

Tennis Victoria

By Laws

Last updated 14 December 2022



1.0 By-Law – General

- 1.1. These By-Laws are made by the Board pursuant to the power in clause 40 of the Tennis Victoria (TV) Constitution (**Constitution**) and may at any time be amended, added to or repealed by the Board of TV (**Board**) at any Board meeting.
- 1.2. Each member of the Board present at a meeting of the Board or any sub-committee (including the person presiding at the meeting) is entitled to one vote and, in the event of any equality of votes on any question (including the amendment, addition or repealing of a By-Law), the person presiding may exercise a second or casting vote.
- 1.3. Words and expressions contained in the By-Laws shall have the same meanings as may be ascribed to them in the Constitution. The masculine gender shall include the feminine gender and where the context requires, the singular number shall include the plural and vice versa.
- 1.4. In the event of any inconsistency between the terms of the Constitution and the By-Laws, the terms of the Constitution shall prevail, but only to the extent of such inconsistency.
- 1.5. Upon adoption by the Board, each amendment and addition to the By-Laws of the Association shall be incorporated within the relevant By-Law to which it relates. Each amendment or addition to the By-Laws shall take effect from the date it is adopted by the Board, unless a different commencement date is specified in the By-Law. Each such amendment and addition shall remain effective until the By-Law is re-issued or replaced.

Last approved by Board – 12 December 2018

2.0 By-Law – General Meetings

- 2.1. The President may invite as his guests, persons with particular skills or expertise or for any other reason, to attend any General Meeting where each such person may be heard but shall not vote.
- 2.2. Subject to the provisions of the Constitution all meetings of the Association shall be conducted in accordance with the procedures set out in this By-Law.
- 2.3. The following persons are entitled to attend any General Meeting of the Association:
 - (a) Representatives of Members of the Association as determined by the relevant Sections of the Constitution;
 - (b) The President;
 - (c) Elected Directors;
 - (d) Appointed Directors;
 - (e) The immediate Past President of the Association;
 - (f) Each Life Member of the Association;
 - (g) The Patron of the Association;
 - (h) Guests of the President (if any) invited under clause 2.1 of this By-Law; and
 - (i) Paid staff of the Association.
- 2.4. Voting Procedures at General Meetings
 - (a) Clauses 18 and 19 of the Constitution prescribe the voting procedure to be adopted at a General Meeting, other than in relation to the conduct of elections.
- 2.5. Voting Procedures at General Meetings - Conduct of Elections
 - (a) In the conduct of any election provided for under a provision of the Constitution a person shall be appointed by the Board as Returning Officer, subject to the requirements of clause 19.3. The Returning Officer shall conduct the election using first-past-the-post voting in accordance with the following procedures.
 - (b) In the case of the election of one (1) candidate only, the candidate who receives the highest number of votes validly submitted in the election shall be elected.
 - (c) In the case where two (2) or more candidates are to be elected:
 - (i) a ballot must contain the same number of votes corresponding to the number of

candidates to be elected to be valid e.g. if two (2) candidates are to be elected, the ballot must indicate the two (2) candidates that are being voted for; and

- (ii) the highest ranked candidates based on votes received, corresponding to the number of positions to be elected, shall be elected e.g. if there are five (5) candidates for three (3) positions to be elected, the candidates with the first, second and third highest number of votes are elected.

Last approved by the Board – 12 December 2018

3.0 By-Law – Standing Committees

3.1. Background

In accordance with established best governance practices the Tennis Victoria Board is committed to ensuring that its decision making processes are timely, accurate and consistent with the best interest of tennis, the Association and its Members.

The TV Board is responsible for the effective discharge of its duties as outlined in the Constitution and the *Association Incorporation Reform Act 2012 (Vic)*. In upholding these duties the Board is importantly assisted, where necessary and appropriate, by its receipt of specialist technical advice. This advice is best developed and delivered through a transparent Board Standing Committee structure.

3.2. Role of Standing Committees in good governance

Standing Committees are set up so that a small group of experts may focus in detail on a particular issue. This allows the Standing Committees to ensure that sufficient attention is being paid to certain matters that ultimately will assist the Board in making timely and sound decisions. It is important for good governance that Standing Committees report directly to the Board. Aside from any authority expressly delegated to them by the Board, Standing Committees are purely advisory bodies and discussion is limited to issues relating to the committee's terms of reference as set out in the By Law and in line with the TV Strategic Plan. The recommendations made by a Standing Committee only have effect if they are ratified by the Board.

3.3. The Principal Standing Committees of the Association shall be:

- (a) Audit & Risk Committee;
- (b) Country Advisory Group;
- (c) Competitions Committee;
- (d) Disciplinary Tribunal;
- (e) State Selection Sub Committee; and
- (f) Nominations Committee

3.4. The Chair of each Standing Committee shall be appointed annually by the Board.

3.5. The Chair of each Standing Committee does not need to be nominated by a Member of the Association. However unless stipulated in another By-Law, the Chair appointed under clause 3.2 of this By-Law must be a member of a Tennis Body or a Director of Tennis Victoria.

- 3.6. Unless otherwise stipulated in the relevant By-Law, nominations for positions on Standing Committees shall be called for annually and shall be forwarded to the Board who will appoint the required number of persons to each Committee.
- 3.7. Nominations for positions on Standing Committees will only be accepted from financial Members of the Association and must be received by the Association's CEO in writing and by the duly advertised date.
- 3.8. All Standing Committees will report to the Board who will ensure that the Committees work within the framework established by the policies, strategies and business plan of the Association.
- 3.9. All Standing Committee decisions are to be presented as recommendations to the Board, which the Board may in its absolute discretion decide to adopt, decline or modify.

Last approved by Board – 12 December 2018

4.0 By Law – Repealed May 2022

Approved by Board – May 2022

5.0 By-Law – Disciplinary Tribunal

5.1. Application

- (a) This By-Law is adapted from Tennis Australia's Code of Behaviour (effective 26 June 2009) (**COB**), Member Protection Policy (effective December 2016) (**MPP**) and Disciplinary Policy (effective July 2015) (**DP**) and addresses the processes for tribunal hearings for:
 - (i) Tournaments: where a matter requires determination above the automatic provisions of Tennis Australia's COB, or if a player wishes to contest a suspension.
 - (ii) Weekly Competitions and Tennis Victoria (TV) Events: where there is inappropriate behaviour reported to Tennis Victoria or an appeal of a decision made by the Competition Committee.
 - (iii) Regional Teams events: where there is inappropriate behaviour reported to Tennis Victoria or an appeal of a decision made by TV management related to Regional Tennis Events.
 - (iv) Member Protection: where a tribunal hearing is required under the MPP.
 - (v) Disciplinary Policy: where a tribunal hearing is required under the DP.

5.2. Tribunal Panel (COB, MPP and DP)

- (a) A pool of Tribunal Panel members shall be appointed annually by the Board. Nominations or applications are not required.
- (b) The Tribunal Panel shall be comprised of up to twelve members noting that:
 - (i) A person who is a member of the Board or management cannot be a member of the Tribunal Panel
 - (ii) Members of the panel shall consist of people who are either:
 - (A) Qualified lawyers (who need not be a member of a Tennis Body); or
 - (B) Members of a Tennis Body with a thorough knowledge of tennis; or
 - (C) Members of a Tennis Body with skills suitable to the function of a disciplinary tribunal.
 - (iii) Tribunal members shall be appointed by the Board for a term of 2 years. The terms of these members shall be staggered on a rolling basis, with half of the members appointed each year.

5.3. Management roles

- (a) From time to time the CEO shall appoint one or more members of Tennis Victoria's management as:
 - (i) Disciplinary Officer to be responsible for the administration of disciplinary processes related to tennis competitions under the COB.
 - (ii) Member Protection Officer to be responsible for the MPP
 - (iii) Disciplinary Officer to be responsible for the DP.
- (b) Tennis Australia has established the TA Tennis Integrity Department (**TID**) to assist Member Associations (like Tennis Victoria) with investigating and managing complaints made under the COB, MPP and DP. Where a tribunal hearing is required under these policies, the TID will work with the officers referred to in paragraph 5.3(a)(i)-(iii) of this By Law to manage the processes for that tribunal hearing. In circumstances where Tennis Victoria and the TID deem necessary, the TID may assume the lead responsibility for managing the processes of the tribunal hearing.

5.4. Competition Committee role (COB)

- (a) The Competition Committee will determine all applicable protests, complaints or similar matters raised in regards to teams and clubs disputes from any direct TV Competition or TV event (excluding Regional Teams Events).

5.5. Tribunal hearings (COB, MPP and DP)

- (a) When a tribunal hearing is required, Tennis Victoria shall appoint three members from the Tribunal Panel to hear the matter, ensuring that:
 - (i) The Chair of the tribunal hearing is a lawyer, or if after reasonable attempts have been made to obtain one without success, then a person with considerable experience in the legal aspects of a disciplinary tribunal.
 - (ii) No tribunal member would, by reason of their relationship with a player, or otherwise, be reasonably considered to be other than impartial.
- (b) Each member of the tribunal panel pool shall be indemnified by Tennis Victoria and its insurer from any claim, suit, proceeding or action for loss, damages or costs made against them arising out of or in any way connected with their function as a member of the tribunal panel.

5.6. Notification and conduct of Tribunal hearings (COB, MPP and DP)

- (a) The provisions of the COB, MPP or DP (as applicable) shall dictate the notification of tribunal hearings and their conduct.

6.0 By-Law – State Team selection

- 6.1. This By-Law covers the structure and regulation of all matters pertaining to the selection of State teams.
- 6.2. Selection Committee
- (a) For the selection of national junior teams events, the selection committee shall consist of three persons (referred to as the **National Junior Selection Committee**). The three members of the National Junior Selection Committee shall be drawn from:
 - (i) Available coach(es) of the National Academy - Melbourne;
 - (ii) The most senior available management representative(s) from the Operations department of Tennis Victoria.
 - (iii) There shall be at least one (1) representative from both the National Academy – Melbourne and Tennis Victoria as part of the National Junior Selection Committee.
 - (b) For the selection of all other state teams including open and regional teams, the selection committee shall consist of three members of Tennis Victoria's management (**General Selection Committee**). The General Selection Committee shall include the most senior manager of the Tennis Operations department. The other two members of the General Selection Committee shall be appointed by the most senior manager of the Tennis Operations department.
 - (c) The National Junior Selection Committee and the General Selection Committee (collectively, '**the Selection Committees**') shall be responsible for all selections under the Selection Criteria, included in this By Law at clause 6.3.
 - (d) The role of the Selection Committees is to select Victorian representative teams, including players and team managers.
- 6.3. Selection Procedure
- (a) The Selection Committees shall select such teams or individual players as are required, in accordance with such State, National or international requirements as are required or appropriate.
 - (b) The Selection Committees shall have total discretion in selection and may have regard to any one or more of the Selection Criteria outlined in clause 6.4 in any selection process.
 - (c) The Selection Committees shall meet as and when required. All members of the Selection Committees are required to constitute quorum.
 - (d) All communications with the Selection Committees shall be through Tennis Victoria's

management.

- (e) The Selection Committee may, at their absolute discretion, determine to hold a Selection Trial to assist in determining one or more team positions, from between two or more players being considered by the Selection Committee. Participation in a Selection Trial shall be at the sole invitation of the Selection Committee, and will use a format and be scheduled at a date and venue chosen by the Selection Committee. For the avoidance of doubt, the result of any Selection Trial will not necessarily determine selection into the team, but will be a factor considered within the Selection Criteria.

6.4. Selection Criteria

- (a) The objective of the Selection Criteria is to promote best practice and to ensure that all relevant issues are considered in the context of team selection. As such, members of the Selection Committees should have regard to the following factors (the '**Selection Criteria**'):
 - (i) satisfaction of, or the ability within the relevant time period to satisfy, the applicable eligibility criteria in respect of the team, event or other activity under consideration;
 - (ii) Australian Ranking and / or ITF Junior Ranking and / or ATP and WTA Ranking both current and previous history
 - (iii) State, national and international performances - with particular focus on the previous six to twelve month period including surface type and any relevant head to head individual results
 - (iv) demonstrated and/or potential ability and attitude to work with the coaching staff, team officials and other likely team members including consideration of doubles suitability;
 - (v) the player's current level of physical fitness;
 - (vi) any current or potential injury or condition which may impair, inhibit or prevent the player's performance to the requisite level;
 - (vii) any other factor considered relevant in the circumstances.
 - (viii) The result of any Selection Trial.
- (b) In considering the criteria, the Selection Committees may at their discretion give weight to extenuating circumstances. Extenuating circumstances include, but are not limited to, personal bereavement or other known matters.
- (c) No particular criteria shall be weighted more or less significantly by reason only of the order in which it appears in this By-Law.

- (d) In considering the Selection Criteria, the Selection Committees may, at their discretion, consult with third parties that they consider may offer useful information.
- (e) If a consensus position regarding any selection matter cannot be reached by a Selection Committee, then an open vote will take place on the matter with a simple majority voting system used to reach a decision.

6.5. Notification to Relevant Parties

- (a) Subject to any constraints imposed on Tennis Victoria by third parties, individuals selected by the Selection Committees shall be notified of their selection as soon as practicable in writing after their individual selection or finalisation of the relevant team.

Following notification to the selected players by Tennis Victoria, Tennis Victoria may make public announcements of the relevant selected players (e.g. by way of a media release).

6.6. Removal from a team

- (a) Players are ineligible for selection if the player:
 - (i) fails to comply with the Tennis Victoria player agreement and conditions (if any);
 - (ii) fails to comply with the Tennis Australia Disciplinary Policy;
 - (iii) breaches or fails to observe the Tennis Australia Member Protection By Law, Tennis Australia Code of Conduct or Tennis Australia Anti Doping Policy;
 - (iv) by reason of illness or injury, is unable to perform to the required standard in the opinion of the Selection Committee, following advice from a medical practitioner or similar.
- (b) Any of the selected players or team managers may be removed from a team by the relevant Selection Committee where the selected player or team manager has failed to fulfil all obligations related to selection or otherwise. Players and team managers are expected to sustain their performance and attitude to a satisfactory level. Players and team managers can be suspended at any time for inappropriate attitude or behaviour.

6.7. Right of Appeal

There is no right of appeal under this By-Law against any decision of the Selection Committees.

7.0 By-Law – Awards

7.1. Tennis Victoria strongly supports the recognition of service to the sport and as such offer a variety of awards in recognition of the achievements of Tennis Bodies and their members.

7.2. The list of Tennis Victoria awards categories are:

(a)	Tennis Service Award	Level 1
(b)	Highly Commended Service Award	Level 2
(c)	Victorian Player of the Year	Level 3
(d)	Most Outstanding Club or Centre	Level 3
(e)	Volunteer Achievement	Level 3
(f)	Coaching Excellence – Club or Centre	Level 3
(g)	Coaching Excellence – Development	Level 3
(h)	Most Outstanding Athlete with a Disability	Level 3
(i)	Most Outstanding 35+ Tennis Senior	Level 3
(j)	Most Outstanding School	Level 3
(k)	Most Outstanding Tournament	Level 3
(l)	Junior Athlete of the Year – Female and Male	Level 3
(m)	Supporting Tennis – Local Government Achievement	Level 3
(n)	Excellence in Officiating	Level 3
(o)	Most Outstanding Inclusion Initiative	Level 3
(p)	Victorian Spirit of Tennis Award (formerly Victorian Centenary of Tennis)	Level 4
(q)	Life Membership	Level 5

7.3. To facilitate the appropriate recognition of persons whose contribution to the sport is considered to be worthy of special commendation award 7.2o) has been created. The Special Purpose Award of the Association is to be known as Victorian Spirit of Tennis Award (formerly The Victorian Centenary Award) which commemorates 100 years of Tennis in Victoria.

This award is to recognise a *Significant and Valuable Contribution* to the advancement or popularity of the sport in any field such as for instance – Journalism, Media, Tournament Management,

General Management at National or State level, International Management, Supporter, Coaching and Players.

The recipient must be born in Victoria or lived the majority of his/her life as a Victorian resident. The Board will annually resolve nominations and a winner, to coincide with the Tennis Victoria Annual Awards night.

- 7.4. In addition, nominations from the Victorian tennis community will be called for award categories defined as Level 3, on an annual basis. All nominations must be made on the recognised application form and address the key selection criteria as outlined from time to time. These categories will be presented at the Tennis Victoria Annual Awards night.
- 7.5. To support the nomination process management will evaluate applications by Tennis Bodies for recognition of special service by each nominee under Levels 1 and 2. Winners and finalists for award categories under Level 3 will be selected by panels including a Director and a member with recognised expertise/achievement in the pertinent area. Levels 4 & 5 are decided by the Board.
- 7.6. The Tennis Victoria Board can at any time afford worthy candidates the commendations of:
- 7.7. 7.2 q) Life Membership –

An award to recognise *Outstanding Service* to the State Tennis Association. The detailed conditions for this award are contained in Paragraph 6.3 of the Constitution. In addition:

When considering a nomination for Life Membership for those that have served in a paid capacity, the emphasis is on outstanding service or contribution to TV and outstanding service or contribution to the sport of tennis in Victoria.

The Board shall consider the following criteria for paid administrators:

- Whether the nominee has given outstanding service or at least 15 years as an Administrator and during which time has been directly involved with the administration of Tennis Victoria and has since retired from that position.
- That there was exceptional performance and conduct and that there were no performance management issues and that the employee gave a significant contribution to the sport in their role.
- Whether the nominee has given outstanding service in the role of player, coach, official or administrator.
- The quality, length and level of service given by the nominee.
- As per all TV awards, nominations are screened by the Tennis Australia Integrity Unit, including the nominee's employment records held by HR (for TA and TV employees).

7.2 a) Tennis Service Award

An award to recognise those who have demonstrated their long-term volunteer contribution to the sport of tennis in Victoria through significant service to a Tennis Victoria affiliated Club or Association. Service can be continuous or broken and should be no less than 7 years. The number of recipients per calendar year is unlimited.

and

7.2 b) Highly Commended Service Award

An award to recognise those who have demonstrated their long-term volunteer contribution to the sport of tennis in Victoria through exemplary service to multiple Tennis Victoria affiliated clubs, Associations or Tennis Victoria. Service can be continuous or broken and should be no less than 15 years. A maximum of ten Highly Commended Service Awards are awarded per calendar year.

- 7.8. Nominations for Highly Commended Service Awards and Tennis Service Awards must be in writing via the Tennis Service Awards nomination form on the Tennis Victoria website and be nominated by a member of the committee or manager of the affiliated entity. Alternatively, the Board can make a nomination. The nomination must include a complete and detailed history of the nominee's years of service including positions held, dates and length of time each position was held and specific details of their contribution and achievements in furthering the game of tennis.
- 7.9. Management will review said applications and make recommendations to the Board, of any person who in their opinion is worthy of commendation for services rendered to the game in the state of Victoria.
- 7.10. Nominations received will be evaluated and recommendations made to the Board in accordance with the following:
- Life Membership –
To be considered at any next Board meeting following receipt;
 - Tennis Service Award –
To be considered at the next Board meeting following receipt; and
 - Highly Commended Service Award –
To be considered at the next Board meeting following receipt.
- 7.11. The Board after consideration of each *Life Membership* recommendation may resolve –
- (a) That the nomination not be proceeded with;
 - (b) To elect Life Membership consistent with clause 6.3(e) of the Constitution; or
 - (c) The approval of a lesser award.
- 7.12. In respect of a nomination which the Board resolves not to proceed with, the Proposer shall

forthwith be advised in writing without disclosure of the reasons for the decision not to proceed.

Last approved by Board – 14 December 2022

8.0 By-Law – Regional Team Events Advisory Panel

- 8.1. Eleven Country Regions ("**Region**") shall be established for the conduct of Regional Team Events. The regions shall have the following names and geographical boundaries:
- a) *Barwon*, incorporating the Local Government Areas of City of Greater Geelong, Colac Otway Shire, Golden Plains Shire, Queenscliffe Borough and Surf Coast Shire;
 - b) *Central Gippsland*, incorporating the Local Government Areas of Bass Coast Shire, Baw Baw Shire, Latrobe Shire and South Gippsland Shire;
 - c) *Central Highlands*, incorporating the Local Government Areas of Ararat Rural City, Central Goldfields Shire, City of Ballarat, Hepburn Shire, Moorabool Shire and Pyrenees Shire;
 - d) *East Gippsland*, incorporating the Local Government Areas of East Gippsland Shire and Wellington Shire;
 - e) *Goulburn*, incorporating the Local Government Areas of Benalla Rural City Council, Greater Shepparton Council, Mitchell Shire, Moira Shire, Murrindindi Shire and Strathbogie Shire;
 - f) *Loddon Campaspe*, incorporating the Local Government Areas of Campaspe Shire, Gannawarra Shire, Greater Bendigo City, Shire of Loddon, Macedon Ranges Shire and Mount Alexander Shire;
 - g) *Mornington Peninsula*, incorporating the Local Government Area of Mornington Peninsula Shire;
 - h) *North East*, incorporating the Local Government Areas of Alpine Shire, Indigo Shire, Towong Shire, Wangaratta Shire and Wodonga Rural City Shire;
 - i) *Northern Mallee*, incorporating the Local Government Areas of Mildura Rural City, Swan Hill Rural City and Wakool City Council;
 - j) *South West*, incorporating the Local Government Areas of Corangamite Shire, Glenelg Shire, Moyne Shire, Southern Grampians Shire and Warrnambool City Council; and
 - k) *Wimmera*, incorporating the Local Government Areas of Buloke Shire, Hindmarsh Shire Council, Horsham Rural City, Northern Grampians, West Wimmera Shire and Yarriambiack Shire.
- 8.2. The Regional Team Events Advisory Panel ("**Advisory Panel**") is responsible for providing input to management on Regional Team Events.
- 8.3. The Advisory Panel shall be comprised of one representative from each Region. The non-voting Chair shall be the most senior member of management responsible for tennis operations/events.

- 8.4. The Metropolitan Associations Forum will nominate one of their numbers from among an Association conducting junior competition to join the Advisory Panel for a term of up to two years.
- 8.5. An Expression of Interest process, coordinated by management, will take place to appoint each Region's representative from among Tennis Bodies within each Region. If there is more than one nomination per Region is received a ballot will be conducted in that Region via email among Tennis Bodies within the Region to appoint the Region's representative. The term of each Region representative shall be two years.
- 8.6. The Advisory Panel shall meet up to 3 times annually.
- 8.7. Any matter resolved by a vote at Advisory Panel meetings shall require a simple majority of members present at the meeting.
- 8.8. A matter resolved by the Advisory Panel shall be put to management as a recommendation, which management may, in its absolute discretion, elect or decline to adopt.
- 8.9. In addition to their responsibilities as part of the Advisory Panel – and in conjunction with TV management - the role of the Region's representative is to:
 - a) Manage the selection process and team entries within their region for Regional Team Events; and
 - b) Promote events within their Region.
- 8.10. Each Region's representative must annually submit, for Board approval, details of any and all proposed supporting organisational, volunteer, personnel and operational structures, plans and activities of their Region, including statements for any bank accounts.
- 8.11. If the approved supporting structure for a Region's representative includes the operation of an incorporated body that is not a Member, that organisation must become a Member as an Associate Affiliate. Under these circumstances the cost of becoming a Member shall be \$1.

Last approved by Board – 12 December 2018

9.0 By-Law – Affiliation fees

9.1. Application

This By Law sets out the procedures, Affiliation Fees and Player Registration Fees for Membership of Tennis Victoria.

Unless the contrary intention applies in this By Law, words shall have the same meaning as they do in Tennis Victoria's Constitution.

NB: 'Member' (capitalised) and '**member**' (lower case) have specific meanings in this By Law:

- **Member:** As per Tennis Victoria's Constitution
- **member:** The constituents of a Tennis Body affiliated to Tennis Victoria, and will be preceded with an identifier e.g. club members, association member clubs.

9.2. Affiliation Categories for Tennis Bodies

A Tennis Body may affiliate as a Member in one of the following categories:

- Association:** an incorporated body comprised of association member clubs.
- Specialist Body:** Tennis Officials Australia - Victoria, Tennis Coaches Association - Victoria and Tennis Seniors Victoria.
- Club:** an incorporated body which is a tennis club comprised of club members.
- Commercial Centre:** Professionally administered tennis business/venue with formal business registration.
- Associate Affiliate:** Schools, and any other Tennis Bodies that do not meet the definition of Association, Specialist Body, Club or Commercial Centre as contained above and within the Constitution. Associate Affiliates do not have voting rights but are eligible to access all other benefits and services of affiliates unless otherwise specified in By Laws.
- Restricted Associate Affiliate:** Any unincorporated Tennis Body under the authority of a larger organisation (e.g. an unincorporated church-based club under the authority of the Melbourne Catholic Archdiocese), that does not meet the definition of an Association, Specialist Body, Club or Commercial Centre as contained above and within the Constitution. Restricted Associate Affiliates do not have voting rights and are not covered under the Tennis Australia National Insurance Program, but are eligible to access all other benefits and services of affiliates unless otherwise specified in By Laws.

9.3. Timelines and Procedures for Affiliation

- The annual affiliation fee payable by each category of Tennis Body is set out in Schedule 1 of this By Law.
- All Tennis Bodies will be invoiced on 1 July for the total amount of their affiliation fee on 30 day payment terms, unless they have been approved for a concession affiliation fee or

- payment plan, as outlined in 10.4.
- c) To renew affiliation all Tennis Bodies must agree to be bound by TV's Constitution, By Laws and Policies. Additionally:
 - i) An Association must pay the annual affiliation fee and provide a list of their association member clubs
 - ii) A Specialist Body must pay the annual affiliation fee
 - iii) A Club, Commercial Centre, Associate Affiliate or Restricted Associate Affiliate is required to:
 - A) Pay the annual affiliation fee
 - B) Register all tennis participants who are connected to their organisation and/or tennis venue. This includes members, social players and casual users. There is no Player Registration Fee.

9.4. Concession Fees and Payment Plans

- a) Any Club with a turnover (i.e. revenue) of less than \$1,070 in their most recent financial year is eligible to apply to management for a concession affiliation fee.
- b) Any Tennis Body suffering from financial hardship may apply to management for a payment plan for their affiliation fee. Any such payment plan will require the full amount of the affiliation fee to be paid within the financial year.
- c) Management shall have the discretion to approve or reject applications for concession affiliation fees and payment plans, and may take into account additional factors such as the financial assets of a Tennis Body and willingness of the Tennis Body to improve their financial viability.
- d) Concession fees and payment plans shall be granted for a period of one year only, with Tennis Bodies being eligible to reapply in subsequent years if necessary.

9.5. Discretion for Clubs located within Interface Councils

- a) Metropolitan Clubs located within an Interface Council of Melbourne (Cardinia Shire Council, City of Casey, Hume City Council, Melton City Council, Mitchell Shire Council, Mornington Peninsula Shire Council, Nillumbik Shire Council, City of Whittlesea, Wyndham City Council and Yarra Ranges Council) may apply to Tennis Victoria management for a temporary reduction of their affiliation fees to the level of a Country Club. The approval or rejection of the application shall be at the discretion of Tennis Victoria management.
- b) If approval is granted it shall be for a period of no more than two years, and executed through the signing of an MOU with the club which shall outline mutual obligations of both parties to work to increase the club's participation and finances so that Metropolitan Club affiliation fees are sustainable at the conclusion of the MOU.

Last approved by Board – 12 December 2018

9.0 Schedule 1 - Fees

The following fees apply for the 2022/23 financial year:

Clubs and Commercial Centres

Number of Courts	Affiliation fee (inc GST)
Metro Melbourne	
1-4 courts	\$1,035
5-9 courts	\$1,670
10+ courts	\$4,480
Country Victoria	
1-4 courts	\$605
5-9 courts	\$930
10-19 courts	\$1,695
20+ courts	\$2,740
Professional Club Business	See Note 1 below

Note 1: A Professional Club Business is a tennis Club within the state of Victoria with a recurring average annual operating revenue over the preceding three financial years in excess of \$1,000,000, and with 3000 or more members and 20 courts or more, in the previous financial year.

A commercial in-confidence affiliation fee with Professional Club Businesses, approved by the Board, will be implemented.

Note 2: The concession affiliation fee referred to at 9.4 of this By Law is \$190 (inc GST).

Associations

Association Category	Definition	Affiliation fee (inc GST)
Small Metropolitan	3-29 member clubs	\$805
Large Metropolitan	30+ member clubs	\$1,600
Small Country	3-29 member clubs	\$620
Large Country	30+ member clubs	\$1,225

Specialist Bodies

The fee for Specialist Bodies is \$1,035.

Associate Affiliates

Where the Associate Affiliate or Restricted Associate Affiliate owns or has tenure over tennis courts, their affiliation fee is the equivalent fee that they would pay if they were eligible to affiliate as a Club, or if they do not have ownership or tenure over tennis courts, a flat fee equivalent to the fee paid by a Metropolitan Club with 1-4 courts: \$1,035.

10.0 By-Law – Audit & Risk Committee

- 10.1. The Tennis Victoria Audit & Risk Committee (the “**Committee**”) shall be comprised of four or five non-Tennis Victoria management persons including at least two representatives from the Board, excluding the President but including the Treasurer if there is one, and at least one person independent of Tennis Victoria. At least one of the non-Tennis Victoria Board members must have an extensive financial background in the audit and accounting area. All members should be financially literate.
- 10.2. The Board shall appoint the members of the Committee and the Chair, reviewing same after each annual audit. The Chair shall be a member who is independent of Tennis Victoria.
- 10.3. Any Director who is not the Treasurer may serve a maximum term of 3 years on the Committee. The Treasurer, if there is one, shall be a permanent assignment to the Committee.
- 10.4. The Committee will seek to adhere to the highest standards of corporate governance in the performance of all of its duties.
- 10.5. The Committee is created to assist in the effective discharge of the Board’s responsibilities in the areas of financial reporting, internal control structures, external audit functions, investment portfolio review and risk management systems. The primary objective of the Committee is to assist the Board in fulfilling its responsibilities relating to accounting and reporting practices of Tennis Victoria. In broad terms the Committee will:
 - a) Oversee, co-ordinate and appraise the quality of the audits conducted by the external auditors
 - b) Maintain open lines of communication with the Board and external auditors to exchange views and information, as well as confirm respective authority and responsibilities
 - c) Serve as an independent and objective party to review the financial information submitted by management to the Board, regulatory authorities and the general public
 - d) Review the adequacy of the reporting and accounting controls of Tennis Victoria.
- 10.6. The specific responsibilities of the Committee include but are not limited to the following:
 - a) Internal Controls
 - i) Review accounting and business policies framework for appropriateness and adequacy
 - ii) Review delegations and authorisations for appropriateness
 - b) External Audit
 - i) Review the terms of the auditor's contract, the annual audit plan and payments to the auditor

- ii) Review the external auditor's fee
- iii) Evaluate the performance of the external auditor
- iv) Recommend the auditor's appointment to the Board
- v) Review the auditor's reports and managements responses thereto
- c) Investment Portfolio Review
 - i) Review the investment performance of the portfolio and ensure that it is managed in line with the investment policy and the investment mandate with TV's chosen external fund manager
 - ii) Review any proposal for the external investment of surplus funds, always in line with the investment policy.
- d) Financial Reporting
 - i) Review the draft financial reports to ensure compliance with all relevant statutory and regulatory requirements
 - ii) Review and approve disclosures in the financial reports regarding the Association's activities, performance and related party transactions
 - iii) Review the draft financial reports and recommend to the Board whether the financial and other statements should be signed
- e) Risk Management
 - i) Review the risk management framework and make recommendations to the Board
 - ii) Assess the effectiveness of the risk management framework
 - iii) Review the annual insurance program for adequacy, changes and exclusions
- f) Complaint Handling
 - i) Ensure procedures are established and followed to review complaints received by the Association concerning accounting, risk and other matters within the Committee's scope
- g) Other Responsibilities
 - i) Undertake other projects as and when directed by the Board

10.7. Powers of the Committee

- a) The Committee discharges its responsibilities by making recommendations to the Board.

- b) The Committee does not have any executive powers to commit the Board to their implementation. The Committee is not responsible for supervising the performance of management and does not become involved in day-to-day operations, management functions or decision making. Its focus is on audit and risk.
 - c) The Committee shall have direct unfettered access to external auditors.
 - d) The Committee has the authority to seek any information it requires from any officer or employee of Tennis Victoria and has access to all corporate records.
 - e) The Committee shall have the ability to direct any special investigations and to consult independent experts where necessary to carry out its duties.
 - f) The Committee has the power to appoint legal counsel or obtain other professional advice as required.
- 10.8. The number of meetings is to be determined by the Audit & Risk Committee but shall not be less than four each year (i.e. quarterly), including meeting prior to the signing of the annual financial statements.
- a) The quorum for a meeting shall be three members.
 - b) The Tennis Victoria General Manager – Policy & Business Affairs will act as secretariat of the Committee in respect of distribution of relevant documentation and information prior to and post meetings. All meetings shall be conducted subject to a Chair approved agenda to be distributed at least seven days prior to the meeting. All members have the opportunity to contribute agenda items to the Chair in advance of this and the Chair may consult with another member(s) of the Committee as he or she deems fit.
 - c) The Chair of the Committee shall cause minutes of the meetings to be kept by one of the members of the Committee.
 - d) From time to time the Chair may invite a member(s) of the Board or management or others to attend all or part of meetings to provide advice or information. The Chair will invite the General Manager – Policy & Business Affairs and/or CEO to all or part of meetings at his discretion.
- 10.9. The Chair of the Committee shall report to the Board subsequent to each committee meeting by providing any or all of:
- a) All Committee minutes and formal resolutions
 - b) Results of the external audit process
 - c) Other key activities and major issues of which the Board should be apprised.

11.0 By Law - Elections protocol / Restriction on use of Tennis Victoria register of members

- 11.1. Pursuant to section 57 of the *Association Incorporation Reform Act 2012 (Vic)* (**Act**) Tennis Victoria notes it must provide members with **access** to the register of members on request by a member. Such access is subject to section 59 of the Act, which means if a member has requested that their personal information be restricted, and the Secretary of the Association has agreed to such request, then a member inspecting the register of members under section 57 will not obtain access to this restricted information.
- 11.2. In relation to **use** of this information (obtained through access), Tennis Victoria does however prohibit all members from:
- a) Using information about another person obtained from the register of members of an incorporated association to contact or send materials to the other person; and/or
 - b) Disclosing information about another person obtained from the register of members of an incorporated association knowing that the information is likely to be used to contact or send materials to the other person.
- 11.3. In respect to Director elections for the Tennis Victoria Board, and communication with Tennis Bodies in respect to same, the following will apply:
- a) Upon nomination (and as a part of same), nominated candidates are asked for their application to include a 1-page CV, and advised that this will later be circulated to all Tennis Bodies for the voting process.
 - b) At the close of nominations, all candidates will be advised of any other nominees (and provided with a copy of their 1-page CVs), thus confirming to them whether or not there is an election required.
 - c) The notification of any election being required, the above 1-page CVs, and the Tennis Victoria's Nominations Committee's reporting, will then be directly distributed by management to all Tennis Bodies. In advance of this, candidates will be given the opportunity to provide a 1-page letter to clubs/affiliates (to accompany their 1-page CV) to be included in this distribution of information.

Last approved by Board – 11 December 2019

12.0 By Law - TV Board and Directors' role summary & Code of Conduct declaration

Role of the Board

The primary role of the Tennis Victoria Board is one of trusteeship on behalf of its members and stakeholders, ensuring that the organisation remains viable and effective in the present and future in acting for the greater good of the sport.

The work of the Board to achieve this is through:

- Determining the organisation's strategic direction, organisational measures, core values and ethical framework
- Appointing, dismissing, directing, supporting the professional development for, evaluating the performance and determining the remuneration of, the CEO
- Approving, monitoring and reviewing the financial (including approving the finance audit report) and non-financial performance of the organisation
- Ensuring an effective system of internal controls exist and are operating as expected, and that appropriate policies on key issues are being applied effectively and legally as intended
- Ensuring financial and non-financial risks are appropriately identified and managed
- Ensuring the organisation complies with all relevant law, codes of conduct and appropriate standards of behaviour
- Providing an avenue for key stakeholder input into the strategic direction of the organisation
- Ensuring effective Director, Board and Chair performance evaluation occurs regularly.

Role of Directors

The Board is comprised of Directors, who are temporary custodians of the sport who individually and jointly have legal and ethical obligations to act solely in the best interest of the organisation and the sport.

Each Director brings their own views, skills and experiences to their role, the diversity of which is embraced by the organisation. Some of the experience which Directors may draw upon in the exercise of their duties may be from roles held in the past, or concurrently, in other tennis organisations such as clubs and associations. Further, Directors may have been nominated or elected to their role by such organisations. Importantly and fundamentally, the responsibility of Directors in discharging their duties is to make decisions for the betterment of Tennis Victoria as a whole, and not to promote or advance self or vested interests, or those of any other tennis body.

Commitments to Individual and Collective Behaviours

As a Director of Tennis Victoria, I (name)

1. Acknowledge my fiduciary duty – a legal duty of trust and loyalty – to Tennis Victoria
2. Acknowledge my duty to act in good faith with care and diligence at all times in the best interest of the organisation as a whole. As part of this duty I undertake to review Board papers before Board meetings and to fully acquaint myself with all strategic and policy issues confronting the organisation.
3. Acknowledge and share Tennis Victoria's commitment to child safety: a zero tolerance approach to any form of child abuse and a commitment to ensuring that the sport of tennis is a safe, inclusive and friendly environment for children and young people.
4. Will review the draft minutes of Board meetings and advise of any amendments I believe are required for the minutes to be a true and accurate record of the meeting. Following the approval by the Board of the minutes of a meeting I will immediately destroy any and all notes from the meeting, or provide such to management for destruction.
5. Will put the greater good of the sport of tennis and the organisation above any interests of myself or any other tennis or other body that I may be involved with.
6. Undertake to disclose any and all perceived, possible and actual Conflicts of Interest in a timely manner, and to submit myself to the direction of the Board in dealings with such Conflicts of Interest. Specifically, I will not be involved in the Board discussion, consideration or determination of any issue to which I have a Conflict of Interest.
 - a. Agree that where I hold a position as a Director of Tennis Victoria and a position on the management committee or board of any other tennis body and a Conflict of Interest arises (perceived, possible or actual), I will not be involved in the Tennis Victoria Board discussion or the tennis body board/committee discussion or any consideration or determination of such issue.
7. Will uphold the confidentiality of discussions at Board meetings.
8. Will contribute to a positive Board behaviour and culture by showing respect for the opinions of other Board members, and allowing each member a fair and equal opportunity to contribute to discussion and decision making.
9. Will embrace the role of Ambassador for Tennis Victoria, and that the Board will 'speak with one voice' when communicating with the outside world, regardless of any personal or representational views.

10. Acknowledge that the role of a Director is not an operational one; and acknowledge that the conduct and output of operational activities of the organisation will be through the CEO.
11. Will not represent a Tennis Body, other than Tennis Victoria, at any Tennis Victoria Forum or Meeting.

I also declare that I am a fit and proper person to be a Director of Tennis Victoria and that I am:

- not bankrupt, nor have made any arrangement or composition with my creditors generally;
- not of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- not directly or indirectly interested in any contract or proposed contract with the Association for which I would fail to declare the nature of my interest;
- not prohibited from being a director of a corporation under the Corporations Act, or an office bearer under the Associations Incorporation Act (2012);
- eligible to obtain a Victorian Working with Children Check, and will do so if elected or appointed as a Director.

If I am found by a majority of my fellow Directors acting reasonably and in good faith that:

- I have not upheld my duties and/or legal responsibilities as a Director;
- I have not acted in the best interests of Tennis Victoria or of Tennis;
- I have failed to follow a Board resolution;
- I have breached this Code of Conduct or the Constitution or other rules, regulations, policies or by-laws of Tennis Victoria;
- I have at any time committed an anti-doping rule violation or otherwise contravened any anti-doping policy whether Tennis Victoria's or any other sporting body;
- I have been charged with or convicted of a crime;
- I have breached confidentiality;
- I have brought myself, Tennis or Tennis Victoria into disrepute as a result of my action or omission including any statement I make;
- I have made disparaging comments about other Directors, the Board or Tennis Victoria;
- I have acted in a manner prejudicial to the interests of Tennis Victoria or Tennis or unbecoming of a Director; or
- Am unable to obtain a Victorian Working with Children Check;

I hereby agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

[Director's Signature] **Date:**

Last approved by the Board – 17 June 2020

12.0 By Law - TV Board and Directors' role summary & Code of Conduct declaration

Role of the Board

The primary role of the Tennis Victoria Board is one of trusteeship on behalf of its members and stakeholders, ensuring that the organisation remains viable and effective in the present and future in acting for the greater good of the sport.

The work of the Board to achieve this is through:

- Determining the organisation's strategic direction, core values and ethical framework
- Appointing, dismissing, directing, supporting the professional development for, evaluating the performance and determining the remuneration of, the CEO
- Approving, monitoring and reviewing the financial (including approving the finance audit report) and non-financial performance of the organisation
- Ensuring an effective system of internal controls exist and are operating as expected, and that appropriate policies on key issues are being applied effectively and legally as intended
- Ensuring financial and non-financial risks are appropriately identified and managed
- Ensuring the organisation complies with all relevant law, codes of conduct and appropriate standards of behaviour
- Providing an avenue for key stakeholder input into the strategic direction of the organisation
- Ensuring effective Director, Board and Chair performance evaluation occurs regularly.

Role of Directors

The Board is comprised of Directors, who are temporary custodians of the sport who individually and jointly have legal and ethical obligations to act solely in the best interest of the organisation and the sport.

Each Director brings their own views, skills and experiences to their role, the diversity of which is embraced by the organisation. Some of the experience which Directors may draw upon in the exercise of their duties may be from roles held in the past, or concurrently, in other tennis organisations such as clubs and associations. Further, Directors may have been nominated or elected to their role by such organisations. Importantly and fundamentally, the responsibility of Directors in discharging their duties is to make decisions for the betterment of Tennis Victoria as a whole, and not to promote or advance self or vested interests, or those of any other tennis body.

Commitments to Individual and Collective Behaviours

As a Director of Tennis Victoria, I (name)

1. Acknowledge my fiduciary duty – a legal duty of trust and loyalty – to Tennis Victoria
2. Acknowledge my duty to act in good faith with care and diligence at all times in the best interest of the organisation as a whole. As part of this duty I undertake to review Board papers before Board meetings and to fully acquaint myself with all strategic and policy issues confronting the organisation.
3. Will review the draft minutes of Board meetings and advise of any amendments I believe are required for the minutes to be a true and accurate record of the meeting. Following the approval by the Board of the minutes of a meeting I will immediately destroy any and all notes from the meeting, or provide such to management for destruction.
4. Will put the greater good of the sport of tennis and the organisation above any interests of myself or any other tennis or other body that I may be involved with.
5. Undertake to disclose any and all perceived, possible and actual Conflicts of Interest in a timely manner, and to submit myself to the direction of the Board in dealings with such Conflicts of Interest. Specifically, I will not be involved in the Board discussion, consideration or determination of any issue to which I have a Conflict of Interest.
 - a. Agree that where I hold a position as a Director of Tennis Victoria and a position on the management committee or board of any other tennis body and a Conflict of Interest arises (perceived, possible or actual), I will not be involved in the Tennis Victoria Board discussion or the tennis body board/committee discussion or any consideration or determination of such issue.
6. Will uphold the confidentiality of discussions at Board meetings.
7. Will contribute to a positive Board behaviour and culture by showing respect for the opinions of other Board members, and allowing each member a fair and equal opportunity to contribute to discussion and decision making.
8. Embrace that I am an Ambassador for Tennis Victoria, and that the Board will 'speak with one voice' when communicating with the outside world, regardless of my own personal or representational views.
9. Acknowledge that the role of a Director is not an operational one; and acknowledge that the conduct and output of operational activities of the organisation will be through the CEO.

10. Will not represent a Tennis Body, other than Tennis Victoria, at any Tennis Victoria Forum or Meeting.

I also declare that I am a fit and proper person to be a Director of Tennis Victoria and that I am not:

- bankrupt, nor have made any arrangement or composition with my creditors generally;
- of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- directly or indirectly interested in any contract or proposed contract with the Association for which I would fail to declare the nature of my interest;
- prohibited from being a director of a corporation under the Corporations Act, or an office bearer under the Associations Incorporation Act (2012).

If I am found by a majority of my fellow Directors acting reasonably and in good faith that:

- I have not upheld my duties and/or legal responsibilities as a Director;
- I have not acted in the best interests of Tennis Victoria or of Tennis;
- I have failed to follow a Board resolution;
- I have breached this Code of Conduct or the Constitution or other rules, regulations, policies or by-laws of Tennis Victoria;
- I have at any time committed an anti-doping rule violation or otherwise contravened any anti-doping policy whether Tennis Victoria's or any other sporting body;
- I have been charged with or convicted of a crime;
- I have breached confidentiality;
- I have brought myself, Tennis or Tennis Victoria into disrepute as a result of my action or omission including any statement I make;
- I have made disparaging comments about other Directors, the Board or Tennis Victoria; or
- I have acted in a manner prejudicial to the interests of Tennis Victoria or Tennis or unbecoming of a Director;

I hereby agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

[Director's Signature] **Date:**

Last approved by the Board – 12 December 2018

13.0 By Law - Nominations Committee Charter

13.1. Purpose

- a) The Nominations Committee is a Committee of the Board.
- b) Its primary purpose is to review and make a report to the affiliates of Tennis Victoria (TV), or the TV Board, on the nominations for Director positions (in accordance with the terms of this Charter).
- c) The existence of the Committee does not imply the fragmentation or diminution of the role of the Board to ensure the integrity of the organisation's Directors' nomination and recruiting policies. It has no delegated authority other than to make reports and any comments to the Board or affiliates for consideration.
- d) For clarity, the Nominations Committee does not provide nominations for these TV Board positions. The ability to provide nominations (and then vote on same) remains solely with all affiliated Tennis Bodies of TV. The Nominations Committee fulfils a comprehensive assessment process of all nominations that are received – against the needs of the organisation at the time – and provides information for all election voters to duly consider.

13.2. Authority

- a) The Board has authorised the Committee to perform the activities required to address its responsibilities and to report and make comment to the Board and affiliates.

13.3. Membership

- a) The Board may appoint, remove or replace the members of the Committee.
- b) Any person who will be a candidate for election as a Director is ineligible to be a member of the Committee in the calendar year of that election.
- c) The membership of the Committee consists of:
 - i) Two Directors;
 - ii) Two persons (who are not Directors of TV), each of whom is a member of a different affiliated Tennis Body and who have experience in corporate governance and/or human resources; and
 - iii) One independent person (who is not a Director of TV) with expertise in corporate governance and/or human resources.

- d) For its initial appointment and the filling of any Nominations Committee vacancy (or at any time the Board desires) the Board will call for Expressions of Interest (EOI) re 13.3(c)(i), from the full Board of Directors, and call for EOI re 13.3(c)(ii) from all affiliated Tennis Bodies. The Board will determine any particular process for its own considerations of EOI for positions on the Nominations Committee.
- e) The Committee Chair is appointed by the Board.
- f) Should the Committee Chair be absent from a meeting, the Committee Members present shall appoint a Chair for that particular meeting.
- g) The CEO or his/her designate is the Committee secretariat.
- h) After its initial appointment, the Board will confirm the composition of the Nominations Committee each December or when required upon any vacancy.

13.4. Meetings

- a) The Committee will meet when necessary and participants may attend by teleconference, with the calling of meetings and agendas determined by the Chair/secretariat.
- b) A quorum consists of at least half the members of the Committee.
- c) The Committee Chair shall not have a second or casting vote.

13.5. Specific Functions of the Committee

- a) Prior to the call for nominations for Director elections, the Committee will review the skill mix of the Board, excluding those Director(s) whose term is concluding. This will include the undertaking of a skills/experiences 'gap analysis'. The Committee will draft a document ('Director Criteria') outlining desirable criteria which will identify the skills and competencies required to complement those non-retiring Directors for a balanced, diverse and well functioning Board. Such 'Director Criteria' to be signed-off by the full TV Board.
- b) The Director Criteria will be distributed with the call for nominations. The Nomination Form will invite nominees to address the criteria.
- c) Following the close of nominations, the Committee will review the nominations received (including the discretion to interview nominees).
- d) The Committee will report to affiliates on how the nominees align with the Director Criteria. The report will be previewed by the Board before being distributed with the ballots for the Director elections.

- 13.6. All nominees for Director positions will appear on the ballot for the election, irrespective of the assessment of the Nominations Committee, as long as they have declared themselves as a fit and proper person to be a Director of Tennis Victoria by virtue of signing the TV Director's Code of Conduct as a part of their nomination.
- 13.7. Following the election of Directors and where there are vacancies for Appointed Directors that may be appointed - or a casual vacancy to be appointed by the Board at any point – the Nominations Committee will review the skill mix of the elected Directors and identify the skills required to complement them to have a balanced, diverse and well functioning Board. The Board shall then endeavour to fill any Appointed Director or casually vacant position(s) with reference to the identified skills and may seek further guidance from the Nominations Committee during this process.

Approved by the Board – 19 June 2019

14.0 By-Law – Competitive Play Committee

- 14.1. The Tennis Victoria Competitive Play Committee (the “**Committee**”) is responsible for:
- a) Providing guidance and recommendations to the TV Board and management regarding the strategy for competitive tennis playing opportunities. The Committee shall take the broadest possible view of this topic, incorporating competitions, tournaments and events, conducted by both Tennis Victoria and other Victorian tennis organisations; and
 - b) The approval of rules and regulations of TV conducted competitions, in alignment with TV’s competition strategy.
- 14.2. The Committee shall be comprised of up to 7 voting members, including the Chair. The Chair shall have an initial and casting vote.
- 14.3. The Head of Insights & Channels, or any successor role to this title, will act as Secretariat to the Committee.
- 14.4. The Chair, at his/her absolute discretion, may seek the advice or ruling of the TV Board on any matter prior to delivering his/her casting vote.
- 14.5. The Chair of the Committee shall be a TV Director appointed annually by the Board.
- 14.6. Voting members of the committee, other than the Chair, shall be appointed by the Board for a term of 2 years. The terms of these members shall be staggered on a rolling basis, with approximately half of the members appointed each year. To enable these rolling rotations, half of the inaugural members shall be appointed for a term of 1 year.
- 14.7. An Expression of Interest process open to all affiliates will take place prior to the appointment of members, with a view to ensuring suitable skills, knowledge and diversity within the Committee, complementary to the range of different competitive tennis playing opportunities.
- 14.8. The Committee shall meet 4 times a year and have specific responsibility for:
- a) Assisting the Board and management in the development of TV’s strategy for competitive tennis playing opportunities.
 - b) Approval of all TV competition rules.

- c) The creation of any Advisory Panels established for specific competitions, including for determining any disputes, protests, complaints or similar matters related to TV competition rules.
- 14.9. A dispute, protest, complaint or similar matter determined by an Advisory Panel of the Committee may be appealed to the Disciplinary Tribunal within the timeframes and provisions set out in the competition rules for the relevant competition.
- 14.10. The Committee, at its discretion, may form Advisory Panels for specific competitions to provide input into the competition rules and other matters relevant to the competition. Any Advisory Panel shall be chaired by a member of, and appointed by, the Committee. Advisory Panels shall have between 3 and 5 members, who need not be members of the Competitive Play Committee, appointed by any such process as determined by the Advisory Panel Chair and management.
- 14.11. Advisory Panels shall meet or communicate via teleconference and/or email as and when determined by the Advisory Panel Chair. The attendance at and any recommendation(s) of any Advisory Panel(s) meeting shall be recorded by management for the Competitive Play Committee.
- 14.12. Ultimate responsibility for required grading, scheduling and host venue allocations for any TV competition rests with management. Management may consult with any Advisory Panel that exists for competition and its Chair to receive relevant input and participation in the decision making process in these areas.
- 14.13. Other than when required by the Constitution or By-Laws, the Committee Chair may report to, or consult, the Board at their own discretion or when requested to do so by the Board.
- 14.14. Any matter resolved by a vote at Committee meetings shall require a simple majority of members present at the meeting. Where voting on any matter is tied, the Chair will have a second or casting vote.

Approved by the TV Board – 23 September 2020.

15.0 By Law - TV Standing Committee role summary & Code of Conduct

Role of the Board and Standing Committees

The TV Board is responsible for the effective discharge of its duties as outlined in the Constitution and the *Associations Incorporation Reform Act 2012 (Vic)*. In upholding these duties the Board is importantly assisted, where necessary and appropriate, by its receipt of specialist technical advice. This advice is best developed and delivered through a transparent Board Standing Committee structure.

Role of Standing Committees and their members in good governance

Standing Committees are set up so that a small group of experts may focus in detail on a particular issue. This allows the Standing Committees to ensure that sufficient attention is being paid to certain matters that ultimately will assist the Board in making timely and sound decisions. It is important for good governance that Standing Committees report directly to the Board, through their Chair. The Chair of each Standing Committee is a TV Director appointed by the Board.

Aside from any authority expressly delegated to them by the Board, Standing Committees are purely advisory bodies and discussion is limited to issues relating to the Standing Committee's terms of reference as set out in the By Laws and in line with the TV Strategic Plan. The recommendations made by a Standing Committee only have effect if they are ratified by the Board.

Behaviours of Standing Committee members

As a Standing Committee member of Tennis Victoria, I (name)..... agree to:

1. Be diligent in my role, by reviewing Standing Committee papers before Standing Committee meetings;
2. Attend Standing Committee meetings or forward my apology prior to the meeting;
3. Treat all people associated with Tennis Victoria, including members, staff, volunteers, partners, external stakeholders, Directors and other Standing Committee Members with respect;
4. Contribute to a positive Standing Committee behaviour and culture by showing respect for the opinions of other Standing Committee members, and allowing each member a fair and equal opportunity to contribute to discussion and decision making;
5. Consider matters and express views based on what is best for Tennis Victoria, not for individual interest or gain, or the interest or gain of any other tennis or other body that I may be involved with;
6. Declare any Conflicts of Interest as they arise and act to ensure that these conflicts do not pose a risk to Tennis Victoria;
7. Be honest at all times;
8. Make best efforts to understand, and not knowingly act in contradiction to, all policies and procedures established by Tennis Victoria and Tennis Australia;
9. Always look for opportunities for improved performance of the Standing Committee I am a member of;
10. Uphold the confidentiality of discussions at Standing Committee meetings;
11. Not speak to the media about any aspect of Tennis Victoria that could damage Tennis Victoria's reputation;
12. Acknowledge that the role of a Standing Committee member is not an operational one, and acknowledge that the conduct and output of operational activities of Tennis Victoria will be through the CEO and his/her team of staff;
13. Ensure that I do not represent myself as a representative or spokesperson of Tennis Victoria without the express permission of the Chair of the Standing Committee or CEO, nor misrepresent myself as an employee of Tennis Victoria; and
14. Not communicate to any or all Tennis Victoria affiliates, by way of reporting on any TV meeting(s) / TV Committee activity, unless such communication has first been reviewed by the relevant Committee Chair and/or senior manager.

[Standing Committee member Signature] Date:

Last approved by the TV Board – 12 December 2018

16.0 Appointment of Representatives

- 16.1. This By-Law is made under rule 40 of the Constitution and is to be known as 'By-Law 19: Appointment of Representatives'. Rule 40 of the Constitution allows the Board to formulate, approve, issue, adopt, interpret or amend such by-laws, regulations and policies for the proper advancement, management and administration of the Association. Such By-laws must be consistent with the Constitution. All By-Laws made by the Board under rule 40 of the Constitution are binding on the Association and Members.
- 16.2. Rule 6.1 of the Constitution provides that Tennis Bodies are to be represented at General Meetings of the Association by a Representative, who shall have the right to be present, debate and vote at such General Meetings. Rule 19.1 of the Constitution entitles the Representative to exercise one vote on behalf of a Tennis Body at a General Meeting of the Association.
- 16.3. Rule 3.1 defines Representative to mean a duly authorised and nominated representative of a Member. It also requires any Representative to be a member of the Member they are representing. This By-Law sets out the process and requirements for a Tennis Body to appoint a Representative so as to ensure each Tennis Body is entitled to vote through their Representative at a General Meeting of the Association.
- 16.4. Definitions
- (a) Association means Victorian Tennis Association Incorporated.
 - (b) Board means the body consisting of the directors under rule 22 of the Constitution.
 - (c) CEO means the Chief Executive Officer of the Association appointed from time to time under clause 29 of the Constitution.
 - (d) Constitution means the constitution of the Association.
 - (e) General Meeting means the annual or any special general meeting of the Association.
 - (f) Representative means the person appointed by a Tennis Body under this By-Law to act as a representative and vote on behalf of that Tennis Body at a General Meeting of the Association.
 - (g) Committee Member means any person elected or appointed to a committee of a Tennis Body from time to time in accordance with the Tennis Body's Rules and the *Associations Incorporation Reform Act 2012* (Vic) or *Corporations Act 2001* (Cth), and duly advised to the Association by the Tennis Body in accordance with its membership of the Association.
 - (h) Tennis Body means such entity or person as determined by the Board and admitted to membership as a Tennis Body under Rule 7 of the Constitution such as (but not limited to) a Club, Specialist Body, tennis association or commercial tennis centre.

- 16.5. Subject to this By-Law, each Committee Member of a Member Body are authorised to be the Representative of their relevant Member Body, upon their declaration that they are entitled to attend to vote on behalf of their Tennis Body at a General Meeting. In circumstances where more than one Committee Member attends a General Meeting only one shall be entitled to vote. The appointment of the Committee Member of the Tennis Body is a standing appointment and will be updated consistent with when the Association is advised in a change to such offices (either through the annual membership application process under rule 7.3 of the Constitution or otherwise by a Tennis Body subsequent to any change).
- 16.6. In circumstances where no Committee Member of a Tennis Body are able to attend a General Meeting for whatever reason, a Tennis Body can appoint a Representative in place of a Committee Member (known as an Alternate Representative) to attend and vote on behalf of the Tennis Body at that General Meeting of the Association. Such Alternate Representative is to be appointed using the Alternate Representative Appointment Form found at Annexure A to these By-Laws and returned in accordance with the requirements set out in that form. For the avoidance of doubt, a nomination of Alternate Representative is effective only for the purposes of the General Meeting for which the Alternate Representative is nominated.
- 16.7. Unless the Association is advised otherwise (and in accordance with this By-Law), only Committee Members of Tennis Body are entitled to vote on behalf of that Tennis Body at a General Meeting of the Association. In the event that an Alternate Representative is appointed and attends a General Meeting where a Committee Member of that Tennis Body is also in attendance, the Alternative Representative's right to vote on behalf of the Affiliate is lost and reverts back to the Committee Member.

Approved by the Tennis Victoria Board – 11 February 2019

ANNEXURE A

Alternate Representative Appointment Form

Name of Tennis Body: _____ (Tennis Body)

The above listed Tennis Body nominates Mr/Mrs/Ms/Miss _____ to
be the Alternative Representative of the Tennis Body for the General Meeting dated
_____.

[insert date of General Meeting]

Signed _____ Date: _____
[signed by the President or Secretary]

Name _____

Position _____

**THIS FORM MUST BE DELIVERED TO THE CHIEF EXECUTIVE OFFICER
BY ANY OF THE FOLLOWING MEANS:**

- (A) BY POST care of Tennis Victoria, Locked Bag 6001 Richmond, Victoria 3121 (to be received no later than 24 hours prior to the relevant General Meeting;
OR
- (B) HAND DELIVERED to the office of Tennis Victoria located at AAMI Park (Entrance F), Olympic Boulevard (formerly Swan Street), Melbourne VIC 3000 (to be received no later than 24 hours prior to the relevant General Meeting)
OR
- (C) BY EMAIL to Tennis Victoria via tvreception@tennis.com.au (to be received no later than 24 hours prior to the relevant General Meeting)
OR
- (D) HAND DELIVERED to the CEO or his/her delegate at and prior to the commencement of the relevant General Meeting

**THE TENNIS BODY IS RESPONSIBLE FOR ENSURING IT MEETS THESE REQUIREMENTS
AND TENNIS VICTORIA TAKE NO RESPONSIBILITY FOR LATE OR MISDIRECTED
FORMS.**

17.0 By Law – Procedure for the conduct of Postal Elections

- 17.1. This By-Law is made under rule 40 of the Constitution and is to be known as 'By-Law 17: Procedure for the conduct of Postal Elections '. Rule 40 of the Constitution allows the Board to formulate, approve, issue, adopt, interpret or amend such by-laws, regulations and policies for the proper advancement, management and administration of the Association. Such By-Laws must be consistent with the Constitution. All By-Laws made by the Board under rule 40 of the Constitution are binding on the Association and Members.
- 17.2. Rule 19.4 of the Constitution permits electronic and postal voting for the election of Elected Directors, with such voting to be held in accordance with procedures prescribed by the Board. This By-Law sets out the procedure for the conduct of electronic and postal voting for the election of Elected Directors.
- 17.3. Voting for the election of Elected Directors will proceed by way of electronic or postal voting only. Only those electronic or postal votes submitted in accordance with this By-Law will be considered for the purposes of election of the Elected Directors. For the avoidance of doubt, those Members who have not submitted an electronic or postal vote in accordance with this By-Law will not be able to vote in person at the relevant General Meeting.
- 17.4. Interpretation
The words and phrases used in this By Law have the same meaning as in the Constitution and this By Law is to be read in conjunction with, but subject to, the Constitution.
- 17.5. The Board will appoint a Returning Officer to conduct the ballot.
- 17.6. Members who are eligible to vote must complete the distributed ballot (in accordance with the directions set out within) and return it to the Returning Officer by one of the following methods for the vote to be valid:

(a) Electronic:

All votes being submitted electronically must be through the website specified by the Returning Officer. Electronic votes must be submitted through the website no later than COB, on the working day prior to the day of the AGM.

(b) Post:

All votes being posted should be addressed to the Returning Officer, at the address provided in the distributed information. Postal votes must be received at the address no later than COB, on the working day prior to the day of the AGM.

(c) In Person:

Votes can be delivered in person to the Returning Officer, at the address provided in the distributed information and must be received no later than COB, on the working day prior to the day of the AGM.

- 17.7. Voting will be conducted (and tallied) according to the first-past-the-post method as set out in By-Law 2.0: General Meetings.

- 17.8. The announcement of the Elected Directors will be made as a standing order of business at the AGM.
- 17.9. The process that the Returning Officer will apply to electronic and postal ballots is set out in Annexure A.

Last approved by Board – 13 December 2017

Annexure A – Postal Ballot Process

1. Ballot paper wording

- 1.1 The following features shall appear on all ballots:
 - a) the name of the organisation, Tennis Victoria
 - b) the initials of the Returning Officer or other authenticating mark
 - c) the name and number of office/s to be filled
 - d) instructions for completing the ballot
 - e) the names of the candidates
 - f) instructions for casting or returning the ballot
 - g) name of the Returning Officer
 - h) any other instruction considered necessary by the Returning Officer
- 1.2 The Returning Officer, in conjunction with TV management, shall arrange for the distribution of ballots to Members eligible to vote.
- 1.3 The ballot shall contain the names of the candidates with the surname first followed by the given names.
- 1.4 The order of names in each ballot shall be determined by lot drawn by the Returning Officer.

2. Issue of ballot material

- 2.1 On or before the opening day of the ballot the Returning Officer shall forward electronic ballot material by email to each Member on the register of Members at the address shown on the register.
- 2.2 Electronic ballot material shall include:
 - a) directions on how to access the voting website and the time and date of the close of the ballot; and
 - b) instructions on how to request a postal ballot.
- 2.3 Postal ballot material shall include:
 - a) the ballot papers showing the time and date of the close of the ballot;
 - b) a Reply Paid envelope addressed to the private box referred to in this rule, being an envelope that may be posted without expense to the voter; and
 - c) an inner 'Declaration Envelope', suitable for containing the ballot paper.

3. Replacement ballot material

- 3.1 Where a Member whose name is on the register of Members claims that the ballot material has not been received or has been lost, destroyed or spoilt, the Member may make an application to the Returning Officer for the issue of replacement ballot material.
- 3.2 The application shall:
 - a) be in writing;
 - b) set out the applicant's full name and postal address;
 - c) set out the grounds on which the application is made;

- d) contain a declaration that the applicant has not voted in the ballot; and
- e) be accompanied, if practicable, by any evidence that is available of the loss, destruction or spoiling of the ballot material.

- 3.3 If the Returning Officer is satisfied that the information contained in the application is true and correct, the Returning Officer shall issue replacement ballot material to the applicant.

4. Preliminary scrutiny of envelopes during the ballot

- 4.1 The Returning Officer shall structure the voting website so that more than one ballot cannot be lodged by the same voter. The Returning Officer shall conduct a preliminary scrutiny of postal ballots lodged to ensure that only one ballot from each eligible voter is admitted to the count. The Returning Officer may commence the preliminary scrutiny prior to the close of the ballot.
- 4.2 Before proceeding to count the votes to ascertain the result of the ballot, for any postal ballots received the Returning Officer shall:
- a) remove the 'Declaration Envelope' from the Reply Paid envelopes, and
 - b) examine the voter's declaration attached to each 'Declaration Envelope', and mark off the voter's name against a copy of the roll of voters.
- 4.3 A voter's returned postal ballot material shall be rejected and set aside if:
- a) The 'Declaration Envelope' has not been returned, or
 - b) the voter has not completed the declaration on the 'Declaration Envelope' to satisfy the Returning Officer, or
 - c) the voter is ineligible to vote, or
 - d) the Returning Officer is unable to identify the voter on the roll of voters.
- 4.4 Where a voter returns more than one set of ballot material, only one set of ballot material shall be admitted into the count. The Returning Officer shall decide which set of ballot material is to be rejected.
- 4.5 The Returning Officer shall note on the ballot material that it has been rejected and the reason for rejection and set it aside for separate custody.

5. Scrutiny of postal ballot papers at the close of the ballot

- 5.1 When the Returning Officer has determined which declaration envelopes are accepted for the count, each envelope shall be opened and the ballot papers removed and set aside so that who cast the ballot can no longer be identified. When this has been completed for all declaration envelopes, the ballot papers can be counted.
- 5.2 The Returning Officer shall reject as informal a postal ballot paper that:
- a) does not bear the initials or other authenticating mark of the Returning Officer, and/or
 - b) has upon it any mark or writing by which the voter can be identified, and/or
 - c) is not marked substantially in accordance with the instructions included on the ballot paper, and/or
 - d) the marking is such that the intention of the voter is not clear, and/or
 - e) is not returned inside the declaration envelope.

18.0 By Law – Procedure for the election of the President

- 18.1 This By-Law is made under rule 40 of the Constitution and is to be known as '*By-Law 18: Procedure for the election of the President*'. Rule 40 of the Constitution allows the Board to formulate, approve, issue, adopt, interpret or amend such by-laws, regulations and policies for the proper advancement, management and administration of the Association. Such By-Laws must be consistent with the Constitution. All By-Laws made by the Board under rule 40 of the Constitution are binding on the Association and Members.
- 18.2 Rule 23(b) of the Constitution provides for the annual process following the AGM whereby that the Board elects one of their number to be President by secret ballot, in accordance with the By-Laws (if any). Similarly, Rule 26.2(b) provides for the process for the Board electing one of their own number to fill any casual vacancy occurring in the position of the President, in accordance with the By-Laws (if any). This By-Law sets out the procedure for the election of the President in both of these circumstances.
- 18.3 The TV Board shall annually convene as soon as practicable following the conclusion of the AGM for a Special Meeting to elect a President from amongst the current Directors. For the avoidance of doubt, the composition of the Board for this meeting includes any Director elected at the AGM but will not generally include any Appointed Director who may be due for appointment i.e. the Board will usually comprise of eight (8) individuals at this time.
- 18.4 For any election of the President, the Company Secretary shall facilitate the meeting, calling for nominations and acting as returning officer for any election required. All nominations must be seconded.
- 18.5 In the event of only one nomination being received that Director shall be deemed elected 'on the voices' as President until the conclusion of the following AGM.
- 18.6 In the event of more than one nomination being received an election will be held by secret ballot. Directors shall indicate their preferred nominee for President on the ballot paper, with the nominee receiving a simple majority of votes being elected as President until the conclusion of the following AGM.
- 18.7 In the event of no nominee receiving a simple majority the Company Secretary may recommence the election process outlined at 18.4-6, including calling for further nominations; or alternatively, proceed in such fashion as the Board otherwise determines for a process that secures the majority support of one of their number to act as President until the conclusion of the following AGM.

Last approved by the Board – September 2021