



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

THE FRANKLIN CONTRACT BRIDGE CLUB INCORPORATED

2. Society number

221780

I certify that the rules that are endorsed with this application have been approved by a majority of the members of the society and comply with Section 6 of the Incorporated Societies Act 1908.

Name

Denis Gadd

Position

President

Signature

Date

04 / 12 / 2009

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- ☒ This certification has been completed by an officer of or a solicitor for the society.
- ☒ A copy of the rule alteration(s) is attached. **Note** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- ☒ The copy of the alteration to rules has been signed by three members of the society.

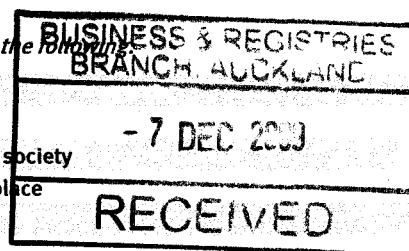
For society name changes --

- ☒ This rule alteration also includes a name change for the society, and
- ☒ We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered



4. Your contact details

Name and postal address

Denis Gadd
8 Heron Place
Waiuku 2123

Telephone 9-235 9785

Email (optional)

NPC# 15
08 DEC 2009

FRANKLIN BRIDGE CLUB INCORPORATED

RULES

1. Name

The name of the Club is "Franklin Bridge Club Incorporated" ("the Club").

2. Registration

The Club is registered under the Incorporated Societies Act 1908.

3. Objects

The objects of the Club are those charitable objects and purposes which are recognised by the Courts of New Zealand, and include

- (a) Teaching and providing amenities, facilities and equipment for playing the game of contract bridge;
- (b) Promoting contract bridge tournaments, competitions and matches and providing for the control, administration and management of bridge sessions and events;
- (c) Being beneficial to the community by providing ongoing mental stimulation;
- (d) The provision and maintenance of premises considered necessary desirable or convenient for the advancement of such objects.

4. Affiliation

The Club is affiliated as a member of New Zealand Bridge Incorporated ("NZ Bridge"), being the governing organisation responsible for the management, control, administration and regulation of Contract Bridge in New Zealand. The Club shall seek to comply with any requirements imposed from time to time for membership of NZ Bridge so as to continuously maintain the affiliation and the benefits of membership. All members of the Club are, by virtue of that affiliation, also bound by the provisions of the Rules of NZ Bridge to the extent the same apply to members of affiliated Clubs participating in the game of Contract Bridge.

5. Notices

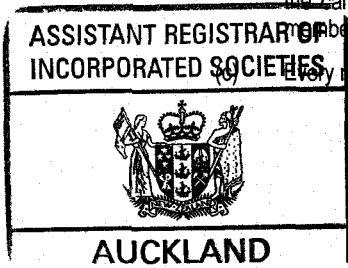
These rules, the by-laws and any notices required to be given to members shall be displayed on the noticeboard at the Club rooms and may be available on the Club website. Copies will be provided on written application to the Secretary.

6. Membership

- (a) The members of the Club shall be:
 - (i) Ordinary members
 - (ii) Life members
 - (iii) Student members
- (b) Ordinary members are entitled to all privileges of the Club, including play in all games (subject to eligibility) and participation in all Club activities, voting and holding office. Ordinary members are obligated to pay annual subscriptions as determined in accordance with these provisions.
- (c) Life members shall be persons the Club desires to honour, and shall be elected in accordance with rule 8. A life member is not liable to pay any Club subscription, but is entitled to all privileges of the Club.
- (d) Student members shall have the playing rights of ordinary members while under the age of 23 years. A student member must be enrolled as a student at a bona fide educational institution and not in receipt of significant income. They shall have no right to vote or hold office unless they become ordinary members and pay full fees.

7. Election of ordinary and student members

- (a) Every candidate for ordinary or student membership shall sign the membership application form prescribed by the Committee. The completed application or a copy shall be posted on the notice board at the Club rooms for at least fourteen days.
- (b) At its first meeting following 14-days' posting of a completed application form, the Committee shall consider the election of the candidate, and if approved by a majority vote of the Committee members present the candidate shall become a member of the Club.
- (c) Every new member shall be notified by the Secretary, and shall be bound by the rules and by-laws of the Club.



8. Election of Life Members

Recommendations for election to life membership may be made only by the Committee and shall require the approval of three-quarters of the votes cast in a secret ballot at a general meeting where due notice of the recommendation has been given in accordance with rule 24(b) or 25(b).

There shall be no more than five life members of the Club at any time.

9. Resignation of members

A member may resign membership by giving notice to the Secretary in writing. A member who has not resigned before the end of the calendar year is liable for the subscription for the following year.

10. Discipline and/or suspension of members

- (a) The Committee has the power to censure, suspend from membership for a period, or expel any member for breach of accepted standards of bridge conduct and fair play, or criminal activity affecting the Club. The member shall be given full opportunity to offer an explanation and shall be otherwise treated in a manner consistent with the requirements of natural justice before any discipline is imposed.
- (b) Any member disciplined under rule 10(a) has the right to appeal by delivering a notice in writing to the Secretary to that effect within 3 months from the date of discipline. The appeal shall be to a special general meeting (SGM), convened within 30 days of the delivery of such notice. The Committee's decision may be reversed by a majority of those present. Alternatively, the SGM may alter the discipline imposed.
- (c) Notwithstanding the provisions of sub-clauses (a) and (b) the Committee also has the power to refer any matter, allegation, or complaint of conduct, discipline or dispute that it considers sufficiently significant, concerning or important to the Board of Management of NZ Bridge for enquiry, investigation and/or determination by the Board's appropriate Standing Committee. In the event any such referral is accepted by the Board for that purpose, the Committee shall abide by any consequent verdict, decision or determination as the case may be.
- (d) Any member whose subscription remains unpaid as at 30 June shall be deemed to be suspended from membership and shall not be entitled to the privileges of the Club until the subscription has been paid. Should a subscription remain unpaid at the end of the Club's financial year the person concerned shall cease to be a member of the Club but shall still be liable to pay the outstanding subscription.

11. Annual subscriptions

- (a) Annual subscriptions shall be determined at the Annual General Meeting.
- (b) Subscriptions are due on the 1st day of January for the ensuing calendar year.
- (c) The annual subscription is payable on or within 30 days of election to membership of the Club—if not paid the membership may be cancelled at the discretion of the Committee. A member elected after the first three months of the calendar year shall pay a first subscription calculated on a pro rata basis.

12. Affiliation fees

All members shall be liable for the Affiliation fees set by the Board of NZ Bridge and will be payable to the Club with the Annual subscription.

13. Officers

- (a) The officers of the Club shall be the President, Vice-President, Past President, Secretary Treasurer, Club Captain, Tournament Secretary, Property Manager, Computer Manager and Catering Manager, who shall be members of the Committee ex officio.
- (b) All general meetings of the Club and all Committee meetings shall be chaired by the President or in the President's absence by the Vice-President. In the absence of both of them the meeting shall elect one of their number to fill the chair.

14. Election of officers and Committee

- (a) Only Ordinary and Life members ("Full members") of the Club are eligible for election as an officer and/or Committee member.
- (b) The Committee shall consist of officers and up to four other members elected at the annual general meeting, as well as anyone appointed under rule 14(e) or (f) or co-opted under rule 15(e).
- (c) Written nominations for election on the approved form, signed by two Full members and including the written consent of the nominee, shall be lodged with the Secretary at least 14 days before the annual general meeting.

- (d) At least seven days before the annual general meeting the Secretary shall post on the noticeboard a list of nominees together with such information (not exceeding 200 words) as may be supplied in support of each nomination.
- (e) In the absence of sufficient valid nominations received and remaining current at the date of the annual general meeting, nominations for any vacancies remaining may be made from the floor. In the absence of sufficient nominations from the floor, the Committee may fill any further remaining vacancies by appointment.
- (f) If a vacancy on the Committee occurs between annual general meetings the Vice-President shall fill a vacancy in the position of President, and any other vacancy may be filled by appointment by the Committee.
- (g) The Committee may continue to act despite any vacancy provided quorum requirements are met.

15. Management by the Committee

- (a) From the end of each annual general meeting until the beginning of the next, the Club shall be administered, managed and controlled by the Committee, which shall be accountable to the members for the implementation of the policies of the Club as approved by any general meeting and having regard to the best interests of the Club.
- (b) The Committee may engage employees on such terms and with such powers as it thinks desirable.
- (c) Other than matters required by law or by these rules to be decided by the Club in general meeting, the Committee shall have all powers to manage the Club.
- (d) The Committee shall meet at such times and places as it may determine and otherwise where and as convened by the President.
- (e) The Committee may co-opt any member to the Committee for a specific purpose for a limited period.
- (f) The quorum for Committee meetings is six.
- (g) All Committee members described in Rule 14(b) who are present in person shall be counted in the quorum and be entitled to vote.
- (h) The Committee may appoint sub-committees consisting of such members as it thinks fit and with or without power to co-opt. The President shall ex officio be a member of all sub-committees. The role and delegated authority of sub-committees shall be prescribed by majority vote of the Committee and minuted.
- (i) The Committee may act by resolution approved by more than half the members present. In the case of an equality of votes, the resolution or motion fails.
- (j) The Committee shall make by-laws consistent with these rules for any matter affecting members and the management of the Club.
- (k) The committee shall keep and maintain a register of the roles and responsibilities for the officers as defined in clause 13.
- (l) These rules, any by-laws, the resolutions of general meetings, the decisions of the Committee on the interpretation of these rules, and all actions taken by the Committee in accordance with these rules, and on matters not provided for in these rules, shall be final and binding on all members.
- (m) Each officer or Committee member shall immediately on resigning or ceasing to hold office deliver to the Secretary all books, papers and other property of the Club.

16. Secretary

The Secretary shall attend all General Meetings and meetings of the Committee and keep minutes of the proceedings thereof, record the attendance at meetings of Committee, conduct all correspondence and generally perform such duties and functions as prescribed by the Rules and such other duties and functions as are usual to the office. Should the Secretary be unavailable for a meeting, one of the other officers or Committee members shall be appointed to record the minutes.

17. Treasurer

The functions of the Treasurer shall include:

- (a) Keeping such books of account as may be necessary to provide a true record of the Club's financial position;
- (b) Preparing budgets and reporting on the Club's financial position to each Committee meeting;
- (c) Presenting an annual statement of accounts (statement of financial performance and statement of financial position) to the annual general meeting;
- (d) Chairing the finance sub-committee (if any); and
- (e) Supervising all the financial affairs of the Club.

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18. Records

- (a) The minutes of all general meetings and Committee meetings, when confirmed by a subsequent meeting and signed by the chairperson of that meeting, shall prima facie be evidence that that meeting was duly called and that the minutes are a true and correct record of what occurred at the meeting.
- (b) The Committee shall hold the Club's records, documents, and books at the Club rooms or at other locations approved by the Committee.

19. Financial year

The financial year of the Club begins on the 1st day of October and ends on the 30th day of September the following year.

20. Major transactions

A "major transaction" is defined as 1) the sale, purchase or encumbrance of real property, or entering lease for a period of longer than one year; 2) any expenditure of greater than \$10,000; or 3) any other act or decision that would fundamentally affect the ability of the club to achieve its objects as described in paragraph 3 above. Major transactions shall be referred to a general meeting of members. In all other matters the Committee may generally act in all matters which may be thought necessary or expedient for the attainment of any of the objects of the Club, and except as otherwise provided, may let, hire out, sub-let, repair, alter, improve, or otherwise deal with its property.

21. Finance and accounts

- (a) The Committee shall set playing fees from time to time and may impose additional fees for visitors to the Club and other charges as it may decide.
- (b) Moneys belonging to the Club shall be deposited in bank accounts under such conditions as the Committee decides. The Committee shall also give such directions as it may consider desirable for the payment of accounts. Authorities for payment shall be signed by two persons, including the Treasurer and/or Secretary and another appointed by the Committee for that purpose; for the purpose of paying into the Club's bank account, cheques may be endorsed by any of them. The Committee shall ensure that proper books of account are kept.
- (c) At the annual general meeting the Committee shall submit a statement of accounts of the Club as at 30th September and an account of the income and expenditure for the period, such accounts to be audited.
- (d) Any financial transaction involving a Committee member must be fully disclosed. A member having a financial interest in a transaction must not vote on that issue. Conflict of interest prohibition does not preclude authorisation to reimburse for funds expended on behalf of the Club up to a sum of \$250.00.

22. Payments to members

No member shall derive any personal pecuniary benefit from membership of the Club.

23. Auditor and Solicitor

- (a) An auditor who is a qualified accountant shall be elected by majority at each annual general meeting. Any vacancy occurring during the year shall be filled by the Committee.
- (b) The Club may elect a solicitor at each annual general meeting.

24. Annual general meeting ("AGM")

- (a) The AGM shall be held in November or December of each year on a date fixed by the Committee.
- (b) At least ten days' notice of this meeting shall be given to members.
- (c) Any matter that will involve a major transaction or a significant change to the operation of the club, must, in order to be heard and decided at the AGM, be promulgated by means of a remit submitted to the Secretary beforehand and included in the Notice of Meeting. If not posted in accordance with this provision, any action on this item must be taken at a later general meeting.
- (d) The members at an AGM may choose to elect a patron. The election of a Patron shall be governed by the same rules applicable to the election of officers under rule 14.
- (e) The minutes of the annual general meeting shall be provisionally confirmed at the next following meeting of the Committee.

25. Special general meeting ("SGM")

- (a) The Committee shall call a special general meeting:
 - (i) whenever it considers it in the interests of the Club to do so, or
 - (ii) upon receipt of a requisition to do so signed by more than 10 members and stating the business of the meeting.
 - (iii) as required under paragraph 10 of these Rules.

- (b) Notice of any business to be considered at any special general meeting must be given at least ten days before the meeting and in the case of a meeting called under rule 25(a)(ii), the meeting must be held within 30 days of the receipt of the requisition.
- (c) At any special general meeting no business shall be transacted other than that stated in the notice convening the meeting.

26. Voting and proceeding at general meetings

- (a) At all General Meetings, every full member personally present shall on each question have one vote and in the case of an equality of votes, the motion fails.
- (b) Voting at General Meetings shall be at the direction of the Chairman (show of hands, voice or secret ballot), unless required to be a secret ballot by any two voting members present. In the event of any vote being tied the motion shall fail.
- (c) Elections shall be held by secret ballot unless candidates are unopposed. In the event of a tie, a second ballot shall be held, allowing the Chairman a casting vote if necessary. Two members (who are not nominees) appointed by the meeting shall act as scrutineers for the counting of votes and destruction of any voting papers.
- (d) All decisions and rulings made by the chairman as to the conduct of the meeting or on any matter arising there shall be conclusive.

27. Quorum

At all general meetings 25 members or one-half of the Club's current members, whichever is the lesser, shall form a quorum. If there is not a quorum present 15 minutes after the time set down for the meeting, the meeting shall be adjourned and reconvened at a date and time at least 7 days after the noticed general meeting. At the reconvened meeting if there is no quorum within 15 minutes the members present shall either adjourn the meeting or determine by a vote of three-quarters of those present to transact the meeting's business.

28. Alteration to rules

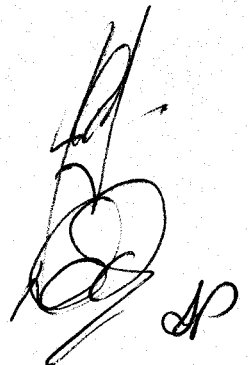
No alteration, addition or deletion shall be made to these rules except at a general meeting. Particulars of any proposed changes must be given in the notice convening the meeting. The votes of three-fifths of those members present on that occasion are required to effect any change.

29. Common seal

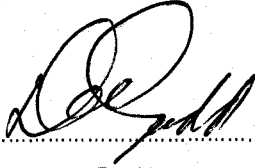
The common seal witnessed by two members of the Committee shall be affixed to documents only as the Committee by resolution directs.

30. Dissolution

In accordance with the Incorporated Societies Act 1908, or any law in substitution for that act, members present at a general meeting of the Club may resolve that the Club be dissolved as from a date specified in that resolution. Any such resolution must be confirmed at a subsequent special general meeting called for that purpose, and held not earlier than 30 days after the passing of the resolution. Members shall direct after all debts of the Club have been paid the method of disposition of the funds and property of the Club after its dissolution to any "charitable" society or charitable trust in New Zealand having as one of its principal objects the fostering and promotion of and participation in the game of contract bridge in New Zealand or in any part of New Zealand.

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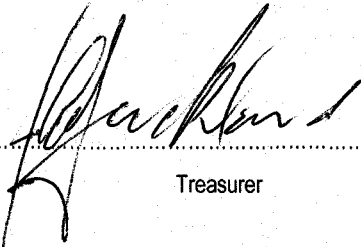
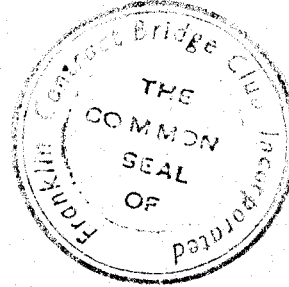
We hereby certify that the foregoing rules of the Franklin Bridge Club, being new rules in substitution for previously existing rules and amendments, were approved at the Annual General Meeting of the Club on 18 November 2009.



President



Secretary



Treasurer

Dated this 3rd day of December 2009.