

# **Constitution of the Mount Maunganui Bridge Club (Incorporated)**

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## Introduction

- a. The name of **the Club** is **Mount Maunganui Bridge Club Incorporated** (in this Constitution referred to as '**the Club**').
- b. **The Club** shall be affiliated with New Zealand Bridge Incorporated. ("NZ Bridge"), being the governing organisation responsible for the management, control, administration and regulation of Contract Bridge in New Zealand. The Club shall seek to comply with any requirements imposed from time to time for membership of that organisation so as to continuously maintain such affiliation and the benefits of such membership. All members of the Club are, by virtue of that affiliation, also bound by the provisions of the Rules of NZ Bridge to the extent the same apply to members of affiliated clubs.

## 1. Charitable Status

The Club is registered as a charitable entity under the Charities Act 2005.

## 2. Definitions

- a. '**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- b. '**AGM**' means Annual General Meeting of the Club.

- c. **'SGM'** Means Special General Meeting of the Club
- d. **'General Meeting of the Club'** – means either an AGM or a SGM of the Club
- e. **'Rule'** means a rule of this constitution.
- f. **'Committee'** – means the Club's governing body.
- g. **'Officer'** – means a member of the committee who has significant influence over the management or administration of the Club, including any President, Secretary or Treasurer
- h. **'Interested Member'** means a Member who is interested in a matter for any of the reasons set out in Section 62 of the Act.
- i. **'Interests Register'** means the register of interests of Committee members, kept under this Constitution and as required by Section 73 of the Act.
- j. **'Matter'** means the Club's performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Club.
- k. **'Member'** means a person who has consented to become a member of the Club and has been properly admitted to the Club and who has not ceased to be a member of the Club.
- l. **'Notice'** to members includes any notice given by post or electronic media; and the failure for any reason of any member to receive such notice or information shall not invalidate any meeting or its proceedings or any election.
- m. **'Register of Members'** means the register of members kept under this Constitution as required by section 79 of the Act.
- n. **'By-Laws'** means any by-laws, policies and codes of conduct created under Clause 22.j
- o. **'Financial Year'** means the financial year of the Club as set out in Clause 30.
- p. **'Table Money'** means payment required by members and visitors at the start of each session of play. See Clause 12.f.

### 3. Objects

The Club is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- a. teaching and providing amenities, facilities and equipment for the playing of the game of contract bridge.
- b. promoting contract bridge tournaments, competitions, matches and providing for the control and management of bridge sessions and events and
- c. the provision and maintenance of the premises considered necessary, desirable or convenient for the advancement of such objects.

Any income, benefit, or advantage must be used to advance the charitable purposes of the Club.

## **4. Act and Regulations**

Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

## **5. Major Transactions**

The Committee, without any restrictions whatsoever, may decide if any proposed transaction is a major transaction and this decision shall be final in every respect. However, any one item which is over \$20,000 shall be referred to a general meeting of the members for approval.

In all other matters the Committee may purchase, take on lease, or otherwise acquire real and personal property of every description and generally act in all matters which may be thought necessary or expedient for the attainment of any of the objects of the Club, and may sell, exchange, lease, let, hire out, sub-let, mortgage, or otherwise dispose of, or deal with the same or any part thereof, and may build on any land and may repair, alter, improve, or otherwise deal with any building.

## **6. Notices**

These rules, the by-laws and any notices required to be given to members shall be displayed on the noticeboard at the Clubrooms. Copies will be provided on a written application to the Secretary.

## **7. Registered Office**

- a. The registered office of the Club shall be at such place in New Zealand as the Committee from time to time determines.
- b. Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least five working days before the change of address for the registered office is due to take effect, and
- c. in a form and as required by the Act.

## **8. Contact Person**

The Club shall have one person whom the Registrar can contact when needed, being a member of the Committee or any other contact person appointed by the Committee.

The Club's contact person must be -

- a. at least 18 years of age, and
- b. ordinarily resident in New Zealand.
- c. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- d. a physical address or an electronic address, and
- e. a telephone number.

Any change in that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 working days of that change occurring, or the Club becoming aware of the change.

## **9. Members**

Minimum number of members -

The Club shall maintain the minimum number of Members as required by the Act.

### **Membership**

The members of the Club shall be:-

- (i) Ordinary members
- (ii) Life members
- (iii) Honorary members

Life members shall be persons the Club desires to honour. See Guidelines for Life Membership document. The Committee shall follow this in respect to awarding this membership.

Honorary members shall be entitled to all the privileges of the Club without payment of subscription but shall be liable to pay levies.

## **10. Elections of Ordinary Members**

- a. Every applicant for ordinary membership must consent in writing by supplying all information and signing the membership application form prescribed by the Committee.
- b. On election to membership of the Club, each new member shall pay an entrance fee as shall be determined by the Committee.
- c. The Committee may at any time close the membership list for such a period as it sees fit.
- d. The signed written consent of every member to become a Club member shall be retained in the Club's membership records.

## **11. Visitors**

Visitors who are not members of the Club, or of a club affiliated to a contract bridge centre in New Zealand may play at the Club on conditions and payment of such fees as the Committee may from time to time decide. However such visitors will not be eligible to win prizes in Club Championship events.

## **12. Members' Obligations and Rights**

- a. Every member shall provide the Club in writing that member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Club in writing of any changes to those details
- b. Membership does not confer on any member any right, title, or interest (legal or equitable) in the property of the club
- c. All members shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
- d. A member is only entitled to exercise the rights of membership (including attending and voting at general meetings, accessing or using the Club's premises, facilities, equipment and other property, and participating in Club activities) if all subscriptions and any other fees have been paid to the Club by the respective due dates, but no member or life member is liable for an obligation to the Club by reason only of being a member.
- e. The Committee may decide what access or use members may have of, or to, any premises, facilities, equipment or other property owned, occupied, or otherwise used by the Club, and to participate in Club activities, including any conditions of and fees for such access, use, or involvement.
- f. The amount of table money to be paid by each member or visitor at each session shall be decided by the Committee, as and when necessary, including charges to visitors.

## **13. A Member ceases to be a member**

- a. by resignation from that member in writing signed by that member to the Committee. Any member who has not resigned before the end of the financial year is liable for the subscription for the ensuing year or
- b. on termination of a member's membership following a dispute, resolution, process under this Constitution, or
- c. on death, or
- d. by resolution of the Committee where -
  1. The member has failed to pay a subscription, levy or other amount due to the Club within 60 working days of the due date for payment.
  2. In the opinion of the Committee the member has brought the Club into disrepute.

### **Ceasing to be a Member**

A member who has ceased to be a member under this Constitution -

- a. remains liable to pay all subscriptions and other fees to the Club's next balance date.
- b. Shall cease to hold himself or herself out as a member of the Club, and
- c. Shall return to the Club all material provided to members by the Club (including any membership certificate, badges, handbooks and manuals).
- d. Shall cease to be entitled to any of the rights of a Club member.

## **14. Becoming a Member Again**

Any former member may apply for re-admission in the manner prescribed for new applicants, and subject to Committee approval,

But, if a former member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

## **15. Subscriptions and Fees**

- a. Annual subscription for the following year shall be presented at the AGM or a SGM for discussion and ratification by Club members.
- b. Subscriptions are due in advance within 20 days of invoicing.
- c. The annual subscription is payable on or within 30 days of election to the membership of the Club. The Committee shall have the power to determine the subscription by members joining after the first six months of the financial year.

## **16. Annual General Meeting**

- a. The AGM shall be held in the first quarter of each year, in accordance with a date fixed by the Committee.
- b. At least one month's notice of this meeting shall be given to members. The AGM and its business will not be invalidated simply because one or more members do not receive the Notice of the AGM.
- c. No AGM may be held unless at least 20 members or twenty per cent of the Club's current members, whichever is the lesser, form a quorum. If no quorum is present 15 minutes after the time set down for the meeting, the meeting shall be adjourned and immediately reconvened. At the reconvened meeting, if there is no quorum within 15 minutes, the members present shall either adjourn the meeting or the meeting can then transact its business if three-quarters of those present agree.
- d. Any member wishing to bring any business before the AGM shall give notice thereof in writing to the Secretary not less than two weeks before the date of such meeting.
- e. All AGM's to be chaired by the President. If the President is absent the meeting shall elect another member of the Committee to chair that meeting.
- f. Voting shall be on a show of hands or a ballot shall be conducted in such manner as the chairperson determines. In the event of any vote being tied, the chairperson shall exercise a casting vote.
- g. Two members (who are not nominees) appointed by the meeting shall act as scrutineers for the counting of votes and destruction of any voting papers.
- h. Proxy Votes are not accepted.
- i. Minutes shall be kept of all AGM's. The Secretary (or nominee) shall convene and attend all meetings of the Club and of the Committee, keep a correct record of all

resolutions and proceedings of all such meetings, conduct the correspondence of the Club and generally attend to all clerical duties in connection with the Club

## **17. Annual General Meetings: Business**

The business of an AGM shall be to -

- a. confirm the Minutes of the last AGM and any Special General Meeting(s) held since the last AGM,
- b. adopt the annual report on the operations and affairs of the Club,
- c. adopt the Committee's report on the finances of the Club, and the annual financial statements,
- d. set any subscriptions for the current financial year,
- e. consider any motions of which prior notice has been given to members with notice of the meeting, and
- f. consider any general business.
- g. Notice of any disclosures of conflicts of interest made by any Committee members during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## **18. Special General Meeting**

The Committee shall convene a SGM -

- a. whenever it considers it in the interests of the Club to do so, or
- b. if it receives a written request signed by more than ten members and stating the business of the meeting, or for the resolution of a dispute.
- c. Notice of any business to be considered at any SGM must be given at least ten days before the meeting and - in the case of a meeting called under by written request - the meeting must be held within 30 days of the receipt of the requisition.
- d. The rules in this Constitution relating to the procedure to be followed at the AGM shall apply to the SGM, and a SGM shall only consider and deal with the business specified in the Committee's resolution or the written request by members for the meeting.

## **19. Committee**

- a. The Committee shall consist of five or more members who are members and natural persons and not disqualified by the Rules or the Act
- b. The officers shall consist of President, Treasurer, Secretary, Club Captain and general Committee members.
- c. All general meetings of the Club and all Committee meetings shall be chaired by the President or, in the President's absence, the meeting shall elect one of their number to fill the chair.

- d. The Secretary (or nominee) shall convene and attend all meetings of the Club and of the Committee, keep a correct record of all resolutions and proceedings of all such meetings, and deal with correspondence for the Club. The Secretary shall ensure that good meeting records are kept indicating when debates on topics have occurred, voting and action outcomes, and delegations of responsibility.

## **20. Duties of the Committee**

At all times each Committee member -

- a. shall act in good faith and in what he or she believes to be the best interests of the Club,
- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution,
- d. when exercising powers or performing duties as a committee member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - the nature of the Club,
  - the nature of the decision, and
  - the position of the committee member and the nature of the responsibilities undertaken by him or her
- e. must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club, or to the Club's creditors, or cause or allow the activities of the Club to be carried out in a manner likely to create a substantial risk of serious loss to the Club or to the Club creditors, and
- f. must not agree to the Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

## **21. Election of the Committee**

- a. Only financial members of the Club are eligible for election to the Committee.
- b. A notice calling for nominations for election to the Committee for the ensuing year, shall be posted on the noticeboard four weeks before the date of the AGM
- c. Written nominations for election on the approved form, signed by two financial members and including the written consent of the nominee, shall be lodged with the Secretary at least seven days before the AGM.
- d. The AGM shall elect President, Treasurer, Secretary, Club Captain and general Committee members.
- e. In the absence of sufficient valid nominations being received and remaining current

at the date of the annual general meeting, nominations for any vacancies remaining may be made from the floor.

- f. If a vacancy on the Committee occurs between annual general meetings, any vacancy may be filled by appointment by the Committee. The Committee may continue to act despite any vacancy.
- g. The immediate past President shall be an ex officio member of the committee for one year.
- h. The elected Committee members shall sign a form as prescribed by the Act stating that they consent to be a Committee member of the club and that they are not disqualified in any way as prescribed by the Act. The form shall be kept on file.
- i. The term of office shall be from the conclusion of the AGM at which their election is made to the close of the next AGM. Each member shall be eligible for re-election.

## **22. Management by the Committee**

From the end of each AGM until the end of the next, the Club shall be managed by, or under the direction or supervision of the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

- a. The Committee has all the powers necessary for managing - and for directing and supervising the management of - the operation and affairs of the Club, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution. The Committee shall be accountable to the members for the implementation of the policies of the Club as approved by any general meeting and having regard to the best interests of the Club
- b. The Committee may engage employees on such terms and with such powers as it thinks desirable.
- c. Other than matters required by law or by these rules to be decided by the Club in general meeting, the Committee shall do all things in the exercise of the Club's powers and management.
- d. The Committee shall meet at such times and places as it may determine and otherwise where and as convened by the President.
- e. The Committee may co-opt not more than two additional members to the Committee with full voting rights for any specified period.
- f. The quorum for Committee meetings is five.
- g. Only Committee members elected at an AGM or co-opted members who are present in person shall be counted in the quorum and be entitled to vote.
- h. The Committee may appoint sub-committees consisting of such members as it thinks fit and with or without power to co-opt. The President shall ex officio be a member of all sub-committees.
- i. The Committee may act by resolution approved by more than half the members present. In the case of an equality of votes, the chairperson shall have a deliberative and casting vote.

- j. The Committee may from time to time make and amend by-laws, and policies in relation to the Club and codes of conduct applicable to Members and non-members ("By-Laws") provided that no such by-Laws are inconsistent with the Act, any other legislation or this Constitution. In the case of any conflict between this Constitution and the by-Laws, this Constitution shall prevail. Any by-Laws made by the Committee shall be recorded and available to all Members
- k. Each officer or Committee member shall immediately on resigning or ceasing to hold office deliver to the Secretary all books, papers and other property of the Club.

The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology, or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the Minutes of the next Committee or subcommittee meeting.

Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit. These rules, any by-laws, the resolutions of general meetings, the decisions of the Committee on the interpretation of these rules, and all actions taken by the committee in accordance with this Constitution, and on matters not provided in this Constitution shall be final and binding on all members.

## **23. Removal of Committee Member**

A Committee member shall be removed as a Committee member by resolution of the Committee or the Club where in the opinion of the Committee or the Club -

- The Committee member elected to the Committee has been absent from four committee meetings without leave of absence from the Committee.
- The Committee member has brought the Club into disrepute.
- The Committee member has failed to disclose a conflict of interest.
- The Committee passes a vote of no confidence in the Committee member.
- Other grounds for removal  
with effect from (as applicable) the date specified in a resolution of the Committee or the Club.

## **24. Ceasing to Hold Office**

A Committee member shall cease to hold when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with the Act.

## **25. Conflicts of interest**

A Committee member or member of a sub-committee who is an interested member in respect of any matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) -

- a. to the Committee and/or sub-committee, and
- b. in an interests register kept by the Committee.

Disclosure must be made as soon as practicable after the Committee member or member of a sub-committee becomes aware that they are interested in the matter.

A Committee member or member of a sub-committee who is an interested member regarding a matter -

- 1. must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter unless all members of the Committee who are not interested in the matter consent; and
- 2. must not sign any document relating to the entry into a transaction or the initiation of the matter unless all members of the Committee who are not interested in the matter consent; but
- 3. may take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, a Committee member, or member of a sub-committee, who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of Committee members are prevented from voting on a matter because they are interested in that matter, a SGM must be called to consider and determine the matter, unless all non-interested Committee members agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

## **26. Records - Register of Members**

The Club shall keep an up-to-date Register of Members.

For each current member, the information contained in the Register of Members shall include -

- a. their name, and
- b. the date on which they became a member (or unknown)
- c. their contact details, including —
- d. a physical address or an electronic address, and
- e. a telephone number.
- g. Email address (if any)
- h. Whether the member is financial or nonfinancial

Every current member shall promptly advise the Club of any change of the member's contact details.

The Club shall also keep a record of the former members of the Club. For each member who ceased to be a member within the previous seven years, the Club will record:

- The former member's name, and
- The date the former member ceased to be a member.

## **27. Interests Register**

The Committee shall at all times maintain an up-to-date register of the interests disclosed by any Committee member, or by members of any sub-committee.

## **28. Access to information for Members**

A member may at any time make a written request to the Club for information held by the Club.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Club must, within a reasonable time after receiving a request -

1. Provide the information, or agree to provide the information within a specified period, or
2. Agree to provide the information within a specified period
3. Agree to provide the information if the member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information, or
4. Refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if -

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its members, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Club, or
4. the information is not relevant to the operation or affairs of the Club, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or

7. the burden to the Club in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Club requires the member to pay a charge for the information, the member may withdraw the request, and must be treated as having done so unless, within ten working days after receiving notification of the charge, the member informs the Club —

1. that the member will pay the charge; or
2. that the member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **29. Finances**

### **Control and Management**

The funds and property of the Club shall be -

- a. controlled, invested and disposed of by the Committee, subject to this Constitution, and
- b. devoted solely to the promotion of the purposes of the Club.
- c. The Committee shall maintain bank accounts in the name of the Club.
- d. All money received shall be deposited in bank accounts or invested under such conditions as the Committee determines.
- e. Authorities for payment shall be signed by any two signatories of the Treasurer, President or Secretary.
- f. No member shall derive any personal pecuniary benefit from membership of the Club. Any payments made to a member of the Club, or person associated with a member, must be for goods and/or services that advance the objects of the Club and must be reasonable and relative to payments that would be made between unrelated parties.

The Committee must ensure that there are kept at all times accounting records that -

- a. correctly record the transactions of the Club, and
- b. allow the Club to produce financial statements that comply with the requirements of the Act, and

- c. an Accounts Reviewer shall be appointed at each AGM and it shall be his/her duty to examine the accounts and records of the Club to verify the Statement of Accounts and Balance Sheet are correct.
- d. The Committee must establish and maintain a satisfactory system of control of the Club's accounting records.
- e. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the previous seven completed accounting periods of the Club.

### **30. Financial Year**

The Club's financial year shall commence on the 1st day of January of each year and end on 31<sup>st</sup> day of December of that year (the latter date being the Club's balance date).

### **31. Dispute Resolution**

The Club acknowledges that all parties have a right to be heard and that any complaint or dispute must be handled independently and impartially in the manner consistent with the rules for natural justice. The Club will follow Schedule 2 of the Act in setting up an appropriate response to any complaint received or dispute that develops.

A dispute is a disagreement or conflict involving the Club and/or its members and or its Committee members in regard to this Act.

In the interests of clarity: disputes between players, the playing of bridge and NZ Bridge are covered by the Rules of the Game and a Code of Conduct, and as such do not fall under these Rules. Notwithstanding the provisions in the Act, the Committee also has the power to refer any matter, allegation, or complaint of conduct, discipline or dispute that it considers sufficiently significant, concerning or important, to the Board of Management of NZ Bridge for enquiry, investigation and/or determination by the Board's appropriate Standing Committee, and in the event any such referral is accepted by the Board for that purpose the Committee shall abide by any consequent verdict, decision or determination as the case may be.

## **32. Liquidation and removal from the Register**

Resolving to put the Club into liquidation.

- a. The Club may be liquidated in accordance with the provisions of Part 5 of the Act.
- b. The Committee shall give 30 working days written notice to all members of the proposed resolution to put the Club into liquidation as well as removal of the Club from the Register of Incorporated Societies.
- c. The Committee shall also give written notice to all members of the general meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by Section 228(4) of the Act.
- d. Any resolution to put the Club into liquidation and removal from the Register must be passed by a simple majority of all members present and voting.

## **33. Surplus Assets**

If the Club is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any member, and if any property remains after the settlement of the Club's debts and liabilities, that property must be given or transferred to NZ Bridge Inc for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

## **34. Alterations or Amendments to the Constitution**

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to members as outlined in Section 31 of the Act.

- a. The Club may amend or replace this Constitution at a general meeting by a resolution passed by a simple majority of those members present and voting.
- b. That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution.
- c. Any proposed resolution to amend or replace this Constitution shall be signed by at least 20 percent of eligible Members and given in writing to the Committee at least 20 working days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- d. Any amendment to be considered must be distributed to all members at least 20 working days before the General Meeting with any reasons for the proposal, and any recommendations the Committee may have.
- e. When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.
- f. If the Club is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

### **35. Common Seal**

The Club will have a Common Seal that must be kept in a safe place.

The Common Seal may be affixed to any document:

1. by resolution of the Committee, and must be countersigned by two Committee members, or
2. by such other means as the Committee may resolve from time to time.

### **36. Bylaws**

The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Club activities and codes of conduct applicable to members, but no such bylaws, policies or codes of conduct applicable to members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.