

UNDERCROFT BRIDGE CLUB INC

CONSTITUTION

This Constitution replaces that previously in force and amended from time to time which is hereby repealed.

This Constitution shall come into force on the date of adoption as herein provided by the Certificate on the last page.

1. TITLE

The name of the Club shall be "**Undercroft Bridge Club Inc**" hereinafter referred to as the "Club".

2. OBJECTS

To provide a playing environment and support, which enables all members to develop their skills and enjoy the game of Contract Bridge, and to encourage participation in Duplicate Bridge.

3. POWERS

3.1 The Club shall have powers to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Club.

3.2 Subject to the provisions of this Constitution such powers shall be vested in a Management Committee hereinafter referred to as "the Committee".

4. NON-PROFIT

4.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club. No portion of the income and property of the Club shall be paid, transferred or distributed directly or indirectly to members of the Club, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Club or to any person other than a member, in return for services rendered to the Club.

4.2 The income from fund raising may be donated to any charitable organisations as deemed appropriate by the Committee. Provided that such charitable organisations shall be registered with and recognised by the State Government of Western Australia.

5. MEMBERSHIP

There shall be the following classes of members:-

5.1 **Ordinary Member:** This class shall be conferred on those persons who have been duly elected as members as hereinafter provided and who have paid the annual subscription, and shall be further sub-divided as follows:

Home Club Members:- being those ordinary members for whom the annual registration fee to the Bridge Association of Western Australia and capitation fee to the Australian Bridge Federation is paid through the Undercroft Bridge Club.

Associate Members:- being those ordinary members for whom the annual registration fee to the Bridge Association of Western Australia and capitation fee to the Australian Bridge Federation is paid by a club other than the Undercroft Bridge Club.

5.2 **Temporary Member:** A person may be admitted to Temporary Membership for such periods as the Committee sees fit. Such a member shall be required to pay an attendance fee as determined by the Committee from time to time but shall not be required to pay the annual subscription. Such temporary members may not vote at General Meetings or be a member of the Committee.

5.3 **Honorary Member:** A person may be admitted to Honorary Membership by the Committee for such period as it sees fit. Such Honorary Members shall have all the privileges of Ordinary Members but may not vote at General Meetings or be a member of the Committee.

5.4 **Life Member:** Nominations for Life Membership can be submitted by any eligible financial member to the Committee. The Committee will elect Life Members by a 75% majority decision. Life Members shall hold the honour during the lifetime of such member. Life Members shall be exempt from the payment of fees, levies and contributions relating to membership and shall have all the rights and privileges of an ordinary member.

5.5 **Provisional Member**: A Provisional Member is a person who has submitted a Membership Application, together with a payment equal to the Annual Subscription, but whose application has not been considered by the Committee. A Provisional Member shall pay a Table Fee applicable to that of an Ordinary Member, but may not vote at a General Meeting, hold a position on the Committee nor enter a Club Red Point Event. If the application of a Provisional Member is rejected by the Committee, a refund equal to the Annual Subscription will be made to the person.

6. ELECTION OF MEMBERS

6.1 **Application for Membership** Shall be made on the form provided by the Club. The Committee shall consider each and every application and at its discretion may refuse any application. When an application has been refused a letter will be prepared by the Secretary and signed by the President informing the nominee that their application has not been successful and the reasoning for this decision, including options for right of appeal.

6.2 **Cessation of Membership**; A member may resign membership at any time by sending a written notice of resignation to the Secretary. Cessation of membership at any time will result in the forfeiture of all fees paid.

6.3 **Termination**: The Committee may terminate the membership of any member who has failed to pay the annual subscription or other dues within one month of them becoming payable but the defaulter may be re-instated on payment of all arrears.

6.4 **Register of Members** shall be maintained by the Secretary in which shall be recorded the names and addresses of all members. It shall be the responsibility of all members to inform the Secretary of any change of details.

7. EXPULSION OF MEMBERS

7.1 The Committee shall have power to take disciplinary measures against or, in extreme cases, expel any member who, in the opinion of the Committee, shall have committed any breach of the Rules of the Club or in any way has acted to the detriment of the aims and objects and the good name of the Club.

7.2 The President shall within seven (7) days of the Committee making such decision serve upon the disciplined or expelled member notice in writing of the Committee's decision.

7.3 The disciplined or expelled member shall have a right of appeal to a General Meeting to present a case in defence provided that such appeal shall be lodged within fourteen (14) days from the date of the President's notice to such member.

7.4 Upon receipt by the Secretary of such appeal the President shall call a General Meeting within twenty-one (21) days of the receipt of the appeal to consider the case in defence.

7.5 The General Meeting may uphold or dismiss the appeal and its decision shall be final and binding upon all parties.

7.6 Should the appeal be upheld the expulsion shall forthwith be withdrawn and the member shall be re-instated and shall not lose any rights and privileges as a member.

8. ANNUAL SUBSCRIPTIONS AND TABLE FEES

8.1 Annual Subscriptions shall be such as are decided from time to time at Committee Meetings.

8.2 Annual Subscriptions shall become due six weeks after the start of the club financial year.

8.3 Table Fees, payable by members and visitors at each normal club session, shall be such as are decided from time to time at a General Meeting.

8.3.1 Exemption from the payment of table fees for normal club sessions shall be granted to all Tournament Directors, Board Dealers and all office bearers.

9. ENTRY FEES

9.1 Entry fees for members and visitors for "EVENTS" other than the weekly Club sessions shall be decided by the Committee.

9.2 Club Tournaments shall be open only to Club members with the entry fee to be decided by the Committee.

9.3 Entry fees to Club Congresses shall be decided by the Committee.

10. MANAGEMENT COMMITTEE

10.1 The composition of the Committee shall consist of four (4) officers namely the President, the Vice-President, Secretary and Treasurer who shall be known as office bearers, the Master Points Secretary and not less than five (5) nor more than eight (8) other members.

10.2 The position of any member of the Committee shall become vacant if he/she resigns, fails to attend three (3) consecutive meetings without satisfying the Committee that he/she had good reason for failure to attend, or ceases to be a subscribing member of the Club.

10.3 The Committee may co-opt any member to fill any vacancy on the Committee who shall hold office only until the next Annual General Meeting.

10.4 No fewer than four (4) meetings of the Committee shall be held during the year.

10.5 The President may authorise the Secretary to convene additional meetings of the Committee over and above the four (4) as provided for in the foregoing 10.5 of this Clause.

10.6 The President may adjourn a meeting as he/she sees fit.

10.7 It shall be the duty of the Secretary to give due notice of the date and time of each Committee meeting as decided by the Committee or the President by a notice displayed on the Club's notice board not less than fourteen (14) days prior to the date of the meeting,

10.8 The Committee shall have power to make by-laws not being inconsistent with this Constitution.

10.9 The Committee may use alternate means for decision making including email, phone and in person communications. For decisions to be valid the following criteria shall be met:

- All committee members are reasonably contacted (via email, phone or in person)
- All committee members are provided with at least 48 hours for a response
- A quorum is met (ie 50% +1 responses)
- The decisions are added to the minutes of the previous Committee Meeting for acceptance at the following committee meeting.

11. ELECTION OF COMMITTEE

11.1 At least twenty eight (28) days prior to the date fixed for the Annual General Meeting the Secretary shall post on the Club's notice board a notice calling for nominations for office bearers and Committee members for the following year, and such nominations shall be closed seven (7) days prior to the meeting.

11.2 Only life and home club financial members shall be eligible for election as office bearers or election to the Committee.

11.3 Election shall be by ballot at the Annual General Meeting and by absent vote for financial members unable to attend. Applications for absent votes must be made to the secretary not less than five (5) days prior to the meeting and should be returned to the secretary before the commencement of the Meeting. In the event of there being a tie the President, or whoever occupies the Chair shall have the casting vote.

11.4 Two (2) tellers shall be appointed by the President at the Annual General Meeting. Following the election the appointed tellers shall destroy all ballot papers. A candidate may nominate a scrutineer to observe the count.

11.5 The President shall declare the results of the elections at the conclusion of the poll.

11.6 In the event that all positions are not filled nominations may be received from the floor at the Annual General Meeting.

11.7 Office bearers and members of the Committee shall each hold office from the declaration of the poll at the meeting at which they were elected until the declaration of the poll at the following Annual General Meeting and shall be eligible for re-election from year to year.

12. MEETINGS

12.1 Annual General Meeting

12.1.1 The Committee shall fix a date for the Annual General Meeting which shall be no later than four months after the club financial year ends.

12.1.2 The Secretary shall advise the members of the date, time and place of the Annual General Meeting by fixing a notice on the Club's notice board not less than twenty-eight (28) days prior to the Annual General Meeting.

12.1.3 The order of business shall be -

- Confirmation of the Minutes of the previous Annual General Meeting
- Matters arising there from the Minutes
- The President's report
- Announcement of Life Membership.
- The Treasurer's report with financial statement of accounts.
- The fixing of table monies for the ensuing year
- Declaration of the election of the Committee
- Motions for which due notice has been given
- Other business

12.2 General Meeting

12.2.1 The Secretary shall convene a General Meeting if directed to do so either by resolution of the Committee, by the President or by a written request signed by at least twenty five (25) or 10% of the financial members of the Club (whichever is the least) who shall specify in such request the purpose or purposes for which the General Meeting is to be convened.

12.2.2 The Meeting shall be convened by the Secretary in not less than fourteen (14) nor more than twenty-one (21) days from the date on being requested to do so.

12.2.3 The Secretary shall post on the notice board a notice of the date and time of the Meeting and shall state the reasons for which the said Meeting has been convened in not less than fourteen (14) nor more than twenty-one (21) days from the date on being requested to do so.

12.2.4 Only the business or purpose for which the Meeting is called as expressed in the notice shall be transacted and no other matter whatsoever shall be permitted.

13. MOTIONS

13.1 Any member may move a motion for consideration at the Annual General Meeting.

13.2 Notice of such motion shall be in the hands of the Secretary not less than fourteen (14) days prior to the date set for the Annual General Meeting.

13.3 The Secretary shall forthwith display such notice of motion on the Club's notice board.

13.4 At the time the motion is brought up for debate on the Agenda of the Annual General Meeting the Chairperson shall call for a seconder to the motion before allowing the debate to continue. Failure to secure a seconder shall cause the motion to lapse and have no effect.

13.5 Voting in this instance shall be by the show of hands unless the Chairperson determines otherwise.

14. QUORUM

14.1 The quorum for all General Meetings shall be the lesser of sixty (60) current eligible financial members or 25% of the current eligible financial membership.

14.2 If within 15 minutes after the time specified for the holding of a general meeting in a notice given under rule 12.2- a quorum is not present the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

14.2.1 If within 15 minutes of the time appointed by 14.2 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

15. FINANCIAL YEAR

The financial year of the Club shall be from the 1st day of February to the 31st day of January in the following year.

16. WITHDRAWALS FROM ACCOUNTS

The Committee shall authorise any two (2) of the following; the President, Vice-President, Secretary, Treasurer to sign cheques on the bank accounts and withdrawal forms on investment accounts.

17.

GENERAL

17.1 Constitution and members

17.1.1 All members of the Club are bound by this Constitution. An accessible copy shall be kept on the Club premises and therefore all members shall be deemed to have notice of it.

17.1.2 The Secretary shall provide a copy of the Constitution, AGM minutes and member register to any member upon application and payment of such amount as the Committee may determine.

17.1.3 The interpretation of this Constitution or of any of the by-laws made there under shall be at the sole discretion of the Committee whose decisions, until set aside by a General Meeting, shall be binding on all members.

17.1.4 Only financial members shall have the right to vote at General Meetings.

18. COMMON SEAL

18.1 The common seal of the Club engraved with its name shall be kept in the custody of the Secretary.

18.2 The seal shall not be used or affixed to any deed or other document except pursuant to a resolution passed by the Committee and in the presence of the President and Secretary both of whom shall subscribe their names as signatories on behalf of the Club.

19. AMENDMENTS TO CONSTITUTION

19.1 No clause shall be amended or repealed nor shall any new clause be added except by resolution carried by three quarters (3/4ths) majority of members present and eligible to vote at a General Meeting called for the purpose of discussing a motion to amend, repeal or add to the Constitution.

19.2 Notice of the proposed amendment, repeal, or new clause shall be given by the Secretary by a notice posted on the Club's notice board setting out the proposed amendment, repeal, or new clause not less than fourteen (14) days prior to the date to be fixed for the meeting at which the motion is to be considered.

19.3 At any general meeting of the Club at which any notice of motion to amend the Constitution is being considered it shall be competent for any member to move an amendment to such motion without giving prior notice thereof provided that in the opinion of the Chairperson the proposed amendment is relevant to the subject matter of the motion and is not a direct negative to the motion.

19.4 Any amendments passed by a general meeting of the Club shall be subject to and conditional upon the submission of such approved amendments being lodged with the Commissioner of Consumer Protection within one (1) month of the passing of the special resolution pursuant to the provisions of the Associations Incorporation Act 1987.

20. DISSOLUTION

20.1 The Club may be dissolved or wound up by a resolution carried by a three quarters (3/4s) majority of eligible financial members present and voting at a General Meeting called for such purpose.

20.2 If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act, which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.'

20.3 Such aforesaid club, association or charitable organisation shall be selected by a simple majority vote of financial members present at the time of dissolution or winding up.

CERTIFIED THAT this Constitution was adopted by the Club at a General Meeting of members held on the 8th day of May 2017.

Vice President

Secretary

I HEREBY CERTIFY the foregoing to be a true and correct copy of the Constitution of the UNDERCROFT BRIDGE CLUB.

Secretary

Date:

Person authorised to apply for Incorporation

This is the annexure of 11 pages marked "A" referred to in the Form 5 signed by me and dated 24 May 2017

Signature: Linda Reading, Secretary

Date: 24/05/2017