

AUSTRALIAN BRIDGE DIRECTORS ASSOCIATION

CONSTITUTION

1. **NAME:**
Australian Bridge Directors Association, hereinafter referred to as the ABDA.
2. **AIM:**
To establish minimum standards, and work for the maintenance and improvement of those standards, for tournament directing at all levels of competitive bridge in Australia.
3. **SPECIFIC OBJECTIVES:**
 - 3.1 To provide materials, information and assistance to members relevant to the directing of all types of bridge tournaments and sessions.
 - 3.2 To establish a code of ethics for tournament directors, emphasising the pursuit of equity for all, and to encourage adherence to that code.
 - 3.3 To establish competency standards for tournament directors of Club, Congress, State and National events.
 - 3.4 To develop and maintain a program of training, assessment and accreditation of tournament directors for such events.
 - 3.5 To represent members at national, state and club levels when deemed appropriate by the Council or the members in general meeting.
 - 3.6 To work towards the goal of ensuring that directing of National, State, Congress and Club events is carried out by appropriately qualified and accredited directors.
 - 3.7 To undertake any other activities considered appropriate and/or necessary for the advancement of bridge.
4. **NON-PROFIT:**
All moneys received by the Association shall be used for the benefit of the Association and its members, as may be decided from time to time by the Association's Council or the members voting at a General Meeting.
5. **MEMBERS:**
There shall be four categories of membership:
 - 5.1 Full Members: Directors who can demonstrate that they have directed a minimum of ten sessions of competitive bridge at any level: full voting rights.
 - 5.2 Associate Members: People with an interest in directing who wish to participate in the Association: no voting rights.
 - 5.3 Life Members: Members who give outstanding service to the Association or to tournament directing in Australia - directors who are nominated by the Council and elected by a two thirds majority of members at an AGM: full voting rights.
 - 5.4 Bridge Clubs: Club who wish to participate in the Association such as by receiving and distributing the Association's Bulletin to interested members.
6. **REGISTER OF MEMBERS:**
 - 6.1 The Treasurer shall maintain a complete list of all members of the Association showing the name, category, address and date of admission of each member. Such Register of Members - listing names, category of membership and date of admission only - shall, on request, be made available for perusal by any member of the Association.

- 6.2 A member is responsible for advising the Treasurer of his/her address. Any notice or Bulletin sent to the last advised address shall be considered duly delivered.
 - 6.3 The Council of the Association shall be responsible for managing the nomination, election and acceptance or rejection of applicants for membership, resulting in additions to or amendment of the Register of Members.
 - 6.4 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.
 - 6.5 Other than for the purposes of Section 16, any notice or communication required to be sent to a member shall be considered duly delivered whether sent by postal or electronic mail.
7. **FEES:**
- 7.1 The annual subscription of the Association and the joining fee for new members shall remain fixed at the current rate unless changed at a General Meeting after due notice has been given in advance in the Agenda of such meeting. A simple majority of members present and voting will suffice to pass such motion.
 - 7.2 The annual subscription shall be payable by 31st March in any year or, in the case of newly elected members, the annual subscription plus the joining fee shall be payable within one month of election to membership.
 - 7.3 Any member who has not paid his/her annual subscription shall not be eligible to be a member of the Council or to vote on Association matters.
8. **ACCOUNTS OF THE ASSOCIATION:**
- 8.1 The financial year of the Association shall be the period beginning on the 1st January and ending on the 31st December each year.
 - 8.2 The Treasurer shall see that all moneys received are correctly brought to account.
 - 8.3 All money and funds of the Association shall be kept in such bank accounts as the Council decides, with all cheques being signed by any two of the President, Vice President, Secretary and Treasurer or any other member authorised by the Executive Committee to sign cheques.
 - 8.4 Any payment from the Association's funds shall be only for purposes authorised by the Council.
9. **AUDIT:**
- 9.1 The Auditor of the Association, who shall not be a member of the Council, shall be appointed at the Annual General Meeting.
 - 9.2 The Auditor has a right of access at all reasonable times to the books and records of the Association.
10. **MEETINGS:**
- 10.1 The Annual General Meeting (AGM) of the Association shall be held not later than two (2) calendar months after the close of the financial year on a date decided by the Council. That date shall normally be during the week of the National Open Teams Championship, normally in January each year.
 - 10.2 The business of the AGM shall be:
 - a. To confirm the minutes of the last preceding AGM and of any General Meeting/s held since that meeting;
 - b. To receive from the Council of the Association a report upon the transactions and activities of the Association during the last preceding financial year; and in

- years in which the election of officers is held, to receive from the Auditor of the Association a report upon the transactions and activities of the Association during the last two preceding financial years;
- c. To elect the Council members of the Association;
 - d. To appoint the Auditor;
 - e. To deal with any special business proposed by the Council or requisitioned by at least ten (10) members entitled to vote, provided such business is specified in the notice of meeting;
 - f. To deal with any other business which may be properly brought forward within the rules of the Association.
- 10.3 The Council may convene a Special General Meeting of the Association as is considered appropriate, with such meetings to be held during a convenient National event such as the ANC.
- 10.4 The Council shall, on the written request of not less than twelve (12) members eligible to vote, convene a Special General Meeting of the Association for objects that shall be specified in the requisition document(s). Such meeting shall be convened by the Council within two months of the receipt of the requisition.
- 10.5 At least twenty-one (21) days before a General Meeting of the Association, a notice specifying the place, date, time and business of the meeting shall be inserted in an edition of the Association's Bulletin mailed to every member, or shall be sent by letter to all members.
- 10.6 At any General Meeting of the Association, ten (10) members entitled to vote shall constitute a quorum.
- 10.7 Voting at a General Meeting shall be by show of hands, except on those matters where it has been determined that a postal ballot of all members shall be held, or in such cases where five (5) members present call for a ballot. The presiding officer shall have a deliberative and, if necessary, a casting vote.
- 10.8 If the President and Vice President are both absent, the members present shall elect one of their number to preside.

11. COUNCIL:

- 11.1 The affairs of the Association shall be managed by a Council consisting of the Executive Committee - President, Vice President, Secretary and Treasurer - and between four (4) and eight (8) general members of Council as decided at the time of the election.
- 11.2 All members of the Council shall be elected every two years at an AGM by those members present and voting, together with postal votes cast by members unable to attend the AGM.
- 11.3 No more than two (2) members of the Council may be elected from any one State or Territory unless insufficient nominations are received from other States to allow this principle to be applied. In addition, at least one non-Executive Council Member shall be resident outside of a capital city.
- 11.4 Nominations for Council Members, in writing signed by the nominee and two members entitled to vote, shall be lodged with the Secretary at least two (2) weeks before the date of the AGM. If no nomination is received for one or more positions on the Council, nominations may be accepted from the floor during the AGM.
- 11.5 A casual vacancy on the Council shall be filled by the Council.
- 11.6 The office of any Council member becomes vacant if the member:
- a. dies;
 - b. becomes of unsound mind;
 - c. is absent without approved leave from three consecutive Council meetings;

- d. resigns office;
 - e. ceases to be a member of the Association.
- 11.7 The Council shall meet as often as is required at such time and place as the Council may determine, normally during an appropriate National event. The quorum at such meetings shall be three (3) members. The Council or its Executive Committee may also decide from time to time to hold meetings using the medium of teleconferencing. The President, or (in his/her absence) the Vice President, or a Council member elected pro tem by the Council shall be responsible for managing the business of all such meetings, subject to the usual rules of meeting procedure and voting rights, where the presiding officer shall have a deliberative vote and, if necessary, a casting vote.
- 11.8 The Council shall have the power to appoint such Sub-Committees as are considered appropriate to conduct the activities of the Association, with the proviso that all such Sub-Committees are fully responsible to the Council of the Association. The Council may co-opt persons who need not be members of the Council or members of the Association to be members of Sub-Committees.
- 11.9 The Executive Committee shall have the power to make decisions as they deem necessary in matters of urgency connected with the management of the affairs of the Association during intervals between meetings of the Council or General Meetings of the Association.
- 11.10 The Council shall be responsible for appointing a suitable person as Newsletter Editor.

12. VOTING RIGHTS:

Full and Life Members shall be entitled to a vote and shall have one vote each at all meetings of the Association. Absent members in these categories may assign their votes by written proxy.

13. LOCAL CHAPTERS:

- 13.1 The Council shall actively encourage the establishment of local Chapters of the Association in the various States and Territories, and/or in geographical regions, as appropriate.
- 13.2 Such Chapters shall be established to address the Aims and Specific Objectives of the Association within their State, Territory and/or Region in whatever ways the Chapters consider appropriate.
- 13.3 All Chapters of the Association shall be autonomous, but shall be encouraged to contribute as a group, as well as through individual members, to the goals and roles of the Association.

14. CESSATION OF MEMBERSHIP:

Members of the Association shall cease to be members on:

- Resignation;
- Death;
- Failure to pay the annual subscription within two (2) months of the due date;
- Expulsion from the Association.

15. BYE-LAWS:

The Council shall have the power to establish Bye-Laws considered necessary for the achievement of the Aims and Specific Objectives of the Association, with such Bye-Laws being binding on the members of the Association. In particular, the Council shall be

responsible for the development of Bye-Laws needed for the establishment of a National Accreditation Scheme for Tournament Directors.

16. DISCIPLINE AND EXPULSION:

16.1 The Council shall have the power to reprimand or expel from membership a member for unbecoming or improper conduct judged to have prejudiced the best interests of the Association.

16.2 The Council 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 an Executive Committee meeting to be held not less than fourteen (14) days after delivery of the notice;
- c. at least three of the four Executive members consider the explanation unsatisfactory.

16.3 A member expelled shall be notified in writing promptly and the member may, within twenty eight (28) days appeal in writing to a General Meeting of the Association, such meeting to be held within six (6) months of the receipt of such appeal.

16.4 The voting relating to such appeal shall be by secret ballot and any decision of the General Meeting shall be final.

17. ALTERATION OF THE CONSTITUTION:

The Constitution of the Association shall not be altered save with the approval of at least two thirds of the members voting at a General Meeting, for which meeting notice including the proposed alteration(s) has been delivered by post at least twenty eight (28) days before such meeting is to take place.

18. DISSOLUTION OF THE ASSOCIATION:

18.1 On application in writing to the Committee by at least one tenth 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 sent to every member forthwith.

18.2 At the meeting, votes by proxy shall be received and the votes of at least one half of the total membership of the Association shall be necessary to carry the proposition of dissolution.

18.3 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 - such as the Australian Bridge Federation Incorporated - having similar objects to the Association, as may be recommended by the Council and approved by at least two thirds of the members voting at the General Meeting called to consider the dissolution of the Association.

This Constitution was adopted at the inaugural Annual General Meeting of the Association, held at the Lakeside Hotel, Canberra, Tuesday, 25th January, 1994, being prepared by Roger Penny & Jane Stapleton.

Section 10.2b amended at the Annual General Meeting of the Association, held at Rydges Lakeside Hotel, Canberra, Wednesday 23rd January 2002. Sections 5, 6 and 11 amended at the Annual General Meeting of the Association, held at Rydges Lakeside Hotel, Canberra, Thursday 20th January 2005. Sections 6.5 and 8.3 amended at the Annual General Meeting of the Association, held at the Convention Centre, Canberra, Wednesday 20th January 2010.