

# Constitution of Oceania Tennis Federation Incorporated

## **1. NAME**

The official name of the Federation shall be the “Oceania Tennis Federation Incorporated” (hereinafter referred to as “the Federation”). It may also be officially referred to as the “OTF”.

## **2. HEADQUARTERS**

The headquarters of the Federation shall be at such place(s) within the region of Oceania as shall, from time to time, be decided by the Board of Directors (hereinafter referred to as “the Board”).

## **3. STATUS**

The Federation is a non-profit making and non-political organisation to which membership is open to recognised national tennis associations of Oceania countries and territories without regard to race, colour and creed

## **4. OBJECTIVES**

The objectives of the Federation shall be:-

- 4.1 To develop, promote and raise the standard of Tennis at all levels (men, women, junior, veteran, disabled, social and competitive) throughout the Oceania region;
- 4.2 To promote co-operation and fellowship between countries in the Oceania region, between the Oceania Tennis Federation and the Asian Tennis Federation, and between countries in the Oceania region and the International Tennis Federation (ITF) for the betterment of Tennis in the region;
- 4.3 To develop and, as a result, raise the standard of Tennis administration expertise within each country in the region;
- 4.4 To obtain recognition from the ITF, and representation at the ITF Annual General Meeting, as a regional federation;
- 4.5 To encourage full membership of the ITF and participation in Davis/Fed Cups for all countries in the region;
- 4.6 To encourage all members of the Federation to become members of their respective National Olympic Committees;

- 4.7 To maximise grants for the region from Olympic Solidarity and the ITF Development Fund through liaison with the Oceania National Olympic Committees (ONOC) and the ITF, and for the grants to be channelled directly through the national tennis association in each country;
- 4.8 To use the resources of Tennis Australia and Tennis New Zealand, wherever possible, to assist developing Tennis countries in the region;
- 4.9 To encourage the exchange of Australian and New Zealand players/coaches with those from other Oceania countries on a regular basis;
- 4.10 To help with the accreditation of coaches/umpires from the developing Tennis countries using the Australian and New Zealand accreditation systems, or other internationally recognised systems;
- 4.11 To promote Tennis, in conjunction with members of the Federation, by acquiring property and equipment of any nature by purchase or lease or otherwise;
- 4.12 To enter into any business enterprise, either solely or in partnership, for the benefit of the Federation;
- 4.13 To do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of any of these objectives.

## **5. MEMBERSHIP**

- 5.1 **Full Membership** Tennis associations of independent nations or independent territories located within the Oceania region, as geographically defined by the International Olympic Committee, shall be eligible for membership of the Federation, whether or not such tennis associations are also members of the ITF. If an association is not a member of the ITF, it can still join the Federation, provided it becomes a member of the ITF within three (3) years of joining the Federation.
- 5.2 Application by a new member shall be reviewed and processed by the Board, after which the same shall be submitted to the General Meeting for decision, The application shall include information as to the number of tennis players, clubs, events, organisation structure and other information relating to the applicant as may be required by the Board, as well as the annual fee, which shall be refunded if membership is not approved.
- 5.3 Membership in the Federation shall be terminated forthwith upon the happening of any of the following events:-
  - 5.3.1 Withdrawal of membership;
  - 5.3.2 Termination of a member's status as the governing tennis body in its country or territory; and

- 5.3.3 Suspension of or expulsion from membership of ITF or the country from membership of ONOC.
- 5.4 Membership in the Federation shall be terminated upon resolutions passed for that purpose at a General Meeting or Special General Meeting of the Federation on any of the following grounds:-
  - 5.4.1 Non-payment of any obligation or annual fee for three (3) consecutive years;
  - 5.4.2 Violation of the constitution, rules or regulations of the Federation; and
  - 5.4.3 Any act or cause, which may impede the friendly relations among members or which may reduce a significant number of members from participation in official events.
- 5.5 The rules governing membership adopted by ITF from time to time shall apply to the Federation save in so far as they are inconsistent with the provisions of this Clause 5 herein above contained.
- 5.6 **Associate Membership.** Tennis associations of territories located in the Oceania region which do not meet the criteria of independent nations or independent territories as defined in clause 5.1 shall be eligible for associate membership of the Federation.
- 5.7 The following definitions, rights and restrictions will apply to associate members.
  - 5.7.1 The tennis association must be the recognised governing body for tennis in the territory.
  - 5.7.2 Conditions for application and retention of membership, save those referring to ITF membership, outlined in clauses 5.2, 5.3 and 5.4 shall apply.
  - 5.7.3 If the status of the territory changes to that of independent nation or independent territory associate membership will be terminated after a period of 12 months. During this period an application for full membership may be made in accordance with clause 5.2.
  - 5.7.4 The associate member will be invited to General Meetings of the Federation, will be accorded voting rights and may nominate persons for the Board.
  - 5.7.5 Benefits of associate membership including participation in programs of the Federation shall be as determined by the Board from time to time but shall not be to the same level as full members.

## **6 GENERAL MEETINGS**

- 6.1 The Federation shall hold the Annual General Meeting at such place and date which shall be fixed by the Board provided that the date be no later than four months after the conclusion of the previous financial year.
- 6.2 A Special General Meeting of the Federation shall be called by the President upon written request from at least five (5) members on their own initiatives, when in their opinion a matter requires urgent action by the Federation.
- 6.3 The notice of a General Meeting or Special General Meeting shall be circulated by the Executive Officer to all members at least sixty (60) days before the said meeting.
- 6.4 A member may request the inclusion of any proposal in the agenda of a General Meeting including any proposal to amend or replace the Constitution, provided that the proposal is received by the office of the Executive Officer of the Federation at least forty-five (45) days before the said meeting.
- 6.5 The agenda of the General Meeting shall be sent to all members at least twenty (20) days before the scheduled meeting.
- 6.6 A member of the Federation may by resolution of such member's governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Federation, and the person so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents.

## **7 VOTES**

- 7.1 On each question arising at any General Meeting or Special General Meeting of the Federation, each member shall be entitled to one (1) vote.
- 7.2 A simple majority of the total number of votes allocated to the members present at a General Meeting or Special General Meeting (as the case may be) shall be sufficient to approve any proposal, except for an amendment to the Constitution or a resolution to terminate membership or a resolution to wind up the Federation, which shall require two thirds of the total number of votes allocated to the members present at the meeting.
- 7.3 Subject to Clause 7.4, at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 7.4 All resolutions for the election of officers to the Board and/or any amendment to the constitution of the Federation shall be decided on a poll.
- 7.5 For the election of officers to the Board, each delegate shall, via the ballot paper, choose, without preference, from those nominees nominated by the member; such number equal to the number of positions available

## 8 QUORUM

8.1 The quorum for General Meetings shall be nine (9) eligible members or one half of the total number of eligible members whichever is the lesser, and for Board meetings, one half of the total number of officers.

## 9 BOARD OF DIRECTORS

### 9.1 Role of the Board

**9.1.1** The Board shall be responsible for governing the Federation and, subject to this constitution, may exercise all the powers of the Federation and do all things which are not expressly required to be undertaken by the Federation at a General Meeting.

**9.1.2** The Board shall delegate to the Executive Officer the day-to-day management of the business and affairs of the Federation.

**9.2 Composition of the Board:** The Board shall comprise a maximum of eight (8) directors as follows:

- ▲ President
- ▲ Vice-President
- ▲ Up to two Secretaries General
- ▲ Up to four members

**9.3 Election of Board:** The Board shall be elected at the General Meeting from a list of nominees nominated by the members to which such nominees belong. Nominations must be signed by the Secretary or President of the member and the nominee, and submitted in writing to the Executive Officer at least thirty (30) days before the General Meeting. The director positions shall include at least one person from each of Australia, New Zealand, Melanesia, Micronesia and Polynesia.

**9.4 Term:** The directors so elected shall serve and act on an honorary basis for a period of two (2) years.

**9.5 Vacancy:** The Board may co-opt any person within the Federation to be a member of the Board if a vacancy arises at any time for any reason. The co-opted member shall serve until the next General Meeting at which time his/her appointment shall be ratified. Should the vacancy be for the position of President or Vice-President then the Board will elect a person from within the Board to act in the position until the next General Meeting.

**9.6 President:** The role of the President is to chair meetings of the Board and General Meetings and to represent, speak and communicate on behalf of the Federation. In the event of unavailability of the President the Vice-President shall undertake the role during the period of unavailability.

**9.7 Powers of the Board:** The Board shall have the powers assigned to it in this constitution and by-laws including but not limited to:

**9.7.1** To carry out the objects of the Federation and to make, maintain and publish such regulations and policies (consistent with this constitution) as the Board deems necessary for the proper conduct of the Federation.

**9.7.2** To appoint the Executive Officer and enter into a contract for the performance of services, and to appoint other staff on such terms and conditions as the Board may determine.

**9.7.3** To adopt and regularly review a strategic plan for the Federation which shall include goals and objectives for tennis in the Oceania region and measures for short and long term success. The strategic plan will be subject to ratification by the General Meeting.

**9.7.4** To determine financial policy and to approve the budget and financial report as prepared by the Executive Officer or individual Board members from time to time. The overall annual budget shall be subject to ratification by the General Meeting.

**9.7.5** To make, repeal and amend any regulations (including establishing and modifying by-laws) , policies or procedures as it thinks appropriate including the regulations and control of any tournaments or events under its jurisdiction.

**9.7.6** To establish such sub-committees as it considers appropriate, to make appointments to such committees and to delegate such powers and responsibilities as it considers appropriate. The President or their nominee shall have the right to attend any meeting of any sub-committee.

**9.7.7** To appoint a judiciary committee, hold an enquiry or appoint a person or persons to hold an enquiry into disputes, cases of misconduct or other issues as decided by the Board and to impose such penalties as it thinks fit.

**9.7.8** To set the date and place for the Annual General Meeting and Special General Meetings and to call for Special General Meetings.

**9.7.9** To determine all fees and charges by members to the Federation for ratification by the General Meeting.

**9.8 Meetings** The Board shall meet as often as is deemed necessary by the Board, but not less than once a year by all members constituting a quorum being assembled together, and any other meetings by being assembled together and/or by the contemporaneous linking of members by audio or audio visual communications. With the approval of the President the Executive Officer may invite other persons to attend Board meetings including representatives of ITF and ONOC. They shall have consultative powers only.

**9.9 Secretary General:** The role of the Secretary General will include maintaining an overview of the management and finances of the Federation and of development programs undertaken by the Federation.

## **10 FEES**

- 10.1 All full and associate members shall pay an annual fee at the beginning of each financial year. The annual fee shall be fixed by the General Meeting from time to time.
- 10.2 Any full or associate member, with its annual fee outstanding, shall not be eligible to, speak or vote at a General Meeting.

## **11 FINANCE**

- 11.1 The financial year of the Federation shall be from 1 January to 31 December.
- 11.2 All funds received shall be paid to the credit of the Federation at a bank approved by the Board.
- 11.3 All expenditure must be in line with the budget approved and updated by the Board from time to time. The Board will each year submit an annual budget to the Annual General Meeting.
- 11.4 The Board must ensure correct accounting records are kept. Accounting reports are to be presented to each Board meeting and may be requested by the Board from time to time.
- 11.5 Annual financial statements of the Federation are to be prepared and reviewed or audited and presented at the Annual General Meeting. The Annual General Meeting may appoint the reviewer or auditor or may delegate the appointment to the Board.

## **12 BY-LAWS**

- 12.1 The General Meeting or Board of Directors may make such By-Laws as are necessary and convenient to give effect to this Constitution and particularly with respect to:
  - 12.1.1. the conduct of meetings and the duties of committees
  - 12.1.2. rules of conduct of championships, tournaments and Games
  - 12.1.3. other items relevant to the orderly conduct of the Federation's business

## **13 COMMON SEAL**

- 13.1 The Federation shall have a common seal and shall provide for its safe keeping. The Common Seal shall only be used by the authority of at least two members of the Board and every document to which the Common Seal is affixed shall be signed by a member of the Board.

## **14 DISSOLUTION**

The Federation shall be voluntarily wound up if:

- 14.1 The Federation in General Meeting or Special General Meeting called for that purpose shall pass a resolution with a two thirds majority of those members present requiring the Federation to be wound up.
- 14.2 Upon the winding up or closing down of the Federation, its assets, shall be realised in such a manner as the Federation in General Meeting shall determine.
- 14.3 The proceeds, funds and assets of the Federation, after the payment of debts and liabilities of the Federation, shall be vested in the International Tennis Federation or some other organisation with similar objects to the Federation as determined by the General Meeting or Special General Meeting called for that purpose.