

THE ARMIDALE BRIDGE CLUB INC.

CONSTITUTION

August, 2017

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OBJECTIVES AND RULES OF THE ARMIDALE BRIDGE CLUB INC.

OBJECTIVES AND PREAMBLE

NAME

1. The name of the Club shall be the "Armidale Bridge Club Incorporated". In the CLAUSES below, the Armidale Bridge Club Incorporated is referred to as "the Association".

OBJECTIVES

2. The objectives of the Club shall be to:
 - (a) promote, control and advance Rubber and Duplicate Bridge.
 - (b) conduct Bridge tournaments.
 - (c) affiliate and co-operate with other organisations or associations whose aims and objects are like and similar.
 - (d) interpret the laws of both or either of the said games and settle disputes arising in relation thereto.
 - (e) publish matter relating to all, or any, of the said games.
 - (f) enter into contracts and any other legal obligations in order to carry out these objects.
 - (g) purchase, lease or otherwise acquire and to sell or otherwise dispose of any real or personal property and, in particular, any accommodation, land, building, furniture, fittings, books and equipment necessary or convenient for the purpose of the Club.
 - (h) engage and discharge as required tournament directors, accountants and other employees as required for the proper working and carrying on of the Club.

The foregoing enumeration should not be deemed to restrict the power of the Club, or of its committee, to take any action considered necessary or desirable in the interests of the players of all or any of the said games or of their organisation.

HEADQUARTERS

3. The Headquarters of the Club shall be located at 12 Rockvale Road, Armidale, N.S.W.

RULES

PART I PRELIMINARY

INTERPRETATION

1. (1) In this constitution:
 - “the Association” means the Armidale Bridge Club Incorporated; and, except in so far as the context or subject-matter otherwise indicates or requires:
 - “ordinary member” means a member of the committee who is not an office-bearer of the Association, as referred to in rule 13 (2);
 - “secretary” means:
 - (a) the person holding office under these rules as secretary of the Association;
 - or
 - (b) where no such person holds that office – the public officer of the Association;
 - “special general meeting” means a general meeting of the Association other than the annual general meeting;
 - “the Act” means the Associations Incorporation Act, 2009.
 - “the Regulation” means the Associations Incorporation Regulation, 2010.
- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty;
 - and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

2. (1) A natural person is qualified to be a member of the Association if that person:
 - (i) has applied for membership of the Association as provided by Rule 3; and
 - (ii) has been approved for membership of the Association by the committee of the Association.
- (2) Honorary Life Membership – Honorary Life Members shall consist of all members who shall be voted life membership by a resolution of the Association in general meeting, following a recommendation of the committee and they shall enjoy all rights and privileges of and be subject to all the obligations of members except they shall be exempted from payment of the annual subscription fee.

APPLICATION FOR MEMBERSHIP

- 3 . (1) A person may make an application if they want to become a member of the Association.
- (2) An application, either in hard copy or electronically, is made to the masterpoint secretary accompanied by the appropriate membership fee(s).
- (3) As soon as practicable after receiving an application for membership, the masterpoint secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.
- (4) Where the committee determines to approve an application for membership,

the **masterpoint** secretary shall as soon as possible after that determination:

- (a) notify the applicant of that approval; and
- (b) enter the applicant's name in the register of members; and upon the name being so entered, the applicant becomes a member of the Association.

- (5) Where an applicant is refused admission to the Association, the applicant will be refunded their membership payment.

CESSATION OF MEMBERSHIP

4. (1) A person ceases to be a member of the Association if the person:
- (a) dies;
 - (b) formally resigns that membership in writing to the masterpoint secretary;
 - (c) fails to renew membership within three months of it becoming due; or
 - (d) is expelled from the Association.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates upon cessation of the person's membership.

REGISTER OF MEMBERS

6. (1) The **masterpoint** secretary of the Association shall establish and maintain a register of members of the Association specifying the name, date of birth, postal address, telephone number(s) and email address, if available, of each person who is a member of the Association together with the date on which the person became a member.
- (2) If a member of the Association ceases to be a member under Clause 4(1), the **masterpoint** secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (4) The register of members shall be kept at the principal place of administration of the Association in written or electronic form and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour. If kept in electronic form, a current hard copy has to be made available for any member to inspect at the Association's main premises or the official address.

FEES, SUBSCRIPTIONS, ETC.

7. (1) A member of the Association shall, upon admission to membership pay to the Association a fee of \$1 or, where some other amount is determined by the committee, of that other amount.
- (2) In addition to any amount payable by the member under clause 7(1), a member of the Association shall pay to the Association an annual membership fee of \$2 or, where some other amount is determined by the committee, of that other amount, by 30th June each year.
- (3) The committee will determine the annual membership fee for the forthcoming financial year, and inform members of the Association of that fee, no later than the 1st June in each year.
- (4) Where a person is admitted to membership of the Association on or after the 1st

April in a calendar year, the fee prescribed in clause (3) becomes payable, but the committee may, at its discretion, extend the currency of that fee until 30th June in the subsequent calendar year.

- (5) The committee may set a concessional membership fee for specific groups of members, provided that the scale of such fees is publicised among members of the Association.
- (6) Members of the Association will pay a table fee for every session in which they play, the amount to be determined at the Annual General Meeting or by special resolution at any General Meeting called under clause 24.
- (7) Visitors, who are not members of the Association, will
 - (a) pay a table fee for each session at which they play, which is set by the Annual General Meeting or by special resolution at any General Meeting called under clause 24; and
 - (b) where they play more than three times at the Association's premises in a period of two consecutive months, they will be required to apply for membership of the Association.

MEMBERS' LIABILITIES

8. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 8.

RESOLUTION OF INTERNAL DISPUTES

9. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

DISCIPLINING OF MEMBERS

10. (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution or,
 - (b) has willfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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.

- (5) If the committee expels or suspends a member, the secretary must, within 7 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 committee for having taken that action and of the member's right of appeal under Clause 11.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned or,
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under Clause 11, whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 11.** (1) A member may appeal to the Association in general meeting against a resolution of the committee which is confirmed under Clause 10(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) 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 appeal.
- (3) Upon receipt of a notice from a member under Clause (1), the secretary shall notify the committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under Clause (2):
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Association passes a special resolution in favour of the Confirmation of the resolution, the resolution is confirmed.

PART III THE COMMITTEE

POWERS, ETC. OF COMMITTEE

- 12.** The committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting:
- (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a general meeting of member of the Association; and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

COMPOSITION AND MEMBERSHIP OF COMMITTEE

- 13.** (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee shall consist of:
- (a) the office-bearers of the Association; and

- (b) 4 ordinary members, each of whom shall be elected at the annual general meeting of the Association pursuant to Clause 14.
- (2) The office-bearers of the Association shall be:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer;
 - (d) the secretary
 - (e) the masterpoint secretary;
 - (f) the chief director, and
 - (g) the immediate past president for one year following the term of office.
- (3) (a) The committee has the power to co-opt one or more additional members whose abilities or skills are necessary for the conduct of the Association's business;
 - (b) The name(s) of persons co-opted to the committee shall be publicised to the members of the Association as soon as practicable.
- (4) Each member of the committee shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election or co- option, but be eligible for re-election and there is no maximum number of consecutive terms for which a committee member may hold office.
- (5) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment

ELECTION OF MEMBERS

- 14.** (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
- (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination; and
 - (b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
 - (3) If insufficient nominations are received, the candidates nominated at the annual general meeting shall be deemed to be elected and any vacant positions remaining on the committee shall be deemed to be casual vacancies.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
 - (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
 - (7) Members of the Association may be nominated for more than one position on the committee, but no member may be elected to more than one position.
 - (8) A person nominated as a candidate for election as an office-bearer or as an ordinary

committee member of the Association must be a member of the Association.

SECRETARY

- 15.** (1) The secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep in written or electronic form, minutes of:
- (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed, in writing or in electronic form, by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

- 16.** It is the duty of the treasurer of the Association to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

CASUAL VACANCIES

- 17.** (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) For the purpose of this Constitution, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under Clause 18;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

REMOVAL OF MEMBER

- 18.** (1) The Association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee, to whom a proposed resolution referred to in Clause (1) relates, makes representations in writing to the secretary or

president (not exceeding a reasonable length) and requests that the representations be notified to the member of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require.

COMMITTEE MEETINGS AND QUORUM

19. (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Committee meetings can be held at 2 or more venues using any technology the committee approves. Whatever technology is used, it must give each committee member a reasonable opportunity to participate. Committee members who participate at a committee meeting using such technology have the same rights as members who are present at the meeting, including voting rights.
- (3) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (4) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under Clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (7) If the number of committee members is less than the number required to make a quorum (i.e. less than 5), then the existing committee members may appoint enough association members to establish a quorum.
- (8) No business shall be transacted by the 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (10) At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president shall preside; or
- (b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

20. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than –
- (a) this power of delegation; and
- (b) a function which is a duty imposed on the committee by the Act or any other law.

- (2) A function the exercise of which has been delegated to a sub-committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this Clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

- 21.** (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - (3) Subject to Clause 19.(5), the committee may act notwithstanding any vacancy on the committee.
 - (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee

PART IV GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – HOLDING OF

- 22.** (1) The Association shall hold its annual general meetings:
- (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the regulation

CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETING

- 23.** (1) The annual general meeting of the Association shall, subject to the Act and to Clause 22, be convened on such date and at such place and time as the committee thinks fit.
- (2) General meetings can be held at 2 or more venues using any technology that the committee approves. Whatever technology is used, it must give each association member a reasonable opportunity to participate. Members who participate at a general meeting using such technology have the same rights as members who are present at the meeting, including voting rights.
 - (3) In addition to any other business which may be transacted at an annual general

meeting, the business of an annual general meeting shall be –

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and ordinary members of the committee; and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (4) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS – CALLING OF

- 24.** (1) The committee may, wherever it thinks fit, convene a special general meeting of the Association.
- (2) The committee shall, on the requisition in writing, by hard copy or electronically, of not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in Clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

NOTICE

- 25.** (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, notify by email, personal delivery or prepaid post each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Clause 23.(2).
- (4) A member desiring to bring any business before a general meeting may give

notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

QUORUM FOR GENERAL MEETINGS

26. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item
- (2) Ten members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

PRESIDING MEMBER

27. (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting

ADJOURNMENT

28. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

29. (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson 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 minute book of the Association, is evidence of the fact without proof of the number or proportion of

the votes recorded in favour of or against that resolution.

- (2) A resolution put to a vote at a general meeting being held using technology (as per clause 31) can be decided using a suitable method that the committee determines.
- (3) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present or by proxy at the meeting.
- (4) Where a poll is demanded at a general meeting, the poll shall be taken –
 - (a) immediately in the case of a poll which relates to the election of the chairperson or the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

30. A special resolution may only be passed by the Association in accordance with Section 39 of the Act.

VOTING

31. (1) Upon any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) Postal or electronic ballots (cl 36): Electronic ballots can be conducted to determine any issue or proposal as decided by the committee.
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

APPOINTMENT OF PROXIES

32. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to this Constitution.

PART V MISCELLANEOUS

INSURANCE

33. (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

FUNDS – SOURCE

34. (1) The Association is not-for-profit and must apply its funds and assets so as to be consistent with its objectives. The Association is prohibited from providing

pecuniary gain to any of its members as defined in Section 5 of the Act.

- (2) The funds of the Association shall be derived from entrance fees, annual subscriptions of members, table fees, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (3) All moneys received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (4) The Association shall, as soon as practicable after receiving annual membership fees, donations or loans, issue an appropriate receipt.

FUNDS – MANAGEMENT

35. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the Association, being members or employees authorised to do so by the committee.

CHANGE OF NAME, OBJECTS AND CONSTITUTION

36. (1) The statement of objectives and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.
- (2) An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a committee member.

CUSTODY OF BOOKS, ETC.

37. (1) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in NSW at the main premises of the Association in the custody and control of the public officer, or a member of the Association as the committee determines.
- (2) Office bearers of the Association will retain control of those records and documents pertaining to their responsibilities covering the current and previous financial years.

INSPECTION OF BOOKS, ETC.

38. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour. The committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances.

SERVICE OF NOTICES

39. (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any member either personally or by sending it to the member at the member's postal or email address shown in the register of members.
- (2) Where a document is sent to a member at the email or postal address shown in the register of members, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the

member at the time at which the document would have been delivered in the ordinary course of the delivery system.

SURPLUS PROPERTY

- 40.** (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating an incorporated association as the association in which it is to vest its surplus property pursuant to section 52.(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53.(2) (a)-(c) of the Act.

FINANCIAL YEAR

- 41.** The financial year of the Association is each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

CONDUCT OF TOURNAMENTS

- 42.** (1) Bridge tournaments, including the weekly duplicate sessions shall be conducted in accordance with the International Laws of Duplicate Bridge as varied from time to time by the Association, and in accordance with any supplementary regulations and/or by-laws which may be determined by the Association or by the committee.
- (2) The committee shall be empowered to nominate certain members or non-members as authorised to direct tournaments on behalf of the Association.
- (3) Each tournament conducted by the Association shall be directed by a person authorised to do so and this person shall be solely responsible for the orderly management of the tournament.
- (4) Any tournament director engaged by the Association for any bridge tournament conducted by the Association may impose any of the penalties prescribed by the laws but he/she shall not be deemed to be exercising the disciplinary power of the Association.
- (5) Appeals may be made in accordance with the laws and the Association's tournament regulations by any contestant participating in a tournament conducted by the Association, for a review of any ruling made by the Director or by any of his/her assistants.
- (6) At the Association's duplicate sessions, members and visitors shall pay a Table Fee for play, which will be set in accordance with Clauses 8.(6) and 8.(7)

APPENDIX 1

(Rule 32.(2))

FORM OF APPOINTMENT OF PROXY

I,
(Full name)

of, being a member of the Armidale Bridge Club Inc.
(Address)

hereby appoint of, being a member of that
(Full name of Proxy) (Address)
incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association
(annual general meeting or special general meeting, as the case may be) to be held on the
day of19..... and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert detail).

*To be inserted if desired.

.....
Signature of member appointing proxy

Date

NOTE: A proxy vote may not be given to a person who is not a member of the Association.