

PALMERSTON BRIDGE CLUB INCORPORATED
CONSTITUTION

PART 1 - PRELIMINARY

1. Name

The name of the incorporated Club is the **Palmerston Bridge Club Incorporated** (“the Club”).

2. Objects and purposes and non-profit character

(a) The objects and purposes of the Club are to promote and encourage the game of Contract Bridge.

(b) The Club is a non-profit organisation and as such it does not operate for the profit or gain of its individual members whether the gains would be direct or indirect nor whether the gains would arise from operations or from dissolution.

(c) Consequently, the assets and income of the Club shall be applied solely in furtherance of its objects and purposes and no portion of its assets and income shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

3. Minimum number of members

The Club must have at least five home club members as defined in accord with clause 8.4(a).

4. Definitions

In this Constitution, unless the contrary intention appears –

“Act” means the *Associations Act* and regulations made under that Act;

“Committee” means the Management Committee of the Club in accordance with clause 9, consisting of home club members responsible for the management and control of the Club and its activities;

“financial institution” means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

“Financial year” means a period of 12 months commencing on 1 January and ending on 31 December;

“General meeting” means a general meeting of members convened in accordance with clause 11;

“Member” means a member of the Club in accordance with the membership categories provided in clause 8.4 and includes home club members, associate members, honorary members, life members and junior members;

“Public officer” means a Committee member appointed in accord with clause 9.2.1 who must carry out the duties prescribed in accord with clause 9.10.6;

“Register of members” means the register of the Club’s members established and maintained under section 34 of the Act which register includes the name and address of each member, the date each member joined the Club and the date on which membership ceased;

“Special resolution” means a resolution of members as provided under clause 11.3 and section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF CLUB

5. Powers of the Club

(1) For achieving its objects and purposes, the Club has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

- (a) Lease, acquire, hold and dispose of real or personal property;
- (b) Open and operate accounts with financial institutions;
- (c) Invest its money in any security in which trust monies may lawfully be invested;
- (d) Raise and borrow money on the terms and in the manner it considers appropriate;
- (e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) Appoint agents to transact business on its behalf; and
- (g) Enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Club to the same extent as if every member and the Club had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

PART 3 – MEMBERS

8.1 Application for membership

- (a) Application for membership shall be in a form approved by the Committee.
- (b) The application shall contain a requirement that the applicant will at all times comply with this Constitution and, in addition, such rules as the Committee may make from time to time.
- (c) The application shall be signed by the person applying to become a member.

8.2. Admission

- (a) The Committee must consider any membership application made under clause 8.1 at the next available Committee meeting and must accept or reject the application at that meeting; and
- (b) If the application is accepted the applicant becomes a member upon payment of the annual membership subscription or a subscription pro-rated by the Committee on the basis of the portion of the financial year remaining at the date of acceptance to the total financial year.

8.3. Appeal against rejection

- (a) If an application is rejected, the applicant may appeal against the decision by giving notice in writing to the Secretary within 14 days after being advised of the rejection.
- (b) An appeal against a rejection of an application must be considered by the Committee at the next Committee meeting after receipt of the notice of appeal.
- (c) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

8.4. Membership categories

Membership of the Club shall consist of the following categories:

(a) Home club member

A home club member is a member who is registered with the Australian Bridge Federation ("the ABF") and nominates the Palmerston Bridge Club Incorporated as his/her home club.

(b) Associate member

An associate member is a member whose home club is another club registered with the ABF.

(c) Honorary member

The Committee may admit a person to honorary membership for such period as it thinks fit. An honorary member shall have the privileges of a home club member but may not vote at a general meeting or be a member of the Committee

(d) Life member

Life membership may be conferred on an individual for outstanding work done for the Club over a number of years if recommended by the Committee and confirmed by resolution at a general meeting. A life member shall be exempted from payment of the annual membership subscription but otherwise shall enjoy all of the privileges of a home club member.

(e) Junior member

A junior member is in accordance with the provisions of the ABF.

8.5 Termination of membership

- (a) A member may resign from the Club at any time by written notice addressed to the Secretary.
- (b) The Committee may terminate the membership of any member who has failed to pay the annual subscription or other dues within three months of becoming due.
- (c) If a member dies or the whereabouts of a member are unknown the Committee must cancel the member's membership.
- (d) A member may be expelled from the Club or have his/her membership suspended as set out in clause 8.6.

8.6. Suspension or expulsion of members

The Committee shall have the power to recommend the suspension or expulsion of a member to a general meeting because his/her conduct is detrimental to the interests of the Club:

- (a) The member shall be advised in writing of the particulars of the conduct and the time, date and place of the general meeting not less than 21 days prior to the date of the general meeting.
- (b) At the meeting the member shall be given reasonable opportunity to be heard or to make written representation.
- (c) The suspension or expulsion shall be ratified by three-quarters of the members present and entitled to vote at the general meeting.
- (d) The Committee must give written notice of the decision and the reason for it to the member as soon as practicable following the general meeting.

PART 4 – MANAGEMENT COMMITTEE

9. Subject to this Constitution, the control and management of the Club shall be vested in a Management Committee (“the Committee”).

9.1. Role and powers of the Committee

- (a) The Committee may exercise all the powers of the Club except those matters that the Act or this Constitution requires the Club to determine through a general meeting of members.
- (b) The Committee may appoint and remove staff.
- (c) The Committee may appoint sub-committees, including a Competitions Committee, consisting of the members of the Club that the Committee considers appropriate.
- (d) The Committee may delegate to sub-committees any of its powers and functions other than this power of delegation.

9.2. Composition of the Committee

The Management Committee consists of –

- (a) A President;
- (b) A Secretary;
- (c) A Treasurer; and
- (d) An ordinary Committee Member.

9.2.1 The Committee must appoint one committee member to be the Club's Public Officer. If the office becomes vacant the Committee must appoint a member to fill the vacancy in accord with section 27(6) of the Act.

9.3. Tenure of office

- (a) Committee members shall be elected at an annual general meeting or by appointment under clause 9.9.
- (b) A Committee member must be a member who is a home club member, who is 18 years or over.

(d) A Committee Member, subject to clauses 9.8 and 9.9, holds office until the next annual general meeting.

9.4. Nomination and election to the Committee

(a) A member is eligible for election to the Committee when nominated and seconded by two other members at the annual general meeting.

(b) The nominee must signify his/her willingness to stand for election.

9.5. Retirement of committee members

(a) At an annual general meeting the office of each Committee member becomes vacant and must be filled by election at the general meeting.

(b) The President, prior to vacating the office, shall appoint two returning officers to conduct the election to each office of the Committee in the order as set out in clause 9.2.

(c) Members may serve consecutive terms on the Committee except that no member shall hold the office of President for more than five consecutive years.

9.6. Election by default

Where there is only one nomination to an office on the Committee the returning officers shall declare the nominee duly elected to that office.

9.7. Election by ballot

(a) Where there is more than one nomination to any office on the Committee the returning officers shall conduct a secret ballot for that office; and

(b) The returning officers shall duly declare the nominee chosen by that ballot as elected to that office.

9.8. Vacating office

The office of a Committee member becomes vacant if the member –

(a) Is disqualified from being a Committee member under section 30 or 40 of the Act; or

(b) Resigns by giving written notice to the Committee; or

(c) Dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health; or

(d) Ceases to be a resident of the Territory; or

(e) Ceases to be a member of the Club; or

(f) Is absent from three consecutive Committee meetings without apology.

9.9. Filling a casual vacancy on the Committee

If a vacancy remains on the Committee after the application of clauses 9.6 or 9.7 or if the office of a Committee member becomes vacant under clause 9.8 the Committee may appoint any member of the Club to fill that vacancy until the next annual general meeting.

9.10. Duties of Committee members

9.10.1. Collective responsibility of the Committee

(a) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act

(b) The Committee is collectively responsible for ensuring that the Club complies with the Act and regulations made under the Act.

(c) The Committee shall appoint a master point secretary for the Club and fill any vacancy arising as soon as practicable.

9.10.2. The President shall:

- (a) Chair Club and Committee meetings;
- (b) Co-ordinate Club policy as approved by the Committee;
- (c) Be empowered to co-opt members for particular jobs;
- (d) Represent the Club at official functions when invited by kindred clubs and associations;
- (e) Be an ex-officio member of any sub-committee appointed by the Committee; and
- (f) Perform such duties as required by the Committee.

9.10.3. The Secretary shall:

- (a) Convene all meetings of the Club and the Committee;
- (b) Ensure that minutes of all meetings of the Club and the Committee are kept in accordance with section 38 of the Act;
- (c) Co-ordinate the correspondence of the Club and have custody of all secretarial documents;
- (d) Keep the Register of members in accordance with section 34 of the Act; and
- (e) Perform any other duties as required by the Committee.

9.10.4. The Treasurer shall:

(a) In accord with section 41 of the Act, keep such books, accounts and records as are necessary to accurately reflect the financial affairs of the Club;

(b) Collect and bank within a reasonable time all monies received by the Club and issue receipts for annual subscriptions;

(c) Arrange for all payments authorised by the Committee to be made, and obtain and keep receipts for them;

(d) Maintain the bank and any other accounts of the Club, ensuring that all cheque withdrawals on these accounts are signed by any two of the President, Secretary or Treasurer;

(e) Co-ordinate the preparation and audit of the Club's annual statement of accounts in accord with sections 42, 44, 45 and 46 of the Act and present the Treasurer's report at the annual general meeting in accord with section 43 of the Act;

(f) Prepare and submit such financial reports to the Committee as may be required by it for the financial management of the Club;

(g) Maintain custody of all securities, books and documents of a financial nature and accounting records of the Club; and

(h) Perform any other duties as required by the Committee.

9.10.5. The Committee member shall:

Perform such duties as are required by the Committee.

9.10.6. The Public Officer shall:

(a) Ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act: and

(b) Keep a current copy of the Constitution of the Club.

PART 5 – MEETINGS OF THE MANAGEMENT COMMITTEE

10.1. Frequency and calling of meetings

(a) The Committee shall meet at least once in every three months for the conduct of Club business.

(b) Any two Committee members may request that the Secretary convene a special meeting of the Committee giving at least three days' notice of the meeting.

10.2. Voting and decision-making

(a) Each Committee member present at the meeting has a deliberative vote.

(b) A question arising at a Committee meeting must be decided by a majority of votes; and

(c) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

10.3. Quorum

For a Committee meeting a quorum shall consist of two Committee members.

10.4. Disclosure of interest

(a) A Committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Club must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.

(b) The Secretary must record the disclosure in the minutes of the meeting.

(c) The President must ensure that a Committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

11.1. Convening general meetings

- (a) The Club must hold its first annual general meeting within 18 months after its incorporation.
- (b) The Club must hold all subsequent annual general meetings after the end of the Club's financial year and prior to the 14th day of March of each subsequent financial year on a date to be determined by the Committee.
- (c) The Committee may at any time convene a special general meeting.
- (d) The Committee may at any time convene a special general meeting to address matters arising under clause 8.6.
- (e) A special general meeting must be convened when one-third of home club members lodges a request for such a meeting with the Club's Secretary. The request must detail the purpose of the meeting and must be signed by all members requesting the meeting.
- (f) The Secretary must notify the members of a special general meeting at least 21 days prior to the date of the meeting and must specify in the notice the particulars, including special resolutions pursuant to clause 11.3 (a), and the order of the business to be transacted, as well as the date, time and location of the meeting.

11.2. Annual general meeting

- (a) The Secretary must give to all members not less than 21 days notice of an annual general meeting; and
- (b) The notice must specify the particulars and order of the business to be transacted as well as the date, time and location of the meeting.
- (c) The order of business for each annual general meeting shall be as follows:
 - (1) Confirmation of the minutes of the previous annual general meeting;
 - (2) The President's report;
 - (3) The Treasurer's report which shall include a budget for the new financial year and a summary of the audited financial statements of the Club for the previous financial year, prepared in accord with the requirements of Regulation 10 of the Act and Schedule 4 of the *Associations Regulations*, and accompanied by all written documentation as required by section 43 of the Act, which documentation shall be available for inspection by all members at the meeting;
 - (4) Any other reports;
 - (5) Election of candidates for the Northern Territory Bridge Association ("the NTBA") Management Committee positions;
 - (6) Election of Committee members and of the Club's delegate to the NTBA council;
 - (7) Voting on the amount of the annual subscription for the new year; and
 - (8) Any other business included in the Notice of the annual general meeting.

11.3. Special resolutions

- (a) A special resolution may be moved at any general meeting of the Club.

(b) The Secretary must specify in the notice of the general meeting the resolution to be proposed and the intention to propose that resolution as a special resolution.

(c) To pass a special resolution must receive at least three-quarters of the votes of those members present and entitled to vote at the general meeting.

11.4. Service of notice of meetings

The Secretary must give a notice of a meeting by:

- (a) Serving it on a member personally; or
- (b) Sending it by post to a member at the address of the member appearing in the Register of members. Sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail; or
- (c) Sending it by email to a member at the email address of the member appearing in the Register of Members.

11.5. Quorum at general meetings

At a general meeting the number equivalent to one-third the number of members entitled to vote or 15 such members, whichever is the lesser, shall constitute a quorum.

11.6. Lack of quorum

If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:

(a) For an annual general meeting or special general meeting convened under clause 11(1)(c) or (d) the meeting stands adjourned to the same time on the same day in the following week and to the same place; or

(b) For a meeting convened under clause 11(1)(e), the meeting lapses.

(c) If within 30 minutes after the time appointed for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may proceed with the business of that general meeting as if a quorum were present but must not transact any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

11.7. Voting

Decisions on motions duly proposed and seconded shall be by a majority of those present and entitled to vote, except on matters relating to amendments to the Constitution as addressed in clause 14, those relating to expulsion or suspension of membership as provided in clause 8.6 and those relating to dissolution of the Club as provided in clause 16. In all matters the President shall have a casting vote. Voting entitlements are:

- (a) Home club members – 2 votes each; and
- (b) Associate members –1 vote each.

11.8. Election of chairman

In the absence of the President, or in the event that the President vacates the chair, the meeting shall elect a chairman.

PART 7 – FINANCIAL MANAGEMENT

12. Subscriptions and table fees

12.1 Subscriptions

(a) The amount of the annual membership subscription shall be determined each year by a simple majority vote of those members present and entitled to vote at the annual general meeting. The annual subscription is due and payable to the Treasurer on and from the day following the day of the annual general meeting.

(b) Any member whose subscription is not paid within three months after the due date may cease to be a member and is subject to expulsion as provided in clause 8.5 unless the Committee determines otherwise.

12.2 Table fees

The Committee shall determine the amount of table fees payable.

12.3 Funds and accounts

(a) The Club must maintain an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.

(b) Subject to any restrictions imposed by the Club at a general meeting, the Committee may approve expenditure on behalf of the Club broadly within the limits of the budget.

(c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the President, Treasurer and Secretary.

(d) All funds of the Club must be deposited into the financial account of the Club as soon as practicable after receipt.

(e) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

12.4. Accounts and audits

The Committee's responsibility under clause 9.10.1(b) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) The keeping of accounting records;
- (b) The preparation and presentation of the Club's annual statement of accounts; and
- (c) The auditing of the Club's accounts.

PART 8 – GRIEVANCE AND DISPUTES

13. Grievance and disputes procedures

This clause does not apply to competitions, as competitions shall be conducted in accordance with the laws specified in the current edition of “The International Code-Laws of Duplicate Contract Bridge”.

13.1. Grievance and disputes procedures

(a) This clause applies to disputes between a member and the Club but not to disputes relating to the game of Contract Bridge.

(b) In the first instance the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

(c) If a dispute between members of the Club and the Committee cannot be resolved between them then a person chosen by agreement between the parties shall act as mediator.

(d) A mediator can be a member of the Club who is not a party to the dispute or a person who is a mediator appointed or employed by the department administering the Act.

(e) If resolution cannot be reached by mediation the Committee shall convene a special general meeting for resolving the matter.

PART 9 – MISCELLANEOUS

14. Altering the Constitution

(a) The Club may alter this Constitution by special resolution as provided in clause 11.3, but not otherwise.

(b) If the Constitution is altered, the Public Officer must ensure compliance with section 23 of the Act.

15. Access to information on Club

The following must be available for inspection by members:

- (a) A copy of this Constitution;
- (b) Minutes of general meetings; and
- (c) Annual financial reports.

16. Dissolution or winding up of the Club

(a) If at any time the membership of the Club falls below the minimum number as provided in clause 3 the Club shall be wound up by those home club members remaining who shall have full power to do so. The Club may also be dissolved by a special resolution at any general meeting convened for that purpose.

(b) The remaining members shall have the power to sell or otherwise realise any assets of the Club as may be necessary for dissolution.

(c) If upon dissolution of the Club there remains, after satisfaction of all of its debts and liabilities, any property or funds whatsoever these shall be in their entirety given or transferred to another organisation which is not carried on for the profit or gain of its individual members and which prohibits the distribution of its income and property to members on dissolution.

(d) The recipient organisation may preferably be another Club incorporated under the Act that has similar objects and purposes. In the absence of such Club the recipient organisation may be one with a charitable purpose or purposes.

(e) The selection shall be made by resolution of members at winding up.

(f) The remaining property or funds at dissolution shall not under any circumstances be paid, distributed or in any way applied for the benefit of members of the Club, past or present.