

TASMANIAN BRIDGE ASSOCIATION INCORPORATED

ABN 66 028 130 967

CONSTITUTION

[As amended 5 September 2020]

1. **NAME:**

The name of the Association shall be the Tasmanian Bridge Association Inc. (in this Constitution called "The Association").

2. **INTERPRETATION:**

In this Constitution, unless the contrary intention appears - "Committee" means the Committee of the Association to which Clause 15.1 refers; "General Meeting" means a general meeting of members convened in accordance with Clause 14.

3. **THE ASSOCIATION'S OFFICES:**

The offices of the Association shall be at **5 Marine Esplanade, NEW TOWN**, or at such other place as the Committee may, from time to time, determine.

4. **OBJECTS:**

The basic objects of the Association shall be to promote and foster interest in the game of Bridge in Tasmania.

5. **MEANS OF ACHIEVING OBJECTS:**

The Association shall aim to achieve the basic objects through the following means:

- 5.1 Representing bridge clubs in Tasmania at national level through affiliation with the Australian Bridge Federation Incorporated.
- 5.2 Administering the National Master Points Scheme in Tasmania.
- 5.3 Conducting, or supervising the conduct, of National events in Tasmania, State Championships, Congresses and all other Red or Gold Master Point events held in Tasmania.
- 5.4 Administering and developing competitive bridge State-wide, including establishment and implementation of the Association's Regulations and appropriate procedures.
- 5.5 Providing opportunities of all kinds at the TBA's Clubrooms for the maintenance and development of club-based bridge in the Hobart Region.
- 5.6 Assisting the individual bridge player and/or groups of bridge players through rulings and advice on bridge laws, ethics and procedures; this shall include acting as the final point of appeal against rulings given under the terms of the Laws of Duplicate Contract Bridge and of the Regulations of the Association.
- 5.7 Training and certification of bridge teachers, tournament directors and any other officials needed to put into effect the objects of the Association.
- 5.8 Establishing premises and other general facilities for the attainment of the objects of the Association.
- 5.9 Undertaking any other activities considered appropriate and/or necessary for the advancement of bridge.

6. **POWERS:**

For the purpose of promoting the objects in Clause 4, the Association may:

- 6.1 Procure contributions to the funds of the Association by subscriptions, donations, levy or otherwise, as approved by the Committee or members in general meeting.
- 6.2 Borrow money as approved by members in general meeting.
- 6.3 Accept any gift whether subject to special trust or not for any of the objects or purposes of the Association.

- 6.4 Invest money in any security in which Trustees are for the time being authorised by law to invest funds.
- 6.5 Buy, hire, take on lease or in exchange, sell and deal in any real or personal property.
- 6.6 Construct, maintain and alter buildings or works.
- 6.7 Publish books, papers, leaflets or documents.
- 6.8 Establish and support any organisation or club formed for any of the basic objects of the Association.
- 6.9 Purchase or acquire, and takeover all or any part of the property, assets, liabilities and engagements of any organisation or club with which the Association may become amalgamated in accordance with the provisions of the rules of the Association.
- 6.10 Do all other such lawful things as are incidental to these powers or conducive to achieving the objects of the Association.

7. MEMBERSHIP:

- 7.1 A person who is nominated and approved as provided in these rules is eligible to be a member of the Association on payment of the annual subscription and fees fixed under these rules, including (if appropriate) any fees payable to the Australian Bridge Federation Incorporated.
- 7.2 A nomination of a person for membership of the Association shall be:
 - (a) In writing, signed by two members of the Association who shall have been members for not less than twelve months;
 - (b) Accompanied by the written consent of the nominee on the nomination form; and,
 - (c) Lodged with the Secretary of the Association.
- 7.3 The Secretary shall refer any nomination received to the Committee as soon as practicable.
- 7.4 The Committee may reject any nomination if the nominee has not demonstrated a reasonable knowledge of the game of Bridge or for any other reason. If the nomination is rejected, any deposit for subscription or fees shall be returned without delay to the nominee.
- 7.5 The Committee shall decide on the election of nominated persons at the next Committee meeting.
- 7.6 Any person nominated under these rules may be granted provisional membership by three (3) Committee members for such period as is necessary before the Committee decides on the election of the nominated person.
- 7.7 The Secretary shall notify the nominee in writing if he/she has been approved for membership of the Association and the amount payable for subscription and fees. Upon payment, the member shall become entitled to the benefits and privileges of the Association and such payment shall be considered a declaration of his/her agreement to abide by the Constitution, Rules, Regulations and By-Laws of the Association.
- 7.8 Should the Committee reject a nomination and fifteen (15) members of the Association eligible to vote sign a petition requesting that the nominee be admitted as a member of the Association, a Special General Meeting shall be called in accordance with Clause 14. A vote of at least two thirds of the members present at such meeting shall decide the nomination be accepted.
- 7.9 A member of the Association may at any time resign from the Association by written notice of resignation to the Secretary and thereupon shall ipso facto cease to be a member of the Association, but no such resignation shall relieve any member from payment of any subscription or other money due and payable.
- 7.10 In the event of the Association being wound up, no member is liable to contribute towards the payment of the debts or liabilities of the Association, or the costs, charges and expenses of winding up, other than a sum equal to a member's unpaid subscription.

8. CATEGORIES OF MEMBERSHIP:

8.1 Members of the Association shall be:

- (a) Ordinary Members - members who are ordinary members at the time this Constitution is adopted and members admitted under Rules 7.1 to 7.5 above.
- (b) Life Member - a member who for outstanding services rendered to the Association or to the game of Bridge or for other sufficient reason is nominated by the Committee and elected a life member by a majority of at least two-thirds of members present and voting at the next Annual General Meeting, provided that such nomination is included in the notice paper of such meeting. A Life Member shall enjoy all the rights and privileges of an Ordinary Member, and shall not be liable for payment of annual subscription nor any levy imposed upon Ordinary Members.
- (c) Visiting Member - a person not normally resident in Tasmania who is nominated and approved as provided in Clauses 7.1 to 7.5 above may be admitted as a Visiting Member for a period of not more than twelve months at any one time on payment of the amount in lieu of annual subscription decided by the Committee.
- (d) Honorary Member - the Committee may admit any person as an Honorary Member. A person may not be granted honorary membership for periods aggregating more than three (3) months in any twelve months.

8.2 Honorary and Visiting Members shall have the rights and privileges of Ordinary Members, except that:

- (a) they shall not be eligible to hold any office of the Association nor vote at any meeting; and,
- (b) they shall neither be eligible to win TBA Club or Tasmanian State Championships nor be selected to represent the State in National events.

8.3 A Visiting or Honorary Member who wilfully infringes any of the Rules and Regulations of the Association or who, in the opinion of the Committee, is guilty of conduct prejudicial to the interests of the Association may be required to withdraw from the Association and his/her privileges as a member shall cease forthwith.

9. REGISTER OF MEMBERS:

9.1 The Secretary shall maintain in a form prescribed by the Committee a complete list of all members of the Association showing the name, category, address and date of admission of each member. Such register - listing names, date of admission and category of membership only - shall, on request, be available at reasonable times for perusal by any member of the Association.

9.2 A member is responsible for advising the Secretary his/her address. Any notice sent to the last advised address shall be considered duly delivered.

10. ANNUAL SUBSCRIPTION AND LEVIES:

10.1 The annual subscription of the Association and the State Bridge levy shall remain fixed at their current rates unless changed at a General Meeting after due notice of motion has been given in advance in the Agenda of such meeting. A simple majority of members present will suffice to pass such motion.

10.2 In the case of members current as at 31 December in any year the annual subscription and, if applicable, the State Bridge levy and any ABF fees for the subsequent year become due on 1st January.

10.3 If any member shall fail to pay his/her subscription and fees when due in accordance with Clause 10.2, the Secretary shall notify the defaulting member. The notice will specify a date by which payment is required ("Required Payment Date") as determined by the Committee. The

Required Payment Date will be at least 30 days after the date of the notice, and no later than 60 days after the date of the notice.

- 10.4 If payment is not received by the Required Payment Date, the member shall thereupon cease to be a member of the Association, but such cessation of membership shall not relieve the member from payment of the subscription or other money due or payable to the Association. The Secretary shall notify the defaulting member of the cessation of their membership.
- 10.5 If a person's membership has ceased in accordance with Clause 10.4 the membership will be reinstated if payment of the outstanding amount plus a late payment fee as determined by the Committee is made by 31st December of that year.
- 10.6 In the case of newly elected members elected before 1st October of any year, their subscription and fees will be as for a full membership year and will be due on notification of the approval of their membership. If payment is not received before 31st December of the that year the approval of the membership application will be withdrawn.
- 10.7 In the case of newly elected members elected on or after 1st October of any year and before 1st December of that year, their subscription and fees will be an amount determined by the Committee not to exceed the amount for a full membership year and will be due on notification of the approval of their membership. If payment is not received by 31st December of that year the approval of the membership application will be withdrawn.
- 10.8 In the case of newly elected members elected after 1st December of any year their subscription and fees will be as for for a full membership year and will cover the period until 31st December of the following year. The subscription and fees will be due on notification of the approval of their membership. If payment is not received by 31st December of the following year the approval of the membership application will be withdrawn.

11. INCOME AND PROPERTY OF THE ASSOCIATION:

- 11.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association in such manner as the Committee and/or the members in general meeting may determine from time to time.
- 11.2 The Association may from time to time at a General meeting appoint Trustees of its property, who shall have the legal ownership of the Association property and be vested with the power to sue in the name of the Association, and who shall hold office until death, resignation or removal there from at a General Meeting.

12. ACCOUNTS OF RECEIPTS AND EXPENDITURE:

- 12.1 The financial year of the Association shall be the period beginning on the 1st January and ending on the 31st December each year.
- 12.2 Proper accounting records shall be kept in a form prescribed by the Committee and in a manner as will enable:
 - (a) the preparation at any time of a true and fair financial statement of the Association's affairs; and,
 - (b) the accounts of the Association to be conveniently and properly audited.
- 12.3 The Treasurer shall see that all moneys received are correctly brought to account.
- 12.4 All money and funds of the Association shall be kept in such bank accounts and investments (subject to the limitations imposed in Clause 6.d) as the Committee decides.
- 12.5 All cheques and other negotiable instruments and electronic payments (via internet banking) for amounts of \$500 or more shall be signed or authorised by any two of the President, Vice President, Secretary and Treasurer; for amounts of less than \$500, these shall be signed or authorised by any one of the aforementioned.
- 12.6 Any payment from the Association's funds shall be only for purposes authorised by the Committee.

- 12.7 As soon as practicable after the close of the financial year, the Treasurer shall prepare in a form prescribed by the Committee statements of:
- (a) the financial transactions for that year; and,
 - (b) the financial position of the Association at the end of that year.
- 12.8 Custody of the books, documents and securities of the Association shall be the responsibility of the Secretary.

13. AUDIT:

- 13.1 The Auditor of the Association, who shall not be a member of the Committee or an officer or servant of the Association, shall be appointed at the Annual General Meeting.
- 13.2 The Committee shall have power to fill a temporary vacancy in the office of Auditor.
- 13.3 The Auditor:
- (a) has a right of access at all reasonable times to the books and records of the Association; and,
 - (b) may require from any officer or servant of the Association such information and explanations as may be necessary for completion of the audit.

14. GENERAL MEETINGS:

- 14.1 The Annual General Meeting shall be held not later than three (3) calendar months after the close of the financial year on a date decided by the Committee.
- 14.2 The business of the Annual General Meeting shall be:
- (a) to confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Committee, Auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year, including those statements prepared in compliance with Rule 12.7;
 - (c) to elect the Committee members of the Association;
 - (d) to appoint the Auditor;
 - (e) to appoint honorary officers, as required;
 - (f) to deal with any special business proposed by the Committee or requisitioned by at least ten (10) members entitled to vote, provided such business is specified in the notice of meeting; and,
 - (g) to deal with any other business which may be properly brought forward within the rules of the Association.
- 14.3 The Committee may at any time convene a Special General Meeting of the Association.
- 14.4 The Committee shall, on the written requisition of not less than fifteen (15) members eligible to vote, convene a Special General Meeting of the Association.
- 14.5 A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the Office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- 14.6 If the Committee does not cause a Special General Meeting to be held within thirty (30) days from the date on which a requisition is deposited at the Office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three (3) months from the date of the deposit of the requisition.
- 14.7 A Special General Meeting convened by the requisitionists in pursuance of these sub-clauses shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the members convening them.

- 14.8 A Special General Meeting may not transact or entertain any business except that specified in the notice calling the meeting or, as in the opinion of at least two thirds of those present, directly arise from the matter under discussion.
- 14.9 At least fourteen (14) days before a General Meeting of the Association, a notice specifying the place, date, time and business of the meeting shall be displayed until the date of the meeting on the Association's Notice Board and the attention of members shall be drawn to the notice at bridge sessions during this period.
- 14.10 At any General Meeting of the Association, twenty five (25) members entitled to vote shall constitute a quorum.
- 14.11 If within one (1) hour of the time appointed for a General Meeting to commence a quorum is not present:
- (a) a meeting convened on the request of members shall lapse;
 - (b) any other meeting shall stand adjourned to such time and place as decided by those present and, if a quorum is not then present within one (1) hour, the meeting shall lapse.
- 14.12 A meeting may be adjourned from time to time and place to place to deal with unfinished business; no other business may be entertained at an adjourned meeting. Notice shall be given of an adjourned meeting in similar form to notice of the original meeting if the adjournment is for more than fourteen (14) days; otherwise notice is not necessary.
- 14.13 Voting at a General Meeting shall be on the voices unless five (5) members present call for a show of hands or for a ballot. The presiding officer shall have an ordinary vote and, if necessary, a casting vote.
- 14.14 If the President and Vice President are both absent, the members present shall elect one of their number to preside.

15. COMMITTEE:

- 15.1 The affairs of the Association shall be managed by a Committee consisting of :
- (a) The Executive Committee of the association, as defined at clause 15.15
 - (b) Five (5) other members elected at the Annual General meeting
 - (c) The Past President, being an ex officio member of the Committee for one year immediately after vacating the position of President.
- The Chief Tournament Director, Committee Support Officer and Masterpoints Secretary should attend Committee meetings in their official capacity, and may stand for election to the committee according to Section 15.3
- 15.2 The committee members shall be elected at the Annual General Meeting of the Association, to hold office until the next Annual General Meeting.
- 15.3 Nominations for Committee members, in writing and signed by the nominee and two members entitled to vote, should be lodged with the Secretary at least ten (10) days before the date of the Annual General Meeting.
- 15.4 A nomination for President or Vice President from a member who has not served at least one year on the Committee shall not be accepted if a nominee who has served at least one year is available.
- 15.5 A member may not occupy the office of President or Vice President for more than three (3) consecutive years; and a member vacating the position of President at the end of three (3) consecutive years is not eligible to nominate for Vice President but may be elected to any other position on the Committee.
- 15.6 If insufficient or only sufficient nominations are received to fill the offices vacant, those candidates nominated shall be declared elected at the Annual General Meeting and, if any offices then remain vacant, nominations may be received at the meeting.

- 15.7 If the number of nominations received exceeds the number of vacancies, a ballot shall be held in such manner as decided by the Committee.
- 15.8 A casual vacancy shall be filled by a re-count of the ballot papers if the position was last filled by election. If a candidate is not available by a re-count, the Committee may fill the vacancy.
- 15.9 Vacation of Office:
The office of any committee member or delegate becomes vacant if the member or delegate:
- (a) dies;
 - (b) becomes of unsound mind;
 - (c) resigns office;
 - (d) is absent without approved leave from three consecutive meetings;
 - (e) ceases to be a member of the Association;
 - (f) ceases to be a resident of the State; or,
 - (g) becomes bankrupt or applies to take or takes advantage of any laws relating to bankrupt or insolvent debtors or compounds with his/her creditors or makes any assignment of his/her estate for their benefit.
- 15.10 Meetings of the Committee and of Sub-Committees:
- (a) The Committee shall normally meet once in each month at such time and place as the Committee may determine.
 - (b) A Special Meeting may be convened by the President, Vice President or four members of the Committee. Notice of the Special Meeting shall specify the general nature of the business to be transacted, and no other business shall be entertained.
 - (c) The quorum at a Committee meeting shall be five (5) members.
 - (d) If within half an hour of the appointed time for the meeting, a quorum is not present, the meeting shall stand adjourned to a time and place decided by those present, except a Special Meeting shall lapse.
 - (e) If the President and the Vice President are absent, the members present shall elect one of their number to preside.
 - (f) Voting at a meeting of the Committee (or Sub-Committee) shall be on the voices unless a member present calls for a show of hands, or for a ballot. The presiding officer shall have an ordinary vote and, if necessary, a casting vote.
 - (g) If the date of a meeting has not been fixed at a prior committee meeting, each member shall be notified and, if the time and manner (written or oral) of the notice is reasonable, it shall be deemed to have been given.
- 15.11 Disclosure of Interest:
A member who has an interest in any contract or arrangement proposed or made with the Association:
- (a) shall disclose that interest at the first opportunity; and,
 - (b) shall not vote on any decision relating to the contract or arrangement.
- 15.12 A member who has a direct interest in:
- (a) the level of fees for services rendered (e.g. tournament directing, teaching or supervising play);
 - (b) the level of subsidies (e.g. travel); or,
 - (c) the selection of State representatives, shall not vote on any relative decisions.
- 15.13 The Committee shall appoint Councillors to represent the Association on the Australian Bridge Federation Incorporated Council.
- 15.14 Sub-Committees:
- (a) The Committee may appoint a sub-committee as expedient to help conduct the activities of the Association.
 - (b) The Committee shall prescribe the functions and powers of a sub-committee.

- (c) The Committee may co-opt persons who need not be members of the Association to be members of a sub-committee. A co-opted member shall not be entitled to vote.
- (d) Three (3) appointed members shall form a quorum.
- (e) The Chairperson of a sub-committee shall be responsible for convening meetings and notice shall be given as in Clause 15.10.g above.

15.15 Executive Committee:

- (a) The President, Vice President, Secretary and Treasurer constitute the Executive Committee, which may issue instructions to the Secretary and the servants of the Association, or make such other decisions as they deem necessary in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Committee.
- (b) Where any such instructions are issued or decisions made, the Executive Committee shall report thereon to the next meeting of the Committee.

16. AFFILIATED CLUBS:

- 16.1 The Committee shall have the power to grant affiliation to any organisation of which the main objective conforms with the objects of the Association, and may determine the conditions and entitlements of such affiliation, and shall have the power to disaffiliate any such organisation or to alter such conditions and entitlements.
- 16.2 Conditions and benefits of affiliation are described in the Affiliation Policy.

17. DISCIPLINE AND EXPULSION:

- 17.1 The Committee shall have the power to reprimand, fine, suspend from any of the privileges of membership, or expel a member for unbecoming or improper conduct judged to have prejudiced the best interests of the Association.
- 17.2 Each member shall be required in connection with the game of Duplicate Contract Bridge, to conform to the standards of fair play, courtesy and personal deportment prescribed by the Policies of the Association.
- 17.3 The Association's procedures for the enforcement of the requirements in clause 17.2 are detailed in the Schedule of Disciplinary Procedures. The Schedule forms part of the Association's Policy Documents.

18. ALTERATION OF CONSTITUTION:

The Constitution of the Association shall not be altered save with the approval of at least two thirds of the members present at a General Meeting, for which meeting notice including the proposed alteration has been delivered by hand or post or by any electronic means at least fourteen (14) days before such meeting is to take place.

19. DISSOLUTION OF THE ASSOCIATION:

- 19.1 On application in writing to the Committee by at least one fifth of the financial members of the Association signifying their desire that the Association be dissolved, a Special General Meeting shall be called to consider the proposition. Notice of such meeting and its objects shall be exhibited in the Association's office for at least one month preceding the day of the meeting and a copy thereof sent to every member forthwith.
- 19.2 At the meeting, votes by proxy will be received and the votes of at least two-thirds the total membership of the Association shall be necessary to carry the proposition of dissolution. The quorum for such a meeting shall consist of one quarter of the total membership of the Association in person.

- 19.3 The instrument appointing any proxy shall be in writing under the hand of the member appointing the proxy and may be made in favour of any member of the Association. The instrument appointing the proxy shall be delivered to the Secretary not less than twenty four (24) hours before the time appointed for the meeting at which the member named in such instrument proposes to vote. No such instrument shall be valid after the expiration of twelve (12) months from the date of execution except in the case of an adjournment of any meeting held previously to the expiration of such time.
- 19.4 A proxy may be appointed for and attend at an adjourned meeting although he/she was not appointed for the original meeting.
- 19.5 No member shall hold more than one (1) proxy.
- 19.6 If upon winding up or dissolution of the Association there remain, after satisfaction of its debts and liabilities, any property, the same shall not be distributed among members of the Association but shall be given or transferred to some other organisation or organisations having similar objects to the Association, as may be recommended by the Committee and approved by at least two-thirds of the members present at a General Meeting called to consider the dissolution of the Association and any adjournment thereof.
- 20. SEAL OF THE ASSOCIATION:**
- 20.1 The seal of the Association shall be in the form of a rubber stamp, inscribed with the name "Tasmanian Bridge Association Incorporated" encircling the word "Seal".
- 20.2 The seal of the Association shall not be affixed to any instrument except by the authority of the Committee, and the affixing thereof shall be attested by the signatures either of two members of the Committee or of one member of the Association and of the Secretary of the Association or such other person as the Committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Committee.
- 20.3 The seal shall remain in the custody of the Secretary.
- 21. BY-LAWS**
- 21.1 The Committee may formulate, approve, issue, adopt, interpret and amend such By-Laws, Regulations and Policies for the proper advancement, management and administration of The Association and the advancement of the Objects as it deems necessary or desirable. Such By-Laws, Regulations and Policies must be consistent with this Constitution and may be amended or repealed by The Committee in Meeting.
- 21.2 All By-Laws, Regulations and Policies made under this Rule shall be binding on The Association and Members unless amended or repealed by Special Resolution of the Members in Meeting.
- 21.3 Amendments, alterations, interpretations or other changes to By-Laws, Regulations and Policies shall be advised to Members by means of notices approved by the Committee.

AMENDMENTS TO THE CONSTITUTION

The following clauses were amended at a General meeting on 25th March 2017:

- * Clause 3 'THE ASSOCIATIONS OFFICES', changed from Newdegate St. to Marine Esplanade, New Town
- * Clause 10 'ANNUAL SUBSCRIPTIONS AND LEVIES', rewritten to clarify situation
- * Clause 16 'AFFILIATED CLUBS', is extensively changed
- * Clause 17, 'DISCIPLINE AND EXPULSION', is extensively changed
- * Clause 21, 'BY-LAWS' was added

The following Clauses were amended at a General meeting on 5th September 2020:
10.2, 10.3, 10.4, 10.5-10.8 (added), 15.1, 15.3

The following Clauses were amended at a General meeting on 15th December 2008:
7,4, 7.5, 7.8, 8.2b, 10.1, 10.2, 10.3, 10.4, 12.5, 14.1, 14.6, 14.9, 14.13, 15.1,
15.2, 15.9 (deleted), 15.10f, 16.2, 16.3, 18

The Constitution was previously amended at the Annual General meeting on 11th December 1989.

POLICY

Issued

Schedule of Disciplinary Procedures
Expected Member Behaviour
Affiliation Policy
Remuneration
Monetary Support of ANC Team Players and Captains
Sponsorship, Guidelines
Financial Assistance for Affiliated Clubs, Guidelines
Calendar preparation
Advertisements for State & TBA Championship Events
ANC Team Selection
Role & Duties of Tournament Committee
Regulations for Championship events