



BY-LAWS

Governing the operation of the Constitution of the Australian Bridge Federation

DOCUMENT CONTROL & CHANGE HISTORY

Document Owner	ABF Board	Reviewers	ABF Governance Committee
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Version	Date	Change
0.1	28 Apr 2026	Briefing on first drafts (in four chapters) at the April Council Meeting
0.2+	May 2026	Review Cycle; Q&A; feedback loops
1.0	10 Jun 2026	Adoption of consolidated ABF By-laws, replacing all prior By-laws in full.

These By-laws supersede and replace all previous By-laws of the Australian Bridge Federation Ltd.

Chapter 1 — Interpretation and Application

1.1 Interpretation

In these By-laws, unless the context otherwise requires, words and expressions have the same meaning as in the Constitution of the Australian Bridge Federation Ltd.

1.2 Purpose of By-laws

These By-laws regulate the operation of the Constitution and the conduct of the ABF's affairs, and are intended to support effective, transparent, and constitutionally aligned governance.

1.3 Constitutional Supremacy

These By-laws operate subject to the Constitution. In the event of any inconsistency, the Constitution prevails.

Chapter 2 — Role of the Council and Role of the Board

2.1 Role of the Council

The role of the Council is to represent the States and Territories that comprise the membership of the ABF and to confer authority and legitimacy on key governance outcomes.

In fulfilling this role, the Council:

- acts as the representative forum of the Member Associations;
- brings forward the perspectives, interests, and concerns of the States and Territories;
- exercises authority primarily through elections, confirmations, and constitutional decisions; and
- provides democratic legitimacy within the federated structure of the ABF.

Councillors act as representatives of their respective Member Associations.

2.2 Role of the Board

The role of the Board is to govern the affairs of the ABF in the best interests of the organisation.

In fulfilling this role, the Board:

- exercises independent and collective judgment;
- sets strategic direction and oversees organisational performance;
- stewards risk, culture, compliance, and sustainability; and
- is accountable for governance outcomes and organisational effectiveness.

Board members do not act as representatives of any State, Territory, or constituency.

2.3 Relationship Between Council and Board

The Council and the Board serve complementary but distinct governance purposes.

Consistent with the Constitution:

- the Council confers authority and legitimacy through representative decision-making; and
- the Board governs once authority has been conferred and is accountable for outcomes.

Neither body displaces the role of the other.

Chapter 3 — Board Director Nomination, Vetting, Recommendation and Election

3.1 Purpose

This Chapter sets out the process for the nomination, vetting, recommendation and election of Board Directors to ensure transparency, constitutional compliance, and effective Board composition.

3.2 Principles

The process must be:

- consistent with the Constitution;
- transparent and fair;
- proportionate and non-adversarial; and
- supportive of an effective, skills-balanced Board.

3.3 Nomination

3.3.1 Eligibility to Nominate — A Councillor or current Board Director may nominate a candidate for election or appointment as a Board Director.

3.3.2 Self-Nomination — Self-nomination is not permitted.

3.3.3 Nominee Consent — A nomination is valid only where the nominee has provided written consent.

3.4 Status of Nominations

3.4.1 No Right to Election — A nomination does not confer any entitlement to election, appointment, or recommendation.

3.4.2 Eligibility Requirement — Only candidates who meet the eligibility requirements of the Constitution may proceed to election or appointment.

3.5 Re-nomination of Existing Directors

A Director whose term of office is expiring and who remains eligible under the Constitution is taken to stand for re-election unless the Director has withdrawn or resigned in writing prior to the close of nominations. Formal re-nomination is not required.

3.6 Governance Committee Vetting (Advisory)

3.6.1 Vetting Function — The Governance Committee may undertake an advisory vetting process in respect of nominees.

3.6.2 Scope of Vetting — Vetting may consider whether the nominee:

- meets the requirements of the Constitution;
- contributes to the Board’s skills, experience and diversity profile; and
- is likely to make a positive contribution to the ABF.

3.6.3 Nature of Vetting — Vetting:

- is advisory only;
- does not constitute endorsement or approval; and
- may include discussion, written information, or other proportionate methods.

3.6.4 Effect of Non-Compliance — A nominee who does not meet the requirements of the Constitution must not proceed to election or appointment.

3.7 Board Recommendation (Non-Binding)

3.7.1 Role of the Board — Prior to an election, the Board may provide advice or a recommendation to Council regarding candidates.

3.7.2 Scope of Recommendation — Board advice may address:

- Board effectiveness;
- values alignment;
- cultural fit; and
- governance considerations.

3.7.3 Non-Binding Nature — Any recommendation or advice provided by the Board is not binding on Council and does not limit Council’s discretion to elect or not elect any candidate.

3.8 Election of Directors

3.8.1 Timing — Board Directors shall be elected at the Annual General Meeting in accordance with the Constitution.

3.8.2 Order of Election — Elections shall be conducted in accordance with the Constitution.

3.8.3 Uncontested Elections — Where the number of valid nominations does not exceed the number of available positions, candidates may be elected by resolution without ballot.

3.8.4 Contested Elections — Where the number of nominations exceeds the number of available positions, the election shall be conducted by ballot.

3.9 Voting

3.9.1 Only Councillors (or Deputy Councillors) are entitled to vote.

3.9.2 Voting rights, including the New South Wales Councillor's second vote, apply in accordance with clauses 11(4) and 15 of the Constitution.

3.9.3 A candidate is elected if a majority of votes cast are in favour.

3.10 Vacancies

Where fewer candidates are elected than positions available, the remaining positions shall be declared vacant.

3.11 Board Augmentation (Co-option)

Where a vacancy arises on the Board, including where the number of elected Directors is fewer than the number permitted under the Constitution, the Board may co-opt a person to serve as a Board Director in accordance with clause 18(8) of the Constitution.

Any person so co-opted:

- must meet the eligibility requirements of the Constitution; and
- is appointed subject to ratification by the Council at its next meeting.

For appointments or co-options under clause 18(8) of the Constitution, Board endorsement is mandatory.

A co-opted Director shall hold office for the remainder of the relevant term, or for such other term as the Council may approve.

Chapter 4 — Council Meeting Procedures

4.1 Calling Meetings

4.1.1 The procedures for calling a general meeting of the ABF, including the Annual General Meeting, are as prescribed by the Constitution.

4.1.2 The order of business for all general meetings of the Council, including the Annual General Meeting, shall be as prescribed by the Constitution. Where the Constitution does not prescribe an item, the order of business shall be determined by the Board and set out in the Notice of Meeting.

4.1.3 In addition to General Meetings, the Council shall meet on at least two other occasions each year at times agreed by Council.

4.1.4 The agenda for such meetings shall be finalised by the President, in consultation with the Council and the Board, and circulated to attendees not less than fourteen (14) days prior to the scheduled meeting.

4.2 Duties of the Chair

4.2.1 The Chair is responsible for enforcing the Constitution and these By-laws during meetings of Council.

4.2.2 The Chair shall preserve order and conduct proceedings with appropriate decorum, ensuring that business is conducted efficiently and fairly.

4.2.3 Where more than one Councillor seeks to speak at the same time, the Chair shall determine the order in which Councillors are heard.

4.3 Motions

4.3.1 A motion may be included on the published agenda for a Council meeting where the Secretary receives, not less than twenty-one (21) days prior to the scheduled meeting: (a) notification in writing from the Board; or (b) notification in writing from two Councillors.

4.3.2 Where a motion is proposed by a Councillor during a meeting, the Chair shall, following discussion, determine whether to: (a) accept the motion and put it before the meeting; (b) refer the motion to an external body, including a committee; or (c) defer consideration of the motion to a later meeting.

4.3.3 Where a motion is put before the meeting, whether pursuant to clause 4.3.1 or clause 4.3.2(a), the motion shall be determined by a vote conducted in accordance with clause 16(7) of the Constitution.

4.3.4 Discussion on a motion to confirm minutes shall be limited to matters concerning the accuracy of the record.

Chapter 5 — Committees

5.1 Application

This Chapter applies to all committees established under the Constitution.

5.2 Reliance on the Constitution

The establishment, composition, authority, and operation of committees are governed by clause 24 of the Constitution. Nothing in this Chapter is intended to limit, expand, or restate the constitutional powers relating to committees.

5.3 Standing Board Committees

Without limiting the general authority of the Board to establish committees under the Constitution, the ABF shall maintain the following standing Board committees: Governance Committee; Ethics Committee; Finance, Audit and Risk Committee (FAR); and Tournament Committee.

Each standing committee is established on an ongoing basis to support the Board in the discharge of its responsibilities within its respective remit.

5.4 Terms of Reference — Governance Requirements

5.4.1 Every committee, including each standing committee, must have a written Terms of Reference.

5.4.2 The Terms of Reference for a committee must:

- clearly state the committee’s purpose and scope;
- identify the nature of its authority (advisory or otherwise); and
- set out reporting lines and reporting frequency.

5.4.3 A committee must operate in accordance with the Constitution, these By-laws, and its approved Terms of Reference.

5.5 Operating Framework and Interpretation

In the event of any inconsistency between the Constitution, these By-laws, and a committee’s Terms of Reference, the documents prevail in that order.

5.6 Review and Records

The Board must ensure that the Terms of Reference of each committee are reviewed periodically to ensure they remain appropriate, current, and consistent with the Constitution and good governance practice.