



# Constitution Of New Zealand Bridge

Incorporated Societies Act 2022

13 August 2024

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# 1 Introductory Rules

## 1.1 Name

The name of the society is New Zealand Bridge Incorporated (in this Constitution referred to as NZ Bridge.)

## 1.2 Charitable status

NZ Bridge is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## 1.3 Definitions

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

**'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**'Affiliation'** means the process of club becoming a member subject to application and approval.

**'Annual General Meeting'** means a meeting of the **Members** of NZ Bridge held once per year which, among other things, will receive and consider reports on **NZ Bridges'** activities and finances.

**'Board'** means the NZ Bridge Governing Body

**'Bridge'** means the game of contract bridge as prescribed under the international laws promulgated by the World Bridge Federation and includes all forms of contract bridge including tournament, teams, duplicate and rubber games, and any modifications thereof and "game" shall have a similar meaning.

**'Chairperson'** means the **Officer** responsible for chairing **General Meetings** and Board meetings, and who provides leadership for NZ Bridge.

**'Club'**, means any club, society, or group, whether incorporated or not, that furthers the purposes of NZ Bridge

**'Constitution'** means the rules in this document. All rules come into force on the date of filing of this Constitution with the Incorporated Society.

**'Committee'** means additional committees set up by the Board, for a designated specific purpose.

**'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of NZ Bridge.

**'Home Club'** in reference to any person means the member club through which the person pays their annual levy to NZ Bridge.

**'Interested Officer'** means an Officer who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

**‘Interests Register’** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

**‘Matter’** means—

1. NZ Bridge’s performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by NZ Bridge.

**‘Member’** means an **Affiliated Club** who has consented to become a **Member** of NZ Bridge and has been properly admitted to NZ Bridge through the affiliation process and who has not ceased to be a **Member** of NZ Bridge.

**‘NZ Bridge Foundation’ (NZBF)** is the charitable entity set up and supported by NZ Bridge, to support bridge players, volunteers, teachers and coaches at all levels, with a particular focus on youth development.

**‘Notice’ to Members or Players** includes any notice given by email, post, or courier to last advised address.

**‘Officer’** means a natural person who is:

- a member of the Board, or
- occupying a position in NZ Bridge that allows them to exercise significant influence over the management or administration of NZ Bridge.

**‘Players’** means those members of Member Clubs who play bridge and who have a NZ Bridge number for the purposes of ranking.

**‘Register of Members’** means the register of **Member Clubs** kept under this **Constitution** as required by section 79 of the **Act**.

**‘Remit’** includes any resolution proposed for determination or discussion at any general meeting of NZ Bridge but does not include any other resolution which the chair is prepared to accept for consideration, determination, or discussion as general business on any such occasion.

**‘Roll of Honour’** is a list of those individuals that have been recognized for highly valued services, over an extended period, to NZ Bridge and the game of bridge. They were previously known as Life Members.

**‘Secretary’** means the person responsible for administrative matters, as delegated by the Board.

**‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

**‘Working Days’** mean as defined in the Legislation Act 2019.

**‘Website’** means the website maintained by NZ Bridge at <http://www.nzbridge.co.nz/>.

## 1.4 Purpose

The primary purposes of NZ Bridge are to:

- Deliver a vibrant, prosperous, and appealing sport
- Raise the profile of bridge, improve player engagement and participation, and maintain the standards of the game throughout New Zealand.

It will be the single body, operating in a democratic and impartial manner to govern, manage, control, administer, and be responsible for the regulation and standards of bridge across New Zealand.

NZ Bridge must not operate for the purpose of, or with the effect of:

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members, registered players or other individuals (whether in money or in kind); or
- having capital that is divided into shares or stock held by its Members or any individual; or
- holding, property in which its members or any individual have a disposable interest (whether directly, or in the form of shares or stock in the capital of NZ Bridge or otherwise).

But NZ Bridge will not be operating for the financial gain of Members if it:

- pays a Member, or a player from a member club or any other individual person for matters that are incidental to the purposes of NZ Bridge, and the Member is a not-for-profit entity,
- distributes funds to a Member to further the purposes of NZ Bridge, and the Member:
  - is a not-for-profit entity, and
  - is affiliated or closely related to NZ Bridge, and
  - has the same, or substantially the same, purposes as those of NZ Bridge.
- reimburses a Member or a player from a member club or any other individual person for reasonable expenses legitimately incurred on behalf of NZ Bridge or while pursuing NZ Bridge's purposes,
- pays a Member or a player from a member club or any other individual person a salary or wages or other payments for services to NZ Bridge on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member/individual than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of NZ Bridge),
- provides a Member or a player from a member club or any other individual person with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of NZ Bridge.

- on removal of NZ Bridge from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member or other body that is a not-for-profit entity.

### **1.5 New Zealand Bridge Foundation**

NZ Bridge appoint the Trustees of NZB Foundation and undertake to provide administrative support services, at no cost to NZB Foundation.

- At no time will an existing Board member of NZ Bridge be eligible to be appointed as a Trustee
- NZ Bridge is not involved with the running of, the review or allocation of the funds, or the management of funding rounds.
- NZ Bridge, may from time to time, run fund raising activities for NZB Foundation, and these would be promoted as such.

### **1.6 Tikanga, kawa, culture or practice**

The tikanga or culture of NZ Bridge is based on inclusivity, respect, and consultation. This Constitution shall be interpreted having regard to those values and practices.

### **1.7 Act and Regulations**

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

### **1.8 Restrictions on NZ Bridge powers**

NZ Bridge must not be carried on for the financial gain of any of its members or a player from a member club or any other individual person.

NZ Bridge shall have full and unlimited powers as if it were a natural person to do all things necessary, desirable or convenient for the achievement and/or promotion of its objects.

### **1.9 Registered office**

The registered office of NZ Bridge shall be at such place in New Zealand as the Board from time to time determines and which is notified to the Registrar of Incorporated Societies, in a form as required by the Act.

### **1.10 Contact person**

NZ Bridge shall have 1 contact person(s) whom the Registrar can contact when needed. They will be over 18 years old and resident in New Zealand.

Contact details are provided to the Registrar of Incorporated Societies, including:

- a physical address or an electronic address, and
- a telephone number.

Changes to the contact person or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change.

## **2 Members**

### **2.1 Minimum number of members**

NZ Bridge shall maintain the minimum number of Members as required by the Act.

### **2.2 Types of members**

A Member is a club admitted to membership by affiliation under this Constitution and who has not ceased to be a Member. A Member club will be known as an Affiliated Club.

### **2.3 Becoming an Affiliated Member**

Any eligible club, whose objects are consistent with NZ Bridge may apply for affiliation, by written notice through the completion and signing of any application form, supply of any information, or attend any interview as may be required by the Board.

The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.

An application by a Club is deemed to be a consent to becoming a member. The signed written consent of every Club to become a Member shall be retained in NZ Bridge's membership records.

### **2.4 Members' obligations and rights**

Every Member shall provide NZ Bridge in writing with that Member's name and contact details (namely, contact person, physical or email address and a telephone number) and promptly advise NZ Bridge in writing of any changes to those details.

- All Members and their players shall promote the interests and purposes of NZ Bridge and shall do nothing to bring NZ Bridge into disrepute.
- The Board may decide what access or use Members or their players may have to any facilities, equipment, websites, databases or other property owned, occupied or otherwise used by NZ Bridge-
- A Member club and its player members shall abide by all rules and regulations, sanctions, policies, and procedures of NZ Bridge.

### **2.5 Voting rights of Members**

Each member club shall have one vote for every 50 home club members of the club rounded up. For this purpose, the number of home club members is the same as the number used to calculate the levies as at the 1st of January immediately preceding the matter of NZ Bridge requiring a vote.

### **2.6 Levies and fees**

The player levy and any other fees for membership or participation will be set by the Board and notified to member clubs giving not less than six months' notice of change.



## **2.7 Ceasing to be a Member Club**

A Member Club ceases to be a Member:

- by resignation writing, signed by that Member's authorised representative to the Board, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on liquidation or deregistration, or dissolution of the Member Club
- by resolution of the Board where:
  - The Member has failed to pay a subscription, levy or other amount due to NZ Bridge within 90 Working Days of the due date for payment.
  - In the opinion of the Board the Member has brought NZ Bridge into disrepute.

with effect from (as applicable):

- the date of receipt of the Member's notice of resignation by the Board (or any subsequent date stated in the notice of resignation), or
- the date of termination of the Member's membership under this Constitution, or
- the date of the Member's liquidation or deregistration, or dissolution, or
- the date specified in a resolution of the Board.

When a Member's membership has been terminated the Board shall promptly notify the former Member in writing.

## **2.8 Obligations once membership has ceased**

A Member Club who has ceased to be a Member under this Constitution—

- remains liable to pay all subscriptions and fees up to NZ Bridge's next balance date,
- shall cease to hold itself out as a Member of NZ Bridge, and
- shall return to NZ Bridge all material provided to Members by NZ Bridge (including any membership certificate, badges, handbooks, educational material and manuals).
- shall cease to be entitled to any of the rights of a NZ Bridge Member.

## **2.9 Becoming a member again**

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Board.

### **3 General meetings**

This includes Annual General Meetings and Special General Meetings

#### **3.1 Procedures and delivery**

The Board shall give all Members at least 30 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting. This Notice will include date, time and place, and the business to be transacted.

That Notice will be addressed to the Member at the contact address notified to NZ Bridge and recorded in NZ Bridge's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

- General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- All General Meetings shall be chaired by the Chairperson or, in the Chairperson's absence, by a Board member nominated by the Chairperson for that purpose, or otherwise agreed by those members of the board present.
- Any person chairing a General Meeting may —
  - With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
  - In the case of emergency, adjourn the General Meeting or declare it closed.
- The Board may propose Remits for NZ Bridge to vote on ('Board Remits'), which shall be notified to Members with the Notice of the General Meeting.
- Any Member may request in writing that a Remit be included and voted on ('Member's Remit') at a General Meeting, by giving notice to the Secretary or Board at least 40 Working Days before that meeting can take place. The Member must provide information in support of the Remit ('Member's Information') and must be supported by at least 2 other clubs. If notice of the Remit is given to the Secretary or Board before written Notice of the General Meeting is given to Members, notice of the Remit shall be provided to Members with the written Notice of the General Meeting.

### **3.2 Authorised Delegates**

An officer of each Member club shall give to the Secretary, prior to the commencement of the General Meeting, notice, in writing, of the appointment of one authorised delegate for that club and one alternate authorised delegate in the case of absence. Any person (including the Chairperson) may be appointed to be the authorised (or alternative) delegate of a member club and may hold more than one such appointment simultaneously.

Any member of a Member club may attend a General Meeting but only delegates authorised for that purpose by a Member club or persons permitted at the discretion of the chairperson to do so, shall be entitled to address the meeting.

No quorum is required at a duly constituted General Meeting, but the minute record will show those member clubs which had a validly authorised delegate present.

### **3.3 Voting**

Only authorised (or alternate) delegates may vote at General Meetings. Such authorised (or alternates) shall be entitled to cast separate votes in accordance with the weighted voting entitlement of each such member club (see 2.5 above) and in so doing shall be obliged to have regard to any written direction which may have been given by the Member club.

Voting shall initially be by show of hands but if a poll is demanded by any authorised delegate of a Member club, then voting shall be by formal ballot cast by such authorised delegates on behalf of their club.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in accordance with sections 3.1 and 3.2 and voting at the General Meeting.

### **3.4 Written Resolutions**

NZ Bridge may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the eligible financial Members voting on the resolution.

A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

- Appointment to the Roll of Honour is by written resolution at a General Meeting passed by a simple majority of those Members present and voting.

### **3.5 Minutes**

NZ Bridge must keep the minutes of all General Meetings.

### **3.6 Date for Annual General Meeting**

An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act, and this Constitution.

The Annual General Meeting must be held no later than the earlier of the following—

- 6 months after the balance date of NZ Bridge
- 15 months after the previous annual meeting.

### **3.7 Business of an Annual General Meeting**

The business of an Annual General Meeting shall be to—

- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- adopt the annual report on the operations and affairs of NZ Bridge,
- adopt the Board's report on the finances of NZ Bridge, and the annual financial statements,
- consider any Remits of which prior notice has been given to Members with notice of the Meeting, and
- consider any general business.

The Board must, at each Annual General Meeting, present the following information—

- an annual report on the operation and affairs of NZ Bridge during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

### **3.8 Special General Meetings**

Special General Meetings may be called at any time by the Board by resolution.

The Board must call a Special General Meeting if it receives a written request signed by at least 20 percent of Members.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

## **4 Board**

### **4.1 Board composition**

The Board will consist of 7 Officers.

A majority of the Officers on the Board must be members of Member Clubs of NZ Bridge.

No employee of, or independent contractor to, NZ Bridge shall simultaneously hold office as a Board Member.

### **4.2 Functions of the Board**

From the end of each Annual General Meeting until the end of the next, NZ Bridge shall be managed by, or under the direction or supervision of, the Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

### **4.3 Powers of the Board**

The Board has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of NZ Bridge, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

### **4.4 Committees**

The Board may appoint Committees consisting of such people (whether or not Members of NZ Bridge) and for such purposes as it thinks fit. Unless otherwise resolved by the Board—

- the quorum of every Committee is half the members of the Committee but not less than 2,
- no Committee shall have power to co-opt additional members,
- a Committee must operate within the scope of activity it was appointed under
- a Committee must not commit NZ Bridge to any financial expenditure without express authority from the Board, and
- a Committee must not further delegate any of its powers.

### **4.5 Management of proceedings**

The Board and any Committees may act by resolution face to face, during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Board or Committee meeting.

Other than as prescribed by the Act or this Constitution, the Board or any Committee may regulate its proceedings as it thinks fit.

## **5 Board meetings**

### **5.1 Procedure**

The quorum for Board meetings is at least half the number of members of the Board.

A meeting of the Board may be held either—

1. by a number of the members of the Board who constitute a quorum, being assembled at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Board shall have one vote. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the Board.

The members of the Board shall elect one of their number as chairperson of the Board. If at a meeting of the Board, the chairperson is not present, able or willing to take the chair then those Board members present and entitled to vote shall elect a Chairperson for such a meeting.

Except as otherwise provided in this Constitution, the Board may regulate its own procedure.

### **5.2 Frequency**

The Board shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as convened by the Chairperson or Secretary, or as a request by 3 or more Board members by notice in writing to the secretary.

The Secretary, or other Board member nominated by the Board, shall give to all Board members not less than 7 Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

## **6 Officers**

### **6.1 Qualifications of officers**

Every Officer must be a natural person who:

- has consented in writing to be an officer of NZ Bridge, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of NZ Bridge.

Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of NZ Bridge, namely:

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
  1. an offence under subpart 6 of Part 4 of the Act
  2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  3. an offence under section 143B of the Tax Administration Act 1994
  4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
  5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
  1. a banning order under subpart 7 of Part 4 of the Act, or
  2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer a person must:

- consent in writing to be an Officer, and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer and each certificate shall be retained in NZ Bridge's records.

## **6.2 Officers' duties**

At all times each Officer:

1. shall act in good faith and in what he or she believes to be the best interests of NZ Bridge,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to NZ Bridge acting, in a manner that contravenes the Act or this Constitution,

4. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation:
  - the nature of NZ Bridge,
  - the nature of the decision, and
  - the position of the Officer and the nature of the responsibilities undertaken by him or her
5. must not agree to cause or allow the activities of NZ Bridge being carried on in a manner likely to create a substantial risk of serious loss to NZ Bridge or to NZ Bridge's creditors, and
6. must not agree to NZ Bridge incurring an obligation unless he or she believes at that time on reasonable grounds that NZ Bridge will be able to fulfil the obligation when it is required to do so.
7. Officers of the NZ Bridge can be held personally liable for breaches of these duties. However the Chairperson, Board members, any officials designated under the Constitution and/or any employee of NZ Bridge shall be indemnified by NZ Bridge in respect of any claim by any third party, and the reasonable costs and expenses of any claim which may be made against them by any third party arising from any action, statement, decision or omission done or made by them in good faith while lawfully engaged in the business of NZ Bridge and/or the Board or the Conduct, Discipline and Disputes Committee, and acting within the Constitution.
8. The entitlement to any indemnity pursuant to the provisions above shall not extend to or be available with respect to a claim made by NZ Bridge against any Board member official or employee of NZ Bridge nor to any claim made by any Board member against any other Board member.

### **6.3 Election or appointment of officers**

Election for Board members shall be held each year with the date of office to be 1 January.

The election shall be to fill the vacancies arising from retirement of Board Members. There is no requirement by the Board to fill all vacancies at an Election.

Officers shall be elected by remote ballot in accordance with the procedures for giving Notice:

1. At least 3 months prior to the proposed Election Date, the Board shall:
  1. Set the Election Date for elections to the Board, and
  2. Appoint a Returning Officer for those elections to the Board.
2. Within 5 Working Days of determining the Election Date NZ Bridge shall give Notice to all financial Members calling for nominations for Board positions requiring to be filled, and such Notice shall include a nomination form and shall



specify the date and time such nominations must be in the hands of the Returning Officer appointed; such date being not less than 30 Working Days prior to the Election Date.

3. A candidate's written nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) and accompanied by a signed biography/cv not exceeding one A4 page.
4. All nominations will be accepted, either when confirmed by email to the sender or when they appear on NZ Bridge's website. NZ Bridge will not accept liability for nominations not received in time.
5. At least 25 Working Days prior to the Election Date the Secretary shall give Notice to all financial Members of the nominations received for Board positions.
6. If the number of nominations is equal to or fewer than the positions available, then each nominee shall be deemed to have been elected. The Secretary shall declare the result within 7 days of the close of nominations.
7. If there are a greater number of nominations than required for specific positions, the Secretary will forward a voting paper accompanied by the biographies of the candidates for election to each member Club. Such voting paper shall specify the latest date (not less than 3 Working Days prior to the Election Date) it must be in the hands of the Returning Officer appointed by the Board to be counted as a valid vote.
8. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
9. Board members seeking re-election shall abstain from participating in and voting on any decisions made by the Board on this matter.
10. Voting is weighted as detailed in Section 3.3
11. In the event of a ballot being required the candidate/s polling the highest number of votes of financial Members shall be declared elected by NZ Bridge or the Returning Officer.
12. In the event of any vote being tied the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).
13. Ballots shall be opened and counted by the Secretary in the presence of one or more independent scrutineers designated for that purpose by resolution of the Board.
14. The decision of the Secretary as to the validity and intent of each ballot received shall be final. A record of total votes for each candidate shall be prepared and signed by the Returning Officer and Secretary, and the individual ballots shall be destroyed.
15. The results of each ballot shall be declared by the Secretary within 7 days after the closing date for ballots, by notice in writing to each candidate and to each member club.

The Board may appoint additional Board members for a specified purpose and a term not exceeding two years. Unless otherwise specified by the Board any person so appointed shall have full speaking and voting rights as an Officer of NZ Bridge.

#### **6.4 Term**

The term of office for all Officers will be until they are required to retire by rotation. At the end of each year (31 December) those who have served for three years shall be required to retire but remain eligible for re-election for a maximum of three terms of three years.

#### **6.5 Chairperson**

NZ Bridge is to be led by a Chairperson appointed by the elected Board Members, at the first meeting after the election of officers. The Chairperson shall carry out the functions specified in this Constitution and shall speak for and represent NZ Bridge.

Should the position of Chairperson become, or is to become, vacant at any time, the Board shall, either in anticipation of the vacancy, or as soon as reasonably practical thereafter, appoint a Board Member to be the Chairperson.

If, for exceptional reasons, the Board determines that it is unable to appoint any Board Member as Chairperson, then the Board may appoint a Chairperson who is not a Board Member. In such case the appointed chairperson becomes an additional Board Member ex officio. Such person shall hold office only until the 31 December following appointment and shall only be eligible for reappointment as Chairperson thereafter, if such person is duly elected a Board Member. A person appointed as Chairperson shall be and remain a Board member for so long as the person remains Chairperson including any reappointment as Chairperson.

#### **6.6 Removal of officers**

An Officer shall be removed as an Officer by resolution of the Board or NZ Bridge where in the opinion of the Board or NZ Bridge —

- The Officer elected to the Board has been absent from 3 Board meetings without leave of absence from the Board.
- The Officer has brought NZ Bridge into disrepute.
- The Officer has failed to disclose a conflict of interest.
- The Board passes a vote of no confidence in the Officer.
- The Officer suffers from mental incapacity as certified by a qualified medical practitioner
- The Officer becomes bankrupt
- The Officer is convicted on indictment of a criminal offence or is sentenced to a term of imprisonment, home detention, community detention or community service for any offence whatsoever

- The Officer becomes an employee or an independent contractor in the nature of an employee of NZ Bridge

with effect from the date specified in a resolution of the Board or NZ Bridge.

### **6.7 Ceasing to hold office**

An Officer ceases to hold office when they have reached the end of their electable term, resign (by notice in writing to the Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall, within 30 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of NZ Bridge held by such former Officer.

### **6.8 Conflicts of interest**

An Officer or member of a Committee who is an Interested Member in respect of any Matter being considered by NZ Bridge, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the Board and or Committee, and
2. in an Interests Register kept by the Board (see 7.2).

Disclosure must be made as soon as practicable after the Officer or member of a Committee becomes aware that they are interested in the Matter.

An Officer or member of a Committee who is an Interested Member regarding a Matter—

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

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

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

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

## **7 Records**

### **7.1 Register of Members**

NZ Bridge shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include —

- Their name, and
- The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details of their nominated person, including —
  - A physical address, postal address or an electronic address, and
  - A telephone number.

Every current Member shall promptly advise NZ Bridge of any change to the Member's contact details.

NZ Bridge shall also keep a record of the former Members of NZ Bridge. For each Member who ceased to be a Member within the previous 7 years, NZ Bridge will record:

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

### **7.2 Interests Register**

The Board shall always maintain an up-to-date register of the interests disclosed by Officers and by members of any Committee.

### **7.3 Access to information for members**

A Member may at any time make a written request to NZ Bridge for information held by NZ Bridge. The request must specify the information sought in sufficient detail to enable the information to be identified.

NZ Bridge must follow all requirements as outlined in The Incorporated Societies Act 2022 and Privacy Act 2020 relating to the provision and management of information to Members and their players.

## **8 Finances**

### **8.1 Control and management**

The funds and property of NZ Bridge shall be—

- controlled, invested and disposed of by the Board, subject to this Constitution, and
- devoted solely to the promotion of the purposes of NZ Bridge.

The Board shall maintain bank accounts in the name of NZ Bridge.

All money received on account of NZ Bridge shall be banked within 10 Working Days of receipt.

All accounts paid or for payment require two authorities, one of whom is a Board member.

The Board must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of NZ Bridge, and
2. allow NZ Bridge to produce financial statements that comply with the requirements of the Act, and
3. would enable the financial statements to be audited or reviewed, as required under any legislation.

The Board must establish and maintain a satisfactory system of control of NZ Bridge's accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of NZ Bridge.

An annual budget shall be prepared and agreed to by the Board.

## **8.2 Balance date**

NZ Bridge's financial year shall commence on 1 January and end on 31 December (the later date being NZ Bridge's balance date).

# **9 Dispute resolution**

## **9.1 Meanings of dispute and complaint**

A dispute is a disagreement or conflict involving NZ Bridge, its Officers, its Members and players. Any disagreement or conflict may be between any combination of the four parties above.

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

In the interests of clarity: disputes between Players, the playing of bridge and NZ Bridge are covered by the Rules of the Game, and a Code of Conduct. These form part of the operations of NZ Bridge, and the Conduct, Discipline, and Disputes Committee (appointed by the Board) have oversight in the application and administration of these.

# **10 Liquidation and removal from the register**

## **10.1 Resolving to put NZ Bridge into liquidation**

NZ Bridge may be liquidated in accordance with the provisions of Part 5 of the Act.

The Board shall give 20 Working Days written Notice to all Members of the proposed resolution to put NZ Bridge into liquidation.

The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to put NZ Bridge into liquidation must be passed by a two-thirds majority of all Members present and voting using weighted voting.

## **10.2 Resolving to apply for removal from the register**

NZ Bridge may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Board shall give 20 Working Days written Notice to all Members of the proposed resolution to remove NZ Bridge from the Register of Incorporated Societies.

The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to remove NZ Bridge from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting using weighted voting.

## **10.3 Surplus assets**

On the liquidation or removal from the Register of Incorporated Societies of NZ Bridge, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in some other organisations or bodies with similar objects to NZ Bridge, or for some other charitable purpose.

However, in any resolution under this rule, NZ Bridge may approve a different distribution to a different not-for-profit entity from that specified above, so long as NZ Bridge complies with this Constitution and the Act in all other respects.

# **11 Alterations to the constitution**

## **11.1 Amending this constitution**

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

NZ Bridge may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 20 per cent of eligible Members and given in writing to the Board at least 30 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 30 Working Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

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END OF DOCUMENT

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