

# AUSTRALIAN BRIDGE FEDERATION LTD

## By-Laws

### 1. INTERPRETATION

1.1 In these By-laws, unless the context otherwise requires, words and expressions have the same meaning as in the Constitution of the ABF.

### 2. PROCEEDINGS AT ABF MEETINGS

#### ORDER OF BUSINESS

2.1 The order of business for annual general meetings of the ABF Council shall be as laid down in the Constitution, and in respect of any matters not so prescribed these shall be prescribed by the Board of Directors 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.

#### CHAIRING AN ABF MEETING

2.3 It is the duty of the President, or the President's nominee appointed under clause 13(10) of the Constitution, in chairing a meeting of the ABF to preserve order and to endeavor to conduct all business before the meeting with due decorum and to a speedy and proper result.

2.4 The President must discuss points 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 explain within one minute why it has been raised; then the President, without further discussion, shall make a ruling on the point subject to which the speaker shall proceed. The President's ruling shall be final unless challenged by a motion of dissent.

2.5 The President (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) Where 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 President 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 President shall decide who shall be heard.

2.7 The President shall 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 the speaker to discontinue. The question of whether a speaker shall discontinue shall be decided without debate.

## **MOTIONS OF DISSENT**

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

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

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

## **DUTIES OF SPEAKERS**

2.9 A speaker shall address the Chair, speak to the question under consideration only and avoid personalities and unbecoming language.

2.10 A speaker shall not be interrupted except by the President or by a 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 but only to explain an actual misunderstanding or misstatement. 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 President;
- (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 President shall accept all formal motions except motions under By-law 2.12(b) (that the question now be put) and By-law 2.12(c) (to proceed to the next business) when the President has a discretion. A motion under By-law 2.12(b) may only be moved by a full Councillor or 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, and any abstentions. A Councillor may, upon request, have that Councillor's vote against the motion or abstention be recorded.

2.15 Motions of which notice has been given shall be dealt with in the order in which they were received by the Secretary.

### **AMENDMENTS**

2.16 Only one amendment on 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 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 President 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 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 chair.

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 case of disorder arising the President shall have power to adjourn the meeting and to fix an alternative date for the meeting. The meeting is terminated when the President leaves the meeting.

### 3. PROCEEDINGS OF COMMITTEES OF THE ABF

3.1 Unless the context otherwise requires, Part 2 of these By-laws shall apply to meetings of committees of the ABF. References in the By-laws to the President shall be deemed to be references to the person chairing the committee, and references to Councillors shall be deemed to be references to members of the committee, whether or not they are Councillors, including members co-opted to a committee.

3.2 A committee may promulgate rules to govern the proceedings of that committee provided that any rule so promulgated is not inconsistent with the Constitution. Any rule promulgated by a committee may be disallowed by the Council or by the Board of Directors.

### 4. ELECTIONS

#### NOMINATIONS

4.1.1 Nomination for Supplemental Councillors and for elected officers of the ABF must be called for in the notice of the meeting at which the election is to take place. Nominations must be lodged in writing with the Secretary at least fourteen days prior to the published date of the meeting.

4.1.2 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 ten days prior to the published date of the meeting.

4.1.3 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 seven days prior to the meeting but the Secretary shall not be required to circulate any material which the Secretary, acting on the advice of the General Counsel, considers to be defamatory or offensive.

4.2.1 In the event that no nominations or insufficient nominations are received for the position of any elected office nominations must be called for at the meeting at which the election is to take place.

4.2.2 A candidate for election may withdraw the candidacy at any time prior to the election.

#### VOTING

4.3 All contested elections shall be by poll which will be held by way of secret ballot.

4.4 At least two scrutineers shall be appointed by the meeting. Unless the election is for the position of General Counsel, the General Counsel shall, if willing to act, be one of the scrutineers.

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

#### **ELECTION OF SUPPLEMENTAL COUNCILLORS**

4.6 Only Full Councillors or their deputies or proxies are entitled to vote on the election of Supplemental Councillors.

4.7 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).

4.8 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.

4.9 A candidate must obtain a majority of formal votes cast in order to be elected.

4.10 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**

4.11 All contested elections for officers of the ABF, including two ordinary members of the Board of Directors, shall be by way of poll. If there are more than two candidates voting will be preferential with the candidate with the least number of primary votes being eliminated first and preferences distributed. Only Full Councillors, their deputies and or proxies may vote on a poll.

### **5. COMMITTEES**

5.1 The Board of Directors must appoint the following committees.

5.2 Each committee must comprise at least three persons including the Councillors or other persons specified below.

#### **FINANCE COMMITTEE**

5.3 The Finance Committee is chaired by the Treasurer and has as its members at least two other Councillors. It shall undertake advanced budgetary planning and provide advice to the Treasurer and the Board of Directors on the control of expenditure and the general management of the ABF's funds.

#### **TOURNAMENT COMMITTEE**

5.4 The Tournament Committee must include at least one National Event Co-ordinator appointed under clause 23(2) of the Constitution. The function of the Tournament Committee is to advise the Board of Directors as to the nature, structure and conditions of tournaments conducted by the ABF and to promulgate the general Tournament Regulations of the ABF.

#### **ETHICS COMMITTEE**

5.5.1 The Ethics Committee is chaired by the General Counsel and must include one ABF registered player who is not a Councillor.

5.5.2 The function of the Committee is to consider misbehaviour or other misconduct by ABF registered players:

- (a) arising out of tournaments or other Bridge events, whether held face-to-face or online, conducted by or under the auspices of the ABF;
- (b) at functions conducted or held by the ABF;
- (c) at international or other tournaments and events at which the ABF is represented; or
- (d) at or out of any of the ABF's other activities.

5.5.3 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 subject to the complaint; or
- (b) reprimand, warn, suspend, cancel masterpoints or expel the party, or impose other penalties that the committee deems appropriate.

#### THE GOVERNANCE COMMITTEE

5.6 The Governance Committee must be chaired by a Councillor and must include at least one other Councillor as a member. The function of the Governance Committee is to report directly to Council and to make recommendations to it on matters of governance, including recommendations relating to the implementation of contemporary standards in best practical governance for incorporated associations. Notwithstanding the provisions of By-laws 5.10 and 5.11 the members of the Governance Committee may only be appointed or removed by the Council.

#### GENERAL

5.7 The Board of Directors may remove any member of a committee at any time and appoint additional members of any committee or fill any vacancy on a committee.

5.8 All committees shall have the power to co-opt. A person co-opted need not be a Councillor. The appointment shall be terminable on notice from the committee or from the Board of Directors.

5.9 Any person may be a member of two or more committees.

5.10 Subject to the Constitution, these By-laws and to any direction of the Council and the Board of Directors, all committees shall establish their own procedures and may reach decision by conference telephone or by a postal, telephone or electronic ballot conducted by the member chairing the committee. Unless otherwise decided by the committee all decisions shall be by majority vote, the member chairing having a casting vote in the event of a tie.

5.11 Subject to the Constitution and these By-laws, the Council or the Board of Directors may create and make appointments to such other committees or sub-committees as either may see fit from time to time. Any such committee may be constituted in such manner and by such persons as the Council or Board of Directors see fit and will report, and be directed by, the body

which created it. Nothing in this paragraph authorises the creation of a committee whose duties and responsibilities conflict with the duties and responsibilities of other committees created by the Constitution or by these By-laws.

## **6. OPERATIONS**

### **TOURNAMENT ORGANISATION**

6.1 The functions of an event organiser shall include the promulgation of supplementary regulations for each tournament, the appointment and operation of the appeals committee for the tournament and the provision of directorial services. The National Event Co-ordinator shall liaise with the event organiser and with directors and recorders, and generally assist with the conduct of ABF tournaments.

6.2 As far as possible at least one National Event Co-ordinator or duly appointed representative shall be present at every tournament which is conducted or sponsored by the ABF.

### **RECORDER**

6.3 The functions of the recorder appointed by the Board of Directors in accordance with clause 23(3) of the Constitution are to hear complaints and grievances from players in the tournament; to report to the National Recorder after each event; and, where appropriate, to refer any such matters to the directors of the tournament.

### **NATIONAL RECORDER**

6.4 The functions of the National Recorder appointed by the Board of Directors under clause 23(4) of the Constitution are to receive reports from recorders; to submit a report with recommendations to the General Counsel; to offer assistance and guidance to recorders; to maintain a Recorder's Book; and to notify parties as to their inclusion in that book.

### **AUSTRALIAN MASTERPOINT CENTRE**

6.5 The functions of the person engaged or employed to conduct the Australian Masterpoint Centre shall be to provide such services to the ABF, State Associations and registered players in relation to Masterpoints as the Board of Directors shall require from time to time.

### **MASTERPOINT UNIT**

6.6 The Masterpoint Unit is appointed by the Board of Directors. 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 Masterpoint Unit shall oversee the development, conduct and operation of the Australian Masterpoints Scheme and recommend changes and improvements to the Board of Directors.

### **TECHNOLOGY UNIT**

6.7 The Board of Directors may appoint a Technology Unit to assist and advise upon:

- (a) the technical aspects of the conduct and scoring of bridge tournaments;
- (b) the development of computer systems, programmes and other technology;

(c) the establishment and maintenance of an internet presence for the promotion of the ABF and the publication of results and other news; and

(d) all other technological and other matters relating to the management and affairs of the ABF.

#### **GENERAL OPERATIONAL PROVISIONS**

6.8 The employees or contractors employed or engaged by the Board of Directors from time to time in accordance with the Constitution 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 ABF;

(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 ABF.

6.9 The marketing or other commercial or promotional functions which the Board of Directors may undertake in accordance with the Constitution 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 Board of Directors shall determine from time to time.

Approved by ABF Council. April 17, 2021