

# **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This Constitution replaces that previously in force and amended from time to time which is hereby repealed.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, without giving any reason for such refusal.

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

7.1.1 The Committee shall have the right to suspend or expel a member subject to the provisions of clause 7.2 if:

- (a) the member refuses or neglects to comply with this Constitution; or
- (b) the member's conduct or behaviour is detrimental to the interest of the Club.

7.1.2 No person who ceases to be a member of the Club shall have any claim, monetary or otherwise, on the Club, its funds or property except to the extent of any debt owing by the Club to such person.

## **7.2 Suspending or Expelling Members**

7.2.1 The Committee may, by resolution, suspend or expel a member from the Club provided that the Committee holds a meeting to consider that action.

7.2.2 The Secretary must, not less than 28 days before the Committee Meeting referred to in clause 7.2.1, give written notice to the member

- (a) of the date, place and time of the Committee Meeting; and
- (b) the grounds on which the proposed suspension or expulsion is based;
- (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral submissions (or both) to the Committee about the proposed suspension or expulsion;

7.2.3 The Committee, at the meeting referred to in clause 7.2.2, must

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both) submissions to the Committee about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and
- (c) determine whether or not to suspend the member's membership and if so, the period of suspension; or whether or not to expel the member from the Club

7.2.4 A decision of the Committee to expel or suspend a member from the Club takes immediate effect.

7.2.5 The Committee must give the member written notice of the Committee's decision, and the reasons for that decision, within 7 days after the Committee Meeting at which the decision is made.

7.2.6 A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Committee's decision under clause 7.2.5, give written notice to the Secretary requesting the appointment of a mediator under clause 17.5.

7.2.7 If notice is given under clause 7.2.6, the member who gives the notice and the Committee are the parties to the mediation.

### **7.3 Consequences of Suspension**

7.3.1 During the period a member's membership is suspended, the member

- (a) loses any rights (including voting rights) arising as a result of membership; and
- (b) is not entitled to a refund, rebate relief or credit for membership fees paid, or payable, to the Club.

7.3.2 When a member's membership is suspended, the Secretary, or such other person authorised by the Committee from time to time, must record in the Register of Members:-

- (a) that the member's membership is suspended; and
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

7.3.3 When the period of the suspension ends, the Secretary, or such other person authorised by the Committee from time to time, must record in the Register of members that the member's membership is no longer suspended.

7.3.4 If:-

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 7.2.6; and
- (b) as the result of the mediation, the decision to suspend the membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Committee Meeting or General Meeting during the period of suspension or expulsion.

## **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 Board Dealers and the President, Vice President, Treasurer and Secretary.

## **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 Subject to this Constitution, the by-laws and any resolution passed at a General Meeting the control and management of the Club shall be vested in a Management Committee, hereinafter referred to as the "Committee", which shall be responsible for the execution of the Club policy and the proper conduct of the Club affairs.

10.2 No person shall be entitled to hold a position on the Management Committee if the person:

10.2.1 Has been convicted of, or imprisoned in the previous 5 years for:

(a) an indictable offence in relation to the promotion or formation or management of a body corporate;

(b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months in; or

(c) an offence under Part 4 Division 3 or section 127 of the Associations Incorporation Act 2015 unless the person has obtained the consent of the Commissioner for Consumer Protection.

10.2.2 Is, according to the Interpretation Act 1984 Section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner for Consumer Protection.

### **10.3 Committee Membership**

The members of the Committee of the Club shall be:

The President, the Vice- President, the Secretary, the Treasurer, the Master Points Secretary and between five and eight ordinary committee members.

## **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 Committee members.

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.

## **12.1 DUTIES OF OFFICE BEARERS**

### **12.1.1 The President shall:**

- (a) be responsible for the chair at all meetings when present.
- (b) be responsible for the proper conduct of the Club's affairs as set out in this Constitution.
- (c) co-ordinate the Club policy as approved by the Committee.
- (d) be empowered to co-opt Members for particular duties.
- (e) represent the Club at official functions when invited by kindred clubs and associations or authorise some other Member to attend.
- (f) be an ex-officio member of all sub-committees.
- (g) be empowered to call a General Meeting.

**12.1.2 The Vice-President shall:**

- (a) assist the President at all times in Club duties.
- (b) preside at any meeting in the absence of the President.

(in the absence of both the President and the Vice-President the meeting shall elect a Chairman of the meeting).

- (c) deputise for the President when requested.

**12.1.3 The Secretary shall:**

- (a) convene all meetings of the Club and the Committee.
- (b) attend all meetings and keep minutes of all proceedings.
- (c) conduct the correspondence of the Club and ensure safe custody, within the Clubrooms, of all documents of the Club.
- (d) keep the register of members unless that duty is delegated to another member.
- (e) perform such other duties as required.

**12.1.4 The Treasurer shall:**

- (a) keep correct accounts and records showing the financial affairs of the Club
- (b) oversee the collection and banking of all monies received and give proper receipts when required.
- (c) arrange for all payments and disbursements authorised by the Committee.
- (d) maintain all bank accounts of the Club, with the proviso that all withdrawals or cheques on these accounts shall be signed or authorised by any two of the President, Secretary or Treasurer or in their absence any other member of the Committee duly elected in their stead.
- (e) prepare and submit financial statements to the Committee as required by the Committee.
- (f) prepare and present the Treasurer's Report to the Annual General Meeting of the Club.
- (g) perform such other duties as required.



## **13. DUTIES AND POWERS OF THE COMMITTEE**

### **13.1 Meetings**

The Committee shall meet at least once every three months and when the President considers it necessary. The Secretary shall give at least 14 days notice of such meeting.

### **13.2 Special Meetings**

The Secretary shall at the request of the President or any two members of the Committee call a Special Committee Meeting at such notice as the requesting members think fit, but so that the meeting takes place not less than four or more than fifteen days from the receipt by the Secretary of the request for the meeting.

### **13.3 Quorum**

13.3.1 A quorum shall consist of 50% plus one of the members of the Committee.

13.3.2 If a quorum is not present within 15 minutes after the notified commencement time of a Committee Meeting:-

- (a) in the case of a special meeting – the meeting lapses; or
- (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

13.3.3 If-

(a) a quorum is not present within 15 minutes after the commencement time of a Committee Meeting held under sub-rule 13.3.2 (b); and

(b) at least 5 committee members are present at the meeting,

those members present are taken to constitute a quorum.

### **13.4 Procedure**

13.4.1 The President or, in the President's absence, the Vice-President must preside at each Committee Meeting.

13.4.2 If the President or Vice-President are absent or unwilling to preside at a meeting, the Committee members present must choose one of them to act as chairperson of the Meeting.

13.4.3 The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.

13.4.4 The order of business at a Committee Meeting may be determined by the Committee members present at the meeting.

### **13.5 Sub-Committees**

The Committee may appoint Sub-Committees for such purposes and with such powers as it thinks fit.

### **13.6 Vacancies on the Committee**

13.6.1 The position of any member of the Committee shall become vacant if they:

- (a) resign from the Committee.
- (b) absent themselves from three or more consecutive meetings of the Committee, without satisfying the Committee of a good reason for failure to attend
- (c) cease to be a member of the Club.

13.6.2 The Committee may appoint a member of the Club, to fill any vacancies on the Committee however occurring.

Such an appointment shall remain valid until the election of the new Committee at the next Annual General Meeting of the Club.

### **13.7 Minutes of Committee Meetings**

13.7.1 The Committee must ensure that minutes are taken and kept of each Committee Meeting.

13.7.2 The minutes must record the following:

- (a) the names of the Committee members present at the meeting;
- (b) the business considered at the meeting;
- (c) any motion on which a vote is taken at the meeting and the result of the vote.
- (d) details relating to the disclosure of a Committee member's material personal interest in a matter considered at a Committee Meeting

13.7.3 The minutes of a Committee Meeting must be entered in the Club's minute book within 35 days after the meeting is held.

13.7.4 The chairperson must ensure that the minutes of a Committee Meeting are reviewed and signed as correct at the next Committee Meeting.

13.7.5 When the minutes of a Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that:

- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded did take place at the meeting; and
- (c) any appointment purportedly made at the meeting was validly made

### **13.8 By-Laws**

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

### **13.9 Alternative Decision Processes**

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:

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

## **14. GENERAL MEETINGS**

### **14.1 Annual General Meeting**

14.1.1 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.

14.1.2 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.

### 14.1.3 **Motions**

- (a) Any member may move a motion for consideration at the Annual General Meeting.
- (b) 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.
- (c) The Secretary shall forthwith display such notice of motion on the Club's notice board.
- (d) 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.
- (e) Voting in this instance shall be by the show of hands unless the Chairperson determines otherwise.

### 14.1.4 **The order of business shall be -**

- (a) Confirmation of the Minutes of the previous Annual General Meeting
- (b) Matters arising there from the Minutes
- (c) The President's report
- (d) Announcement of Life Membership
- (e) The Treasurer's report with financial statement of accounts.
- (f) The fixing of table fees for the ensuing year
- (g) Declaration of the election of the Committee
- (h) Motions for which due notice has been given
- (i) Other Business

## 14.2 **Special General Meeting**

14.2.1 The Secretary shall convene a Special 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 Special General Meeting is to be convened.

14.2.2 The Special General 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.

14.2.3 The Secretary shall post on the notice board a notice of the date and time of the Special General 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.

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

### **14.3 Quorum**

14.3.1 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.

14.3.2 If within 15 minutes after the time specified for the holding of an Annual General Meeting in a notice given under rule 14.1.2 a quorum is not present, the meeting stands adjourned to the same time on the same day in the following week and to the same venue.

14.3.3 If within 15 minutes of the time appointed by 14.3.2 for the resumption of an adjourned AGM a quorum is not present, the members who are present in person or by proxy may proceed with the business of that meeting as if a quorum were present.

14.3.4 If within 15 minutes after the time specified for the holding of a Special General Meeting, in a notice given under rule 14.2.3, a quorum is not present, the meeting lapses.

### **14.4 Proxies**

14.4.1 Subject to sub-rule 14.4.2, a member may appoint an individual who is an ordinary member as their proxy to vote and speak on their behalf at a General Meeting.

14.4.2 An ordinary member may be appointed the proxy for not more than 5 other members.

14.4.3 The appointment of a proxy must be in writing and signed by the member making the appointment.

14.4.4. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.

14.4.5 If no instruction is given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.

14.4.6 If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form that clearly identifies the person appointed as the member's proxy and has been signed by the member.

14.4.7 Notice of a General Meeting must:

- (a) state that a member may appoint an individual who is an ordinary member as a proxy for the meeting; and
- (b) include a copy of any form that the committee has approved for the appointment of a proxy.

14.4.8 A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.

## **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. DISPUTE RESOLUTION**

### **17.1 Application**

17.1.1 The procedure set out in this clause applies to disputes:

- (a) between members; or
- (b) between the Club and one or more members

### **17.2 Parties to Attempt to Resolve Dispute**

17.2.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

### **17.3 Commencement of Grievance Procedure**

17.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, any party may start the grievance procedure by giving written notice to the Secretary of:

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

17.3.2 Within 28 days after the Secretary is given notice, a Committee Meeting must be convened to consider and determine the dispute.

17.3.3 The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

17.3.4 The notice given to each party to the dispute must state:

- (a) when and where the Committee Meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.

17.3.5 If:

- (a) the dispute is between one or more members and the Club; and
- (b) any party to the dispute gives written notice to the Secretary stating that the party:
  - does not agree to the dispute being determined by the Committee and
  - requests the appointment of a mediator under clause 17.5,

the Committee must not determine the dispute.

#### **17.4 Determination of the Dispute by the Committee**

17.4.1 At the Committee Meeting at which a dispute is to be considered and determined, the Committee must:

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute;  
and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

17.4.2 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee Meeting at which the determination is made.

17.4.3 A party to the dispute may, within 14 days after receiving notice of the Committee's determination under clause 17.4.1(c), give written notice to the Secretary requesting the appointment of a mediator under clause 17.5

17.4.4 If notice is given under clause 17.4.3, each party to the dispute is a party to the mediation.

## **17.5 Appointment of a Mediator**

17.5.1 The mediator must be a person chosen;

(a) if the appointment of a mediator was requested by a member under clause 7.2.6 by agreement between the member and the Committee.

(b) if the appointment of a mediator was requested by a party to the dispute under clause 17.3.5 or clause 17.4.3; by agreement between the parties to the dispute

17.5.2 If there is no agreement for the purpose of clause 17.5.1, then subject to clauses 17.5.3 or 17.5.4 the Committee must appoint the mediator.

17.5.3 The person appointed as a mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

17.5.4 The person appointed as a mediator by the Committee may be a member or former member of the Club but must not:

(a) have a personal interest in the matter that is the subject of the mediation;

(b) be biased in favour of or against any party to the mediation.

## **17.6 Mediation Process**

17.6.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

17.6.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

17.6.3 In conducting the mediation, the mediator must:

(a) give each party to the mediation every opportunity to be heard; and

(b) allow each party to the mediation to give due consideration to any written statement given by another party; and

(c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.



17.6.4 The mediator cannot determine the matter that is the subject of the mediation.

17.6.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

17.6.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(Note: Section 182 (1) of the Associations Incorporation Act 2015 provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure set out in this constitution of the Club.)

## **18. GENERAL**

### **18.1 Constitution and members**

18.1.1 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.

18.1.2 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.

18.1.3 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.

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

## **19. COMMON SEAL**

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

19.2 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.

## **20. AMENDMENTS TO CONSTITUTION**

20.1 No clause shall be amended or repealed nor shall any new clause be added except by resolution carried by three quarters (3/4) 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.

20.2 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.

20.3 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.

20.4 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.

## 21. DISSOLUTION

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

21.2 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.'

21.3 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 8<sup>th</sup> day of May 2017.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

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

\_\_\_\_\_  
Secretary  
Person authorised to apply for Incorporation

\_\_\_\_\_  
Date:

This is the annexure of 19 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