



CONSTITUTION OF THE BYRON BAY BRIDGE CLUB INCORPORATED

Revised December 16 2022

Under the Associations Incorporation Act 2009

PART ONE – NAME

- 1) **The name of the association** shall be “Byron Bay Bridge Club Incorporated” (hereinafter referred to as “the Club”), a non-profit organisation.

PART TWO – OBJECTS

- 2) **The Objects of the Club** shall be to:
 - a) play and promote the game of Bridge,
 - b) engender fellowship among members,
 - c) preserve and promote the best traditions of the game,
 - d) maintain affiliation with the Australian Bridge Federation (ABF) and NSW Bridge Association (NSWBA),
 - e) maintain the Club’s property, and
 - f) ensure high standards of corporate governance in the Club’s operations.

PART THREE – DEFINITIONS

- 3) **In this Constitution:**
 - a) Director-General means the Director-General of the Department of Services, Technology and Administration.
 - b) ordinary committee member means a member of the committee who is not an office-bearer of the Club.
 - c) Committee means the Management Committee
 - d) Secretary means:
 - i) the person holding office under this constitution as secretary of the Club, or
 - ii) if no such person holds that office - the public officer of the association.
 - e) Special general meeting means a general meeting of the Club other than an annual general meeting.
 - f) the Act means the Associations Incorporation Act 2009.
 - g) the Regulation means the Associations Incorporation Regulation 2010.
- 4) **In this Constitution**
 - i) a reference to a function includes a reference to a power, authority and duty, and
 - ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 5) **The provisions of the Interpretation Act 1987** apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART FOUR - MEMBERSHIP

6) Membership Eligibility

- a) A person is eligible to be a member of the Club if:
 - i) the person is a natural person, and
 - ii) the person has been nominated and approved for membership of the Club in accordance with Clause (4).

7) Classes of Membership

- a) Home Club Members, being those in respect of which fees are paid by the Club to the ABF (Australian Bridge Federation) and NSWBA (New South Wales Bridge Association)
- b) Associate Members, being those members who are Home Club members of another Bridge club and in respect of which the Club pays no fees to the ABF and NSWBA.
- c) Life Members, being those entitled to all the privileges of a Home Club Member but without being liable for annual membership fees. This will be given to Home Club members who, over a minimum period of ten years, shall have rendered outstanding service to the Club, been nominated by two Home Club Members and whose appointment has been approved by a 75% vote of members present and entitled to vote at General or Special General Meeting.
- d) Junior members, being members under 18 years of age, shall pay such annual fees as determined from time to time by the Management Committee having given consideration to the recommendations of the ABF and NSWBA.
- e) All classes of member shall share the same rights, privileges and obligations of the Club.

8) Application for Membership

- a) Each applicant for membership shall be proposed and seconded in writing by two Club members, such nominations to be signed by the nominee and lodged with the Secretary. Each nomination shall contain the name, address and contact details of the proposed member.
- b) Approval of the nomination shall be by majority of votes cast at the next Management Committee meeting.
- c) The new member shall be advised in writing of the amount of fees payable. Such fees shall be paid within 30 clear days of receiving such a notice.
- d) Upon payment of the fees referred to in sub-clause (3) the Secretary shall enter the nominee's name in the Register of members.

9) Cessation of Membership

- a) A person ceases to be a member of the Club if the person:
 - i) dies,
 - ii) resigns membership,
 - iii) is expelled from the Club,
 - iv) fails to pay outstanding fees within two months of the due date except with due cause to the satisfaction of the Management Committee.

10) Register of Members

- a) The Secretary must establish and maintain a Register of Members of the Club specifying the name and address of each person who is a member of the Club, and the class of membership, together with the date on which the person became a member.
- b) The Register of Members must be kept at the principal place of administration of the Club and must be open for inspection, free of charge, by any member of the Club at a reasonable hour.

- c) If a member requests that any information contained in the Register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- d) A member must not use information about a person obtained from the Register to contact or send material to the person other than for:
 - i) the purposes of sending the person a Club newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - ii) any other purpose necessary to comply with the requirements of the Act or Regulation.

11) Fees

- a) Members and visitors, shall pay such fees for annual membership subscriptions and table fees for the Club's weekly competitions as are determined by members of the Club at the Annual Meeting.
- b) The Management Committee may:
 - i) determine fees for Club activities other than those specified in clause (i), and
 - ii) for no more than one year, waive fees for a person or persons in special circumstances in which reward or recognition is warranted.
- c) Membership fees are due on applying for membership and thereafter on the 1st January each year.

12) Members' Liabilities

- a) The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club.

13) Resolution of Internal Disputes

- a) The first and principal instrument of resolving disputes between a member and another member (in their capacity as members of the Club), or a dispute between a member or members and the Club, is the Recorder. The Recorder is a person appointed by the Management Committee, but not a member of the Management Committee, to provide fair and effective mediation.
- b) If the Recorder cannot resolve the dispute, the Management Committee may refer the dispute to another person or persons acceptable to the parties concerned, or to an external body, for mediation.

14) Disciplining of Members

- a) A complaint may be made to the Management Committee by any person that a member of the Club:
 - i) has persistently refused or neglected to comply with a provision or provisions of this Constitution, or
 - ii) has wilfully acted in a manner prejudicial to the interests of the Club.
- b) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c) If the Management Committee decides to deal with the complaint, the Committee:
 - i) must cause notice of the complaint to be served on the member concerned, and
 - ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in writing or in person in connection with the complaint, and
 - iii) must take into consideration any submissions made by the member in connection with the complaint.

- d) The Management Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances. Expulsion requires a two-thirds majority of committee members.
- e) If the Management Committee expels or suspends a member, the Secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under Section 15.
- f) The expulsion or suspension does not take effect:
 - i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - ii) if within that period the member exercises the right of appeal, unless and until the Management Committee confirms the resolution under Section 10, whichever is the later.

15) Right of Appeal of Disciplined Member

- a) A member may appeal to the Club in a General Meeting against a resolution of the Management Committee under Section 9, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c) On receipt of a notice from a member the Secretary must notify the Management Committee which is to convene a General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- d) At that General Meeting of the Club:
 - i) no business other than the question of the appeal is to be transacted, and
 - ii) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e) The appeal is to be determined by a simple majority of votes cast by members of the Club.

PART FIVE – MANAGEMENT COMMITTEE

16) Composition

- a) The Management Committee is to consist of:
 - i) the office bearers of the Club, and
 - ii) up to six ordinary members (from whom an Assistant Treasurer and an Assistant Secretary may be appointed).
- b) The office bearers of the Club shall be a President, Vice President, Secretary and Treasurer.
- c) Other than those arising from a casual vacancy, all Management Committee members shall be elected at the Annual General Meeting and in accordance with this Constitution and shall hold office until the next Annual General Meeting or until resignation, removal or vacation of such office within the current year.
- d) Retiring Management Committee members shall be eligible to nominate for re-election except that no person shall hold the office of President for more than three consecutive years.
- e) All members shall be eligible for election to the Management Committee.

- f) Nominations for election to the Management Committee shall be in writing and signed by the nominee and two nominators and shall be delivered to the Secretary in person 14 clear days before the date fixed for the holding of the Annual General Meeting.
- g) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
- h) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies and shall be filled in accordance with Section 13.
- i) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- j) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- k) In the event of an equal number of votes being recorded for a single Management Committee position, a draw shall be made to determine the successful candidate.
- l) The ballot for the election of office-bearers and ordinary Management Committee members of the Committee is to be conducted at the Annual General Meeting according to Section 18.

17) Powers of the Management Committee

- a) Subject to the Act, the Regulation and this Constitution, the Management Committee:
 - i) is to control and manage the affairs of the Club, and
 - ii) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Club, and
 - iii) has the power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Club.
- b) The Management Committee shall have the power to make, amend or repeal such of the Club internal instructions, as it deems necessary for the proper management of the Club providing that such actions are not in breach of this Constitution.

18) Casual Vacancy on Committee

- a) In the event of a casual vacancy occurring in the membership of the Management Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the following year's Annual General Meeting.
- b) A casual vacancy on the Management Committee occurs if the member:
 - i) dies, or
 - ii) ceases to be a member of the Club, or
 - iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - iv) resigns office by notice in writing given to the Secretary, or
 - v) is removed from office under Section 15, or
 - vi) becomes a mentally incapacitated person, or
 - vii) is absent without the consent of the Management Committee from three consecutive meetings of the Committee, or
 - viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or
 - ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19) Meetings of Committee and Quorum

- a) The Management Committee must meet at least four times in each period of 12 months at such place and time as the Committee may determine as necessary to manage the affairs of the Club.
- b) Additional meetings of the Management Committee may be convened by the President or by any member of the Committee.
- c) Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under Clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- e) A minimum of 50% of the members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- f) No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved and re-scheduled.
- h) At a meeting of the Management Committee:
 - i) the President or, in the President's absence, the Vice-President is to preside, or
 - ii) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.
- i) Subject to this Constitution any questions arising during any meeting of the Management Committee shall be decided by simple majority. In case of an equality of votes the person presiding shall have a second and casting vote.
- j) Minutes of proceedings at a meeting must be signed by the Chair of the meeting or by the Chair of the next succeeding meeting.

20) Removal of Management Committee Members

- a) The Club in a General Meeting may by a majority resolution remove any member of the Management Committee from the office of member before the expiration of the member's term.
- b) If a member of the Management Committee to whom the proposed resolution refers makes representations in writing to the Secretary or President and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club. If the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21) Duties of Office Holders

- a) The President shall be the presiding Chair at each General Meeting and Management Committee meeting of the Club and represent the Club if and when the occasion arises.
- b) The Vice-President will act for the President in his or her absence.
- c) The Secretary shall be responsible for:
 - i) keeping all records of the Club, including the Register of Members;
 - ii) preparing the minutes of the proceedings of Management Committee meetings and General Meetings;
 - iii) attending to inwards and outwards correspondence;
 - iv) performing such other duties as may be assigned by the President.

- d) The Secretary shall act as the Club's Public Officer and perform the duties and carry out the functions of Public Officer as specified by the Act.
- e) It is the duty of the Treasurer of the Club to ensure:
 - i) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
 - ii) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.
- f) Management Committee members shall from time to time undertake duties pertinent to the proper operations of the Club where requested by the President.

22) Delegation by Management Committee to Sub-Committee

- a) The Management Committee shall have the power to create and dissolve sub-committees and to determine their functions.

PART SIX – GENERAL MEETINGS

23) Annual General Meetings

- a) An Annual General Meeting shall be held each year within six months from the end of the Club's financial year. The time and venue of each such Meeting shall be determined by the Committee but where practicable shall be held in March each year.
- b) The business to be transacted at an Annual General Meeting shall include but not be limited to:
 - i) Confirmation of minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting.
 - ii) Receipt of Reports from the Management Committee upon the activities of the Club since the last preceding Annual General Meeting.
 - iii) Election of officers to the Management Committee.
 - iv) Receipt and consideration of the Audited Statement of Accounts of the Club as at the end of the last preceding financial year.
 - v) The setting of fees as referred to in Section 6 of this Constitution.
- c) At least 20% of members (being members entitled under this Constitution to vote at a General Meeting) present at the meeting, constitute a quorum for the transaction of the business of a General Meeting.

24) Special General Meetings

- a) The Management Committee may convene a Special General Meeting whenever it sees fit or when requested to do so in writing by not less than five members of the Club. The request must state the purpose or purposes of the Meeting and shall be signed by all members making the request and shall be concise and without ambiguity. A Special General Meeting requested by members must be held within one month of receiving the request.
- b) The quorum, notice and voting requirements shall be the same for both Annual General and Special General Meetings.

25) Notices

- a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- b) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to members specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a Special Resolution.
- c) No business other than that specified in the notice convening a General Meeting is to be transacted at the Meeting except, in the case of an Annual General Meeting, business which may be transacted under Section 18.
- d) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.
- e) Notices shall be served by pre-paid post to the member's address shown in the Register of Members, or personally or by other suitable means determined by the Committee.
- f) A notice served by pre-paid post shall be deemed to have been served at the time at which it would have been delivered in the ordinary course of post.

26) Voting

- a) All votes at General Meetings shall be given in person by members in attendance and valid registered proxies .
- b) A question arising at a General Meeting of the Club is to be determined by either:
 - i) a show of hands, or
 - ii) if on the motion of the Chair, or if five or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.
- c) If the question is to be determined by a show of hands, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- d) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chair.
- e) On any question arising at a General Meeting of the Club a member has one vote only, although a member holding a valid proxy or proxies may also exercise those votes.
- f) Questions arising at the Meeting shall be decided by simple majority except for those that must be decided by Special Resolution.
- g) In the case of an equal number of votes on a question at a General Meeting, the Chair of the meeting is entitled to exercise a second or casting vote except to decide a vote for election of members of the Committee.
- h) A member is not entitled to vote at any General Meeting of the Club unless all money due and payable by the member to the Club has been paid.
- i) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.
- j) A member who is unable to attend a General meeting may
 - i) Appoint a proxy to vote on their behalf. The person appointed as a proxy must be a financial member of the Association and may vote at the General Meeting as the proxy considers appropriate.
 - ii) The instrument appointing the proxy must be in writing setting out the name of the Association, the name of the member appointing the proxy, the name of the member appointed as a proxy and the date of the General meeting to which it applies and be signed by the member appointing then proxy.
 - iii) The Secretary shall distribute to all members along with the notice of the meeting a proxy form suitable for members to use if they wish.
 - iv) The member or the proxy must register the proxy form with the Secretary at least 24 hours prior to the meeting and the Secretary shall accept and make a record of all

proxy forms received. The secretary shall inform the members present at the General Meeting about any proxy forms which have been registered for the meeting, before any voting is held.

- v) A member may revoke a proxy by giving signed written notice to Secretary prior to the General Meeting, or by attending the meeting in person as per clause (vii)
- vi) A member may hold a maximum of two proxies for any General Meeting.
- vii) If a member appointing a proxy prior to a meeting does attend the meeting in person, then the proxy is no longer valid.

27) Special Resolutions

- a) A Special Resolution must be passed at a General Meeting of the Club before any of the following actions may be taken:
 - i) A change of the Club's name.
 - ii) A change of the Club's objects.
 - iii) A change of these Constitution Rules.
 - iv) An amalgamation of the Club with another club or association.
 - v) The voluntary winding up of the Club and distribution of its property and other assets.
- b) A Special Resolution may only be passed where:
 - i) A written notice is given to members advising that a General Meeting is to be held to consider a Special Resolution.
 - ii) Such notice gives details of the proposed Special Resolution and gives at least 21 clear days' notice of the meeting.
 - iii) A quorum is present at the meeting.
 - iv) At least three-quarters of members present and eligible to vote at the meeting vote in favour of the resolution.

PART SEVEN - MISCELLANEOUS

28) Financial Operations

- a) The financial year of the Club shall end on the 31st December each year.
- b) All expenditures must be approved by the Management Committee; although routine expenditures may be authorised by the Treasurer.
- c) At each meeting of the Management Committee, the Treasurer shall provide a list of expenditures to be approved and routine expenditures made since the previous meeting.
- d) The funds of the Club are to be derived from competition fees, annual subscriptions of members, donations, bequests and such other sources as the Management Committee determines.
- e) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- f) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- g) Subject to any resolution passed by the Club in General Meeting, the funds of the Club are to be used in pursuance of the objects of the Club and no portion shall be transferred or paid directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the members of the Club.
- h) Sub-clause (g) notwithstanding, the Club may make payment of interest in regard to loans made, or for any services rendered, by members to the Club.
- i) All payments must be authorised by any two of the following: President, Vice-President, Treasurer, and two other Management Committee members nominated by the Management Committee.

29) Annual Financial Statement of Accounts

- a) The Committee shall submit an annual financial statement of accounts to members of the Club at the AGM setting out income and expenditure for the calendar year and the assets held at the end of the year. The Committee shall also submit a financial report to the Department as required in accordance with the Act.
- b) At least one other member of the club but not a member of the Committee, have an opportunity to consider and approve the financial statements each year prior to the AGM. It will be preferred if that member has finance or management qualifications.

30) Public Officer

- a) The Public Officer shall keep all books, documents and securities in his or her custody or control and be an authorised signatory in all of the Club's legal matters along with the President, Vice-President, and Treasurer.
- b) The Public Officer shall perform the other duties and functions of Public Officers as specified in the Act.
- c) The Public Officer must be a resident of New South Wales and be at least 18 years of age.

31) Inspection of books

- a) The books and documents of the Club shall be made available for inspection free of charge by any member of the Club at any reasonable hour and after reasonable notice by the member. Such notices shall be delivered to the Public Officer in person.

32) Insurance

- a) The Club shall effect and maintain such insurance cover as is required under the Act together with any other insurance which may be required by law or considered by the Club to be necessary.

33) Surplus Property – Winding-up/Cancellation

- a) If upon winding-up or cancellation of the Club, there remains after satisfaction of all its debts and liabilities any property whatsoever, that property shall be distributed in accordance with a Special Resolution.
- b) Surplus property shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other incorporated bridge club or bridge association having objects similar to those of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members, and also is a fund, authority or institution which is exempt from income tax.
- c) Any such distribution of surplus property must be in accordance with section 53 or 55 as the case may be of the Act.

34) Amalgamation with another organisation

- a) The Club may at any time pass a Special Resolution to amalgamate with any other currently active incorporated bridge club or bridge association having similar objects to the Club and which prohibits the distribution of its income and property among its or its members to an extent at least as great as that imposed upon the Club and is also a fund, authority or institution which is exempt from income tax.