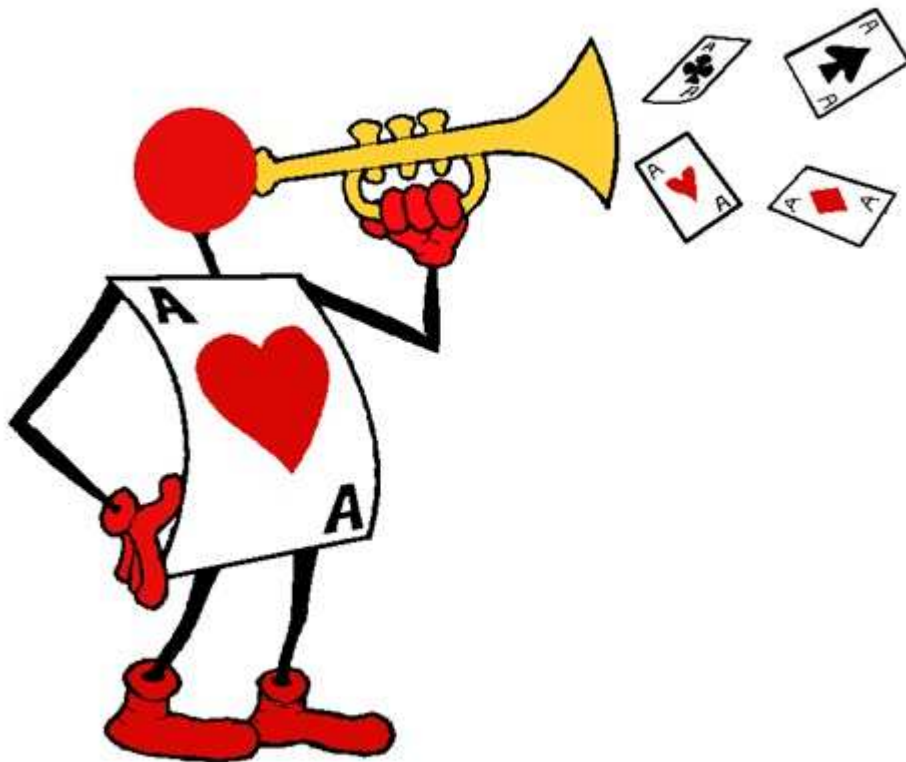


ARANA CONTRACT BRIDGE CLUB INCORPORATED  
RULES



## Contents

1.	Interpretation .....	1
2.	Name .....	1
3.	Objects.....	1
4.	Powers .....	1
5.	Classes of members .....	2
6.	New membership.....	2
7.	Membership fees .....	2
8.	Admission and rejection of new members .....	3
9.	When membership ends .....	3
10.	Appeal against rejection or termination of membership .....	3
11.	General meeting to decide appeal.....	4
12.	Disciplinary Powers .....	4
13.	Register of members.....	5
14.	Prohibition on use of information on register of members.....	5
15.	Appointment or election of secretary .....	6
16.	Removal of secretary .....	6
17.	Functions of secretary.....	6
18.	Membership of management committee.....	6
19.	Electing the management committee .....	7
20.	Resignation, removal, or vacation of office of management committee member.....	7
21.	Vacancies on management committee .....	8
22.	Functions of management committee.....	8
23.	Meetings of management committee.....	9
24.	Quorum for, and adjournment of, management committee meeting.....	9
25.	Special meeting of management committee.....	10
26.	Minutes of management committee meetings .....	10
27.	Appointment of subcommittees.....	10
28.	Acts not affected by defects or disqualifications.....	11
29.	Annual general meetings.....	11
30.	Business to be conducted at annual general meeting .....	11
31.	Notice of general meeting .....	11
32.	Quorum for, and adjournment of, general meeting .....	11
33.	Procedure at general meeting .....	12
34.	Voting at general meeting .....	12
35.	‘Special’ General Meeting.....	13
36.	Proxies .....	14

37.	Minutes of general meetings .....	15
38.	By-laws.....	15
39.	Alteration of rules.....	16
40.	Funds and accounts.....	16
41.	General financial matters.....	16
42.	Documents.....	17
43.	Financial year .....	17
44.	Distribution of surplus assets to another entity .....	17

# **ARANA CONTRACT BRIDGE CLUB INCORPORATED**

## **RULES**

### **1. Interpretation**

(1) In these rules—

**Act** means the Associations Incorporation Act 1981

**present—**

(a) at a management committee meeting, as defined later; or

(b) at a general meeting.

*Note— See rule 32*

(c) A word or expression that is not defined in these Rules but is defined in the Act has, if the context permits, the meaning given by the Act.

### **2. Name**

The name of the incorporated association is Arana Contract Bridge Club Incorporated (the Club).

### **3. Objects**

The objects of the Club are—

(1) The encouragement, promotion, and advancement of contract bridge at all levels.

(2) To provide opportunities for learning bridge.

(3) To affiliate and cooperate with other organisations and associations whose aims, and objects are alike and similar.

(4) To provide opportunities for playing duplicate bridge and other competition events as set out by the Club.

(5) The interpretation and administration of the Laws of Duplicate Bridge and any amendment thereof or any like laws adopted in substitution, therefore.

(6) To provide premises, facilities, and resources for the attainment of any of the objects of the Club.

### **4. Powers**

(1) The Club has the powers of an individual.

(2) The Club may, for example—

(a) enter into contracts;

(b) acquire, hold, deal with and dispose of property;

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The Club may also issue secured and unsecured notes, debentures, and debenture stock for the Club.

## **5. Classes of members**

- (1) The membership of the Club shall consist of the following classes of members:
  - (a) Ordinary Members— those persons who have been proposed as members, accepted by the Management Committee, and who have become financial.
  - (b) Student Members— those persons who are under the age of 25 years and who in the opinion of the Management Committee are bona fide full-time students. The membership fee payable by a student member is one half the fee payable by ordinary members.
  - (c) Honorary Life Members— Honorary Life Membership may be granted to members for meritorious service to the Club upon the recommendation of the Committee confirmed at the Annual General Meeting of the Association. An Honorary Life Member is not obliged to pay any subscription but shall otherwise be subject to the same obligations and entitled to the same privileges as other members.
- (2) The number of members of each class of membership may be limited by the management committee.

## **6. New membership**

- (1) An applicant for membership of the Club must be proposed by one member of the Club (the *proposer*) and seconded by another member (the *seconder*).
- (2) An application for membership must be—
  - (a) in writing;
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) in the form decided by the management committee.

## **7. Membership fees**

- (1) The membership fee for each ordinary membership and for each other class of membership—
  - (a) is the amount decided by the management committee from time to time; and
  - (b) is payable when, and in the way, the management committee decides.
- (2) In addition to an annual membership fee payable to the Club, ordinary members and student members are liable to pay the fees and any other charges levied by the Australian Bridge Federation and the Queensland Bridge Association or their successors. Default in any payment in this regard shall be taken as default in payment of the Club's membership fees, and sub-rule 9(3)(c) shall apply.
- (3) Honorary Life Members of the Club, after admission as an Honorary Life Member, shall not be required to pay future annual membership fees or any other charges as may be levied by the Australian Bridge Federation or the Queensland Bridge Association or their successors. All such fees shall be met by the Club.

## **8. Admission and rejection of new members**

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives —
  - (a) the application for membership; and
  - (b) the appropriate membership fees for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the person's application, the person is advised—
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member of the class of membership applied for.
- (5) The Secretary of the Club must, as soon as practicable after the management committee decides to accept or reject the application, give the applicant written notice of the decision.

## **9. When membership ends**

- (1) A member may resign from the Club by giving written notice of resignation to the secretary or president.
- (2) The resignation takes effect at—
  - (a) the time the notice is received, or
  - (b) if a later time is stated in the notice — the later time.
- (3) The management committee may terminate a member's membership if the member
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least two months; or
  - (d) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Club.
- (4) Before the management committee terminates a membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **10. Appeal against rejection or termination of membership**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of intention to appeal against the decision.

- (2) A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision, or within one month and one week after such notice has been sent to the person (whichever is the longer).
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal. Where a member has appealed against a decision by the management committee to terminate his or her membership, all membership rights and playing rights shall continue until the matter is resolved.

## **11. General meeting to decide appeal**

- (1) The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within the period referred to in sub- rule 11(1), or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **12. Disciplinary Powers**

- (1) The Management Committee has authority to exercise disciplinary powers with respect to members of the Association. Disciplinary powers include but are not limited to:
  - (a) caution.
  - (b) censure.
  - (c) suspension from membership for a stated period of time.
  - (d) refusal of entry, or omission to invite the entry, to any bridge tournament or other function or functions of whatsoever nature conducted by or under the auspices of the Association other than a congress or a QBA event; and
  - (e) deprivation of any of the rights and privileges of membership.
- (2) In the exercise of its disciplinary powers, the Management Committee may act on the written report of a session Director or a session Recorder or on the written complaint of any member addressed to the committee.
- (3) Before the Management Committee exercises any disciplinary power, the committee shall give the member concerned a full and fair opportunity to show why a disciplinary power should not be exercised.

- (4) If, after considering all representations made by the member, the Management Committee proposes to exercise a disciplinary power, the committee shall give the member a full and fair opportunity to show why the disciplinary power proposed by the committee should not be exercised.
- (5) If after considering all representations made by the member the committee decides to exercise a disciplinary power, the Secretary to the committee must give the member a written notice of the decision.
- (6) A member against whom the Management Committee has exercised a disciplinary power and who has received a written notice of the decision may appeal against the decision. The provisions of Rules 10 and 11 apply to the appeal as if the disciplinary action was termination of membership.
- (7) A member suspended under sub-rule (1)(c) shall not during the period of suspension be entitled to exercise any of the rights of membership but shall nevertheless remain a member.

### **13. Register of members**

- (1) The management committee must keep a register of members of the Club.
- (2) The members register must include the following particulars for each member:
  - (a) the full name.
  - (b) the postal or residential address, telephone number and email address;
  - (c) the date of admission as a member.
  - (d) the date of termination of membership so far as that may be known.
  - (e) a distinctive number; and
  - (f) any other particulars the Management Committee or the members in general meeting decide or are required by law.
- (3) The Members Register may be kept in digital form and must be available for inspection by members of the Association at all reasonable times upon application to the Secretary.
- (4) The Management Committee must, on the application of a member, withhold from inspection all information about another member other than that member's name.

### **14. Prohibition on use of information on register of members**

- (1) A member of the Club must not—
  - (a) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable, or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable, or commercial purposes.
- (2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the management committee.



## **15. Appointment or election of secretary**

- (1) The secretary must be an individual at least 18 years of age and residing in Queensland who is—
  - (a) a member of the Club elected by the Club as secretary; or
  - (b) any of the following persons appointed by the management committee as secretary—
    - (i) a member of the Club's management committee.
    - (ii) another member of the Club.
- (2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Club within one month after the vacancy happens.
- (3) If the management committee appoints a person as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (4) In this rule— *casual vacancy* on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

## **16. Removal of secretary**

- (1) The management committee of the Club may at any time remove a person appointed by the committee as its secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person may remain as a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(2), the person may remain as a member of the management committee.

## **17. Functions of secretary**

The secretary's functions include, but are not limited to—

- (a) calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president;
- (b) keeping minutes of each meeting.
- (c) keeping copies of all correspondence and other documents relating to the Club; and
- (d) maintaining the register of members of the Club.

## **18. Membership of management committee**

- (1) The management committee of the Club consists of a president, vice president, treasurer, secretary, and three other members of the Club, all of whom shall be financial members of the club, elected or appointed at any general meeting, or appointed under rule 21.
- (2) A member shall be ineligible for election or appointment to the management committee if their spouse, life partner, sibling, child, or parent has already been elected or appointed to the management committee.
- (3) At each annual general meeting of the Club, all members of the management committee

must retire from office but shall be eligible upon nomination for re-election.

## **19. Electing the management committee**

- (1) The election of officers and other members of the management committee shall take place in the following manner:
  - (a) any two members of the Club may nominate any other member (*candidate*) to serve as an officer or other member of the management committee.
  - (b) any candidate must be eligible under rule 18(2) to serve on the management committee.
  - (c) the nomination shall be in writing and signed by the candidate, proposer and seconder and shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place.
  - (d) a list of the candidates' names in alphabetic order with the proposers' and seconds' names shall be available for perusal by members at the place appointed for the annual general meeting immediately prior to the time set down for the commencement of the annual general meeting.
- (2) if, at the commencement of the annual general meeting there are an insufficient number of candidates nominated, further nominations may be taken from the floor of the meeting.  
*Note— Nominations from the floor must accord with sub-rules 19(1)(a) and (b)*
- (3) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
  - (a) whether or not the Club has public liability insurance; and
  - (b) the amount of the insurance.
- (4) The decisions of all meetings shall, unless at least one-fifth of members present call for a ballot or division, be determined by a count of a show of hands of members present. Unless a ballot or division is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried unanimously, carried by a particular majority, or lost, and an entry to that effect in the book of proceedings of the meeting shall be evidence of the fact.

## **20. Resignation removal, or vacation of office of management committee member<sup>[OBJ]</sup>**

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary or president.
- (2) The resignation takes effect at—
  - (a) the time the notice is received; or
  - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.

- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **21. Vacancies on management committee**

- (1) In the event of a casual vacancy happening on the management committee between two annual general meetings, the continuing members of the management committee may appoint any member of the Club to fill such vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than a quorum, the continuing members may act only to—
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the Club.
- (4) **Casual vacancy** has the same meaning as in rule 15(4).

## **22. Functions of management committee**

- (1) Subject to these rules or a resolution of the members of the Club carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property, and funds of the Club.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the Club on which these rules are silent, but any interpretation must have regard to the Act and any regulation made under the Act.  
*Note— the Act prevails if the Club's rules are inconsistent with the Act.*
- (3) The management committee may exercise the powers of the Club to borrow, raise or secure the payment of amounts in a way the members decide;
  - (a) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Club's property, both present and future;
  - (b) to purchase, redeem or pay off any securities issued;
  - (c) to borrow amounts from members and pay interest on the amounts borrowed;
  - (d) to mortgage or charge the whole or part of its property;
  - (e) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club;
  - (f) to provide and pay off any securities issued; and
  - (g) to invest in a way the members of the Club may from time to time decide.
- (4) For sub-rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by the financial institution for the Club.
- (5) The management committee shall strive to promote a respectful and pleasant atmosphere in the playing of bridge at the Club's premises.

### **23. Meetings of management committee**

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.  
*Note— see ss 70B and 70C of the Act.*
- (2) The management committee must meet at least once every two months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings or permit a committee member to take part in its meetings by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned above is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question will be decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract.
- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.
- (11) A resolution agreed in writing or electronically by a majority of members of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

### **24. Quorum for, and adjournment of, management committee meeting**

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee-
  - (a) the meeting is to be adjourned for at least one day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **25. Special meeting of management committee**

- (1) If the secretary receives a written request signed by at least one third of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.  
*Note—if one third of members is a whole number and a fraction, the fraction is truncated.*
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

## **26. Minutes of management committee meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are recorded.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
- (3) A paper copy of the signed minutes, or electronic copy thereof, shall be kept by the secretary.

## **27. Appointment of sub-committees**

- (1) The management committee may appoint a sub-committee of members considered appropriate by the management committee to help with the conduct of the Club.
- (2) A member of a sub-committee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A sub-committee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- (5) The chairperson must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Sub-Committee meeting are recorded and a hard, or electronic, copy kept.
- (6) A subcommittee may meet and adjourn as it considers appropriate.
- (7) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **28. Acts not affected by defects or disqualifications**

- (1) An act performed by the management committee, a sub-committee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **29. Annual general meetings**

- (1) Each annual general meeting must be held—
  - (a) at least once each year; and
  - (b) within two months after the end date of the Club's reportable financial year.

## **30. Business to be conducted at annual general meeting**

- (1) The following business must be conducted at each annual general meeting of the Club—
  - (a) confirmation of the minutes of the AGM of the immediately preceding year;
  - (b) receiving the Club's financial statements and audit report for the last reportable financial year;
  - (c) presenting the financial statement and audit report to the meeting for adoption;
  - (d) electing members of the management committee;
  - (e) appointing an auditor for the present financial year.

## **31. Notice of general meeting**

- (1) The secretary may call a general meeting.
- (2) The secretary must give at least 14 days' notice of the meeting to each member.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
    - (i) to reject the person's application for membership of the Club; or
    - (ii) to terminate the person's membership of the Club;
  - (b) a meeting called to hear and decide a proposed special resolution of the Club.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

## **32. Quorum for, and adjournment of, general meeting**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Club's last annual general meeting plus one.
- (2) No business may be conducted at a general meeting unless there is a quorum present when

the meeting proceeds to business.

- (3) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the Club, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Club—
  - (i) the meeting is to be adjourned for at least seven days; and
  - (ii) the management committee is to decide the day, time and place of the adjourned meeting.
- (5) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (8) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **33. Procedure at general meeting**

- (1) A member may take part and vote in a general meeting in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
  - (a) the president is to preside as chairperson;
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **34. Voting at general meeting**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two members to conduct the secret

ballot in the way the chairperson decides.

- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **35. 'Special' General Meeting**

- (1) The secretary must call a 'special' general meeting by giving each member notice of the meeting within 14 days after—
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by—
    - (i) at least one-third of the number of members of the management committee when the request is signed; or
    - (ii) at least the number of ordinary members equal to the number of members on the management committee when the request is signed plus one; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three months after the secretary—
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.



### 36. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

Arana Contract Bridge Club Inc:

I, ..... of .....  
being a member of the Club, appoint .....  
of ....., as my proxy to vote for me on my  
behalf at the general meeting of the Club, to be held on the day ..... month of  
..... 20.... and at any adjournment of the meeting.

Signed this ..... day of ..... 20....

Signature of Appointor .....

Signature of Appointee .....

- (2) The instrument appointing a proxy must—  
(a) if the appointor is an individual— be signed by the appointor or the appointor's attorney properly authorised in writing.
- (3) A proxy must be a member of the Club.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

Arana Contract Bridge Club Inc:

I, ..... of .....  
being a member of the Club, appoint .....  
of ....., as my proxy to vote for me on my  
behalf at the general meeting of the Club, to be held on the day ..... month of  
..... 20.... and at any adjournment of the meeting.

Signed this ..... day of ..... 20....

Signature of Appointor .....

Signature of Appointee .....

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*]  
the following resolutions—

[List relevant resolutions]

### **37. Minutes of general meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded and a hard copy kept.
- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each general meeting must be signed by the chairperson of that meeting or chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is an annual general meeting verifying their accuracy.
- (3) If asked by a member of the Club, the secretary must, within 28 days after the request is made—
  - (a) make the minutes for the relevant general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) if requested, give the member a copy of the minutes of the meeting.
- (4) The Club may require the member to pay the reasonable costs of providing a copy of the minutes.

### **38. By-laws**

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Club.

### **39. Alteration of rules**

- (1) Subject to the Act, these rules may be amended, repealed or added to by way of a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the Office of Fair Trading
- (3) Such amendment, rescission or addition must also be approved by any other organisation or Club that the Arana Contract Bridge Club Inc. is affiliated with, if such approval is a requirement of affiliation.

### **40. Funds and accounts**

- (1) The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) All accounts shall be paid in accordance with such guidelines as may be determined by the management committee at committee meetings.
- (5) A payment by the Club of \$100 or more must be made by cheque or electronic funds transfer.
- (6) All payments made by cheque or electronic funds transfer must be authorised by any 2 of the following—
  - (a) the president;
  - (b) the vice president;
  - (c) the secretary;
  - (d) the treasurer;
  - (e) any one of the other committee members of the Club who have been authorised by the management committee.
- (7) However, one of the persons who signs the cheque or authorises the electronic funds transfer, must be the president, the vice president, the secretary or the treasurer.
- (8) Cheques must be crossed not negotiable.
- (9) Any petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (10) All expenditure must be approved or ratified at a management committee meeting.

### **41. General financial matters**

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared. The statement must contain particulars of:
  - (a) The income and expenditure for the financial year just ended;
  - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.

- (2) The income and property of the Club must be used and applied solely in promotion of its objects and in the exercise of its powers.
- (3) The management committee shall maintain a sinking fund for the purpose of provisioning the replacement of long-term depreciable assets, more particularly described in “Sinking Fund Analysis Report” prepared by Mitchell Brandtman and dated 12 February 2002.
  - (a) The adequacy of provisioning for the fund should be reviewed by a qualified person no less frequently than 5 yearly intervals.
  - (b) The management committee shall make contributions to the sinking fund at least twice yearly to ensure provisioning is adequate and in line with the latest sinking fund review.
  - (c) The management committee may withdraw funds from the sinking fund to cover the cost of replacement of any sinking fund asset, provided that future contributions to the sinking fund are adjusted to reflect any monies so withdrawn.
  - (d) Any withdrawal of funds from the sinking fund not for the specific replacement of a sinking fund asset may only be approved by a majority of members at a general meeting of the club convened for that purpose.  
*Note— Such withdrawal would normally be restricted to a situation where the sinking fund was over provisioned.*
- (4) The maximum amount that may be spent from General Account funds on any one item or project by the management committee is limited to \$35,000 excluding GST.
  - (a) Any item in excess of this amount will require approval by a majority of members at a properly convened general meeting.
  - (b) This approval limit may be adjusted annually to reflect the change in the official consumer price index.

#### **42. Documents**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

#### **43. Financial year**

The end date of the Club’s financial year is 31 December in each year.

#### **44. Distribution of surplus assets to another entity**

- (1) This rule applies if the Club—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Club.
- (3) The surplus assets must, as determined by a special resolution, be given to another entity—
  - (a) having objects similar to the Club’s objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule—***surplus assets*** means the assets after payment of the debts and liabilities remaining on a winding-up of the Club and the costs, charges and expenses of the winding-up.

## **History Notes**

1. These Rules replace the ACBC's previous Constitution
2. These Rules were approved by special resolution carried at a general meeting of the Club on 14 February 2023.
3. These Rules were registered by the Chief Executive on 13 April 2023.
4. These Rules came into force at the beginning of the day on the date of registration by the Chief Executive.