



WEST AUSTRALIAN BRIDGE CLUB (INCORPORATED) CONSTITUTION (herein referred to as the "Rules")

NAME

1. The name of the Association

The name of the Association is "WEST AUSTRALIAN BRIDGE CLUB".

DEFINITIONS

2. Interpretations

In these Rules unless the contrary intention appears

1. "Act" means the Association Incorporation Act 1987.
2. "Club" means the Association referred to in Rule 1.
3. "Commissioner" referred to in Rule 32 means the Commissioner responsible for administering The Act .
4. "Committee" means the Committee of Management of the Club referred to in Rule 14.
5. "financial year" means each period commencing 1 July and ending on the 30 June of the following year.
6. "Annual general meeting" is the meeting convened under Rule 26.
7. "ordinary resolution" means a resolution other than a special resolution.
8. "special general meeting" means a general meeting other than the annual general meeting.
9. "special resolution" means a resolution which is passed by a majority of not less than three-fourths of the members of the Club who are entitled to vote and vote in person or by proxy, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

TERMS OF REFERENCE

3. The objects of the Club

The objects of the Club are:

1. To promote and foster the game of bridge among members.
2. To provide and maintain suitable premises for the activities of the Club.
3. To provide amenities for the benefit and entertainment of the members.
4. To do such other things as are incidental or conducive to the above objects.

4. Income and Property of the Club

The income and property of the Club must be applied solely to the promotion of its objects and no part of that property or income will be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the members provided that remuneration may be paid by the Club in good faith in the promotion of its objects to officers and servants of the Club or other persons in return for services actually rendered to the Club.

MEMBERSHIP

5. Application for Membership

A person who wishes to become a member must:

1. Apply for a membership in writing, with the application:
 1. Signed by that person and both of the members referred to in paragraph 5.2.
 2. In such form as the Committee from time to time directs; and
2. be proposed by one member and seconded by another member.

6. Election to Membership

1. The Committee must consider each application for membership and either accept or reject that application. The Committee may refuse to accept any application without giving any reasons for such refusal.
2. All applicants' names shall be posted on the noticeboard of the club for a period of not less than seven days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election.

7. Life Membership

Life membership may be conferred on a member for outstanding work done for the Club over a number of years if recommended by the Committee and confirmed by a resolution of the majority of the members present and voting at a General Meeting. Life Members shall not be required to pay any subscription.

8. Honorary and Temporary Membership

1. A person who is on any day visiting the club as a member or an official of, or a person assisting a team that is to contest a prearranged bridge event on that day, or at the invitation of a member to engage in a bridge event on that day, may be taken to be a person who is afforded temporary membership on that day subject to such conditions as to payment or otherwise the Committee thinks fit.
2. The Committee may also admit visitors to Western Australia to Honorary Membership for such periods and subject to such conditions as to payment or otherwise as it thinks fit.
3. Honorary and Temporary Members will have all the privileges of members except that they may not:
 1. be members of Committee.
 2. vote at General Meetings.
 3. propose or second individuals for membership.

9. Guests

Members may introduce guests to the club at any time provided that:

1. No member may introduce more than three (3) guests to the club at any one time.
2. Any member introducing a guest must enter the name and required details of the guest into the Club Visitors' Register and the member and the guest must sign the Register.
3. A guest shall not be supplied with liquor in the club premises except on the invitation and in the company of that member.
4. A guest shall only be supplied with liquor for consumption on club premises.
5. The member introducing the guest shall be responsible for the proper conduct of that guest whilst on the club premises.

6. Any person who has been refused membership of the club or who is under suspension or expulsion from the club shall not be admitted as a guest of any member of the club.
7. A member may, at their expense, and with the approval of the club committee, supply liquor to guests over the age of eighteen (18), without limitation as to number, at a function held by or on behalf of that member, at the club premises.

10. Entrance Fees and Subscriptions

1. Nomination fees and a defined annual, half yearly or quarterly subscription fee payable in advance will be reviewed and the amount determined by the Committee at least one calendar month prior to the end of the subscription period.
2. Each Member except a Life Member must pay to the Club, annually on or before 1 January or such other date as the Committee from time to time determines, the amount of the subscription determined by the Committee under Rule 10.1.

11. Cessation of Membership

1. Membership of the Club may be terminated upon:
 1. receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Club.
 2. non payment by a member of his or her subscription within three (3) months of the date fixed by the Committee for subscriptions to be paid unless the Committee decides otherwise in accordance with Rule 10.
 3. expulsion of a member in accordance with Rule 23.
2. No person who ceases to be a member of the Club shall have any claim monetary or otherwise upon the Club, its funds or property except to the extent of any debt owing by the Club to such person.

12. Reinstatement

The Committee may reinstate, subject to such conditions, if any, as it thinks fit, any former member whose membership was terminated under Rule 11. The Committee may waive payment of the Nomination Fee for a rejoining member of good standing.

13. Register of Members

The Secretary on behalf of the Club, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Club and their postal or residential addresses, and upon the request of a

member of the Club, shall make the register available for the inspection for the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

THE COMMITTEE

14. Committee of Management

1. The affairs of the Club will be managed exclusively by a Committee of Management consisting of:
 1. a President.
 2. a Secretary.
 3. a Treasurer.
 4. up to 7 ordinary Committee Members all of whom must be members of the Club.
 5. the Executive Officer of the Club, ex officio, and
 6. one (1) other member of the Club as may be appointed by the Committee from time to time in accordance with Rule 14.5.
2. The President, Secretary and Treasurer will be elected to office at an annual general meeting.
3. Subject to Rule 14.1.6 and Rule 14.5, ordinary Committee Members must be elected to membership of the Committee at an annual general meeting.
4. The Committee will appoint a Vice President and a Tournament Sub-committee Convenor from those of their number elected to or appointed by the Committee.
5. The Committee may in its absolute discretion appoint a member of the Club to be a member of the Committee and the member appointed shall hold office as an ordinary member of the Committee as if elected at the Annual General Meeting prior to his or her appointment.

15. President

1. Subject to this Rule, the President must preside at all general and Committee meetings.
 1. In the event of the absence from a general meeting of the President, the Vice President will preside.

2. In the event of the absence of both the President and Vice President, a member elected by the other members present at the general meeting, must preside at the general meeting.
 3. In the event of the absence from a Committee meeting of the President, the Vice President will preside.
 4. In the event of the absence of both the President and the Vice President, a Committee member elected by the other Committee members present at the Committee meeting must preside at the Committee meeting.
2. In conjunction with the Vice President, the Secretary and the Treasurer, the President will manage the work of the Executive Officer to ensure that all statutory obligations of the Club are met and that the Club is operated effectively and efficiently.

16. Secretary

The Secretary must, subject to the control of the Committee and with the assistance of the Executive Officer:

1. Convene all meetings, general and Committee.
2. Attend all meetings and keep full and correct minutes of all proceedings of the Committee and the Club.
3. Co-ordinate the correspondence of the Club.
4. Comply on behalf of the Club with:
 1. section 28 of the Act by keeping and maintaining in an up to date condition the Rules of the Club, and upon the request of a member of the club, must make available those Rules for the inspection of the member and the member may make a copy of or take an extract from the Rules but will have no right to remove those Rules for that purpose; and
 2. section 29 of the Act by maintaining a record of the names and addresses of the persons who hold the offices of the Club provided for by these Rules, including all offices held by the persons who constitute the Committee and persons who are authorized to use the common seal of the Club under Rule 24 and the Secretary must upon request of a member of the Club, make available the record for the inspection of the member and the member may make a copy or take an extract from the record but will have no right to remove the record for that purpose.
5. Have custody of all books, documents, records and registers of the Club other than those required to be kept and maintained by these Rules in the custody of the Treasurer; and

6. Perform such other duties as are imposed by the Committee.

17. Treasurer

The Treasurer shall, subject to the control of the Committee and with the assistance of the Executive Officer and where agreed by the Committee with the assistance of such other professional service providers as may be required from time to time:

1. Comply on behalf of the Club with sections 25 and 26 of the Act by keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club.
2. Collect and bank all moneys received and issue proper receipts for those monies in the name of the Club.
3. Arrange for all payments and disbursements authorised by the Committee and obtain and keep proper receipts for such.
4. Prepare and submit financial statements to the Committee as required by it.
5. Prepare and present the Treasurer's Report to the Annual General Meeting as required by Rule 26.2.3 and the Act.
6. Have custody of all securities, books and documents of a financial nature and accounting records of the Club.
7. Perform such other duties as are imposed by these Rules and/or the Committee.

18. Tenure of Office

1. The Committee members will:
 1. be elected annually at an Annual General meeting unless appointed as provided for under Rule 14 or Rule 20.
 2. each hold office from the declaration of his or her election at the Annual General Meeting until the declaration of the results of the elections at the next Annual General Meeting, but he or she is eligible for re-election to membership of the Committee.
2. The President will be restricted to three (3) consecutive terms of office.

19. Election of the Committee

1. At least 42 days prior to the Annual General Meeting in each year the Secretary will post on the notice board at the Club premises a notice calling for nominations for the office of President, Treasurer, Secretary and ordinary membership of the Committee for the ensuing year.

2. The notice will specify a date 21 days prior to the Annual General Meeting on which nominations close.
3. Nominations must be in writing on forms provided by the Club and must be signed by the candidate and by a proposer and a seconder each of whom must be a member entitled to vote other than an Honorary or Temporary Member.
 1. The Secretary will post the names of each nominee as they are received on the Club Notice Board and on the Club website.
4. If more than the required number of candidates is nominated, election shall be by ballot, which shall be conducted as follows:
 1. As soon as possible after the close of nominations the Secretary shall, by posting the details on the Club website and on the Club Notice Board and by emailing the details to members who have lodged a valid email address with the Club.
 - 1 advise the names of the members who have nominated for office or for the Committee.
 - 2 advise that ballot papers are available.
 2. The Secretary shall prepare ballot papers containing details of the members who have nominated for office and for the Committee, and details of the voting procedure, and provide ballot papers to members who express an intention to vote and request a ballot paper.
 3. The Secretary shall make available, for collection at the Club office, one ballot paper only to each member who is eligible to vote.
 4. The Secretary shall provide a locked and secure ballot box in a public place in the Club where ballots can be lodged.
5. Whenever a ballot is necessary to appoint an officer of the Club, nomination for that office shall be treated also as nomination for ordinary membership of the Committee unless the nominee is unwilling to act.
6. The ballot shall close at 1:00 pm on the day of the Annual General Meeting, and only ballot papers received at the Club premises in the nominated ballot box by that time shall be included in the count.
7. The count shall be made by two returning officers appointed by the Committee from Club members who have not nominated for any office or Committee membership.
8. The results of the ballot shall not be disclosed to anyone prior to the Annual General Meeting at which one of the returning officers shall inform the Chairperson of the results.

9. Any tie in the ballot will be settled by resolution of those present, entitled to vote and voting at the meeting.
10. The Chairperson will declare the results of the elections at the Annual General Meeting.

20. Casual Vacancies in membership of the Committee

1. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
 1. dies;
 2. resigns by notice in writing to the Committee;
 3. is absent from more than three (3) consecutive Committee meetings without satisfying the Committee that he or she had good reason for such failure to attend;
 4. ceases to be a member of the Club;
 5. is convicted of an offence under the Act.
2. The Committee may appoint any member of the Club other than an Honorary or a Temporary Member to fill any vacancy on the Committee however occurring.

21. Committee Meetings

1. Ordinary meetings of the Committee will be held once a month.
2. Six (6) committee members at a Committee meeting will constitute a quorum.
3. Each Committee member has a deliberative vote.
4. A question arising at a Committee meeting must be decided by a majority of votes, but if there is no majority, the person presiding at the Committee meeting will have a casting vote as well as a deliberative vote.
5. The Chairperson may adjourn the meeting from time to time.
6. Proxy votes will not be valid at these meetings.
7. As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or a proposed contract, or a contract in the contemplation of the Committee, or, in the case of the Executive Officer, an interest relating to his or her duties, must as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee and not take part in any deliberations or decisions of

the Committee with respect to that contract. The Secretary must record the disclosure in the minutes of the meeting of the Committee.

8. The Secretary must give each member of the Committee at least 48 hours notice of the date, time and place of every Committee meeting, ordinary or special, provided that any member may waive the necessity of notice to himself/herself.
9. The Secretary will immediately convene a Special Meeting of the Committee if directed to do so:
 1. by the President; or
 2. by written requisition signed by three (3) members of the Committee stating in that request the purpose for which the special meeting is required.

22. Sub-committees

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

1. The President will be an ex officio member of all sub-committees.
2. All sub-committees must be convened and chaired by a member of the Committee of Management.
 1. The convenor of a sub-committee may co-opt club members as members of the sub-committee.
3. All sub-committees must operate within Terms of Reference approved by the Committee of Management.

23. Disciplinary Powers of the Committee

1. The Club shall appoint club members of high standing, as determined by the Committee, to a panel of Recorders from nominations made by the Tournament Committee. The Recorder(s) shall consider verbal or written complaints regarding behaviours, or other issues, to do with conduct at the playing table or on the Club premises, and shall mediate those complaints in accordance with Terms of Reference approved by the Committee, or refer them to the Committee under Rule 23.2 below.
2. Notwithstanding the role of the Club Recorder, the Committee may of its own volition or upon receipt of a complaint in writing hold an enquiry concerning the conduct of any member and may in its discretion and without giving any reasons for its decision, expel, suspend, caution, or otherwise deal with such members as it thinks fit.

3. The member concerned shall have the right to be heard by the Committee before its decision is made.
4. If the Committee decides to expel the member, the member may by notice in writing to the Secretary within seven (7) days of the communication to him/her of the decision of the Committee refer the decision without delay to a general meeting, but the decision of the Committee to expel shall prevail unless reversed by resolution of the majority of those present and entitled to vote at the meeting; if so reversed the expulsion shall become void.

24. Additional Powers of the Committee

1. Without affecting the generality of the powers conferred upon it by this Constitution or by the law or otherwise, the Committee shall have the following additional powers, authorities and discretions:
 1. To control the finances of the Club.
 2. To purchase, lease, hire or otherwise acquire or dispose of any real or personal property, provided that should the Committee form an intention to acquire or dispose of property, or incur an expense in excess of \$10,000 (ten thousand dollars) the Committee must publish notice of its intention on the notice board of the Club premises for a period of ten days (10) prior to the acquisition, disposition or expenditure; and if in response to this notice the members shall call a General Meeting pursuant to Rule 27 the Committee shall not proceed with the acquisition, disposition or expenditure without first having obtained the approval of at least half the members present, and entitled to vote and voting at the meeting.
 3. To borrow or raise upon loan any sum or sums of money and for the purpose of securing repayment thereof to execute or give any mortgages, charges, bonds, debentures, bills of exchange, promissory notes or 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.
 4. To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may be from time to time be determined.
 5. To authorise the affixation of the Common Seal of the Club documents requiring to be executed by the Club under seal provided that all documents to which the Common Seal is affixed shall be signed by the duly authorised person or persons in whose presence the seal is affixed.
 - 1 Unless the Committee otherwise directs the persons so authorised are any two of the President, the Treasurer and the Secretary.

GENERAL MEETINGS

25. Quorum and proceedings at general meetings

1. The President shall preside if present; in his or her absence the Vice President if present shall preside; in the absence of the President and the Vice President those present and entitled to vote shall elect a Chairperson.
2. 25 members present in person and entitled to vote shall form a quorum.
3. The Chairperson will have a casting vote as well as an original vote.
4. The Chairperson may with the consent of a general meeting at which a quorum is present and must, if so directed by such a general meeting, adjourn the meeting from time to time.
5. All voting shall be by a show of hands.
6. An ordinary resolution put to the vote will be decided by a majority of votes cast.
7. A special resolution put to the vote will be decided in accordance with Rule 2.9
8. At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded by at least 3 members of the Club present in person or, by proxy.
9. If a poll is held a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

26. Annual General Meeting

1. The Committee will each year fix a date as soon as convenient after 1 July for the Annual General Meeting but in any event within 4 months after the end of the Club's financial year. The Secretary will give at least fourteen (14) days notice of the date, time and place of the meeting. Notice will be provided by placing a prominent advertisement on the Club's website, the Club's notice board and by emailing those members who have lodged a valid email address with the Club.
2. The order of business at the meeting shall be:
 1. The confirmation of minutes of previous meetings requiring confirmation.
 2. The President's report.
 3. The Treasurer's report which shall contain a duly audited statement of receipts and expenditure and balance sheet showing all assets and

liabilities. The Treasurer's report shall be available to members for inspection.

4. The election of a patron and an honorary auditor.
5. The declaration of the election of the Committee.
6. Any other business set out in the notice to members.

27. Special General Meetings

1. The Secretary must immediately, but in any event within 30 days of receiving a notice to convene a Special General Meeting if directed to do so:
 1. by resolution of the Committee; or
 2. by written requisition signed by at least 25 members of the Club; such resolution or requisition shall specify the purpose or purposes for which the meeting is to be convened.
2. The Secretary shall give at least fourteen (14) days notice of the date, time, place and purpose or purposes of the meeting unless the meeting is to consider an amendment of the Constitution by special resolution in which case the notice shall be at least twenty one (21) days. Notice will be provided by placing a prominent advertisement on the Club's website, the Club's notice board and by emailing those members who have lodged a correct email address with the Club.
3. No business shall be considered at such meeting other than business relating to the purpose or purposes for which the meeting has been convened.

28. Voting rights of members of the Club

1. A member in this Rule called ("the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend and vote on behalf of the member at any special or general meeting.
2. Each member present in person or by proxy at a special or general meeting is entitled to a deliberative vote.

TOURNAMENTS AND EVENTS

29. Laws and Regulations

All events and tournaments shall be conducted under the International Code Laws of Contract Bridge and Laws of Duplicate Bridge subject to such supplementary regulations as the Committee may make.

30. Approvals

No member shall conduct or be concerned in the conduct or control of any event, instruction or function of any sort purporting, expressed or held out to be under the auspices or authority of the Club except with the prior approval of the Committee and subject to such terms and conditions imposed by the Committee.

THE CONSTITUTION

31. Notice of Rules

1. All members of the Club are bound by these Rules and are deemed to have notice of it.
2. A copy of the Rules as amended from time to time will be posted by the Secretary on the general notice board and on the Club's web-site.
3. The Secretary shall provide copies to any member upon request and payment per copy of such amount as the Committee from time to time determines.

32. Amendment of the Rules

1. These Rules may be amended or rescinded only by a special resolution at a general or special general meeting but not otherwise in accordance with the Act.
2. Within 1 month of the passing of a special resolution altering its Rules, the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a declaration by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the Rules as so altered conform to the requirements of the Act.
3. An alteration of the Rules does not take effect until Rule 32.1 is complied with.
4. An alteration of the Rules which has the effect of changing the name of the Club and or the objects and purpose of the Club does not take effect until Rules 32.1, 32.2, and 32.3 are complied with and the approval of the Commissioner is given to the change of name and or a change in the objects and purpose of the Club as the case may be.

33. Liquor Licence

Within fourteen days (14) after receipt of approval of the Commissioner of any amendment or alteration to the Rules of the Club, the Committee will send or deliver to the Director, Liquor Licensing Division a certified copy of the amendment or alteration.

34. Common Seal of the Club

1. The Club must have a common seal on which the corporate name appears in legible characters.
2. The common seal must not be used without the express authority of the Committee and every use of the common seal must be recorded in the minute book.
3. The affixing of the common seal of the Club must be witnessed by any two of the President, the Secretary and the Treasurer.
4. The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

35. Interpretation of the Rules

The Committee will be the sole authority for the interpretation of the Rules, and the decisions of the Committee on questions of interpretation shall be final and binding on all members.

36. Dissolution

1. The Club may be dissolved or wound up by a special resolution at any General or Special Meeting called for such purpose.
2. If upon the dissolution or winding up of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed amongst the members of the Club but shall be given or transferred either:
 1. To some other incorporated association having similar objects, and which is not carried out for the purposes of profit or gain to its individual members, or
 2. To some other charitable object or objects.

which incorporated association of charitable object or objects shall be determined by a resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.