

AUSTRALIAN BRIDGE FEDERATION LTD

CONSTITUTION

PART 1- INTRODUCTORY

1. Preamble

The Australian Bridge Federation is a company incorporated under the Corporations Act 2001 (Commonwealth). Its constituent State Associations are:

Bridge Federation ACT Incorporated
New South Wales Bridge Association Ltd
The Northern Territory Bridge Association
The Queensland Bridge Association Incorporated
The South Australian Bridge Federation Incorporated
The Tasmanian Bridge Association Incorporated
The Victorian Bridge Association Ltd
The Bridge Association of West Australia Incorporated.

2. Name

The name of the company is the Australian Bridge Federation Ltd

3. Registered Address

The address of the registered office of Australian Bridge Federation Ltd shall be Unit 4/51 Tennant St, Fyshwick ACT 2609 and subsequently such other address as shall be notified by the Secretary to ASIC.¹

4. Replaceable Rules Excluded

The replaceable rules contained in the *Corporations Act 2001* (Cth) do not apply to the company and are displaced in their entirety by this Constitution.²

¹ S142 provides that 'a company must have a registered office in this jurisdiction'. The company's name must be displayed at the registered office (s143) and the registered office must be open for a specified amount of time (s143).

² Permitted by s135(2).

5. Definitions

In this Constitution unless inconsistent with the context the following words and expressions shall have the meanings specified: -

- (a) ‘ABF’:- The Australian Bridge Federation Ltd.
- (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 Corporations Act 2001 (Cth).
- (d) ‘Affiliate’:- an organisation which is affiliated with the ABF in accordance with clause 31.
- (e) ‘Annual General Meeting’:- the Annual General Meeting of the Council, which is the annual general meeting of the company for the purposes of the Act.³
- (f) ‘ASIC’:- The Australian Securities and Investments Commission.
- (g) ‘Board’:- The Board of Directors, as constituted by clause 20.
- (h) ‘Bridge’:- the game of contract Bridge.
- (i) ‘By-laws’:- the By-laws adopted in accordance with clause 34.
- (j) ‘Club’:- any Bridge club which is a member of or affiliated with a State Association.
- (k) ‘Committee’:- a Committee of the ABF referred to in clause 21.
- (l) ‘Council’:-the Council of the ABF as provided by clause 7, and consisting of Councillors, defined by clauses 9 and 11, including officers, defined by clause 14.
- (m) ‘Councillor’ :- a member of the Council of the ABF, being a Full Councillor, Deputy Councillor or a Supplemental Councillor.
- (n) ‘Deputy Councillor’:- a Councillor appointed in accordance with clause 11.
- (o) ‘Full Councillor’:- a Councillor appointed by a State Association as provided in clause 9.
- (p) ‘Member’:- a member of the ABF, namely a Full Councillor.

³ S250N (2) provides that a company’s AGM must be held ‘at least once in each calendar year and within 5 months after the end of its financial year’.

- (q) ‘Officers of the ABF’:- the President, Secretary, and Treasurer, and two ordinary members of the Board of Directors, whose election or appointment to the Board shall constitute appointment as directors and officers of the company for the purpose of s9 of the Act.⁴
- (r) ‘Person’ includes a corporation, authority, association and body corporate.
- (s) ‘Post’ includes mail and any electronic means of transmitting written material.
- (t) ‘Postal Ballot’:-a ballot in which votes are recorded in writing and returned by hand delivery or post.
- (u) ‘Postal Resolution’:- a resolution passed by way of a vote conducted by Postal Ballot.
- (v) ‘President Emeritus’:- a past President elected to the position of President Emeritus by the Council in accordance with clause 19.
- (w) ‘Register’ means the register of members to be kept in accordance with s168 of the Act.⁵
- (x) ‘State Association’:- a constituent association of the ABF. For the avoidance of doubt, a State Association includes an association of a Territory of Australia.
- (y) ‘Supplemental Councillor’:- a Councillor appointed by the Council as provided in clause 9(4) and an ‘acting Supplemental Councillor’:- a Councillor appointed in accordance with clause 9(3).
- (z) ‘Writing’ includes any electronic means of transmitting written material.
- (aa) Words importing a gender include every other gender, and words in the singular number include the plural and words in the plural number include the singular.⁶
- (bb) A reference to the Act or to any other statute is a reference to the provisions of the legislation (or any replacement legislation) from time to time in force.

⁴ S9 defines officer to include, among others, ‘a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of a corporation’ or ‘who has the capacity to affect significantly the corporation’s financial standing.’ S201A(2) provides that a public company must have at least three directors. At least two directors must be ordinarily resident in Australia.

⁵ S168 requires a company to keep a register of members. S169 provides that the register must contain the member’s name and address and the date on which the entry of the member’s name on the register was made.

⁶ Acts Interpretation Act 1901 (Cth) s23.

PART 2 -THE OBJECTS OF THE ABF

6. Objects

(1) The objects of the ABF are:-

- (a) To foster interest in and promote the game of Bridge.
- (b) To act as the Bridge national 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 Asia Pacific Bridge Federation and any other appropriate 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 ABF.
- (e) To apply and interpret any laws or rules of Bridge at the request of any State Association.
- (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 State Associations and other sponsoring bodies.
- (g) To accredit Bridge players to represent Australia.
- (h) To control the conduct of players representing the ABF and of participants in ABF tournaments and to take such disciplinary action in relation thereto as the Board of Directors may determine.
- (i) To promote, organise and administer the Australian Masterpoint Scheme and to determine which Bridge clubs and Bridge players are entitled to participate in and be registered under the 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 ABF 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 over any of the assets of the ABF from time to time.
 - (m) To invest any surplus funds of the ABF in accordance with clause 26(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 this Constitution and the Act.

PART 3 -THE COUNCIL

7. Powers and Composition of Council

- (1) Solely for the purpose of furthering the objects under clause 6 the ABF has, in addition to any other powers conferred by the Act, the legal capacity and powers of a company limited by guarantee.⁷
- (2) The powers of the ABF are vested in the Council which may, subject to the provisions of this Constitution and of the Act, do anything consistent with any of the objects of the ABF.
- (3) The Council shall consist of the Full Councillors (two of whom shall be appointed by each State Association) 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 but not to vote at Council meetings but shall be entitled to vote as a member of any committee to which they are appointed.
- (4) The Board of Directors, constituted by clause 20 shall manage the affairs of the ABF 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.

8. State Associations and Affiliates Bound

All State Associations and Affiliates shall be bound by decisions of the Council and Board of Directors involving the administration of Bridge at a national level including decisions as to moneys payable by State Associations and Affiliates to the ABF.

9. Full Councillors and Supplemental Councillors

- (1) At least ten days prior to each Annual General Meeting at which the term of a Full Councillor appointed by a State Association is due to expire that Association must, by notice in writing to the Secretary, appoint one ABF registered player as a Full Councillor who (subject to clauses 9(3) and 22) holds office from the day of the

⁷ S 124 states that a company limited by guarantee does not have the power to issue shares. Otherwise, s124 (1) provides that a company 'has the legal capacity and powers of an individual both in and outside this jurisdiction.' S112 provides that a company limited by guarantee is a public company for the purpose of applying the provisions of the Act unless the contrary is stated in the Act.

Annual General Meeting for a two year term expiring on the day of the Annual General Meeting held closest to the end of the two year term.

- (2) Should a Full Councillor cease to hold office the State Association responsible for making the appointment must with all due expedition appoint another Councillor, and this Councillor shall hold office from the date of appointment until the expiration of the term of office of the replaced Councillor.
- (3) Should a State Association by notice in writing to the Secretary require a Full Councillor appointed by that Association 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 hold office (subject to the provisions of clause 22) from the day of their election for a term of two years expiring on the day of the Annual General Meeting held in the second year.

10. Membership

- (1) For the purpose of the Act the Full Councillors shall be Members of ABF Ltd; the Secretary shall maintain a register of the Members of ABF Ltd, as required by the Act.⁸

- (2) No membership fees or subscriptions shall be payable by members of ABF Ltd.

11. Deputy Councillors

Should a Full Councillor be unable to attend a meeting of Council, the State Association which appointed that Full Councillor may by notice in writing to the Secretary at least seven days prior to the meeting appoint a Deputy Councillor for the purpose of the meeting. Any

⁸ Ss 168-169 require a company to maintain a register of members.

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 that meeting.

12. Special Voting Rights

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

13. Proceedings of the Council

- (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 ABF's financial year) and at such place as may be determined by the Council or Board of Directors.
- (2) The Annual General Meeting shall be held in accordance with the provisions of the Act dealing with the holding of the annual general meeting.¹⁰
- (3) 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;

⁹ Note that s249X entitles a member of a company to appoint a proxy to attend and vote at a meeting.

¹⁰ See Part G.2 ('Meetings of Members of Companies'), Division 8 ('AGMs of Public Companies').

- (b) a written notice given by members which complies with the members' statutory right to requisition a general meeting of the company and which shall include notice of any resolution to be proposed at the meeting;¹¹
 - (c) a resolution of the Board of Directors; or
 - (d) at the request of any three State Associations addressed to the Secretary.
- (4) 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 Board of Directors and the Secretary shall give at least twenty-one days' notice in writing of the meeting to the Councillors and the State Associations. Where the meeting has been called pursuant to clause 13(3) (b) the meeting shall be held within two months of the written notice being given, and in all other cases the meeting shall be held within six months of the passing of the resolution, or the making of the request, to hold the meeting. The failure of any Councillor to receive notice of any meeting of the Council shall not invalidate any business conducted at such meeting.
- (5) If a special resolution is to be proposed at the meeting, the notice of the meeting given by the Secretary must state the resolution.
- (6) The auditor shall be given notice of all meetings of the ABF; shall receive all communications which a member of the company is entitled to receive; and may attend the meeting or send a representative to attend the meeting.¹²
- (7) At each Annual General Meeting of the Council the Board of Directors shall present for consideration of (and, if so decided, the approval and adoption by) the meeting a report signed by two members of the Board stating:-
- (a) the name of each member of the Board of the ABF during the most recently ended financial year and (if different) at the date of the report;
 - (b) the principal activities of the ABF during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and

¹¹ The right of members to requisition a general meeting of a company is provided for by s249D.

¹² S249K provides that the company auditor is entitled to receive the same notice of a general meeting, including any other communications relating to the meeting, that a member is entitled to receive.

- (c) the net profit or loss of the ABF for the most recently ended financial year together with:
 - (i) an audited statement of the accounts of the ABF;
 - (ii) a copy of the auditor's report to the ABF; and
 - (iii) the President's report.¹³
- (8) The Council may consider any matter at a general meeting unless otherwise resolved by the Council. The Council may consider at a meeting called under clause 13(3) only those matters stated specifically in the resolution, written notice or request in respect of which the meeting was called.
- (9) The Council shall not meet without a quorum. Six Full Councillors (their deputies or proxies) including one Full Councillor from each of four different State Associations and including two members of the Board of Directors who are Full Councillors shall constitute a quorum.
- (10) The President, if attending a meeting, shall chair that meeting. In the President's absence, the meeting shall appoint one of the Councillors present to chair the meeting.
- (11) 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 12, each Full Councillor (including the President or other person presiding at the meeting) shall be entitled to one vote only.
- (12) Resolutions of the Council may be carried only at a duly convened meeting of the Council or by postal ballot. Resolutions (other than those which are the subject of clauses, 28(2), 29, 30(2), 32(3) and 33(1)) shall be decided by simple majority.
- (13) A postal resolution shall 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 Board of Directors) 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 vote by the closing date that Councillor shall be deemed to have abstained from voting.

¹³ S250R provides that the business of an AGM may include, even if not referred to in the notice of meeting, the financial report, the directors' report and the auditor's report.

- (14) The Council may impose from time to time such limitations as it sees fit on the capacity of the Board of Directors to enter into any contractual obligations on behalf of the ABF or to commit the ABF to any future liability.

PART 4 -OFFICERS AND ADVISERS

14. Officers

- (1) The election of officers shall take place at an Annual General Meeting and the term of each officer shall be for a period of two 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 must be a Councillor at the time of election or appointment and shall forthwith cease to hold office upon ceasing to be a Councillor unless 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) 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 Board of Directors,

immediately after which the Council shall consider the appointment of the General Counsel in accordance with clause 18.

- (6) The Council may at any time remove an officer from office.
- (7) Vacancies in any office arising from any cause may be filled by the Board of Directors 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 Board of Directors), 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 this clause or clause 18 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.

- (8) An officer shall, at the expiration of any term of election or appointment, be eligible for re-election or re-appointment save that no person may serve as an officer in the same capacity for more than eight consecutive years except by a specific resolution of the Council authorising such re-election or re-appointment notwithstanding the provisions of this clause.

15. Duties of the President

(1) The President shall:-

- (a) be the chief executive officer and principal representative of the ABF both in Australia and internationally;
- (b) provide initiative and guidance in the formulation of ABF policy;
- (c) facilitate liaison between the State Associations 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 ABF to be known as the President's report;
- (e) have the right to attend the meeting of any committee of the ABF; and
- (f) maintain effective liaison with the Presidents of the State Associations.

16. Duties of the Secretary

(1) The Secretary shall:-

- (a) receive and dispatch notices and correspondence to and from the ABF;
- (b) keep a register of the constituent associations and Affiliates of the ABF;
- (c) keep a register of the Members of the ABF;¹⁴
- (d) keep a register of the members of the Committee of Honour;
- (e) keep minutes of all proceedings of the Council and the Board of Directors in accordance with this Constitution and the Act, and ensure that the minutes have been signed by the President or other person chairing the meeting;¹⁵
- (f) conduct postal ballots;
- (g) give notice of meetings in accordance with clause 13(4);

¹⁴ See ss 168-169 of the Act.

¹⁵ S251A requires a company to keep minutes, recorded within one month of the meeting, and signed by the chair of the meeting.

- (h) prepare (subject to the Council's instructions) agenda for meetings of the Council;
- (i) forward with all due expedition copies of the documents mentioned in clause 13(4) and 13(5), and those pertaining to paragraphs (e), (f), (g) and (h) above, to State Associations, 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;
- (k) give such notifications to ASIC as are required by provisions of the Act; and
- (l) prepare and distribute to members of the ABF the annual reports required by the Act.¹⁶

17. Duties of the Treasurer

(1) The Treasurer shall:-

- (a) receive and pay moneys on behalf of the ABF;
- (b) deposit in an ABF bank account all moneys received by the ABF;
- (c) authorise payments within the limits of authority delegated by the Council and specified in the By-laws;
- (d) keep proper accounting records as required by the Act and retain those records on behalf of the ABF for the period specified in the Act;¹⁷
- (e) cause to be compiled a financial report as required by the Act including a balance sheet setting out the assets and liabilities of the ABF;¹⁸
- (f) prepare at the direction of the Board of Directors each year an audited financial report of the ABF, complying with the Act, to be placed before the Annual General Meeting of the ABF and submit it to the Annual General Meeting for approval and adoption;
- (g) to provide the financial report and the auditor's report to members of the ABF, as required by the Act;¹⁹

¹⁶ S 250R deals with the circulation of the financial report, directors' report and the auditor's report to members. In addition, s251B provides that minute books for meetings of members, and of resolutions passed, must be open for inspection by members, free of charge,

¹⁷ See Part 2M.3 ('Financial Reporting').

¹⁸ S295 specifies the content of the annual financial report.

¹⁹ S250R provides that the business of the AGM includes consideration of the annual financial report.

- (h) provide the auditor with such documents and information as may be required to audit the ABF's accounts; and
- (i) retain invoices, receipts, bank statements and other records of payment in accordance with proper accounting practice.

18. General Counsel

- (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 or being a current, reserve or retired Judicial Officer in a State or Territory of the Commonwealth but not being a Councillor) as General Counsel of the ABF 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 ABF, and shall advise the Board of Directors 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 by the Council or the Board of Directors or as a member of any committee.
- (4) The General Counsel may attend and speak at meetings of the Council and the Board of Directors but shall not be entitled to vote at such meetings. If appointed a member of a committee, the General Counsel shall be entitled to speak and vote at meetings of that committee.
- (5) For the purpose of s9 of the Act the General Counsel is not an officer of the company but a person providing advice in the proper performance of functions attaching to the person's professional capacity.²⁰

19. President Emeritus

- (1) The Council may determine to elect a President Emeritus to the Council. The President Emeritus must be a past President of the ABF and an ABF registered player.

²⁰ The definition of 'officer' of a corporation in s9 excludes a person giving advice in the proper performance of functions attaching to the person's professional capacity.

- (2) The 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.
- (3) The duty of the President Emeritus shall be to give advice to the Board of Directors and the Council, when requested, in the conduct of the affairs of the ABF. The President Emeritus may attend and speak at meetings of the Council and Board of Directors but shall not be entitled to vote unless qualified to vote at that meeting under another provision of this Constitution.
- (4) For the purpose of s9 of the Act the President Emeritus is not an officer of the company but a person agreeing to provide advice to the officers based on experience gained by previous service as President.²¹

²¹ See s9, definition of ‘officer’.

PART 5 -THE BOARD OF DIRECTORS

20. Board of Directors

- (1) The Board of Directors 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 Board shall be resident within the jurisdiction of the same State Association, and no more than two members of the Board shall be Supplemental Councillors.
- (2) The function of the Board of Directors shall be to manage the affairs of the ABF when the Council is not in session subject to the direction of the Council. All other committees shall be subject to the direction of the Board of Directors and shall report to the Board. The President shall chair the Board of Directors.
- (3) A meeting of the Board shall be a Directors' Meeting for the purpose of the Act.²²
- (4) The Board of Directors 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 Board of Directors shall be three members. The General Counsel, the President Emeritus (if any) and such other persons as the Board shall determine may be present at meetings of the Board but shall not be entitled to vote at such meetings. The directors may meet in person or by telephonic or other electronic means.
- (6) The Secretary must inform ASIC of changes in the membership of the Board of Directors.
- (7) Any member of the Board of Directors who has a direct or indirect pecuniary interest in a contract or proposed contract to which the ABF is or may be a party shall make such notification to the Board as is required by the Act. Such member shall neither participate in the deliberations of the matter by the Board nor exercise a vote on any resolution pertaining to the matter.²³

²² Part G.1 ('Directors' Meetings')

²³ S191 requires a director to disclose a material personal interest. S193 provides that the statutory rules dealing with a director's duty to disclose are addition to the fiduciary principles, laid down by courts of equity, governing conflicts of interest. S195 provides that, subject to exceptions enumerated in the section, a director must not be present while the matter of a personal interest is being considered at a directors' meeting.

- (8) If a statement is signed by all members of the Board indicating that they are in favour of a particular resolution, that resolution shall be deemed to have been passed at a meeting of the Board of Directors called at the time when the statement has been 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.

21. Committees

- (1) Either the Council or The Board of Directors shall have authority to appoint committees of the ABF, to determine the terms of reference of any committee, and to determine the reporting obligations of that committee.
- (2) The committees shall comprise the persons specified in the By-laws.
- (3)
- (a) The Board of Directors may remove any member of a committee at any time and appoint additional members of any committee to fill a vacancy.
- (b) All committees shall have the power to co-opt. A person co-opted need not be a Councillor but the appointment shall be terminable on notice from the committee co-opting that person or by the Board of Directors.
- (c) Any person may be a member of two or more committees.
- (d) Subject to this Constitution and the By-laws and to any direction of the Council or the Board of Directors, all committees shall establish their own procedures and may reach decisions by conference telephone or by a telephone or postal ballot conducted by the person chairing the committee.
- (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 Board of Directors from time to time.

22. Termination of Office

Should a Councillor, officer of the ABF or any committee member:-

- (a) resign by notice in writing to the Secretary;
- (b) be convicted of an offence punishable by a term of imprisonment of at least five years or, in the case of a director, has been disqualified by ASIC from acting as a director;

(c) be an undischarged bankrupt or not be in full compliance with the terms of a personal insolvency agreement;²⁴

(d) become subject to orders made under the laws of a 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 Board of Directors shall be final);

such person shall, subject to the provisions of the Act, cease to be a Councillor, officer of the ABF or committee member (as the case may be).²⁵

23. Operations

- (1) The Board of Directors may appoint, employ or engage such employees or contractors to assist in the management and administration of the functions of the ABF as it considers necessary from time to time including, but not limited to, those specified in the By-laws.
- (2) The Board of Directors shall appoint one or more National Event Co-ordinators to conduct and supervise the conduct of tournaments on behalf of the ABF and to carry out such other functions as are set out in the By-laws.
- (3) The Board of Directors shall appoint for each tournament conducted or sponsored by the ABF two or more Recorders including at least one male and one female registered player. The functions of the recorders are set out in the By-laws. The Board may delegate this responsibility to the Organiser of the Tournament acting in consultation with the National Event Co-ordinators.
- (4) The Board of Directors shall appoint a National Recorder whose functions are set out in the By-laws.
- (5) The Board of Directors must set up and maintain an Australian Masterpoint Centre in accordance with the By-laws.

²⁴ This is a ground of automatic disqualification under s206B of the Act, which includes bankruptcy under the laws of another country, as well as of Australia.

²⁵ S203D provides that the members of a public company may by resolution remove a director from office, despite anything in the company's constitution to the contrary. S203E provides that a resolution passed by the directors to remove a director from office shall be void. These provisions do not apply to committee members who are not directors.

- (6) The Board of Directors may set up and maintain systems for the accreditation of tournament directors and Bridge teachers in accordance with the By-laws.
- (7) The Board of Directors may undertake such marketing or other commercial or promotional functions as it deems appropriate including those set out in the By-laws.
- (8) In order to protect and promote the products and services provided by the ABF the Board of Directors may register such trademarks, designs and patents, and adopt such logos and identification marks, as it shall think fit.

PART SIX -FINANCIAL MATTERS

24. Financial Year

The financial year of the ABF shall end on 31st of December in each year.

25. The Auditor and Audit of Accounts

- (1) At each Annual General Meeting the Council shall elect an auditor (not being an officer, Councillor or employee of the ABF) who satisfies the registration requirements of the Act. The auditor shall hold office until the Annual General Meeting next following the appointment.²⁶
- (2) Should a casual vacancy occur in the office of auditor, the Board of Directors shall appoint another auditor with the qualifications set out in clause 25(1) as the auditor. The auditor so appointed shall hold office until the Annual General Meeting next following the appointment.
- (3) The auditor shall examine the accounts of the ABF at least once in each financial year.
- (4) The auditor shall certify as to the correctness of the accounts and shall report on them to the ABF, in accordance with the accounting standards prescribed by the Act, by causing a copy of the certificate to be presented to the Annual General Meeting.²⁷
- (5) The auditor shall state in the certificate whether, in the auditor's opinion:
 - (a) the information required to certify the correctness of the accounts has been supplied;
 - (b) the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the ABF; and
 - (c) clauses 17 and 26 have been complied with.
- (6) The auditor:
 - (a) shall have right of access to all the accounts, books, records, invoices, receipts, bank statements and other documents of the ABF;

²⁶ S324BE prescribes the registration requirements for an auditor of a company limited by guarantee.

²⁷ Detailed accounting standards are prescribed by Part 2M, Division 3 ('Audit and Auditor's Report').

- (b) may require the Board of Directors to supply any relevant information or explanations; and
- (c) may question any State Association, Councillor or any employee of the ABF in relation to the accounts of the ABF.

26. Income and Property

- (1) The income and property of the ABF shall be used only for the purpose of furthering the objects of the ABF and shall not be paid directly or indirectly by way of profit or transferred to any State Association, Affiliate or other person.
- (2) Apart from reimbursement of expenses reasonably incurred, no payment may be made, directly or indirectly, by the ABF to a Councillor for services provided by that Councillor in the performance of their duties under this Constitution. 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 their duties under this Constitution. Upon the resolution being passed, the Council may determine and pay a proper remuneration to the Councillor for performing those services.
- (3) The ABF shall not accept gifts and donations given for purposes other than those of furthering the objects of the ABF.
- (4) The funds of the ABF shall be derived from tournaments conducted by the ABF (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 ABF for the purpose of furthering its objects.
- (5) The funds of the ABF shall be held in a bank account in the name of the ABF and invested in accordance with legal standards of business prudence required by State and Territory trustee legislation of a trustee investing trust moneys.
- (6) Payments from any bank account held by the ABF, whether made electronically or by cheque, must be authorised by any two members of the Board of Directors or by the Treasurer alone if the amount of the payment does not exceed the amount prescribed by the By-laws.

- (7) 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 ABF shall be held at the registered office of the company. The Board of Directors shall appoint an Administrative Officer or other responsible person to have custody of the records. Any securities of the ABF shall be lodged with the ABF's bank for safe keeping.
- (8) Any Councillor may inspect the books and documents of the ABF at the registered office upon giving notice to the Secretary or to the person appointed by the Board of Directors to have custody of such books and documents.

PART 7- ABF REGISTERED PLAYERS AND SERVICE TO THE ABF

27. ABF Registered Players

- (1) ABF registered players shall have the right to play in Bridge events organised by the ABF, to participate in the ABF Masterpoint Scheme and to receive any other benefits arising out of the Bridge activities of the ABF. All rights and benefits are subject to such terms and conditions as may be laid down from time to time by the ABF.
- (2) The ABF shall, upon request being made by an ABF registered player, make available to that player, at the player's cost, copies of the documents referred to in clause 13(7)(c) last adopted by the Council and a copy of this Constitution.

28. Committee of Honour

- (1) The Committee of Honour of the ABF shall consist of those individuals elected 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 proposed 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).

PART 8- CONSTITUTIONAL MATTERS

29. Change of Constitution

This Constitution may be amended, and the matters which are subject of clauses 31(2), 33(3) and 35 may be accomplished, if both (a) and (b) are satisfied.

- (a) A resolution of the Council to that effect is carried by at least a three-quarters majority of the Full Councillors, their deputies or proxies.

Such a resolution must originate in a motion proposed and seconded by Full Councillors or their deputies, and of which at least twenty-one 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.

- (b) Such resolution is approved by at least two-thirds of the State Associations by their giving notice in writing to that effect to the Secretary.

30. Constituent Associations

- (1) Only one association in each State and Territory of Australia may be a constituent association of the ABF.
- (2) Where a State or Territory of the ABF does not contain a constituent association of the ABF, the Council may receive from the organisation which, in the opinion of the Council, regularly governs organised Bridge in that State or Territory an application to join the ABF. Such application may only be granted by the ABF by a resolution to that effect carried and approved in the manner set out in clause 29.

31. Affiliates

- (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 ABF or should any other organisation within the same State or Territory of Australia become a constituent association of the ABF.

32. Withdrawal and Expulsion

- (1) If a State Association give notice in writing to the Secretary that it no longer wishes to be a constituent association of the ABF, it shall cease to be a constituent association upon the receipt of such notice by the ABF.
- (2) A State Association may by notice in writing to the Secretary propose that it withdraw from the ABF 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 or Territory may only be expelled from the ABF by a resolution to that effect carried and approved in the manner set out in clause 29. In passing any such resolution the rules of natural justice shall be observed in all respects.
- (4) A State or Territory which has been expelled from the ABF shall not have any claim on the assets of the ABF and shall upon such termination pay all moneys owing by it to the ABF.

33. Dissolution

- (1) The ABF may be dissolved only should a resolution to that effect be carried and approved in the manner set out in clause 29.
- (2) Upon dissolution:
 - (a) if there be a surplus the assets of the ABF shall:
 - (i) be transferred to any organisation having objects similar to the ABF and preserving the existing federal structure of the ABF, such organisation to be determined by a resolution of Council to that effect, carried at or before the time of dissolution by at least a three-quarters majority of the Full Councillors, their deputies or proxies;

and in default of such a resolution

(ii) be equally divided among the State Associations;

- (b) if there be a deficiency each State Association undertakes to contribute to the assets of the ABF for the payment of its debts and discharge of its liabilities, and the costs, charges and expenses of the dissolution such amount as may be required not exceeding one hundred dollars, and each member (being a member when the resolution of dissolution was carried and approved) undertakes to pay an amount not exceeding ten dollars.²⁸

²⁸ This is the proposed guarantee given by members of ABF Ltd.

PART 9 -MISCELLANEOUS

34. By-laws

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

35. Common Seal

- (1) There shall be a Common Seal of the ABF, in a form complying with the Act, which shall be in the custody of the Secretary.²⁹
- (2) The Common Seal shall be used only with the authority of the Board of Directors and every instrument to which the Seal is affixed shall be signed by two members of the Board.

36. Indemnity and Insurance

- (1) Every Councillor, member of any committee, or other officer for the time being of the ABF shall be indemnified out of the assets of the ABF against any liability personally incurred as such Councillor, member of committee or officer to the maximum extent permissible under the Act.³⁰

²⁹ S123 provides that a company may have a common seal which has on it the company's name and its ACN.

³⁰ S199A(2) imposes limits on an indemnity in respect of liabilities owed to the company, certain statutory penalties and liabilities arising out of conduct not in good faith.

- (2) The ABF may pay insurance premiums on behalf of its officers in respect of those liabilities incurred by them arising out of their office to the maximum extent permissible under the Act.³¹

Approved at the Annual General Meeting held on: May 9, 2020

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Kim Frazer

Secretary

Date:

³¹ S199B prohibits the payment of premiums for a contract insuring an officer against a liability (other than one for legal costs) arising out of conduct involving a wilful breach of duty or breaches of specified statutory duties.