

TASMANIAN BRIDGE ASSOCIATION INCORPORATED

ABN 66 028 130 967

CONSTITUTION

[As amended 15 December 2008]

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 41 Newdegate Street, NORTH HOBART, 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:

- a. Procure contributions to the funds of the Association by subscriptions, donations, levy or otherwise, as approved by the Committee or members in general meeting.
- b. Borrow money as approved by members in general meeting.
- c. Accept any gift whether subject to special trust or not for any of the objects or purposes of the Association.
- d. Invest money in any security in which Trustees are for the time being authorised by law to invest funds.
- e. Buy, hire, take on lease or in exchange, sell and deal in any real or personal property.
- f. Construct, maintain and alter buildings or works.
- g. Publish books, papers, leaflets or documents.
- h. Establish and support any organisation or club formed for any of the basic objects of the Association.
- i. 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.
- j. 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 The annual subscription and, if applicable, the State Bridge levy and any ABF fees shall be payable by 31st March in any year, or, in the case of newly elected members, within one (1) month of election.

10.3 Any member who has not duly paid his/her annual subscription and, if applicable, the State Bridge levy and any ABF fees shall not be eligible to compete in any TBA Club, Tasmanian State or National Championship event, or vote at any meeting or be a member of the Committee.

10.4 If any member shall fail to pay his/her subscription when due, the Secretary shall notify the defaulting member. If payment is not received within thirty (30) days of such notification, 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.

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 President, Vice President, Secretary, Treasurer, Master Point Secretary and five (5) members. The Past President shall be an ex-officio member of the Committee for one year immediately after vacating the position of President.

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 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, but must be lodged no later than twenty four (24) hours before the scheduled commencement of the Annual General Meeting (subject only to the overriding provisions of Clause 15.6 below).

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 of affiliation shall be:

- a. The financial membership of an Affiliated Club must total at least twelve (12) members.
- b. The Affiliated Club shall submit a list of the names of its office bearers immediately following their election.

- c. The Association is the only channel of communication between Affiliated Clubs and the ABF Council.
- d. Members of the Association have the right to play, on payment of table money, at any Affiliated Club, save only that such privilege may not extend beyond ten (10) occasions in any one (1) calendar year without members of the Association being expected to take up membership of the Affiliated Club or to pay full visitors' fee.
- e. A copy of the Constitution of the Affiliated Club must be lodged with the Association.
- f. Affiliated Clubs must accept the jurisdiction of the Association over the operation and administration of the Laws of Duplicate Contract Bridge and the application of the Regulations of the Association in all events mounted by such Affiliated Clubs.

16.3 Entitlements of affiliation shall be:

- a. To participate in the National Master Points Scheme.
- b. The right of financial members of Affiliated Clubs to enter any Tasmanian State Championship or any other Red or Gold Master Point event held under the aegis of the Association.
- c. The right of financial members of Affiliated Clubs to play in ordinary events conducted by the Association on payment of table money, save only that such privilege may not extend beyond ten (10) occasions in any one calendar year without members of Affiliated Clubs being expected to take up membership of the Association or to pay full visitors' fees.
- d. To receive active assistance from the Association with respect to promotion and advancement of bridge in the local region of the Affiliated Club.

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 The Committee shall not impose a penalty under this rule until it has:

- a. notified the member in writing particulars of the alleged conduct;
- b. given such member an opportunity to offer an explanation, verbally or in writing, to a Committee meeting to be held not less than seven (7) days after delivery of the notice; and,
- c. at least two thirds of the Committee members present consider the explanation unsatisfactory.

17.3 Any fine imposed shall not exceed twenty (20) times the current table fee.

17.4 A member suspended for more than three (3) months or expelled shall be notified in writing promptly and the member may, within fourteen (14) days appeal in writing to a Special General Meeting of the Association.

17.5 The Committee shall convene a Special General Meeting within four (4) weeks of receiving an appeal under 17.4 above. If a quorum is not present, the appeal shall be referred to the next Annual General Meeting.

17.6 The voting relating to the appeal shall be by secret ballot.

17.7 Any decision of the Special General Meeting shall be final.

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 (1) 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.

AMENDMENTS TO THE CONSTITUTION

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.