



By-Law 1

TTV BOARD CODE OF CONDUCT

Version: as reviewed on 26 October 2023

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Name

1. This By-Law shall be referred to as the **TTV Board Code of Conduct 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 implement a *Code of Conduct* for a Board Member of Table Tennis Victoria.
4. The *Code of Conduct* comprises principles (as set out hereunder) which are designed to provide guidance to a Board Member of Table Tennis Victoria in the discharge of his/her duties and responsibilities.

Legal requirements

5. A Board Member of Table Tennis Victoria upon election or appointment shall familiarise himself/herself with the governing statute, the Constitution of Table Tennis Victoria and all by-laws made thereunder.
6. For avoidance of doubt, a Board Member is bound by, and thus required to comply with, the Constitution of Table Tennis Victoria and all by-laws made thereunder.

Victorian Fair Play Code

7. A Board Member shall work to ensure that Table Tennis Victoria adheres to and complies with the *Victorian Fair Play Code* outlines behaviours that are expected of every person involved in community sport and active recreation, as well as identifying the types of behaviours that will not be tolerated).

Attendance to duties

8. A Board Member of Table Tennis Victoria shall –

- (i) carefully and diligently attend to the performance of the duties and the exercise of his/her powers as a Board Member;
- (ii) use his/her skill and experience for the benefit of Table Tennis Victoria;
- (iii) use his/her best efforts to ensure that Table Tennis Victoria is properly managed and meets its constitutional purposes;
- (iv) ensure the proper management of the resources of Table Tennis Victoria so that its constitutional purposes are met;
- (v) attend all Board meetings where practicable;
- (vi) ensure that he/she is fully informed about the activities and affairs of Table Tennis Victoria;
- (vii) support the decisions of the Board of Table Tennis Victoria at properly constituted meetings, even if a Board Member did not personally support the decision;
- (viii) be frank, honest and respectful in his/her dealings with other Board Members; and
- (ix) deal impartially, and without self-interest and external influence, with the interests of Table Tennis Victoria, including its members.

Interests of Table Tennis Victoria and its members

9. A Board Member of Table Tennis Victoria shall –

- (i) perform his/her duties and exercise his/her powers in the best interests of Table Tennis Victoria and its members, while at the same time having proper regard to the interests of all stakeholders;
- (ii) perform his/her role objectively and impartially, and to ensure that all members of Table Tennis Victoria are treated fairly and equitably; and
- (iii) ensure that he/she does not act in any manner that may reasonably be expected to have adverse implications for Table Tennis Victoria and/or its members.

Confidentiality

10. A Board Member of Table Tennis Victoria shall –
 - (i) maintain the confidentiality of matters discussed at Board meetings;
 - (ii) maintain the confidentiality of information acquired by virtue of his/her position as a Board Member;
 - (iii) not disclose or allow to be disclosed to any other person any such information which is not already known to the other person unless the disclosure has first been authorised by the Board;
 - (iv) ensure that confidential information is kept secure where confidential information is provided to a Board Member; and
 - (v) ensure that confidential information is destroyed if such information is to be disposed of by a Board Member.
11. Confidential information available to a Board Member shall only be used in ways which are consistent with the obligations of a Board Member to act impartially, with integrity and in the best interests of Table Tennis Victoria.
12. Confidential information available to a Board Member shall not be used to obtain any advantage, whether direct or indirect, for himself/herself or for any other person or body.

Use of information or position

13. A Board Member shall not use information acquired by virtue of his/her position as a Board Member for any purpose other than to perform his/her duty as a Board Member.
14. A Board Member shall not use his/her position as a Board Member to gain, directly or indirectly, a personal advantage (or advantage for any associated person) or an advantage which might cause detriment to Table Tennis Victoria and/or its members.

Public comment

15. It is the role of the Chair and/or the Chief Executive Officer to make public comment in respect of any matter relating to Table Tennis Victoria. Where appropriate, the Chair may inform the Chief Executive Officer of any comment that should be made on a particular matter.
16. A Board Member (other than the Chair) should refrain from any public comment regarding the considerations and determinations of Table Tennis Victoria and direct any enquiries to the Chair and/or Chief Executive Officer.

Public confidence

17. A Board Member of Table Tennis Victoria shall –
 - (i) not engage in conduct likely to bring discredit upon Table Tennis Victoria, the Board of Table Tennis Victoria, the sport of table tennis, or otherwise diminish the confidence of the public generally or of members and other stakeholders in Table Tennis Victoria;
 - (ii) not make any public comment or statement that is critical of, or otherwise calls into question, any decision made by the Board of Table Tennis Victoria;
 - (iii) report to the Chair any action by other persons that may adversely affect, either directly or indirectly, the public confidence in Table Tennis Victoria and the Board of Table Tennis Victoria;
 - (iv) not allow himself/herself to be subject to conduct by other persons that may adversely affect, either directly or indirectly, the honest and impartial exercise of his/her official functions;
 - (v) avoid giving any indication that gifts, gratuities or hospitality relating to his/her membership of the Board of Table Tennis Victoria would be accepted, either for himself/herself or any other person or body, or that such gifts, gratuities or hospitality may influence a decision;

- (vi) accept only token gifts and modest hospitality (a Board Member must declare any such gift or hospitality at the next Board Meeting that follows the acceptance of the gift or hospitality);
- (vii) make full and prompt disclosure to the Board of Table Tennis Victoria if any gift, gratuity or hospitality (other than of a token or modest kind) is offered prior to acceptance; and
- (viii) report promptly in writing to the Chair any reasonably suspected case of conduct that could directly or indirectly affect the honest or impartial exercise of his/her official functions as a Board Member.

Conflict of interest

- 18. A Board Member shall give primacy to the interests of Table Tennis Victoria, and must not allow his/her personal interests, or the interests of any associated person, to conflict with those of Table Tennis Victoria.
- 19. The potential for a conflict of interest arising from membership on Boards of affiliates shall be advised to the Chair at the time a potential conflict becomes apparent to a Board Member.
- 20. A Board Member shall ensure that in any circumstances where a conflict between his/her personal interests and those of Table Tennis Victoria may arise, he/she:
 - (i) immediately disclose the nature of that conflict to the Chair; and
 - (ii) not be present during discussion of the matter by the Board of Table Tennis Victoria or vote in respect of the matter; and
 - (iii) accept the directions of the Board of Table Tennis Victoria in respect of the resolution of that conflict.
- 21. A “conflict of interest” is to be assessed in terms of the likelihood that a Board Member possessing a particular interest could be influenced, or might appear to be influenced, in the performance of his/her duties or in respect of any other matter.

Disclosure of interests

22. A Board Member shall, no later than the first meeting of the Board of Table Tennis Victoria after the Board Member is appointed, provide to the Chair a complete listing of the Board Member's interests in any business or like entity which has or may have dealings with Table Tennis Victoria.
23. A Board Member shall have an ongoing obligation to keep such listing up-to-date.
24. The Chair and Chief Executive Officer shall review the listing of a Board Member's interests and make it available to the rest of the Board of Table Tennis Victoria.
25. If a conflicted interest is not disclosed, the Chair or Chief Executive Officer should speak to the affected Board Member and advise that Board Member to disclose the conflict of interest to the Board of Table Tennis Victoria and add it to the conflict listing.
26. The list of disclosure of interests shall not be made available for inspection by members of Table Tennis Victoria or the public generally, but is to remain confidential to the Board and CEO of Table Tennis Victoria.

Obtaining adequate information

27. A Board Member shall receive information that is accurate, up-to-date and in adequate detail ahead of time to allow proper consideration prior to meetings of the Board of Table Tennis Victoria.
28. A Board Member who is not satisfied that adequate information is being provided so as to enable his/her duties to be exercised must take action to inform the Chair. If the Chair agrees that further information is required, then he/she may request that information be provided by the Chief Executive Officer.

29. To enable a Board Member to discharge his/her duties properly it may be necessary for the Board Member to be provided with expert advice. If the Chair agrees that expert information is required, then he/she may request the Chief Executive Officer to arrange for the provision of such information.

Dissent at meetings

30. A Board Member shall recognise and acknowledge that where disagreement occurs, every effort must be made to resolve the issue and avoid unnecessary dissension.
31. Nevertheless, there may be occasions when a Board Member feels strongly about a matter that the Board Member is unable to acquiesce in a decision of the Board of Table Tennis Victoria. In such instances, the Board Member may consider taking some or all of the following steps:
- making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decision;
 - asking for additional expert advice;
 - asking that the decision be postponed to the next meeting to allow time for further consideration and informed discussion; and/or
 - recording of a dissent in the Minutes.
32. Notwithstanding regulation 31, a Board Member does not have the right to ignore or attempt to frustrate a decision of the Board of Table Tennis Victoria nor pursue any personal agenda in circumstances when he/she does not agree with the majority decision.

General conduct

33. A Board Member of Table Tennis Victoria shall meet the following requirements in regard to his/her conduct as a Board Member, during any activity held or sanctioned by Table Tennis Victoria (including any affiliate member), and in any other role held by the Board Member within Table Tennis Victoria:

- (i) respect the rights, dignity and worth of other persons;
- (ii) be fair, considerate and honest in all dealing with other persons (including all members of Table Tennis Victoria);
- (iii) avoid any situation in which a conflict of interest arises or may arise;
- (iv) act in a professional manner and accept responsibility for his/her conduct;
- (v) commit to providing quality of service;
- (vi) adhere to the governing statute, the Constitution of Table Tennis Victoria and all by-laws made thereunder;
- (vii) be aware of the possible consequences if there is a breach of the Constitution of Table Tennis Victoria and/or any by-law made thereunder;
- (viii) operate within the rules of the sport including national and international guidelines which govern Table Tennis Victoria and its members;
- (ix) act in the best interests of Table Tennis Victoria and its members;
- (x) act honestly and in good faith at all times;
- (xi) act responsibly when dealing with all persons under the age of 18 years;
- (xii) refrain from any form of harassment of other persons;
- (xiii) refrain from any behavior that may bring Table Tennis Victoria or any its members into disrepute;
- (xiv) provide a safe environment for the conduct of the sport of table tennis;
- (xv) refrain from doing anything that in any manner denigrates Table Tennis Victoria and its public image;
- (xvi) be diligent, attend Board meetings and devote sufficient time for preparation to allow for full and considered participation in decision-making;
- (xvii) interact with other Board Members of Table Tennis Victoria in a constructive manner;
- (xviii) ensure that the views of all Board Members are given due consideration and weight;
- (xix) act in accordance with the Board Member's fiduciary duties;
- (xx) ensure that members are provided with an accurate and balanced view of Table Tennis Victoria's performance;
- (xxi) ensure that the assets of Table Tennis Victoria assets are protected through a suitable risk management strategy;

- (xxii) observe the confidentiality of non-public information acquired in his/her role as a Board Member; and
- (xxiii) monitor the performance of paid staff of Table Tennis Victoria.

Breach

34. A breach of this By-Law by any Board Member of Table Tennis Victoria shall be dealt with in accordance with the procedures as set out in rule 13 of the Constitution of Table Tennis Victoria with any necessary amendment thereto.

Declaration

I hereby agree to act as a Director of Table Tennis Victoria and comply with the requirements of its Constitution and By-Laws.

NAME (Block Letters): _____

SIGNATURE: _____

DATE: _____