

CONSTITUTION OF THE WEST COAST BRIDGE CLUB, INC

As amended 1988 and at AGM 2003, 2004, 2010, 2011 and 2017

1. NAME AND STATUS

The name of the Club is "West Coast Bridge Club", hereinafter referred to as the "Club". The Club is a non-profit organisation and the income and property of the Club shall be applied solely towards the promotion of the objects of the Club.

2. OBJECTS

The objects of the Club are to promote and encourage the game of bridge and to promote and encourage skilful games as the Management Committee may from time to time decide upon and for such purposes will do all or any of the following:

- a) Purchase, lease, hire or otherwise acquire any real or personal estate for the purpose of the Club.
- b) Lay out, build, erect, alter or otherwise maintain upon the premises for the time being belonging to or occupied by the Club, club rooms; and furnish and fit out same for the benefit of the Members of the Club.
- c) Compete in matches arranged by the Bridge Association of Western Australia, and other special matches and activities as decided by the Management Committee of the Club.
- d) Become affiliated with, or subscribe to, any association or body whose objects are similar to those of the Club, provided that such affiliation and/or subscription will cease if a three-fourths majority of Members voting at a general meeting of the Club so decide.
- e) Borrow or raise upon loan any sum of money and, for the purpose of securing the repayment thereof, to execute or give any mortgage, charge bonds, debentures, bills of exchange, promissory notes, or any other securities over all or any of the property of the Club as may be deemed necessary, and to liquidate, redeem or pay off such obligations and securities or any of them.

3. NOT-FOR-PROFIT BODY

- a) The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b) A payment may be made to a member out of the funds of the Club only if it is:
 - (i) a payment made in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club in the ordinary course of business; or
 - (ii) reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

4. MEMBERSHIP

- a) Any person wishing to join the Club shall submit a completed membership application form, signed by a proposer and seconder who shall be Club members, together with a non-refundable nomination fee, to the Honorary Treasurer. The form will be displayed on the Club notice board for two weeks. Objections to the membership must be communicated in writing, through the Honorary Secretary, to the Management Committee. The Management Committee reserves the right to accept or reject the application. On acceptance of the application, the new Member is required to pay the annual subscription fee as decided by a General Meeting of Members from time to time. Such persons are also required to pay table money as decided by the Management Committee from time to time.
- b) Every Member, on joining the Club, will be advised of the availability of the Club's Constitution on the Club website.
- c) Every Member of the Club implicitly undertakes to comply with the Club's Constitution and such additional rules as the Management Committee may make from time to time. Provision for clarification of, or challenge to, the additional rules is available to Members under Clause 6(b).

- d) Every Member shall communicate to the Honorary Secretary his/her address and inform the Honorary Secretary of any change of name and/or address. All notices required under this Constitution shall be posted or emailed to the address in the Register of Members and shall be deemed to have been duly delivered on the day after the posting or emailing of such notice.
- e) Persons who are not Members of the Club may be required to pay table money in excess of that paid by Members as decided by the Management Committee from time to time. The Management Committee reserves the right to exclude such persons from playing and/or accepting prizes in any of the Club championships. Such persons may not vote at any meeting of the Club and may not voice any opinions at such meetings save by the request of the President or his/her proxy.
- f) Members or former Members may be elected by the Management Committee to Honorary Life Membership in recognition of meritorious service to the Club. The total number of such Honorary Life Members shall at no time exceed (10) ten living members. Election to Honorary Life Membership shall be by unanimous resolution of the Management Committee. Honorary Life Membership shall continue until death unless the Honorary Life Member resigns his/her Honorary Life Membership, or it is terminated by unanimous resolution of the Management Committee. An Honorary Life Member shall have full membership rights and shall be exempt from all levies and subscriptions to the Club excepting the payment of table money.
- g) Members who fail to pay annual subscriptions by the 31st July for the current year shall be deemed unfinancial, and shall relinquish all privileges of membership until the subscription is paid. Exceptions can be made, at the discretion of the Honorary Treasurer, for Members who are unable to pay their annual subscriptions by this date for reasons of illness or extended absence; however, such Members should advise the Honorary Treasurer of their anticipated absence in advance, if possible.
- h) The Management Committee shall have the right to expel any Member subject to the provisions of Clause 20 of this Constitution.
- i) A person ceases to be a member of the Club when any of the following takes place: the person dies; the person resigns from the Club; the person becomes unfinancial; the person is expelled from the Club.
- j) No person who ceases to be a Member of the Club shall have any claim, monetary or otherwise, on the Club, its funds or its property, except to the extent of any debt owing by the Club to such person.

5. FINANCIAL YEAR

The financial year will commence on the first day of July and end on the 30th day of June.

6. GENERAL MEETINGS

- a) The Annual General Meeting of the Club will be held as soon as possible after June 30th but not later than August 31st each year. The Honorary Secretary shall give notice of the Annual General Meeting to all Members in the Register of Members at least twenty-eight days prior to such meeting, inviting Members to submit motions on notice and nominations for Members of the Management Committee. Motions on notice that have been received at least fourteen days before the Annual General Meeting shall be provided to all Members at least ten days before the date set for the Annual General Meeting.

The Agenda for the Annual General Meeting shall include the following items:

- (i) Minutes of the previous Annual General Meeting and of any subsequent general meetings.
- (ii) Treasurer's and Auditor's reports.
- (iii) Report by the President.
- (iv) Election of Management Committee.
- (v) Appointment of Auditor.
- (vi) Ratification of annual subscriptions.
- (vii) Motions on notice.
- (viii) Any other business.

- b) A General Meeting of Members may be held through a resolution of the Management Committee or on the petition of one-quarter of, or forty Members of the Club, whichever is the lesser. In the latter case, the President must be the recipient of the petition and a general meeting shall be held within twenty-one days of the receipt of the petition by the President who shall convene the meeting or instruct the Honorary Secretary to do so, by giving at least seven days notice to all Members in the Register of Members of such meetings.
- c) All General Meetings shall be conducted according to the "Standing orders for the conduct of Council meetings of the Bridge Association of Western Australia (Inc.)" except where such rules apply specifically and exclusively to the Bridge Association of Western Australia (Inc.).
- d) Only Members present at a General Meeting are permitted to vote. Decisions shall be by simple majority vote, save in the question of amendments to this Constitution (see Clause 19). In all matters the Chair shall have a casting vote as well as a deliberative vote.

7. QUORUM

At all General Meetings a number equivalent to one-quarter of the number of Members of the Club, or forty, whichever is the lesser, shall constitute a quorum.

8. SUBSCRIPTIONS

The amount of the nomination fee and annual subscription shall be decided upon by the Management Committee, and their decision must be brought before the Members for ratification, either at the Annual General Meeting or a General Meeting of Members called for that purpose.

The amount of table money payable shall be decided by the Management Committee.

9. MANAGEMENT COMMITTEE

The Management Committee of the Club shall include the following Office Bearers: President, Vice-President, Honorary Treasurer, Honorary Secretary, and a maximum of five Committee Members. The Office Bearers shall be elected at the Annual General Meeting by a simple majority vote of Members present, and shall hold office until the conclusion of the next Annual General Meeting when they shall retire. They shall be eligible for re-election from year to year, but no person shall hold the office of President for more than three consecutive years.

Persons who are not to be members of the Management Committee

The following persons must not, without prior approval of the Commissioner for Consumer Protection, accept an appointment or act as a member of the Management Committee:

- a) a person who is a bankrupt or whose affairs are under insolvency laws;
- b) a person who has been convicted of an indictable offence in relation to the formation or management of a body corporate in the last five years;
- c) a person who has been convicted of an offence involving fraud or dishonesty punishable by at least three months imprisonment in the last three years; or
- d) a person who has been convicted of an offence under section 127 of the Associations Incorporation Act 2015, where a person has allowed an association to operate while insolvent in the last five years.

Payments to committee members

A payment may be made to a Committee Member out of the funds of the Club only if it is:

- (i) an annual honorarium (approved by a General Meeting of the Club) for the services he/she provides to the Club;
- (ii) a payment made in good faith as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club in the ordinary course of business; or
- (iii) reimbursement of reasonable expenses properly incurred on behalf of the Club.

10. NOMINATION OF MANAGEMENT COMMITTEE MEMBERS

Nominations for the Management Committee shall be called for not less than four weeks prior to the Annual General Meeting. All nominations shall be in writing and signed by the proposer and seconder, and countersigned by the nominee. Nominations must be submitted to the Honorary Secretary at least two weeks prior to the Annual General Meeting, who shall post the nominations on the Club notice board no later than ten days before the date set for the Annual General Meeting.

11. DUTIES OF THE PRESIDENT

The President:

- a) shall preside at all meetings of the Club;
- b) shall be responsible for the proper conduct of Club affairs as set out in the Constitution;
- c) shall coordinate Club policy as approved by the Management Committee;
- d) shall be empowered to co-opt Members for particular jobs;
- e) shall represent the Club at official functions when invited to by kindred clubs and associations.

12. DUTIES OF THE VICE-PRESIDENT

The Vice-President:

- a) shall assist the President at all times in his/her duties;
- b) shall preside at any meetings in the absence of the President; in the event of both the President and the Vice-President being absent, the meeting shall elect a chairperson for the meeting;
- c) may deputise for the President if requested.

13. DUTIES OF THE HONORARY SECRETARY

The Honorary Secretary:

- a) shall conduct the correspondence of the Club and have custody of all documents of the Club;
- b) shall arrange meetings of the Club and the Management Committee and send out notices for meetings;
- c) shall keep in full all minutes of meetings held by the Club;
- d) shall attend to such matters as the Management Committee may direct;
- e) shall maintain a record of Management Committee members and other persons authorised to act on behalf of the Club;
- f) shall keep a Register of Membership setting forth:
 - (i) The name of each Member
 - (ii) The address of each Member
 - (iii) Yearly subscription paid by each Member.

14. DUTIES OF HONORARY TREASURER

The Honorary Treasurer:

- a) shall receive all money on behalf of the Club, giving receipts when necessary, pay bills and invoices authorised by the Management Committee, and place money into such interest-bearing accounts at such banks as the Management Committee may from time to time decide upon;

- b) shall keep the accounts of the Club and shall prepare a statement of receipts and payments for each meeting of the Management Committee;
- c) shall prepare an annual statement of accounts and balance sheet of the Club to the thirtieth day of June each year for presentation to the Auditor and at the Club's Annual General Meeting.

15. DUTIES OF THE MANAGEMENT COMMITTEE

- a) The Management Committee is responsible for implementing the Club's constitution, managing the affairs of the Club and ensuring that it meets its obligations under the *Associations Incorporation Act 2015*. However, all proposed expenditures in excess of \$20,000 must be approved by a majority of Members at a General Meeting of the Club.
- b) The Management Committee shall meet at least once every calendar month, or when the President considers it necessary. The Honorary Secretary shall give one week's notice of such meetings.
- c) The Honorary Secretary shall at the request of the President, or any two members of the Management Committee, call a special meeting of the Committee at such notice as he/she or the requesting Members think fit, but so that the meeting takes place not more than fourteen days from receipt by the Honorary Secretary of the request for the meeting.
- d) A quorum shall consist of four members of the Management Committee.
- e) If any member is absent from three or more consecutive ordinary meetings of the Management Committee, the member shall be deemed to cease to hold office unless he/she has prior leave.
- f) Any vacancy that occurs on the Management Committee during the financial year may be filled by a majority decision of the remaining members of the Management Committee.
- g) The Management Committee may appoint one or more of its number to the Council of the Bridge Association of Western Australia according to the constitutional provisions of that body.
- h) The Management Committee shall appoint a Master-point Secretary whose duties will be to obtain an ABF number for each new Member, and to maintain records of all particulars in respect of rating, grading, tournaments won, and any other matters that affect the status of Members as bridge players.

Material Personal Interests of Management Committee Members

- a) A member of the Management Committee who has a material personal interest in a matter being considered at a Management Committee meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his/her interest to the Committee;
 - (ii) disclose the nature and extent of the interest at the next general meeting of the Club.
- b) A member of the Management Committee who has a material personal interest in a matter being considered at a meeting of the Committee must not be present while the matter is being considered at the meeting or vote on the matter.
- c) The Club must record every disclosure made by a Management Committee member of a material personal interest in the minutes of the Committee meeting at which the disclosure is made.

16. DUTIES OF MEMBERS

- a) Every Member shall abide by the Constitution and such additional rules as the Management Committee may make from time to time.
- b) Every Member shall communicate to the Honorary Secretary his/her address for the time being. All notices required under these rules or by the Club shall be deemed to have been duly delivered on the day after the posting or emailing of each notice.

Inspection of records and documents

When a member wishes to inspect any of the following documents of the Club: the register of Club members; the names and addresses of Management Committee members and other persons authorised to act on behalf of the Club; or any other record or document of the association:

- a) The member must contact the secretary to make the necessary arrangements for the inspection.
- b) The inspection must be free of charge.
- c) If the member wants to inspect a document that records the minutes of a Management Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- d) The member may make a copy of or take an extract from a record or document referred to in subrule (c) but does not have a right to remove the record or document for that purpose.
- e) The Management Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.
- f) The member must not use or disclose information in a record or document referred to in subrule (c) except for a purpose:
 - (i) that is directly connected with the affairs of the Club; or
 - (ii) that is related to complying with a requirement of the *Associations Incorporation Act 2015*.

17. BANKING

All cheques on the bank accounts of the Club shall be signed by any two of President, Honorary Secretary, Honorary Treasurer and Vice President, or any other member of the Management Committee appointed by the Management Committee.

In the case of electronic banking, including electronic transfers and direct debits, an authorisation statement signed by the Treasurer and one other authorised signatory from the Committee must be completed. In the event of recurring transactions with the same supplier, the same authorisation statement may be used.

18. AUDITOR

An auditor recommended by the Management Committee and appointed at the Annual General Meeting shall inspect the Register of Members, statement of accounts and balance sheet, and shall certify the same. The auditor may at any time call for the production of all books, accounts, vouchers and all other documents relative to the affairs of the Club. He/she shall not be a member of the Management Committee.

19. AMENDMENTS TO THE CONSTITUTION

No part of this Constitution shall be repealed, amended or added to, save and except by a three-fourths majority of the Members voting at an Annual General Meeting of the Club or at a General Meeting of the Club called for the purpose of discussing a motion to amend, repeal or add to the Constitution, of which twenty-one days prior notice has been given.

20. CONDUCT OF MEMBERS

- a) Every member, on joining the Club, implicitly undertakes to comply with the rules of the Club and to demonstrate a high level of courtesy and consideration to their partners, to their opponents at the table and to the membership at large.
- b) Any refusal or neglect to do so, or any conduct, whether upon the premises of the Club or elsewhere, which is unbecoming, shall render such Member liable to disciplinary action.
- c) The Management Committee may investigate any of the aforesaid matters and may decide to counsel the Member for a minor infraction, or require the Member to appear before the Disciplinary Tribunal if the matter is considered to be of a more serious nature.
- d) The Disciplinary Tribunal shall be formed from time to time, as required, by the Management Committee and shall comprise the following members:
 - (i) A member of the Management Committee, not directly involved in any preliminary actions concerning the

case, nominated by the President and approved by the Management Committee.

- (ii) A member of the Directing Panel, not directly involved in the case and not a member of the Management Committee, nominated by the Directing Panel.
- (iii) A Life Member of the Club or a Past President of the Club who is not a member of the Management Committee and not directly involved in the case, nominated by the President and approved by the Management Committee.
- (iv) The Disciplinary Tribunal shall elect its Chair from among its members.

Should no one be available to sit on the Discipline Tribunal from categories (ii) or (iii) above due to a conflict of interest or other causes, the Management Committee shall select a Club Member at large to fill the vacancy.

- e) The Club Secretary shall furnish each member of the Disciplinary Tribunal and the Member concerned with a full copy of the charge(s) against the Member, together with any supporting documentation, and shall arrange the date and time of the Tribunal.
- f) The Disciplinary Tribunal may interview any Club member who may be able to provide the Tribunal with information concerning the matter.
- g) The Member shall retire from the meeting at the conclusion of the investigation, to allow the Tribunal to arrive at a decision.
- h) If, in the opinion of the Disciplinary Tribunal, the charge(s) are sustained, the offending Member shall be subject to one of the following penalties:
 - (i) A formal sanction in writing.
 - (ii) A period of suspension from the Club, to be determined by the Disciplinary Tribunal.
 - (iii) Being struck off the Register of Members. If struck off the Register under this rule, the offending Member shall forfeit all entrance fees and subscriptions paid by him/her and all rights and claims upon the Club and its properties.
- i) The Chair of the Disciplinary Tribunal shall inform the Club Secretary of the Disciplinary Tribunal's decision in writing and the Secretary shall, in turn, inform the Member by mail or email of any penalty the Disciplinary Tribunal has imposed.
- j) The Member may appeal a decision of the Disciplinary Tribunal to the Management Committee within 14 days of the date of the Secretary's letter. The appeal must be made in writing, stating the basis for the appeal on grounds of either the severity of the penalty or lack of procedural fairness.
- k) Any member of the Management Committee who has been a member of the Disciplinary Tribunal or has been directly involved in the matter shall be excluded from the appeal process.
- l) The Management Committee shall consider the appeal and make a final decision.
- m) The Club secretary shall inform the Member of the result of the appeal in writing.

21. INTERPRETATION OF RULES

The interpretation of these rules or any of the by-laws thereunder shall be in the sole determination of the Management Committee whose decisions shall, until set aside by a General Meeting, be binding on all Members.

22. WINDING UP

The Club shall be capable of continuing its corporate existence so long as there shall be sufficient Members to form the Management Committee by the rules provided. Should at any time the membership fall below such a number, then the Club shall cease to exist, and shall be wound up by those Members remaining who shall have full power thereupon, notwithstanding any provision hereof, to wind up the affairs of the Club. Such Members shall decide as to the disposal of the assets of the Club, but such assets shall not be granted to any person or institution other than such with similar aims and objects to the Club. In particular, the remaining Members shall have the power to sell or otherwise realise on any or all assets of the Club for the purpose of meeting undischarged liabilities of the Club.