

**BUNDABERG BRIDGE
CLUB INC.**



**CONSTITUTION
(Amended 1 February 2025)**

Contents

Preliminary	4
1 Terminology and Definitions	4
2 Name	4
3 Objectives	4
4 Powers.....	4
Membership.....	5
5 Legal Responsibilities of Members	5
6 Legal Responsibilities of the Club.....	5
7 Club Membership, Privileges and Eligibility	5
8 Classes of Members.....	5
9 Applications for Membership	8
10 Membership Fees	8
11 Admission and Rejection of Members	8
12 Disputes and Grievances Procedure.....	8
13 When Membership Ends.....	8
14 Appeal against Rejection of Application	9
15 Appeal against Termination of Membership	10
16 Register of Members.....	10
Management Committee.....	12
17 Management Committee Membership	12
18 Electing the Management Committee	12
19 Appointment, Election, Removal and Function of Secretary	13
20 Resignation or Removal of a Management Committee Member from Office	14
21 Vacancies on the Management Committee.....	15
22 Functions of the Management Committee.....	15
23 Meetings of the Management Committee.....	16
24 Appointment of Sub-committees	18
25 Acts not affected by Defects or Disqualifications.....	19
General Meetings	20
26 Annual General Meeting (AGM)	20
27 Special General Meetings (SGM).....	21
28 Notice of General Meetings.....	22
29 Quorum and Adjournment of a General Meeting	22
30 Procedure at a General Meeting	23

Miscellaneous	25
31 Minutes	25
32 By-laws and Policies	25
33 Alteration of the Constitution	25
34 Funds and Accounts	26
35 Documents	27
36 Financial Year	27
37 Distribution of Assets to Another Entity	27
Appendix – Definitions	28

Preliminary

The Bundaberg Bridge Club Inc. (BBC) Constitution 2025 supersedes the BBC Constitution 2019. It is written within the guidelines of Queensland Legislation (*Associations Incorporation Act 1981* (as amended)), the Office of Fair Trading Model Rules version 8 (1 July 2024), and the *Associations Incorporation and Other Legislation Amendment Regulation 2023*.

1 Terminology and Definitions

- (1) A word or expression that is not defined in these rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act. The *Associations Incorporation Act 1981* is the applicable law for the operations of an incorporated association and applies to the Bundaberg Bridge Club Inc.
- (2) Definitions are included in Appendix 1 and are numbered within the document. These definitions are provided to assist with the interpretation and application of the Constitution, rules and By-laws¹ of the Club.

2 Name

The name of the incorporated association is Bundaberg Bridge Club Inc. (“the Club”).

3 Objectives

The objectives of the Club are:

- (1) to foster, promote, teach and play Contract Bridge², across the Bundaberg community;
- (2) to provide opportunities for learning Bridge;
- (3) to provide opportunities for playing Duplicate Bridge³ and other competition events as set out by the Club; and
- (4) to foster and promote inclusivity⁴ and the health benefits and well-being of Contract Bridge players through their engagement in the game of Bridge.

4 Powers

- (1) The Club has the powers of an individual and may:
 - (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.
- (2) The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.
- (3) The Club, as an entity, shall ensure affiliation with the Queensland Bridge Association⁵ (QBA) and the Australian Bridge Federation⁶ (ABF).

Membership

5 Legal Responsibilities of Members

- (1) Every person applying for membership and accepting membership agrees to be bound by these rules and the By-laws of the Club while they remain a member.
- (2) No member should commence any action in common law or in equity against the Club, the Management Committee or against any Club member until all the processes provided by these rules, the By-laws or the avenues of appeal to the Management Committee and Special General Meeting (SGM) have been exhausted.

6 Legal Responsibilities of the Club

In the event of any proceedings being taken against a member or members, in respect to any matter or action done in the proper performance of their duties, the Club shall indemnify such member or members in respect of their costs and/or damages, and any such sums as they may be compelled to pay in the courts as a result of such proceedings.

7 Club Membership, Privileges and Eligibility

Persons may be members if they meet and maintain the following criteria:

- (1) are of good character and reputation⁷;
- (2) are interested in promoting the objectives of the Club;
- (3) are prepared to participate in the Club and the game of Bridge; and
- (4) are financial and not under any order or notice of suspension from any Bridge Club or Association.

8 Classes of Members

The membership of the Club consists of Home Club⁸ Members, Multi-club members, Temporary members and Life Members.

- (1) Home Club Members
 - (a) A Home Club Member is a person whose application has been accepted by the Management Committee, after paying the prescribed fees.
 - (b) A Home Club Member is a person who has nominated the BBC as their Home Club for the QBA, ABF and Masterpoints⁹.
 - (c) A Home Club Member is entitled to all the privileges and responsibilities of the Club and to exercise the rights of membership including:
 - (i) to hold a position on the Management Committee;
 - (ii) to hold a support role¹⁰ within the Club;
 - (iii) to be able to nominate or second members' applications;
 - (iv) to submit motions and vote at the Annual General Meeting (AGM);
 - (v) to play in Club Championships.

- (d) The number of Home Club Members is unlimited.
- (e) Home Club Members must comply with the Wide Bay Zone regulations¹¹.

(2) Multi-club Members

- (a) A person who has a different Home Club membership already registered with the ABF, but who wishes to play regularly with the BBC.
- (b) A person seeking Multi-club membership must apply according to normal membership processes and have their application accepted by the Management Committee.
- (c) Multi-club Members pay a reduced membership in acknowledgement of their existing QBA and/or ABF membership levies, and pay the same table fee¹² as Home Club Members.
- (d) A Multi-club Member must be a financial member of another Home Club, and cannot be under suspension or an expulsion order from any such organization, or from the QBA and ABF.
- (e) Multi-club Members must comply with the Wide Bay Zone regulations.
- (f) The number of Multi-club Members is unlimited.
- (g) A Multi-club Member is entitled to all the privileges and responsibilities of the Club and to exercise the rights of membership, including:
 - (i) to hold a position on the Management Committee;
 - (ii) to hold a support role within the Club;
 - (iii) to be able to nominate or second members applications;
 - (iv) to submit motions and vote at the AGM; and
 - (v) to play in Club Championships.

(3) Temporary Members

- (a) A person who has a different Home Club membership already registered with the ABF, but who wishes to play regularly with the BBC.
- (b) A person who wishes to apply to join the Club on a temporary basis.
- (c) A person not normally resident in the Club's region and who is admitted for a period of up to four months, extendable at the Management Committee's discretion.
- (d) A person who is a financial member of another Club that is affiliated with the ABF and is not under suspension or an expulsion order from any such organisation, or from the QBA or ABF.

- (e) A Temporary Member is entitled to all the privileges and responsibilities as Home Club Members, except the Temporary Member will not:
 - (i) be entitled to hold office in the Club;
 - (ii) be able to nominate or second members for election, or persons for membership;
 - (iii) be able to take part or vote at meetings of the Club; or
 - (iv) be able to compete in Club Championships and WBZ events.
 - (f) The number of Temporary Members is unlimited.
- (4) Life Member
- (a) A Home Club Member who is elected by an ordinary resolution¹³ at an AGM in recognition of outstanding service to the Club for a continuous period of at least ten years.
 - (b) A Life Member shall retain Home Club Membership privileges and responsibilities but is exempt from the payment of annual fees and levies.
 - (c) Procedures for electing Life Members:
 - (i) Nominations for Life Membership shall be submitted in writing to a meeting of the Management Committee not less than eight weeks prior to the scheduled date of the next AGM.
 - (ii) The nominee shall be proposed and seconded by two financial members¹⁴ of the Club.
 - (iii) The nomination shall be signed by the proposer and the seconder.
 - (iv) The nomination shall also include a brief profile of the nominee to provide grounds for the nomination and evidence of the nominee's Life Membership suitability¹⁵.
 - (v) The Management Committee shall confirm that the nominee meets the ten years' requirement, and if so, will refer the nomination to the next AGM.
 - (vi) The Secretary shall notify the proposer in writing of the acceptance or rejection of the nomination.
 - (vii) The proposer (or another person) should prepare a full testimonial of the nominee and the nominee's achievements to be presented at the AGM to support the nomination.
 - (viii) Voting for Life Membership shall be by secret ballot by the members present at the AGM and the nominee shall be elected to Life Membership if a majority of the votes cast are in favour.
- (5) Residents within the region may attend as visitors for 15 sessions or three months. After this time, they are required to join the Club.
- (6) Non-residents may elect to become Multi-club Members, Temporary Members or may pay sessional visitors' table fees.

9 Applications for 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) approved by the Management Committee.

10 Membership Fees

- (1) Membership fees for each class of membership:
 - (a) are the amounts decided by the members from time to time at a general meeting and must be paid by 31 December each year; and
 - (b) cover the period of membership from 1 January to 31 December each year.
- (2) The Management Committee may cancel a membership in the case of failure to pay membership fees by the due date.

11 Admission and Rejection of Members

- (1) An application for Home Club and Multi-club membership shall be considered at the next Management Committee Meeting¹⁶ (MCM) after receipt of a completed membership form, payment of fees required, and confirmation of all other preconditions have been met (as per subsection 7(1)).
- (2) The Management Committee must decide at the meeting whether to accept or reject the application for Home Club and Multi-club membership.
- (3) An applicant must be accepted if they receive a majority vote of the Management Committee.
- (4) The Secretary of the Club must, as soon as practicable after the MCM, give the applicant a written notice of the decision.
- (5) If an application is rejected, the applicant may appeal against the decision, as set out in section 14.

12 Disputes and Grievances Procedure

The Club follows the grievance procedure as listed in the Office of Fair Trading Model Rules version 8 (1 July 2024), and as updated from time to time.

13 When Membership Ends

- (1) A member may resign from the Club by advising the Club Secretary in writing.
- (2) The resignation takes effect at:
 - (a) the day and time that the notification is received by the Secretary; or
 - (b) if a later day and time is stated in the notification, the later day and time.

- (3) The Management Committee may terminate a member's membership if the member:
 - (a) is convicted of an indictable offence¹⁷;
 - (b) does not comply with the provisions of these rules;
 - (c) has membership fees in arrears for more than one month; or
 - (d) acts in a way considered to be injurious or prejudicial to the character or interests of the Club.
- (4) Before the Management Committee terminates a member's membership, they 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 must give the member a written notification of the decision.
- (6) The member has the rights of appeal, as outlined in section 15.

14 Appeal against Rejection of Application

- (1) A person whose application for membership has been rejected by the Management Committee, may give the Secretary written notification of their intention to appeal the decision.
- (2) A notification to appeal must be given to the Secretary within one month after the person receives written notification of the decision.
- (3) If the Secretary receives written notification of intention to appeal, the Secretary must, within one month after the day of receipt, call an SGM to decide the appeal.
- (4) The SGM to decide an appeal must be held within three months after the Secretary receives the notification of intention to appeal.
- (5) At the SGM, the applicant must be given a full and fair opportunity to show why the application should not be rejected. The Management Committee must be given an opportunity to show why the application was rejected.
- (6) An appeal must be decided by a majority vote of the members present at the SGM, with the Chairperson having a casting vote if needed.
- (7) The voting shall be by secret ballot.
- (8) The Secretary must, as soon as practicable, refund the membership fee paid by a person if:
 - (a) the application has been rejected and the person does not appeal within the one-month period allowed; or
 - (b) the person's appeal to the SGM is unsuccessful.

15 Appeal against Termination of Membership

- (1) A person whose membership has been terminated by the Management Committee may give the Secretary written notification of their intention to appeal against the decision.
- (2) A notification of intention to appeal must be given to the Secretary within one month after the person receives written notification of the decision.
- (3) If the Secretary receives a notification of intention to appeal, the Secretary, must call an SGM within one month after receipt of the notification, to decide the appeal.
- (4) The SGM to decide an appeal must be held within three months after the Secretary receives the notification of intention to appeal.
- (5) At the SGM, the person whose membership has been terminated must be given a full and fair opportunity to show why the membership should not be terminated.
- (6) The Management Committee must be given an opportunity to show why the membership was terminated.
- (7) An appeal must be decided by a majority vote of the members present at the SGM, with the Chairperson having a casting vote if needed.
- (8) The voting shall be by secret ballot.
- (9) This section should be read in conjunction with the *Associations Incorporation Act 1981 (Section 47A)*.

16 Register of Members

- (1) The Management Committee must keep a Register of current members.
- (2) The Register of members must include the following particulars for each member, including:
 - (a) the full name and residential/postal address of the member;
 - (b) contact details;
 - (c) the date of admission as a member;
 - (d) ABF number¹⁸;
 - (e) date of birth;
 - (f) the date the membership ends;
 - (g) details about the termination or reinstatement of membership.
- (3) The Register must be open for inspection by members at all reasonable times. Before the member may inspect the Register, the member must arrange a time with the Secretary to inspect it.
- (4) On the application of a Club member, the Management Committee may withhold information on the Register about the member, other than their full name, if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

- (5) A member of the Club must not use information in the Register of Club members to:
 - (a) contact, or send material to, another member for the purpose of advertising for political, religious, charitable or commercial purposes;
 - (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; or
 - (c) disclose or disseminate in any way information obtained from the Register.
- (6) Subsection 16(5) does not apply if the use or disclosure of the information is approved by the Club.
- (7) The Management Committee or an ordinary resolution of members at a general meeting may decide to include other particulars in the register.

Management Committee

17 Management Committee Membership

- (1) The Management Committee of the Club consists of the President, Vice-President, Secretary, Treasurer, and up to five other Management Committee members as elected by the members at the AGM.
- (2) Management Committee Members must be Home Club Members or Multi-club Members and must be over the age of 18.
- (3) The Club support roles are decided by the Management Committee.
- (4) At each AGM of the Club, the members on the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- (5) A member of the Club may be appointed to a vacancy on the Management Committee under section 19.

18 Electing the Management Committee

- (1) A member of the Management Committee may only be elected as follows:
 - (a) Any two members of the Club may nominate another member (the candidate) to serve as a member of the Management Committee.
 - (b) Nominations for the Management Committee must be:
 - (i) in writing;
 - (ii) signed by the candidate and the members who nominated the candidate;
 - (iii) given to the Secretary at least 14 days before the AGM at which the election is to be held.
- (2) Each eligible member (over 18 years of age) present at the AGM may vote for any number of candidates, but not more than the number of vacancies.
- (3) If elected, nominated candidates agree to serve on the Management Committee for 12 months.
- (4) Each member of the Club may vote for one candidate for each vacant position on the Management Committee.
- (5) If at the start of the AGM, there are not enough candidates nominated, nominations may be taken from the floor of the AGM for those positions still unfilled.
- (6) Candidates must be 18 years or older and eligible to be elected under the rules. Eligible members for any position on the Management Committee must not have been convicted of any indictable offence, convicted of a summary offence resulting in a period of imprisonment, or served an associated sentence within a five-year period of nomination.
- (7) After calling for nominations to the Management Committee, the Secretary must post all nominations (in alphabetical order) on the Club Noticeboard and send the nominations to members via email at least seven days before the AGM.

- (8) If required at the AGM, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (9) For non-attending Club members, absentee and proxy votes are permitted.

19 Appointment, Election, Removal and Function of Secretary

- (1) Appointment or election of Secretary:
 - (a) The Secretary must be over 18 years of age, residing in Queensland.
 - (b) Any of the following persons may be appointed by the Management Committee as Secretary:
 - (i) a member of the Club's Management Committee; or
 - (ii) another member of the Club.
 - (c) If a vacancy happens in the office of Secretary, the Management Committee must ensure a Secretary is appointed or elected within one month after the vacancy occurs.
 - (d) If the Management Committee appoints another member of the Club as Secretary to fill a vacancy on the Management Committee, the person becomes a member of the Management Committee.
 - (e) The Management Committee may at any time remove a person appointed as the Secretary:
 - (i) If the Management Committee removes a Secretary who was appointed from the Management Committee, the person remains a member of the Management Committee.
 - (ii) If the Management Committee removes a Secretary who is a member of the Club and who has been appointed to a vacancy on the Management Committee, the person remains a member of the Management Committee.
- (2) The Secretary's functions include, but are not limited to:
 - (a) calling meetings of the Club, including preparing notices of a meeting and business to be conducted at the meeting in consultation with the Club 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.

20 Resignation or Removal of a Management Committee Member from Office

- (1) A Management Committee member may resign from the Committee by giving a written resignation to the Secretary.
- (2) The resignation takes effect on:
 - (a) the day and at the time the resignation is received by the Secretary; or
 - (b) if a later day is stated in the resignation, the resignation takes effect on the later day.
- (3) A member of the Management Committee may be removed from office at an SGM of the Club if a majority of members present at the meeting vote in favour of removing the member:
 - (a) voting should be by secret ballot; and
 - (b) the Chairperson has a casting vote, if required.
- (4) Before a vote of members present at the SGM is taken about removing the member of the Management Committee from office, the member must be given a full and fair opportunity to show cause why the member should not be removed from office.
- (5) A Management Committee Member has no right of appeal against their removal from office under this section, as the vote is taken by the Club members.
- (6) A Management Committee Member who has been removed from office is required to immediately return all Club property, including any documentation belonging to the Club.
- (7) A Management Committee Member immediately vacates the Management Committee if the member dies, becomes bankrupt, is convicted of an indictable offence, is imprisoned, or is otherwise ineligible under the rules.

21 Vacancies on the Management Committee

- (1) If a vacancy occurs on the Management Committee or not all of the Management Committee positions are filled at an AGM, the continuing members of the Management Committee may appoint another eligible member of the Club to fill the vacancy until the next AGM.
- (2) The continuing members of the Management Committee may act despite a vacancy on the Management Committee.
- (3) However, if the number of Management Committee members is less than the number fixed under these rules as 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 an SGM of the Club.

22 Functions of the Management Committee

- (1) Subject to these rules or a resolution by members carried at an AGM, the Management Committee:
 - (a) has the general control and management of the administration of the affairs, property, and funds of the Club; and
 - (b) has authority to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent such that:
 - (i) any interpretation must have regard to the *Associations Incorporation Act 1981* and any regulations made under the Act; and
 - (ii) any interpretation is subject to the requirements of the Queensland Legislation (*Acts Interpretation Amendment Act 1991*).
 - (c) shall apply rules consistent with those established by the QBA and ABF.
- (2) The Management Committee may carry out the powers of the Club:
 - (a) to borrow, raise or secure the payment of amounts in a way the Club members decide;
 - (b) to secure the amounts mentioned in subsection 22(2)(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club 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;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from members and pay interest on the amounts borrowed.

- (3) The Management Committee cannot:
 - (a) mortgage the property without authority from an SGM;
 - (b) issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the Club without authority from an SGM;
 - (c) provide and pay off any securities issued without authority from an SGM.
- (4) For subsection 22(2)(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:
 - (a) the financial institution for the Club, or
 - (b) if there is more than one financial institution for the Club, then one of those financial institutions nominated by the Club.
- (5) The members of the Management Committee have a responsibility to carry out their powers and discharge their duties:
 - (a) with the degree of care and diligence that a reasonable person in the same position would carry out;
 - (b) in good faith and in the best interest of the Club for a proper purpose; and
 - (c) by ensuring the Management Committee does not improperly use its position or information obtained because of its position to gain a pecuniary benefit or material advantage for the Management Committee or another person, or to cause detriment to the Club.
- (6) The Management Committee has the responsibility for disciplining members who have breached the Club Rules and By-Laws, brought discredit on the game of Bridge, the Club or its members or when a Director reports an inappropriate behaviour at the Bridge table.

23 Meetings of the Management Committee

- (1) The Management Committee may meet and conduct its proceedings as it considers appropriate. The Management Committee may delegate the whole or part of its powers to a sub-committee consisting of Club members considered appropriate by the Management Committee to help with the operation of the Club.
- (2) Members of the Management Committee who have a conflict of interest¹⁹ or a material personal interest²⁰ related to a matter being considered by the Management Committee, are required to declare that interest as soon as they become aware of it:
 - (a) They must disclose the nature and extent of the interest, and this must be recorded in the Minutes of the MCM.
 - (b) The member disclosing the interest should refrain from discussions and voting on the matter, unless the Management Committee vote and agree the member can be present during the discussion or vote on the matter. The person's participation must be recorded in the Minutes of the meeting.

- (c) Any matter that has been identified as an interest, and the member has participated in voting or any discussion, the interest must be disclosed to the next AGM of the Club.
 - (d) An interest does not have to be disclosed to the Management Committee or the AGM if it exists because of the member's Club membership, or because the member is a class of person who benefits, or it is an interest common with all or a substantial portion of the Club.
- (3) The Management Committee must meet at least every two months during the financial year to carry out its functions and may call additional meetings as required.
 - (4) The Executive of the Management Committee, being the President, Vice-President, Secretary and Treasurer, has the authority to make emergency decisions which shall be ratified at the next scheduled MCM.
 - (5) Notice of an MCM is published as the final item in each Management Committee Meeting¹⁸ Minutes. Notice for additional meetings can be advised by the Secretary, who will provide details of the time, date, location and the business to be discussed.
 - (6) The Management Committee may hold meetings or permit a Management 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 occur.
 - (7) A Management Committee member who participates in the meeting as mentioned in subsection 23(6) is taken to be present at the meeting.
 - (8) A Special Management Committee Meeting (SMCM) can be called:
 - (a) If the Secretary receives a written request signed by at least one third of the Management Committee Members, the Secretary must call an SMCM within 14 days after the Secretary receives the request; and
 - (b) The request for an SMCM must state why the special meeting is being called and the business to be conducted at the meeting.
 - (c) The Secretary must advise each Management Committee Member of an SMCM as soon as possible and inform the Management Committee Members of the day, time and place of the meeting and the business to be conducted.
 - (d) If the Secretary is unable or unwilling to call the SMCM, the President must call the meeting.
 - (e) An SMCM must be held within 14 days after notice of the meeting is given to the members of the Management Committee
 - (f) If a quorum is not present within 30 minutes after the time fixed for the start of the SMCM called on request of Management Committee Members, the meeting lapses

- (9) A Management Committee Meeting must have a quorum to proceed:
 - (a) A quorum requires more than half of the members elected or appointed to the Management Committee as at the close of the last AGM, and if applicable includes members appointed to vacancies.
 - (b) If a quorum is not present within 30 minutes after the time fixed for the start of the MCM, the meeting is to be adjourned to the same day, time and place in the next week, or to a day, time and place decided by the Management Committee members present.
 - (c) If at an adjourned meeting, as per subsection 23(9)(b) there is not a quorum within 30 minutes after the time fixed for the start of the meeting, the meeting lapses.
- (10) The President is to preside as the Chairperson of an MCM:
 - (a) If there is no President or if the President is not present with 15 minutes after the time fixed for the start of an MCM, the Vice-President is to preside as Chairperson.
 - (b) If the President and Vice-President are absent from an MCM or are unwilling to act, the Management Committee members may choose one of the Executive Members to preside as Chairperson.
- (11) A question arising at an MCM or an SMCM should be decided by vote:
 - (a) A question is decided by a majority vote of Management Committee members present and, if the votes are equal, the question is decided in the negative.
 - (b) A Management Committee member must not vote on a question about a contract, proposed contract or other financial transaction with the Club, if the member has a material personal interest in the contract, proposed contract or financial transaction.

24 Appointment of Sub-committees

- (1) The Management Committee may delegate the whole or part of its powers to a sub-committee consisting of Club members considered appropriate by the Management Committee to help with the operation of the Club.
- (2) A sub-committee may carry out delegated powers²¹ only in the way the Management Committee decides.
- (3) A member of a sub-committee appearing at an MCM is not entitled to vote.
- (4) A sub-committee may elect a Chairperson of its meetings.
- (5) If a Chairperson is not elected, or if the Chairperson is not present within 15 minutes after the time fixed for the start of a meeting, the members of the sub-committee may choose one of their number to be Chairperson of the meeting.
- (6) A sub-committee may meet and adjourn as it considers appropriate.
- (7) A question arising from a sub-committee meeting is to be decided by a majority vote of the Management Committee members.

25 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) Subsection 25 (1) applies even if the act was performed when:
 - (a) there was an issue in the appointment process of a member of the Management Committee, sub-committee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, sub-committee member or a person acting as a member of the Management Committee was disqualified from being a member.

General Meetings

26 Annual General Meeting (AGM)

- (1) The Annual General Meeting²² must be held at least once a year and within three months after the end of the Club's previous financial year.
- (2) The following business must be conducted at each AGM:
 - (a) receiving the Financial Statement of Income and Expenditure, Assets, Liabilities, Mortgages, Charges, and Securities affecting the property of the Club for the last financial year;
 - (b) receiving the Auditor's report on the financial affairs of the Club for the last financial year;
 - (c) presenting the audited Financial Statement to the meeting for adoption;
 - (d) electing Members of the Management Committee;
 - (e) appointing an Auditor;
 - (f) reporting details of remuneration paid or other benefits given to members of the Management Committee or members of the Management Committee's family, even if the amount to report is \$0; and
 - (g) allowing discussion of written motions:
 - (i) motions must be given to the Secretary no later than 14 days prior to the AGM;
 - (ii) motions must be signed by two members of the Club to be included in the AGM;
 - (iii) written motions may include a motion with a resolution for voting;
 - (iv) the motions should be posted on the Club Noticeboard 14 days prior to the AGM;
 - (v) the proposer and seconder of a motion may speak to the motion in the meeting;
 - (vi) speakers for or against the motion may be heard during the meeting; and
 - (vii) a vote on a motion at an AGM will be resolved as per subsection 30(3).
- (3) Ordinary resolutions record any vote that is passed in accordance with the existing Constitution and only requires a simple majority.
- (4) Special resolutions²³ record any vote that is passed that would seek to change the existing Constitution and requires at least a three-quarters majority.
- (5) Absentee or proxy voting is permitted at an AGM.
- (6) Any matter that has been identified as a conflict of interest or a material personal interest must be disclosed to the next AGM of the Club.

- (7) A written report will be provided to Club Members outlining the Club's operations during the year.
- (8) The Management Committee shall be elected according to requirements of a secret ballot, if required:
 - (a) The successful candidate or candidates will be announced by the Chairperson.
 - (b) The number of votes each candidate receives will remain confidential to the scrutineers²⁴ and observer.
 - (c) The scrutineers will dispose of the secret ballots securely.
 - (d) The outgoing President will relinquish the Chair to the newly appointed President on election.

27 Special General Meetings (SGM)

- (1) The Secretary shall call a Special General Meeting advising each member of the meeting within 14 days after any of the following:
 - (a) being directed to call the meeting by the Management Committee;
 - (b) being given a written request signed by:
 - (i) at least one-third of the Management Committee Members; or
 - (ii) at least the number of members of the Club equal to double the number of Management Committee Members, plus one.
 - (c) being given a written notification of an intention to appeal against a decision of the Management Committee:
 - (i) to reject a nomination for membership;
 - (ii) to terminate a person's membership; or
 - (iii) to impose a penalty under sections 11 or 12.
- (2) A request mentioned in subsection 27(1) 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;
 - (b) is given the written request mentioned in subsection 27(1)(b); or
 - (c) is given the written notification of an intention to appeal mentioned in subsection 27(1)(c).
- (4) If the Secretary is unable or unwilling to call the SGM, the President must call the meeting.

28 Notice of General Meetings

- (1) The Secretary may call a General Meeting of the Club.
- (2) The Secretary must give at least 14 days' notice of a General Meeting to each member and must give 28 days' notice of an AGM.
- (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. However, notice of the following meetings must be given in writing for:
 - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership,
 - (b) a meeting called to hear and decide to impose a penalty under sections 11 or 12 by the Management Committee, or
 - (c) a meeting called to hear and decide a special resolution of the Club.
- (5) A Notice of an SGM must state the business to be conducted at the meeting.

29 Quorum and Adjournment of a General Meeting

- (1) The quorum for a General Meeting requires the number of members equal to the number of members of the Club elected or appointed to the Management Committee as at the close of the last AGM plus one.
- (2) No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for the start of a General Meeting called on the request of members of the Management Committee of the Club, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for the start of a General Meeting called other than on the request of members of the Management Committee of the Club, the meeting is to be adjourned to the same day, time and place in the next week.
- (5) The Chairperson may, with consent of any meeting at which a quorum is present, 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 under subsection 29(5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the subsequent continuance of the meeting.
- (7) The Secretary is not required to give members notice of an adjournment or of the business to be conducted at the reconvened 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 as notice is given for an original meeting.

30 Procedure at a General Meeting

- (1) A member may take part and vote in a general meeting in person or by proxy²⁵.
- (2) Subject to these rules, at each General Meeting a Chairperson is to preside:
 - (a) The President is to preside; or if there is no President, or if the President is not present within 15 minutes after the time fixed for the start of the meeting, or is unwilling to act, the Vice-President is to preside as Chairperson.
 - (b) If the Vice-President is absent or unwilling to act as Chairperson, the members present must elect one of their number to be Chairperson of the meeting.
 - (c) The Chairperson must conduct the meeting in a proper and orderly manner.
- (3) Voting at a General Meeting is subject to the following:
 - (a) Each question, matter or resolution must be decided by a simple majority of votes of the members present, except that of a special resolution which must be decided by a seventy-five percent majority of votes;
 - (b) Each member present and entitled 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;
 - (c) 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;
 - (d) Voting may be by a show of hands or a division of members, unless at least twenty percent of the members present demand a secret ballot;
 - (e) If a secret ballot is held, the Chairperson must appoint two members to conduct the secret ballot in a way the Chairperson decides;
 - (f) The Chairperson must appoint two members to act as Scrutineers and one member to manage the voting process;
 - (g) Scrutineers count all ballots and check absentee votes are only counted once;
 - (h) 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; and
 - (i) Absentee votes will be undertaken via a secret ballot, are not to leave the Club and must be placed in the ballot box prior to the commencement of the meeting time.

- (4) Members are entitled to appoint a proxy.
- (a) The appointment must be in writing and be in the following or similar form:
I, [insert name], of [insert address] being a member of the Bundaberg Bridge Club, appoint [insert name] of [insert address] as my proxy to vote on my behalf at the [annual or special] general meeting of the Club, to be held on the [insert date] and at any adjournment of the meeting.
 - (b) The proxy must be signed and dated by the appointor or by the appointor's attorney who has been properly authorised in writing to act on behalf of the appointor.
 - (c) A proxy may be a Club member or another person.
 - (d) The appointment of a proxy is taken to confer authority to vote for a secret ballot.
 - (e) Each appointment of a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the appointment proposes to vote.
 - (f) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
 - (g) If a member wants to direct a proxy vote for or against a resolution, the appointment of the proxy must specify that direction in the following or similar form:
 - (i) I, [insert name], of [insert address] being a member of the Bundaberg Bridge Club, appoint [insert name] of [insert address] as my proxy to vote on my behalf at the [annual or special] general meeting of the Club, to be held on the [insert date] and at any adjournment of the meeting. or
 - (ii) I, direct my proxy to vote in the following way:
[insert resolution] [For / Against - strike out whichever is not wanted]
 - (h) In the event that the member is unable to return a signed and dated proxy form, the member may submit a proxy vote via email.

Miscellaneous

31 Minutes

- (1) To ensure the accuracy of Management Committee Minutes:
 - (a) The Secretary must ensure full and accurate Minutes of all resolutions and relevant matters of each MCM are recorded and filed.
 - (b) To ensure the accuracy of the Minutes, the Minutes of each MCM must be signed by the Chairperson of the meeting, or the Chairperson of the next MCM, verifying their accuracy.
- (2) To ensure the accuracy of Annual General Meeting Minutes:
 - (a) The Secretary must ensure full and accurate Minutes of all questions, matters, resolutions and other proceedings of each AGM are recorded and filed.
 - (b) The Minutes of each AGM must be signed by the Chairperson of the meeting, or the Chairperson of the next AGM verifying their accuracy.
- (3) To ensure the accuracy of Special General Meeting Minutes:
 - (a) The Secretary must ensure full and accurate Minutes of all questions, matters, resolutions and other proceedings of each SGM are recorded and filed.
 - (b) The Minutes of each SGM must be signed by the Chairperson of the meeting verifying their accuracy.
- (4) If asked by a member of the Club to view the Minutes, the Secretary must, within 28 days after the request is made, give the member copies of the Minutes of the meeting.

32 By-laws and Policies

The Management Committee may make, amend or repeal By-laws and Policies, not inconsistent with these rules, for the internal management of the Club. Any new By-law or Policy must be approved by at least half of the Club membership present in person, by absentee votes, or by proxy, at the Annual or Special General Meetings of the Club.

33 Alteration of the Constitution

- (1) Subject to the *Associations Incorporation Act 1981*, the Constitution may be amended, repealed, or added to by a special resolution carried at the Annual or Special General Meeting.
- (2) An amendment, repeal or addition to the Constitution is valid only if it is registered with the Office of Fair Trading (OFT) within three months of passing the special resolution.
- (3) Procedures may be changed by the Management Committee.

34 Funds and Accounts

- (1) Management of funds:
 - (a) 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.
 - (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
 - (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
 - (d) All cheques/electronic funds transfers must be signed/authorised by any two of the President, Vice-President, Treasurer or Secretary or another Management Committee member as authorised from time to time by the Management Committee.
 - (e) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
 - (f) A petty cash account must be kept on the imprest system²⁶ and the Management Committee must decide the amount of petty cash to be kept in the account.
 - (g) All expenditure must be approved or ratified at an MCM.
 - (h) No additional debts are to be incurred if there are reasonable ground to expect the Club to become insolvent.
- (2) Accounting of funds:
 - (a) The Treasurer must, as soon as practicable after the end of each financial year, ensure a Financial Statement containing the following particulars is prepared and include the following:
 - (i) the income and expenditure for the financial year just ended;
 - (ii) the Club's assets and liabilities at the close of the year; and
 - (iii) the mortgages, charges and or securities affecting the property of the Club at the close of the year.
 - (b) The Auditor must examine the Financial Statement prepared under subsection 34(2)(a) and present a report about it to the Secretary, before the next AGM following the financial year for which the audit was made.
- (3) Management of Assets:

The income and property of the Club must be used solely in promoting the Club's objectives and exercising the Club's powers.

35 Documents

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

36 Financial Year

The Financial Year of the Club closes on 31 December each year.

37 Distribution of Assets to Another Entity

- (1) This section applies if the Club is wound up under the *Associations Incorporation Act 1981* (Part 10) and it has surplus assets as defined by the Act.
- (2) The surplus income, dividends, profits or assets must not be distributed among the Club members, but must be given to another entity or entities which have objectives similar to the Club objectives, and the rules of which prohibit the distribution of the entity's income and assets to its members.
- (3) Such distribution shall be determined by a special resolution at a General Meeting of the Club.

Appendix – Definitions

- 1 *By-laws* – a set of rules that sit under the Constitution of a Club and determine the operational and internal workings of the Club.
- 2 *Contract Bridge* – a trick-taking card game using a standard 52-card deck. It is played by four players in two competing partnerships.
- 3 *Duplicate Bridge* – a variation of Contract Bridge where the same set of Bridge deals are played by different competitors and scoring is based on relative performance.
- 4 *Inclusivity* – providing equal access to opportunities and resources for people who might otherwise be excluded or marginalised, such as those having physical or intellectual disabilities or belonging to other minority groups.
- 5 *QBA* – is the peak body for Bridge Clubs in Queensland.
- 6 *ABF* – the body that administers Bridge throughout Australia.
- 7 *Good character and reputation* – having attributes that are consistent with the public interest and the protection thereof, including honesty, integrity, reliability and adherence to the law.
- 8 *Home Club* – the Club that a person belongs to for QBA, ABF and Masterpoints purposes.
- 9 *Masterpoints* – a scheme intended to stimulate interest in Bridge, provide means of measuring player achievements, and assist financing of the ABF's national and international commitments.
- 10 *Support roles* – are roles appointed annually at the first meeting of a new Management Committee and may include the roles of Congress Director, Congress Convenor, Dealer Co-ordinator, Masterpoint Secretary, Providore, Tuition Co-ordinator, Tournament Organiser, and Website Manager.
- 11 *Wide Bay Zone Regulations* – are set out under the Wide Bay Zone on the Queensland Bridge Association (QBA) website.
- 12 *Table Fee* – the amount charged for session play for members and visitors set by the Club at a General Meeting.
- 13 *Ordinary Resolutions* – any vote that is passed in accordance with the existing Constitution and only requires a simple majority to pass.
- 14 *Financial member* – a member who has paid all requisite fees associated with membership.
- 15 *Life Membership suitability* – dedication to the game; exemplary behaviour and etiquette; history of service to the Club including volunteering; leadership, education and mentoring of members; promotion of the game and introduction of new members; commitment to fair play and sportsmanship; and membership of the Club in excess of ten years.
- 16 *Management Committee Meeting* – a Management Committee Meeting (MCM) is called to discuss general business and a Special Management Committee Meeting (SMCM) is called by the Management Committee to decide an urgent issue or issues.

- 17 *Indictable offence* – a crime that is covered by the *Criminal Code Act 1899* or *Drugs Misuse Act 1986* and includes such crimes as stealing, assault, fraud, manslaughter, rape or murder.
- 18 *ABF Number* – a member identification number issued by the Australian Bridge Federation.
- 19 *Conflict of interest* – occurs when an individual's personal interests including family, friendships, financial, or social factors, could compromise the person's judgment, decisions, or actions. A conflict of interest can be actual, potential or perceived.
- 20 *Material personal interest* – an interest would be material if the member was to receive a benefit of some substance or value, and must be an interest that is specific to the member.
- 21 *Delegated Powers* – the authority granted by the Management Committee to undertake tasks on its behalf. Scope of that authority should be outlined in the terms of reference.
- 22 *General Meeting* – a general meeting is one that takes place according to an association's Constitution. It includes both Annual General Meetings (AGM) and Special General Meetings (SGM). An AGM is an annual meeting of the full membership and an SGM is a meeting of the full membership called to decide a specific issue or issues.
- 23 *Special resolution* – a resolution that is passed at a general meeting (including the AGM) by the votes of 75% of the members who are present and entitled to vote.
- 24 *Scrutineer* – a person who observes any process which requires rigorous oversight. Scrutineers prevent the occurrence of corruption and detect genuine mistakes.
- 25 *Proxy* – if a member is unable to attend a meeting and wants to vote, the member can appoint a Proxy to vote on the member's behalf.
- 26 *Imprest System* – system where a fixed amount is reserved, which after a certain period of time or when circumstances require, because money was spent, is replenished.