

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.

I) Name of the Association

1. The name of the association is the International Bridge Press Association ("IBPA") incorporated under the Membership Corporation Laws of the State of Montana on 21 August, 1984, the conditions for which shall form part of the Constitution of the IBPA (see section XII, Internal Affairs).

2. Registered Office and Agent: The address of the corporation's current registered office and the name of its registered agent at that address is: Carr Law Firm PC, 611 Pleasant, Miles City, Montana 59301, USA.

II) Objects

The objects of the IBPA are:

1. To assist its members to publicise throughout the world the game of contract bridge ("bridge") in the print and electronic media.
2. To assist its members generally in their bridge-related professional activities.
3. To liaise with the World Bridge Federation, WBF Zonal organisations, national contract 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.
4. To publish a bulletin ("the Bulletin") on a regular basis in order to provide material for members and a forum for their views.
5. To publish, or otherwise endorse or lend its approval to the publication and dissemination of, material relating to bridge.
6. To associate or affiliate with any other bridge body in the world whether incorporated or unincorporated.
7. To conduct or authorise the conduct of bridge competitions.
8. To seek and accept sponsorship for the promotion of the activities of the IBPA.
9. To support the principle of a free press and to oppose censorship.
10. 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.

III) Membership

1. 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.

2. Applications for membership

(a) Applications for membership shall be made in writing to the Secretary or Membership Secretary and be accompanied by: i) a description of the qualifications of the proposed

member;

ii) the written support of a full member;

iii) the prescribed initiation fee (if any);

iv) the appropriate membership fee.

(b) The names of all persons applying for membership shall be published in the Bulletin as soon as practicable.

(c) Applications for membership shall be approved or rejected 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

(d) 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 IBPA bulletin, on a temporary basis, from the time of his application until his membership is confirmed or rejected by the Executive Committee (or the standing sub-committee of the Executive Committee).

(e) Details of applicants for membership whose application has been approved shall be given by the Executive Committee to the Membership Secretary, who shall enter the same on the register of members.

3. There shall be four 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 TV 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. A candidate for full membership shall be proposed by a full member in good standing.

(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, who are nominated by the Executive Committee and confirmed at an AGM as honour members. Honour members shall be for life without payment of dues.

(d) Sponsored members: Persons having the necessary qualifications to be full members, but who would find it difficult or impossible to pay the IBPA membership fees. A candidate for sponsored membership shall be proposed by a full member in good standing, and the Executive Committee shall decide the number and identity of sponsored members. Sponsored members enjoy the same rights and privileges as full members, but are required to write at least one article in each year for the IBPA bulletin. Sponsored membership is for one year only but may be extended by the Executive Committee. A sponsored member in good standing whose sponsored membership is not extended for a further year shall automatically become a full member upon payment of the initiation fee (if any) and annual membership fee.

4. 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 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 shall be payable on the first January in each year, and no later than the 31st March in the year in which it is due, failing which payment the defaulting member shall no longer be entitled to receive the Bulletin.

(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 by the Executive Committee which shall endeavour to preserve the equivalence of fees in all currencies.

(f) Persons applying for membership after 30th June but before 16th October in any year may pay (in addition to a full initiation fee) one and a half times the then current annual membership fee and such payment shall represent subscription until 31st December of the following year.

(g) Memberships applied for after 15th October need be accompanied only by the annual membership fee for the following year together with the initiation fee.

(h) Full members requiring more than one copy of the Bulletin on a regular basis shall pay an additional membership fee equal to half the full annual membership fee for each additional copy supplied.

5. 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.

IV) MANAGEMENT

1. 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.

2. 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.

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

4. 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.

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

- (a) Membership Secretary;
- (b) Awards Secretary;
- (c) Bulletin Editor;
- (d) Clippings Secretary; Note: Zonal collectors removed
- (e) General Counsel;
- (f) Sponsored Members Secretary;

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.

6. "The Chairman" is an honorary title given to an individual who has done outstanding service for the IBPA. The title is awarded by resolution at an AGM upon the prior recommendation of the Executive Committee. 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.

7. 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

8. 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.

9. "The President Emeritus" is an honorary title given to a Past President of the IBPA. The title is awarded by resolution at an AGM or EGM of the IBPA upon prior recommendation of the Executive Committee.

10. "Zonal Vice-President" is an honorary title given to an individual who has done outstanding service for the IBPA. The title is 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.

V) DUTIES

1. 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.

2. 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 deci-

sion when time does not permit consultation with the entire committee.

3. 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.

4. 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.

VI) MEETINGS

1. 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.

2. 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.

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

4. Issues to be raised at the AGM shall be sent to

the President not later than two months before an AGM. Only full members, sponsored members and honour members have the right to raise issues at an AGM.

5. 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, the Editor, the Clippings Secretary and the Sponsored Members Secretary.

(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.

6. A quorum for an AGM shall consist of at least 20 full 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 members.

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

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

9. Voting

(a) Only full members, sponsored members and honour members have a vote. Resolutions put to a vote shall be decided by a show of hands unless a poll is demanded by at least five members. Such poll, if demanded, shall be taken as the chairman of the meeting directs. 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.

10. 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.

VII) DISCIPLINARY PROCEEDINGS

1. (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 constitute a Committee on Professional Discipline (CPD).

2. The CPD so constituted 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 NCBO. If the CPD consists of six or seven persons no three of them shall be from the same NCBO.

3. 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 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, expelled or any combination of the same or otherwise disciplined as a member.

4. 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 and 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.

VIII) CODE OF ETHICS

not yet formulated

IX) BULLETIN

1. 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.

2. In special cases the IBPA may claim the copyright in Bulletin material.

3. It follows from 1. and 2. 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.

X) AMENDMENTS

1. No amendment or changes shall be effected to this Constitution except by an affirmative vote at an AGM or EGM of not less than 10% of all full members who shall also number not less than two thirds of the full members voting on the amendment.

2. Voting on amendments or changes may be recorded by letter or telegram to the President.

3. Notice of proposed amendments or changes shall be circulated to all full, sponsored and honour members at least 6 weeks before the relevant AGM or EGM.

XI) DISSOLUTION

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

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

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

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

XII) INTERNAL AFFAIRS

1. 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.

2. 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.

3. 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).

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

5. 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.

6. 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.