Committee may submit the proposed amendment(s) of these Rules to a General Meeting of Members as provided in Rule 40.1.

41 Windup

- 41.1 If on the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but must be given or transferred to another not-for-profit organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

- 41.2 The Committee shall give notice to every Member of at least twenty-one (21) days of a General Meeting of Members to consider the proposal:

- (a) To appoint a liquidator
- (b) To remove Tauranga Bridge Club Incorporated from the Register of Incorporated Societies and the Register of Charities
- (c) For the distribution of the Club's surplus assets.

- 41.3 Such notice of a General Meeting must comply with Section 228 of the Act and shall state:

- (a) The time and place of the General Meeting
- (b) The text of the Resolution(s)
- (c) The nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgement in relation to it.
- (d) The right, if the Committee shall determine under Rule 33.1, of a member to attend the meeting via electronic means and to vote in accordance with Rule 37.
- (e) A statement in compliance with Section 216(1)(c) of the Act confirming that the Committee has had due regard to the Club's Purposes and the requirements of Rule 41.1 for the disposal of surplus assets.

- 41.4 To be affected, any resolution proposed under Rule 41.2 shall be passed by a two-thirds majority of members present in person, or by electronic means under Rule 41.3(d), and entitled to vote.

42 Notices

- 42.1 Any notice required to be given by the Club may be given to members either by any or all of:

- (a) Letter addressed to the recipients last known postal address; or

- (b) By notice on the notice board at the Club's rooms; or
- (c) By email addressed to the recipients last known email address; or
- (d) By notice on the Club's website.

42.2 Notices required to be given to the Club may be given by:

- (a) Delivering them to the Administrator; or
- (b) Posting them to the Club's address; or
- (c) Delivering them securely to the Club's premises.

42.3 Notices shall be deemed to be given at the time they reasonably would be expected to be received at their destination having regard to the mode of service.

ADOPTED AUGUST 19TH, 2025