



**BRIDGE ON THE EDGE, INC.**  
**A NOT FOR PROFIT BRIDGE CLUB OWNED BY ITS MEMBERS**  
**SERVING THE ST. JOHN'S DUPLICATE BRIDGE COMMUNITY**

**Bridge On The Edge (BOTE)**  
**Proposed CONSTITUTION**  
**2017-02-24**

*Submitted for consideration  
of the BOTE members  
by the Constitution Committee:*

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# **Bridge On The Edge (BOTE)**

## **Proposed CONSTITUTION**

### **2017-02-13**

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#### **1. Organization**

Bridge on the Edge is the incorporated body. It shall be referred to in this document as BOTE. The corporation number is 77769. The company has been filed with the Registry of Companies for the Province of Newfoundland and Labrador, Canada. BOTE is registered with the American Contract Bridge League (ACBL) as: Bridge on the Edge Inc. 265719, Unit 194, District 1.

#### **2. Mandate Statement of BOTE**

The mandate of BOTE is to promote the development and availability of Duplicate Bridge for its membership under the rules and procedures endorsed by the ACBL.

#### **3. Statement of Objectives for BOTE**

The objectives of BOTE, which may be amended from time to time within the parameters of this Constitution, are to:

- a) Foster the practice of duplicate bridge as regulated by the ACBL.
- b) Train and provide for the development of ACBL club directors in the rules and practices of duplicate bridge.
- c) Operate a bridge club that is wholly owned by its members on a not for profit basis maintaining the lowest possible fees.
- d) Sponsor and organize bridge games, educational sessions, and tournaments including championships for players of different levels and categories on its own behalf or in conjunction with other bodies.
- e) Ensure high standards of corporate governance in the operation of the club.
- f) Secure appropriate and accessible club facilities for its members.
- g) Maintain the premises and assets of the club in an appropriate manner.
- h) Provide a non-discriminatory and respectful environment for its members during BOTE activities and meetings.

#### **4. Membership**

- a) Membership is available to individuals upon the completion of the BOTE Membership Application Form, and other requirements as specified by the Administrative Board of BOTE.
- b) Members in good standing will be listed in the BOTE Registry of Membership which shall be open to the inspection of any member in accordance with the requirements stated by the Administrative Board of BOTE.
- c) Should a membership cease for any reason, the Registry of Membership will be revised as soon as possible.
- d) The liability of a member to contribute towards the payment of the debts and liabilities or the costs, charges, and expenses of BOTE is limited to the amount, if any, unpaid by the member in respect of membership.

#### **5. Powers of the Administrative Board of BOTE**

Subject to the Constitution and resolutions passed by the BOTE in an Annual General Meeting or an Extra-Ordinary General Meeting, the Administrative Board of BOTE (referenced as the Administrative Board) is empowered to:

- a) Control and manage the affairs of BOTE.
- b) Exercise all functions of the club except those defined by the Constitution as the responsibility of the Annual General Meeting of BOTE in order to ensure the proper management of the club.
- c) Authorize a banking account with a chartered bank on behalf of BOTE with signing officers to be two of the following persons: the President, the Treasurer, or one other member of the Administrative Board as designated by the Board.
- d) Ensure that an independent and qualified auditor conducts an annual review of the finances of BOTE.
- e) Ensure that the responsibilities and activities of BOTE are compliant with its Articles of Incorporation and its Constitution.
- f) Provide a reasonable and appropriate liability insurance for the activities and decisions of the members of the Administrative Board as these pertain to authorized activities and decisions of the Administrative Board and BOTE.
- g) Adopt, amend or repeal a by-law or policy, except those set out by the AGM.

## **6. Composition and Membership of the Administrative Board**

- a) The Administrative Board shall consist of seven persons who are listed in the BOTE Registry of Membership.
- b) The Administrative Board shall consist of four officers - the President, the Vice President, the Secretary, the Treasurer - and three members at large. The Administrative Board shall be elected at large at the Annual General Meeting of BOTE.
- c) In the event that BOTE employs a Club Manager, this person shall be a non-voting member of the Administrative Board.

## **7. Term of Office for Members of the Administrative Board**

- a) Each member shall hold office until the AGM following the member's election and shall be eligible for re-election.
- b) A casual vacancy in the office of a member of the Administrative Board occurs when a member resigns, ceases to be a member of BOTE, or is absent from three consecutive meetings of the Administrative Board.
- c) In the event of a casual vacancy within the membership of the Administrative Board, the committee shall appoint a member of the club to fill the vacancy until the next AGM.

## **8. Election of Officers of the Club and Members of the Administrative Board**

- a) The Administrative Board shall be elected at large at the Annual General Meeting of BOTE.
- b) Nominations for the positions of officers and members at large will take place at the AGM, in conjunction with the *Robert's Rules of Order*, and following a procedure recommended by the Administrative Board and adopted by the AGM.
- c) If insufficient nominations are received, any vacant positions shall be deemed to be casual vacancies.
- d) If more than one nomination is received for a position, a written ballot will be held in conjunction with *Robert's Rules of Order* and the format for elections adopted by the AGM.

- e) In the event of a tied ballot there shall be another vote cast at the meeting involving the two tied candidates.
- f) The simple majority of the ballots cast at the meeting will determine the outcome of the election. Abstentions from voting will not be tallied into the number of votes cast.
- g) There shall be no proxy votes accepted.
- h) A member is not prevented from being nominated for more than one office but a member shall only serve in one office during the term of election.

## **9. Duties of the Office of President**

These duties shall be to:

- a) Chair the Administrative Board of BOTE.
- b) Preside and maintain good order at all meetings of the Administrative Board, the AGM, all Extraordinary General Meetings, and other public meetings of BOTE.
- c) Oversee the implementation of the policies and plans of BOTE.
- d) Have general supervision, subject to the authority of the Administrative Board and the requirements of the ACBL, of the affairs and activities of BOTE.
- e) Be the official spokesperson for BOTE.
- f) Complete other additional duties assigned by the AGM or the Administrative Board of BOTE.

## **10. Duties of the Office of Vice President**

These duties shall be to:

- a) Assume the duties of the President when the President is unable, unavailable or unwilling to assume the specified duties of office.
- b) Assist the President in the execution of the duties of that office.
- c) Complete other additional duties assigned by the Board of Administration.

## **11. Duties of the Office of Secretary**

These duties shall be to:

- a) Maintain the BOTE Registry of Membership.
- b) Keep the minutes of all BOTE and its Administrative Board meetings.
- c) Ensure that the minutes of a meeting are signed by the meeting Chairperson or the Chairperson of the next succeeding meeting and maintained as required by any appropriate legislation of the province of NL.
- d) Maintain a record of reports, certificates, and documents as required for the BOTE.
- e) Ensure that the ability of BOTE to communicate with its members via its web site is maintained.
- f) Complete other additional duties specified by the AGM or the Administrative Board.

## **12. Duties of the Office of Treasurer**

These duties shall be to:

- a) Ensure that all money due to BOTE is collected, received, deposited in the Bank Account of BOTE, and that all payments are authorized by the Administrative Board with the exception of exigent or emergency expenses to a maximum amount as specified by the Administrative Board.
- b) Ensure that correct books and accounts are kept showing the financial affairs of the BOTE including full details, receipts and expenditures connected with the activities of BOTE.
- c) Assist the Administrative Board in the preparation of its Financial Report to the AGM and any other duty specified by the AGM or the Administrative Board.

## **13. Duties of Members at Large**

A member at large may be assigned to chair any of the committees deemed necessary by the Administrative Board.

## **14. Administrative Board Meetings and Quorum**

- a) The Administrative Board shall meet on a quarterly basis throughout the year.
- b) Additional Meetings may be convened by the President or a majority of the members of the Administrative Board.

- c) The Secretary must advise each member of the Administrative Board at least ten business days in advance of a meeting.
- d) Any four members of the Administrative Board shall constitute a quorum for a meeting of the Management Committee.
- e) No Administrative Board decisions shall be transacted without the presence of a quorum of the committee.
- f) The President, or in his/her absence the Vice President, shall preside at the meetings of the Administrative Board.
- g) In the event that the President or Vice President is unable or unwilling to act, those attending the meeting may appoint another member of the Administrative Board to preside.
- h) The business of regular Administrative Board meetings shall include a Financial Report on the affairs of BOTE, a membership report, a review of club activities and plans, and other matters of concern as submitted to the Secretary for inclusion of the meeting agenda by the Administrative Board members.
- i) The Administrative Board shall have the authority to appoint committees.
- j) Questions and decisions of the Administrative Board shall be determined by a majority vote of the Administrative Board members present at a properly constituted meeting of the Board.

#### **15. Annual General Meeting of BOTE and Quorum**

- a) The Annual General Meeting of BOTE shall be convened once each year on a date, place, and time as determined by the Administrative Board, but not later than two months beyond the close of the BOTE Fiscal Year.
- b) The membership of BOTE shall be advised in writing not less than four months in advance of the date that the AGM is planned to take place.
- c) The business of the Annual General Meeting shall include the:
  - i. Report of the President
  - ii. Confirmation of the minutes of the previous AGM
  - iii. Receipt and acceptance of the audited statement of accounts at the end of the financial year of BOTE
  - iv. Receipt of a report on the annual budget for BOTE
  - v. Appointment of an auditor for the coming year
  - vi. Consideration and voting upon amendments to the Constitution of BOTE
  - vii. Election of the members and officers of the BOTE Administrative Board



- viii. Provision of an open forum, at the conclusion of the meeting, for BOTE members to only raise and address new matters for the subsequent consideration of the Administrative Board.
- d) Voting at the AGM shall be restricted to members in good standing of BOTE.
- e) The quorum for a meeting of the Annual General Meeting shall be fifteen percent of the BOTE membership.

#### **16. Extraordinary General Meetings of BOTE and Quorum**

- a) The Administrative Board may convene an Extraordinary General Meeting of BOTE at any time, if it deems such a meeting to be necessary.
- b) The Administrative Board shall convene an Extraordinary General Meeting of BOTE upon the written request of twenty percent of the membership. Such a request must outline the purpose for such a meeting.
- c) The business of an Extraordinary General Meeting shall be limited to the stated purpose of the meeting.
- d) The Secretary shall advise the membership of the time, place and purpose of an Extraordinary General Meeting at least fifteen business days in advance of such a meeting.
- e) The quorum for an Extraordinary General Meeting of the BOTE shall be twenty percent of the BOTE membership.

#### **17. Decisions at the Annual General or Extraordinary General Meetings of BOTE**

- a) A decision or question arising at an Annual General or an Extraordinary General Meeting of BOTE shall be determined by a simple majority of the votes cast using a show of hands or, if a member so requests, a written ballot unless the Constitution has determined otherwise.
- b) There shall be no proxy voting at these meetings.
- c) Abstained votes shall not be tallied into the number of votes cast.

#### **18. Discipline of Members**

- a) When necessary, in the opinion of the Administrative Board, and the matter is not under the jurisdiction of the ACBL Club Director for a particular Bridge

- game, the Board may appoint a Discipline Committee to address a concern that has arisen.
- b) A member who becomes subject to adverse action under Section 18a of this constitution, shall have the right to request that the Administrative Board convene an Extraordinary General Meeting to hear an appeal of the adverse action.

## **19. Conflict of Interest**

Members of the Administration Board shall abstain from voting upon matters in which they have a personal or pecuniary interest and they shall declare such interests to the meeting.

## **20. Amendments to the Constitution**

Amendments to the Constitution shall only be made at an AGM and at least sixty days written notice of such a motion to amend the Constitution shall be provided to the membership of BOTE.

## **21. Rules of Order**

*Robert's Rules of Order* shall be consulted to determine the rules and procedures of BOTE.

## **22. Dissolution of BOTE**

In the event that it is necessary to dissolve BOTE, the matter shall be completed in accordance with the requirements of the NL Corporations Act and the Restrictions on Activity and Share Capital and Distribution of Corporate Property for BOTE outlined in Schedule A and Schedule B of the Certificate of Incorporation.