

Constitution of the International Bridge Press Association

The Constitution was approved at the Annual General Meeting in Albuquerque 1994 and amended at the AGM in Hammamet in 1997 and Veldhoven in 2011.

A) Name, legal status, etc.

A1. The name of the association is the International Bridge Press Association (“IBPA”). IBPA is controlled by its full members.

A2. IBPA is a not-for-profit organization incorporated under the laws of the state of Montana, USA. The Registered Office of IBPA shall be situated in the State of Montana, USA. The address of the Registered Office, and the contact addresses of IBPA and its Officers, shall be as published in the most recent edition of the IBPA Bulletin.

B) Objects

The objectives of the IBPA are:

B1. To assist its members to publicise throughout the world the game of contract bridge (“bridge”) in the print and electronic media.

B2. To assist its members generally in their bridge-related professional activities.

B3. To liaise with the World Bridge Federation, WBF Zonal organisations, national bridge organisations, state and regional bridge associations and other sponsoring bodies in order to assist in the publicising of bridge and in the provision of appropriate communication facilities to members at bridge tournaments and for other bridge activities.

B4. To publish a bulletin (“the Bulletin”) on a regular basis via the internet in order to provide material for members and a forum for their views.

B5. To publish, or otherwise endorse or lend its approval to the publication and dissemination of, material relating to bridge.

B6. To associate or affiliate with any other bridge body in the world whether incorporated or unincorporated.

B7. To conduct or authorise the conduct of bridge competitions.

B8. To seek and accept sponsorship for the promotion of the activities of the IBPA.

B9. To support the principle of a free press and to oppose censorship.

B10. Generally to perform such other acts as may be incidental or conducive to the promotion or teaching of bridge and to the attainment of these objects.

C) Membership

C1. Requirements

Any person of good moral character is eligible to membership of the IBPA subject to the terms of this Constitution and any regulations properly established by the Executive Committee. No person shall be denied membership because of gender, race, colour or creed.

C2. Applications for membership

(a) Applications for membership shall be made in writing, accompanied by:

(i) full name and land address and, where necessary, email address;

(ii) a description of the qualifications of the proposed member for full membership;

(iii) the prescribed initiation fee (if any);

(iv) the appropriate membership fee;

(v) the appropriate additional fee for specified additional services such as a printed copy of the Bulletin.

(b) This application shall be conveyed to the Membership Secretary. Membership and category of membership is subject to approval or rejection by the Executive Committee or by a standing sub-committee of the Executive Committee containing not less than three members. Any person whose application for membership is rejected may appeal that decision to the next AGM of the IBPA. Any member whose application has not been rejected within three months of the application being published in the Bulletin is deemed to have been approved.

(c) If an application has been accepted by the Membership Secretary, but has not yet been approved or rejected, the applicant may, in the meantime, enjoy all the privileges of membership other than voting at an AGM, including receipt of the Bulletin.

C3. There shall be three classes of membership:

(a) Full members: Those eligible for full membership include bridge journalists, writers and reporters, all publishers, editors and regular contributors to bridge periodicals and to other periodicals regularly publishing features about bridge and its players, all producers of bridge internet, television and radio programmes, writers about bridge, and any other persons as the Executive Committee may deem fit and desirable, conforming by profession or interest to the aims and objects of the IBPA.

(b) Associate members: All persons in good standing who have an interest in the activities of the IBPA but do not have the qualifications required for full membership. Associate members pay full membership dues. They have no voting rights and are not eligible to serve as officers or members of the Executive Committee. The Bulletin is the only IBPA service offered to associate members.

(c) Honour members: Such persons, not necessarily confined to the world of bridge, nominated by the Executive Committee and confirmed at an AGM as honour members. Honour members shall be for life without payment of dues.

C4. Membership fees

(a) Upon becoming a member of the IBPA a full member and an associate member may be required to pay such initiation fee as shall be determined from time to time by the AGM.

(b) The annual membership fees for full members and associate members shall be for a calendar year, decided by the AGM at the proposal of the Executive Committee, and shall be

paid to the Membership Secretary or such other person as may be nominated for that purpose from time to time in the Bulletin.

(c) The annual membership fee becomes due on the first of January in each year. Where payment has not been received by the end of February the defaulting member shall no longer be entitled to receive the Bulletin. Members paying late must pay the full annual membership fee, but are entitled to receive the Bulletins they have missed.

(d) If the membership fee has not been paid by 30th June in the year in which it is due, the defaulting member shall be deemed to have resigned his membership of the IBPA on and from the said 30th June and no reminder notice or invoices shall be required, it being the sole responsibility of the member to ensure that his membership fee is duly paid.

(e) The initiation fees and annual membership fees shall be expressed in a currency to be determined by the AGM. Conversion to other currencies shall be determined at the time of payment with the objective of IBPA receiving the amount specified by the AGM.

(f) Persons applying for membership must pay at least a full year's annual membership fee plus a proportion of the year as follows:

(i) Before 1st June the full year's fee shall apply to the current year and the new member shall be entitled to receive the Bulletin from the start of the year;

(ii) Between 1st June and 1st September the fee due shall be one and a half times the annual membership fee at the start of the period and will cover the period to the end of the following year with the member entitled to the Bulletin from 1st July of the current year;

(iii) Between 1st September and 1st December the fee shall be one and a quarter times the latest annual membership fee determined by the AGM, for a period to the end of the following year with the member entitled to the Bulletin from the 1st October of the current year;

(iv) During December membership shall apply from 1st January of the immediate approaching year.

(g) Members requiring a printed copy of the Bulletin to their land address shall pay the additional fee specified by the AGM for each copy. For a membership application part way through the year the same additional proportion shall be paid as specified for membership dues.

C5. Membership continues unless a member:

(a) fails to pay his membership fees in accordance with this Constitution.

(b) Is expelled in accordance with regulations established by the Executive Committee by a vote of two-thirds of the Executive Committee members present.

(c) Resigns.

D) Management

D1. There are five officers of the IBPA consisting of the President, the Executive Vice-President, the Organizational Vice-President, the Secretary and the Treasurer. The officers shall be elected from amongst full members. The election shall be at the AGM in even

numbered years for a two year term of office commencing no earlier than the date of the AGM and no later than six months thereafter.

D2. The President is the highest ranking officer of the IBPA, and its head. He is the official spokesman of the IBPA on matters of policy and its financial and organizational leader. If the President's position falls vacant, he shall be replaced by the Executive Vice-President, or, if he is not available, by the Organizational Vice-President.

D3. If the position of any other officer falls vacant it shall be filled by the Executive Committee.

D4. There shall be an Executive Committee consisting of the five officers listed above, the Chairman (see paragraph IV) 6 below) and nine members elected on a three year cycle. Three places shall fall vacant each year, and shall be filled by election at the AGM.

D5. The Executive Committee shall appoint persons to fill the offices of:

- (a) Membership Secretary;
- (b) Awards Secretary;
- (c) Bulletin Editor;
- (d) General Counsel;

on such terms as are laid down from time to time by the Executive Committee. Such persons need not be elected members of the Executive Committee; where they are not, they may be co-opted to the Executive Committee but without voting rights.

D6. The Chairman is nominated by the Executive Committee for election at an AGM for a term of office to the AGM in the next even-numbered year. The Chairman is a member of the Executive Committee and has full voting rights. The Chairman heads the Control Committee. The Chairman may act as chairman at an AGM and (at the invitation of the President) at any meeting of the Executive Committee.

D7. The Control Committee consists of at least three members. It consists of the Chairman and two persons appointed by the Chairman. The Control Committee's function is to exercise supervisory powers over the officers and the Executive Committee. As such, the Control Committee has the power to:

- (a) Nominate persons at the AGM for election as officers and to the Executive Committee
- (b) To call Extraordinary General Meetings of the IBPA
- (c) To call for any papers, minutes and accounts emanating from or which have been before the Executive Committee

D8. The Auditor is elected for each fiscal year at the AGM. He shall report back to the AGM after having scrutinised the Treasurer's fiscal account, all vouchers and bank statements.

D9. "President Emeritus" is an honorary title given to a Past President of the IBPA.

D10. "Zonal Vice-President" is an honorary title awarded by resolution of an AGM upon prior recommendation of the Executive Committee. The Zonal Vice Presidents shall be

eligible to carry out the duties of the President in his absence but only in so far as they have been invited to carry out such duties by the President. They may attend meetings of the Executive Committee but shall not have a vote. A Zonal Vice-President shall do his best to fulfil his obligations to the IBPA on such terms as are laid down from time to time by the Executive Committee.

E) Duties

E1. The respective officers shall exercise such powers and perform such duties as are specified in this Constitution and as the Executive Committee shall lawfully from time to time determine.

E2. The Executive Committee shall exercise all the functions of the IBPA between AGMs, but the President with the approval of two other Executive Committee members shall be empowered to act on matters that require immediate decision when time does not permit consultation with the entire committee.

E3. In all other matters the Executive Committee shall be polled, whether in meeting or not, each member having one vote. Six members responding to a poll (whether or not being present at a meeting) shall constitute a quorum. Without prejudice to its other powers the Executive Committee shall have the power to manage, conduct, supervise and control the business and activities of the IBPA and do all such lawful acts and things as are not by statute or the Certificate of Incorporation or by this Constitution required to be exercised by the members.

E4. All actions of the officers and the Executive Committee shall be subject to ratification by the AGM. Failure to ratify shall not invalidate action taken by Officers or by the Executive Committee provided such action was not contrary to this Constitution.

F) Meetings

F1. The Annual General Meeting (AGM) is the highest authority of the IBPA. There shall be an AGM once in every calendar year, or at such time as is convenient, but in any event not more than 18 months after the previous AGM. Notice of an AGM must be published by the Secretary in the Bulletin or otherwise at least 30 days in advance, together with a preliminary agenda. Accidental omission to give notice to a member or non-receipt of notice by a member shall not invalidate the proceedings of an AGM.

F2. Extraordinary General Meetings (EGM) can be called by the Executive Committee at any time. The Control Committee has the right to call an EGM. An EGM may also be called upon the written requisition of not less than one third of the full members. At least two clear months' notice of an EGM must be published in the Bulletin or otherwise and the EGM shall be confined to the agenda accompanying the notice of meeting.

F3. AGMs and EGMs are open to the press and the public, but only full members and honour members may speak unless a majority of the meeting is in favour.

F4. Issues to be raised at the AGM shall be sent to the President not later than two months before an AGM. Only full members and honour members have the right to raise issues at an AGM.

F5. The AGM shall:

(a) elect the chairman of the AGM upon a recommendation of the Executive Committee or a nomination of not less than five full members. In the case of more than one nominee, a poll shall be taken.

(b) accept the summoning and the agenda of the AGM.

(c) pay homage to deceased members.

(d) receive the President's written report on the developments since the previous AGM.

(e) receive the written financial statement from the Treasurer and the Auditor's report and decide on acceptability.

(f) decide on proposals from full members and the Executive Committee as stated in the agenda.

(g) accept the proposed written budget for the coming fiscal year from the Treasurer.

(h) receive the written report of the Chairman and the Control Committee.

(i) receive the written report from the Organizational Vice President (summing up the reports from the Zonal Vice-Presidents), the Secretary, the Membership Secretary, and the Editor.

(j) Elect when the Constitution so requires for the term specified: the President; the Executive Vice- President; the Organizational Vice-President; the Treasurer; the Secretary; the three members (out of nine) of the Executive Committee for a term of three years; any further vacancies on the Executive Committee for shorter terms; the Chairman; the Zonal Vice-Presidents; the Auditor; any Honour Members.

(k) hand out the IBPA awards upon the recommendation of the Awards Secretary, ratified by the Executive Committee.

(l) hear any other miscellaneous business not entered on the agenda. No vote shall be taken under this point, but the President may be required to enter the matter on the agenda for the next AGM.

F6. A quorum for an AGM shall consist of at least 20 full and honour members, and if less than this number is present the chairman of the meeting shall call for an adjourned meeting within seven days. The quorum for any such adjourned meeting shall be at least 20 full and honour members.

F7. Not less than two days before the AGM the Treasurer shall make available copies of detailed accounts for the perusal of attending members.

F8. In matters not covered by this constitution, Robert's Rules of Order shall apply.

F9. Voting

(a) Only full members and honour members have a vote. A proxy vote will be exercised by the Chairman of the meeting for a full or honour member who is not present; where the member has lodged with the Secretary at least 21 days before the AGM their full name with instruction as to how their vote is to be cast on an item published in the draft agenda. Proxies lodged with the Secretary less than 21 days but at least 14 days before the AGM

may be accepted at the discretion of the Chairman of the Meeting. Resolutions put to a vote shall be decided by a show of hands unless a poll is demanded by at least five members present. Such poll, if demanded, shall be taken as the chairman of the meeting directs and must include the proxies held by the Chairman of the meeting. In the case of a tie the President, or in his absence the chairman of the meeting, shall be entitled to a second or casting vote.

(b) The chairman of the meeting may declare an agenda item out of order for stated reasons, and this may be overruled by a two-thirds vote of those present at the meeting. Non-agenda items shall not be considered unless the chairman of the meeting and two-thirds of those present approve.

F10. Elections

(a) A proposed slate of nominees for officers and for members of the Executive Committee shall be prepared by the Control Committee and published in the Bulletin, or otherwise submitted to members not later than one month prior to the AGM.

(b) Other nominations for these posts must be made not less than two months prior to the AGM in writing to the President and must be submitted by two full members. Such nominations shall also be published in the Bulletin if made in sufficient time.

(c) Full members, not present at the AGM, are entitled to submit a signed ballot by mail to the President, and such ballots shall be included in the voting count at the AGM.

(d) Failure to publish a slate shall not invalidate an election. Other nominations, for officers or for the Executive Committee, may only be made at the AGM where the slate is incomplete.

(e) Where there is only one candidate for a vacancy, the AGM shall be asked to ratify the election, and if such ratification is withheld, a new election for that post shall be held at a later date.

(f) A plurality of all votes cast is required to elect an officer and the Chairman.

(g) Executive Committee vacancies shall be filled by those candidates obtaining the highest number of votes. In the case of a tie the President, or in his absence the chairman of the meeting, shall have a casting vote.

G) Disciplinary Proceedings

G1.

(a) Upon the Executive Committee receiving a written complaint, or

(b) upon the Executive Committee's own initiative

that a member has conducted himself in such a way which infringes the IBPA's Constitution, or the IBPA's code of ethics or brings the IBPA into disrepute, then the Executive Committee shall appoint a Committee on Professional Discipline (CPD).

G2. The CPD so appointed shall investigate the matter, and only the matter, complained of. (It is not a standing committee of the IBPA.) A CPD shall consist of not less than three nor more than seven members. If the CPD consists of five or fewer persons, no two of them

shall be from the same National Bridge Organisation. If the CPD consists of six or seven persons no three of them shall be from the same NBO.

G3. The CPD shall:

(a) give notice in writing of its enquiry and the substance of each and every allegation to the member against whom such allegation is made

(b) having made reasonable efforts to accommodate such member, fix a date and place at which the enquiry into the allegation or allegations shall be held.

(c) at the enquiry allow such member to defend himself against each allegation and allow him to make a statement of his own case and to call witnesses, but not allow him to be represented, save at the CPD's discretion.

(d) determine the result of each allegation against such member. In its determination the CPD shall seek to be unanimous, but if this is impossible then the determination of the majority shall be the determination of the CPD.

(e) in the event of the CPD finding that an allegation against such member has been established to make a recommendation to the Executive Committee that such member be reprimanded, censured, suspended or expelled or any combination of the same as a member.

G4. The decision of the CPD shall be communicated both to the Executive Committee and to such member. The Executive Committee may (but need not) consider further written representations by such member concerning the CPD's decision. Any written representations must be made to the Executive Committee within one month of such member receiving notification of the CPD's decision. The Executive Committee shall, not less than one month nor more than two months after receiving written notification of the CPD's decision, either:

(a) ratify such decision or

(b) impose a lesser penalty than that adjudged by the CPD.

G5. Such decision of the Executive Committee shall be final and binding on the IBPA and such member. Decisions reached by the Executive Committee may be reached by majority voting, but a member shall only be expelled from membership by the affirmative vote of two-thirds of the Executive Committee members present.

G6. The CPD and Executive Committee shall have the right to publish their decisions in the IBPA Bulletin together with the relevant matters including the name of the disciplined member.

H) Code of Ethics

A member must respect the target of truth in published work and copyright law. Persistent dishonesty by a member in published material or lawbreaking by libel, or gross copyright infringement, would be cause for reference for an IBPA Disciplinary Proceeding.

A member suspended by National Bridge Organisations for cheating in bridge or for jailing following a conviction would be cause for reference.

Only a full or honour member may refer a matter for consideration for discipline for violating this Code of Ethics and such reference must be made to the Chairman or President.

I) Bulletin

I1. By consent, express or implied, the IBPA reproduces material in the Bulletin to which it has no copyright. The IBPA does not and cannot warrant the right of any member to reproduce material from the Bulletin without the express consent of the person or persons in whom the relevant copyright may be vested.

I2. In special cases the IBPA may claim the copy- right in Bulletin material.

I3. It follows from I1. and I2. above that members wishing to use Bulletin material should observe the legalities and/or proprieties which would apply were the material in question to be taken directly from the original (copyright) source.

J) Amendments

J1. No amendment, or change, shall be effected to this Constitution except by an affirmative vote at an EGM of not less than 10% of all full members, who shall also number not less than three-quarters of the votes cast.

J2. Voting on amendments or changes may be recorded by letter or email to the President.

J3. Notice of proposed amendments or changes shall be circulated to all full and honour members at least two months before the EGM.

K) Dissolution

K1. A proposal for dissolution of the IBPA can be made by any full or honour member.

K2. Such proposal must be published by the Secretary in the Bulletin or otherwise at least six months prior to the AGM.

K3. The proposal will need a three-quarter majority vote on two successive AGMs to be put into effect.

K4. If dissolution should be decided, paragraph XII) 5, lays down the rules for the distribution of IBPA assets.

L) Internal Affairs

L1. No part of the net earnings of the IBPA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the IBPA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

L2. No substantial part of the activities of the IBPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the IBPA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

L3. Notwithstanding any other provision in this Constitution, the IBPA shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law) or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law).

L4. The five elected officers of the IBPA constitute its Board of Directors, and the number of directors constituting the board is five.

L5. Upon the dissolution of the IBPA the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the IBPA, dispose of all the assets of the IBPA exclusively for the purposes of the IBPA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall for the time being qualify as an exempt organization or organizations under Section 501(c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

L6. Any such assets not so disposed of shall be disposed by the court of general jurisdiction in which the principal office of the IBPA is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.