

# Constitution of the International Bridge Press Association (IBPA)

The Constitution was approved at the Annual General Meeting in Albuquerque 1994, amended at the AGMs in Hammamet 1997 and Veldhoven 2011; and revised 2021.

## I) NAME, LEGAL STATUS, etc.

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

2. 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 published in the most recent edition of the IBPA Bulletin.

## II) OBJECTS

The objectives of the IBPA are:

1. To assist its members to publicize throughout the world the game of contract bridge (“bridge”) in all forms of media.

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

3. To support the principle of free media and to oppose censorship.

4. 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.

5. To liaise with the World Bridge Federation, WBF Zonal organizations, national bridge organizations, state and regional bridge associations and other sponsoring bodies, in order to assist IBPA members in their bridge media activities.

## III) MEMBERSHIP

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

### 1. Types of membership:

*Full members* have full rights. *Associate members* have no voting rights and are not eligible to serve as officers or members of the Executive Committee. *Honor members* can have full or associate membership.

### 2. Requirements 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 professional producers of bridge on electronic media, 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 objectives of the IBPA.

(b) **Associate members:** All persons in good standing who have an interest in the activities of the IBPA but lack the qualifications required for full membership.

(c) **Honor members:** Such persons, not necessarily confined to the world of bridge, nominated by the Executive Committee and confirmed at an AGM as honor members. Honor members shall enjoy their status for life without payment of dues.

### **3. Applications for membership**

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

- (i) full name and address;
- (ii) a description of the applicant's qualifications, if the application is for full membership;
- (iii) the prescribed application fee;
- (iv) the prescribed membership dues;
- (v) any additional fee(s) as provided in IBPA's bylaws or regulations; or decided at AGM.

(b) The application shall be transmitted to the Membership Secretary. Membership and category of membership is subject to approval or rejection by the Executive Committee. Any person whose application for membership is rejected may appeal that decision to the next AGM of the IBPA.

(c) By applying for membership the applicant agrees that the IBPA will collect, and keep on file, the member's personal data that IBPA requires; whether in relation to legal requirements, internal regulations, other legitimate purposes, or to facilitate membership services.

(d) By applying for membership, or renewing membership of the IBPA, the member waives his/her right to have disputes with the organization resolved in any court of law; and agrees to accept a final binding arbitration before the American Arbitration Association ("AAA") by a single arbitrator.

### **4. Membership continues unless:**

- (a) The member fails to pay membership dues;
- (b) Membership is denied by the Executive Committee;
- (c) The member 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 commencing no earlier than the date of the AGM and no later than six months thereafter.

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

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

3. The Executive Committee shall fill the position of any other officer falling vacant.

4. The Chairman is elected at the same time, and for the same period, as the five officers. The Chairman is a member of the Executive Committee and has full voting rights.

5. There shall be an Executive Committee consisting of the five officers listed above; the Chairman; and nine members elected for three years on a three year cycle, with three places falling vacant each year.

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

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

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.

7. The Control Committee consists of the Auditor and the General Counsel, who are to agree on the third member of the Control Committee. The Control Committee's mission is to exercise supervisory powers over the management of the organization. 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 shall report to the AGM after having scrutinized the Treasurer's fiscal account, all vouchers and bank statements.

9. *President Emeritus* is an honorary title given to a Past President of the IBPA.

10. The AGM can, upon prior recommendation by the Executive Committee, elect *Zonal Vice-President(s)*. The Zonal Vice President(s) 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. Zonal Vice President(s) may attend meetings of the Executive Committee but shall not have a vote.

## **V) MEETINGS**

1. The convocation of full members in a duly summoned General Meeting (GM) is the highest authority of the IBPA.

2. Proceedings of a GM shall be conducted in accordance with Robert's Rules of order.

3. A quorum for a GM shall consist of at least 20 full members. The chairman of the meeting shall call for an adjourned meeting to be held within seven days if there is no quorum. The quorum for such an adjourned meeting shall be at least 20 full members.

4. There shall be an Annual GM (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.

5. Notice of an AGM must be published 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.

6. Full members have the right to raise issues at an AGM. Issues to be raised at an AGM shall be sent to the President not later than two months before the AGM.

7. The Treasurer shall make his report, with supporting documentation, available for members not less than seven days before the AGM.

**8. The AGM shall:**

- (a) elect a chairman to lead the meeting;
- (b) approve or disapprove the summoning to the meeting;
- (c) adopt an agenda for the meeting;
- (d) pay homage to deceased members;
- (e) receive the President's written report on developments since the previous AGM;
- (f) receive the written report of the Chairman;
- (g) receive the written report from the Secretary; the Membership Secretary; the Editor; and the Organizational Vice President, which shall include a summary of the report(s) from the Zonal Vice-President(s);
- (h) receive the written financial report and proposed budget from the Treasurer;
- (i) receive the Auditor's report;
- (j) determine the acceptability of the financial statement;
- (k) adopt a budget for the coming fiscal year and decide dues for the immediate approaching calendar year;
- (l) act on proposals as stated in the agenda;
- (m) 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 Chairman; the Auditor; the General Counsel; any Zonal Vice-President(s) and Honor Members;
- (n) elect three members (out of nine) of the Executive Committee for a term of three years, and fill by election any vacancies on the Executive Committee for shorter terms;
- (o) elect three members (of three) to the nomination Committee;
- (p) bestow IBPA awards;
- (q) hear any other miscellaneous business not entered on the agenda. No vote shall be taken under this point, but the AGM may decide to enter the matter on the agenda for the next GM;

9. An Extraordinary GM (EGM) can be called by the AGM; the Executive Committee; the Control Committee; and upon written request of not less than one third of all full members identifying the purpose of the meeting;

10. Notice of an EGM, together with a preliminary agenda, must be published by the Secretary at least 15 days in advance of the meeting. An EGM shall only address issues identified in the agenda. Accidental omission to give notice to a member, or non-receipt of notice by a member, shall not invalidate the proceedings of an EGM;

## **11. Voting**

(a) Only full members have a vote.

(b) The chairman of the meeting may declare an agenda item out of order for stated reasons. Such declaration may be overruled by a two-thirds vote of those attending the meeting.

### 11.1 Voting at a physical meeting

The chairman of the meeting will cast proxy vote(s) in accordance with the voter's instructions, provided the member has lodged a proxy with the Secretary at least 8 days before the meeting with instructions how to cast the vote on an item published in the draft agenda. Proxies lodged with the Secretary less than 8 days before the meeting may be accepted at the discretion of the meeting.

Proxies may be revoked by a signed notice to that effect by the member appointing the proxy. Such revocation shall be delivered to the Secretary no later than the day before the meeting. By attending the meeting, a member will automatically invalidate his/her proxy for that portion of the meeting for which the member is present.

Resolutions put to a vote shall be decided by a show of hands, unless a poll is demanded by at least five attending full members. 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, may cast a tie-breaking vote.

### 11.2 Voting at a virtual meeting

Voting at virtual meetings is either by instant electronic voting or written ballot.

Ballots shall accompany the agenda for the meeting. Ballots must set forth all proposed actions that require a vote, and include the slate of nominations when an election is part of the agenda. Ballots must provide an opportunity to vote for or against each proposed action.

Members who do not attend the meeting may exercise their voting rights by delivering their ballots to the Secretary no later than two hours before the meeting. A member who has submitted a ballot can revoke it either by a signed notice to that effect delivered to the Secretary no later than two hours before the meeting, or by attending the meeting.

### 11.3 Voting at a combined virtual and physical meeting

Members present at a physical meeting follow the rules outlined in §8.1, whereas those who do not attend the meeting physically follow the rules stated in 8.2. Electronic and physical voting shall be carried out simultaneously.

## **VI) THE EXECUTIVE COMMITTEE**

1. Between General Meetings the Executive Committee (EC) is the highest authority of the IBPA. Without prejudice to its other powers the EC shall have the power to manage, conduct, supervise and control the business and activities of the IBPA; and to do all such lawful acts and things as are not by statute, or the Certificate of Incorporation, or this Constitution, or IBPA's bylaws, or regulations adopted by a General Meeting, reserved exclusively to the members.

2. EC meetings are called by the President; or by the Secretary on request of two EC members.

2. Six members constitutes a quorum of the EC. Decisions can be made by vote, poll, or a combination thereof, where each member have one vote.

## **VII) CODE OF ETHICS**

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

A member who is suspended by National Bridge Organisations for cheating in bridge, or convicted of a crime punishable by imprisonment would be subject to discipline on that basis alone.

Only full members may submit matters for consideration by the CDP. Such reference must be made to the Chairman or President or, if involving both the Chairman and President, to a member of the Executive Committee.

### **VIII) DISCIPLINARY PROCEEDINGS**

1. (a) Upon the Executive Committee receiving a written complaint alleging, or (b) upon the Executive Committee's own initiative charging, that a member has conducted himself in such a way as infringes the IBPA's Constitution, the IBPA's code of ethics, or brings the IBPA into disrepute, then the Executive Committee shall appoint an ad hoc Committee on Professional Discipline (CPD).

2. The CPD so appointed shall investigate the matter, and only the matter, complained of. A CPD shall consist of not less than three and no 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 (NBO). If the CPD consists of six or seven persons no three of them shall be from the same NBO.

#### **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) have made reasonable efforts to accommodate such member, fix a date and place at which the enquiry into the allegation(s) shall be held following informal, but reasonably fair procedures;

(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, recommend to the Executive Committee that such member be reprimanded, censured, suspended and/or expelled, summarizing the evidence relied upon and the findings of the CPD.

4. The decision of the CPD shall be communicated both to the Executive Committee and to the charged member promptly after the CPD concludes its deliberations. The Executive Committee may (but need not) consider further written representations by such member concerning the CPD's decision, and any response on behalf of the CPD. 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.

5. Such decision of the Executive Committee shall be final and binding on the IBPA and to the charged 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.

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

## **IX) AMENDMENTS**

No amendment, or change, shall be effected to this Constitution except by a three-quarters affirmative vote in two successive AGMs.

## **X) 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 of 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 of 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 entity or entities organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as exempt organization(s) under 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 subject to the direction of the court of general jurisdiction in which the principal office of the IBPA is then located, exclusively for such purposes or to such organization(s) as the said court shall determine, which are organized and operated exclusively for such purposes as detailed in §5 above.

## **XI) DISSOLUTION**

1. Proposal for dissolution of the IBPA can be made by any full 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 in two successive AGMs to be put into effect.

4. If dissolution should be decided, paragraph X) 5. provides the rules for the distribution of IBPA assets.