



♠♥ *KLTC Bridge Club* ♦♣



KLTC Bridge Club

Charter

3rd April 2017

KLTC Bridge Club Charter

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INTRODUCTORY

1. Club

The club to which this charter applies is the KLTC Bridge Club.

2. Definitions

In this Charter, unless the contrary intention appears:

- (a) "ABF" means the Australian Bridge Federation.
- (b) "AGM" means the annual general meeting of the BC.
- (c) "BC" means KLTC Bridge Club.
- (d) "BC Member" means any KLTC Member who has joined the BC and is currently financial with the BC.
- (e) "Board" means the KLTC Board.
- (f) "Committee" means the Committee of the BC.
- (g) "Committee Officer" means a member of the Committee who has been duly elected to the position of President, Treasurer or Secretary in accordance with this Charter.
- (h) "Committee Member" means a Committee Officer or a Committee Ordinary Member.
- (i) "Committee Ordinary Member" means a Committee Member who is not a Committee Officer.
- (j) "CEO" means the person appointed by the Board as Chief Executive Officer of KLTC.
- (k) "Clubhouse" means the premises at 489 Glenferrie Road, Kooyong, Victoria.
- (l) "Disciplinary Sub-committee" means the disciplinary sub-committee appointed under clause 8 of this Charter.
- (m) "Disciplinary Meeting" means a meeting of the Disciplinary Sub-committee convened for the purposes of clause 8 of this Charter.
- (n) "Financial Year" means each period of 12 months ending on 31 July or such other period and date as the Board may from time to time determine.
- (o) "General Meeting" means an AGM or an SGM.
- (p) "KLTC" means Kooyong Lawn Tennis Club Inc.
- (q) "KLTC Regulations" means the regulations established by KLTC from time to time.
- (r) "KLTC Rules" means the rules established by KLTC from time to time.
- (s) "KLTC Member" means honorary life member, honorary over 50 years member, playing member, country member, restricted playing member, senior member or junior member of KLTC.
- (t) "President" means a member of the Committee elected to the position of President in accordance with this Charter.
- (u) "Secretary" means a member of the Committee elected to the position of Secretary in accordance with this Charter.
- (v) "SGM" means a special general meeting of the BC.
- (w) "Treasurer" means a member of the Committee elected to the position of Treasurer in accordance with this Charter.
- (x) "Special Resolution" means a resolution under this Charter that requires not less than 75 per cent of BC Members voting at a General Meeting in favour of the resolution.

3. Interpretation

Reference to:

- (a) one gender includes the other gender;
- (b) the singular includes the plural and vice versa;
- (c) the words "in writing" means either by paper or electronically.

4. Purpose

- (a) The purposes of the BC are to:
 - (i) promote and advance the game of bridge within KLTC;
 - (ii) facilitate competitive bridge, social activities and friendship amongst BC Members;
 - (iii) organize learning opportunities for BC Members to advance their bridge skills; and
 - (iv) arrange competitive activities involving like clubs and the broader bridge community.
- (b) The BC shall operate on a "not for profit" basis.

5. Amendment of the Charter

This Charter shall only be amended by a Special Resolution approved by BC Members at a General Meeting and subsequently ratified by the Board.

MEMBERSHIP

6. BC Members

- (a) Only KLTC Members shall be entitled to be BC Members.
- (b) Application for membership shall be made on a form prescribed by the Committee which shall include the KLTC membership number.
- (c) All BC Members shall pay, in a timely manner, a membership fee or levy if the Committee so determines, and in default thereof at the discretion of the Committee shall cease to be a BC Member.
- (d) All BC Members shall be registered as active players with the ABF.
- (e) BC Members may not, without the prior approval of the CEO, receive payment for services provided to the BC.

7. Visitors

- (a) A BC Member may invite a visitor to play as her partner in BC bridge events, in accordance with KLTC Regulations, with particular reference to the number of times in each calendar year that visitors may play.
- (b) Clause 7(a) does not apply to those events determined by the Committee to be BC Member only events.

8. Discipline, Suspension and Expulsion of BC Members

- (a) The Committee may take disciplinary action against a BC Member if it determines that the BC Member (i) has failed to comply with this Charter; or (ii) has refused to support the purposes of the BC; or (iii) has engaged in conduct prejudicial to the BC; or (iv) is guilty of conduct unbecoming a BC Member.
- (b) In determining the matter, the Committee shall appoint a Disciplinary Sub-committee of not fewer than three Committee Members with power to determine the facts and circumstances of the matter and make a recommendation to the Committee.
- (c) The Disciplinary Sub-committee shall (i) provide a written notice to the BC Member in accordance with rules 11(3) and 11(4) of the KLTC Rules; (ii) give the BC Member an

opportunity to be heard at a Disciplinary Meeting; and (iii) consider any written statement submitted by the BC Member at any time before the Disciplinary Meeting.

- (d) Upon receiving the recommendation of the Disciplinary Sub-committee, the Committee shall make a determination and notify the BC Member accordingly.
- (e) If the BC Member wishes to appeal the determination of the Committee, she may lodge an appeal to the Board in accordance with rules 11(8) to 11(14) of the KLTC Rules.
- (f) In this clause 8, those sections of rule 11 of the KLTC Rules that are incorporated herein by reference shall be interpreted with all necessary changes being made.

9. Grievance Procedure

- (a) Grievances under this Charter may apply between (i) a BC Member and another BC Member; or (ii) a BC Member and the Committee; or (iii) a BC Member and the BC.
- (b) A BC Member shall not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary action pursuant to clause 8 of this Charter until the disciplinary action has been completed.
- (c) In determining the matter, the Committee shall act in general accordance with rule 12 of the KLTC Rules (Grievance Procedures), as amended from time to time and with all necessary changes being made.

GENERAL MEETINGS AND ELECTION OF THE COMMITTEE

10. Timing and Notice of General Meetings

- (a) The AGM shall be held within three months after the end of the Financial Year.
- (b) An SGM may be called at any time by the Committee.
- (c) BC Members may request an SGM, and if so it shall be held within 42 days of receipt by the Secretary of a written request which (i) provides reasons for wanting to hold the SGM; (ii) specifies resolutions to be considered at the SGM; and (iii) is signed by at least 20 BC Members.
- (d) A notice in writing convening a General Meeting shall be sent to all BC Members, and also displayed prominently in the Clubhouse, not less than 28 days prior to the date of the General Meeting.

11. Business of General Meetings

- (a) The business of an AGM shall be to:
 - (i) confirm the minutes of the previous AGM and any SGMs held since the previous AGM;
 - (ii) elect Committee Members;
 - (iii) approve the financial report submitted to the BC Committee in accordance with this Charter; and
 - (iv) to consider such other matters as the Committee may determine.
- (b) The business of an SGM shall be as described in the notice convening the meeting.

12. Nomination of Committee Members

Any BC Member may stand for election to the Committee by providing notice in writing to the Secretary of her intention to do so not less than 14 days prior to a General Meeting. Such notice shall be signed by the BC Member and by two other BC Members as proposer and seconder.

13. Conduct of General Meetings

- (a) The President, or in her absence a Committee Member appointed by the Committee, shall be the chair of a General Meeting.
- (b) Ten BC Members other than Committee Members personally present shall constitute a quorum at a General Meeting, without which no business shall be conducted.

14. Voting at General Meetings

- (a) Each BC Member has one vote, which may be given (i) personally; or (ii) by proxy, in a form prescribed by the Committee.
- (b) All resolutions apart from Special Resolutions shall be carried by a majority of votes, with the chair being entitled to a second or casting vote.
- (c) Voting for election of Committee Members shall be undertaken on the basis of a secret ballot, with two scrutineers being BC Members appointed by the Committee who are not (i) Committee Members; or (ii) candidates for election, to count the votes and certify the result to the chair.

15. Minutes of General Meetings

- (a) The Committee shall ensure that minutes are taken and kept of each General Meeting.
- (b) Such minutes shall record the business considered at the General Meeting, including the wording and result of any resolution on which a vote is taken.

COMMITTEE

16. Functions and Powers of the Committee

- (a) The Committee shall manage the affairs of the BC having regard to the purposes stated in clause 4 of this Charter.
- (b) The Committee may, subject to this Charter, exercise all such functions and powers as may be exercised by the BC, other than those powers that are required by this Charter to be exercised by BC Members at General Meetings.
- (c) The Committee is responsible for planning for the future of the BC, over both the short term and long term. This includes identification and development of BC Members as required to fill both Committee Officer and Committee Ordinary Member positions.
- (d) The Committee shall maintain a register of current BC Members.

17. Committee Members

- (a) The Committee shall be made up of at least five and not more than nine BC Members, including a President, a Secretary and a Treasurer.
- (b) Subject to clause 17(c), the BC Members shall elect the Committee Members.
- (c) The Committee shall elect the Committee Officers.
- (d) The term of each member of the Committee elected by BC Members shall end at the expiration of the AGM which is held in the year which is three years after the year in which they were most recently elected.
- (e) Subject to clause 17(a), the Committee may co-opt a BC Member as a Committee Member, in which case their term shall be until the expiration of the next AGM.

- (f) Following completion of her term, a Committee Member may stand for re-election to the Committee.
- (g) A Committee Member may be removed from the Committee by the CEO following consultation with the Board.

18. Committee Meetings

- (a) The Committee shall meet at least once in each calendar quarter.
- (b) An agenda for each meeting shall be sent to all Committee Members not less than seven calendar days before each meeting.
- (c) Committee meetings shall be chaired by the President, or in her absence by a Committee Member appointed by the Committee.
- (d) A quorum for a Committee meeting is a majority of the Committee Members.
- (e) A Committee Member who is not personally present at a meeting may participate and vote in the meeting by the use of technology which allows that Committee Member and the other Committee Members present at the meeting to clearly and simultaneously communicate with each other, and shall form part of any quorum.
- (f) Each Committee Member present shall have one vote.
- (g) Each motion shall be carried by the majority of votes.
- (h) In the event of an equality of votes, the person chairing the meeting shall be entitled to a second or casting vote.
- (i) A Committee Member who has a material personal interest in a matter being considered shall (i) disclose the nature and extent of that interest to the Committee; (ii) not be present while the matter is being considered at the meeting; and (iii) not vote on the matter.

19. Decisions Outside Committee Meetings

The Committee may on an occasional basis pass a resolution without a Committee meeting being required if at least 75% of the Committee Members indicate in writing to all other Committee Members that they approve of the resolution. Such resolution shall be ratified at the next Committee meeting.

20. Minutes of Committee Meetings

- (a) The Secretary shall be responsible for keeping minutes of each Committee meeting.
- (b) Such minutes shall record the business considered at the Committee meeting, including the wording and result of any resolution on which a vote is taken.
- (c) The minutes shall be (i) distributed for comment to Committee Members within seven days of the Committee meeting; (ii) approved by the President or chair within 14 days of the Committee meeting; (iii) copied to the CEO; (iv) ratified at the next Committee meeting; and (v) filed in a minute book which shall be made available at each Committee meeting.
- (d) Upon written request by any BC Member and with the prior written approval of the President or CEO, minutes of the General Meetings and Committee meetings shall be made available as soon as practicable for inspection by the BC Member who made the request, provided that the President or CEO may refuse to permit a BC Member to

inspect such minutes that relate to (i) confidential or personal matters; or (ii) where to do so may be prejudicial to the interests of the BC.

FINANCE AND GENERAL

21. Financial Management

- (a) The funds of the BC shall be derived from the activities conducted by the BC and any monies that may be provided by KLTC from time to time.
- (b) All monies of the BC shall be lodged in an account in the name of the BC with a bank or financial institution approved by the CEO.
- (c) All payments (including electronic payments) shall be approved in advance in writing by one Committee Officer and one other Committee Member.
- (d) All payments in excess of an amount established annually by the CEO shall be approved in advance by the Committee.
- (e) The CEO may require from time to time that additional measures be taken to improve the financial management of the BC.
- (f) The Treasurer shall (with the assistance of the KLTC Finance Department where required) ensure that:
 - (i) all monies due to the BC are collected, received and deposited;
 - (ii) all payments approved by the Committee are made and dealt with in accordance with this Charter;
 - (iii) quarterly financial accounts are prepared for consideration by the BC Committee (with a copy to the CEO);
 - (iv) a statement of financial accounts for each Financial Year is prepared for auditing (with a copy to the CEO); and
 - (v) to the best of her knowledge, financial management of the BC conforms with all relevant legal requirements and accounting standards.
- (g) The statement of financial accounts prepared under clause 21(f)(iv) shall be reviewed annually by KLTC's auditor at no cost to the BC and subsequently presented for approval at the AGM.

22. Contracting

- (a) Committee Officers shall be the only persons who may enter into an agreement on behalf of the BC.
- (b) If the principal amount is higher than an amount specified annually by the CEO, the agreement shall receive the prior approval of the CEO.

23. CEO Liaison

- (a) The President shall be the normal point of contact with the CEO for all matters related to the BC.
- (b) Before the end of each Financial Year, the President shall send to the CEO a letter which:
 - (i) describes BC activities and plans for the following Financial Year;
 - (ii) requests approval by the CEO for the following Financial Year of financial limits as referenced in clause 21 and clause 22 of this Charter; and

- (iii) identifies Committee members responsible for interactions between the BC and Club management.
- (c) The President shall advise the CEO of any significant changes to the matters referenced in this letter.

24. Overarching Rules

Notwithstanding this Charter, it is acknowledged that the BC is always subject to the KLTC Rules and Regulations and in no manner is the BC or the Committee or any Committee Member able to commit or hold out that it legally represents KLTC without the consent in writing of the CEO. This includes the use of the name and logo of KLTC.

25. Winding Up

In the event of the BC being dissolved pursuant to a Special Resolution, the amount which remains after such dissolution, subject to the satisfaction of all debts and liabilities, shall be transferred to KLTC.

26. Service of Notices

Any notice in writing may be given to a BC Member by (i) handing it to her; (ii) posting it to her by prepaid post at her address recorded as such in the register of current BC Members; or (iii) by sending it to her at her email address recorded as such in the register of current BC Members.