

BRIDGE FEDERATION ACT INC  
CONSTITUTION  
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**BRIDGE FEDERATION ACT INCORPORATED**  
**ASSOCIATIONS INCORPORATION ACT 1991 (ACT)**

**1. NAME OF ASSOCIATION**

The name of the association is Bridge Federation ACT Incorporated (**Federation**).

**2. DEFINITIONS AND INTERPRETATION**

**2.1 Definitions**

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1991 (ACT)*.

“**ABF**” means the Australian Bridge Federation.

“**Affiliated club**” means any club or group affiliated with the Federation under clause 4.

“**Bridge**” means the game of contract bridge.

“**Council**” means the Council of the Federation as constituted under clause 16.

“**Councillor**” means a member of the Council of the Federation.

“**Federation**” means Bridge Federation ACT Incorporated.

“**Financial Year**” means the year ending on the 30<sup>th</sup> of June.

“**Laws**” means the Laws of Duplicate Bridge, as promulgated by the World Bridge Federation from time to time.

“**Member**” means a member of the Federation as defined in clause 6.1.

“**Masterpoints**” means the points that are awarded under the Masterpoint scheme administered by the ABF.

“**Registrar**” means the registrar-general for the purposes of the Act.

“**Territory**” means the Australian Capital Territory.

**2.2 Interpretation**

In this Constitution:

- (a) words in the singular include the plural and vice versa;
- (b) words in any gender include the other genders;
- (c) references to persons include corporations and bodies politic;
- (d) references to persons include their legal personal representatives;

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- (e) references to the Act include the Regulations made under it;
- (f) a reference to “writing” includes any form of representing words in a visible form, including the sending of messages by electronic mail.

### **2.3 References to Australian Bridge Federation**

If, at any time, a body other than the Australian Bridge Federation Incorporated is recognised by the World Bridge Federation as the National Authority responsible for the representation of Australian bridge players and promotion of the game in Australia, then references to the Australian Bridge Federation refer to that body.

## **3. OBJECTS OF THE FEDERATION**

The objects of the Federation are:

- (a) To promote the game of contract bridge in the Territory and other areas approved from time to time by the ABF;
- (b) To grant affiliation, with the agreement of the ABF, to any club or group that regularly promotes or encourages the playing of bridge in the Territory or other approved areas, seeks affiliation and agrees to abide by the rules of the Federation;
- (c) To promote the interests of players who are members of affiliated clubs or groups;
- (d) To interpret the Laws of Bridge in the Territory and other approved areas, subject to any appeal to the ABF;
- (e) To purchase, take on lease, hire or otherwise acquire premises and equipment, whether alone or jointly with any other body for use in connection with the playing of contract bridge;
- (f) To organise official Territory championships, interstate championships and associated events and to supervise the allocation of masterpoints at such events;
- (g) To seek admission as a constituent member of the ABF representing the bridge players of the Territory and other approved areas, and to act as the representative of those players at an interstate or international level where appropriate;
- (h) To promote the masterpoint system administered by the ABF;
- (i) To accredit teams, pairs or individuals to represent the Territory in interstate or international bridge competitions and gatherings; and
- (j) To raise funds for the carrying out of the functions of the Federation.

## **4. AFFILIATION OF CLUBS**

### **4.1 Affiliated Clubs at Date of Constitution**

The following clubs are affiliated clubs at 16 September 2018:

- (a) Canberra Bridge Club Incorporated;
- (b) Capital Bridge Club;

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- (c) Cootamundra Bridge Club;
- (d) Monaro Bridge Club; and
- (e) South Canberra Bridge Club.

#### **4.2 Application for Affiliation**

A club or group may apply for affiliation by writing to the Secretary:

- (a) Nominating at least twelve home club members, who will pay affiliation fees upon successful affiliation of the club or group;
- (b) Lodging a list of home club members;
- (c) Undertaking to comply with the Constitution and By-laws of the Federation; and
- (d) Lodging:
  - (i) in the case of a body corporate, a written constitution not inconsistent with the Constitution of the Federation; or
  - (ii) otherwise, the name of a representative.

#### **4.3 Approval of Applications for Affiliation**

- (a) The Council must approve any application for affiliation made under clause 4.2 within 90 days of the date on which the Secretary receives it, if:
  - (i) that the applicant club or group regularly promotes the playing of bridge;
  - (ii) its affiliation would be consistent with the objects of the Federation; and
  - (iii) there is no other reason that it would be inappropriate for the applicant club or group to become an affiliated club.
- (b) The club or group becomes an affiliated club on the date the approval is given.

### **5. TERMINATION OF AFFILIATION**

#### **5.1 Resignation of Affiliation**

An affiliated club may terminate its affiliation with the Federation by giving notice in writing to the Secretary at least 28 days prior to the date on which affiliation is to cease.

#### **5.2 Termination for Breach**

- (a) If, in the opinion of the Council, an affiliated club is failing to comply with the Constitution and by-laws of the Federation, the Council may write to the affiliated club, setting out:
  - (i) the grounds on which the opinion of the Council is based; and

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- (ii) a response period, which must be at least 28 days starting from the date of the letter, during which the affiliated club is invited to respond to the Council.
- (b) If, at the end of the response period, the Council remains of the opinion that the affiliated club is failing to comply:
  - (i) the Council may notify the affiliated club in writing that its affiliation will be terminated on a specified date, which must be at least 28 days after the end of the response period; and
  - (ii) the club's affiliation terminates on the date so notified.

## **6. MEMBERS**

### **6.1 Membership of the Federation**

The members of the Federation are:

- (a) each financial home member of an affiliated club;
- (b) any person on whom Honorary Membership has been conferred under clause 33; and
- (c) any other person granted temporary or visiting membership of the Federation.

### **6.2 Commencement of Membership**

- (a) The membership of those persons who hold it by being financial home members of an affiliated club commences on the date they became a member of the affiliated club, or if later, the date on which the club became affiliated.
- (b) A holder of an Honorary Membership is a member from the date they are appointed until the date the Honorary Membership is resigned or terminated.

### **6.3 Automatic Loss of Membership**

The membership of those persons who hold it by being financial home members of an affiliated club ceases on the day they cease to be a home member of an affiliated club.

## **7. REGISTER OF MEMBERS**

### **7.1 Federation to Keep Register**

The Federation must keep a Register of Members in accordance with the Act.

## **8. ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting must be held on the earliest practicable date after 1 September each year.
- (b) An audited statement of the accounts of the Federation for the previous financial year must be sent to the secretary or representative of each affiliated club at least 14 days before the date of the meeting. Members may request copies from their affiliated club or, if they are not members of an affiliated club, from the Secretary.

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**9. SPECIAL GENERAL MEETINGS**

**9.1 Special General Meetings May be Held**

The Council, whenever it is of the opinion that it is in the interests of the Federation to do so, may convene a Special General Meeting.

**9.2 Requisition of Special General Meetings**

- (a) Upon the receipt of the written request of at least twenty members of the Federation, the Council must convene a Special General Meeting within a reasonable time.
- (b) The written request must state the purpose of the meeting and be signed by the members making the request. The request may take the form of several similar documents, each signed by the members making the request.

**10. NOTICE OF GENERAL MEETING**

- (a) Notice of every general meeting must be given to all members and the auditor. Notice must be given at least 28 days before the day of the general meeting.
- (b) Notice is given to members of affiliated clubs by sending a written notice to the secretary or representative of each affiliated club. The affiliated clubs are responsible for promptly forwarding the notice of meeting to their members.
- (c) Notice is given to members who are not members of affiliated clubs by sending the notice to their address for service recorded in the Register of Members.
- (d) A notice of a general meeting must specify the place, day and hour of the meeting.

**11. BUSINESS**

**11.1 Business of General Meetings**

General meetings must only consider:

- (a) if the meeting is an Annual General Meeting, the business in clause 11.2;
- (b) business on the agenda; and
- (c) procedural motions.

**11.2 Business of the Annual General Meeting**

The ordinary business of the Annual General Meeting includes:

- (a) the consideration of accounts and the reports of Office-bearers and the auditor;
- (b) the election of Office-bearers under this Constitution;
- (c) the determination of the Affiliation Fee; and
- (d) the appointment of the Auditor.

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**11.3 Agenda and Notices of Motion**

- (a) Council may place business on the agenda of a general meeting.
- (b) A member may place business on the agenda of a general meeting by submitting to the Secretary, at least 21 days before the date of the meeting, a notice of motion:
  - (i) in writing; and
  - (ii) signed by at least two members entitled to attend and vote at the general meeting.
- (c) A member may give notice of a motion intended to be proposed as a special resolution in accordance with paragraph (b), but must submit such a notice to the Secretary at least 28 days before the date of the meeting.
- (d) The Secretary must:
  - (i) include on the agenda for the general meeting valid notices of motion submitted under paragraph (b); and
  - (ii) at least 14 days before the date of the meeting, send the agenda to the secretary or representative of each affiliated club, and to each member who is not a member of an affiliated club.

**12. CONDUCT OF A GENERAL MEETING**

**12.1 Quorum and Eligibility**

- (a) No business shall be considered at any general meeting unless a quorum is present. A quorum for general meetings is 20 members.
- (b) All members of the Federation are entitled to attend general meetings.
- (c) Those who are not members of the Federation are not entitled to attend general meetings. Subject to the direction of the meeting, the Chair may permit the attendance of non-members.

**12.2 Chair**

The President will preside as Chair of any general meeting at which they are present except in relation to:

- (a) any election for which the President is a nominee; or
- (b) any issue where a conflict of interest exists.

If the President is not present, is unwilling or is unable to preside as Chair, the members present at the meeting must appoint another person as Chair before considering further business.

**12.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the commencement of the meeting a quorum is not present, the meeting shall be adjourned to a time and

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place to be determined by the President, or in the President's absence, the Secretary. If a quorum is not present within half an hour from the time appointed for the commencement of that adjourned meeting, the meeting lapses.

- (b) The Chair of the meeting may, with the consent of any meeting at which a quorum is present, and must, if directed by such a meeting, adjourn the meeting from time to time and from place to place. Only business left unfinished at the meeting at which the adjournment took place may be considered by the adjourned meeting.

#### **12.4 Eligibility to Vote**

- (a) Only members of the Federation are eligible to vote at general meetings. Each member has one vote.
- (b) Members holding temporary or visiting membership granted by Council are eligible to vote only if that right is not restricted by Council at the time of the grant of membership.
- (c) A member must vote personally and while present at a meeting unless they appoint another member as proxy under clause 12.5.

#### **12.5 Appointment of Proxies**

A member may appoint another member as proxy in relation to a given meeting:

- (a) by giving a notice in the form set out under the Act to the Secretary no later than 24 hours before the time appointed for the commencement of the meeting; and
- (b) only if the member being appointed as proxy does not already hold a proxy.

#### **12.6 Ordinary Voting**

If a vote is required on a motion at a general meeting, unless the motion requires a secret ballot or a secret ballot is demanded by either the Chair or a majority of members present:

- (a) voting is conducted by a show of hands;
- (b) the Chair does not have a deliberative vote, but has a casting vote; and
- (c) the motion is carried only if a majority of votes cast are in favour of the motion.

#### **12.7 Voting by Secret Ballot**

- (a) Where the nature of a motion requires it, or on the request of the Chair or a majority of members present, voting is conducted by secret ballot.
- (b) The Chair or their nominee serves as the Returning Officer for the ballot.
- (c) The returning officer may appoint scrutineers to assist in the tallying of votes.
- (d) The motion is carried only if a majority of votes cast are in favour of the motion. For this purpose, blank ballots are considered to be cast votes.

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**12.8 Voting at Elections**

If a vote is required for the purposes of an election:

- (a) the vote must be conducted by secret ballot but clause 12.7(d) does not apply;
- (b) the Returning Officer and scrutineers must not be candidates in the election;
- (c) the candidate with the highest number of votes cast will be declared elected;
- (d) if there is more than one candidate with the highest number of votes:
  - (i) if all contesting candidates have an equal number of votes, the result is determined by lot;
  - (ii) otherwise, the candidate with the lowest number of votes is eliminated and a new ballot is contested by the remaining candidates.

**13. ELECTION OF OFFICE-BEARERS**

**13.1 Office-bearers to be elected at the Annual General Meeting**

The Office-bearers of the Federation as set out in clause 15.1 are elected at the Annual General Meeting.

**13.2 Nomination for Election of Office-bearers**

A member may be nominated for election as an office-bearer of the Federation:

- (a) in writing, signed by the nominee and two other members; or
- (b) at the Annual General Meeting, by the proposal of at least two members other than the nominee, and with the consent of the nominee.

**13.3 Conduct of the Election of Office-bearers**

The Chair of the Meeting appoints a Returning Officer from among the members who are not candidates for election to an office of the Federation. The Returning Officer conducts the election of office-bearers as follows:

- (a) if there is only one valid nomination for an office, then that nominee is declared elected;
- (b) if there is more than one valid nomination for an office, then the election proceeds in accordance with clause 12.8;
- (c) if there are no valid nominations for an office, then the office is declared vacant until the Council appoints a member of the Federation to that office under clause 22.3.

**13.4 Term of Office-bearers**

Office-bearers who are elected hold office until the commencement of the elections at the next Annual General Meeting or until their office becomes vacant under clause 19.



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**14. IMMEDIATE PAST PRESIDENT**

If the President of the Federation at the commencement of the Annual General Meeting is not elected to an office, they may become the Immediate Past President.

**15. OFFICE-BEARERS**

**15.1 The Office-bearers of the Federation**

The following are Office-bearers of the Federation:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer; and
- (e) Tournament Secretary.

**15.2 Multiple Offices**

A person may not, for more than three months in any financial year:

- (a) hold more than one office concurrently; or
- (b) hold an office and an appointment as an Ordinary Councillor concurrently.

**16. THE COUNCIL**

The management of the Federation is vested in a Council consisting of the following members:

- (a) President;
- (b) Vice-President;
- (c) Immediate Past President;
- (d) Secretary;
- (e) Treasurer;
- (f) Tournament Secretary;
- (g) Ordinary Councillors appointed by each affiliated club under clause 17; and
- (h) Supplemental Councillors appointed under clause 18.

**17. ORDINARY COUNCILLORS**

**17.1 Representation of Affiliated Clubs**

Each affiliated club is represented on the Council through an Ordinary Councillor.

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**17.2 Appointment of Ordinary Councillor**

An affiliated club may appoint a member of the Federation, whether they be a home member of that club or not, to the Council as its Ordinary Councillor by sending a written notice to the Secretary. The appointment takes effect as soon as it is received or at the time set out in the notice.

**17.3 Revocation of Appointment**

An affiliated club may revoke its appointment of its Ordinary Councillor by sending a written notice to the Secretary, which takes effect as soon as it is received or at the time set out in the notice.

**18. SUPPLEMENTAL COUNCILLORS**

- (a) The Council may:
  - (i) appoint up to two Supplemental Councillors from among the members of the Federation for any defined period until the commencement of the next Annual General Meeting;
  - (ii) reappoint or extend the appointment of a Supplemental Councillor for any defined period until the commencement of the next Annual General Meeting; or
  - (iii) terminate the appointment of a Supplemental Councillor at any time.
- (b) Supplemental Councillors may not vote on any motion dealing with the appointment, reappointment, extension or termination of any Supplemental Councillor, including themselves.

**19. VACANCIES ON COUNCIL**

In addition to any other reason under this Constitution, the position of any Councillor becomes vacant if the Councillor:

- (a) dies;
- (b) becomes bankrupt, applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors;
- (c) becomes of unsound mind;
- (d) resigns their office in writing;
- (e) fails, without leave granted by the Council, to attend three consecutive ordinary meetings of Council;
- (f) ceases to be a member of the Federation;
- (g) fails to pay all arrears of monies owing by them within 14 days after they have received a notice in writing signed by the Secretary stating that they have ceased to be a financial member or that they are a delinquent debtor of the Federation; or
- (h) is removed from office by a resolution passed at a general meeting.

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**20. MEETINGS OF THE COUNCIL**

**20.1 Quorum**

The Council may not meet to consider business unless a quorum is present. The quorum is five.

**20.2 Chair**

Meetings of the Council are normally chaired by the President, or in their absence, the Vice-President. In the absence of the President and Vice-President, the meeting must appoint a Chair before conducting any other business.

**20.3 Voting**

The Council makes decisions by simple majority vote. The Chair may exercise a deliberative vote and, if required, a casting vote.

**20.4 Frequency of Meetings**

- (a) The Council may determine when it holds its meetings. Each meeting must be held within three months of the previous meeting.
- (b) The President may call a meeting by giving notice to each member of the Council at least three days before the day of the meeting.
- (c) If given written requests by at least five members of the Council, the President must call a meeting within a reasonable time.

**20.5 Attendance at Meetings**

Councillors are always entitled to attend meetings of the Council. The Council may invite persons who are not Councillors to attend meetings of the Council in a non-voting capacity.

**20.6 Procedure at Meetings**

Except where provided otherwise by law or this Constitution, any disputes in relation to procedure will be resolved in accordance with the rules laid down in the latest edition of Joske, *The Law and Procedure at Meetings*.

**21. FUNCTIONS OF COUNCIL**

The functions of the Council are:

- (a) to promote the objects of the Federation;
- (b) to manage the affairs of the Federation;
- (c) to hold bridge competitions in the Territory, or in other approved areas;
- (d) to arbitrate in disputes referred to it by affiliated clubs;
- (e) to organise, direct and supervise the holding of interstate bridge congresses in the Territory and other approved areas;

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- (f) to accredit teams, pairs or individuals to represent the Territory in interstate or international competitions and gatherings, and in other competitions and gatherings held under the auspices of the ABF;
- (g) to regulate the holding of bridge competitions and tournaments;
- (h) to appoint delegates to represent the Federation at meetings of the ABF;
- (i) to act on behalf of affiliated bodies in transactions with the ABF;
- (j) to consider representations from, or views expressed by, affiliated bodies or members in relation to any matter within the objects of the Federation or the functions of the Council;
- (k) to publicise the activities of the Federation;
- (l) to establish and maintain a register of members of the Federation;
- (m) to do any other thing that, in the opinion of the Council, is in the interests of Federation members.

## **22. POWERS OF COUNCIL**

### **22.1 General Powers of Council**

The Council has the power to do anything necessary or convenient for the performance of its functions including the power to:

- (a) engage employees;
- (b) appoint committees consisting of members of the Federation to advise the Council; and
- (c) to make by-laws.

### **22.2 Delegation of Powers**

- (a) The Council may, either generally or otherwise, in writing under the seal of the Federation, delegate any of its powers except this power of delegation to a committee appointed under clause 22.1, or to any member or employee of the Federation.
- (b) The Council may revoke its delegation under paragraph (a) at any time.
- (c) No delegation under this clause prevents the exercise of any power by the Council.

### **22.3 Vacant Offices**

If, at any time, an elected office becomes permanently vacant, the Council may appoint a member to occupy it until the commencement of the elections at the next Annual General Meeting.

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**22.4 Temporary Vacancies**

- (a) If a Councillor (except the Immediate Past President) is, or is expected to be, unable for any reason to perform their duties for any period, the Council:
  - (i) may grant them a leave of absence for that period; and
  - (ii) may appoint in their place a member of the Federation as an Acting Councillor.
- (b) An Acting Councillor has all the powers and must perform all the duties of the Councillor for which they act.
- (c) The appointment of an Acting Councillor ceases when the Councillor for which they act is able to perform the duties of their office again.

**22.5 Validity of Acts of Council**

The exercise of any power of the Council is not invalid by reason of any vacancy in the membership of the Council or by reason of any person not having received due notice of the holding of a meeting of the Council at which a decision was taken.

**23. BY-LAWS**

**23.1 Council may make by-laws**

The Council may issue and amend by-laws for the proper management of the Federation.

**23.2 By-laws Binding**

All by-laws are binding on the Federation and Members.

**23.3 Adoption of Existing By-laws**

All by-laws in force at the date of the approval of this Constitution (as long as they are not inconsistent with, and have not been replaced by, this Constitution) are deemed to be by-laws and continue to apply.

**23.4 Notice of By-laws**

- (a) All by-laws in force must be reasonably available for viewing by all members.
- (b) Notice of a motion to issue or amend by-laws must be given to all affiliated clubs 21 days before the date of the Council meeting at which the motion is to be considered.

**24. DISCIPLINARY POWERS OF COUNCIL**

**24.1 Power to Discipline**

- (a) The Council has the power to discipline members.
- (b) The Council has the power to:

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- (i) discipline non-members in relation to conduct at a Federation event or in connection with a Federation event; and
  - (ii) exclude non-members from Federation events or impose conditions upon their participation.
- (c) To avoid doubt, this clause does not affect any power of the Tournament Director provided for in the Laws.

## **24.2 Disciplinary Process**

- (a) The Council exercises its disciplinary powers in accordance with the processes contained in the annexure to this Constitution entitled “BFACT Disciplinary Procedures”.
- (b) The Council may issue by-laws replacing or altering the disciplinary processes.

## **24.3 Sanctions**

In exercising its disciplinary powers, the Council may impose one or more of the following sanctions on a member:

- (a) reprimand / warning;
- (b) exclusion from participation in all Federation events for a specified period of time;
- (c) exclusion from participation in Federation events of a certain type or class for a specified period of time;
- (d) impose conditions on participation in Federation events for a specified period of time;
- (e) suspension of membership;
- (f) a fine;
- (g) a written apology; and
- (h) any other suitable disciplinary action.

## **24.4 Playing Rights**

The Federation must not permit a person to enter any Federation event contrary to any sanction imposed by the Council.

## **25. DUTIES OF COUNCILLORS**

### **25.1 Disclosure of Contractual or Financial Interests**

- (a) A Councillor must disclose any interest in a contractual or financial matter to which the Federation is or may be a party.
- (b) The Councillor must disclose the interest:

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- (i) at the first meeting of the Council at which the relevant matter is considered; or
- (ii) if the Councillor gains the interest after the matter is considered by Council, at the first meeting of the Council after the interest is gained.
- (c) The Councillor must disclose the nature and extent of the interest at the next General Meeting of the Federation in accordance with the Act.
- (d) The interested Councillor must not vote in respect of any matter in which they have an interest, and if they do so their vote shall not be counted.
- (e) Any disclosure of interest made under this clause must be recorded in the minutes of the relevant meeting.

## **25.2 Disclosure of Other Interests**

- (a) A Councillor must disclose any interest (other than those specified in 25.1) in any matter being considered by the Council.
- (b) The Councillor must disclose the interest:
  - (i) at the first meeting of the Council at which the relevant matter is considered; or
  - (ii) if the Councillor gains the interest after the matter is considered by Council, at the first meeting of the Council after the interest is gained.
- (c) The interested Councillor must not vote in respect of any matter in which they have an interest, unless the Council gives leave.

## **26. DUTIES OF CERTAIN OFFICE BEARERS**

### **26.1 President**

The President:

- (a) is the Federation's principal executive officer and representative;
- (b) presides at meetings in accordance with clauses 12.2 and 20.2;
- (c) provides initiative and guidance in the formulation of Federation policy;
- (d) must present a report to each Annual General Meeting concerning the affairs of the Federation, to be known as the President's Report.

### **26.2 Secretary**

The Secretary's duties are to:

- (a) receive and dispatch notices and correspondence to and from the Federation;
- (b) keep the Register of Members;
- (c) keep a register of the members of Council;

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- (d) keep a register of Honorary Members;
- (e) keep minutes of all proceedings of the Council;
- (f) give notice of meetings in accordance with this Constitution;
- (g) prepare, subject to Council instructions, agendas for meetings of Council or general meetings;
- (h) forward, as soon as practical, copies of the President's Report and documents referred to or pertaining to paragraphs (e)-(g) to affiliated clubs;
- (i) keep records in accordance with the Act and instructions of Council;
- (j) give to the Public Officer a copy of all documents relevant to the performance of their duties under this Constitution and the Act, including but not limited to particulars of any alteration of this Constitution; and
- (k) maintain custody of the Seal of the Federation.

### **26.3 Treasurer**

The Treasurer's duties are to:

- (a) receive and pay monies on behalf of the Federation;
- (b) deposit all monies received by the Federation in the Federation's accounts;
- (c) keep proper records of monies received or disbursed by the Federation;
- (d) cause to be compiled proper accounts of the Federation, including a balance sheet setting out the assets and liabilities of the Federation;
- (e) present financial statements of the Federation to Council at the times prescribed by the Council;
- (f) prepare an Annual Statement of the income, expenses, assets and liabilities of the Federation for the previous financial year of the Federation and submit the same to the Annual General Meeting for approval and adoption;
- (g) provide the Auditor with such documents and information as may be required by them for the auditing of the Federation's accounts;
- (h) provide a copy of certified accounts to the Public Officer upon the giving of a certificate by the Auditor in accordance with clause 35;
- (i) retain duplicate receipts, invoices, cheque butts, account statements and other vouchers in accordance with proper accounting practice.

### **26.4 Tournament Secretary**

The Tournament Secretary has the duty to, subject to the directions of the Council, organise and manage competitions and tournaments on behalf of the Federations, to maintain all associated records, and to liaise with appropriate bodies in relation to event scheduling.



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**27. PUBLIC OFFICER**

**27.1 Appointment of the Public Officer**

- (a) The Council must appoint a member (whether they hold a position on Council or not) to be the Public Officer. The member so appointed must be:
  - (i) a resident of the Territory; and
  - (ii) at least 18 years of age.
- (b) The Council may remove the Public Officer from the position by resolution.
- (c) If the position of Public Officer becomes vacant, the Council must appoint a member to fill the vacancy within 14 days after the vacancy occurred.

**27.2 Duties and Powers of the Public Officer**

- (a) The Public Officer is not, only by being the Public Officer, a Councillor.
- (b) The Public Officer performs all duties required by the Act to be performed by the Public Officer.

**28. AFFILIATION FEES**

**28.1 Determination of Affiliation Fees**

- (a) Each Annual General Meeting determines, by resolution, the per capita Affiliation Fee (**per capita fee**).
- (b) The Council determines the date (the **Assessment Date**) on which the number of members of an affiliated club is assessed for a given financial year.
- (c) Unless Council determines otherwise, the Assessment Date is presumed to be the 1<sup>st</sup> of May of each year.

**28.2 Assessment and Payment of Affiliation Fees**

Each affiliated club must pay an affiliation fee, determined by multiplying the per capita fee by the number of its home club members on the Assessment Date.

**29. ACCOUNTS OF RECEIPTS, EXPENDITURES ETC.**

**29.1 Accounts to be Kept**

- (a) Proper accounting and other records must be kept, including accounts of:
  - (i) all sums of money received and expended by the Federation and the matter in respect of which the receipt or expenditure takes place; and
  - (ii) the property, credits and liabilities of the Federation.
- (b) The Treasurer must keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Federation in such form and manner as the Council decides.

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- (c) The accounts, books and records referred to in this clause are to be kept at the Federation's office, or at such place as the Council decides.

**30. FINANCE**

**30.1 Treasurer to Receive Monies**

The Treasurer, on behalf of the Federation, receives all monies paid to the Federation and deposits those monies into the Federation's accounts as soon as practical.

**30.2 Accounts**

- (a) The Council may authorise the opening of accounts with financial institutions in the name of the Federation.
- (b) The Federation must always maintain at least one account with a financial institution.

**30.3 Procedures for Financial Operations**

- (a) The Federation conducts its financial operations in accordance with the procedures set out in the annexure to this Constitution entitled "BFACT Financial Procedures".
- (b) The Council may issue by-laws replacing or altering the procedures for its financial operations.

**31. INCOME AND PROPERTY OF THE FEDERATION**

**31.1 No Distribution to Members**

The assets and property of the Federation, however derived, must be applied solely towards the promotion of the objects and purposes of the Federation and no portion of it is to be paid or transferred, directly or indirectly, by dividend or bonus, to any member of the Federation.

**31.2 Councillors Not to be Remunerated**

- (a) The Federation must not, directly or indirectly, pay any Councillor for services provided by that Councillor in the performance of their ordinary duties as a Councillor.
- (b) The Council may:
  - (i) determine that services requested of a Councillor are beyond those which should reasonably be demanded of a Councillor, and
  - (ii) after making such a determination, pay a proper remuneration to the Councillor for performing those services.
- (c) This clause does not prevent the Council from reimbursing a Councillor for reasonable expenses incurred in undertaking work for the benefit of the Federation.

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**31.3 Gifts and Donations**

The Federation may accept gifts and donations made by any body or any person provided they are for the purpose of furthering the objects of the Federation.

**32. AUDITOR**

**32.1 Appointment of Auditor**

- (a) At each Annual General Meeting, a member of the Federation who is not a Councillor, and is not nominating for election as a Councillor, is appointed as the Auditor.
- (b) The appointment of the Auditor runs until the Annual General Meeting following the one at which they were appointed.
- (c) There is no limit to the number of times a person may be appointed as the Auditor.
- (d) The Auditor may be removed by the Federation at a general meeting.
- (e) If the position of Auditor becomes vacant, the Council must appoint within a reasonable time a member of the Federation who is not a Councillor to be the Auditor.

**32.2 Independence of Auditor**

The Auditor may not become a member of the Council, including by:

- (a) being appointed an Ordinary Councillor under clause 17.2;
- (b) being appointed a Supplemental Councillor under clause 18; or
- (c) being appointed to a vacant office under clause 22.4;

and any such appointment shall be invalid.

**32.3 Audit of Accounts**

- (a) The Auditor examines the accounts of the Federation after the end of each financial year in accordance with the Act.
- (b) The Auditor prepares a report for presentation at the Annual General Meeting certifying (or refusing to certify) that the statement of accounts prepared by the Committee gives a true and fair account of the matters prescribed in the Act.
- (c) In the Auditor's report and in certifying the accounts, the auditor must state:
  - (i) whether they have obtained all the necessary information;
  - (ii) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of the Federation according to the information at their disposal and the explanations given to them and as shown by the accounts, books and records of the Federation; and

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- (iii) whether the purposes of the clauses 29 and 30 have been served.
- (d) The Treasurer must send the auditor a list of all the accounts, books and records of the Federation.
- (e) The Auditor:
  - (i) has the right to access the accounts, books, records, vouchers and documents of the Federation;
  - (ii) may require, from the servants of the Federation, such information and explanations as may be necessary for the performance of their duties as Auditor; and
  - (iii) may, in relation to the accounts of the Federation, question any member of the Council or any servant of the Federation.

#### **32.4 Audited Accounts to be sent to the Registrar**

The Public Officer of the Federation must send an audited balance sheet to the Registrar each year.

### **33. HONORARY MEMBERSHIP**

#### **33.1 Appointment to Honorary Membership**

- (a) Where the Council is of the opinion that a person has made an outstanding contribution to bridge in the Territory or in other areas, the Council may, with the consent of the person, propose to a general meeting that Honorary Membership be conferred on the person.
- (b) A proposal to confer Honorary Membership of the Federation on a person may be for the duration of the person's life (*Honorary Life Member*), or any lesser period.
- (c) Honorary Membership is conferred by the general meeting upon a two-thirds vote approving the proposal. Motions recommending a person for Honorary Membership must be approved by the Council prior to the meeting. The general meeting may approve the proposal as it stands, or it may approve the proposal with an amended period of Honorary Membership.

#### **33.2 Privileges of Honorary Members**

- (a) An Honorary Member enjoys all privileges accorded to members.
- (b) If an Honorary Member is a home club member of an affiliated club, that club may disregard the Honorary Member when calculating the Affiliation Fee.
- (c) Honorary Members are not, only by being Honorary Members, Councillors.

### **34. CHANGE OF CONSTITUTION**

- (a) The Constitution may be altered or amended at any general meeting at which at least twenty members are present and voting by a three-quarters vote approving the proposal, provided the Secretary receives the motion to do so no later than 28 days before the date of the meeting.

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- (b) The Secretary, upon receiving a motion to alter or amend the Constitution must forward it to the secretaries or representatives of affiliated clubs no later than 21 days before the date of the meeting. The secretaries or representatives of affiliated clubs are to make copies available to their members. The Secretary must forward it to any members who are not members of affiliated clubs.

## **35. DISSOLUTION**

### **35.1 Procedure**

- (a) The Federation must convene a Special General Meeting if at least twenty members give a written notice of a motion to dissolve the Federation.
- (b) Upon receiving notice of a motion to dissolve the Federation, the Council must give all members 28 days' notice of the Special General Meeting at which the motion is to be considered.
- (c) If notice of the next Annual General Meeting has not yet been given and it would not cause unreasonable delay in dealing with the motion to dissolve the Federation, the Council may place the motion to dissolve on the agenda for the Annual General Meeting instead of convening a Special General Meeting. The Council must send the notice of the motion to dissolve the Federation together with the notice of the Annual General Meeting.
- (d) On a motion to dissolve this Federation:
  - (i) voting must be conducted by secret ballot;
  - (ii) all members are entitled to vote either at the meeting or by post. Postal votes must be received by the Public Officer at least 24 hours in advance of the time at which the meeting to consider the motion commences;
  - (iii) the motion is carried only if at least three-quarters of votes cast are in favour.

### **35.2 Liability of Members**

Members of the association have no liability in respect to the payment of the debts and liabilities of the association or the costs, charges and expenses of winding-up the association.

## **36. DISPOSAL OF ASSETS**

- (a) If upon winding up or dissolution of the Federation there remains, after satisfaction of all its debt and liabilities, any assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property are to be given or transferred to one or more organisations having Objects similar to those of the Federation.
- (b) To determine the organisations for the purposes of paragraph (a), Council may make recommendations to be approved by at least a two-thirds majority of the Federation at a meeting called to consider a motion to dissolve the Federation.
- (c) If the meeting cannot determine an organisation for the purposes of paragraph (a), the assets and property vest in the Registrar.

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**37. SEAL OF THE FEDERATION**

- (a) The Federation must have a seal, in the form of a rubber stamp, inscribed with the name of the Federation encircling the word “seal”.
- (b) The seal must not be used without express authorisation of the Council. Two Councillors, or delegates appointed by the Council, must witness every use of the seal unless Council determines otherwise. The attestation of the two witnesses is evidence that the seal was used with the authority of the Council.
- (c) The Secretary retains custody of the seal.

**38. INSPECTION BY MEMBERS**

- (a) The records, books and other documents of the Federation must be made available for inspection by a member at a place in the ACT by appointment, and subject to reasonable expenses and conditions.
- (b) The following documents are not subject to a right to inspect under paragraph (a):
  - (i) any register of disciplinary matters;
  - (ii) any records, books or other documents the disclosure of which would contravene privacy or confidentiality obligations.

**39. INDEMNITY**

Each Councillor, Member of any Committee, Public Officer or any employee for the time being of the Federation will be indemnified out of the property and assets of the Federation against any liability incurred by them in their aforementioned capacity in defending any proceedings, civil or criminal, in which judgment is given in their favour or in which they are acquitted.

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**ANNEXURE A**

**BFACT DISCIPLINARY PROCEDURES**

**1. INTRODUCTION**

This document outlines the disciplinary processes of the Federation. The processes in this document may be altered or replaced by subsequent by-laws issued by Council. These procedures would again apply if those by-laws were to be subsequently repealed.

This document is based on the “BFACT Disciplinary Procedures” which was available on the BFACT website from 2014–2018.

**2. GENERAL PRINCIPLES**

The objectives of disciplinary action by the Federation are:

- (a) To protect the integrity of the game of bridge;
- (b) To protect the safety of members and other participants in Federation activities;  
and
- (c) To afford natural justice to any person whose conduct is under investigation.

**3. SCOPE**

The Federation may take action of a disciplinary nature in any of the following circumstances:

- (a) Offending conduct occurs during Federation events or in connection with Federation events; or
- (b) Offending conduct occurs during sessions of an affiliated club and the conduct is sufficiently serious to require action at state level; or
- (c) The Federation receives notification from the ABF or from another state body that it has:
  - (i) Expelled or suspended a member; or
  - (ii) Imposed conditions on a player’s right to enter events.

**4. OFFENDING CONDUCT**

The following are examples of offending conduct that may attract disciplinary action by the Federation. The list is indicative but not exhaustive.

- (a) Improper communication between partners  
  
This includes any situation where partners have pre-arranged such communication or where players improperly take advantage of habits.
- (b) Offences relating to courtesy and etiquette

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These include the failure to maintain a courteous attitude towards a partner, opponents or officials, disruption of the orderly progress of the game, any remark or action which causes annoyance or embarrassment to another player or person in the club rooms, and interfering with the enjoyment of the game including making frivolous or groundless complaints.

(c) Legal offences

These include any conduct that may be subject to penalty under criminal or civil action.

(d) Offences against Directors

These include abuse, whether physical or verbal, or any director.

## **5. DISCIPLINARY ENQUIRY**

### **5.1 Initiation of Procedure**

- (a) The Council may initiate an enquiry of its own volition, or upon the receipt of a complaint in writing.
- (b) The Council will appoint a Disciplinary Committee consisting of members of the Federation to conduct the enquiry. The Disciplinary Committee should not include any member who formulated the complaint against the member, or any member who may have any particular interest or bias in the matter.

### **5.2 Natural Justice**

During any enquiry under these disciplinary procedures, all proceedings must be conducted in accordance with the rules of natural justice, including the right to a fair hearing by decision-makers free from actual or apprehended bias.

### **5.3 Scope of the Enquiry**

- (a) The enquiry may be concerned with the conduct of a person in the following areas (but not necessarily limited to the following):
  - (i) in relation to the provisions of the laws of contract bridge;
  - (ii) in relation to behaviour in Federation events;
  - (iii) in relation to behaviour at any place where the person is present as a bridge player; and
  - (iv) in relation to the provisions of the Constitution or by-laws of the Federation.
- (b) The Disciplinary Committee may recommend that a sanction be imposed on the member concerned.

### **5.4 Hearing**

- (a) Any person whose conduct is the subject of the enquiry has the right to be heard by the Disciplinary Committee before its decision is made.



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- (b) The Disciplinary Committee must give the person 21 days' notice of the date of the hearing, and details of the conduct to be the subject of the enquiry, and the ways in which the person's interests may be affected by the enquiry.
- (c) The notice of hearing must disclose all critical issues to be considered at the hearing and an outline of information and evidence that is proposed to be considered at the hearing.
- (d) The person whose conduct is the subject of the enquiry has the right to have legal or advocate representation at the hearing.
- (e) No person who is not a member may attend the hearing, unless their participation is necessary for the conduct of the hearing.
- (f) The Disciplinary Committee may allow non-members to attend the hearing for the purpose of giving evidence, or for any other reason where it would be just to do so.

## **5.5 Report**

Upon completion of its enquiry, the Disciplinary Committee will submit a report to the Council. Any Councillor who was a member of the Disciplinary Committee may not vote on any motion imposing sanctions on a person who was a subject of the enquiry.

## **6. SANCTIONS**

Where Council, following the receipt of a report from a Disciplinary Committee, considers it appropriate to apply sanctions to a person, the Council may impose one or more sanctions from the following list:

- (a) reprimand / warning;
- (b) exclusion from participation in all Federation events for a specified period of time;
- (c) exclusion from participation in Federation events of a certain type or class for a specified period of time;
- (d) impose conditions on participation in Federation events for a specified period of time;
- (e) suspension of membership;
- (f) a fine; and
- (g) a written apology.

## **7. NOTIFICATIONS FROM THE ABF OR OTHER STATES**

### **7.1 No enquiry required**

Where the Federation is notified by the ABF or another State body that disciplinary sanctions have been imposed on a player in accordance with clause 3(c), the Federation may impose one or more sanctions mentioned in clause 6 of the same or lesser severity without undergoing the process of enquiry.

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**7.2 Right to request review**

- (a) If the Federation imposes a sanction under clause 7.1, the person on whom such sanctions are imposed may apply to the Council in writing to request a review.
- (b) If the Council decides to conduct a review, the review is conducted in the same way as an enquiry. The sanctions remain in place until the completion of the review at which time the Council may retain, lessen or remove the sanctions.

**8. PROCEDURE FOLLOWING DISCIPLINARY ENQUIRY**

**8.1 Register of Disciplinary Matters**

The Secretary will maintain a separate register of all disciplinary matters dealt with by the Council. The register will include a record of all written complaints received by Council and a statement about the action taken. The register will be available for viewing by Councillors. Any relevant material will be made available for disciplinary enquiries, so far as such material may be legally provided.

**8.2 Notification to Clubs and the ABF**

The Secretary will advise affiliated clubs of all relevant matters relating to sanctions imposed on a person. The Secretary will also notify the ABF if a person is expelled or suspended, or conditions are imposed on the person's right to participate in Federation events.

**8.3 Removal or Lessening of Sanction**

The Council, at its discretion, may remove or lessen any sanction imposed on a person.

**9. APPEAL**

**9.1 Right to Appeal**

Following the imposition of sanctions under clause 6 or clause 7.2, or the denial of a review requested under clause 7.1, a person upon whom sanctions are imposed may request an appeal.

**9.2 Constitution of Appeals Committee**

- (a) The Council will invite each affiliated club to nominate one or more members who were uninvolved with the prior disciplinary process.
- (b) The Council shall convene an Appeals Committee consisting of not less than three nominated members. The Council may also, if it thinks appropriate, appoint members of the Federation who are not members of affiliated clubs to the Appeals Committee.

**9.3 Conduct of Appeal**

- (a) The Appeals Committee considers the appeal in the manner it determines.
- (b) A person upon whom sanctions are imposed has the right to make a written submission to the Appeals Committee.

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- (c) Any sanctions imposed on a person remain in place pending the resolution of the appeal.

#### **9.4 Resolution of Appeal**

In resolving the appeal, the Appeals Committee has the same powers as Council to retain, amend or remove sanctions imposed on the member.

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**ANNEXURE B**

**BFACT FINANCIAL OPERATIONS PROCEDURES**

**1. INTRODUCTION**

This document outlines the processes of the Federation relating to financial operations. The processes in this document may be amended or replaced by subsequent by-laws issued by Council. These procedures would again apply if the replacing or amending by-laws were to be subsequently repealed.

**2. GENERAL RESPONSIBILITY**

**2.1 Treasurer Generally Responsible for Financial Operations**

In general, the Treasurer of the Federation is responsible for conducting financial operations, including the receipt and payment of funds.

**2.2 Delegation of Duties**

If the Treasurer is unable to conduct financial operations for a period of time, the Council may nominate another Councillor to undertake those duties during that period. That person should not be the person exercising the review function.

**3. METHODS OF OPERATION**

The Council may determine the manner in which the Federation operates its accounts, subject to the following accountability processes.

**4. REVIEWER**

- (a) The Council will determine one Councillor who will exercise a review function over the financial operations of the Federation. The Reviewer must undertake those duties by acting as a second signatory, or its closest equivalent in online banking.
- (b) The Treasurer must, as far as possible, ensure that the arrangements with the Federation's financial institutions allow for a proper supervisory role for the Reviewer. In the case of online banking, the ideal arrangement would require the approval of a second person to execute transactions submitted by the Treasurer.
- (c) In the absence of a different determination by Council, the Vice President of the Federation is the Reviewer.

**5. GENERAL APPROVAL OF FINANCIAL TRANSACTIONS**

The Council may determine an amount, not more than \$1500, below which transactions are generally approved. For transactions of a routine nature, the Treasurer does not need to obtain express permission to pay invoices below this amount. Examples of such routine transactions include director's fees, room hire and masterpoint fees.

Any non-routine transactions and transactions for amounts above that determined by Council must be expressly approved by Council before payment.