



8 November 2016

Tennis New South Wales
Sydney Olympic Park Tennis Centre
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Sydney Olympic Park NSW 2127
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www.tennis.com.au

Dear valued Member,

I would like to encourage you to take part in the 2016 Tennis NSW Annual General Meeting (AGM) to be held on 29 November, 2016.

Voting takes place at the AGM but if you are unable to attend, you're still able to fill in your proxy by 27 November, 2016 and return to Tennis NSW.

Your vote is important in determining the composition of the Board and in determining the Constitution which we are all governed by. The AGM provides you an opportunity to have your say in the work we are undertaking on your behalf to shape the future success of the organisation and tennis in NSW.

The Tennis NSW Board will propose four Constitutional changes at the AGM. The aim of these changes is to bring Tennis NSW in line with Australian Sports Commission (ASC) recommendations and to ensure our Board Director terms are on a rotation that ensures knowledge is retained in the business moving forward. We encourage you to review these changes and if you have any questions please contact the office of Tennis NSW.

It has been a very busy year for Tennis in NSW and I'm delighted to report some highlights:

- For the third year in a row more than 100,000 people registered to play tennis in NSW;
- FAST4 Tennis was once again a sold out event at Qudos Bank Arena with 12,252 attending to see Rafael Nadal, Gael Monfils, Lleyton Hewitt and Nick Kyrgios;
- The Board and Management reviewed our Strategic Plan and it was amended to highlight and prioritise four areas. These are Participation, Tournaments and Competitions, Places to Play and Engagement;
- Tennis NSW has made significant inroads into facility development, with close to \$6 million total tennis facility investment in NSW.
- We remain committed to our financial sustainability plan and continue to make progress against our stated goals



- The NSW government will begin a feasibility study into a major multipurpose stadium for courts sports. This will provide a government backed decision that we hope will secure a world class tennis venue for the next 20 plus years.
- The tournaments calendar has been designed to balance our member's hosting tournaments whilst providing an opportunity and space for associations and clubs to host competitions or "leagues" during the school terms.

Included within this pack is the notice of AGM, proxy form and information on nominees up for election. Once again, we encourage you to participate in this process by either attending the AGM or completing your proxy form and returning it to Tennis NSW by 27 November, 2016.

Please let us know if you have any questions and I hope that together we can grow the sport of tennis even further over the coming 12 months.

Regards,

Gregory Doyle
President, Tennis NSW

Alistair MacDonald
CEO, Tennis NSW
Tournament Director, Apia International Sydney



NOTICE OF ANNUAL GENERAL MEETING

Annual General Meeting

Notice is hereby given that the 2015-2016 Annual General Meeting (**AGM**) of Tennis New South Wales Limited (**Tennis NSW**) will be held on Tuesday, 29 November 2016. The meeting will be held in Function Room #2 at the Sydney Olympic Park Tennis Centre, Rod Laver Drive, Sydney Olympic Park. The meeting will commence at 7.00pm.

Agenda

Members will find enclosed the agenda for the meeting.

The agenda details:

- (i) the business of the meeting;
- (ii) the special resolutions proposed and the supporting rationales;
- (iii) candidates for election plus their statements of support; and
- (iv) the minutes of the 2014-15 Annual General Meeting held on 20 October, 2015.

Special Resolutions

There are four (4) Special Resolutions for Members to vote on at the AGM. The resolutions, the rationales for the changes, and a marked up copy of the Tennis NSW Constitution are included with this Notice. If members have any questions in regards to these proposed changes please contact Melissa Achten at machten@tennis.com.au or (02) 9024 7600.

Annual Report

The production of the Tennis NSW Annual Report is now done in an electronic format. The 2015-16 Annual Report is available at www.tennis.com.au/nsw on the Policies and Guidelines page under the Clubs tab.. Members, who wish to do so, may print the report.

The 2015-16 financial statements and report are contained within the Annual Report.

Attendance/Proxy Form

There is an Attendance/Proxy Form enclosed with this Notice. The Attendance/Proxy Form should be used to declare who will attend the AGM on behalf of your organisation. Submission of these forms will allow us to accurately cater for the meeting.



Should your organisation not be able to attend the AGM, then it may appoint a proxy for the meeting. Members are reminded that proxies do not need to be Members of Tennis NSW. Please note that this form needs to be submitted at least 48 hours prior to the AGM. Therefore, the closing date and time for submission of the Attendance/Proxy Form will be **Sunday, 27 November 2016 at 7.00pm**. Completed forms should be emailed to machten@tennis.com.au, faxed to (02) 9763-7655 or mailed to Chief Executive Officer, Tennis NSW, PO Box 6204, Silverwater, NSW, 1811.

Alistair MacDonald
Chief Executive Officer, Tennis NSW
Tournament Director, Apia International Sydney
8 November 2016



ANNUAL GENERAL MEETING AGENDA

Item	Business
1.	<p>Minutes of the 2014-2015 Annual General Meeting</p> <p>Consideration of the minutes of the Annual General Meeting of Tennis NSW held on 20 October, 2015. The minutes of this meeting are attached to this Notice.</p>
2.	<p>2015-2016 Annual Financial Reports</p> <p>Consideration of the financial statements and the reports of the Directors and the Auditor.</p> <p>Note - Given the complex nature of these reports, Members wishing to ask specific questions regarding these reports are asked to provide such questions in writing to allow the correct research to be done on the questions; such questions should be emailed to the machten@tennis.com.au by Tuesday, 22 November 2016.</p>
3.	<p>2015-2016 Annual Report</p> <p>Consideration of the Annual Report.</p>
4.	<p>Election of Directors</p> <p>4.1 Vice President (1 to be elected)</p> <p>Michelle Jaggard-Lai (Ellen Gordon)</p> <p>Wayne Pascoe (Helen Ackerman)</p> <p>4.2 Directors Nominated by Country Members (1 to be elected)</p> <p>Wendy Saville (Errol Carney)</p>

	<p>See Appendix 1 for statements of support for candidates participating in elections where there are more nominations than positions available.</p>
5.	<p>Special Resolutions</p> <p>5.1 Tennis NSW Constitution</p> <p>Consideration of the following Special Resolutions duly submitted by the Board of Tennis NSW under Clause 10.5(c) of the Tennis NSW Constitution.</p> <p>1. – THAT Voting Rights be changed to be calculated on 30 June rather than the date of notice of the general meeting.</p> <p>Update clause 12.2 (a), Voting Rights to state:</p> <p><i>“each Member (other than an Honorary Life Member) has that number of votes as is equal to the number of Registered Tennis Players who were registered with the Company by the relevant Member as at the 30 June falling within the 12 months preceding the date of the general meeting (as recorded in the Register)”</i></p> <p>See marked up changes outlined in yellow in the supplied Tennis NSW Constitution</p> <p>Rationale</p> <p>This change is recommended to ensure all Members have an equitable say in relation to the number of players they have. At present many Members do not have registered players by the date of notice as their competitions do not start until later in the year.</p> <p>This change will also allow Members to have a full understanding of how many votes they have prior to the AGM or any Special General Meeting (SGM).</p> <p>2. - THAT the time period to nominate Directors be lengthened by extending the period between nominations being received and the Notice of AGM being issued (to ensure a thorough review of</p>

	<p>nominations by the Remuneration and Nomination Committee can take place).</p> <p>Update clause 14.5 to state:</p> <p><i>Subject to the Corporations Act 2001 (Cth) and this Constitution, a person will be eligible for nomination as an Elected Director provided that a written nomination signed by two Members, together with the person's consent in writing to their appointment, is received by the Secretary at least 45 days prior to the date fixed for the holding of the annual general meeting.</i></p> <p>See marked up changes outlined in pink in the supplied Tennis NSW Constitution</p> <p>Rationale</p> <p>At present there is a 7 day window for the Remuneration and Nomination Committee to review nominations received for Board positions. This change lengthens this period from 28 to 45 days to allow for a full review of Nominations to take place in the event of contested elections.</p> <p>3.- THAT the Chair be appointed by the Board and replace the current member elected President and Vice President with 2 additional directors nominated by any affiliated club, association or court operator.</p> <p>Update clauses 2.1, 11.4, 14.1, 14.2, 14.3, 14.4, 14.5 & 16.9 as outlined in blue in the supplied Tennis NSW constitution</p> <p>Rationale</p> <p>The Australian Sports Commission recommends that the Chair should be Board appointed rather than member appointed. This allows the Board to elect the Director most suitable to lead the Board, work with the Board across all issues and Chair the Board meetings.</p> <p>In order to supplement the positions lost by going to a Board appointed President and Vice President, two further Member elected directors have been added which can be nominated by any club, association or court operator.</p> <p>4. – THAT the term of office for all Directors be changed from 2 years to 3 years and that the transition provisions of the Tennis NSW</p>
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	<p>Constitution be amended to ensure a balanced rotation of Elected Directors.</p> <p>Amend clauses 14.3 & 14.6 as outlined in grey in the supplied Tennis NSW Constitution.</p> <p>Rationale –</p> <p>At present the rotation of Directors means 6 positions will be up for election at the same annual general meeting. To ensure that (i) there is an even spread of elections at annual general meetings from 2017 onwards, and (ii) there is sufficient continuity on the Board, these changes are recommended.</p> <p>The Board is also recommending that terms be lengthened to 3 years rather than 2 to allow more consistency on the Board and adequate time to follow through on strategies that the Board is working on.</p>
<p>6.</p>	<p>Life Membership</p> <p>Clause 6.7 of the Tennis NSW Constitution states -</p> <p>“The Board may recommend that any person who has, in its opinion, rendered long and distinguished service to the Company be granted the title of Honorary Life Member. The Company may, in general meeting, grant Honorary Life Membership to any such person upon receiving the relevant recommendation from the Board.”</p> <p>5.1 In accordance with Clause 6.7 of the Tennis NSW Constitution, the Board has great pleasure in nominating Gregory Doyle for Honorary Life Membership of Tennis NSW. Below Members will find a summary of Greg’s tennis career.</p> <p>Greg is the current President of Tennis NSW and has been a member of the Board since 2007. He was elected as a Country Director before moving to Vice President in 2010 and President in 2013.</p> <p>In addition to his role on the Board Greg has been very active in the school sport environment. This is vitally important to Tennis achieving our goals moving forward.</p>

	<p>Greg has been a member of audit and risk committee; member of the Remunerations and Nominations committee. This included being Chair of the Audit and Risk for 4 years and chair off the Remuneration and Nomination for 3 years. He has seen governance reform take places in the sport and has been an advocate for Tennis NSW strategies and implementation for the same length of time.</p> <p>Tennis NSW</p> <ul style="list-style-type: none"> • Tennis NSW – President & Chairman (2013 - present). • Tennis NSW – Vice President & Deputy Chairman (2010 - 2013). • Tennis NSW – Chair Nominations & Remuneration Committee (2010 – 2015). • Tennis NSW – Chair Audit & Risk Committee (2009-2013) • Tennis NSW – Director (2007-present) • Tennis NSW – Country Director (2007-2012). • Central Coast Academy of Sport – Tennis Program Manager (2007-2008). • Tennis NSW – Manager - Tennis Services (1999-2000). • Tennis NSW - Development Manager (1997-1998). <p>School Sport</p> <ul style="list-style-type: none"> • School Sport Australia – National Tennis Secretary (1997-2000). • NSW Combined High Schools - Tennis Convener (1988-1996). • NSW Combined High Schools Sports Association - Vice President (1996). • NSW All Schools Tennis Committee - Foundation President (1993-1996).
7.	NSW Tennis Strategic Update
8.	General Business

9.

Close & Networking Opportunity between Tennis NSW and Members

Tennis NSW Board and Management will remain after the Board meeting to discuss “all things tennis.” Tennis NSW will set-up the room with various “stations” that focus on specific products and service delivery. This is your opportunity to visit with the management and team and learn more about specific products and services that can assist you to reach your participation, facility and membership goals.



APPENDIX 1

Letter of Support :

Michelle Jaggard –Lai

Thank you for your valuable time. I am aware of the endless hours spent by people within the organization to help build a better future for Australian tennis, and appreciate you taking the time to consider this letter.

I am inviting you to assist me in applying for the nomination of voluntary Vice President role of Tennis NSW. I have a real passion for tennis, having been a professional top 50 player, as well as having run a large tennis venue for over 15 years. Having experience from both sides of tennis, I believe I am in a unique position to honestly represent the game of tennis and be part of the TNSW governance.

Many would know that I played the game at the highest level on the international stage. However, few would also know that I have been working on the development of the game, teaching players and running a tennis business. The centre is a comparatively large community based venue, offering elite coaching pathways, the Hot Shots programs, and has many affiliations with local schools (primary and high), working with State committee alliances or involved in teaching my own kids the game I love.

I have also been instrumental in conveying a love of tennis to my family. We are now up to the third generation of tennis players in my family, which is no mean feat! Through this process I have learnt a great deal about player development, which has translated to our tennis venue players which combines district/club, player/ coach, country /city, TNSW / TA and mother /child relationships that are imperative to their education.

I would like to address the common issues that I am aware of and that I look forward to helping in future:

- Participation & pathways for our juniors to seniors and beyond incentives
- Clubs, associations and tennis businesses roles and support networks



- Improved competitive rates for services and product value for members
- The importance of roles and responsibilities of all tennis organizations
- Education in learning new methods & modules meshing with learning from past.
- Importance of communication to the overall community to ignite a win/win mentality.
- Long term planning and communication to all parties of the vision of the State bodies.
- Cross -pollinating alliances to grow the sport for exposure and continued respect.
- Player representatives that have passion and commitment to a holistic approach.

My experience includes:

- Australian Open Junior Champion and 10 years on the WTA Tour as a professional player
- Australian Federation Cup representative and TA selected Australian Women's mentor coach and Assistant women's coach for our post juniors to gain mentoring at ITF events.
- Tildesley Shield singles and overall school champion for Ravenswood school and 12 years employed as Head Tennis coach and owner of school tennis business in primary and senior school at Queenwood School for girls.
- 20 years TCA Club professional coach and 15 years Tennis business operations manager
of a large tennis venue on the Northern Beaches , heading up multiple school sports programs mentoring teachers and implemented local community ideas to enhance enjoyment in participation.
- Played first division club leagues in Europe whilst touring and training around the world and enjoyed club tennis with Northern Suburbs tennis Association.
- Other roles include: tournament director, voluntary principal and parent to National level players of different gender whom have enjoyed their tennis in many different ways.

I look forward to your support

Thank you

Michelle Jaggard-Lai



Letter of Support for Michelle Jaggard-Lai

I would like to support Michelle's application for the position of Vice President of Tennis NSW

I have known Michelle and her family for over two years. During that time I have learnt a lot about her journey as an elite tennis player and coach, as a significant teacher of the high social values associated with tennis, and as someone who could contribute to strengthening tennis from the ground roots upwards in Australia.

In a global age, there is an even greater need to strengthen the grass root values of a sport with all of its traditions such as tennis without gender or racial bias.

Michelle would bring her deep insights and values to tennis in NSW and Australia and help to build an even stronger culture and value proposition. Tennis would benefit from her intellectual contribution based on significant personal experiences.

Michelle would be the ideal representative and I commend her application.

Contact me anytime

Yours Sincerely

Ken

Ken C Allen AM

Former Australian Consul General in New York

[+61 410 533 270](tel:+61410533270)



Letter of Support :

Wayne Pascoe

Thank you for the opportunity to serve on the TNSW board since 2011. I have been Vice President for the last 12 months and therefore know the importance of working closely with our President, Greg Doyle, the other Directors and our management team to serve the needs of our members and build a strong business that supports our clubs, associations and coaches in NSW.

Being on the Board of TNSW requires a range of skills. Our role is to provide strategic direction and governance for tennis in our State and to help and advise our CEO implement the Strategic Plan. My experience as a professional tennis player, a lifetime and passionate club player and a business executive in multinational organisations (both in Australia and Asia) has helped me add significant value to the board. Some of our achievements during my tenure include:

- Making TNSW financial sustainable over the long term by both improving cash flow and by renegotiating the lease with Sydney Olympic Park to eliminate a significant capital exposure to the business
- Doubling the number of registered players so that Government and councils are more willing to provide greater support in promoting tennis to the community.
- Building a pipeline of future tennis players by implementing Hot shots throughout the State.
- Developing and implementing from 2017 a Blueprint for Competitions around the State where more people play tennis at their local club.

Our focus over the next 3 years is to build stronger relationships with our members/affiliates, to grow the number of people playing tennis and to provide services like Council contract negotiations, Book a Court and League Planner that help our clubs and associations run more successful tennis centres.

I hope you will allow me to continue to work hard for Tennis in NSW and to continue to implement our strategic plan. Thank you for your support.

AGM Attendance/Proxy Form



GET
COURT
UP

**Tennis New South Wales Ltd
Annual General Meeting
29 November 2016**

Club/Association/Court Operator _____

Please tick one box.

- ☐ We appoint _____ to vote and act on our behalf at the general meeting of members of the Company to be held on 29 November 2016 and any other day to which that general meeting is adjourned or postponed.
- ☐ We cannot attend the meeting and so appoint the chairperson of the annual general meeting as our proxy to vote and act on our behalf at the general meeting of members of the Company to be held on 29 November 2016 and any other day to which that general meeting is adjourned or postponed. *
- ☐ We cannot attend the Tennis NSW AGM and we assign our proxy to:

_____ of _____ *

*** Note: There are elections to be conducted at this annual meeting. As well there are Special Resolutions to be resolved. Members may wish to direct your proxy on how to vote. If so please complete the attached form.**

Name

Position

Signature

Date

Signature of Member [note if the Member is a company, the proxy form should be signed in accordance with the Member's constitution and with the *Corporations Act 2001 (Cth)*.]

AGM Attendance/Proxy Form



GET
COURT
UP

Club/Association/Court Operator _____

We direct our proxy to vote as indicated below.

ELECTION – Please tick the box of the one preferred candidates for the position.	
Director– Vice President (one names only)	<input type="checkbox"/> Michelle Jaggard- Lai <input type="checkbox"/> Wayne Pascoe

Special Resolutions (Tick one column only)

Special Resolutions		For	Against	Abstain	Board's recommendation
5.1	Constitution change to change the date voting rights are calculated				Board supports
5.2	Constitution change to change the number of days prior to AGM the nominations must be received				Board supports
5.3	Constitutional changes to make the President and Vice President Board appointed from the elected directors and replacing with 2 directors nominated by the membership				Board supports
5.4	Term of office to be changed to ensure rotation of directors and to change director terms from 2 to 3 years				Board supports

Return to Tennis NSW by 7.00pm on Sunday, 27 November 2016.

Mail - P.O. Box 6204, Silverwater NSW 1811

Email - machten@tennis.com.au



Meeting: Annual General Meeting – Tennis New South Wales Ltd.

Date & Time: Tuesday, 20 October 2015 at 7.00pm

Venue: Sydney Olympic Park Tennis Centre

Attendance

Board of Tennis NSW		Life Members	
G Doyle (President)		B Armstrong	
W Pascoe (Vice President)		H Beck	
W Saville		C Langsford	
M Parslow		M Parslow	
J Sweeney		W Saville	
T Vonhoff		J Whittaker OAM	
G Porteous		P Wigney	
C Woodland			
		Name	Member
		G Porteous	AbbTen
A MacDonald (CEO)		Y Tucker	Blacktown Tennis Inc
		D Allen	Bulli & Districts Tennis Association
Apologies		M Nicholson	Chatswood Tennis Club Ltd
S Healy		R Beer	Eastern Suburbs Tennis Association
G Pollard		D Cochrane	Eastwood Thornleigh District Tennis Ass
S Pedersen		M White	Glenbrook Community Tennis Club Inc
R Anderson		T Sanford	Hills District Tennis Association
K Rosewall		M Donnelly	Hornsby Kuring-Gai District Tennis Ass
		J Birkett	Illawarra Suburbs Lawn Tennis Association
		C Withell	Manly Lawn Tennis Club
		M Young	Marrickville & District Hardcourt Tennis Ass
		C Woodland	Nepean District Tennis Ass
		E Gordon	Newcastle & District Tennis Ass & Raymond Terrace Tennis Club
		S Brabyn	Roseville Lawn Tennis Club
		A Maple	Ryde Balmain Tennis
		J Whittaker OAM	Tennis Seniors NSW

Proxies

Chairman	Allambie Heights Tennis Club	Ballina Tennis Club	Broulee Tennis Club
Cammeray Tennis Club	Canterbury-Bankstown Tennis Association	Coffs Harbour & District Tennis Association	Kendall Tennis Club
Kim Warwick Tennis	Lismore & District Tennis Association	Longueville Tennis Club	Malua Bay Tennis Club
Medowie Tennis Club	Nabiac Tennis Association	North Arm Cove Tennis Club	Orange Ex-Services Tennis Club
Staggy Creek Tennis Club	Tennis Valley	Tennis Wollongong Inc	Towamba Tennis Club
Wakehurst Tennis	Wentworth Falls Tennis Club	Western Suburbs Tennis Association	Young Tennis Club
Stan Pedersen			
Ellen Gordon	Howe Park Tennis Club	Kiama & Shellharbour District Tennis Association	
Ginette Porteous	Jensen's Tennis Centre	Kooroora Tennis Club	
Wendy Saville	City of Wollongong Tennis Club		

Other Attendees

Observers	J Howden	G Sanford	N Renaud
J Santangelo (Auditor)	C Ward (Auditor)	S Redknap	
Staff	J Hills	M Achten	N Abercrombie
T Robertson	A Renfrey		

Item	Discussion
	<p>Welcome</p> <p>The Chairman called the meeting to order at 7:06pm. He welcomed all in attendance, including Tennis NSW Life Members and company auditor Nexia Court, to the 2014-2015 Annual General Meeting of Tennis New South Wales ("Tennis NSW").</p> <p>The Chairman declared there was a quorum and honoured those members who had passed during the year.</p> <p>A short video presentation was aired on the FAST4 Tennis event held in January 2015.</p> <p>Highlights</p> <p>The Chairman took the members through some highlights of the 2014-2015 year including:</p> <ul style="list-style-type: none"> • Tennis NSW Membership grew to more than 115,000 for the first time • Global launch of FAST4 Tennis with 'One Night with Federer and Hewitt' • A sold out men's final session at the Apia International Sydney, the largest crowd since the 2000 Olympics • Reduced operating deficit for Tennis NSW • Tennis World appointed as operators of Sydney Olympic Park Tennis Centre (SOPTC) in July to ensure the venue operates as a best practice and sustainable venue
1.	<p>1.1 Minutes of the 2013-2014 Annual General Meeting</p> <p>The Chairman referred the meeting to the minutes of the 2013-2014 Annual General Meeting held on 21 October 2014 and sought corrections and amendments.</p> <p>A number of spelling corrections were cited and captured by management.</p> <p>RESOLVED that the minutes of the Annual General Meeting held on 21 October 2014 be adopted as a true and accurate record, subject to the amendments sought by the members.</p> <p>MOVED: Ms Gordon SECONDED: Mr Beck CARRIED</p>

2.	<p>2014-2015 Annual Financial Reports</p> <p>2.1 The Chairman invited the CEO to present the Financial Report for 2014-2015.</p> <p>The CEO updated the members on Tennis NSW's financial sustainability plan and progress leading towards 2018.</p> <p>The CEO outlined a 2014-2015 deficit after non-cash items but before investments of (\$288,710). A favourable result against budget and an improved position from a deficit of (\$1.6m) in 2013-14.</p> <p>The CEO noted that there were some one-off income grants allocated towards CAPEX projects that impacted favourably on the 2014-15 P&L.</p> <p>2.2.1 The CEO provided the membership with the highlights from the 2014-2015 financial report. Key points are listed below:</p> <ul style="list-style-type: none"> • The Company's net result for the year ended 30 June 2015 was a surplus of \$394,136 (2014: \$2,332,571). This includes investment income. • After including unrealised gains on investments, the total comprehensive income of the Company was \$1,243,728 (2014: \$2,578,404). Note – the 2014 result included a gain on a write-back of a provision of \$1,300,000. • Nexia issued an "unmodified Audit opinion" (i.e. a clean audit opinion). <p>2.2.2 The CEO then provided the meeting with an update on the Grassroots and Facility Reserve Fund (GFRF). Key points are listed below:</p> <ul style="list-style-type: none"> • Over the period leading up to 2013, our investments had been declining • The Board decided to establish the GFRF in June 2013 with initial assets valued at \$15,000,000 • The fund is now providing improved income to the operations of the organisation as well as appreciating • At the end of the 2014-2015 financial year the GFRF had appreciated to \$16,719,785. This is a result of capital growth in a strong market combined with the reinvestment of a portion of the income earned. <p>RESOLVED that the 2014-2015 Annual Financial Reports of Tennis NSW be received.</p> <p>MOVED: Mr Armstrong SECONDED: Mr Whittaker CARRIED</p> <p>2.3 The members were advised that TNSW will be continuing with the services of Nexia Court as the Company Auditors for the 2015-2016 financial year.</p>
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3.	<p>2014-2015 Annual Report</p> <p>3.1 The Chairman noted the highlights for the 2014-2015 year were presented earlier in the meeting. He also noted that the Annual Report will be available online at www.tennis.com.au/nsw</p> <p>RESOLVED that the 2014-2015 Annual Report of Tennis NSW be adopted.</p> <p>MOVED: Mr Beck SECONDED: Ms Gordon CARRIED</p>
4.	<p>Election of Directors</p> <p>Prior to the elections taking place the Chairman advised the members of the following:</p> <ul style="list-style-type: none"> • that he has nominated himself for a position on the Tennis Australia (TA) Board. • the Tennis Australia AGM takes place on 26 October 2015 • The Tennis NSW board has made the decision to support his nomination. If he was to be successful he would step down as President of Tennis NSW. This would create a casual vacancy and the Board unanimously made the decision in this instance to appoint Wayne Pascoe to fill the casual vacancy <p>The Chairman then stood down from the Chair and asked the Vice-President, Wayne Pascoe, to conduct the first election for President.</p> <p>4.1 President (1 to be elected)</p> <p>4.1.1 Mr Pascoe indicated that there was only one nomination for President and he declared Gregory Doyle elected as President unopposed.</p> <p>Mr Pascoe then invited Mr Doyle back to Chair the remainder of the meeting.</p> <p>4.2 Country Director (2 to be elected)</p> <p>4.2.1 The Chairman indicated there were only two nominations for the Directors nominated by Country and he declared Wendy Saville and Andrew Mitton elected as Country Directors unopposed.</p> <p>4.3 Court Operator Director (1 to be elected)</p>

	<p>4.3.1 The Chairman indicated there was only one nomination for the Director nominated by Court Operators and he declared Chris Woodland elected as the Director nominated by Court Operators unopposed.</p> <p>4.4 Metropolitan Directors (2 to be elected)</p> <p>4.4.1 The Chairman appointed Joe Santangelo from Nexia Court as a scrutineer for the elections. He then asked the meeting to nominate a Life Member, present at the meeting, as the second scrutineer. Mr Whittaker was nominated and accepted the position.</p> <p>4.4.2 The Chairman advised that there had been three nominations for the two available Metropolitan Director positions:</p> <ul style="list-style-type: none"> • Ginette Porteous; • Stephen Redknap; and • Glendon Sanford. <p>4.4.3 The Chairman advised the members that as Chairman he had received 22 proxies from members for a total of 5,026 votes. The Chairman advised that the Board had directed him to vote with his undirected proxies as follows:</p> <ol style="list-style-type: none"> 1. Ginette Porteous 2. Glendon Sanford <p>4.4.4 The Chairman asked delegates to finalise their votes for the Metropolitan Directors and those ballot papers were provided to the scrutineers.</p> <p>4.4.5 Following advice from the scrutineers, the Chairman declared Ginette Porteous and Glendon Sanford elected as the two (2) Metropolitan Directors.</p> <p>RESOLVED that the ballot papers be destroyed.</p> <p>MOVED: Ms Young SECONDED: Ms Gordon CARRIED</p>
5.	<p>Special Resolution</p> <p>The Chairman drew the meeting's attention to the Special Resolution, which was on the agenda paper. He reminded the meeting that to pass a Special Resolution to change the Constitution an affirmative vote of 75% of the votes cast is required.</p>

	<p>The Chairman asked the members for consideration of the following Special Resolution duly submitted by the Board of TNSW by a show of hands.</p> <p>5.1 Special Resolution</p> <p>Definitions Update 2. Definitions to include <i>"Tennis Australia means Tennis Australia ACN 61 006 281 125, the governing body of Tennis in Australia"</i></p> <p>Obligations to Members <i>"3.1 Every Member undertakes to:</i> <ul style="list-style-type: none"> <i>Promote and further the objects, interest, influence and standing of the Company; and</i> <i>Observe and be bound by this Constitution and any applicable rules, by-laws and policies of the Company and Tennis Australia in force from time to time,</i> <i>Require its Members to be bound by all applicable rules, regulations, by-laws and policies referred to in clause 4(c), as a condition of their membership, to the best of their ability."</i> <i>3.2 By virtue of its membership with Tennis Australia, the Company agrees to adopt and abide by national by-laws and policies of Tennis Australia, as implemented and amended from time to time, including, but not limited to, the Member Protection Policy, the Anti-Doping Policy, the Disciplinary Policy and the Code of Behaviour Tournaments and Weekly Competitions. The Company, its Members and its officers are bound by each of these policies. Each Member of the Company agrees that all its members are also bound by each of these policies."</i></p> <p>RESOLVED that the Constitution incorporating the agreed changes, and signed by the Chairman for the purpose of identification, be approved and adopted as the Constitution of the Company (TNSW Ltd).</p> <p>MOVED: Mr Armstrong SECONDED: Mr Beck CARRIED</p>
<p>6.</p>	<p>General Business</p> <p>6.1 Mr Beck asked a question pertaining to TA's disciplinary policy and one of the high profile tennis players on the ATP Tour. The Chairman and CEO took the question on notice and advised it would be raised directly with TA.</p> <p>6.2 The CEO took the membership through the strategic plan of Tennis NSW for the period 2014-2018 outlining progress made over the last 12 months on a range of issues.</p> <p>6.3 The CEO then updated the membership on Tennis World at SOPTC and indicated the model was progressing to expectations. The new model had also been complemented by a</p>

	<p>recent \$850,000 Capex spend in partnership with TA, Tennis NSW, Sydney Olympic Park Authority and a private LED lighting company.</p> <p>6.4 The CEO advised the members of the strategic priorities for Tennis NSW and outlined the direction for the next 12 months.</p> <p>6.5 Mr Beck addressed the meeting to thank the Board and staff for the work they have done in the past 12 months. He felt that great advances had been made.</p> <p>6.6 The Chairman announced to the members that Mick Parslow has concluded his term on the Board as an Independent Director, this concluded over 30 years of service to Tennis NSW. The Board wished to thank Mr Parslow for all his work. The members added their appreciation to Mr Parslow.</p>
8.	<p>Close</p> <p>The Chairman thanked the members for their attendance this evening. He closed the meeting at 8.39pm.</p>

Chairman

Date

Constitution

Tennis New South Wales Ltd

ACN 000 011 558

Amended [insert date] ~~20 October 2015~~

Middletons

Melbourne Office
Ref: CEC.DTX.10014211

Table of Contents

1.	Nature of the Company	1
2.	Definitions and interpretation	1
2.1	Definitions	1
2.2	Interpretation	2
2.3	Replaceable Rules	3
3.	Obligation of Members	3
4.	Objects	4
5.	Assets and income of Company	4
5.1	Promotion of objects	4
5.2	No payments to Members	4
6.	Membership and other rights	4
6.1	Eligibility for Membership	4
6.2	Number of Members	5
6.3	Rights of Members	5
6.4	Different classes of Members	5
6.5	Application for affiliation	5
6.6	Entrance fee and annual subscription	5
6.7	Honorary Life Members	6
6.8	No transfer of membership	6
6.9	Register of Members	6
6.10	Cessation of membership	6
6.11	No claim against the Company	6
7.	Contribution of Members	7
8.	Powers of attorney	7
9.	Representatives	7
10.	General meetings	8
10.1	Annual general meeting	8
10.2	Power to convene general meeting	8
10.3	Notice period	8
10.4	Notice of general meetings	8
10.5	Content of notice of general meetings	8
10.6	Content of notice of annual general meeting	8
10.7	Nature of business	9
10.8	Notice of adjourned meeting	9
10.9	Failure to give notice	9
10.10	Directors' right to attend	9
11.	Proceedings at general meetings	9
11.1	Use of technology	9
11.2	Quorum	9
11.3	Effect of no quorum	10
11.4	Chairperson	10

12.	Voting at general meetings	10
12.1	Voting	10
12.2	Voting rights	10
12.3	Voting by poll	11
12.4	Casting vote of chair	11
12.5	Objection to qualification of a voter and votes counted in error	11
13.	Proxies	12
13.1	Who can appoint a proxy	12
13.2	Execution and form of proxies	12
13.3	Member's attorney	12
13.4	Lodgement of proxies and powers of attorney	12
13.5	Validity of proxy vote	13
14.	Board	13
14.1	Number and appointment of Directors	13
14.2	Elected Directors	13
14.3	Appointed Directors	14
14.4	President and Vice President	14
14.5	Nomination of Directors	15
14.6	Term of Office	15
14.7	Appointment to fill casual vacancy	15
14.8	Removal of Directors	16
14.9	Vacation of office	16
15.	Powers and duties of Directors	16
15.1	General management power	16
15.2	Attorneys	16
15.3	Power to borrow and give security	17
15.4	Director may act in professional capacity	17
15.5	Disciplinary powers of the Board	17
15.6	Payments to Directors	17
16.	Proceedings of Directors	18
16.1	Directors meetings	18
16.2	Circulating resolutions	18
16.3	Telephone and other meetings	18
16.4	Directors resolutions	19
16.5	Minutes	19
16.6	Director's personal interests	19
16.7	Quorum	19
16.8	Alternate Directors	19
16.9	Chairperson	20
16.10	Delegation to Committees	20
16.11	Acts of Directors valid despite defective appointment	20
16.12	Board confidentiality	21

17.	By laws and policies	21
18.	Secretary	21
19.	Chief Executive Officer	21
20.	Execution of documents	22
20.1	Use of seal optional	22
20.2	Execution without the seal	22
20.3	Execution using the seal	22
20.4	Execution by authorised persons	22
21.	Inspection of records	22
22.	Notices	22
22.1	Notices in writing	22
22.2	Service	22
22.3	Deemed receipt	23
23.	Audit and accounts	23
23.1	Company must keep accounts	23
23.2	Audit	23
23.3	Financial reporting	23
23.4	Conclusive reports	23
24.	Winding up	23
25.	Indemnity	24
25.1	Interpretation	24
25.2	Scope of indemnity	24
25.3	Insurance	24
26.	Variation or amendment of Constitution	25
	Schedule	26

Corporations Act
A Company Limited by Guarantee

CONSTITUTION
OF
TENNIS NEW SOUTH WALES LIMITED

1. Nature of the Company

- (a) The Company is a public company limited by guarantee.
- (b) The name of the Company is Tennis New South Wales Ltd.

2. Definitions and interpretation

2.1 Definitions

In this Constitution unless the contrary intention appears:

Appointed Directors means Directors appointed by the Board under clause 14.3-14.2;

Association means any association comprised of 2 or more Tennis clubs (which clubs are not directly registered with the Company) located within New South Wales;

Auditor means the Company's auditor from time to time;

Board means the board of Directors of the Company;

Chief Executive Officer means the chief executive officer of the Company appointed under clause 19;

Club means a Tennis club located in New South Wales;

Company means Tennis New South Wales Ltd ACN 000 011 558;

Constitution means this constitution of the Company as amended, supplemented or replaced from time to time;

Corporations Act means the *Corporations Act 2001 (Cth)*;

Court Operator means an accredited Tennis coach, an individual or group who conducts Tennis related activities, in New South Wales;

Director means any person occupying the position of director of the Company;

Honorary Life Member means a Member elected under clause 6.7;

Independent Director means a person ~~elected~~ appointed to the position of President or Vice-President and each person appointed to the position of Director under clause 14.3 14.2 that is not a Representative, employee or officer of the Company or a Member;

Member means a member of the Company;

Office means the registered office for the time being of the Company;

President means the person ~~elected~~ appointed to the position of president of the Company under clause 14.3(c)(i) 14;

Register means the register of Members;

Registered Tennis Player means a Tennis player whose name appears in the Company's register of Tennis players. Tennis players may register:

- (a) directly with the Company; or
- (b) with a Member (other than an Honorary Life Member);

Related Body Corporate has the meaning given to the term in the Corporations Act;

Representative means a natural person nominated by a Member under clause 9;

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of the joint secretaries;

Special Resolution means a resolution:

- (a) of which notice as required in accordance with the Corporations Act has been given; and
- (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution (or any other majority specified by the Corporations Act);

Tennis means the game of tennis, as regulated by the Rules of Tennis, as published by the International Tennis Federation from time to time;

Tennis Australia means *Tennis Australia ACN 61 006 281 125, the governing body of Tennis in Australia*

Tennis Country means a management committee of the Company administering tennis activities in the area consisting of the six regional areas of New South Wales outside the boundaries of metropolitan Sydney;

Tennis Sydney means a management committee of the Company administering tennis activities in the metropolitan area of Sydney; and

Vice President means the person ~~elected~~ appointed to the position of vice president of the Company under clause 14.3(c)(ii) 14.

2.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) a reference to:

- (i) any statute, ordinance, code or other law includes regulations and other statutory instruments under any of them and consolidations, amendments, re-enactments or a replacement of any of them by any government body;
- (ii) any officer of the Company includes any person acting for the time being as such an officer; and
- (iii) writing includes any mode of representing or reproducing words in a tangible or visible form, and includes facsimile transmission and email;
- (b) words importing:
 - (i) the singular include the plural and vice versa;
 - (ii) a gender includes the other gender; and
 - (iii) natural persons include partnerships, associations and corporations;
- (c) headings do not affect the construction of this Constitution;
- (d) if a word or phrase is defined, cognate words and phrases have corresponding meanings;
- (e) an expression used in a particular Part or Division of the Corporations Act that is given by that Part or Division a special meaning for the purposes of that or any other Part or Division has, in any part of this Constitution that deals with a matter dealt with by the relevant Part or Division, the same meaning as applies in or in respect of that Part or Division; and
- (f) wherever "include" or any form of that word is used, it must be construed as if it were followed by "(without being limited to)".

2.3 Replaceable Rules

Each of the provisions of the sections or sub-sections of the Corporations Act which would but for this clause 2.3 apply to the Company as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the Company except insofar as they are repeated in this Constitution.

3. Obligation of Members

3.1 Every Member undertakes to:

- (a) Promote and further the objects, interest, influence and standing of the Company; and*
- (b) Observe and be bound by this Constitution and any applicable rules, by-laws and policies of the Company and Tennis Australia in force from time to time,*
- (c) Require its Members to be bound by all applicable rules, regulations, by-laws and policies referred to in clause 4(c), as a condition of their membership, to the best of their ability.*

3.2 By virtue of its membership with Tennis Australia, the Company agrees to adopt and abide by national by-laws and policies of Tennis Australia, as implemented and amended from time to time, including, but not limited to, the Member Protection Policy, the Anti-Doping Policy, the Disciplinary Policy and the Code of Behaviour Tournaments and Weekly Competitions. The Company, its Members and its officers are bound by each of these policies. Each Member of the Company agrees that all its members are also bound by each of these policies.

4. Objects

The objects for which the Company is established are to:

- (a) govern, promote and develop Tennis in New South Wales;
- (b) be the principal body for the governance of Tennis in New South Wales and to settle disputes relating to Tennis in New South Wales;
- (c) uphold and maintain the rules and regulations of Tennis in New South Wales;
- (d) organise, conduct and promote Tennis matches, tournaments, championships, events and activities in New South Wales;
- (e) construct, furnish and maintain any Tennis courts or other grounds, buildings or works for use in Tennis matches, tournaments, championships, events and activities in New South Wales;
- (f) assist and encourage communication between Members;
- (g) assist Members to promote and develop Tennis in New South Wales; and
- (h) do all things incidental to assisting in achieving the objects of the Company.

5. Assets and income of Company

5.1 Promotion of objects

- (a) All assets and income of the Company will be applied solely towards the promotion of the objects of the Company.
- (b) Any dealings with the assets and undertakings of the Company, other than in the ordinary course of business, must be approved by the Members.

5.2 No payments to Members

No assets or income of the Company will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Company, provided that nothing in this clause 5 will prevent the payment in good faith of remuneration to any Member of the Company in return for any services actually rendered to the Company.

6. Membership and other rights

6.1 Eligibility for Membership

The Company may admit the following as Members:

- (a) Clubs;
- (b) Associations;
- (c) Court Operators;
- (d) Honorary Life Members; and
- (e) any other person or groups of persons which conducts Tennis related activities of a kind or scale which the Board believes is sufficient to warrant membership.

6.2 Number of Members

The number of Members of the Company is unlimited.

6.3 Rights of Members

Members will have the right to attend, be heard and vote at any meetings of Members.

6.4 Different classes of Members

The Directors may from time to time allow further categories of membership of the Company.

6.5 Application for membership

- (a) Every application for membership must be lodged with the Secretary and must set out the name, address and occupation of the applicant together with a copy of the applicant's constitution or governing rules, if applicable.
- (b) Applications for membership must be made in writing on a form to be approved by the Board for that purpose and must be signed by the applicant.
- (c) The Board will consider the application and will in its absolute discretion:
 - (i) determine the admission or rejection of the applicant (and need not provide any reason for such decision); or
 - (ii) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- (d) An applicant will be admitted to membership if a majority of the Directors present and entitled to vote at the Board meeting vote by resolution to admit the applicant.
- (e) If the Directors reject an application for membership, the Secretary must as soon as practicable, notify the applicant in writing that the application has been rejected.
- (f) If the Directors approve an application for membership, the Secretary must, as soon as practicable:
 - (i) notify the applicant in writing of approval for membership; and
 - (ii) request payment of the applicant's entrance fee and first annual subscription (if any) due under clause 6.6.
- (g) The Secretary must, within 30 days after receipt of the amounts referred to in clause 6.6 (or if no amounts are payable under clause 6.6, within 30 days after notification under clause 6.5(f)(i), enter the applicant's name on the register of Members.
- (h) If an amount due under clause 6.6 is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel the acceptance of the applicant for membership.

6.6 Entrance fee and annual subscription

- (a) The entrance fee and annual subscription payable by each Member (other than an Honorary Life Member) (if any) will be determined by the Board from time to time and may vary for each different class of Member (other than an Honorary Life Member).

- (b) All annual subscriptions will be due and payable at the times determined by the Board from time to time.
- (c) If a Member's (other than an Honorary Life Member) annual subscription remains unpaid for a period of 30 days after it falls due then the Member (other than an Honorary Life Member) will be sent a notice from the Secretary (**Notice**) requiring payment of the outstanding subscription within a period of 60 days after the Notice. If the subscription remains unpaid at the expiry of that 60 day period then the Member (other than an Honorary Life Member) will at that time automatically and without further notice cease to be a Member.

6.7 Honorary Life Members

The Board may recommend that any person who has in its opinion rendered long and distinguished service to the Company be granted the title of Honorary Life Member. The Company may in, general meeting, grant Honorary Life Membership to any such person upon receiving the relevant recommendation from the Board.

6.8 No transfer of membership

A right, privilege or obligation of a person by reason of membership of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership of the Company.

6.9 Register of Members

The Secretary will cause to be entered into the Register the name, address and voting entitlements of each Member, as supplied by the Member on their application for membership (or as granted by the rights attaching to their membership) and the Secretary must update the Register as and when required, in order to reflect changes to Members' details.

6.10 Cessation of membership

A Member will cease to be a Member:

- (a) if the Member resigns from the Company by giving at least 30 days' notice in writing to the Secretary;
- (b) if the Member ceases to satisfy all requirements for their respective category of membership;
- (c) if a liquidator is appointed in connection with the winding up of the Member;
- (d) if a receiver, receiver and manager, official manager, trustee, administrator, other controller or similar official is appointed, or steps are taken for such appointment over the assets of the Member; or
- (e) if an order is made by a Court for the winding up or deregistration of the Member.

6.11 No claim against the Company

A Member whose membership ceases does not have any claim against the Company or the Directors for damages or otherwise.

7. Contribution of Members

- (a) The liability of Members of the Company is limited.
- (b) Every Member undertakes to contribute to the assets of the Company, in the event of the Company being wound up while they are a Member or within 1 year after they cease to be a Member, for the payment of debts and liabilities of the Company incurred before the time at which the Member ceased to be a Member and for the costs, charges and expenses of winding up and for the adjustment of rights of the contributories among themselves, such amount as may be required not exceeding \$20.00.

8. Powers of attorney

- (a) If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- (b) If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- (c) The Company may ask for whatever evidence it thinks appropriate to satisfy itself that the power of attorney is effective and continues to be in force.

9. Representatives

- (a) A Member that is not a natural person may by written notice to the Secretary:
 - (i) appoint a natural person to act as its Representative in all matters as permitted by the Corporations Act; and
 - (ii) remove a Representative.
- (b) A Representative is entitled to:
 - (i) exercise at a general meeting all the powers which the Member which appointed them could exercise if it were a natural person; and
 - (ii) be counted towards a quorum on the basis that the relevant Member is to be considered personally present at a general meeting by its Representative;
- (c) A Representative may be nominated as a Director.
- (d) A certificate executed in accordance with the Corporations Act is rebuttable evidence of the appointment or of the termination of the appointment (as appropriate) of the Representative.
- (e) If written notice of the appointment of a Representative has not been received under clause 9(a), the Chairperson of a general meeting may allow a Representative to vote on the condition that they subsequently establish their status as a Representative within a period prescribed by and to the satisfaction of the Chairperson of the general meeting.
- (f) The appointment of a Representative may set out restrictions on the Representative's powers.

10. General meetings

10.1 Annual general meeting

The Company must hold an annual general meeting in accordance with the Corporations Act.

10.2 Power to convene general meeting

The Directors may, whenever they think fit, convene a general meeting of the Members. The Directors must convene a general meeting at the request of 5% or more of the Members.

10.3 Notice period

- (a) Subject to the Corporations Act and clause 10.3(b), the Company must give at least 21 days notice of general meetings (including annual general meetings).
- (b) The Company may call, on shorter notice than that specified in clause 10.3(a):
 - (i) an annual general meeting, if all the Members entitled to attend and vote at the annual general meeting agree prior to the annual general meeting; and
 - (ii) any other general meeting, if Members holding at least 95% of the votes that may be cast at the general meeting agree prior to the general meeting.

10.4 Notice of general meetings

Written notice of a general meeting must be given as provided in this Constitution to:

- (a) every Member;
- (b) every Director; and
- (c) the Auditor (if any).

10.5 Content of notice of general meetings

A notice of a general meeting must:

- (a) specify the place, date and time for the meeting;
- (b) state the general nature of the business to be transacted at the meeting;
- (c) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution; and
- (d) contain a statement of:
 - (i) each Member's right to appoint a proxy; and
 - (ii) the fact that a proxy need not be a Member of the Company.

10.6 Content of notice of annual general meeting

The notice of an annual general meeting must state that the business to be transacted at the meeting includes:

- (a) the consideration of the financial statements and the reports of the Directors and Auditor (if any);
- (b) the election of Directors and other officers in place of those retiring; and
- (c) any other business which, under this Constitution or the Corporations Act, is required to be transacted at an annual general meeting.

10.7 Nature of business

All business that is transacted at a general meeting will be special, with the exception of:

- (a) the receipt of the accounts, balance sheets, and the reports of the Directors and Auditors; and
- (b) the election of the Directors and Auditors (if any).

10.8 Notice of adjourned meeting

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 30 days or more.

10.9 Failure to give notice

Any resolution passed at a meeting is not invalidated by:

- (a) the accidental omission to give notice of a meeting to any Member or non-receipt of that notice by a Member; or
- (b) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument.

10.10 Directors' right to attend

Each Director is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting.

11. Proceedings at general meetings

11.1 Use of technology

The Company may hold a meeting at 2 or more venues using any technology that gives Members a reasonable opportunity to participate.

11.2 Quorum

- (a) Except as otherwise provided in this Constitution, the quorum for a general meeting of the Company is at least 15 Members, present in person or by Representative, proxy or attorney and the quorum must be present at all times during the meeting.
- (b) No business will be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (c) For the purpose of determining whether a quorum is present each person attending as a Representative is deemed to be a Member.

11.3 Effect of no quorum

If a quorum of the Company's Members is not present within half an hour after the time appointed for the meeting in the notice:

- (a) if the meeting was convened on the requisition of Members, the meeting must be dissolved; or
- (b) in any other case:
 - (i) the meeting will be adjourned to the same time and place in the next week, or if this is unacceptable, to a day, time and place that the Directors specify, except that if the meeting is adjourned for 30 days or more, notice of the resumed meeting must be given; and
 - (ii) if at such adjourned meeting the quorum is not present, those Members who are present shall be the quorum and may transact the business for which the meeting was called.

11.4 Chairperson

- (a) Meetings of the Members will be chaired by the President or in the President's absence, the Vice-President.
- (b) If the President (or Vice-President, as the case may be) is not present within 15 minutes after the time appointed for the relevant meeting, or if the office of President and Vice President are both vacant, then (for that meeting only):
 - (i) a Director present at the meeting who is chosen by a majority of Members present; or
 - (ii) if there is no Director present or willing to take the chair, a Member or Member's Representative, attorney or proxy present at the meeting who is chosen by a majority of the Members present, will chair the meeting.
- (c) If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question, and the chairperson's decision is final.

12. Voting at general meetings

12.1 Voting

- (a) A resolution put to the vote at a general meeting must be decided on a show of hands of Members unless a poll is demanded.
- (b) Before a vote is taken, the chairperson must inform the general meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the chairperson of the meeting is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against the resolution.

12.2 Voting rights

Whether on a show of hands or on a poll:

- (a) each Member (other than an Honorary Life Member) has that number of votes as is equal to the number of Registered Tennis Players who were ~~are~~ registered with the Company by the relevant Member as at the 30 June falling within the 12 months preceding the date of the general meeting ~~the date of the notice of the meeting~~ (as recorded in the Register);
- (b) each **Honorary** Life Member has one vote; and
- (c) each Member entitled to vote may vote in person or by proxy, attorney or Representative.

12.3 Voting by poll

- (a) A poll may be demanded by:
 - (i) the Chairperson; or
 - (ii) any Member present (by proxy, attorney or Representative) and entitled to vote on the resolution; or
- (b) A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) The demand for a poll may be withdrawn.
- (d) If a poll is duly demanded, it must be taken in such manner and, subject to clause 12.3(e), either immediately or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (e) A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- (f) The demand for a poll does not prevent a meeting continuing for the transaction of any business other than the question on which a poll has been demanded.

12.4 Casting vote of chair

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded has a casting vote.

12.5 Objection to qualification of a voter and votes counted in error

- (a) An objection to a person's right to vote at a general meeting:
 - (i) may only be raised at a general meeting or adjourned meeting at which the vote objected to is given or tendered; and
 - (ii) must be determined by the chairperson of the meeting, whose decision is final.

- (b) If any vote is counted at a general meeting which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:
 - (i) detected at the same meeting; and
 - (ii) of sufficient magnitude, in the opinion of the chairperson, as to invalidate the resolution.
- (c) A vote allowed despite an objection referred to in clause 12.5(a) or being detected under clause 12.5(b)(i) is valid for all purposes.

13. Proxies

13.1 Who can appoint a proxy

A Member who is entitled to attend and vote at a general meeting may appoint a person as that Member's proxy to attend and vote for that Member at a meeting of the Company. A proxy need not be a Member of the Company.

13.2 Execution and form of proxies

An instrument appointing a proxy:

- (a) may be contained in a facsimile or email attachment;
- (b) must be in writing under seal or signed by an officer or attorney duly authorised;
- (c) may specify the manner in which the proxy is to exercise their vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- (d) is deemed to confer authority to demand or join in demanding a poll; and
- (e) must (except in the case of proxies appointed under power of attorney), as nearly as the circumstances permit, be in the form set out in the schedule or in such other form as the Directors prescribe.

13.3 Member's attorney

A Member may appoint an attorney to act, or to appoint a proxy to act, at a general meeting. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

13.4 Lodgement of proxies and powers of attorney

- (a) If a Member appoints a proxy or an attorney, the following documents must be given to the Company at the Office or at the place specified for the purpose in the notice calling the general meeting:
 - (i) the proxy's appointment;
 - (ii) if the appointment is signed by the appointor's attorney, the authority under which the form was signed or a certified copy of the authority; and
 - (iii) in the case of an attorney, the power of attorney or a certified copy of it.

- (b) The appointment of a proxy or an attorney is valid for a meeting if the appointment and any authority are given to the Company at least 48 hours before the general meeting at which the proxy is to be used.

13.5 Validity of proxy vote

A vote cast in accordance with the terms of an instrument of proxy or of a power of attorney is valid if no notice in writing of:

- (a) the previous death of the appointing Member;
- (b) the mental incapacity of the appointing Member;
- (c) the revocation of the proxy's appointment; or
- (d) the revocation of the authority under which the proxy was appointed,

has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or exercised.

14. Board

14.1 Number and appointment of Directors

(a) ~~At the annual general meeting of the Company in 2009 and at each subsequent annual general meeting, the Members must, in the following order, elect Directors to the extent necessary to ensure that the Company has the following Directors:~~
The number of Directors of the Company will be no less than 7 and no more than 10 and Board shall, subject to this Constitution, comprise no more than ten (10) Directors, including of the following:

(i) ~~President~~Seven (7) Directors elected in accordance with under clause 14.2 "Elected Directors"; and

(ii) ~~Vice President; and~~Up to three (3) Directors appointed by the Board under clause 14.3 ("Appointed Directors").

(-)~~5 other Directors, being:~~

(-)~~2 Directors from nominations proposed by a Club or Association located in the metropolitan area of Sydney;~~

(-)~~2 Directors from nominations proposed by a Club or Association located in any of the six regional areas of New South Wales outside the boundaries of metropolitan Sydney; and~~

(-)~~1 Director from nominations proposed by Court Operators~~

14.2 Elected Directors

(a) ~~Seven (7)~~The Elected Directors must will be comprised of: elected by the members in accordance with this constitution. The seven (7) Directors will include:

(i) ~~two~~2 Directors from nominations proposed by a Club or Association located in the metropolitan area of Sydney ("Sydney Nomination")

(ii) ~~two~~ **2** Directors from nominations proposed by a Club or Association located in any six regional areas of New South Wales outside the boundaries of metropolitan Sydney ("**Country Nomination**")

(iii) ~~one~~ **4** Director from nominations proposed by Court Operators ("**Court Operator Nomination**") and

(iv) ~~two~~ Directors from nominations proposed by any Club, Association or Court Operator ("**Miscellaneous Nomination**").

~~2 Directors from nominations proposed by any Club, Association or Court Operator.~~

~~The Directors shall elect one of the elected directors to be the President by a majority vote. The President shall assume the office at the conclusion of the meeting at which he or she was elected and will remain President for the remainder of their current term~~

14.614.3 Appointed Directors

(a) The Board, by majority resolution, may appoint up to 3 Independent Directors to complement the skills of the Member elected Board.

(b) Any Director appointed under Clause **14.23** will be appointed for a period to be determined by the Board not exceeding ~~two~~ **three** years and at the end of that period they will be eligible for reappointment by the Board.

(c) ~~At or before the first Board meeting following each annual general meeting;~~

(i) ~~if there is a vacancy in the position of President, the Board will appoint one of the Elected Directors to the position of President for a period to be determined by the Board not exceeding three years and at the end of that period they will be eligible for reappointment to the position of President by the Board (but subject to the other provisions of this Constitution); and~~

~~(b)(i)~~ (ii) ~~if there is a vacancy in the position of Vice President, the Board will appoint one of the Directors to the position of Vice President for a period to be determined by the Board not exceeding three years and at the end of that period they will be eligible for reappointment to the position of Vice President by the Board (but subject to the other provisions of this Constitution).~~

14.714.4 Independent DirectorPresident and Vice President

(a) ~~If either the President or Vice President cease to be a Director, he or she will immediately cease to hold office as President or a Vice President (as the case may be).~~

(b) ~~The Board may remove the President from the role of President, or remove the Vice President from the role of Vice President, before the expiry of his or her term (as the case may be), however he or she may remain as a Director (subject to the other provisions of this Constitution).~~

(c) ~~If the President resigns as President, he or she may remain as a Director (subject to the other provisions of this Constitution).~~

(d) ~~If the Vice President resigns as Vice President, he or she may remain as a Director (subject to the other provisions of this Constitution).~~

(e) ~~The Director appointed to the position of President Any Independent Director shall within 14 days of such election or appointment to the position of Independent Director retire from any position then held as a Representative, employee or officer of the Company or a Member.~~

(a)(f) ~~If the Director appointed to the position of Vice President is an Elected Director, that Director shall within 14 days of such appointment retire from any position held as a Representative, employee or officer of the Company or a Member.~~

14.814.5 Nomination of Directors

(a) Subject to the Corporations Act 2001 (Cth) and this Constitution, a person will be eligible for nomination as ~~an Elected~~ Director provided that a written nomination signed by two Members, together with the person's consent in writing to their appointment, is received by the Secretary at least ~~2845~~ days prior to the date fixed for the holding of the annual general meeting.

(b) ~~A person may only nominate for one category of Elected Director (as set out in clause 14.2(a) of this Constitution) at an annual general meeting.~~

14.914.6 Term of Office

(a) Subject to this clause ~~14.56~~ and clause ~~14.76~~, all Directors appointed at or after the ~~2009-2017~~ annual general meeting shall hold office for a term of ~~32~~ years.

(b) Directors appointed under clause ~~14.32~~ shall hold office for a term determined by the Board up to a maximum of ~~32~~ years.

(c) Subject to clauses 14.5(f) and (g) one of the Directors appointed under clause ~~14.2(a)(i) 14.1(e) (iii) (A)~~ at the ~~2009-2017~~ annual general meeting shall hold office for a term of ~~32~~ years and the other will hold office for a term of ~~12~~ years.

(d) Subject to clauses 14.5(f) and (g), one of the Directors appointed under clause ~~14.2(a)(ii) 14.1(e) (iii) (B)~~ at the ~~2009-2017~~ annual general meeting shall hold office for a term of ~~23~~ years and the other will hold office for a term of ~~12~~ years.

(e) If a Director has served 9 or more consecutive years in office immediately prior to their retirement (including any period prior to the adoption of this Constitution), that person will be eligible to be appointed as Director, but only for a term of 1 year.

(f) For the purposes of determining the term of office for each of the directors appointed under clause ~~14.2(a)(i) 14.1(e) (iii) (A)~~ and clause ~~14.2(a)(ii) 14.1(e) (iii) (B)~~, the Director which has been longest serving in office shall hold office following the annual general meeting in ~~20172009~~ for a term of ~~12~~ years and the other Director appointed under each of clause ~~14.2(a)(i) 14.1(e) (iii) (A)~~ and clause ~~14.2(a)(ii) 14.1(e) (iii) (B)~~ shall hold office for a term of ~~23~~ years.

(g) As between Directors appointed under clause ~~14.2(a)(i) 14.1(e) (iii) (A)~~ and Clause ~~14.2(a)(ii) 14.1(e) (iii) (B)~~ that have been in office an equal length of time, the Director to hold office for the term of ~~32~~ years shall be determined by lot in a manner deemed appropriate by the President.

14.1014.7 Appointment to fill casual vacancy

(a) The Board may at any time appoint any person to be a Director to fill a casual vacancy.

(b) The Board may expressly resolve not to fill a casual vacancy.

- (c) Any Director appointed to fill a casual vacancy will hold office only until the end of the term of the vacating Director but will be eligible to stand for re-election.

14.1114.8 Removal of Directors

The Members may remove any Director from office in accordance with the Corporations Act and appoint another person as a Director instead.

14.1214.9 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director immediately becomes vacant if the Director:

- (a) ceases to be a Director by virtue of this Constitution;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) is prohibited from being a Director by reason of any order made under the Corporations Act;
- (d) becomes physically or mentally incapable of performing the Director's duties (in the opinion of all other Directors);
- (e) resigns by written notice to the Company; or
- (f) is absent from Directors meetings without the consent of the other Directors for three (3) successive meetings.

(-)

16.15. Powers and duties of Directors

16.115.1 General management power

Subject to the Corporations Act, this Constitution and any resolution of the Company, the Directors:

- (a) will manage the governance of the Company; and
- (b) may exercise all such powers of the Company that are not, by the Corporations Act or this Constitution, required to be exercised by the Company in general meeting, provided that:
 - (i) no resolution of the Company in general meeting will invalidate any prior act of the Directors which would have been valid if such a resolution had not been made; and
 - (ii) any sale or disposal by the Directors of the Company's main undertaking or a substantial proportion of its assets will be subject to prior approval by the Company in general meeting.

16.215.2 Attorneys

- (a) The Directors may appoint any person or persons to be the attorney or attorneys of the Company with such powers, authorities and discretions (being powers,

authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

- (b) Any such power of attorney may contain provisions for the protection and convenience of persons dealing with the attorney and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

16.315.3 Power to borrow and give security

Without limiting clause 15.1, the Directors may exercise all of the Company's powers to borrow money (with or without giving security for it), charge any property or business or give any other security for a debt, liability or obligation of the Company.

16.415.4 Director may act in professional capacity

- (a) Subject to the Corporations Act and clause 15.4(b), any Director (or the Director's firm) may act in a professional capacity for the Company and the Director (or the Director's firm) is entitled to remuneration for professional services as if the Director were not a Director.
- (b) A Director (or the Director's firm) must not act as the Company's auditor.

16.515.5 Disciplinary powers of the Board

- (a) If any Member wilfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company, the Board will have the power by resolution to censure or fine the Member.
- (b) Any action taken by the Board under clause 15.5(a) is effective only after the Member has been given 30 days notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed.

16.615.6 Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director where the amount payable does not exceed an amount previously approved by the Directors;
- (b) for any goods or services provided to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the goods or services has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the goods or services; and
- (c) relating to an indemnity in favour of the Director and permitted by the relevant section of the Corporations Act or a contract of insurance permitted by the relevant section of the Corporations Act.

17.16. Proceedings of Directors

17.16.1 Directors meetings

- (a) The Directors must meet as many times as necessary, but not less than six (6) times per year and may regulate their meetings as they think fit.
- (b) A Director may, and the Secretary must if required by a Director, convene a Directors' meeting.

17.216.2 Circulating resolutions

- (a) Subject to clauses 16.2(b) and 16.2(d) and the provisions of Section 248A of Corporations Act 2001 (Cth) as amended, the Directors may pass a resolution without a Directors' meeting being held if the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document (or otherwise express their written approval in favour of the resolution) within 24 hours after such document or proposed resolution is issued.
- (b) If the proposed resolution is accompanied by a statement specifying that Directors cannot approve the resolution until after a specified period for any discussion on the proposed resolution (**Discussion Period**), any approval given within the Discussion Period will be disregarded.
- (c) Identical copies of the document may be distributed for signing by different Directors and taken together will constitute one and the same document.
- (d) If the resolution has not been passed within 21 days after the day on which it was first received by a Director, the circular resolution will lapse and will be deemed not to have been passed, even if subsequently signed by a majority of Directors entitled to vote on the resolution.

17.316.3 Telephone and other meetings

Without limiting the power of the Directors to regulate their meetings as they think fit, a meeting of Directors or committee of Directors may be held where 1 or more of the Directors is not physically present at the meeting, provided that:

- (a) all Directors consent to the calling and the holding of the meeting by means of telephone or other form of communication;
- (b) all Directors participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously by means of the agreed form of communication;
- (c) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed on or laid down from time to time by the Directors;
- (d) in the event that a failure in communications prevents clause 16.3(b) from being satisfied by that number of Directors which constitutes a quorum, then the meeting will be suspended until clause 16.3(b) is satisfied again. If clause 16.3(b) is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and
- (e) any meeting held where 1 or more of the Directors is not physically present will be deemed to be held at the location specified in the notice of meeting provided a

Director is present at that location. If no Director is present at the location specified, the meeting will be deemed to be held at the location where the Chairperson of the meeting is located.

17.416.4 Directors resolutions

- (a) At a meeting of Directors each Director present and entitled to vote may cast one vote on each proposed resolution.
- (b) Subject to this Constitution, a resolution of the Directors is to be decided by a majority of the votes of Directors present and entitled to vote on the resolution.
- (c) In case of an equality of votes, the Chairperson of the meeting has a casting vote.

17.516.5 Minutes

The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

17.616.6 Director's personal interests

If a Director has a material personal interest in a matter that relates to the affairs of the Company (other than an interest that does not have to be disclosed under the Corporations Act) and the Director discloses the nature and extent of the interest and its relation to the affairs of the Company to the other Directors, in accordance with the Corporations Act, then the Director must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

17.716.7 Quorum

- (a) At a meeting of Directors properly convened, the number of Directors whose presence is necessary to constitute a quorum is a majority of Directors in office at the relevant time.
- (b) If the office of a Director becomes vacant, the remaining Directors may act but, if the total number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or for the purpose of convening a general meeting of the Company.

17.816.8 Alternate Directors

No Director is entitled to appoint an Alternate Director to act in his place.

17.916.9 Chairperson

Meetings of the Directors will be chaired by:

- (a) the President, or in the President's absence, the Vice-President.; or
- (b) if neither the President nor the Vice-President are present within 15 minutes after the time appointed for the relevant meeting, or if the office of President and Vice President are vacant, then (until the President or Vice-President is present or appointed pursuant to the terms of this Constitution arrives) a Director present at that meeting who is chosen by the majority of Directors present.

17.1016.10 Delegation to Committees

- (a) The Directors may delegate any of their powers to a committee or committees appointed by the Board. The standing committees of the Company will include:
 - (i) the Audit and Risk committee;
 - (ii) the Remuneration committee;
 - (iii) Tennis Country; and
 - (iv) Tennis Sydney.
- (b) A committee must exercise the powers delegated to it in accordance with any directions of the Directors. The effect of the committee exercising a power in this way is the same as if it had been exercised by the Directors.
- (c) The Board will elect the chairperson of each committee.
- (d) Where a meeting of a committee is held and:
 - (i) a chairperson of the committee has not already been elected to chair that meeting under clause 16.10(c); or
 - (ii) the previously elected chairperson of the committee is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the members present may elect one of their number to be chairperson of the meeting.
- (e) A committee may meet and adjourn as it thinks fit unless otherwise directed by the Directors.
- (f) A quorum for committee meetings will be a majority of committee members of the relevant committee at the relevant time.
- (g) Questions arising at a meeting of a committee must be determined by a majority of votes of the members present and entitled to vote.
- (h) In the case of an equality of votes, the chairperson does not have a casting vote.

17.1116.11 Acts of Directors valid despite defective appointment

Any act done at any meeting of the Directors or of a committee of Directors by any person acting as a Director is, although it is later discovered that there was some defect in the

appointment of any such Director or that the Director was disqualified, is valid as if the Director had been duly appointed and was qualified to be a Director or to be a member of the committee.

17.12 16.12 Board confidentiality

Business proceedings at Board and committee meetings are confidential to the Company and are not to be disclosed except as specifically authorised by the Board or required by law or where such information has been officially released as a public record.

18.17. By laws and policies

The Directors have the power to make, repeal and amend:

- (a) by-laws which in their opinion are necessary or desirable to regulate and manage the affairs and the establishment and conduct of the Company and its committees; and
- (b) policies in relation to the proper management, administration and progress of Tennis in New South Wales,

provided that such by-laws and policies are consistent with this Constitution.

19.18. Secretary

A Secretary of the Company holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine, and need not be a Member.

20.19. Chief Executive Officer

- (a) The Chief Executive Officer of the Company will be appointed by the Directors for a term and at remuneration and on conditions determined by them.
- (b) The Chief Executive Officer is entitled to attend and be heard on any matter at all Directors' and general meetings, but is not entitled to vote.
- (c) The Chief Executive Officer must ensure notices, agendas and minutes for all Board meetings and Members' meetings are prepared and distributed as required.
- (d) Subject to the Corporations Act, this Constitution and the delegations of the Board, the Chief Executive Officer has the power to perform such things as are necessary or desirable for the proper management of the Company.
- (e) Any prior act of the Chief Executive Officer will not be invalidated by a resolution of the Board.
- (f) Subject to the delegations of the Board and the approved budget, the Chief Executive Officer may employ such personnel as deemed necessary for the continued operations of the Company.
- (g) The Chief Executive Officer must provide regular reports to the Board on all Company activities.
- (h) The Directors may, subject to the terms of the Chief Executive Officer's employment contract, suspend, remove or dismiss the Chief Executive Officer.

21.20. Execution of documents

21.120.1 Use of seal optional

Except where required by the Corporations Act, the Company need not have or use the common seal to execute documents or deeds. The Directors may resolve whether or not the Company is to have or use a common seal.

21.220.2 Execution without the seal

The Company may validly execute a document (including a deed) without using the common seal if the document is signed by a Director and countersigned by another Director, Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

21.320.3 Execution using the seal

The Company may validly execute a document (including a deed) by fixing the common seal to the document and the fixing being witnessed by a Director and countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

21.420.4 Execution by authorised persons

Clauses 20.2 and 20.3 do not limit the ability of the Directors to authorise a Director, or other person who is not an officer of the Company, to execute a document for and on behalf of the Company.

22.21. Inspection of records

A Member does not have the right to inspect any document of the Company except as provided by the Corporations Act or authorised by the Directors or by the Company in general meeting.

23.22. Notices

23.122.1 Notices in writing

Any notice given by the Company to any Member must be:

- (a) in writing, legible and in English; and
- (b) signed by an officer of the Company or in any way authorised by the Board.

23.222.2 Service

The Company must give a notice to any Member by:

- (a) serving it on the Member personally;
- (b) sending it by post to the Member's address as shown in the Register or an alternative address (if any) supplied by the Member to the Company for the purpose of giving notices;
- (c) sending it by facsimile to the facsimile number (if any) nominated by the Member; or
- (d) sending it by email to the email address (if any) nominated by the Member.

23.322.3 Deemed receipt

A notice is deemed to be duly given or made in the case of:

- (a) delivery in person, when delivered;
- (b) delivery by post:
 - (i) in Australia to an Australian address, on the third day after posting; or
 - (ii) in any other case, on the tenth day after posting; or
- (c) delivery by facsimile, on a transmission report being printed by the Company's facsimile machine stating that the document has been sent to the Member's facsimile number,

but if delivery is not made before 5.00 pm on a day it will be deemed to be received at 9.00 am on the next day.

24.23. Audit and accounts

24.123.1 Company must keep accounts

The Board must cause the Chief Executive Officer and the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the Company's auditor to inspect those records at all reasonable times.

24.223.2 Audit

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report.

24.323.3 Financial reporting

The Board must cause the Company to prepare a financial report and a Director's report that comply with the Corporations Act and must report to the Members in accordance with the Corporations Act no later than the deadline set by the Corporations Act.

24.423.4 Conclusive reports

Audited financial reports tabled before the Company in general meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

25.24. Winding up

If upon the winding up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same will not be paid to or distributed among the Members of the Company but will be given or transferred to some other

institution or institutions, organisation or organisations having objects similar to the objects of the Company, and which prohibits the distribution of its income and property amongst its Members, to an extent at least as great as imposed on the Company under or by virtue of clause 5 and determined by a Special Resolution of Members passed at a general meeting or in default thereof by such judge of the Supreme Court of New South Wales as may have or acquires jurisdiction in the matter.

26.25. Indemnity

26.125.1 Interpretation

In this clause 25:

- (a) **proceedings** means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act in their capacity as an officer of the Company (including proceedings alleging that they were guilty of negligence, default, breach of trust or breach of duty in relation to the Company); and
- (b) **officer** has the meaning given to that term in section 9 of the Corporations Act.

26.225.2 Scope of indemnity

In addition to any other indemnity provided to an officer of the Company in accordance with the Corporations Act, and to the extent permitted by the Corporations Act:

- (a) every officer of the Company will be indemnified out of the assets of the Company against any liability incurred by them in relation to the execution of their office;
- (b) no officer of the Company is liable for any loss or damage incurred by the Company in relation to the execution of his or her office;
- (c) every officer of the Company will be indemnified out of the assets of the Company against any liability which he or she incurs:
 - (i) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the officer or in which the officer is acquitted; and
 - (ii) in connection with any application, in relation to any such proceedings, in which relief is granted under the Corporations Act to the officer by the Court; and
- (d) every officer of the Company will be indemnified out of the assets of the Company against any liability to another person (other than the Company or a Related Body Corporate) where the liability is incurred by the officer in their capacity as an officer of the Company, provided that this indemnity will not apply where the liability arises out of conduct involving a lack of good faith.

26.325.3 Insurance

In addition to the payment of any other insurance premium by the Company in accordance with the Corporations Act, and to the extent permitted by the Corporations Act, the Company may pay the premium in respect of a contract insuring an officer of the Company against a liability:

- (a) incurred by the officer of the Company in his or her capacity as officer, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Corporations Act; or
- (b) for costs and expenses incurred by that officer of the Company in defending proceedings, whatever their outcome.

27.26. Variation or amendment of Constitution

This Constitution may be varied or amended from time to time in accordance with the Corporations Act.

Schedule

Proxy form
Tennis New South Wales Ltd
General meeting
[date]

I,

of

being a Member of the Company appoint

of

or if no person is named, the chairperson of the general meeting as my proxy to vote and act for me and on my behalf at the general meeting of members of the Company to be held on *[date]* and any other day to which that general meeting is adjourned or postponed.

My proxy is authorised to exercise my voting rights and I direct my proxy to vote in the following manner:

No	Resolution <i>[list in sequence of ordinary and special business]</i>	For	Against	Abstain

If you have appointed the chairperson as your proxy and you do not wish to direct the chairperson how to vote, please place a mark in the box (below).

☐ By marking this box, you acknowledge that the Chairperson may exercise your proxy even if they have an interest in the outcome of the resolution and votes cast by the chairperson other than as proxy holder will be disregarded because of that interest.

The chairperson intends to vote in favour of/against the resolutions *[insert details]*.

.....

Dated

.....

Signed

Signature of Member (note if the Member is a company, the proxy form should be signed in accordance with the Member company's constitution and with the *Corporations Act 2001 (Cth)*.)



MEMORANDUM

To: Tennis NSW Member Organisations
From: Chief Executive Officer
Subject: Committees and Sub-Committees
Date: 8 November 2016

Committees

Under its Constitution, Tennis NSW has four statutory committees. The Audit and Risk Committee and the Remuneration Committee are Director Committees. The Tennis Country Management Committee and the Tennis Sydney Management Committee are made up of representatives of the Members. Tennis NSW invites applications from suitably qualified people to sit on these Committees. Potential nominees will find the current By-Laws concerning Tennis Country and Tennis Sydney on the Tennis NSW website (www.tennis.com.au/nsw).

Nominations

Completed nomination forms should be emailed to machten@tennis.com.au or mailed to –

Business Services Manager
Tennis NSW
P.O. Box 6204
Silverwater NSW 1811

In submitting the form, nominees should ensure that all sections of the form are completed including the signature of the nominee. This memorandum and the forms are posted on the TNSW website. Committee nominations must be received at the TNSW headquarters by the close of business on **Tuesday, 29 November 2016**.

Kind regards,

Alistair MacDonald
Chief Executive Officer
8 November 2016

Nomination Form



Tennis Sydney Nomination Form

Name	
Address	
Telephone	
Mobile	
Email	
Club/Association	
TNSW Member #	
Committee/Sub- Committee/Sought (Please circle)	<input type="checkbox"/> Tennis Sydney
Declaration	I have read the Tennis New South Wales draft Code of Conduct for Committee Members and the new By-Laws. Signed: _____ Date: _____
Statement of Support	_____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____
Nominees may supply additional information but limited to one A4 page	

Nominations for Committees close on Tuesday, 29 November 2016.

Nomination Form



Tennis Country Management Committee Nomination Form

Name	
Address	
Telephone	
Mobile	
Email	
Club/Association	
Country Region	
TNSW Member #	
Committee/Sub-Committee/Sought (Please circle)	<input type="checkbox"/> TC Chairperson <input type="checkbox"/> Country Delegate (6 – 1/region) <input type="checkbox"/> Country Regional Delegate (6 – 1/region) <i>(please tick relevant box)</i>
Declaration	<p>I have read the Tennis New South Wales draft Code of Conduct for Committee Members and the new By-Laws.</p> <p>Signed: _____</p> <p>Date: _____</p>
Statement of Support	<div style="border: 1px solid black; height: 150px; width: 100%;"></div>
<p>Nominees may supply additional information but limited to one A4 page</p>	

Nominations for Committees and Sub-Committees close on Tuesday, 29 November 2016.

Tennis Country Management Committee

Job Descriptions

(October 2016)

Independent Chair

- 1 x Chairperson
- Be one of the 2 Tennis Country members who are on the TNSW Board
- Assist the 6 country regions wherever and whenever required
- Focus on the administration of the Tennis Country budget with TNSW management:
 - Preparing budget reports for Board
 - Verification of TCMC accounts
 - Ensure all aspects of TCMC work within their allocated budget amount
- Organiser of Tennis Country workshops, agenda, guests, topics etc.
- Liaison with TNSW management on country issues
- Ex officio of all Tennis Country Sub-committees
- Casting vote where required
- Promote teamwork and to assist CD's and country events where necessary

Country Delegates

6 x onto TC management committee

- Attend Tennis Country workshops
- Actively involved on at least one (1) country event

6 x onto Regional Committees

- Not required to attend Tennis Country workshops (but act as alternate to attend TCMC workshops as and when required)
- A Key role on Regional Committee (elected per regional rules)
- Focus concentrated on regional issues, events and regional tournament calendar