



**CONSTITUTION**  
**of the**  
**Australian Bridge Federation Ltd.**  
Effective as of 01 January 2026

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**DOCUMENT CONTROL & CHANGE HISTORY**

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Version	Date	Change
1.0	26 Sep '91	Registration of ABF as an Incorporated Association in the ACT
2.0	20 Nov '20	Incorporation of ABF as a Company Limited by Guarantee
3.0	01 Jan '26	Addressing legal issues: Updates required for a company limited by guarantee, e.g., the Board of Directors must act in the best interest of the ABF and cannot represent states, therefore having no vote on the council. And a new chapter on General Meetings. Modernisation of council: States and Territory associations are the members of the ABF and have one representative each on the council.

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## TABLE OF CONTENTS

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PART 1 - INTRODUCTORY	3
1. Preamble	3
2. Members	3
3. Name	3
4. Registered Address	3
5. Replaceable Rules Excluded	3
6. Definitions	4
PART 2 - THE OBJECTS OF THE ABF	5
7. Objects	5
PART 3 - GENERAL MEETINGS	6
8. General meetings	6
9. Annual General Meeting	7
10. Voting at General Meetings	8
PART 4 - THE COUNCIL	8
11. Powers and Composition of Council	8
12. Member Associations Bound	8
13. Councillors	9
14. Deputy Councillors	9
15. Special Voting Rights	9
16. Proceedings of the Council	9
PART 5 - THE BOARD OF DIRECTORS	10
17. Powers and Composition of the Board of Directors	10
18. Election of the Board	11
19. Duties of the President	12
20. Duties of the Secretary	12
21. Duties of the Executive Director	13
22. General Counsel	14
23. President Emeritus	14
24. Committees	15
25. Termination of Office	15
26. Operations	16
PART 6 - FINANCIAL MATTERS	16
27. Financial Year	16
28. The Auditor and Audit of Accounts	16
29. Income and Property	17
PART 7 - ABF-REGISTERED PLAYERS AND SERVICE TO THE ABF	18
30. ABF-registered Players	18
31. Committee of Honour	18
PART 8 - CONSTITUTIONAL MATTERS	19
32. Change of Constitution	19
33. Member Associations	19
34. Withdrawal and Expulsion	19
35. Dissolution	19
PART 9 - MISCELLANEOUS	20
36. By-laws	20
37. Common Seal	20
38. Indemnity and Insurance	20

## **PART 1 - INTRODUCTORY**

### **1. Preamble**

The Australian Bridge Federation is a company limited by guarantee incorporated under the Corporations Act 2001 (Commonwealth). Its constituent members are the State and Territory Associations of the Australian Capital Territory, New South Wales, the Northern Territory, Queensland, South Australia, Tasmania, Victoria and Western Australia. These constituent members are referred to collectively as the Member Associations.

### **2. Members**

- (1) For the purpose of the Act the Member Associations as outlined in Clause 1 shall be the members of the ABF.
- (2) The Secretary shall maintain a register of the members of the ABF, as required by the Act.
- (3) No membership fees or subscriptions shall be payable by members of the ABF.

### **3. Name**

The name of the company is Australian Bridge Federation Limited, ABN 70 053 651 666 (hereinafter referred to as ABF).

### **4. Registered Address**

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

### **5. Replaceable Rules Excluded**

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

## 6. 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 Member Association *or* a member of a Bridge club which is either a member of, or affiliated with, a Member Association;  
*and*
  - (ii) who is a current financial member of the Australian Masterpoint Scheme.
- (c) **Act**: the Corporations Act 2001 (Cth).
- (d) **Annual General Meeting**: the Annual General Meeting of the company, for the purposes of the Act.
- (e) **ASIC**: the Australian Securities and Investments Commission.
- (f) **Board**: the Board of Directors, as constituted by clause 17.
- (g) **Bridge**: the game of contract Bridge.
- (h) **By-laws**: the By-laws adopted in accordance with clause 36.
- (i) **Club**: any Bridge club which is a member of or affiliated with a Member Association.
- (j) **Committee**: a Committee of the ABF referred to in clause 24.
- (k) **Council**: the Council of the ABF as provided by clause 11,
- (l) **Councillor**: a Councillor appointed by a Member Association to represent it in the ABF, as provided in clause 13.
- (m) **Deputy Councillor**: a Councillor appointed in accordance with clause 14.
- (n) **Member Association**: a member of the ABF, namely the constituent associations as listed in clause 1.
- (o) **Officers** of ABF: the Board Chair, Executive Director, Secretary and Directors of the ABF who are the officers of the ABF for the purpose of section 9 of the Act.
- (p) **Person** includes a corporation, authority, association and body corporate.
- (q) **Post** includes mail and any electronic means of transmitting written material.
- (r) **Postal Ballot**: a ballot in which votes are recorded in writing and returned by hand delivery or post.
- (s) **Postal Resolution** means a resolution passed by way of a vote conducted by Postal Ballot.
- (t) **President Emeritus**: a past President elected to the position of President Emeritus by the Council in accordance with clause 23.

- (u) **Register** means the register of members to be kept in accordance with s168 of the Act.
- (v) **Special Resolution** has the same meaning as in the Act.
- (w) **Writing** includes any electronic means of transmitting written material.
- (x) 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.
- (y) 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.

## PART 2 - THE OBJECTS OF THE ABF

### 7. 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 money 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 - GENERAL MEETINGS**

#### **8. General meetings**

- (1) A general meeting of the Company may be convened at any time:
  - (a) by the Council;
  - (b) by the Board; or
  - (c) at the request of a Member Association. Such a request must be made to the Secretary in Writing, state any resolution to be proposed at the meeting, and be signed by an authorised officer of the Member Association(s) making the request.
- (2) The Secretary shall give at least twenty-one days' notice in Writing of the general meeting to Member Associations (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given). In the case of a meeting held in accordance with clause 8(1)(c) the meeting must be called within twenty-one days of the request being received by the Secretary and be held not later than two months after receipt of the request.
- (3) The failure of any Member Association to receive notice of any meeting shall not invalidate any resolution passed at the meeting.
- (4) Councillors serving as their Member Association's representatives, and attending the meeting, are authorised to speak and to vote on behalf of their Member Association.

- (5) The President (Board Chair) may decide to conduct a General Meeting by Virtual Meeting Technology.
- (6) If the Board Chair is not present or unable or unwilling to preside, the Directors present shall appoint one of their number to chair the meeting.
- (7) In the absence of all Directors or if none of the Directors present are willing to preside, the Member Associations present in person shall elect one of their number to chair the meeting.
- (8) The quorum for a General Meeting shall be representatives of five Member Associations. If, within fifteen minutes from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of a Member Association(s), shall be dissolved; in any other case, it shall stand adjourned until such time as the chair of the meeting shall determine.
- (9) It is the duty of the chair of the meeting to preserve order and to endeavour to conduct all business before the meeting with due decorum and with the aim of achieving a speedy and proper result.
- (10) It is the duty of all participants to be respectful to the chair of the meeting, courteous to all participants, and to speak relevantly and succinctly on all matters under discussion.
- (11) The Council may, but is not required to, make By-Laws for the conduct of meetings, including such matters as adjournments, the taking of polls, and the acceptance and modification of motions.
- (12) The chair of the meeting shall have sole discretion to determine any procedural matter not regulated by this Constitution, any By-Law or by the Act.

## **9. Annual General Meeting**

- (1) An Annual General Meeting of the Company 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) in accordance with the provisions of the Corporations Act dealing with the holding of an annual general meeting.
- (2) The business to be transacted at an Annual General Meeting includes consideration of the
  - (a) the audited statement of the accounts of the ABF;
  - (b) the auditor's report to the ABF;
  - (c) the Executive Director's report;
  - (d) the President's report;
  - (e) the election of Board Directors in accordance with clause 18; and

- (f) the confirmation of Councillors in accordance with clause 13

## **10. Voting at General Meetings**

- (1) Votes are exercisable by member associations in accordance with clauses 11(4) and 15.
- (2) A resolution at a general meeting will be passed:
  - (a) if it is a special resolution, at least 75% of the votes cast are in favour of the resolution;
  - (b) otherwise, if a majority of the votes cast are in favour of the resolution.
- (3) The Board may determine that voting on a resolution shall be by postal or by electronic ballot. The Secretary shall notify the details of the ballot (including the closing date determined by the Board) to every Member Association, provided that the failure of a Member Association to receive such details shall not invalidate the resolution.
- (4) A Member Association failing to exercise its vote (or votes) shall be deemed to have abstained from voting.

## **PART 4 -THE COUNCIL**

### **11. Powers and Composition of Council**

- (1) Solely for the purpose of furthering the objects under clause 7 the ABF has, in addition to any other powers conferred by the Act, the legal capacity and powers of a company limited by guarantee.
- (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 the objects of the ABF.
- (3) The Council should always act in the best interests of the ABF.
- (4) The Council shall consist of the Councillors (of whom each Member Association shall appoint one) who shall have the sole right to vote at Council meetings. The NSW Councillor will be entitled to two votes at any vote of Council.
- (5) The Board shall manage the affairs of the ABF when the Council is not in session and shall be entitled to exercise the powers of the Council accordingly.

### **12. Member Associations Bound**

All Member Associations shall be bound by all decisions of the Council and Board of Directors involving the administration of Bridge at a national level.



### **13. Councillors**

- (1) At least ten days prior to each Annual General Meeting at which the term of a Councillor appointed by a Member Association is due to expire, that Member Association must, by notice in writing to the Secretary, appoint one ABF-registered player as a Councillor who (subject to clauses 13(3) and 25) holds office from the day of the 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 Member Association, by notice in writing to the Secretary, require a Councillor appointed by that Association to be removed from office, that Councillor shall cease to hold office as a Councillor.
- (3) Should a Councillor cease to hold office, the Member 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.

### **14. Deputy Councillors**

- (1) Should a Councillor be unable to attend a meeting of Council, the Member Association which appointed that Councillor may nominate a Deputy Councillor for the purpose of the meeting by notice in writing to the Secretary.
- (2) Any ABF-registered player is eligible to be appointed as a Deputy Councillor except:
  - (a) a member of the Board;
  - (b) a Councillor for another Member Association; and
  - (c) the General Counsel.
- (3) A person appointed as a Deputy Councillor at a meeting of Council shall have the full status and rights of a Councillor at that meeting.

### **15. Special Voting Rights**

The Councillor appointed by the Member Association from New South Wales has the right to exercise a second vote in any votes of Council.

### **16. Proceedings of the Council**

- (1) The Council, other than for General Meetings, should meet twice every calendar year.
- (2) The President of the ABF shall be the Chair of the Council.
- (3) The Secretary of the ABF shall be the Secretary of the Council.

- (4) The Council shall not meet without a quorum. Five Councillors (or Deputy Councillors appointed under clause 14) shall constitute a quorum.
- (5) 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.
- (6) Only those Councillors (or Deputy Councillors appointed under clause 14) present at a meeting of the Council shall be entitled to vote at that meeting and, except as provided in clause 15, each Councillor shall be entitled to one vote only.
- (7) A motion shall be carried if a majority of the votes cast are voted in favour of the motion. If the votes are tied, the motion shall be declared lost.
- (8) The Board and General Counsel are expected to attend Council meetings, are entitled to speak but shall not be entitled to vote in the proceedings.
- (9) Other persons may be invited by the Council or the Board to attend and to speak at a meeting of the Council in a non-voting capacity.
- (10) A postal resolution shall arise only from a motion moved and seconded by the Board or Council. 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. Should a Councillor fail to vote by the closing date, that Councillor shall be deemed to have abstained from voting.
- (11) 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 5 - THE BOARD OF DIRECTORS**

### **17. Powers and Composition of the Board of Directors**

- (1) The Board of Directors ('The Board') shall comprise the President, the Secretary, the Executive Director and between two and four ordinary members appointed under the provisions of this Constitution or By-Laws created under clause 33.
- (2) Appointment of a person to the Board shall constitute appointment as a director and officer of the company for the purpose of s9 of the Act.
- (3) The function of the Board shall be to manage the affairs of the ABF when the Council is not in session. All other committees shall be subject to the direction of the Board and shall report to the Board. The President shall chair the Board.
- (4) A meeting of the Board shall be a Directors' Meeting for the purpose of the Act.

- (5) The Board 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.
- (6) The quorum for meetings of the Board 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 Board may meet in person or by telephonic or other electronic means.
- (7) The Secretary must inform ASIC of changes in the membership of the Board.
- (8) Any member of the Board 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.
- (9) 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.

## **18. Election of the Board**

- (1) The election of the Board shall take place at an Annual General Meeting.
- (2) Apart from the Executive Director, the term of each Board member 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.
- (3) The Executive Director shall be appointed by the Board upon such terms and conditions, including terms as to commencement and termination of appointment, as the Board shall agree with the Executive Director.
- (4) Elections for office bearers shall be conducted in accordance with procedures set out in the By-laws.
- (5) No person shall hold more than one office at the same time.
- (6) The election of officers shall take place whenever required at an Annual General Meeting, and the order of election shall be:
  - (a) President
  - (b) Secretary
  - (c) between two and four ordinary members of the Board,immediately after which the Council shall consider the appointment of the General Counsel in accordance with clause 22.

- (7) The Council may remove any Board member subject to the passing of a Special Resolution at a General Meeting. However, the Executive Director's office may only be terminated in accordance with the terms of that Director's contract.
- (8) In the event of the death, extended absence, resignation or termination of office of a member of the Board, the Board may co-opt another person to replace that member, subject to ratification of the appointment by the Council at its next meeting. The person appointed will serve on the Board for the remainder of the former member's term or such other term as the Council may approve.
- (9) 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 resolution of the Council authorising such re-election or re-appointment, notwithstanding the provisions of this clause.

## **19. Duties of the President**

The President shall:

- a. be the principal representative of the ABF both in Australia and internationally;
- b. chair meetings of the Council and the Board;
- c. provide initiative and guidance in the formulation of ABF policy;
- d. facilitate liaison between the Member Associations and also between members and Affiliates of the South Pacific Zone of the World Bridge Federation;
- e. present a report to each Annual General Meeting concerning the affairs of the ABF to be known as the President's Report;
- f. have the right to attend the meeting of any committee of the ABF; and
- g. maintain effective liaison with the Presidents of the Member Associations.

## **20. Duties of the Secretary**

The Secretary shall:

- a. receive and dispatch notices and correspondence to and from the ABF;
- b. keep a register of the Member Associations of the ABF;
- c. keep a register of the Councillors of the Member Associations;
- d. keep a register of the members of the Committee of Honour;
- e. keep minutes of all proceedings of the Council and the Board 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;
- f. conduct postal ballots;

- g. give notice of meetings in accordance with clause 8(2);
- h. prepare agendas for meetings of the Board and the Council;
- i. keep files of all matters referred to in this clause, which files shall only be destroyed if so resolved by the Board;
- j. give such notifications to ASIC as are required by provisions of the Act; and
- k. prepare and distribute the annual reports required by the Act to members of the ABF.

## **21. Duties of the Executive Director**

The Executive Director shall:

- a. provide leadership of the ABF, in conjunction with the President and Board members;
- b. make recommendations to the Council and the Board for the adoption of policies promoting the objects of the ABF; and give effect to resolutions made by the Council or by the Board;
- c. deposit in an ABF bank account all monies received by the ABF;
- d. authorise payments within the limits of authority as determined by the Finance, Audit and Risk Committee in the ABF Delegations Policy;
- e. 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;
- f. 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;
- g. prepare, at the direction of the Board, each year an audited financial report of the ABF, complying with the Act, to be submitted at the Annual General Meeting for approval and adoption;
- h. provide the financial report and the auditor's report to members of the ABF, as required by the Act;
- i. provide the auditor with such documents and information as may be required to audit the ABF's accounts;
- j. retain invoices, receipts, bank statements and other records of payment in accordance with proper accounting practice;
- k. be entitled to enter into contracts on behalf of the ABF, provided that actual (and not implied) authority to enter into a contract, or contracts of a specific description, has been granted by the Council or by the Board;
- l. oversee the operations of the ABF, which shall include the effective management and oversight of employees and contractors; and

m. be an *ex officio* member of all committees of the ABF.

## **22. 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 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 or as a member of any committee.
- (4) The General Counsel may attend and speak at meetings of the Council and the Board, 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 section 9 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.

## **23. President Emeritus**

- (1) The Council may determine to elect a President Emeritus to act in an advisory capacity. The President Emeritus must be a past President of the ABF and an ABF-registered player.
- (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 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 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 section 9 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.

## **24. Committees**

- (1) The Board shall have authority to appoint and dissolve committees of the ABF, to approve the terms of reference of any committee, and to determine the reporting obligations of that committee.
- (2) Every committee formed under clause 24(1) above must have a Terms of Reference.
- (3) The committees shall carry out the functions and duties and have responsibility for the matters specified in the By-laws and their Terms of Reference and such other functions, duties and responsibilities as shall be assigned to them by the Board from time to time.
- (4) The committee chair is appointed by the Board and can be removed by the authority of the Board.
- (5) The committee has the power to co-opt and remove members other than the Chair.
- (6) The committee may nominate ex officio members, who have no voting rights.
- (7) A person appointed to a committee need not be a member of the Board, or the Council, or an ABF-registered player.
- (8) Any person may be a member of two or more committees.

## **25. Termination of Office**

Should a Councillor or Board member or any committee member:

- (1) resign by notice in writing to the Secretary;
- (2) be convicted of an offence punishable by a term of imprisonment of at least five years or, in the case of a Board member, has been disqualified by ASIC from acting as a director;
- (3) be an undischarged bankrupt or not be in full compliance with the terms of a personal insolvency agreement;
- (4) become subject to orders made under the laws of a State or Territory relating to mental health;
- (5) ceases to be eligible under the constitution to hold the role; or
- (6) cease to reside permanently in Australia (as to which in case of doubt or dispute the decision of the Board shall be final);

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

## **26. Operations**

- (1) The Board 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 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 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 shall appoint a National Recorder whose functions are set out in the By-laws.
- (5) The Board must set up and maintain an Australian Masterpoint Centre in accordance with the By-laws.
- (6) The Board may set up and maintain systems for the accreditation of tournament directors and Bridge teachers in accordance with the By-laws.
- (7) The Board 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 may register such trademarks, designs and patents, and adopt such logos and identification marks, as it shall think fit.

## **PART 6 - FINANCIAL MATTERS**

## **27. Financial Year**

The financial year of the ABF shall end on the 31<sup>st</sup> of December in each year.

## **28. 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.
- (2) Should a casual vacancy occur in the office of auditor, the Board shall appoint another auditor with the qualifications set out in clause 28(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.
- (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) relevant matters in clauses 21 and 29 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;
  - (b) may require the Board to supply any relevant information or explanations; and
  - (c) may question any Member Association, Councillor or any employee of the ABF in relation to the accounts of the ABF.

## **29. 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 Member Association or other person.
- (2) Apart from reimbursement of expenses reasonably incurred and the contractual remuneration of the Executive Director, 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 or by the Executive Director alone if the amount of the payment does not exceed the amount prescribed by the Finance, Audit and Risk Committee in the ABF Delegations Policy.
- (7) The ABF must maintain accurate and complete records of its operations, including but not limited to:
  - (a) financial statements and accounting records;
  - (b) minutes of meetings of Council and Board;
  - (c) registers of members and directors; and
  - (d) any other document required by law for the proper governance of the organisation.

Records may be kept in physical or electronic form, provided they are secure, accessible, and capable of being reproduced in legible form.

## **PART 7 - ABF-REGISTERED PLAYERS AND SERVICE TO THE ABF**

### **30. ABF-registered Players**

ABF-registered players shall have the right to play in Bridge events organised by the ABF, 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.

### **31. 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 Councillors or their deputies present and entitled to vote, such resolution having arisen from a motion proposed and seconded by 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**

### **32. Change of Constitution**

This Constitution may be amended by special resolution.

### **33. Member Associations**

- (1) Only one Member Association may exist in each State or Territory.
- (2) Where a State or Territory of the ABF does not have a Member Association, the Council may receive an application by an organisation to join the ABF. The organisation must be incorporated under Federal or State law and, in the opinion of the Board, regularly governs organised Bridge in that State or Territory. Such an application may only be granted by the ABF by a resolution of Council to that effect.

### **34. Withdrawal and Expulsion**

- (1) If a Member Association gives notice in writing to the Secretary that it no longer wishes to be a Member Association of the ABF, it shall cease to be a Member Association upon the receipt of such notice by the ABF.
- (2) A Member 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 Member Association for such State or Territory. Such a proposal shall be effective only if so resolved by the Council.
- (3) A Member Association may only be expelled from the ABF by special resolution to that effect carried and approved. In passing any such resolution, the rules of natural justice shall be observed in all respects.
- (4) A Member Association 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.

### **35. Dissolution**

- (1) The ABF may be dissolved by special resolution only.
- (2) Upon dissolution:
  - (a) if there be a surplus the assets of the ABF shall:

- (b) 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 special resolution of Council to that effect;

and in default of such a resolution

- (c) be equally divided among the Member Associations;
- (d) if there be a deficiency each Member 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 ten dollars.

## **PART 9 - MISCELLANEOUS**

### **36. 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 by an ordinary resolution of the Council and only if twenty-one days' notice of intention to propose the resolution has been given to all Councillors and all Member Associations.

### **37. 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.
- (2) The Common Seal shall be used only with the authority of the Board and every instrument to which the Seal is affixed shall be signed by two members of the Board.

### **38. 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 a committee or officer to the maximum extent permissible under the Act.
- (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.