



THE FREMANTLE BRIDGE CLUB INC

CONSTITUTION

1. NAME

The name of the club is “**THE FREMANTLE BRIDGE CLUB INC.**” hereinafter referred to as the “Club”.

2. OBJECTS

- 2.1 The object of the Club is to promote and encourage the game of Bridge.
- 2.2 To affiliate with the ABF and BAWA and co-operate with kindred clubs and associations
- 2.3 To provide social interaction for Members
- 2.4 To provide adequate premises for the Club together with all necessary facilities, including provisions for people living with disability and a satisfactory and safe environment according to law
- 2.5 To do all such other things as are conducive or incidental to the promotion of these objects

3. MEMBERSHIP

- 3.1 Membership shall be open to all persons subscribing to the Objects of the Club and agreeing to its Constitution.
- 3.2 Applicants for membership must complete and sign the Application Form provided for that purpose and must be proposed and seconded by current financial members.
- 3.3 All applications for membership shall be posted on the Club notice board for a period of not less than fourteen days before consideration by the Management Committee.
- 3.4 The Management Committee shall consider and accept, reject or defer such applications without applying any discrimination.
- 3.5 There shall be the following classes of Members:

(a) Ordinary Member

An Ordinary Member is deemed to be a person who has been duly approved by the Management Committee and who has paid the appropriate joining fee (if any) and the full Annual Subscription.

(b) Alternative Member

An Alternative Member is deemed to be a person who has been duly approved by the Management Committee but has designated another bridge club as their home club, and who has paid the appropriate joining fee (if any) and the full Annual Subscription, less the Australian Bridge Federation fee. An Alternative Member has the same rights, privileges and responsibilities of Ordinary Members, but may not vote at General Meetings of the Club,

(c) Life Member

Life Membership may be conferred on an individual member for outstanding work done for the Club over a number of years if recommended by the Committee and confirmed by resolution of the majority of the members present and voting at a General Meeting. Life Members shall hold the

honour during their lifetime and shall be exempt from the payment of Annual Subscriptions and other fees, and shall have the rights, privileges and responsibilities of Ordinary Members.

(d) Honorary Member

- (e) An Honorary Member shall not be required to pay the Joining Fee (if any) or the Annual Subscription and shall have the rights, privileges and responsibilities of Ordinary Members but may not vote at General Meetings of the Club. Youth Member

A Youth Member will be aged 18 – 25 years and will pay 50% of the Annual Subscription.

(f) Associate Member

Associate Membership is open to applicants who require only temporary membership and /or who do not wish to use the full facilities of the Club, or who require membership under unusual circumstances. An Associate Member has the rights of an Ordinary Member but may not vote at General Meetings of the Club.

3.6 Cessation of Membership

- 3.6.1 A member may resign his membership at any time by sending a written notice of resignation to the Honorary Secretary.

- 3.6.2 The Committee shall have the right to expel any member subject to provisions of clause 3.7.

3.7 Disciplinary Powers of the Committee

Every member undertakes to comply with the Constitution of the Club. Any refusal or neglect to do so or any conduct which is unbecoming, which includes any conduct which the Committee considers to be a serious breach of any By-Laws made under section 15 of this Constitution, shall render such member liable for expulsion, suspension, a caution, or such other treatment as the Committee thinks fit. The Committee may of its own volition or upon receipt of a complaint in writing hold an enquiry concerning the conduct of any member. The member concerned shall be furnished with a full copy of the charge made against them and shall have the right to be heard by the Committee before its decision is made. If the Committee decides to expel or suspend a member the member may, by providing notice in writing to the Honorary Secretary within seven days of the communication to them of the decision of the Committee, require that the Committee refer the decision without delay to a Special General Meeting, but the decision of the Committee to expel or suspend shall prevail unless reversed by resolution of the majority of the members present and voting at the meeting. If so reversed the Committee's decision shall be overruled.

4. REGISTER OF MEMBERS OF THE CLUB

- 4.1 The Honorary Secretary, on behalf of the Club, must comply with Section 27 of the ACT by keeping and maintaining in an up-to-date condition, a register of the members of the Club and their postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

- 4.2 The Secretary must ensure the name of a person who dies or ceases to be a member under Clause 4 is deleted from the register of members referred to in Clause 3.1.

- 4.3 The Club shall keep an up to date register of members in respect of each class of membership. This register must be continually available for inspection at the Club premises.

5. SUBSCRIPTIONS

- 5.1 Annual subscriptions for all members shall be such as decided by the Management Committee and ratified at each Annual General Meeting. They shall become due for the period of the Club's financial year one week after the Annual General Meeting which decides on the amount of the subscription. Failure to pay within one month of the due date automatically excludes a person from membership.
- 5.2 The Financial Year of the Club shall commence on the first day of August each year.
- 5.3 Any new member who joins the Club after 1st February of any Financial Year shall become liable for only half the annual subscription.
- 5.4 Competition entrance fees, table charges and other levies for Members and visitors shall be as determined by the Management Committee from time to time.

6. THE MANAGEMENT COMMITTEE

The Fremantle Bridge Club Inc is the name of the Club, the Constitution of the Club is this document and the Management Committee shall be responsible for the execution of the Club policy and for the proper conduct of Club affairs. The Management Committee comprises of:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Up to seven Ordinary Committee Members

6.1 Duties of Office Bearers

(a) The President shall:

- take the chair at all meetings;
- be responsible for the proper conduct of the Club affairs as set out in this Constitution;
- co-ordinate the Club policy as approved by the Committee;
- be empowered to co-opt members for particular duties;
- represent the Club at official functions when invited by kindred clubs and associations;
- be an ex-officio member of all sub-committees;
- be empowered to call a Special General Meeting

(b) The Vice-President shall:

- assist the President at all times in his/her duties;
- preside at all meetings in the absence of the President (in the absence of both President and Vice-President the meeting shall elect a Chairperson of the Meeting.)
- deputise for the President if requested.

(c) The Honorary Secretary shall:

- convene all meetings of the Club and Committee;
- attend all meetings and keep minutes of all proceedings;
- conduct the correspondence of the Club and have custody of all documents of the Club;
- keep the register of members;
- perform such other duties as required.

(d) The Honorary Treasurer shall:

- keep correct accounts and books showing the financial affairs of the Club;
- collect and bank all monies received and give proper receipts when requested or required;
- arrange for all payments and disbursements authorised by the Committee;
- maintain all bank accounts of the Club, with the proviso that all withdrawals or cheques on these accounts shall be signed by any two of the President, Honorary Secretary or Honorary Treasurer, or in their absence or incapacity any other member of the Committee duly elected in their stead;
- prepare and submit financial statements to the Committee as required by the Committee;
- Prepare and present the Treasurer's Report to the Annual General Meeting for the Club as required Clause 7A(c)

6A Election of Committee Members

- (a) At least 35 days prior to the Annual General Meeting, the Secretary will post on the notice board of the Club premises a note calling for nominations for the office of President, Vice President, Secretary, Treasurer and ordinary committee members.
- (b) The notice will specify a date not less than 14 days prior to the Annual General Meeting on which nominations close.
- (c) Nominations must be in writing on a nomination form provided by the Club and must be signed by the candidate and by a proposer and a seconder each of whom must be a member entitled to vote and, delivered to the address shown on the nomination form before the date nominations close.
- (d) If nominations for office bearers or Committee Members exceeds the number specified in clause 6 an election shall be by ballot, which shall be conducted as follows:
- (i) As soon as possible after close of nominations the Secretary must send a ballot paper to each member entitled to vote.
 - (ii) The ballot shall close at noon on the day prior to the Annual General Meeting and only ballot papers placed in the ballot box at the Club premises by that time shall be valid.
 - (iii) The counting of valid votes shall be made prior to the Annual General Meeting by two returning officers appointed by the Committee.
 - (iv) The results of the ballot shall not be disclosed to anyone prior to the Annual General Meeting at which time one of the returning officers shall inform the Chairperson of the results.
 - (v) Any tie in the ballot will be resolved by simple majority vote of those present entitled to vote and voting at the meeting.
 - (vi) The Chairperson will declare the results of the elections at the Annual General Meeting.

6B Terms of Office (Tenure)

- (a) All Members of the Management Committee shall be over the age of 18 years and be members of the Club.
- (b) All Members of the Management Committee shall be elected at the AGM except that in the event of a casual vacancy arising due to any reason, the
- (c) Members of the Management Committee shall have the power to co-opt a replacement.
- (d) The elected Management Committee shall hold office from the declaration of the results of the election at the AGM until the declaration of the results of the election at the next election when they shall retire.

- (e) All Members of the Management Committee shall be eligible for re-election from year to year except that the President shall not hold the same office for more than 3 consecutive years.

6C Vacancies on the Committee

The position of any Member of the Committee shall become vacant if she/he:

- (a) resigns from the Committee;
- (b) absents her/himself from three or more consecutive meetings of the Committee without satisfying the Committee that s/he had good reason for failure to attend;
- (c) loss of mental capacity
- (d) ceases to be a Member of the Club.

6D The Committee may appoint any individual member of the Club other than an Honorary Member to fill any vacancies on the Committee however occurring. Such appointment shall remain valid until the election of a new Committee at the next Annual General Meeting of the Club.

6E Quorum and Procedures of Committee Meetings

Quorum

A quorum shall consist of four Members of the Committee and no business is to be conducted unless a quorum is present.

Procedures

6E.1 Committee Meetings

- (a) The Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Committee.
- (b) The date, time and place of the first Committee meeting must be determined by the Committee Members as soon as practicable after the Annual General Meeting at which the Committee Members are elected.
- (c) Special Committee meetings may be convened by the President or any 2 Committee Members.

6E.2 Notice of Committee Meetings

- (a) Notice of each Committee meeting must be given to each Committee Member at least 48 hours before the time of the meeting.
- (b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (c) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee Members at the meeting unanimously agree to treat that business as urgent.

6E.3 Procedure and Order of Business

- (a) The President or, in the President's absence, the Vice-President must preside as Chairperson of each Committee meeting.
- (b) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (c) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.

- (d) A member or other person who is not a Committee Member may attend a committee meeting if invited to do so by the Committee.

6E.4 Voting at committee meetings

- (e) Each committee member present at a Committee meeting has one vote on any question arising at the meeting.
- (f) A motion is carried if a majority of the Committee Members present at the committee meeting vote in favour of the motion.
- (g) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (h) A vote may take place by the Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- (i) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

6F. Record Keeping

- (a) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (b) The minutes must record the following —
 - (i) the names of the Committee Members present at the meeting;
 - (ii) the name of any visitor attending the meeting under rule 6E.3(iv);
 - (iii) the business considered at the meeting;
 - (iv) any motion on which a vote is taken at the meeting and the result of the vote.
- (c) The minutes of a Committee meeting must be entered in the Club's file within 30 days after the meeting is held.
- (d) The Chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next committee meeting.
- (e) the contrary is proved, evidence that —
 - (i) the meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any appointment purportedly made at the meeting was validly made.

6G. Payments to Committee Members

- (a) A Committee Member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses properly incurred in connection with the Club's business.
- (b) Any payment to a Committee Member from the Club's funds can only occur if the payment has been authorised.

7. ANNUAL GENERAL MEETINGS PROCEDURES AND QUORUM

Section 7 deals with AGM's, Special General Meetings and General Meetings.

7A AGM Quorum and Procedures

- (a) The Annual General Meeting of the Club shall be held as soon as possible after August 1st, but not later than September 15th each year on a date to be decided by the Committee.
- (b) The Secretary must post on the Club's notice board the date and time of the AGM at least 30 days prior.
- (c) The meeting shall be opened and thereafter in addition to standard meeting procedure the order of business shall be:
 - Confirmation of the minutes of the previous Annual General Meeting.
 - The President's report
 - The Treasurer's Report which shall consist of duly audited statement of receipts and expenditures and a balance sheet showing all assets and liabilities of the Club Such information shall be available to all members for inspection.
 - Declaration of the new Committee.
 - Voting on the amount of Annual Subscriptions for the coming year as decided by the Management Committee. (See 5.1)

7B. General Meetings Quorum and Procedures

- (a) A General Meeting of members may be held at the direction of the Committee.
- (b) At all General Meetings a number equivalent to one third of the number of members entitled to vote or twenty of such members, whichever is the lesser, shall constitute a quorum.
- (c) All Members of the Club are entitled to receive notice and attend General Meetings.
- (d) The Honorary Secretary shall convene any General Meeting required under this Constitution by giving at least fourteen days' notice of such meeting.
- (e) Decisions on motions duly proposed and seconded shall be by simple majority vote save in the question of amendments to this Constitution and the question of affiliation with the Bridge Association of Western Australia. In all matters however the Chairperson shall have a casting vote as well as an original vote.
- (f) Any member may appoint a proxy to appear, speak and vote on his/her behalf.
- (g) The Chairperson may adjourn any meeting.
- (h) The Secretary must cause proper minutes of all proceedings to be taken and then to be entered within 30 days in the Club's Minute file.
- (i) The Chairperson must ensure the minutes are checked and signed as correct before filing.

7C. Special Meetings Quorum and Procedures

- (a) A Special General Meeting must be held on the petition of one third of the number of members entitled to vote or twenty such members (whichever is the lesser). The President (or her/his deputy) must be the recipient of such petition and the meeting must be held not less than fourteen days or more than twenty-eight days after receipt of the petition by the President who shall instruct the Honorary Secretary to convene the meeting.
- (b) The number required to request a meeting cannot be greater than 20%.
- (c) Quorum, notice and procedure as above clause 7B.

8. FINANCIAL

The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid otherwise distributed, directly or indirectly, to any member of the Club, except in good faith in the promotion of those objects or purposes.

8.1 Control of Funds

- (i) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Club.
- (ii) The Committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (iii) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by —
 - a. Two (2) Committee members; or
 - b. One (1) Committee member and a person authorised by the Committee.
- (iv) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

8.2 Financial Year

The Financial year of the Club commences 1 August.

8.3 Financial Powers

The powers conferred on the Club are the same as those conferred by Section 13 of the ACT.

It may:

- (a) Acquire, hold, deal with and dispose of any real or Club property;
- (b) open and operate bank accounts;
- (c) invest its money;
 - (i) in any security in which trust monies may be lawfully invested; or
 - (ii) In any other manner authorised by the Clauses of the Club;
- (d) borrow money upon such terms and conditions as the Club thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (f) appoint agents to transact any business of the Club on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this ACT or the Clauses of the Club.

8.4 Financial Reports

- (a) For each financial year, the committee must ensure that the requirements imposed on the Club under Part 5 of the ACT relating to the financial statements or financial reports are met.
- (b) The Club must retain its financial records for at least 7 years after the transactions covered by the records are complete.

8.5 Honorary Auditor

An Auditor shall be appointed by the members at the Annual General Meeting. S/He shall inspect the Register of Members, statement of accounts and balance sheets and shall verify same. S/He shall have the power at any time to call for the production of all books, accounts, vouchers and all other documents relative to the affairs of the Club.

S/He shall not be a member of the Committee.

9. AMENDMENTS TO THE CONSTITUTION

All members of the Club are bound by this constitution and are deemed to have notice of it. The Honorary Secretary shall place a copy on the Club notice board. The Honorary Secretary shall provide a copy to any member upon application.

9.1 Amendments to the Constitution

The rules of the association may be altered by special resolution at a general meeting of the association.

- (a) No part of this Constitution shall be repealed, amended or added to, save and except by a three-fourths majority of members voting at the Annual General Meeting of the Club or a General Meeting called for the purpose of discussing a motion to amend, repeal or add to the Constitution, of which twenty-one clear days prior notice of Meeting has been given by posting a notice on the Club notice board.
- (b) All such amendments, repeals and or additions shall not become effective until the appropriate approvals have been received from the Commissioner for Fair Trading as provided for under the ACT.

10. COMMON SEAL

The Club, upon incorporation, shall have a Common Seal which shall be kept in the custody of the Honorary Secretary and which shall not be used except with the authority of the President and Secretary or Treasurer, being authorised to affix such Seal to every instrument to which such seal is to be affixed and to countersign the instrument.

- (a) The name of the Club must appear in legible characters on the Common Seal.
- (b) A document may only be sealed with the Common Seal by the authority of the Committee and in the presence of two Committee Members and each of them is to sign the document to attest that the document was sealed in their presence.
- (c) The Secretary must make a written record of each use of the Common Seal.

11. CUSTODY AND SECURITIES

- (a) The books and any securities of the Club must be kept in the secretary's custody or under the secretary's control

- (b) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.
- (c) The above rules have effect except as otherwise decided by the committee.

12. INSPECTION OF RECORDS

- (a) A Member may at any reasonable time inspect without charge the Constitution, Membership Register, record of Office Bearers and other books, documents, records and securities of the Club.
- (b) The Member must contact the secretary to make the necessary arrangements for the inspection.
- (c) The member may make a copy or take an extract but does not have the right to remove.
- (d) The Member must not use or disclose information in a record or a document except for a purpose that is directly connected with the affairs of the Club.

13. DEALING WITH DISPUTES

This section applies to disputes between Members and, disputes between the Club and one or more Members that arise under the Constitution or By-Laws, or relate to the Constitution, By-Laws or the conduct of a Member. It does not apply to disciplinary matters that are covered under Section 3.7 of this Constitution.

- (i) Parties to a dispute must attempt to resolve the dispute between themselves. If they cannot resolve it, any party to the dispute may start the grievance procedure by giving written notice to a Recorder or Recorders appointed by the Committee from time to time, of the details of the dispute.
- (ii) The Recorder will bring the parties together to discuss the dispute and try to mediate a solution in accordance with the Terms of Reference adopted by the Club from time to time, being APPENDIX 5.
- (iii) The dispute must be addressed within 14- 28 days.
- (iv) Disputes between the Club and one or more Members must be addressed by the Management Committee unless a party to the dispute gives notice that they do not agree to the dispute being determined by the Management Committee, in which case the provisions of paragraphs (i) to (iii) above apply.

14. TOURNAMENTS AND EVENTS

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

15. BY-LAWS

- (a) The Club may, by resolution at a general meeting, make, amend or revoke by-laws ("By-Laws").
- (b) The By-Laws may provide for any matter the Club considers necessary or convenient to be dealt with in the By-Laws, including to supplement the Laws of Duplicate Bridge as published by the World Bridge Federation from time to time.
- (c) A By-Law is of no effect to the extent that it is inconsistent with the Associations Incorporation Act, Associations Incorporation Regulations or these Rules.

- (d) At the request of a member, the Club must make a copy of the By-Laws available for inspection by a member.

16. DISSOLUTION OR WINDING UP OF THE CLUB

- (a) The Club shall be capable of continuing its existence so long as there are sufficient members to form the Committee by the rules provided. Should at any time the membership fall below such a number then the Club shall cease to exist and shall be wound up by those members remaining who shall have full power thereupon to wind up the affairs of the Club.
- (b) The Club may also be dissolved or wound up by a resolution at any General Meeting called for that purpose.
- (c) If upon the dissolution or winding up of the Club there remains after the satisfaction of all its debts and liabilities any property or funds whatsoever the same shall not be paid to, or distributed among the members of the Club but shall be given or transferred to some Club or Association having objects similar, wholly or in part, to the objects of the Club and which prohibits the distribution of its income and property among its members and which such association shall be determined by resolution of the Members.
- (d) In particular the remaining members shall have the power to sell or otherwise realise any or all of the assets of the Club for the purpose of meeting undischarged debts.

17. INTERPRETATION OF CLAUSES

The interpretation of these Clauses or any of the By-Laws, Standing Orders or Supplementary Regulations made thereunder shall be the sole determination of the Management Committee whose decisions, until set aside by a Special Resolution at an Annual or Special General Meeting of the Club, shall be binding on all Members.

Amended by GM 6 May 2023