

## TENNIS NEW SOUTH WALES BY LAWS

### 1. GENERAL

- 1.1 Clause 17 of the Tennis New South Wales Limited Constitution provides the Board with the power to make, repeal and amend the By-Laws of the Company. Such By-Laws must be consistent with the Tennis NSW Constitution and the By-Laws and Policies of Tennis Australia Limited (ACN 61 006 281 125).
- 1.2 These By-Laws are adopted for the general conduct of the Company's affairs and are pursuant to and subject to the constitution of the Company, and will have the various meanings and definitions prescribed by the constitution.
- 1.3 Interpretation of these By-Laws devolves upon the Board, and the Board may create new By-Laws on any matter at any time, and such By-Laws will remain in effect until revoked by the Board.
- 1.4 An organisation affiliated with the Company is required to file a copy of its current constitution and the names of office-bearers, with the Secretary of the Company for record and reference purposes, within 28 days of change.
- 1.5 Registered Players may be members of more than one affiliate but are only required to pay, or have paid on their behalf, one Player Registration Fee in each financial year.
- 1.6 For convenience, the Board may at its discretion adopt certain documentation to operate as Special By-Laws of the Company. This may include the constitution of non-incorporated Sub-groups and Affiliates, and Policies, Procedures, Manuals of Practice and other definitive documentation of the Company.

### 2. COMMITTEES

- 2.1 Clause 16.10 of the Tennis New South Wales Limited Constitution provides for the establishment of four Board standing committees which will include –
- Audit and Risk Committee
  - Remuneration Committee
  - Tennis Country Management Committee
  - Tennis Sydney Management Committee
- 2.2 All committees are responsible to and subject to the overall control of Tennis New South Wales as the parent body through the Board. No committee has greater power than the Board or the members in general meeting: committees are servants, not masters, of the parent body. Committee meetings can pass their own resolutions, but these are void to the extent of any inconsistency with a resolution of a Tennis New South Wales General Meeting or the Board.

2.3 This By Law defines the composition and role of each of the Standing Committees elected by the Board. Except as otherwise specified in the Articles, meetings may be called:

- (i) according to an approved meeting timetable
- (ii) by request of the Board
- (iii) by the Chairperson of the relevant committee
- (iv) by a requisition of not less than 20% of the committee members

2.4 Each committee must submit minutes of its meetings and any recommendations to the Board following each meeting of the committee.

2.5 The Board will call for nominations each year for standing committees. The Board will appoint standing committee members at its first meeting immediately after the Annual General Meeting.

2.6 At the request of any Director, the Secretary will furnish details of nominations received for any committee or committees so requested.

The following conditions will be observed:

- (a) Any person appointed to represent the Company at any single purpose function, meeting or activity will be entitled to officially represent the Company at that designated event only.
- (b) The Chief Executive will ex officio be a member of all committees but without voting rights.

### 3. COMMITTEES

#### 3.1 Audit and Risk Committee

(a) The function of the Audit and Risk Committee will be –

- Provide advice to the Board on strategic financial matters;
- Oversee the Company's corporate governance practices and its ethics and behaviour;
- Review the Company Budget prior to submission to the Board for approval;
- Establish and maintain the internal control framework, in consultation with the auditors;
- Oversee and appraise the scope and quality of the audits conducted by the auditors;
- Review all financial reports which require approval by the Board of Directors;
- Review the end-of-year financial reports and make recommendations to the Board regarding the adoption of those reports;
- In conjunction with senior management, develop a risk management policy for the Company;
- Review the risk management policy on a regular basis and report to the Board;
- Review all Company insurance policies are adequate for the business;

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- Ensure the Company's various tax liabilities are met in a timely manner;
- Ensure the Company's legislative and regulatory obligations are fulfilled;
- Assess policies and procedures which deal with the adequacy and effectiveness of internal controls over business processes;
- Through the Chairman of the Committee, maintain open lines of communication with the Board of Directors, its Management and its auditors, to exchange views and information and to ensure a clear understanding of each party's responsibilities.

(b) The composition will be:

- Three Directors of Tennis New South Wales appointed by the Board;
- The Board will elect the Chairman of the Committee;
- The CEO will appoint a staff liaison, who will provide logistical and support services to the Committee.

(c) The operation of the Committee will be as agreed by the Committee from time to time. The Committee will determine a meeting and work schedule, which will be provided to the Board. Minutes will be kept of all meetings and a written report incorporating the effect of all resolutions will be submitted to the Board for its consideration.

(d) The Chairman of the Committee may, without reference to the Board, invite any person to join a meeting or meetings of that Committee for the purpose of assisting in any matter before that Committee, but such invitees will have no voting rights.

### 3.2 Remuneration Committee

(a) The function of the Remuneration Committee will be –

- Assess on a regular basis the composition of the Board;
- Assess the skill sets and competencies of the current Board;
- Recommend to the Board education and training opportunities to address deficiencies;
- Review the Company's succession planning in order to maintain a balance of skills, experience and continuity;
- Establish clear procedures for assessing Board performance;
- Establish clear procedures for assessing Chief Executive Officer performance;
- Make recommendations to the Board regarding the Chief Executive Officer's remuneration;
- Provide advice to the Board regarding incentive performance packages, superannuation entitlements, retirement and termination entitlements;
- Review the Company's policies relating to human resources;
- Benchmark the Company against similar organizations in regards to governance, remuneration and human resources policies.

(b) The composition will be:

- Four Directors of Tennis New South Wales appointed by the Board, one of whom shall be the President;
- The Chairman will be elected by the Board.
- The quorum will be a majority of members;
- The CEO will act as staff liaison and attend meetings at the invitation of the Chairman;
- The CEO will provide logistical and support services to the Committee.

(c) The operation of the Committee will be as agreed by the Committee from time to time. The Committee will determine a meeting and work schedule, which will be provided to the Board. Minutes will be kept of all meetings and a written report incorporating the effect of all resolutions will be submitted to the Board for its consideration.

(d) The Chairman of the Committee may, without reference to the Board, invite any person to join a meeting or meetings of that Committee for the purpose of assisting in any matter before that Committee, but such invitees will have no voting rights.

### 3.3 Tennis Country Management Committee

(a) The function of the TCMC will be –

- develop a strategic direction for tennis in Country areas;
- establish clear procedures for communicating with Country Regions, clubs and associations including but not limited to the appointment of such sub-committees and their terms of reference as may be required;
- establish clear procedures for communicating with Country coaches;
- recommend to the Board the affiliation of new clubs and/or associations;
- develop and monitor an annual budget as part of the annual Tennis NSW budget process including the oversight of the financial responsibilities delegated to Country Regions;
- develop and apply procedures for the selection of Country teams as may be required;
- arrange and manage tennis tournaments and closed competitions for Country players;
- develop an annual calendar of events;
- benchmark Tennis Country against rural tennis organisations in other states;
- provide advice to the Board on matters relating to Country clubs and associations including the most appropriate composition of the TCMC;
- engage government funding agencies at the local level;
- advise the Board on the development of tennis in Country regions.

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- (b) (i) The TCMC administers Country tennis across six regions allocated by the Tennis NSW Board :
- Central West;
  - Northumberland;
  - North East;
  - North West;
  - South East; and,
  - South West.
- (ii) The boundary of Tennis Country with Tennis Sydney and the boundaries of the six Country regions, all approved by Tennis NSW, are prescribed on a map on file with Tennis NSW.
- (c) (i) The TCMC shall comprise two Delegates from each of the 6 Country Regions. The Board appoints these Delegates on the recommendation of the two Country Directors elected to the Board at the Annual General Meeting of the Company. Among these Delegates shall be –
- a minimum of two Country coaches who are accredited with TCA/TA, and
  - the two Country Directors.
- (ii) Where there are three or more nominees for appointment as a Delegate for any of the Country Regions, the Country Directors shall liaise with the Country Region/s concerned to ascertain the views of the Region/s as to the merits or otherwise of the nominees to assist them to consider the best nominees to recommend to the Board of Tennis NSW for their consideration in the selection of the TCMC.
- (iii) All Country Delegates appointed after the 2010 Annual General Meeting of the Company shall hold office for a term of two years.
- (iv) In the event of a casual vacancy occurring on the TCMC during this two year term, the following process should occur:
- TCMC may, in the event of a casual vacancy occurring in a region, appoint a person to be a Country Delegate to fill this casual vacancy.
  - TCMC may resolve not to fill the casual vacancy.
  - Any Country Delegate appointed to fill a casual vacancy will hold office only until the end of the term of the vacating Country Delegate but will be eligible to stand for re-election.
- (v) A senior staff member of Tennis NSW responsible to the Company for the operations of the Committee, and for the provision of logistical and support services where required, shall be appointed, without vote, to the Committee.
- (vi) The Board will appoint the Chairperson of the TCMC subject to the consideration of the recommendation of the TCMC.
- (vii) The quorum shall be a majority of Delegates.

- (d) The operation of the Committee will be agreed by the Committee from time to time. The Committee will determine a meeting and work schedule, which will be provided to the Board. Minutes will be kept of all meetings and a written report incorporating the effect of all resolutions will be submitted to the Board for its consideration.
- (e) The Chairperson of the Committee may, without reference to the Board, invite any person to join a meeting or meetings, for the purpose of assisting in any matter before that Committee, but such invitees will have no voting rights.

### 3.4 Tennis Sydney Management Committee

- (a) The function of the Tennis Sydney Management Committee will be –
  - Develop a strategic direction for tennis in the metropolitan area;
  - Establish clear procedures for communicating with metropolitan clubs and associations including but not limited to the appointment of such sub-committees and their terms of reference as may be required;;
  - Establish clear procedures for communicating with metropolitan tennis coaches;
  - Recommend to the Board the affiliation of new clubs and/or associations;
  - Arrange and manage tennis tournaments and closed competitions for metropolitan players;
  - Develop an annual calendar of events;
  - Develop and monitor an annual budget as part of the annual Tennis NSW budget process including the oversight of the financial responsibilities delegated to metropolitan hardcourt & grasscourt;
  - Develop procedures for the selection of metropolitan teams as may be required;
  - Benchmark Tennis Sydney against metropolitan tennis organizations in other states;
  - Provide advice to the Board on matters relating to metropolitan clubs and associations including the most appropriate composition of the Tennis Sydney Management Committee;
  - Establish an appropriate forum to enable metropolitan Members to attend and be heard;
  - Engage government funding agencies at the local level;
  - Advise the Board on the development of tennis in the metropolitan area.
- (b) The composition will be:
  - Up to four nominees from the Metropolitan Hardcourt Association appointed by the Board on the recommendation of the Hardcourt Directors appointed to the Board pursuant to Clause 14.1 (c ) (iii) (A) of the TNSW constitution;;
  - Up to two nominees from the Metropolitan Grasscourt Association appointed by the Board on the recommendation of the Grasscourt Director appointed to the Board pursuant to Clause 14.1 (c ) (iii) (A) of the TNSW constitution;

- Two Sydney based tennis coaches/court operators with appropriate accreditation/qualifications and membership of a recognized coaching organization appointed by the Board on the recommendation of the Court Operator Director appointed to the Board pursuant to Clause 14.1 (c ) (iii) (C) of the TNSW constitution;
  - Two members-at-large appointed by the Board on the basis of their broad experiences in tennis administration, playing or coaching;
  - Senior staff member of Tennis NSW responsible to the Company for the operations of the Committee without vote;
  - The Board will appoint the Chairman of the Committee subject to the consideration of the recommendation of the Committee;
  - The quorum will be a majority of members;
  - The staff liaison will provide logistical and support services to the Committee.
- (c) The operation of the Committee will be as agreed by the Committee from time to time. The Committee will determine a meeting and work schedule, which will be provided to the Board. Minutes will be kept of all meetings and a written report incorporating the effect of all resolutions will be submitted to the Board for its consideration.
- (d) The Chairman of the Committee may, without reference to the Board, invite any person to join a meeting or meetings of that Committee for the purpose of assisting in any matter before that Committee, but such invitees will have no voting rights.

#### 4. AFFILIATION AND MEMBERSHIP

##### 4.1 Authority

- 4.1.1 The Constitution of Tennis New South Wales Limited (TNSW) empowers the Board to grant affiliation to associations, clubs and court operators.
- 4.1.2 It is a condition of affiliation that associations, clubs and court operators uphold and maintain the rules and regulations of TNSW and Tennis Australia as implemented and amended from time to time, including but not limited to the Member Protection Policy, Anti-Doping Policy, Disciplinary Policy and Code of Behaviour Tournaments and Weekly Competitions. Such authority is vested in the Board of Directors, which sets the strategic direction for the sport.
- 4.1.3 It is a general principle of affiliation to TNSW that each association, club and court operator will have access to a tennis facility. Unless there are extenuating circumstances, TNSW will not affiliate two or more members at the one facility.

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##### 4.2 Affiliation Requirements

4.2.1 New applications for affiliation must have –

- A completed Application for Affiliation Form
- A list of office bearers

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- A constitution (in the case of associations & clubs)
- A set of court rules (in case of court operators)

4.2.2 Applicants for affiliation should note that TNSW has model constitutions and court rules, which are available for adoption.

4.2.3 The Board, at its sole discretion, will determine admission or rejection of each application for affiliation. In rejecting an application the Board is not required to furnish a reason as to that rejection.

4.2.4 Applicants for affiliation will be notified as soon as possible after the Board has made its decision. Successful applicants will be required to pay all appropriate fees including the registration of its players. Failure to pay such fees within 30 days of the Board decision will be notified to the Board, which may determine that the application is now void.

4.2.5 Applicants for affiliation must be aware that TNSW has a general principle of granting affiliation to only one association or club at any tennis facility. In line with this principle, the use of a geographical name in an association or club name will be limited to one affiliate.

### 4.3 Fees

4.3.1 According to the TNSW Constitution in Clause 6.6, the entrance fee and annual subscription payable by each Member (if any) will be determined by the Board from time to time and may vary for each different class of Member.

4.3.2 Affiliated Members will be notified of the schedule of fees payable in a membership year at least six months prior to the commencement of that membership year. The membership year of TNSW is the recognised fiscal year (July to June).

### 4.4 Affiliate Responsibilities

4.4.1 TNSW fosters a collegial attitude to the sport of tennis. TNSW is charged with protecting the sport and its participants. It is the responsibility of all affiliates to foster and grow the sport in their local communities. If tennis prospers, then its associations, clubs and court operators will prosper.

4.4.2 Affiliates are asked to –

- Support TNSW and its policies
- Support the Tennis Australia Member Protection [Policy, Anti-Doping Policy, Disciplinary Policy and Code of Behaviour Tournaments and Weekly Competitions](#).
- Inform its members of TNSW programs and competitions
- ~~Inform its members of their obligations under these By-Laws~~
- Inform its members of the various insurances provided by TNSW
- Actively participate in the governance of the sport

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- Register all members with TNSW

4.4.3 Affiliates have a duty of care to provide safe playing conditions for all members within the precincts of the tennis facility, at which they are based.

#### 4.5 Affiliate Entitlements

- 4.5.1 As a financial member of TNSW, affiliates are entitled to attend, speak and vote at general meetings of TNSW. This entitlement is exercised through the affiliate president or designated officer. By exercising its voting rights, an affiliate participates in the governance of tennis. It allows each and every affiliate to determine the composition of the ultimate leadership group – the Board of Directors.
- 4.5.2 Affiliates are also covered by the various insurance policies, which TNSW has in place. These include public liability insurance scheme, which is critical to the risk management of any organization; the personal accident insurance for each individual registered player; and, officers and directors insurance.
- 4.5.3 Affiliates are also entitled to conduct and promote competitions and tournaments to other affiliates and registered players.
- 4.5.4 Affiliates also receive benefits, which may be offered by TNSW sponsors and supporters from time to time. This may include preferential bookings and discounts to major tournaments conducted at the Sydney Olympic Park Tennis Centre.

#### 4.6 Player Registration

- 4.6.1 According to the TNSW Constitution, a registered player is a player, whose name appears in the TNSW register of players. Such names appear upon the payment of the player registration fee by the players' association, club or court operator.
- 4.6.2 Registered players are entitled to coverage under the TNSW public liability insurance scheme and the personal accident scheme. Registration allows players to enter competitions and tournaments conducted by affiliates, TNSW and Tennis Australia (subject to meeting entry conditions).
- 4.6.3 Players may become members of more than one association or club. Whilst such players must pay the designated fees for each membership, the registration fee to TNSW needs to be paid only once in any fiscal year.

#### 4.7 Player Responsibilities

- 4.7.1 The on-going health of tennis is the responsibility of every player. Every player is bound by the Tennis Australia Member Protection Policy, Anti-Doping Policy, Disciplinary Policy and Code of Behaviour

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Tournaments and Weekly Competitions. These codes are readily available on both organizations' websites. It is players' responsibilities to be familiar with those codes and to play within the spirit and letter of the published tennis rules.

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4.7.2 Players must ensure that there are financial before playing in competitions and tournaments. A non-registered player, by design or by omission, may not be covered the any of the TNSW insurances.

4.7.3 Players have responsibilities to the organizers, whose competitions and tournaments they may enter. This includes being punctual to matches, following recognized procedures and advanced notification of any withdrawal from the competition or tournament.

#### 4.8 Player Entitlements

4.8.1 As a financial member of TNSW, registered players receive one vote at all general meetings of TNSW. This voting entitlement is exercised through the president or designated officer of the player's affiliated association or club.

4.8.2 Players are also covered by the various insurance policies, which TNSW has in place. These include public liability insurance scheme, which is critical should a player injure or cause to be injured a member of the public. Players also receive personal accident insurance, which covers them for all injuries received whilst training and/or playing. A schedule of the policy benefits is available on the TNSW website.

4.8.3 Players are also entitled to enter competitions and tournaments organized by affiliates, TNSW and Tennis Australia.

4.8.4 Players also receive benefits, which may be offered by TNSW sponsors and supporters from time to time. This may include preferential bookings and discounts to major tournaments conducted at the Sydney Olympic Park Tennis Centre.

#### 5. DISCIPLINE

5.1 TNSW and its affiliates are committed to providing a safe environment for all participants in the sport. To this end, TNSW and its affiliates are committed to two Tennis Australia policies –

- Member Protection Policy,
  - Anti-Doping Policy,
  - Disciplinary Policy
- 
- Code of Behaviour Tournaments and Weekly Competitions

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5.2 The Member Protection Policy has been developed as part of Tennis Australia's ongoing commitment to the health, safety and well being of its members and participants. Member Protection is all about practices and procedures, which protect the athletes, administrators, coaches and officials of a sport.

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5.3 More commonly member protection is referred to as protecting members from harassment, both physical and emotional. Some forms of harassment are unlawful and cannot be tolerated.

5.4 Tennis Australia has developed an Information Kit to assist all affiliates with implementing and understanding the Member Protection ~~Policy~~. The Information Kit provides a summary of the ~~Policy~~, – it does not act as a replacement to the ~~Policy~~, nor is it intended to alter any of the meanings or provisions of the ~~Policy~~.

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5.5 The Member Protection ~~Policy~~ provides guidance to all parties on the processes involved in dealing with member protection issues including lodging complaints, dealing with complaints, setting up hearings, the imposition of penalties and appeals. TNSW does have trained staff members to provide affiliates with guidance on member protection issues.

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5.6 The ~~Policy~~ also applies to paid staff, administrators, volunteers, coaches, players, umpires and of TNSW and all its affiliates.

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5.7 TNSW encourages all affiliates to ensure their individual members are fully aware of the Member Protection ~~Policy~~. This may be done through rule books, entry forms, manuals and any electronic communication with individual members. Amendments to the ~~Policy~~ will be advised to affiliates and this information should be passed on to individual members.

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5.8 An integral component of the Member Protection ~~Policy~~ is the compulsory screening of paid coaches; volunteer coaches who may travel with players under 18 years of age; and, any person that is likely to be appointed in a role in which they are likely to have individual and unsupervised contact with players under 18 years of age. Affiliates must conform to NSW Government Child Protection Regulations.

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5.9 Please note that it is not mandatory for affiliates to establish procedures for dealing with complaints. Affiliates should seek advice from TNSW when considering the need to establish a complaints procedure.

5.10 If an affiliate does not wish to establish procedures for dealing with complaints, then complaints must be referred to the Member Protection Officer/s of TNSW.

The Member Protection ~~Policy~~ includes the Tennis Australia General Code of Conduct and the Codes for Coaches, Administrators, Players and Parent/Guardian.

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## 6. LITIGATION

No Affiliate, regional organisation, individual player or official is entitled to take legal action against the Company in seeking damages or compensation, or to

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overturn any decision of the Board or its Committees on any matter including but not limited to:-

- (a) Selection of Players
- (b) Allocation of Sanctioned Events
- (c) Allocation of funds or withdrawal thereof.
- (d) Acceptance or application of sponsorships
- (e) Entry to competitions and/or tournaments or restriction thereto.

## 7. APPROVALS

### 7.1 Ball Approval

Tennis balls used in competitions or tournaments conducted by the Company or any of its Affiliates will be of a brand and type currently approved by Tennis Australia and the International Tennis Federation (ITF).

### 7.2 Ball Adoption

Subject to the provisions of By Law 7.1 and where by virtue of contract or sponsorship the use of a specific tennis ball for a particular match, competition, tournament or exhibition is mandatory, then such requirement should be advised to Tennis New South Wales in writing and become part of the rules and conditions of the event, and such rule will be binding on all organisers and participants.

### 7.3 Equipment

Any tennis equipment expressly not approved for use by Tennis Australia will not be used or permitted to be used in events conducted by Tennis New South Wales or any of its Affiliates, or regional organisations.

## 8. MEDIA COMMUNICATIONS

Except for the Chairman and Chief Executive, no person is authorised to represent the Company in media communications except where expressly delegated by the Board.

## 9. RECOMMITTAL

No resolution passed at any meeting will be re-committed for rescission at that meeting or at any subsequent meeting without fourteen (14) clear days' notice having been given in writing, except when at least 80% of the members present and entitled to vote decide otherwise.

## 10. DELEGATED POWERS

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10.1 The Board may delegate powers, authorities and responsibilities to affiliates from time to time. Such delegations are neither permanent nor absolute. The Board may at any time, without notice, vary, revoke or redefine any or all of the delegated authorities.

10.2 The Board will delegate responsibilities to the Chief executive Officer through a written set of delegations. The Delegations Register will detail the general, financial and human resource authorities, which the Board has vested in senior management of TNSW.

10.3 Rules and regulations made by an affiliate should be fair and reasonable and benefit all that affiliate's individual members. Such rules should not be restrictive or onerous and should facilitate the development and enjoyment of the game of tennis across the many and varied abilities within the affiliate's membership.

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