

*Gold Coast Bridge Club*  
*P O Box 7009*  
*GCMC*

QUEENSLAND

“Companies Act 1961 to 1971”

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of the

GOLD COAST BRIDGE CLUB

ABN 75 009 977 749

## P R E A M B L E

1. The Regulations contained in the Fourth Schedule to “Companies Act 1961-1971” shall not apply to the Association.

### **Definitions:**

2. In these Articles there is something in the subject or context inconsistent therewith -  
“The Club” means the “Gold Coast Bridge Club”.

“The Articles” means the Articles of Association for the time being of the Club.

“Member” or “Members means a member or members for the time being of the Club.

“Directors” means the Directors for the time being of the Club, and “Director” includes an alternate or substituted Director.

“Board” means the whole or any members of the Directorate of the Club for the time being assembled at a meeting of Directors in accordance with the Regulations of the Club and not being less than a quorum.

“Secretary” includes Acting Secretary.

“Special Resolution” has the meaning assigned thereto by the Companies Act of 1961-1971.

“The Act” means Companies Act 1961-1971 and any statutory modification thereof.

“The Office” means the Registered Office for the time being of the Club.

“Month” means any calendar month.

“Year” means any calendar year.

“The Seal” means the Common Seal of the Club.

“In Writing” and “Written” include printing, lithography and other modes of representing or reproducing words in a visible form.

“Auditors and Bankers” mean those representative officers from time to time of the Club.

Words importing the singular number only, include plural number and vice versa.

Words importing the masculine gender only, include the feminine gender.

Words importing person include Corporations

The heading notes shall form no part of these Articles.

3. The Regulations contained these Articles shall not be altered, amended or repeated except in accordance with Clause VI of the Memorandum of Association and the provisions of the “Companies Act 1961-1971”.

## MEMBERSHIP

### **Number of Members:**

4. For the purposes of registration, the number of members of the Club is declared not to exceed five hundred members. The Board may from time to time register an increase of members
5. The members of the Club shall be the subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles

### **Country Members:**

- 5a. Country Membership may be granted to persons residing more than 200km, and visiting for no more than four months per annum, and such members may be entitled to attend any meeting but may not exercise a vote.

### **Corporations:**

6. All individual persons interested in any of the Objectives of the Club shall be eligible for election as members of the Club subject to Article 12.
7. The rights and privileges of every member shall be personal and shall not be transferable by his own act or operation of law and no member shall be entitled to exercise the rights or privileges of a member unless as monies due by him to the Club have been paid.

### **Honorary Life Members:**

8. Honorary Life Membership may be granted to members for meritorious service to the Club upon the recommendation of the Board confirmed at an Annual General Meeting of the Club. An Honorary Life Member shall not be obliged to pay any subscription but shall otherwise be subject to the same obligations and entitled to the same privileges as other members.

### **Honorary Senior Members:**

- 8a. Honorary Senior Membership may be granted to members over the age of 65 years who have been members of the Club for over 30 years. An Honorary Senior Member shall not be obliged to pay any subscription but shall otherwise be subject to the same obligations and entitled to the same privileges as other members.

### **Honorary Members:**

9. The Board may admit to Honorary Membership of the Club persons distinguished in public affairs, commerce or finance, and such other persons as the Board considers is desirable to admit Honorary Membership. A candidate for Honorary Membership shall not be required to sign the application form mentioned in Article 10 or pay any subscription.

An Honorary member may attend and speak at meetings of the Club but shall not be entitled to vote thereat nor shall he be entitled to hold any office. An Honorary member shall be admitted to membership for such period as the Board determines.

### **Election to Membership:**

10. A candidate for membership shall make application in writing in such form as the Board may from time to time prescribe. Each application shall be brought before the Board at its next meeting and if the majority of the members of the Board then present vote in favour of the admission of the candidate, he/she shall be declared duly elected provided stipulated joining fee and first year subscription have been paid.

In no case shall the Board give any reason for the rejection of an applicant. In case of ejection, no renewed application on the part of the same candidate shall be received for a period of twelve months.

### **Subscription:**

- 11 The entrance fee shall be determined by the Board. The Annual Membership application shall be decided at the Annual General Meeting or a Special General Meeting called for that purpose.
- 12 the subscription of a member joining after the commencement of a year shall be full subscription if joining during the first half of the year and half subscription if joining during the second half of the year.
- 12a Only financial members can vote on any motion at a general meeting.

**Levies:**

13. The club may from time to time, by Resolution at a special General Meeting called for the purpose, impose a levy or call on all members of the Club or any group or groups thereof PROVIDED that the total of such levies or calls imposed on a member during any year shall not exceed the amount of the annual subscription of that member for that year.

**Resignation:**

- 14 a member must give a written notice to the Secretary one calendar month before the expiration of the subscription year of his/her wish to retire or will be liable for the subscription for the ensuing year
- 15 The subscription year shall be twelve calendar months, commencing on the first day of September.

**Cessation of Membership:**

- 16 A member shall cease to be a member if:
  - (a) he/she fails to pay any sum of money due by him/her to the Club within six weeks of such sum of becoming payable. A member so ceasing to be a member may be re-admitted by the Board upon payment of all arrears due, and of the amount of the subscription is that would have been due from him if the/she had continued to a be a member up to the time of his/her readmissions:
  - (b) he/she resigns;
  - (c) being a natural person –
    - 1) he/she if found or becomes unsound of mind.

**Suspension:**

17. A two thirds majority of the Members of the Board present at a meeting of the Board or a Special Meeting of the Board, may suspend for up to six months any member whose conduct, in the opinion of the Board, has breached the rule of bridge ethics and/or the rules of the Club.

Notice in writing, setting forth the complaint about conduct shall be sent to the member in question at least seven days prior to the meeting, and shall be entitled to be present at the meeting and to be heard in his/her own defence.

**Expulsion:**

- 18 A two-thirds majority of the members of the Club, present at a Special General Meeting, called for the purpose, may expel any member whose conduct, in the opinion of the meeting, makes him/her no longer acceptable as a member of the Club.

Notice in writing, setting forth the complaint on conduct shall be sent to the member in question at least seven days before the meeting, and he/she shall be entitled to be present at the meeting and to be heard in his own defence.

**Register of Members:**

19. The Secretary shall keep a Register of Members setting forth the full name and address of each member, specifying the class of membership to which he/she belongs, and setting out the date of the latest payment by each member of his/her subscription.

**BOARD**

**Powers:**

20. The management and control of the business and affairs of the Club shall be vested in the Board, who (in addition to the powers and authorities by these Articles or otherwise conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Club, and as are not hereby or by a statute expressly directly or required to be exercised or done by the Club in general meeting; by subject nevertheless to any regulations from time to time made by the Club in general meeting; that no regulations shall invalidate any prior act of the Board which would had not been valid if such regulations had not been made.
- 21 Without prejudice to the generality of Article 20, the board shall have the power:-
- (a) to appoint, suspend or dismiss any employee of the Club, and from time to time, fix the remuneration of the employees:
  - (b) to rent premises at such rent and on such terms as it see fit:

- (c) to obtain legal advice on any matter affecting the Club or the objectives of the club:
- (d) to invest and deal with monies of the Club not immediately otherwise required in such manner as may be permitted by law for the investment trust funds:
- (e) to make standing orders no inconsistent with these Articles for the regulation of the affairs and proceedings of the Club, the Board and the Committees:

**Board Composition:**

- 22. The members of the Board shall be a President, a Vice President, a Treasurer, a Secretary, elected members and representative members. No person who is not a member of the Club shall be a member (other than a representative member) of the Board:
- 23: Each member of the Board shall be deemed to be a Director of the Company Limited by Guarantee and, in that capacity, subject to the provisions of the Act:
- 24 The number of elected members shall not be less than five and more than seven.
- 25: The Board may by resolution, invite, and on acceptance, appoint to a seat upon the Board, a nominee of any cultural, educational, theatrical, commercial, civic or to other like association, and may from time to time cancel any such appointment. Such members shall be called representative members, who may engage in the deliberations of the Board, shall not be entitled to vote nor eligible to hold office of the Board
- 26: Subject to Clause 37, from the date of incorporation of the club, and from the Annual General Meeting until the next following Annual General Meeting, the following shall comprise the Board:

President

Vice President

Treasurer

Secretary

Elected Members

Provided on office only shall be held by each member of the Board.

- 27: Members of the Board (other than representative members) shall be elected annually, at the Annual General Meeting of the Club. Subject to Article 35, retiring members shall be eligible for re-election each year.
- 28: Board members shall continue to hold office at the Annual General Meeting until after the election of the new Board.
- 29; No person shall be eligible for election as a member of the Board unless at least 21 clear days before the Annual General Meeting, he/she and two other members intending to propose him/her, have left with the Secretary, a notice in writing duly signifying his/her candidature for the office and the intention of such members to propose him.

In the event of insufficient nominations being received prior to the Annual General Meeting, nominations can be accepted from members present at such meeting.

- 30: In the event of more candidates being nominated for an office than there are vacancies, the election shall by ballot.
- 33: Where a ballot if necessary, it shall be held and conducted as follows:
  - (a) the ballot shall be secret:
  - (b) the member obtaining the highest number of votes shall be declared elected, and in the event of a tie, the choice of candidates with equal votes shall be determined by tossing a coin:
  - (c) two scrutineers shall be chosen by the Chairman of the meeting from among the members who are not candidates for Board membership, and they shall conduct the ballot and shall certify to the Chairman, the names of the person elected:
  - (d) if, before the ballot be taken, the number of candidates for any such position be reduced, by withdrawal or otherwise, to the number required to full the vacancies for that position, that candidate or those candidates remaining shall be declared elected to the position or respective positions by the Chairman without ballot:

- (e) the certificate of the scrutineers as to the result of any election shall be final and conclusive:
- (f) forthwith after the declaration of the result of any elections, the ballot papers shall be burnt or otherwise

Destroyed by the scrutineers.

**Proceedings of the Board:**

- 32. The board shall, unless otherwise determined by the Club in General Meeting, meet once at least every month on such day as the Board shall from time to time determine, except for the month of January, when no meeting will be held. Special Meetings of the Board may be convened by the President, Vice-President, or any other three members of the Board. Notice of Special Meetings, stating the objects, must be given by circular, by the secretary to each member of the Board at least three days prior to the Meeting.
- 33. All meetings of the Board shall be presided over by the President, or in his/her absence, the Vice-President, or in his/her absence, or in the case of all those present declining to take the chair, by one of the members of the Board elected by the meeting. No business shall be transacted unless a quorum is present. Until otherwise determined by the Club, five members shall form a quorum. Determinations of the Board shall be by absolute majority of the members present and entitled to vote. The Chairman of each meeting shall, in the event of equality of votes, have a casting as well as a deliberative vote.

**Committees:**

- 34. The Board shall have the power to appoint committees of its members to consider and deal with special matters, to serve special purposes, or to deal with special projects and may associate with the committees any member or members of the Club, who shall have full power to act and vote on such committees. Non-members of the Club may also be associated with committees, but without power to vote. No resolution of any committee shall have force or be binding upon the Club until it is confirmed by the Board. A member of the Board shall be Chairman of each such committee.

**President:**

- 35. No person shall hold office as President for more than two (2) successive years, after which he shall retire from office and shall not be eligible for re-election as President until after the expiration of one further year PROVIDED THAT by authority of a resolution, passed by not less than two-thirds of the members present and entitled to vote at a General Meeting of the Club, the period for which the same person can, subject to re-election hold office as President may be extended beyond two years for such further number of years as the resolution may specify.

**Secretary:**

36. The Secretary shall perform the duties prescribed for him by the Board. It shall, in particular, be the duty of the Secretary to keep a register of members showing their names and addresses.

**Leave of Absence:**

37. The Board may grant leave of absence to any member of the Board for such term as it may think fit, and in the case of absence of the President, the Vice-President shall be Acting President during his absence. The Board shall, by resolution, appoint a member to fill any vacancy on the Board created by the death or resignation of a member of the Board. Such appointment shall be made at the next meeting of Board, being not less than seven clear days after the creation of that vacancy.

Any appointments made under this Rule shall be reported to the next General Meeting of the Club. The persons so appointed under this Article to fill a casual vacancy, shall retire at the next following Annual General Meeting but shall be eligible for re-election.

**Termination of Office:**

- 38: The office of a member of the Committee shall become vacant if the member:
- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (b) Becomes prohibited from being a Director of a company by reason of any order made under the Code;
  - (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Law relating to mental health;
  - (d) Resigns his office by notice in writing to the Company;
  - (e) For more than three months is absent without permission of the Committee, from meetings of the Committee, held during that period;
  - (f) Holds any office of profit under the Company;
  - (g) Ceases to be a member of the Company;
  - (h) Is directly or indirectly interested in any contract with the Company. Provided always that nothing in this paragraph shall affect Clause 3 of the Memorandum of Association of the Company.
- 39: A representative member of the Board shall remain a member of the Board until his appointment is terminated by the Board, or he ceases to be the nominee of the Club he represents. A representative member shall also cease to be a member of the Board if the Club he represents becomes defunct or dissolved.

## GENERAL MEETINGS

### **Meetings of the Club:**

- 40: The Annual General Meeting shall be held in each calendar year, not more than 13 calendar months after the date of the previous Annual General Meeting, for the purpose of:
- (a) Confirmation of the Minutes of the last Annual General Meeting;
  - (b) Receiving the Annual Reports of the Board;
  - (c) Receiving the Statement of Accounts for the year;
  - (d) The election of the officers for the ensuing year;
  - (e) The appointment of the Auditor;
  - (f) Other business for which twenty-one days written notice is given to the Secretary;
  - (g) General discussion;

In addition, the Ordinary General Meeting of the Club may be held at such times as the Board may from time to time decide, at which such business shall be transacted as may be submitted to the meeting in accordance with standing orders.

### **Special General Meetings:**

- 41: The President may, when he sees fit, and shall, upon requisition of ten members of the Club, made in writing and stating the objects for which the Meeting is to be called, convene a Special General Meeting of the Club.
- If in the case of a requisition for a Special General Meeting notice convening the same shall not be given within seven days of receipt of the requisition, the requisitionists may themselves, within a further seven days, convene such meeting and the expenses of doing so shall be defrayed by the Club, unless otherwise resolved by the Meeting so called. At least seven clear days in notice shall be given of a Special General Meeting, and each such notice shall state the purpose for which the Meeting is called.

### **Quorum:**

42. Except where otherwise in these Articles provided at all general meetings of the Club, ten members present in person or by duly appointed representatives and entitled to vote shall form a quorum.
43. In the event of a quorum not being formed within thirty minutes of the hour for which any meeting shall be called, it shall be in the power of the members then present, to adjourn such meeting for any period, not exceeding fourteen days and to such place and at such time as they determine and then sine die if no quorum on the second occasion.

**Vote of Members:**

44. At all general meetings each member being a person and being a member shall have one vote.
- 44a. a member shall not vote in respect of any contract or proposed contract with the Club in which he is financially interested, or any matter arising thereout; and if he does so, his vote shall not be counted.
45. Any motion at a General Meeting involving a member or members by name shall be subject to a secret ballot and not decided by a show of hands.
46. A corporation or an incorporated or unincorporated body which is a member shall be entitled to be present and to vote at all General Meetings of the Club by a representative to be appointed by it by notice in writing from time to time lodged with the Secretary.

**Postal Votes:**

47. A member may request in person, or in writing, a postal vote if the member is unable to attend a meeting. Such postal vote to clearly denote the positions of Board members to be elected and any motions to be presented. The postal vote is to be deposited with the Secretary not less than seventy-two hours before the time for holding the meeting or adjourned meeting.
48. At all meeting, all questions (other than the election of officers) shall be decided by a show of hands, unless a ballot is demanded by any five members present. Should any decision ballot be required, two scrutineers shall be appointed by the Chairman of the meeting.
49. at all general meetings the President, and in his absence, the Vice-President, shall be entitled to take the Chair and in the absence of the President and Vice-President, the meeting shall elect the Chairman.
50. The Chairman of a meeting shall, in the case of an equality of votes, have a casting as well as a deliberate vote.

## V ACCOUNTS

51. No loans shall be raised by the Club without the authority of a resolution of the Club in General Meeting.

### **Auditors:**

52. At the General Meeting an Auditor shall be appointed and his remuneration fixed.

### **Treasurer:**

53. The Treasurer shall cause proper accounting records to be kept and shall affix to a notice board in the playing area within 14 days after each monthly board meeting, a copy of the receipts and payments account for the preceding month which shall remain posted until the close of the then financial year.
- 53a. The Treasurer shall display a copy of the balance sheets and profit and loss accounts, compiled as at the 30<sup>th</sup> day of June of the completed calendar year, on a notice board in the club rooms, for a period of not less than 4 days immediately preceding the Annual General Meeting, and copies to be made available for members.
54. Accounting and other records shall be kept in order at the office of the Club and shall be opened to inspection by any financial member who may, in addition, take extracts there from or copies thereof.

## V1 GENERAL

### **Common Seal:**

55. The Club shall have a Common Seal, which shall be kept in the custody of the Secretary at the office for the time being of the Club. Such Seal shall be only used and affixed in each case pursuant to a resolution of the Board of the Club and then in the presence of any two of the following, namely, the President, the Vice-President, and the Secretary. Both persons present and using and fixing such Seal shall thereupon countersign the document to which it has been affixed.
56. In the event of any questions arising as to the interpretation or application of these Articles, the Board shall decide same, subject to an appeal to a final decision by a General Meeting of the Club.
57. No business prospectus, visiting card, advertisement or note heading of a member of the Club shall bear the title of the Club or a reference to a fact that he is a member thereof.
58. No member of the club shall describe himself as such, or as holding any office or position in connection with the Club or its sub-committees, upon any printed or published document, which does not deal with matters directly concerning the Club or its sub-committees.

59. Any notice to be given under these Articles shall be deemed to be duly given, if handed to the person to whom the notice is given personally or if left at his address as appearing in the register or if posted to him by pre-paid post, addressed to him at such address.  
Any notice so posted shall be deemed to be received on the day after the day following the postal thereof.