

CONSTITUTION

NEW ZEALAND BRIDGE INCORPORATED

PART 1 - PRELIMINARY

1. Name

1.1 The name of the Association is “New Zealand Bridge Incorporated” (“NZ Bridge”).

2. Registered Office

2.1 The registered office of NZ Bridge shall be at 56B Mahars Road, Christchurch or such other place as the Board shall from time to time decide.

3. Interpretation

In these Rules, unless the context otherwise requires:-

“Act” means the Incorporated Societies Act 1908 or any act in substitution therefore

“Affiliated Club” means any incorporated club, or the members of any unincorporated club (collectively included in the term “club”) which is recognised by Rule 6.2 or is subsequently approved by resolution of the Board as eligible for affiliation to NZ Bridge and which is currently in compliance with all the requirements under these Rules for membership of NZ Bridge.

“Annual Return” means the Annual Return required to be submitted by each Affiliated Club in accordance with Rule 19 and where the context requires means the most recent Annual Return submitted under Rule 19.1.

“Association” means NZ Bridge and includes where appropriate the organisation under its former name “The New Zealand Contract Bridge Association Inc”.

“Board” means the Board of Management of the Association having control of NZ Bridge under Rule 8 and “Board Member” means a member of the Board.

“Chief Director” means the Chief Director of the Association appointed under Rule 15 and includes any person appointed by the Board to act temporarily in that capacity.

“Chief Executive” means the Chief Executive of the Association (if any) appointed under Rule 14.

“Coach” means any Coach or Assistant Coach, and also includes the National Bridge Coach and/or any Assistant National Bridge Coach appointed as such by the Board.

“Code of Conduct” means the Code of Conduct of the Association as promulgated by the Board from time to time.

“Conference” means any meeting convened in accordance with Rule 17.1.

“Constitution” means the Rules of NZ Bridge.

“Contract Bridge” means the game of Contract Bridge as prescribed under the International Laws as 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.

“General Meeting” includes any AGM of NZ Bridge and any General Meeting convened in accordance with Rule 18.10.

“Home Club” means the Affiliated Club to which a player belongs, or if a Player belongs to more than one Affiliated Club, the principal club to which the Player belongs, as nominated by the Player.

“Notice in Writing” includes advice by e-mail to an Affiliated Club or to a candidates last advised e-mail address.

“Official” includes the Chief Director and any Recorder, and any person officiating as a director at the National Bridge Congress or any other trial, match or event under the direct control of the Board, and any member of the Conduct, Discipline and Disputes Committee.

“Player” means a member of an Affiliated Club who is entitled to participate as a player in a bridge session or sessions conducted by such club, but also includes any person who is a member of any overseas bridge organisation or who is a member of any club affiliated with any overseas bridge organisation and any other person or invitee lawfully participating in a game of Contract Bridge in New Zealand as conducted under these Rules or otherwise in accordance with the NZ Bridge Manual.

“Recorder” means any Recorder for the Association, appointed under Rule 15.5.

“Remit” or “Remits” includes any resolution proposed for determination or discussion at any AGM or General Meeting of the Association or at any Conference of the Association 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.

“Return Date” means the 31st day of October immediately prior to the date of the most recent Annual Return required to be submitted by an Affiliated Club in accordance with Rule 19.1.

“Rules” means the Rules of NZ Bridge as registered from time to time with the Registrar of Incorporated Societies under the Act.

“Secretary” means the Secretary of the Association (if any) appointed under Rule 14.

“Tribunal” means any Tribunal constituted by the Board from time to time in accordance with Rule 28 for the purpose of determining any appeal from a decision of the Conduct and Disciplinary Committee.

4. Objects

The objects of NZ Bridge are:

- a) To foster, promote and conserve, without intention of pecuniary gain, the game of Contract Bridge and the participation of Players in New Zealand through membership of Affiliated Clubs.
- b) To manage, control, administer and be responsible for the regulation of Contract Bridge in New Zealand.
- c) To institute, control, conduct, license or approve tournaments or matches, and to adopt, formulate, interpret and enforce rules for the conduct of such tournaments or matches and to aid by advice or other means organisations and clubs conducting local or sectional tournaments or matches.
- d) To arrange matches or contests in New Zealand or overseas between teams representing New Zealand and those representing other countries or states.
- e) To select and control Players, partnerships and teams to represent New Zealand and to regulate and conduct any trials for such purpose, and to appoint coaches, non-playing captains and chefs de mission to any International events or matches.
- f) To arrange control and secure the conduct of a National Bridge Congress to be held annually in New Zealand and any competitions or matches to be carried on in conjunction with such event.
- g) To institute, control and conduct a scheme for the award of masterpoints to Players and to keep and maintain a record of such awards and/or the rankings and ratings obtained by individual Players arising from such awards or as a result of other achievements arising from participation in the game.
- h) To promote and secure the regular publication of a magazine or other publication entitled NZ Bridge and to produce and disseminate newsletters, manuals, programmes and any other material relating to Contract Bridge.
- i) To conduct courses and examinations to qualify directors and other officials to conduct bridge sessions and events.
- j) To promote, support or produce development and educational programmes, lessons, material, publications or other aids designed to teach persons to play and/or to encourage participation in the game of Contract Bridge and/or to raise the skill levels and abilities of Players who are members of Affiliated Clubs or who have been selected for or are eligible for any event, competition, tournament or match.
- k) To print, publish and/or distribute under licence the rules and laws to govern all forms of Contract Bridge, including tournament, duplicate and rubber games.
- l) To constitute an authoritative organisation for the final determination in New Zealand of all questions and matters which may arise in the play of the game of Contract Bridge, and to interpret the rules and laws and to serve as the arbiter of controversies on all matters directly or indirectly pertaining to or arising from

the game, including all matters relating to discipline and/or complaints regarding play or the conduct or behaviour of Players or Officials.

- m) To apply for, affiliate with or become a member of any other society, association or organisation for any purpose consistent with the advancement of these objects, or which is involved with the promotion, administration and regulation of Contract Bridge outside New Zealand, including the World Bridge Federation.
- n) To promote the observance of appropriate ethical principles by all persons participating in the play of the game.
- o) To solicit and enter into sponsorships or discount arrangements or other relationships with groups, companies, or other entities for the benefit of NZ Bridge, Affiliated Clubs, Players and/or any other party.
- p) To do all such other things as in the opinion of the Board may be incidental or conducive to the attainment of any of the foregoing objects including requiring any Affiliated Club to alter its constitution so as to comply with these objects or these Rules.

5. Powers

NZ Bridge shall have the power to do all things necessary, desirable or convenient for the achievement and/or promotion of its objects and in particular:

- a) To purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges.
- b) To control and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such by way of mortgage or charge over all or part of its real and personal property.
- c) To sell, lease, mortgage, charge or otherwise dispose of any property of NZ Bridge and to grant such rights or privileges in respect of such property as it considers appropriate.
- d) To construct, maintain or alter any buildings premises and facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities.
- e) To seek, solicit and enter into sponsorship, discount or other arrangement or relationships with individuals, groups, companies or other entities for the benefit of NZ Bridge and/or Affiliated Clubs or Players.
- f) To determine, raise and receive money by subscriptions, donations, fees, levies, charges, grants, government funding or otherwise.
- g) To determine, implement and enforce disciplinary procedures and/or sanctions applying to members and Players.
- h) To establish and determine regulations, policies and procedures for the governance, management and operations of NZ Bridge and the administration and advancement of the game of Contract Bridge in New Zealand.

- i) To appoint, employ and terminate the services of staff, personnel and organisations to work for and with NZ Bridge.
- j) To contract, engage or otherwise make arrangements with any person or organisation to fulfil all or any of the objects of NZ Bridge.
- k) To determine who are its members.
- l) To make and enforce rules of competitions, tournaments and events involving Contract Bridge in New Zealand, including any amendments, adjustments, explanations or rulings in relation to the laws of the game or the application of such laws.
- m) To develop national and other programmes for competing, coaching and officiating in or with respect to the game of Contract Bridge.
- n) To select New Zealand and other representative bridge teams, squads or partnerships for participation in elite events or special coaching or other programmes, to field representative teams in World Bridge Federation, Pacific Asia Bridge Federation and other international competitions and to appoint Coaches, non-playing captains and chefs de mission to any International events or matches.
- o) To establish commissions, committees, working parties and other groups and to delegate any of its powers and functions to such groups, or to any person or persons.
- p) To produce, develop, create, license and otherwise exploit, use and protect the intellectual property of NZ Bridge.
- q) To compile, print and publish or support, assist or facilitate the compilation printing and publishing of, any magazine, periodical, book, leaflet or other material relating to the game of Contract Bridge and the development and implementation of any computer systems or software packages that NZ Bridge may consider necessary or desirable for the promotion and advancement of its objects.
- r) To award, grant or otherwise honour achievements and services to the game of Contract Bridge and/or NZ Bridge.
- s) To establish or facilitate the establishment of a NZ Bridge Foundation or similar trust, whether or not the same shall be incorporated under the Charitable Trusts Act 1957 or registered under the Charities Act 2005, to promote and advance all or any of the objects of NZ Bridge, and to appoint the trustees of such Foundation or Trust from time to time in accordance with the terms of any such Deed of Trust.
- t) To do any other act or things which further the objects of NZ Bridge

provided that the above powers shall not limit the rights and powers of NZ Bridge as an incorporated society under the Act.

PART 2 - NZ BRIDGE

6. Membership

6.1 The members of NZ Bridge shall comprise each of the Affiliated Clubs, provided however that such club remains in compliance with all the requirements under these Rules for membership of NZ Bridge.

6.2 The 112 Affiliated Clubs as at the date of adoption of this Constitution are as set out below:

Akarana	Akaroa	Alexandra	Ashburton
Auckland	Balclutha	Caccia Birch	Cambridge
Christchurch	Crockfords	Cromwell	Dannevirke
Dargaville	Diamond Harbour	East Coast Bays	Epsom (Royle Epsom)
Fielding	Franklin	Geraldine	Gisborne
Golden Bay	Gore	Greymouth	Hamilton
Hastings	Havelock North	Hawera	Hibiscus
Hokitika	Howick	Huntly	Hutt
Invercargill	Kaikoura	Kairangi	Kapi Mana
Karori	Katikati	Kawerau	Kerikeri
Levin	Maniototo	Marlborough	Marton
Masterton	Matamata	Milton	Morrinsville
Mossburn	Motueka	Mt Albert	Mt Maunganui
Napier	Nelson	New Plymouth	North Shore
Oamaru	Omokoroa	Opotiki	Orewa
Otago	Otaki	Paeroa	Pahiatua
Paihia	Palmerston North	Papakura	Papatoetoe
Paraparaumu	Picton	Putaruru	Queenstown
Rangiora	Richmond	Rotorua	South Wairarapa
Stratford	Taieri	Taihape	Taradale
Taumarunui	Taupo	Tauranga	Te Anau
Te Aroha	Te Awamutu	Te Puke	Temuka
Thames	Timaru	Tokoroa	United
Upper Hutt	Victoria	Waiheke	Waihi
Waikanae	Waikato	Waimata	Waipukurau
Wairoa	Waitemata	Waitomo	Wanaka
Wanganui	Warkworth	Wellington	West Otago
Westport	Whakatane	Whangarei	Winton

6.3 Honorary life members, elected in the manner prescribed in Rule 18.9, shall be deemed to be honorary members of NZ Bridge entitled to such recognition and privileges as the Board may from time to time grant or accord by resolution as attaching to such status.

6.4 Honorary life members as at the date of adoption of this Constitution are:

John Evitt
Paul Hobbs
Tony Thomson
Shirley Truman
Shirley Waymouth
John Wignall

7. Affiliation

7.1 No club shall be granted affiliation or shall be entitled to retain affiliation to NZ Bridge unless:

- a) Its name and rules or constitution (including any subsequent alterations or additions) have been or are approved by the Board.
- b) Its membership is open to both sexes and it has a minimum of sixteen (16) Player members who nominate that club as their Home Club. Clubs which do not maintain the minimum of sixteen (16) Player members nominating that Club as their Home Club as at the date of any Annual Return of membership may be granted continued affiliation for the succeeding year by resolution of the Board.
- c) It has paid any fees, charges, levies or other payments required by NZ Bridge or is not in arrears of any such payment by more than sixty (60) days.
- d) It agrees to abide by the conditions and requirements of any Masterpoint Scheme from time to time operated by NZ Bridge.

7.2 Every member of an Affiliated Club shall be bound by the provisions of these Rules by virtue of such affiliation.

8. Control and Management

8.1 Control of NZ Bridge shall be vested in a Board of Management ("Board") comprising:

- a) A Chairperson, elected from time to time in the manner provided under Rule 10.
- b) Six (6) Board Members, each of whom shall be elected from time to time in the manner provided under Rule 10.

8.2 The Zone 7 representative on the World Bridge Federation Executive, if also a New Zealand resident and a member of an Affiliated Club, shall be a Board Member ex officio during the period of such executive appointment but shall not be counted for purposes of a quorum and shall not have voting rights.

8.3 No employee or independent contractor in the nature of an employee of NZ Bridge shall be eligible to be nominated in accordance with Rule 10 for election as Chairperson or as a member of the Board, nor to be appointed to such role under Rule 12 to fill any vacancy.

8.4 The Board may exercise all powers and do or cause to be done all acts and things which may be exercised or done by NZ Bridge consistent with the provisions of these Rules.

9. Term

9.1 The Chairperson shall hold office for a term of three (3) years from the 1st day of April immediately following election.

9.2 Subject to the transitional provisions contained in Rule 13 Board Members shall hold office for a term of three (3) years from the 1st day of April immediately following election.

9.3 The Chairperson and Board Members shall be elected on a rotational basis with only those who have completed their three year term subject to the election process in any year.

9.4 The Chairperson and Board Members are eligible for re-election up to a maximum consecutive period of nine (9) years as a member of the Board. For the purpose of computation of such period, any period of service as a member of the Board occurring by virtue of an appointment to such position shall be excluded.

10. Election of Board

Nomination

10.1 All nominations shall be:

- a) In writing;
- b) On the prescribed form (if any) provided for that purpose;
- c) Accompanied by the nominee's curriculum vitae; and
- d) Certified by the nominee, expressing a willingness to accept the position if elected.

10.2 Nominations for the position of:

a) Chairperson shall be:

Signed by not less than six (6) Player members of an Affiliated Club or Clubs, as nominators

b) Board member shall be:

Signed by the president or chairperson, or the secretary, of an Affiliated Club, on behalf of such club, as the nominator

10.3 All nominations must be received by the Chief Executive or Secretary of the Association not later than the 15th day of February in any year.

- 10.4 If there is one (1) candidate only for the position of Chairperson, or there are insufficient candidates for the position of Board Member, to require an election on any occasion, such candidate or candidates shall be deemed to have been elected and to succeed to such office from the 1st day of April following the closure of nominations.
- 10.5 If there are no nominations for Chairperson or fewer nominations than vacancies for the position of Board Member, then the closing date for nominations for that particular vacancy or vacancies shall be extended to the 28th day of February in that year.
- 10.6 Notice in Writing with respect to each candidate deemed to have been elected pursuant to Rule 10.4 shall be given by the Chief Executive or the Secretary within seven (7) days of the closing date for the receipt of nominations to each such candidate and to each Affiliated Club.

Voting

- 10.7 Voting for the election of any candidate as Chairperson or as a Board Member in any year shall be conducted by the Chief Executive or the Secretary by ballot of Affiliated Clubs.
- 10.8 Postal ballots shall be returned by affiliated clubs to the Secretary not later than the 15th day of March or such later date as may have been prescribed for that year by resolution of the Board, signed by the chairperson or president or the secretary of the Affiliated Club.
- 10.9 Each Affiliated Club shall cast in favour of the designated candidate or candidates as the case may be the number of votes prescribed based upon the number of Player members nominating the Affiliated Clubs as their Home Club at the most recent Return Date, as follows;

Up to 100	1 vote
100 to 199	2 votes
200 to 399	3 votes
400 to 699	4 votes
700 to 999	5 votes
1000 +	6 votes

in the manner prescribed by these Rules and any stipulations set out on the ballot paper.

- 10.10 Ballots shall be opened and counted by the Chief Executive and/or Secretary in the presence of an independent scrutineer or scrutineers designated for that purpose by resolution of the Board. The decision of the Chief Executive and/or Secretary as to the validity and intent of each ballot paper received, shall be final. A record of the total votes for each candidate in the election shall be prepared by the Chief Executive and/or Secretary and upon such record being completed and signed by the Chief Executive and/or Secretary and all scrutineers present on that occasion the individual ballot papers shall be forthwith destroyed.

10.11 In the event of an equality of votes for any position the successful candidate shall be determined by lot within five (5) days of the closing date for the receipt of ballots by the Chief Executive and /or Secretary in the presence of the Chairperson or at least one (1) Board Member who shall not be one of the candidates having an equality of votes as aforesaid.

10.12 The results of each ballot shall be declared by the Chief Executive or the Secretary within seven (7) days of the closing date for the receipt of ballots, by Notice in Writing to each candidate and to each Affiliated Club and those candidates so elected shall succeed to such office from the 1st day of April in such year.

11. Termination of Position

11.1 Any member of the Board shall cease to hold office if the member:

- a) Resigns in writing, from the date such resignation is received by the Chief Executive and/or Secretary; or
- b) Suffers from mental incapacity as certified by a qualified medical practitioner, or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- c) Is convicted on indictment of a criminal offence or is sentenced to a term of imprisonment or community service for any offence whatsoever; or
- d) Becomes bankrupt; or
- e) Is absent without leave from three (3) consecutive meetings of the Board; or
- f) Is directly or indirectly interested in any contract or proposed contract with NZ Bridge and fails to disclose the nature of this interest in writing to the Board or to the Chief Executive and/or Secretary prior to such contract being entered into or being resolved upon by the Board; or
- g) Is or has been prohibited from being a director of a company under the Companies Act 1993; or
- h) Becomes an employee, or an independent contractor in the nature of an employee, of NZ Bridge; or
- i) Dies

and the members position shall forthwith become vacant.

12. Filling of Vacancy

12.1 Should the position of Chairperson become vacant the remaining Board Members shall appoint one (1) of their number by resolution to act as Chairperson until the next annual election process is concluded and the vacancy is filled under Rule 10.

- 12.2 Should the position of any other member of the Board become vacant such position may be filled at any time by appointment of a replacement by unanimous resolution of all remaining Board Members and such replacement Board Member shall continue in office until expiration of the remainder of the original three-year term applicable to that vacancy.
- 12.3 Any vacancy filled by appointment pursuant to Rules 12.1 or 12.2 shall be deemed not to be in contravention of Rule 8.1, but such appointment shall not be made in contravention of Rule 8.3.

13. Transitional Provisions

- 13.1 The President of the Association and other members of the Association's Management Committee holding such office as at the date of adoption of this Constitution shall continue in office as the Chairperson and as Board Members respectively of NZ Bridge until the 31st day of March in the succeeding year.
- 13.2 At the inaugural Board election conducted after the date of such adoption provision shall be made for the election of a Chairperson and six (6) Board Members consistent with Rule 8.1 and the provisions of this Constitution.
- 13.3 The President of the Association and the Chairperson and any other member of the Management Committee holding office as at the date of adoption of this Constitution shall be eligible for nomination as a candidate for election at that inaugural Board election.
- 13.4 The Chief Executive and/or Secretary shall determine by lot at the first meeting of the new Board held after such inaugural election process is concluded, which two (2) of the six (6) Board Members shall retire by rotation on the succeeding 31st day of March after a one-year term, and which two (2) of the six (6) Board Members shall retire by rotation after a two-year term.
- 13.5 No period of service as an officer of the Association or as a member of its Management Committee or as a member of the Board under these transitional provisions prior to the conclusion of the inaugural election process shall be deemed to be membership of the Board for the purpose of calculation in future of any period of tenure for the purpose of Rule 9.4.
- 13.6 Notwithstanding Rule 16.1, during the year ending 31 March 2009 there shall be six Regional Committees constituted, based upon and coinciding the boundaries of the former Centres.

14 Chief Executive and/or Secretary

- 14.1 The Board may in accordance with procedures approved by the Board appoint a Chief Executive of NZ Bridge and enter into an employment contract with such remuneration and on such terms and conditions as the Board in any such case by resolution thinks fit.
- 14.2 The Chief Executive shall administer the office of NZ Bridge and subject to Rule 14.3 is to be taken to have substantial initiative for the implementation of the policies, and the conduct of the ordinary business, of NZ Bridge.

- 14.3 The Chief Executive is to be directly responsible to the Board, which may give directions and require information and reports as it considers appropriate.
- 14.4 The Chief Executive is entitled ex officio to attend meetings of the Board, Conference, any Regional Committee, and committee or other sub-entity of NZ Bridge, but shall not be entitled to be present under the terms of this provision during any period where the Board is discussing any matter affecting, or arising directly or indirectly from, his or her employment.
- 14.5 In relation to any attendance pursuant to Rule 14.4 the Chief Executive is not to be counted for purposes of a quorum and does not have voting rights.
- 14.6 The Chief Executive shall be responsible for all matters relating to or arising from the employment of any other staff of NZ Bridge, in consultation with the Board, and may employ a Secretary of NZ Bridge or such other personnel as are deemed necessary from time to time provided however that such appointments shall be for such period and upon such terms and conditions as the Board by resolution approve in each case.
- 14.7 If a Chief Executive is not appointed and employed from time to time under Rule 14.1 the Board shall appoint and employ a Secretary of NZ Bridge.
- 14.8 The Chief Executive and/or Secretary as the case may be shall establish, maintain and be responsible for the proper records and minutes concerning all transactions, business, meetings and dealings of NZ Bridge and the Board and such other matters as may be specified by the Board from time to time.

15. Chief Director and Recorder

- 15.1 The Board shall engage and appoint on such basis and on such terms and conditions as are mutually satisfactory to the Board and the appointee, a Chief Director for the organisation and conduct of the game of Contract Bridge in New Zealand, the supervision of participant Players, the administration of the international and local laws and practices of the game, and the implementation of the relevant parts of the NZ Bridge Manual.
- 15.2 The Chief Director shall have such specific duties as the Board shall from time to time determine, and in addition shall promote the observance of appropriate ethical principles by all Players, Officials and other persons actively involved in the game.
- 15.3 The Chief Director shall have direct management authority over all other national, tournament or club directors however qualified and the administration of any prescribed examination and testing regime governing director appointments and over the conduct of all tournament matches and sessions played under the jurisdiction of NZ Bridge and/or any Affiliated Club.
- 15.4 The Chief Director shall liaise as necessary with the Chief Executive and/or Secretary of NZ Bridge but any employment contract shall deem the basis of such engagement or employment to be in the nature of a contractor responsible directly to the Board, to maintain an appropriate separation and independence of role from the executive operations and activities of the Board.

- 15.5 The Chief Director shall be responsible for securing the services of a Recorder or Recorders for NZ Bridge on such basis as the Board shall approve and for the control and management of the recorder process in accordance with the mandate set out in the NZ Bridge Manual and any other procedures specified by the Board.
- 15.6 The Chief Director shall be entitled ex officio to attend any meetings of the Board, Conference, any Regional Committee, committee or sub-entity of NZ Bridge for the purpose of presenting any report or information or participating in any discussion with respect to any matter impinging upon the role, function, duties and responsibilities of the Chief Director or any issue arising from the conduct and playing of the game of Contract Bridge in New Zealand, including the arranging and implementation of the National Bridge Congress.
- 15.7 In relation to any attendance in accordance with Rule 15.6 the Chief Director is not to be counted for the purpose of a quorum and does not have voting rights.

PART 3 - OPERATIONAL

16 Regional Committees

- 16.1 The Board shall establish and maintain not less than six (6) nor more than eight (8) Regional Committees, based upon a clearly defined part of New Zealand approved in each case by the Board and each member of a Regional Committee shall be a member of an Affiliated Club situated within the jurisdiction of that Regional Committee.
- 16.2 Regional Committees shall be delegated such general powers and functions as may have previously been exercised by Centres, on behalf of Affiliated Clubs within such territorial area, but are not incorporated under the Act.
- 16.3 The scope and delegation of authority by the Board to Regional Committees shall be established (and may be subsequently amended or modified) from time to time by resolution of the Board.
- 16.4 Subject to the overriding jurisdiction conferred upon the Board under Rule 26.3 each Regional Committee shall be constituted or reconstituted as the case may be biennially by resolution of the Board resolved between the 1st day of May and the 15th day of June, and shall comprise not less than four (4) nor more than six (6) members who shall hold office for a term of two (2) years commencing from the 1st day of July in the year of appointment.
- 16.5 Each Regional Committee once constituted shall appoint by resolution from time to time from among its members a Regional Chairperson.
- 16.6 Each Regional Committee shall act to properly convene a biennial meeting of delegates representing its Affiliated Clubs during the period from the 1st of March to 30th day of April inclusive to determine the region's nominations to the Board for appointment as the next Regional Committee and shall advise the Chief Executive and/or Secretary in writing of such recommendations accordingly.

If nominations from Affiliated Clubs within a Region exceed the prescribed maximum of six (6) the Regional Committee shall conduct an election by ballot of its Affiliated Clubs represented at such meeting in the manner prescribed by Rule 10.9.

- 16.7 Delegates representing any Affiliated Club at any meeting convened in accordance with Rule 16.6 shall be accorded a weighted voting entitlement consistent with Rule 10.9.
- 16.8 The provisions of Rule 11.1 and Rule 12.1 shall also apply to members of Regional Committees as if they were members of the Board. Any casual vacancy arising during the two-year term of a Regional Committee shall be filled by resolution of the Board after such consultation with the remaining members of the Regional Committee and the Affiliated Clubs within the region as the Board considers reasonable in the circumstances.
- 16.9 A quorum of a Regional Committee shall be three (3) members.
- 16.10 Each Regional Committee shall ensure that proper minutes and records of its meetings, activities and any financial transactions are kept and maintained and are made available upon request from the Board, Chief Executive and/or Secretary, or the auditors of NZ Bridge, as the case may be.
- 16.11 The provisions of Rules 25.3 to 25.9 inclusive shall apply to meetings of a Regional Committee as if the Regional Committee be the Board, provided however that the Chairperson of the Board of Management of NZ Bridge shall be an ex-officio member of every Regional Committee.

17. Conference

- 17.1 The Board shall convene a Conference on not less than two (2) occasions each year by causing the Chief Executive or Secretary to give not less than thirty (30) days Notice in Writing of the date, time and place of the Conference to members of the Board, Regional Chairpersons, and the Chief Director, on each such occasion (provided that one (1) such Conference in each year shall be held in conjunction with the National Bridge Congress), to be attended by:
 - a) Members of the Board
 - b) Regional Chairpersons (or an alternate member appointed by the Regional Committee if the Regional Chairperson is unavailable)
 - c) Chief Executive and/or Secretary
 - d) Chief Director
- 17.2 Conference shall be chaired by the Board Chairperson or in his/her absence by a Board Member nominated by the Chairperson for that purpose or otherwise agreed by those members of the Board present.
- 17.3 Conference shall undertake such business as the Board shall set out in the order paper accompanying the notice of meeting or as the meeting shall agree to consider on any occasion.

- 17.4 A primary function of Conference shall be to consider remits notified for that purpose by Regional Committees, together with any other items of business recommended by a Regional Committee for that purpose and approved by the Chairperson of the Board.
- 17.5 Remits may be originated directly by the Regional Committee, or be from any Affiliated Club associated with the Regional Committee, but in the case of Remits proposed by Affiliated Clubs these shall not be considered unless they have been endorsed for that purpose by the relevant Regional Committee or in writing by not less than one-third (1/3) of the number of Affiliated Clubs within the Region.
- 17.6 If a Regional Committee declines to resolve to endorse a Remit but the required number of Affiliated Clubs propose the Remit by appropriate written notice to the Regional Committee then the sponsoring Affiliated Club shall have the right to nominate a delegate to attend the Conference at that Club's expense, for the specific purpose of speaking to the Remit.
- 17.7 Voting at Conference shall be by show of hands among members of the Board and Regional Chairpersons (or their alternate) present on that occasion.
- 17.8 For the avoidance of doubt, resolutions passed at Conference are not binding on the Board, except that any resolution of Conference referring a remit to the AGM for discussion and determination shall be actioned accordingly.

18. General Meetings

- 18.1 The Annual General Meeting ("AGM") of NZ Bridge shall be held annually, at and in conjunction with the National Bridge Congress.
- 18.2 The Secretary shall give not less than thirty (30) days Notice in Writing of the date, time and place of the AGM to members of the Board, Regional Chairpersons and all Affiliated Clubs, including with respect to the business proposed to be brought before the AGM provided however that the non-receipt or late receipt of such notice by any such person or club shall not invalidate the proceedings at such meeting.
- 18.3 The chairperson or president, or secretary of each Affiliated Club, shall be required to give to the Secretary prior to the actual commencement of such AGM Notice in Writing of the appointment of the authorised delegate for such Affiliated Club and any alternate authorised delegate in the event that the first-mentioned authorised delegate is unable for any reason to be present at that AGM.
- 18.4 Any member of an Affiliated Club may attend the AGM but only delegates authorised for that purpose by an Affiliated Club in accordance with Rule 18.3 or persons permitted at the discretion of the Chair to do so shall be entitled to speak.

- 18.5 Voting shall initially be by show of hands but in the event that a poll is demanded by any authorised delegate of an Affiliated Club then voting shall be by formal ballot cast by such authorised delegates on behalf of their club. The weighted voting entitlement of each Affiliated Club on such occasion shall be calculated by reference to Rule 10.9.
- 18.6 For the avoidance of doubt, any person (including the Chairperson of the meeting) may be appointed in accordance with Rule 18.3 to be the authorised delegate (or the alternate authorised delegate as the case may be) of an Affiliated Club and may hold more than one (1) such appointment simultaneously and in any such instance shall be entitled for the purpose of any poll to cast separate and distinct votes in accordance with the weighted voting entitlement of each such Affiliated Club and in so doing shall be obliged to have regard to any written direction which may have been given by the particular Affiliated Club with respect to the casting of such ballot on such occasion.
- 18.7 The AGM shall be chaired by the Chairperson of the Board or in his/her absence by a Board Member nominated by the Chairperson for that purpose or otherwise agreed by those members of the Board present.
- 18.8 No quorum is required to be present or sustained at a duly constituted AGM but the minute record shall show all those Affiliated Clubs which had a validly authorised delegate or alternate delegate present on that occasion.
- 18.9 The business of the AGM shall include:
- a) To receive the Annual Report;
 - b) To receive and adopt the audited Financial Statements for the previous financial year;
 - c) To appoint an auditor;
 - d) To consider any business or proposed resolution for the election of any honorary life member or constitutional changes of which notice has been given;
 - e) To consider any Remits or proposed resolutions that have been directed by the Board or by Conference to the AGM for discussion or determination as appropriate; and
 - f) To undertake any general business which the Chair is prepared to accept on that occasion for consideration.
- 18.10 The Board may at any time by resolution determine to convene a General Meeting of NZ Bridge. In such event not less than thirty (30) days Notice in Writing of the date time and place of such meeting and of the business to be transacted shall be given by the Chief Executive and/or the Secretary to members of the Board, Regional Chairpersons and Affiliated Clubs and the provisions contained in Rules 18.2 to 18.8 shall apply as if such meeting be an AGM provided however that such meeting shall consider only such business as is set out in the Notice of General Meeting.

PART 4 - FINANCIAL

19. Annual Return

- 19.1 During November in each year every Affiliated Club shall submit to the Chief Executive and/or Secretary an Annual Return signed by the president or chairperson or secretary of such club.
- 19.2 The Annual Return shall include such information and be in such form as may be requested or prescribed from time to time by the Board but shall include:
- a) The name of the Affiliated Club, its registered office and postal, telephone, e-mail and website contact details.
 - b) The name and contact details of the president or chairperson and the secretary including their postal, telephone and e-mail contact details.
 - c) The number and names of those Player members current as at the preceding 31st day of October who have designated the Affiliated Club as their Home Club and their e-mail address (if any).
 - d) The number and names of those Player members current as at the preceding 31st day of October who have not designated the Affiliated Club as their Home Club.
 - e) The current annual subscription charged to an ordinary member inclusive GST (if any).
 - f) The number of bridge sessions held each week and the usual days and commencement times of such sessions.
 - g) A copy of the club's most recent Financial Statements whether audited or unaudited.
- 19.3 All information provided to the Association through the Annual Return shall be treated by NZ Bridge in a manner consistent with the provisions of the Privacy Act.

20. NZ Bridge Annual Subscription Levy

- 20.1 Each Affiliated Club shall be liable to pay to NZ Bridge an annual subscription levy ("the subscription levy") per Player member designating that Affiliated Club as his/her Home Club as at the Return Date, being such sum (inclusive GST) as shall have been fixed for that purpose from time to time by resolution of the Board.
- 20.2 Such subscription levy shall be fixed by the Board so as to include not less than \$2.00 annually to be allocated by the Board to the Regional Committee for the territorial area in which the Affiliated Club is situated.
- 20.3 The subscription levy shall be due and payable by each Affiliated Club on the 1st day of April ("the due date") in each and every year and shall be in respect of the 12-month period commencing on that date.

20.4 If the subscription levy of any Affiliated Club remains unpaid sixty (60) days after the due date the Affiliated Club shall be forthwith deemed to be suspended from participation in any activities under the jurisdiction of NZ Bridge, and shall not be entitled to exercise any vote or make any nomination, and no member of such Affiliated Club designating that club as his/her Home Club shall be entitled to play or compete in any tournament match or event conducted under the jurisdiction of NZ Bridge nor be eligible for the award of any masterpoints during such suspension, pending payment by the Affiliated Club of the subscription levy.

21. Financial Year

21.1 The financial year of NZ Bridge shall end on the 31st day of March in each year.

22. Treasurer

22.1 The Board may appoint a Treasurer having such duties and responsibilities as the Board shall determine including the keeping of proper books of account, reporting regularly to the Board on the state of NZ Bridge's finances and presenting an audited set of Financial Statements in each year to the AGM.

23. Auditor

23.1 An auditor (which may be a firm) shall be appointed at each AGM of NZ Bridge, and such auditor shall audit the accounts for that financial year.

23.2 No person shall be disqualified from acting as auditor by virtue of being a member of an Affiliated Club.

24. Bank Accounts

24.1 The bankers of NZ Bridge shall be such bank or banks as may be determined from time to time by the Board and such accounts shall be operated upon by such persons and in such manner as the Board shall from time to time by resolution determine.

24.2 All money received by or on behalf of NZ Bridge or any Regional Committee must be paid into a bank account approved by the Board for that purpose.

PART 5 - PROCEDURES

25. Board Meetings

25.1 Board meetings are to be convened

- a) As the Board resolves.
- b) As the Chairperson directs by Notice in Writing to the Chief Executive or the Secretary.
- c) If a request for a meeting is made by any three (3) or more Board Members by Notice in Writing to the Chief Executive or the Secretary.

- 25.2 Not later than ten (10) working days before the day fixed for a Board meeting the Chief Executive or the Secretary shall give Notice in Writing of the day, time and place of the meeting to each Board Member together with a copy of the agenda for the meeting. To allow for urgency or other special or extraordinary circumstance, the requirement for the minimum of ten (10) working days notice may be waived in any instance by unanimous resolution passed by all members of the Board present in New Zealand on the occasion of any such meeting where less than the stipulated ten (10) working days notice has been given.
- 25.3 At all Board meetings the Chair shall be taken by the Chairperson but if 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 meeting. The Chairperson so elected shall remain the Chair until the arrival of the Chairperson.
- 25.4 In the event of an equality of votes on a matter before the Board, no casting vote shall be exercisable and the vote shall be deemed to be lost.
- 25.5 Any person may be invited to be present at, or to speak at, a particular Board meeting, with the leave of the meeting.
- 25.6 Subject to these Rules, the Board may conduct its meeting as it considers appropriate and may permit a member or members (including ex-officio members) to take part by telephone, video-conference or any other means of communication.
- 25.7 Where a meeting of the Board is taken to be held under Rule 25.6:
- a) The holding of the meeting and the business transacted are to be recorded in the appropriate minute book; and
 - b) The minutes are to be placed on the agenda of the next normally constituted meeting of the Board for confirmation.
- as if such meeting was a normally constituted meeting.
- 25.8 A resolution in writing signed or assented to by facsimile, e-mail or other form of recorded communication by all members of the Board for the time being present in New Zealand shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 25.9 For the purpose of Rule 25.8, two (2) or more separate documents in identical terms that are set out and signed or assented accordance with that Rule are to be taken as one (1) document.
- 25.10 Four (4) voting members present in person, or participating in the meeting as provided by Rule 25.6, shall constitute a quorum of the Board.

26. Delegation

- 26.1 The Board may from time to time appoint such standing committees or special committees or subcommittees as it considers appropriate.
- 26.2 Every Regional Committee and other committee or subcommittee shall be subject to the control of the Board and shall carry out all directions of the Board given in relation to the committee or its affairs provided however that the Conduct, Discipline and Disputes Committee shall conduct its activities in accordance with Rule 27.5.
- 26.3 The Board may from time to time discharge or reconstitute or cause to be reconstituted any Regional Committee, committee (including the Conduct, Discipline and Disputes Committee) or subcommittee.
- 26.4 For the purpose of efficiency and effectiveness in the conduct of the Boards business the Board may delegate to any Regional Committee, committee or subcommittee or to any person or persons, any of its functions, duties or powers except:
- a) The power to borrow money.
 - b) The power to levy.
 - c) The power to sub-delegate.
- and may determine in writing conditions for any such delegation including its duration.
- 26.5 For the avoidance of doubt, a member of a standing or special committee (other than a Regional Committee), or of a subcommittee, or a person to whom any delegation is made or granted under these Rules, is not required to be a member of the Board nor a member of any Affiliated Club.
- 26.6 A delegation and any determination in relation to a delegation shall not be affected by reason only of a change in the Board's composition from time to time.
- 26.7 Any delegation under this Rule 26 does not exclude the continuous exercise of the particular function, duty or power by the Board, save and except those functions, duties and powers vested in the Conduct, Discipline and Disputes Committee in accordance with Rule 27.
- 26.8 Any decision properly made pursuant to any delegation under this Rule 26 shall still be capable of being rescinded, altered or amended by subsequent resolution of the Board, and the Board shall not be required to take any action to implement or give effect to any decision made under delegation.
- 26.9 The Board shall keep and maintain a register recording the scope, delegation and directions given to any Regional Committee or standing committee or special committee or to any person or persons.

27. Conduct, Discipline and Disputes

27.1 The Board shall appoint and continuously maintain a standing Committee to be known as the Conduct, Discipline and Disputes Committee having appropriate delegations for the purpose which shall have the power to enquire into and/or to determine:

- (i) any allegation or complaint in relation to any matter involving the conduct (including breaches of the Code of Conduct) or behaviour of any member of an Affiliated Club or any Player, Coach, non-playing captain or chef de mission with respect to that party's participation in or presence at:
 - a) Any session, match or tournament conducted by any Affiliated Club; or
 - b) Any event, tournament or congress in New Zealand conducted by or under the auspices of NZ Bridge or with the sanction of NZ Bridge; or
 - c) Any international or overseas bridge event or tournament, congress or competition where such person is representing New Zealand in any category, or whose entry or participation has been sanctioned directly by NZ Bridge, or while such person is travelling to or returning from such an event, or where the allegation or complaint with respect to such person is referred to NZ Bridge by or on behalf of any other national bridge organisation;

and deemed by the Board, Chief Director or Chairperson of the Conduct, Discipline and Disputes Committee as the case may be to be sufficiently significant, concerning or important as to warrant enquiry into and/or determination under this Rule 27; and

- (ii) any matter involving or alleged to involve any breach of the laws or failure to adhere to the proprieties of the game by any member of an Affiliated Club or Player, Coach, non-playing captain or chef de mission deemed by the Board, Chief Director or Chairperson of the Conduct, Discipline and Disputes Committee as the case may be to be sufficiently significant, concerning or important as to warrant such enquiry and/or determination under this Rule 27; and
- (iii) any other matter referred to the Board by any Affiliated Club or by any Regional Committee and accepted by the Board and the Chairperson of the Conduct, Discipline and Disputes Committee as a matter appropriate for enquiry into and/or determination by the Committee under this Rule 27.

27.2 When exercising any delegation and/or power in accordance with Rule 27.1 the Conduct, Discipline and Disputes Committee shall comprise not less than three (3) members including one (1) person who shall be a barrister and/or solicitor of not less than seven (7) years standing.

- 27.3 Any determination of such allegation, complaint, matter, breach or failure may involve the imposition by the Conduct, Discipline and Disputes Committee upon such individual or individuals of any one or more of the following sanctions:
- a) Suspension (temporarily or for a defined period) of such person or persons from participation in any capacity in all or any Contract Bridge events, tournaments, competitions, matches or sessions conducted under the auspices of NZ Bridge or by any Affiliated Club, or by any other party with the sanction of NZ Bridge;
 - b) Imposing any conditions or restrictions upon the participation by such person or persons in any capacity in any Contract Bridge events, tournaments, matches or sessions or giving any directions relating to such participation, whether temporarily or for a defined period or for a specified time;
 - c) A bar upon that person or persons being nominated as a candidate for, or being appointed to any vacancy in any office under this Constitution, or being employed by NZ Bridge, whether indefinitely or for a specified period of time;
 - d) A bar upon that person or persons being selected as an official or as a playing member of any representative team or squad whether at club, regional, national or international level, whether indefinitely or for a specified period of time;
 - e) A formal reprimand or censure;
 - f) A requirement that such person or persons meet the cost of, or make a payment towards the costs of, conducting any such enquiry (and carrying out any associated investigations) and/or making such determination, or the costs and expenses incurred by any Committee members, witnesses or others in relation to a hearing, such payments to be made on such basis as the Committee thinks fit;
 - g) Any order for publication by the Board of the Committee's determination and/or the reasons for such determination, on such basis and in such manner as the Committee shall require.
 - h) Any order for notification of the Committee's determination and / or the reasons for such determination, any related recommendation to any overseas bridge organisation, federation or association, on such basis and in such manner as the Committee thinks fit.
- 27.4 The Chairperson, or any two (2) members of the Committee in the Chairperson's absence or unavailability, shall have the power to impose upon any such person or persons as an interim measure any sanction allowed under Rule 27.3 (a) or Rule 27.3 (b), from any date following receipt of the allegation or complaint until the enquiry into and/or determination of the allegation or complaint shall have been completed by the Committee.

- 27.5 The Committee, in enquiring into and/or determining any allegation or complaint, shall undertake a process or procedure in each case at its sole discretion but consistent with the rules of natural justice, but shall otherwise hold such enquiry in camera, and further shall be entitled to consider its verdict, decision or determination in respect to such allegation or complaint in private.
- 27.6 The Board shall provide and maintain a formal record of the Committee's verdict, decision or determination with respect to any allegation or complaint but not the voting or decision of any individual member of the Committee present for that purpose.

28. Right of Appeal

- 28.1 A decision or determination made by the Conduct, Discipline and Disputes Committee under these Rules may be appealed by any person affected by Notice in Writing to that effect delivered to the Chief Executive or Secretary within ten (10) working days of the date such decision is made and recorded by the Conduct, Discipline and Disputes Committee and formally advised in writing to such person or persons the subject of the decision.
- 28.2 A decision or determination of the Conduct, Discipline and Disputes Committee so advised can be appealed only and exclusively to a Tribunal which shall be constituted for such purpose by resolution of the Board on each occasion notice is received from any party or person affected by such decision, in accordance Rule 28.1, utilising not less than three (3) current members of the Sports Disputes Tribunal established by the Board of Sport and Recreation New Zealand pursuant to the Recreation New Zealand Act 2002 and continued under the provisions of the Sports Anti-Doping Act 2006.
- 28.3 The practice and procedure of such Tribunal shall be regulated by and be consistent with the Sports Disputes Tribunal Rules published from time to time modified on any occasion as the Tribunal may think fit and the Tribunal shall have jurisdiction to exercise the same powers of enquiry and determination as are conferred upon the Conduct, Discipline and Disputes Committee under these Rules including the power to impose any of the sanctions identified and to make any order requiring any appellant or appellants meet the costs of, or make a payment towards the costs of, the Tribunal hearing such appeal and conducting any enquiry and making any final determination, and including the costs and expenses incurred by any Tribunal members, witnesses or others in relation to such appeal hearing, such payments to be made on such basis as the Tribunal shall determine.

29. No Review or Proceeding to be Originated

- 29.1 Except as is provided under Rule 28 no person shall initiate any proceeding, or application for review, nor shall any further appeal lie, to any court or other judicial forum, against any decision of the Tribunal, the Board of NZ Bridge or the Conduct, Discipline and Disputes Committee or any of their members, or of any Official or the Chief Director or any director, with respect to or arising from any allegation, complaint or matter the subject of enquiry into and/or decision or determination in accordance with the provisions of Rule 27 and/or Rule 28 as the case may be.

30. Common Seal

30.1 NZ Bridge shall have a Common Seal which shall be kept in the custody of the Chief Executive or the Secretary. The Common Seal shall not be affixed to any document except by the authority of a resolution of the Board and in the presence of two (2) members of the Board together with the Chief Executive or the Secretary, each of whom shall witness such act by signing under the appropriate description the said document to which the seal is affixed.

31. Reimbursement and Remuneration

31.1 Subject to compliance with any policies or procedures determined from time to time by the Board, the Chairperson, Board Members and any Official designated under these Rules or any employee of NZ Bridge shall be entitled to be reimbursed by NZ Bridge for costs and expenses lawfully or properly incurred by them in the fulfilment of their obligations to NZ Bridge.

31.2 The Board may by resolution provide, during any period or periods when there is no appointment of a Chief Executive or the Chief Executive shall be unavailable to perform his/her role and duties, for the remuneration of the Chairperson or any member of the Board who shall have been mandated to assume such duties and to act in lieu of that capacity, in such amount as the Board may from time to time determine.

32. Indemnity

32.1 The Chairperson and members of the Board, any Official designated under these Rules 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 these Rules.

32.2 The entitlement to any indemnity pursuant to the provisions of Rule 32.1 shall not extend to or be available with respect to a claim made by NZ Bridge against any member or members of the Board or any Official or employee nor to any claim made by a member or members of the Board against any other member or members of the Board.

33. Winding Up

33.1 In the event the necessary resolutions are passed by the members of NZ Bridge in accordance with S.24 of the Act or an order is made by the High Court appointing a liquidator under S.25 of the Act each Affiliated Club shall, in the event of a surplus, share in the distribution of such surplus according to the number of Players nominating the Affiliated Club as their Home Club in the most recent Annual Return submitted by such Affiliated Club pursuant to Rule 19.1 pro-rata with the number of such Home Club Players in all other clubs affiliated to NZ Bridge as at the date of the passing of the necessary resolution or appointment of the liquidator as the case may be.

34. Notices

34.1 Any notice to be given to any person or Affiliated Club pursuant to these Rules may be given by personal delivery, or ordinary post, or e-mail, or facsimile to that person's or Affiliated Club's last known address or facsimile number as the case may be. If such notice is given by post it shall be deemed to have been received in the ordinary course of post. If such notice is given by e-mail or fax it shall be deemed to be received at the time of transmission.

35. Alteration to Rules

35.1 These Rules may be amended added to or repealed by resolution duly passed by a two-thirds majority by weighted vote in accordance with Rule 10.9 at a General Meeting of NZ Bridge provided that notice of the proposed alteration has been embodied in the notice convening such General Meeting and received by Affiliated Clubs not less than thirty (30) days prior to such General Meeting.

36. Date of Adoption

36.1 The date of adoption of this Constitution shall be the date these Rules are passed for that purpose at a duly convened General Meeting of the Association.