



Constitution

for the

EAST COAST BAYS BRIDGE CLUB (INCORPORATED)

(CC42889)

Adopted at the Annual General Meeting on **[DATE to be inserted]**

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1 INTRODUCTORY RULES

1.1 Name

The name of the **Club** shall be East Coast Bays Bridge Club (Incorporated), in this Constitution referred to as the 'Club'.

1.2 Charitable status

The **Club** is registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

- **'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- **'Annual General Meeting'** means a meeting of the **Members** of the **Club** held once per year which, among other things, will receive and consider reports on the **Club's** activities and finances.
- **'President'** means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Club**.
- **'Committee'** means the **Club's** governing body.
- **'Constitution'** means the rules in this document.
- **'Vice President'** means the **Officer** elected or appointed to deputise in the absence of the **President**.
- **'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Club**.
- **'Interested Member'** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
- **'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- **'Matter'** means—
 1. the **Club's** performance of its activities or exercise of its powers; or
 2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Club**.
- **'Member'** means a person who has consented to become a **Member** of the **Club** and has been properly admitted to the **Club** and who has not ceased to be a **Member** of the **Club**.
- **'Notice'** to **Members** includes any notice given by email, post, or courier.
- **'Officer'** means a natural person who is:
 - a member of the **Committee**, or
 - occupying a position in the **Club** that allows them to exercise significant influence over the management or administration of the **Club**.

- ‘**Register of Members**’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.
- ‘**Secretary**’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- ‘**Special General Meeting**’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- ‘**Working Days**’ mean as defined in the Legislation Act 2019.

1.4 Purposes

The **Club** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- Benefiting the community by encouraging and playing all forms of Bridge.
- Disseminating knowledge of Bridge matters by lectures, lessons and discussions.
- Providing in East Coast Bays or elsewhere a place or places where amateur Duplicate Bridge players can meet to enjoy the game of Duplicate Bridge and Contract Bridge in all or any of its forms.
- Promoting tournaments, duplicate matches and other Bridge games.
- Arranging matches against other Clubs in Auckland and elsewhere, and to promote friendly relationship amongst Members.

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Club**.

1.5 Act and Regulations

Nothing in this **Constitution** authorises the **Club** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

1.6 Restrictions on Club powers

The **Club** must not be carried on for the financial gain of any of its members.

The **Club's** capacity, rights, powers, and privileges are subject to the following restrictions that the **Club** may borrow money from any bank or any other Body or Person whether by ordinary or secured loan, or by overdraft, or by the issue of Debentures, or otherwise on such terms and conditions as the **Committee** shall think fit, and may give security over any property, real or personal, now or hereafter belonging to the **Club**. Should such borrowing exceed \$20,000 (Twenty thousand dollars) it must first be approved by a resolution of **Members** at an **Annual General Meeting** or **Special General Meeting** held in accordance with rules covering such meetings. Smaller loans or overdrafts may be approved by a resolution by the **Committee** provided the total of the loan or loans does not exceed \$20,000 (Twenty thousand dollars) in any one financial year.

1.7 Registered office

The registered office of the **Club** shall be at such place in New Zealand as the **Committee** from time to time determines and which shall be notified to the Registrar of Incorporated Societies in a form and as required by the **Act**.

1.8 Contact person

The **Club** shall have at least 1 contact person(s) whom the Registrar can contact when needed. The **Club's** contact person(s) will be over 18 years of age, and resident in New Zealand.

Contact details will be provided to the Registrar of Incorporated Societies, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or contact details shall be advised to the Registrar of Incorporated Societies within **30 Working Days** of that change occurring, or the **Club** becoming aware of the change.

2 MEMBERS

2.1 Minimum number of members

The **Club** shall maintain the minimum number of **Members** (10) required by the **Act**.

2.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Ordinary Member**
An **Ordinary Member** is an individual admitted to membership under this **Constitution**.
- **Junior Member**
A **Junior Member** shall be a person under the age of 23 and in full time study.
- **Life Member**
A **Life Member** is a person honoured for highly valued services to the **Club** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting, upon the recommendation of the **Committee**. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying membership fees.
- **Honorary Member**
An **Honorary Member** is a person honoured for services to the **Club** by resolution of the **Committee**. An **Honorary Member** has no membership rights,

privileges or duties. Such Honorary Membership may be cancelled by the **Committee** at any time.

2.3 Becoming a member: consent and process

An applicant for membership must complete and sign the **Clubs** application form.

The completed and signed application form upon receipt shall be placed on the **Club's** noticeboard for a period of fourteen days. During this period any **Member** may convey to the **Committee** in writing, any reason known to that member why he or she considers that the candidate should be excluded from membership.

The completed application form must be accompanied by the due membership fee covering the period from the date of joining until the end of the **Club's** financial year 30th June. The membership fee will be refunded in full if the application is not approved by the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

The signed written consent of every **Member** to become a **Club Member** shall be retained in the **Club's** membership records.

2.4 Registration

The **Club** and its **Members** will be affiliated to New Zealand Bridge (Inc).

2.5 Members' obligations and rights

Every **Member** shall provide the **Club** in writing with that **Member's** name and contact details and promptly advise the **Club** in writing of any changes to those details.

- All **Members** shall promote the interests and purposes of the **Club** and shall do nothing to bring the **Club** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Club's** premises, facilities, equipment and other property, and participating in **Club** activities) if all membership fees and any other fees have been paid to the **Club** by their respective due dates, but no **Member** is liable for an obligation of the **Club** by reason only of being a **Member**.
- The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Club**, and to participate in **Club** activities, including any conditions of and fees for such access, use or involvement.

2.6 Membership fees and Table money

Annual Membership fee shall be due and payable on the first day of July in each year for the ensuing financial year and must be paid by the first day of September, by all members other than Life and Honorary Members.

Any **Member** failing to pay the annual membership fee within 2 calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Club** activity or to access or use the **Club's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 1 calendar month of the due date for payment of the membership fee the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

The **Committee** shall have power to waive a Membership fee in whole or in part upon good reason being adduced to the **Committee**.

Members shall pay Table Money at a rate to be decided by the committee from time to time.

2.7 Ceasing to be a member

A **Member** ceases to be a **Member**:

- by resignation from that **Member** by written notice signed by that **Member** to the **Secretary**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death of the **Member**, or
- who is unfinancial on the first day of September.

2.8 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**:

- remains liable to pay all membership fees and other fees to the **Club's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Club**, and
- shall return to the **Club** all material provided to **Members** by the **Club** (including any membership certificate, badges, handbooks and manuals),
- shall cease to be entitled to any of the rights of a **Club Member**.

2.9 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.

2.10 Rules of play

Play will be conducted under the International Bridge Laws or some other code as may from time to time be accepted by the **Committee** which, under the authority of the World Bridge Federation, has superseded that code.

2.11 Visitors

Non-Members may be invited to play at the **Club** on payment of such fee as the **Committee** may decide from time to time, but no visitors shall be invited to the **Club** more than six times in any one year for play during the period of the Official Programme, except with the approval of the **Committee**. Any Member introducing a visitor shall be responsible for any dues incurred by the latter in the **Club**.

3 GENERAL MEETINGS

3.1 Procedures for all general meetings

All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **President** shall elect another member of the **Committee** to chair that meeting.

3.1.1 Notice

- The **Committee** shall give all **Members** notice of at least fourteen days of the business to be conducted at that **General Meeting**.
- That **Notice** will be addressed to the **Member** at the contact address notified to the **Club** and recorded in the **Club's** register of members and also shall be posted on the Club's Notice Board.
- The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

3.1.2 Quorum

- No **General Meeting** may be held unless at least 10 percent of eligible financial **Members** attend the meeting and this will constitute a quorum.
- If, within quarter of an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Club**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- Any decisions made when a quorum is not present are not valid.

3.1.3 Voting

- A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by a signed original written proxy and received by, or handed to, the **Committee** before the commencement of the **General Meeting**.
- Voting shall be by show of hands unless 2 or more **Members** present request a secret ballot.
- The person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

3.1.4 Minutes

The **Club** shall ensure the proceedings of all **General Meetings** are minuted. A copy of such minutes shall be made available upon request to any Member of the Club.

3.2 Annual General Meeting (AGM)

An **Annual General Meeting** shall be held in the month of August or September each year on a date to be determined by the **Committee**.

The business of the **Annual General Meeting** shall be:

- to confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- to adopt the annual report on the operations and affairs of the **Club**,
- to adopt the **Committee's** report on the finances of the **Club**, and the annual financial statements,
- to consider any motions of which prior notice has been given to Members with notice of the **Meeting**,
- to elect the **Officers** and other **Committee Members** for the ensuing year
- to elect the Financial Reviewer for the ensuing year,
- to decide on any resolution which may be submitted to the **Committee** duly signed by two Members, seven days before the date of the **Annual General Meeting**,
- to consider any matter arising from any report, and
- to consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information:

- an annual report on the operation and affairs of the **Club** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.3 Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution.

The Committee must call a Special General Meeting if it receives a written request signed by at least 10 percent of Members.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

A **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

4 COMMITTEE

4.1 Committee composition

The **Committee** will consist of at least 4 **Officers** (President, Vice Presidents, a Secretary and a Treasurer) and no more than 10 **Officers** and in addition the Immediate Past President, if accepted by the person who is holding that position.

A majority of the **Officers** on the **Committee** must be **Members** of the **Club**.

4.2 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Club** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the committee

The **Committee** has all the powers necessary for managing, remuneration of any person required in the service of the **Club**, directing and supervising the management of the operation and affairs of the **Club**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

The **Committee** shall also be empowered to purchase and decide the conditions of the award of any prizes and trophies.

4.4 Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Club**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Club** to any financial expenditure without express authority from the **Committee**, and

- a sub-committee must not further delegate any of its powers.

4.5 General matters: committees

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

5 COMMITTEE MEETINGS

5.1 Procedure

The quorum for **Committee** meetings is at least four members of the **Committee**.

A meeting of the **Committee** may be held either:

1. by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of real-time audio, audio and visual or electronic communication, by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

If at a meeting of the **Committee**, the President is not present, the members of the **Committee** present may choose one of their number to be Chairperson of the meeting. The Chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

5.2 Frequency

The **Committee** shall meet at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members notice of **Committee** meetings.

6 OFFICERS

6.1 Qualifications of officers

Prior to election or appointment as an **Officer** a person must -

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Club's** records.

6.2 Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Club**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Club** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances,
5. must not agree to the activities of the **Club** being carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club's** creditors, or cause or allow the activities of the **Club** to be carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club's** creditors, and
6. must not agree to the **Club** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Club** will be able to perform the obligation when it is required to do so.

6.3 Election or appointment of officers

The election of **Officers** shall be conducted as follows:

1. **Officers** shall be elected during the **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee**.
2. Nominations for **Officers** and other **Committee** members will be taken, proposed and seconded before or at the **Annual General Meeting**.
3. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
4. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).

5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Club**. Any such appointee must, before appointment, supply a signed certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).
7. But in the event **of** either
 - (a) insufficient members standing for **Committee**, or
 - (b) a committee which is unworkable i.e. unable to agree on the day-to-day management of the **Club**, which is the opinion of a majority of **Committee** members, then, for the ensuing twelve (12) months, a Management Team of three people shall be appointed under the Stewardship of:
 - (i) The **President**, or if he or she is unable or unwilling to act,
 - (ii) The Immediate Past President, or if he or she is unable or unwilling to act,
 - (iii) A Manager appointed from the floor of a **General meeting**.Such Management Team to run the affairs of the **Club** until the next elections fall due.

6.4 Term

The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

6.5 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Club** where in the opinion of the **Committee** or the **Club**:

- The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- The **Officer** has brought the **Club** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Committee** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Club**.

6.6 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, are incapacitated or incapable of holding office or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within **30 Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Club** held by such former **Officer**.

6.7 Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Club**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the **Committee** and or sub-committee, and in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**. That Officer:

- must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
- must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
- may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

7 RECORDS

7.1 Register of Members

The **Club** shall keep an up-to-date Register of Members.

For each current **Member**, the information contained in the Register of Members shall include:

- their name, and
- the date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- their contact details, including:
 - a physical address or an electronic address and
 - a telephone number

Every current **Member** shall promptly advise the **Club** of any change of the **Member's** contact details.

7.2 Interests Register

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

7.3 Access to information for members

A **Member** may at any time make a written request to the **Club** for information held by the **Club**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Club** must, within a reasonable time after receiving a request:

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Club** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Club** may refuse to provide the information, the **Club** may refuse to provide the information if:

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Club** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Club**, or
4. the information is not relevant to the operation or affairs of the Club, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would be likely to breach an enactment, or

7. the burden to the **Club** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Club** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

8 FINANCES

8.1 Control and management

The funds and property of the **Club** shall be:

- controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Club**.

The **Committee** shall maintain bank accounts in the name of the **Club**.

All money received on account of the **Club** shall be banked within **30 Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

The **Committee** must ensure that there are kept at all times accounting records that-

1. correctly record the transactions of the **Club**, and
2. allow the **Club** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited

The **Committee** must establish and maintain a satisfactory system of control of the **Club's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Club**.

8.2 Financial Review

The **Club's** accounts shall be reviewed annually by a suitably qualified person who shall be elected at each Annual General Meeting.

8.3 Balance date

The **Club's** financial year shall commence on 1st July of each year and end on 30th June (the latter date being the **Club's** balance date).

9 DISPUTE RESOLUTION

9.1 Dispute and complaint resolution

A dispute is a disagreement or conflict involving the **Club**, its **Officers** and its **Members**. Any disagreement or complaint may be between any combination of the three parties above.

The **Club** acknowledges that all parties have a right to be heard and that any complaint or dispute must be handled independently and impartially in a manner consistent with the rules for natural justice. The **Club** will follow the [‘safe harbour’ processes under section 41 and Schedule 2](#) of the Act in setting up an appropriate response to any complaint received or dispute that develops.

10 LIQUIDATION AND REMOVAL FROM THE REGISTER

10.1 Resolving to put Club into liquidation

The **Club** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Club** into liquidation.

The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Club** into liquidation must be passed by a simple majority of all **Members** present and voting.

10.2 Resolving to apply for removal from the register

The **Club** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give at least **14 Days** written **Notice** or posted on the Notice Board to all **Members** of the **General Meeting** at which the proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**. Members present at a Meeting convened for the purpose may resolve that the Club be dissolved as from a date named in such resolution and remove the **Club** from the Register of Incorporated Societies.

Any resolution to remove the **Club** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

Notice of such Resolution shall be sent to the Secretary, New Zealand Bridge (Incorporated).

10.3 Surplus assets

If the **Club** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Club's** debts and liabilities, that property must be used to further a Charitable Club having similar objects to the **Club**.

11 ALTERATIONS TO THE CONSTITUTION

11.1 Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

The **Club** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

At least **14 Days** before the **General Meeting** at which any amendment or replacement of this Constitution is to be considered, the **Committee** shall circulate to all **Members** or posted on the Notice Board of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration. The amendment shall also be notified to Charities Services as required by section 40 of that Act.