



By-Law 5

TTV GENERAL MEETINGS

Version: as reviewed on 26 October 2023

Table of Contents

| | |
|--|---|
| Name ... | 3 |
| Source ... | 3 |
| Scope ... | 3 |
| Conflict between Constitution and by-law ... | 3 |
| Delegates ... | 3 |
| Nominees ... | 4 |
| Proxy voting ... | 5 |
| Conduct of TTV Board ... | 5 |
| Conduct of Chief Executive Officer ... | 5 |
| Voting process for Board positions ... | 6 |

Schedule 1 – Nomination of Delegate Form

Schedule 2 – Appointment of Nominee Form

Schedule 3 – Proxy Form

Name

1. This By-Law shall be referred to as the **TTV General Meetings By-Law**.

Source

2. This By-Law is made pursuant to rule 33 of the Constitution of Table Tennis Victoria Incorporated.

Scope

3. This By-Law is intended to regulate the procedures for affiliate member voting at general meetings of the Association, and in particular, the processes that apply to delegates, nominees and proxy voting.
4. The role of the delegate is to attend and vote on behalf of an affiliate at a general meeting of the Association. In circumstances where a delegate is unable to attend a general meeting, an affiliate can appoint a nominee in place of the delegate to attend and vote on behalf of an affiliate at a general meeting of the Association.
5. Proxy voting allows an affiliate (whose delegate, or alternatively nominee, is unable to attend a general meeting) to cast a vote at the general meeting by completing a proxy form setting out votes in favour or against resolutions to be considered at the general meeting.

Conflict between Constitution and by-law

6. Part IV of the Constitution of Table Tennis Victoria Incorporated governs general meetings of the Association – to the extent that any provision of this by-law is in conflict with the Constitution, the provision is invalid and unenforceable.

Delegates

7. Pursuant to rule 14.1 of the Constitution of Table Tennis Victoria Incorporated, each affiliate shall nominate a delegate who is empowered to vote at a general meeting of the Association on behalf of the affiliate.

8. The nomination of the delegate shall be recorded in the annual affiliation form and forwarded by the affiliate to Table Tennis Victoria as soon as practicable. Such nomination shall be duly recorded by the Chief Executive Officer in the Register of Delegates as soon as practicable.
9. An affiliate may change the identity of its delegate by notice in writing on the prescribed form to Table Tennis Victoria [see Schedule 1 – *Nomination of Delegate Form*]. Such alteration to the nomination of delegate shall be duly recorded by the Chief Executive Officer in the Register of Delegates as soon as practicable.
10. A delegate is empowered to act on behalf of an affiliate member at a general meeting provided that the name of delegate has been entered into the Register of Delegates at least 48 hours prior to any general meeting.
11. For avoidance of doubt, where a delegate has been entered into the Register of Delegates at least 48 hours prior to any general meeting, it is not necessary for an affiliate to also formally advise in writing the name of its appointed delegate pursuant to rule 14.2 of the Constitution of Table Tennis Victoria Incorporated.

Nominees

12. Pursuant to rule 14.1(d) of the Constitution of Table Tennis Victoria Incorporated, a delegate may appoint a nominee to represent an affiliate member. Where such appointment occurs, the affiliate must advise of the nomination by notice in writing on the prescribed form to Table Tennis Victoria [see Schedule 2 – *Appointment of Nominee Form*].
13. A nominee is empowered to act on behalf of an affiliate member at a general meeting provided that the name of the nominee has been advised in writing to the Chief Executive Officer at least 48 hours prior to any general meeting.

Proxy voting

14. Rule 22 of the Constitution of Table Tennis Victoria Incorporated permits proxy voting at a general meeting provided a prescribed proxy form [see Schedule 3 – *Proxy Form*] has been duly completed and lodged with the Chief Executive Officer at least 72 hours before the commencement of the general meeting.
15. Rule 22(b) of the Constitution of Table Tennis Victoria requires that an affiliate must instruct a proxy to vote in favour of or against any proposed resolutions which must be set out in the proxy form – thus, a proxy holder does not enjoy a discretion to vote as the proxy holder sees fit.

Conduct of TTV Board

16. Rule 22.1 of the Constitution of Table Tennis Victoria Incorporated prohibits a Director from exercising a right to vote at a general meeting.
17. For avoidance of doubt, a Director is also prohibited from acting as a delegate, nominee or proxy holder of an affiliate at any general meeting.

Conduct of Chief Executive Officer

18. Rule 22.1 of the Constitution of Table Tennis Victoria Incorporated prohibits the Chief Executive Officer from exercising a right to vote at a general meeting.
19. For avoidance of doubt, the Chief Executive Officer is also prohibited from acting as a delegate, nominee or proxy holder of an affiliate at any general meeting.
20. In addition to the above regulations, the Chief Executive Officer shall not influence, or seek to influence, any vote at a general meeting – this prohibition extends to the period between the giving of notice of a general meeting to affiliates and the formal conclusion of the said general meeting.

Voting process for Board positions

21. Pursuant to rule 25.2(f) of the Constitution of Table Tennis Victoria Incorporated, in voting at a general meeting Table Tennis Victoria adopts the “first-past-the post” voting system where there are multiple member elections. In a multiple member “first-past-the-post” ballot, the first number of candidates, in order of highest vote, corresponding to the number of positions to be filled are elected.

Example: At an annual general meeting, there are 3 Board positions declared vacant. There are 5 nominations. Candidate A receives 2000 votes, Candidate B receives 1800 votes, Candidate C receives 1600 votes, Candidate D receives 1400 votes and Candidate E receives 1200 votes. Candidates A, B and C are duly elected in that order as they have the highest number of votes.

22. A multiple selection ballot where more than one candidate can be voted for is also a form of “first-past-the-post” voting in which voters are allowed to cast a vote for as many candidates as there are vacant positions – the candidate(s) with the highest number of votes is elected.

Example: At an annual general meeting, there are 3 Board positions declared vacant. There are 5 nominations (Candidates A, B, C, D and E). Affiliate X has 100 registered members and is thus entitled to 100 votes. Affiliate X may cast its vote for any 3 of the 5 available candidates (thus say Candidates B, C and D) – each of these selected candidates shall each receive 100 votes.

SCHEDULE 1

NOMINATION OF DELEGATE FORM

The below listed Association/Club nominate Mr/Mrs/Ms/Miss _____
to be the Delegate of the Association/ Club for the purposes of any general meeting of the
Association.

Signed _____ Date: _____

[signed by committee member/director of the Association/Club]

Signed _____ Date: _____

[signed by committee member/director of the Association/Club]

Association/Club: _____

THIS FORM MUST BE DELIVERED TO THE CHIEF EXECUTIVE OFFICER

Table Tennis Victoria, MSAC Box 5, Aughtie Drive, Albert Park, Victoria 3206

or via email to ceo@tabletennisvic.org.au

**NOTE: AN ASSOCIATION/CLUB MUST ENSURE THAT IT NOMINATES ITS
DELEGATE NO LATER THAN 48 HOURS PRIOR TO A GENERAL MEETING TO
ENSURE THE ASSOCIATION/CLUB IS ELIGIBLE TO VOTE**

SCHEDULE 2

APPOINTMENT OF NOMINEE FORM

The Delegate for the below listed Association/Club is _____.

[insert current Delegate name]

The Delegate is unable to attend the next General Meeting – accordingly the Association/Club nominate Mr/Mrs/Ms/Miss _____ to be the Nominee for the Delegate of the Association/Club for the next General Meeting.

Signed _____ Date: _____

[signed by committee member/director of the Association/Club]

Signed _____ Date: _____

[signed by committee member/director of the Association/Club]

Association/Club: _____

THIS FORM MUST BE DELIVERED TO THE CHIEF EXECUTIVE OFFICER

Table Tennis Victoria, MSAC Box 5, Aughtie Drive, Albert Park, Victoria 3206

or via email to ceo@tabletennisvic.org.au

**NOTE: AN ASSOCIATION/CLUB MUST ENSURE THAT IT APPOINTS ITS NOMINEE
NO LATER THAN 48 HOURS PRIOR TO A GENERAL MEETING TO ENSURE THE
ASSOCIATION/CLUB IS ELIGIBLE TO VOTE**

SCHEDULE 3

PROXY FORM

The below listed Association/Club nominate Mr/Mrs/Ms/Miss _____
to be the Proxy of the Association/ Club for the purposes of the general meeting of the Association
convened on _____. The below listed Association/Club directs the Proxy to vote
on the resolutions in the following manner:

Resolution: _____ In favour / Against *

(* delete which does not apply)

Signed _____ Date: _____

[signed by committee member/director of the Association/Club]

Signed _____ Date: _____

[signed by committee member/director of the Association/Club]

Association/Club: _____

THIS FORM MUST BE DELIVERED TO THE CHIEF EXECUTIVE OFFICER

Table Tennis Victoria, MSAC Box 5, Aughtie Drive, Albert Park, Victoria 3206

or via email to ceo@tabletennisvic.org.au

**NOTE: AN ASSOCIATION/CLUB MUST ENSURE THAT IT NOMINATES ITS PROXY
NO LATER THAN 72 HOURS PRIOR TO A GENERAL MEETING TO ENSURE THE
ASSOCIATION/CLUB IS ELIGIBLE TO VOTE**