

## **RULES OF "AUSTRALIAN BRIDGE FEDERATION INCORPORATED"**

### **FEDERATION AND NAME**

1. The federation hereby constituted is known as "Australian Bridge Federation Incorporated" ("the Federation"). The Federation is the federation of its constituent associations which at the date of the adoption of this constitution were Australian Capital Territory Bridge Association Inc., Bridge Association of Western Australia Inc., New South Wales Bridge Association Limited, Queensland Bridge Association Inc., South Australian Bridge Association Inc., Tasmanian Bridge Association Inc. Victorian Bridge Association Limited and Northern Territory Bridge Association Inc.

### **DEFINITIONS**

2. In this constitution unless inconsistent with the context the following words and expressions shall have the meanings specified:-
  - (a) "ABF":- The Australian Bridge Federation Incorporated.
  - (b) "ABF registered player":- a natural person who is
    - (i) either a member of a State Association **or** a member of a Bridge club which is either a member of or affiliated with a State Association **and**
    - (ii) who is a current financial member of the Australian Masterpoint Scheme.
  - (c) "Act":- the Associations Incorporation Act 1991 of the Australian Capital Territory and the Regulations thereunder.
  - (d) "Affiliate":- an organisation which is affiliated with the Federation in accordance with clause 28.
  - (e) "Annual General Meeting":- the Annual General Meeting of the Council which shall be the Annual General Meeting of the Federation for the purposes of the Act.
  - (f) "Bridge":- the game of contract Bridge.
  - (g) "By-laws"- the by-laws adopted in accordance with clause 30.
  - (h) "Club":- any Bridge organisation which is a member of a State or is affiliated to a State.
  - (i) "Committee":- a Committee of the Federation referred to in clauses 5, 16 and 17.
  - (j) "Council":- the Council of the Federation referred to in clause 5.
  - (k) "Councillor" includes both Full Councillors and Supplemental Councillors.

- (l) "Full Councillor":- a Councillor appointed by a State as provided in clause 6.
- (m) "Member":- a Member of the Federation namely a Full Councillor.
- (ma) "officers of the Federation":- The President, Secretary and Treasurer, two ordinary members of the Management Committee, the General Counsel and the Public Officer and "elected officers of the Federation":- the officers of the Federation except for the General Counsel and the Public Office.
- (n) "Person" includes a corporation authority association or body corporate.
- (o) "Post" includes mail, facsimile and any other electronic means of transmitting written material.
- (p) "Postal Ballot": - a ballot in which votes are solicited by post and are recorded in writing and returned by hand delivery or post.
- (q) "Postal Resolution": - a resolution passed by way of a vote conducted by Postal Ballot.
- (r) "President Emeritus":- a past President elected to the position of President Emeritus by the Council as provided in clause 10(5).
- (s) "Registrar":- the Registrar as defined in the Act.
- (t) "State or State Association" unless used in conjunction with "territory" means a constituent association of the Federation.
- (u) "Supplemental Councillor":- a Councillor appointed by the Council as provided in clause 6(4) and an "acting Supplemental Councillor":- a Councillor appointed in accordance with clause 6(3).
- (v) "Writing" includes any facsimile and any other electronic means of transmitting written material.
- (w) The singular number includes the plural and vice versa and any gender shall include each other gender.
- (x) A reference to the Act, the Corporations Law or any other Statute is a reference to the provisions of the legislation (or any replacement legislation) from time to time in force.

## **OBJECTS**

- 3. (1) The objects of the Federation are: -
  - (a) To foster interest in and promote the game of Bridge.
  - (b) To act as the national Bridge administrative body.

- (c) To represent Australian Bridge players within and outside Australia and to maintain membership in good standing of the World Bridge Federation, the South Pacific Zone thereof, the Far East Bridge Federation and any other appropriate international Bridge organisations.
  - (d) To interpret and apply the international laws of Bridge, to make, apply and interpret Australian laws or rules of Bridge for events organised by the Federation and to appoint the Australian "National Authority" for the purpose of the "International Code of the Laws of Duplicate Contract Bridge".
  - (e) To apply and interpret any laws or rules of Bridge at the request of any State.
  - (f) To sponsor, promote and organise Bridge tournaments including international, national and interstate championships and championships for players of different grades and to do so on its own account or in conjunction with States and other sponsoring bodies.
  - (g) To accredit Bridge players to represent Australia.
  - (h) To control the conduct of players representing the Federation and of participants in Federation tournaments and to take such disciplinary action in relation thereto as the Management Committee may determine.
  - (i) To promote, organise and administer an Australian Masterpoint scheme and to determine which Bridge clubs and Bridge players are entitled to participate in and be registered under that scheme.
  - (j) To sponsor promote and conduct training schemes for tournament directors, Bridge teachers and other officials engaged in the conduct of tournament Bridge.
  - (k) To purchase, hire or lease real or personal property for the purpose of carrying out any of these objects and to appoint trustees to hold such property on behalf of the Federation and to indemnify any such trustees against any personal liability in respect thereof.
  - (l) To raise funds for the purpose of carrying out any of these objects and in so doing to borrow moneys and secure the repayment of loans by way of mortgage or charge over any of the assets of the Federation from time to time.
  - (m) To invest any surplus funds of the Federation in accordance with clause 22(5).
  - (n) To do anything which is incidental or conducive to the attainment of any of the above objects.
- (2) These objects may be amended or added to from time to time in accordance with the provisions of the Act.

## **STATES AND AFFILIATES BOUND**

4. All States and Affiliates shall be bound by Federation decisions involving the administration of Bridge at a national level including decisions as to moneys payable by States and Affiliates to the Federation.

## **POWERS AND COMPOSITION OF THE COUNCIL**

5. (1) The powers of the Federation are vested in the Council which may (subject to the provisions of this constitution) do anything consistent with any of the objects of the Federation.  
  
(2) The Council shall consist of the Full Councillors (two of whom shall be appointed by each State) who shall have the right to vote at Council meetings and any Supplemental Councillors (including acting Supplemental Councillors) who shall be entitled to attend and speak at but not to vote at Council meetings but shall be entitled to vote as a member of any Committees to which they are appointed.  
  
(3) The Management Committee constituted in accordance with clause 16 shall manage the affairs of the Federation when the Council is not in session and subject to the directions of the Council shall be entitled to exercise the powers of the Council accordingly.

## **THE FULL COUNCILLORS AND THE SUPPLEMENTAL COUNCILLORS**

6. (1) At least ten (10) days prior to each Annual General Meeting at which the term of a Full Councillor appointed by a State is due to expire that State must by notice in writing to the Secretary, appoint one ABF registered player as a Full Councillor who (subject to the provisions of clauses 6(3) and 18) holds office from the commencement of such Annual General Meeting until the commencement of the third succeeding Annual General Meeting.  
  
(2) Should a Full Councillor cease to hold office the State which appointed him must with all due expedition appoint another Councillor and this Councillor shall hold office from the date of his appointment until the expiration of the term of office of the Councillor whom he replaces.  
  
(3) Should a State by notice in writing to the Secretary require a full Councillor appointed by that State to be removed from office that Councillor shall cease to hold office as a full Councillor but shall become an acting Supplemental Councillor until the next Annual General Meeting when the Council may elect that person as a Supplemental Councillor.  
  
(4) The Council may at the commencement of an Annual General Meeting elect Supplemental Councillors from amongst ABF registered players. No more than five Supplemental Councillors (plus any acting Supplemental Councillors) may hold office at the same time.  
  
(5) Elections for the Supplemental Councillors shall be held in accordance with procedures set out in the By-laws.

(6) Supplemental Councillors (subject to the provisions of clause 18) hold office from the date of their election up until the commencement of the third succeeding Annual General Meeting.

## **MEMBERSHIP**

7. (1) For the purposes of the Act the Full Councillors shall be the Members of the Federation; the Secretary shall maintain a register of the Members of the Association as required by the Act.
- (2) No membership fees or subscriptions shall be payable by the Members of the Federation.

## **DEPUTY COUNCILLORS**

8. Should a Full Councillor be unable to attend a meeting of Council, the State which appointed that Full Councillor may by notice in writing to the Secretary at least seven (7) days prior to the meeting appoint a Deputy Councillor for the purpose of the meeting. Any ABF registered player who is neither a Councillor nor a Deputy Councillor nor the General Counsel is eligible to act as Deputy Councillor. A Deputy Councillor shall have the full status and rights of a Full Councillor at the meeting for which he or she is appointed.

## **SPECIAL VOTING RIGHTS**

- 9A (1) As an alternative to appointing a Deputy Councillor the State which appointed the Full Councillor may nominate the other Full Councillor appointed by the State as proxy for the Full Councillor unable to attend the meeting or vote on a postal vote. Such nomination must be by notice in writing to the Secretary received at least seven days (7) prior to the meeting. In that event the Full Councillor attending the meeting or voting as the case may be shall have an additional vote.
- (2) The State of New South Wales has the right to exercise a third vote in Council meetings. To exercise this right the State of New South Wales must nominate the Full Councillor who will be empowered to exercise that vote. Such nomination must be by notice in writing to the Secretary received at least seven days (7) prior to the meeting.

## **PROCEEDINGS OF THE COUNCIL**

9. (1) The Annual General Meeting of the Council shall be held once in every calendar year at such time (being not later than fifteen months after the holding of the last preceding Annual General Meeting and within five months of the end of the Federation's financial year) and at such place as may be determined by the Council or the Management Committee.
- (2) The Council may meet at any other time provided that such meeting is called pursuant to:
- (a) a prior resolution of a meeting of the Council (an Ordinary Meeting), or

- (b) a postal resolution of the Council or a resolution of the Management Committee (an Extraordinary Meeting).
- (3) Should the time and place of a meeting be determined by a prior resolution of the Council, notice of meeting need not be given. Should either the time or the place of a meeting not be determined by a prior resolution of the Council, those details not so determined shall be determined by the Management Committee and the Secretary shall, unless otherwise resolved by the Council, give at least twenty one days' notice in writing of the meeting to the Councillors and the State Associations. The failure of any Councillor to receive notice of any meeting of the Council shall not invalidate any business conducted at such meeting.
- (4) At each Annual General Meeting of the Council the Management Committee shall present for consideration of (and if so decided the approval and adoption by) the meeting in accordance with Section 73 of the Act a report signed by two members of the Management Committee stating:-
  - (i) The name of each member of the Management Committee of the Federation during the most recently ended financial year and (if different) at the date of the report;
  - (ii) The principal activities of the Federation during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
  - (iii) The net profit or loss of the Federation for the most recently ended financial year together with an audited statement of the accounts of the Federation a copy of the Auditor's report to the Federation and the President's report.
- (5) The Council may consider any matter at an Ordinary Meeting unless otherwise resolved by the Council. The Council may consider at an Extraordinary Meeting only those matters stated specifically in the resolution of the Council or the Management Committee (as the case may be) calling the meeting.
- (6) The Council shall not meet without a quorum. Six Full Councillors (their deputies or proxies) including one Full Councillor from each of four different States and including two members of the Management Committee who are Full Councillors shall constitute a quorum.
- (7) The President shall preside at all meetings of Council at which he is present and in his absence the meeting shall appoint a Chairman from the Councillors present.
- (8) Only those Full Councillors (their deputies or proxies) present at a meeting of the Council shall be entitled to vote at that meeting and except as provided in clause 8 each Full Councillor (including the Chairman or his deputy) shall be entitled to one vote only.

- (9) Resolutions of the Council may be carried only at either a duly convened meeting of the Council or by postal ballot. Resolutions (other than those which are the subject of clauses 25(2), 26, 27(2), 29(2) or 31(1)) shall be decided by simple majority.
- (10) A postal resolution may arise only from a motion moved and seconded by Full Councillors. The Secretary shall inform each Councillor of the details of the postal ballot (including the closing date determined by the Management Committee) provided that the failure of any Councillor to receive such details shall not invalidate the resolution. Each Full Councillor shall have one vote. Should a Full Councillor fail to inform the Secretary of his vote by the closing date that Councillor shall be deemed to have abstained from voting.

## **OFFICERS**

10. (1) The election of officers (save for General Counsel and the Public Officer, whose appointment are provided for in clauses 14 and 15) shall take place at an Annual General Meeting and the term of each officer shall be for a period of two (2) years expiring at the election of office bearers at the Annual General Meeting held in such second year.
- (2) Elections for office bearers shall be conducted in accordance with procedures set out in the By-laws.
- (3) Every officer other than the General Counsel, the Public Officer and the President Emeritus (if any) must be a Councillor at the time of his election or appointment and shall forthwith cease to hold office in the Federation upon ceasing to be a Councillor unless he is immediately re-appointed or re-elected as such.
- (4) No person shall hold more than one office at the same time and no more than two of the President, Secretary and Treasurer shall be resident within the jurisdiction of the same State Association.
- (5) In addition the officers of the Federation may at the discretion of the Council include one President Emeritus whose election shall take place at an Annual General Meeting and the term of the President Emeritus shall be for a period of two years expiring at the election of office bearers at the Annual General Meeting held in the second of such years. The President Emeritus must be a past President of the Federation and an ABF registered player. The duties of a President Emeritus shall be to advise the Management Committee and the Council in the conduct of the affairs of the Federation. The President Emeritus may attend and speak at meetings of the Council and the Management Committee but shall not be entitled to vote at Management Committee Meetings unless he is a member thereof and only at Council Meetings if he is a Full Councillor or a deputy.
- (6) The election of officers shall take place whenever required at an Annual General Meeting following the election of any Supplemental Councillors and the order of election shall be:-

- (i) President
- (ii) Secretary
- (iii) Treasurer
- (iv) Two ordinary members of the Management Committee,

immediately after which the Council shall consider the appointment of the General Counsel and the Public Officer in accordance with clauses 14 and 15.

- (7) The Council may at any time remove an officer from office.
- (8) Vacancies in any office arising from any cause may be filled by the Management Committee from among Councillors (or in the case of the General Counsel from among non-Councillor ABF registered players) until the next succeeding Annual General Meeting, when an election shall be held (or an appointment made) for the office vacated (whether or not filled by the Management Committee) and if that Annual General Meeting is not the Annual General Meeting at which the terms of the other officers elected or appointed pursuant to clause 10 or 14 expire, then the term of the person elected or appointed to fill the vacancy shall expire at the conclusion of the next Annual General Meeting.

#### **DUTIES OF THE PRESIDENT**

11. The President shall: -

- (a) be the chief executive officer and principal representative of the Federation both in Australia and internationally;
- (b) provide initiative and guidance in the formulation of Federation policy;
- (c) facilitate liaison between the States and also between members and affiliates of the South Pacific Zone of the World Bridge Federation;
- (d) present a report to each Annual General Meeting concerning the affairs of the Federation to be known as the President's Report;
- (e) have the right to attend the meeting of any Committee of the Federation should he wish to do so; and
- (f) maintain effective liaison with the Presidents of the State Associations.

#### **DUTIES OF THE SECRETARY**

12. The Secretary shall: -

- (a) receive and dispatch notices and correspondence to and from the Federation;

- (b) keep a register of the constituent associations and affiliates of the Federation;
- (c) keep a register of the Members of the Federation;
- (d) keep a register of the members of the Committee of Honour;
- (e) keep minutes of all proceedings of the Council and the Management Committee;
- (f) conduct postal ballots;
- (g) give notice of meetings in accordance with clause 9(3);
- (h) prepare (subject to Council instructions) agenda for meetings of the Council;
- (i) forward with all due expedition copies of the documents mentioned in clause 9(4) and those pertaining to paragraphs (e), (f), (g) and (h) above to States, Affiliates and Councillors;
- (j) keep files of all matters referred to in this clause which files shall only be destroyed if so resolved by the Council; and
- (k) upon any alteration of this Constitution or other change referred to in clause 15(3)(c) promptly give sufficient particulars to the Public Officer to enable him to give notice thereof to the Registrar as required by the Act.

#### **DUTIES OF THE TREASURER**

13. The Treasurer shall: -

- (a) receive and pay moneys on behalf of the Federation;
- (b) deposit in a Federation bank account all moneys received by the Federation;
- (c) pay all sums that exceed one hundred dollars (\$100.00) by way of cheque drawn on a Federation bank account;
- (d) keep proper accounting records of the affairs of the Federation as required by Section 71 of the Act and retain those records on behalf of the Federation for the period specified in the Act;
- (e) cause to be compiled proper accounts of the Federation in accordance with Section 71 of the Act including a balance sheet setting out the assets and liabilities of the Federation;
- (f) prepare at the direction of the Management Committee each year, a statement of the accounts of the Federation, to be placed before the Annual General Meeting of the Federation to comply with Section 72 of

the Act and submit it to the Annual General Meeting for approval and adoption;

- (g) provide the Auditor with such documents and information as may be required by him to audit the Federation's accounts;
- (h) upon the giving of a certificate by the Auditor of the Federation's accounts in accordance with clause 21(4) promptly provide a copy of the certified accounts to the Public Officer to be filed with the Registrar as required by the Act; and
- (i) retain duplicate receipts, invoices, cheque butts, bank statements and other vouchers in accordance with proper accounting practice.

### **GENERAL COUNSEL**

- 14. (1) At each Annual General Meeting at which the term of the General Counsel is due to expire the Council may if it so desires appoint an ABF registered player (being a person entitled to practise law in a State or Territory of the Commonwealth but not being a Councillor) as General Counsel of the Federation for a term of two years expiring at the Annual General Meeting in such second year.
- (2) Any person so appointed shall be eligible for re-appointment.
- (3) The General Counsel shall act as honorary legal adviser to the Federation and shall advise the Management Committee and the Council as to their legal position generally and their particular duties, powers and responsibilities and shall carry out such further functions and duties as shall be assigned to him by the Council or the Management Committee or as a member of any Committee.
- (4) The General Counsel may attend and speak at meetings of the Council and the Management Committee but shall not be entitled to vote at such meetings. The General Counsel shall be entitled to vote at meetings of any Committee of which he is a member.

### **PUBLIC OFFICER**

- 15. (1) The Council shall at each Annual General Meeting of the Federation appoint an ABF registered player of at least eighteen years of age resident in the Australian Capital Territory (who may but need not be a Councillor or member of the Management Committee) as the Public Officer of the Federation.
- (2) Any person so appointed shall hold office until the next Annual General Meeting of the Federation and shall be eligible for reappointment.
- (3) The Public Officer shall:
  - (a) within 14 days of his appointment give notice in writing to the Registrar of his appointment, his full name and address;

- (b) if he changes his address, give notice in writing to the Registrar of such change;
- (c) within one month of an alteration of:
  - (i) the objects or purposes of the Federation,
  - (ii) this Constitution, or
  - (iii) any trusts relating to the Federation,

file with the Registrar such documents relating to the alteration as are required by the Act;

- (d) within one month after an alteration in this Constitution whereby the liabilities of the States (being the constituent associations of the Federation) in so far as their contribution towards the payment of the debts and liabilities of the Federation or the costs charges and expenses of a winding up of the Federation are affected give notice of that alteration in a newspaper circulating in the Australian Capital Territory;
- (e) within the time specified in the Act for the compilation and certification of the accounts of the affairs of the Federation in accordance with clauses 13 and 21, cause an annual return including a copy of such accounts duly certified by the Auditor as correct to be filed with the Registrar; and
- (f) generally carry out such further functions and duties as shall be required by him by the Council, the Management Committee or by the Act.

- (4) Notwithstanding anything herein before contained the Public Officer shall cease to hold office if he:
  - (a) resigns his office by writing under his hand addressed to the Council or the Management Committee;
  - (b) is removed from office by notice in writing, following a resolution to that effect by the Council;
  - (c) dies;
  - (d) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (e) suffers from mental or physical incapacity;
  - (f) was or is convicted of a criminal offence as provided in Section 64(2)(f) of the Act; and
  - (g) ceases to be resident in the Australian Capital Territory.

- (5) Within 14 days of a vacancy occurring in the office of Public Officer the Management Committee shall appoint an ABF registered player resident in the Australian Capital Territory to fill such vacancy until the next Annual General Meeting.

## **MANAGEMENT COMMITTEE**

16. (1) The Management Committee shall comprise the President, the Secretary the Treasurer and two Councillors elected in accordance with the By-laws. No more than two members of the Management Committee shall be resident within the jurisdiction of the same State Association and no more than two members of the Management Committee shall be Supplemental Councillors.
- (2) The function of the Management Committee shall be to manage the affairs of the Federation when the Council is not in session subject to the direction of the Council. All other Committees shall be subject to the directions of the Management Committee and shall report to the Management Committee. The President shall be the Chairman of the Management Committee.
- (3) The Management Committee shall be the Committee of the Federation for the purposes of the Act.
- (4) The Management Committee shall not impose any penalty against any ABF registered player (whether pursuant to a referral from the Ethics Committee or otherwise) unless the rules of natural justice have been observed in all respects.
- (5) The quorum for meetings of the Management Committee shall be three members thereof. The General Counsel, the President Emeritus (if any) and such other persons as the Management Committee shall determine may be present at meetings of the Management Committee but shall not be entitled to vote at such meetings. The members of the Management Committee may meet in person or by telephonic or other electronic means.
- (6) The Secretary must cause the Public Officer to notify on behalf of the Federation details of changes in the membership of the Management Committee including notices of changes of address as required by the Act.
- (7) Any member of the Management Committee who has any direct or indirect pecuniary interest in a contract or proposed contract to which the Federation is or may be a party shall disclose the notice and extent of his interest as required in Section 65 of the Act unless Section 65(3) applies. Such member shall not take part in making any decision with respect to the matter but may subject to the Act take part in any deliberations of the Management Committee in regard thereto.
- (8) If a statement is signed by each member of the Management Committee indicating that they are all in favour of a particular resolution, that resolution shall be deemed to have been passed at a

meeting of the Committee called at the time when the statement is signed by the last of such members. For the purposes of this paragraph two or more documents in identical terms shall be deemed to be one statement.

## **COMMITTEES**

17. (1) The Management Committee shall appoint Committees of the Federation specified in the By-laws and such other standing or ad hoc committees as the Management Committee shall from time to time determine.
- (2) The Committees shall comprise the persons specified in the By-laws.
- (3) (a) The Management Committee may remove any member of a Committee at any time and appoint additional members of any Committee or fill any vacancy thereon.
- (b) All Committees shall have the power to co-opt and a person co-opted need not be a Councillor but his appointment shall be terminable on notice from the Committee to which he has been co-opted or by the Management Committee.
- (c) Any person may be a member of two or more Committees.
- (d) Subject to these Rules and the By-laws and to any direction of the Council or the Management Committee, all Committees shall establish their own procedures and may reach decisions by conference telephone or by a telephone or postal ballot conducted by the Chairman.
- (4) The Committees shall carry out the functions and duties and have responsibility for the matters specified in the By-laws and such other functions duties and responsibilities as shall be assigned to them by the Management Committee from time to time.

## **TERMINATION OF OFFICE**

18. Should a Councillor, the General Counsel, President Emeritus or any Committee Member:
  - (a) resign by notice in writing to the Secretary;
  - (b) die;
  - (c) be convicted of any felony;
  - (d) be dealt with under the laws of his State or Territory relating to mental health;
  - (e) cease to be an ABF registered player; or

- (f) cease to reside permanently in Australia (as to which in case of doubt or dispute the decision of the Management Committee shall be final)

such person shall forthwith upon the occurrence of the relevant event foresaid cease to be a Councillor and member and/or an officer of the Federation and/or a member of any Committee as the case may be.

## **OPERATIONS**

- 19. (1) The Management Committee may appoint employ or engage such employees and contractors to assist in the management and administration of the functions of the Federation as it considers necessary from time to time including but not limited to those specified in the By-laws.
- (2) The Management Committee shall appoint a Tournament Unit to conduct or supervise the conduct of tournaments on behalf of the Federation and to carry out such other functions as are set out in the By-laws.
- (3) The Management Committee must appoint for each tournament conducted or sponsored by the Federation a Recorder whose qualifications and functions are set out in the By-laws.
- (4) The Management Committee must set up and maintain an Australian Masterpoint Centre in accordance with the By-laws.
- (5) The Management Committee may set up and maintain a system for the accreditation of tournament directors and/or Bridge teachers in accordance with the By-laws.
- (6) The Management Committee may undertake such marketing or other commercial or promotional functions as it deems appropriate including those set out in the By-laws.
- (7) In order to protect and promote the products and services provided by the Federation the Management Committee may register such trademarks designs and patents and adopt such logos and identification marks as it shall think fit.

## **FINANCIAL YEAR**

- 20. The financial year of the Federation shall end on 31st December in each year.

## **THE AUDITOR AND AUDIT OF ACCOUNTS**

- 21. (1) At each Annual General Meeting the Council shall elect an auditor (not being an officer Councillor or employee of the Federation) with the qualifications set out in Section 74(3) of the Act as the Auditor of the Federation. The Auditor shall hold office until the Annual General Meeting next following his appointment.

- (2) Should a casual vacancy occur in the office of auditor, the Management Committee shall appoint another person with the qualifications set out in clause 21(1) as the Auditor. The Auditor so appointed shall hold office until the Annual General Meeting next following his appointment.
- (3) The Auditor shall examine the accounts of the Federation at least once in each financial year of the Federation.
- (4) The Auditor shall certify as to the correctness of the accounts and shall report thereon to the Federation by causing a copy of his certificate to be presented to the Annual General Meeting.
- (5) The Auditor shall state in his certificate whether in his opinion:
  - (a) he has obtained all the information required by him;
  - (b) the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Federation;
  - (c) clauses 13 and 22 have been complied with.
- (6) The Auditor:
  - (a) shall have a right of access to all the accounts, books, records, duplicate receipts, invoices, cheque butts, bank statements, vouchers, and other documents of the Federation;
  - (b) may require the Management Committee to supply any relevant information or explanations; and
  - (c) may question any State, Affiliate, Councillor or any servant of the Federation in relation to the accounts of the Federation.

## **INCOME AND PROPERTY**

22. (1) The income and property of the Federation shall be used only for the purpose of furthering the objects of the Federation and shall not be paid or transferred directly or indirectly by way of profit to any State, Affiliate or other person.
- (2) Apart from reimbursement of out-of-pocket expenses the Federation shall not either directly or indirectly pay any Councillor for services provided by that Councillor to the Federation in the performance of his ordinary duties as a Councillor. The Council may resolve in any particular case that the services requested of a Councillor are not services which should reasonably be demanded of a Councillor in the performance of his ordinary duties as a Councillor and upon such resolution being passed the Council may determine and pay a proper remuneration to the Councillor for performing those services.
- (3) The Federation shall not accept gifts and donations given for purposes other than those of furthering the objects of the Federation.

- (4) The funds of the Federation shall be derived from the tournaments conducted by the Federation (either on its own account or in conjunction with any State Association or other body or person) from registration fees paid by ABF registered players, from the Australian Masterpoint Scheme, from the sale of items and publications relating to the game of contract Bridge and from gifts and donations given to the Federation for the purpose of furthering its objects.
- (5) The funds of the Federation shall be held in a bank account in the name of the Federation or in investments which are authorised from time to time for trustees in the Australian Capital Territory; cheques shall be drawn on the account of the Federation to be signed by any two members of the Management Committee or by the Treasurer alone if the amount of the cheque does not exceed \$5,000.00.
- (6) Except for the last two year's records which may be held by the Secretary, or in the case of financial records by the Treasurer, the books, documents and records of the Federation shall be held at the registered office of the Association in the Australian Capital Territory and the Management Committee shall appoint an Administrative Officer or other responsible person to have custody thereof; any securities of the Federation shall be lodged with the Federation's bank for safe keeping.
- (7) Any Councillor may inspect the books and documents of the Federation at the registered office thereof upon giving notice to the Secretary of the Federation or to the person appointed by the Management Committee to have custody of such books and documents.

#### **COMMON SEAL**

23. (1) There shall be a Common Seal of the Federation which shall be in the custody of the Secretary.
- (2) The Common Seal shall be used only with the authority of the Management Committee and every instrument to which the Seal is affixed shall be signed by two members of the Management Committee.

#### **ABF REGISTERED PLAYERS**

24. (1) ABF registered players shall have the right to play in Bridge events organized by the Federation, to participate in the Australian Masterpoint scheme and to receive any other benefits arising out of the Bridge activities of the Federation all such rights being subject to such terms and conditions as may be laid down from time to time by the Federation.
- (2) The Federation shall upon request being made by an ABF registered player make available to that player at his cost copies of the documents referred to in clause 9(4) last adopted by the Council and a copy of this Constitution.

## **COMMITTEE OF HONOUR**

25. (1) The Committee of Honour of the Federation shall consist of those individuals elected thereto by the Council in General Meeting in recognition of their outstanding service to Bridge.
- (2) Election of the Committee of Honour may be effected only by a resolution of the Council carried by at least a two-thirds majority of the Full Councillors their deputies or proxies present and entitled to vote, such resolution having arisen from a motion moved and seconded by Full Councillors or their deputies of which at least one month's notice in writing has been given by the Secretary to each Councillor (provided that the failure of any Councillor to receive such notice shall not invalidate the resolution.)

## **CHANGE OF RULES**

26. These Rules may be amended and the matters which are the subject of clauses 27(2), 29(2) and 30(1) may be accomplished only if a resolution of the Council to that effect is carried by a resolution of the Council by at least a three-quarters majority of the Full Councillors their deputies or proxies and voting such resolution having arisen from a motion proposed and seconded by Full Councillors or their deputies and of which at least twenty-one (21) days' notice in writing has been given by the Secretary to each Councillor (provided that the failure of any Councillor to receive such notice shall not invalidate the resolution) and such resolution is approved by at least two-thirds of the States by their giving notice in writing to that effect to the Secretary.

## **CONSTITUENT ASSOCIATIONS**

27. (1) Only one organisation within each state or territory of Australia may be a constituent association of the Federation.
- (2) Where a state or territory of Australia does not contain a constituent association of the Federation, the Council may receive from the organization which, in the opinion of the Council, regularly governs organised Bridge in that State or Territory, an application to join the Federation. Such application may only be granted by the Federation by a resolution to that effect carried and approved in the manner set out in clause 26.

## **AFFILIATES**

28. (1) Where a state or territory of Australia does not contain a constituent association, any Bridge organisation within such state or territory may by notice in writing to the Secretary apply to become an Affiliate. Such application shall be effective only if so resolved by the Council.
- (2) The Council may determine the terms and conditions of affiliation the extent of participation in ABF tournaments and the extent of participation in the affairs of the ABF provided always that an Affiliate shall not be entitled to appoint a Full Councillor.

- (3) The Council may terminate the affiliation of any Affiliate. An Affiliate shall automatically cease to be an affiliate should it become a constituent association of the Federation or should any other organisation within the same state or territory of Australia become a constituent association of the Federation.

## **WITHDRAWAL AND EXPULSION**

29. (1) Should a State Association by notice in writing to the Secretary indicate that it no longer wishes to be a constituent association of the Federation, such State Association shall cease to be a constituent association upon the receipt of such notice by the Federation.
- (2) A State Association may by notice in writing to the Secretary propose that it withdraw from the Federation and that another Bridge organisation (whether existing or proposed) from within the same State or Territory of Australia become the constituent association for such State or Territory. Such proposal shall be effective only if so resolved by the Council.
- (3) A State may only be expelled from the Federation by a resolution to that effect carried and approved in the manner set out in clause 26. In passing any such resolution the rules of natural justice shall be observed in all respects.
- (4) A State which has been expelled from the Federation shall not have any claim on the assets of the Federation and shall upon such termination pay all moneys owing by it to the Federation.

## **BY-LAWS**

30. (1) The Council may make By-Laws to regulate the operation of these Rules and the conduct of the Federation's affairs provided that in the event of any inconsistency these Rules shall prevail.
- (2) By-laws may be made repealed amended varied or added to only by a resolution of the Council in General Meeting and only if at least twenty-one (21) days' notice of intention to propose the resolution has been given to all Councillors and all State Associations.

## **DISSOLUTION**

31. (1) The Federation may be dissolved only should a resolution to that effect be carried and approved in the manner set out in clause 26.
- (2) Upon a dissolution:
  - (a) if there be a surplus the assets of the Federation shall be equally divided among the State Associations.
  - (b) if there be a deficiency each State Association undertakes to contribute to the assets of the Federation for the payment of its debts and liabilities and the costs charges and expenses of the

dissolution such amount as may be required not exceeding one hundred dollars (\$100.00) and each member undertakes to pay an amount not exceeding ten dollars (\$10.00).

#### **INDEMNITY AND INSURANCE**

32. (1) Every Councillor, Member of any Committee or Public Officer or other officer for the time being of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by him as such Councillor, Member of such Committee or Public or other officer to the maximum extent which would be permissible under the Corporations Law if the Federation were a corporation and subject to that Law.
- (2) The Federation may pay insurance premiums on behalf of its officers in respect of those liabilities incurred by them arising out of their office to the extent which would be permissible under the Corporations Law if the Federation were a corporation and subject to that Law.

# **AUSTRALIAN BRIDGE FEDERATION INCORPORATED BY-LAWS**

## **1. INTERPRETATION**

- 1.1 In these By-Laws unless the context otherwise requires words and expressions shall have the same meaning as in the Rules of the Federation.

## **2. PROCEEDINGS AT MEETINGS**

### **Order of Business**

- 2.1 The order of business for annual meetings of the ABF Council shall be as laid down in the Rules and in respect of any matters not so prescribed these shall be as determined by the Management Committee and set out in the Notice of Meeting.

### **Minutes**

- 2.2 The only permissible discussion on the motion for confirmation of the Minutes shall be as to the accuracy of the record. Motions to amend the Minutes must be moved, seconded and voted upon.

### **Chairman's Duties and Responsibilities**

- 2.3 It is the duty of the Chairman to preserve order and to endeavour to conduct all business before the meeting with due decorum and to a speedy and proper result.
- 2.4 The Chairman must decide questions of order raised against any speaker during debate by any Councillor or the General Counsel and the speaker against whom the point is raised shall cease speaking. The Councillor raising the point of order shall state his or her reasons within one minute; then the Chairman, without further discussion shall give his or her ruling subject to which the speaker shall proceed. The Chairman's ruling shall be final unless challenged by a motion of dissent.
- 2.5 The Chairman (if a Full Councillor) shall have a deliberative vote but not a casting vote. In the case of an equality of votes the following procedure applies:
- (a) Where the motion seeks to change an existing state of affairs the status quo shall prevail;
  - (b) When the motion relates to a new matter it shall stand adjourned to the next meeting; if at the next meeting there remains an equality of votes the motion shall be declared lost.
- 2.6 It shall be the duty of the Chairman to call to order a speaker who violates any rule of debate and when more than one Councillor requests at the same time to speak the Chairman shall decide who shall be heard.
- 2.7 The Chairman may call the attention of the meeting to continued irrelevance or tedious repetition on the part of a speaker and may with the approval of

the meeting direct such Councillor to discontinue. Question of whether a speaker shall discontinue his or her speech shall be decided without debate.

### **Motions of Dissent**

- 2.8 A Councillor dissatisfied with the Chairman's ruling may move a motion of dissent in the following terms:

"That the Chairman's ruling be dissented from."

The Chairman shall then vacate the chair and call upon a deputy to take the chair. When the mover and the Chairman (in that order) shall have stated their cases the acting Chairman shall put to the vote the question "That the Chairman's ruling be upheld."

### **Duties of Speakers**

- 2.9 When a Councillor speaks he or she shall address the chair, speak to the question under consideration only and avoid personalities and unbecoming language.
- 2.10 A Councillor when speaking shall not be interrupted except by the Chairman or by another Councillor raising a point of order and then only for:
- (a) a breach of these By-Laws;
  - (b) irrelevance or repetition;
  - (c) impropriety; or
  - (d) exceeding the time limit.

Explanation may be allowed when the Councillor speaking has finished and only to explain an actual misunderstanding or misstatement and the Councillor shall be prohibited from debating the merits of any proposal in the course of such explanation.

### **Motions**

- 2.11 Motions must be proposed and seconded. Only Full Councillors or their deputies may move motions and any Councillor may not move more than one formal motion during the debate on a particular motion in question.
- 2.12 Any substantive motion that is before the meeting shall be disposed of before a further substantive motion is moved. The following motions may be moved received and put to the meeting:
- (a) for permission to withdraw a motion or amendment;
  - (b) that the question now be put (needs no seconder);
  - (c) to proceed to the next business;
  - (d) to adjourn the debate to a later time;
  - (e) to amend the motion.
  - (f) to refer the motion to some outside body (e.g. a committee);
  - (g) to discuss the action of a Councillor who has been named by the Chairman;
  - (h) to extend the time limit;

(i) That the motion lie on the table.

There shall be no debate on (b) and (c).

- 2.13 The Chairman shall accept all formal motions except motions that the question be put or to proceed with the next business when the Chairman has a discretion. A motion that the question may be put may only be moved by a Full Councillor or his or her deputy who has not moved seconded or spoken to the original motion or an amendment to it.
- 2.14 The Secretary shall record in the Minutes whether a motion was won or lost, the number of votes for and against, any abstentions and if so requested by any Councillor that he or she has abstained from voting or has voted against the motion.
- 2.15 Motions of which notice has been given shall be dealt with in the order in which they are received by the Secretary.

### **Amendments**

- 2.16 Only one amendment upon any motion shall be entertained and decided at a time and if any amendment is carried it shall be held to have superseded the original motion and stand in its place.
- 2.17 An amendment must be relevant to the substantive motion. It may not be a simple negation of the motion and if its effect is to negate the motion it must include a reasoned alternative course of conduct.
- 2.18 The mover of an amendment has no right of reply.
- 2.19 It shall be competent when one amendment is carried to receive other amendments one at a time in like manner to be discussed and decided or until the subject is finally disposed of.
- 2.20 No Full Councillor or Deputy Councillor shall propose more than one amendment to any motion but this shall not prevent that Councillor speaking on any other amendment.
- 2.21 Debates on motions and amendments shall be limited in time to that allowed by the Chairman whose ruling may be dissented from in accordance with By-Law 2.8.

### **Rescission Motions**

- 2.22 No motion carried at a validly constituted meeting shall be rescinded except at a subsequent validly constituted meeting and provided at least twenty-one (21) days' written notice of intention to propose the rescission motion has been given to the Secretary.

### **Miscellaneous**

- 2.23 A member requesting information or wishing to ask a question at a meeting shall do so through the Chairman.

- 2.24 Provided that no speaker is addressing the chair it shall be competent for any Councillor to move or second that the meeting be adjourned to a specified time and place and such a motion may be treated as an ordinary motion except that:
- (i) it may interrupt the debate; and
  - (ii) the mover shall have no right of reply.
- 2.25 In the case of disorder arising the Chairman shall have power to adjourn the meeting to a time he or she shall fix and his or her leaving the chair terminates the business of the meeting.

### **3. ELECTIONS**

#### **Nominations**

- 3.1.1 Nomination for Supplemental Councillors and for elected officers of the Federation must be called for in the notice of the meeting at which the election is to take place and must be lodged in writing with the Secretary at least 14 days prior to the published date of the meeting.
- 3.1.2 All nominations (other than those from current office holders) must be signed by the nominating Councillor and by the person nominated - to signify acceptance of the nomination. They may be accompanied by a short statement setting out the credentials of the nominee. Current office holders shall be deemed to offer themselves for re-election unless they notify the Secretary otherwise at least 10 days prior to the published date of the meeting.
- 3.1.3 Details of all current office holders seeking re-election and of all nominations received and accompanying statements must be circulated by the Secretary to the Councillors and State associations at least 7 days prior to the meeting but the Secretary shall not be required to circulate any material which the Secretary acting on the advice of General Counsel considers to be defamatory or offensive.
- 3.2.1 In the event that no nominations or insufficient nominations are received for the position of any elected officers nominations must be called for at the meeting at which the election is to take place.
- 3.2.2 A person standing for election may withdraw his or her candidacy at any time prior to the election.

#### **Voting**

- 3.3 All contested elections shall be by poll which will be held by way of secret ballot.
- 3.4 At least two scrutineers shall be appointed by the meeting. Unless the election is for the position of the General Counsel, the General Counsel shall if he or she is willing to act be one of the scrutineers.

- 3.5 Results of elections shall be announced but the number of votes for particular candidates shall not be made public.

### **Election of Supplemental Councillors**

- 3.6 Only Full Councillors or their deputies or proxies are entitled to vote on the election of Supplemental Councillors.
- 3.7 If the number of persons nominated for Supplemental Councillors does not exceed the number of vacancies, voting on each candidate shall be separate and by a show of hands (unless a poll is demanded by two Councillors entitled to vote).
- 3.8 If the number of candidates exceeds the number of vacancies the election shall be by way of poll in which all nominees are voted for together. Any vote in favour of more candidates than the number of vacancies shall be informal but any vote in favour of fewer candidates than the number of vacancies shall be valid.
- 3.9 A candidate shall not be elected unless he or she obtains a majority of formal votes cast.
- 3.10 In the event of a tie for the final place or places a further poll will be held between the candidates tying. If a further tie results the matter will be decided by lot.

### **Election of Officers**

- 3.11 All contested elections for Officers including two ordinary members of the Management Committee shall be by way of poll. If there are more than two (2) candidates voting will be preferential with the candidate with the least number of primary votes being eliminated first and his or her preferences distributed. Only Full Councillors their deputies or proxies may vote on a poll.

## **4. COMMITTEES**

- 4.1 The Management Committee must appoint the Committees set out hereafter.
- 4.2 Each Committee must comprise at least three (3) persons including the Councillors or other persons hereinafter specified.

### **Finance Committee**

- 4.3 The Finance Committee is chaired by the Treasurer and has as its members at least two (2) other Councillors. It shall undertake advanced budgetary planning and provide advice to the Treasurer and the Management Committee on the control of expenditure and the general management of the Federation's funds.

### **Tournament Committee**

- 4.4 The Tournament Committee is chaired by a Councillor and must include at least one (1) representative of the Tournament Unit appointed under clause

19(2) and By-law 5.1. The function of the Tournament Committee is to advise the Management Committee as to the nature structure and conditions of tournaments conducted by the Federation and to promulgate the general Tournament Regulations of the Federation.

### **Systems Committee**

- 4.5 The Systems Committee is chaired by a Councillor and its members include the Chairman of the Tournament Committee or his or her nominee and a member of the Tournament Unit (who may be the same person). The function of the Systems Committee is to oversee the system regulations of the Federation and ancillary matters and to propose desirable changes thereto to the Management Committee from time to time.

### **Ethics Committee**

- 4.6 The Ethics Committee is chaired by the General Counsel and must include one ABF registered player who is not a Councillor. The function of the Committee is to consider misbehaviour or other misconduct by ABF registered players at or arising out of tournaments or functions conducted or held by the Federation or any of its other activities or at international or other tournaments and events at which the Federation is represented.

The Committee after giving any person the subject of a complaint the right to reply in person or in writing to such allegation may: -

- (a) exonerate the party the subject of the complaint;
- (b) reprimand or warn that party; or
- (c) refer the matter to the Management Committee with or without a recommendation as to action to be taken.

### **National Authority Committee**

- 4.7 The National Authority Committee is chaired by the General Counsel and acts as the National Authority for Australia for the purposes of the "International Code of the Laws of Duplicate Contract Bridge" ("the Code"). It may in its absolute discretion give rulings on and clarification of the application of the Code in Australia.

### **Player Liaison Committee**

- 4.8 The Player Liaison Committee is chaired by a Councillor and contains among its members at least one male and one female ABF registered player (who are not Councillors). The function of the Player Liaison Committee is to promote better communication and understanding between the Federation and ABF registered players.
- 4.9 The Management Committee may remove any member of a Committee at any time and appoint additional members of any Committee or fill any vacancy thereon.

- 4.10 All Committees shall have the power to co-opt and a person co-opted need not be a Councillor but his or her appointment shall be terminable on notice from the Committee or from the Management Committee.
- 4.12 Any person may be a member of two or more Committees.
- 4.13 Subject to the Rules these By-Laws and to any direction of the Council or the Management Committee all Committees shall establish their own procedures and may reach decisions by conference telephone or by a telephone or postal ballot conducted by the Chairman. Unless otherwise decided by the Committee all decisions of the Committee shall be by majority vote the Chairman having a second or casting vote.

## **5. OPERATIONS**

### **Tournament Unit**

- 5.1 The functions of the Tournament Unit appointed by the Management Committee in accordance with the Rules include the promulgation of supplementary regulations for each tournament, the appointment and operation of the appeals committee for the tournament, the provision of directorial services when required, the establishment of communications with the convener of the tournament and with directors and recorders and generally in all ways to supervise and assist with the conduct of the running of ABF tournaments.
- 5.2 As far as possible at least one member of the Tournament Unit shall be present at every tournament which is conducted or sponsored by the Federation.

### **Recorder**

- 5.3 The functions of the Recorder appointed by the Management Committee in accordance with Rule 19(3) are to hear complaints and grievances from players in the tournament and where appropriate to refer any such matters to the directors of the tournament, the Ethics Committee, the Management Committee, the convener of the tournament or the Tournament Unit.

### **Australian Masterpoint Centre**

- 5.4 The functions of the person engaged or employed to conduct the Australian Masterpoints Centre shall be to provide such services to the Federation, State Association and registered players in relation to Masterpoints as the Management Committee may require from time to time.
- 5.5 The employees and contractors employed or engaged by the Management Committee from time to time in accordance with the Rules may include but are not limited to:
- (a) an administrative officer;
  - (b) a librarian;
  - (c) an editor for the ABF Newsletter;

- (d) conveners and organisers of tournaments conducted by the Federation;
- (e) directors and other officials and staff to assist in the conduct of tournaments; and
- (f) Bridge teachers to give lessons sponsored or conducted by the Federation.

5.6 The marketing or other commercial or promotional functions which the Management Committee may undertake in accordance with the Rules may include but are not limited to the sale of Bridge stationery, trophies, novelties, computer services relating to scoring and the conduct of tournaments and the like and such other items products and services relating to the game of Bridge as the Management Committee may determine from time to time.

#### **Masterpoint Unit**

5.7 The Masterpoint Unit is appointed by the Management Committee. The Unit is to be chaired by an ABF registered player with special expertise or a special interest in masterpoints and a representative of the Australian Masterpoints Centre shall as far as possible be present at each meeting of the Unit. The Masterpoints Unit shall oversee the development conduct and operation of the Australian Masterpoints Scheme and recommend changes and improvements thereto to the Management Committee.

#### **Technology Unit**

- 5.8 The Management Committee may appoint a Technology Unit to assist and advise upon: -
- (a) the technical aspects of the conduct and scoring of bridge tournaments;
  - (b) development of computer systems, programmes and other technology;
  - (c) the establishment of an Internet presence for the promotion of the ABF and the publication of results and other news; and
  - (d) all other technical and technological matters relating to the management and affairs of the ABF.