



MEMORANDUM

To: All Clubs, Associations and Court Operators
From: Chief Executive Officer
Subject: Annual General Meeting
Date: 25 July 2011

Annual General Meeting

The 2010-2011 Annual General Meeting (AGM) of Tennis New South Wales will be held on Tuesday, 27 September, 2011. At this meeting, the annual report will be presented; the elections of Directors will take place; and if required, modifications (Special Resolutions) to the Constitution will be considered. Members should note that this memorandum is NOT the formal notice of meeting. That notice will be forwarded to Members in early September with the AGM Agenda.

Member Voting Rights

I refer Members to Clause 12.2 (a) of the Tennis NSW Constitution. Members, which have registered players with the Company, are entitled to the number of votes equal to those registrations. To vote at the AGM, a Member must have registered players for the 2011-2012 year by the date the notice of the AGM is dated. Tennis NSW intends to date and post the Notice of AGM on 2 September 2011.

As Tennis NSW and its Members are using a new database, My Tennis, Members with the intention of attending and voting at the AGM or providing proxies to others should ensure its players are registered prior to this date and payment for such players received prior to the close of proxies. Players registered in June 2011 will be included in Members' voting entitlements.

Special Resolutions

Any Member wishing to recommend changes to the Constitution must submit a Special Resolution using the appropriate form. In submitting such Special Resolutions, Members should include –

- a) the number of the Clause to be amended;
- b) the recommended change, which must be drafted in exactly the terms of the change; please use the exact wording required as Special Resolutions will appear on the agenda as submitted by the Member;
- c) the rationale for the change so other members can understand the reasons behind the change.

Nominations

At the 2011 annual meeting, the Members will elect the following officers –

- President;
- Two (2) Directors from nominations proposed by a Club or Association located in the metropolitan area of Sydney;
- Two (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;
- One (1) Director from nominations proposed by Court Operators.

Members attending the AGM should note that, where required, they will be voting for all categories of Directors. Any individual wishing to nominate for any of these positions should be aware that TNSW has a Board Charter, which governs how the Board operates. This Charter lists the duties of the President, the Vice-President and Directors. These duties are listed at the end of this memorandum. Nominees should also note that Directors are required to participate in the corporate governance education programs from time to time. Completed nomination forms should be faxed to (02) 9763-7655 or mailed to –

Chief Executive Officer
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 signatures of the nominating person, the seconding person and the nominee. This memorandum and the forms are posted on the TNSW website.

Special Resolutions and nominations must be received at the TNSW headquarters by the close of business on Thursday, 25 August 2011.

Kind regards,



Glenn Tasker
Chief Executive

President

The functions of the President may include but are not limited to:

- facilitating general meetings and Board meetings;
- ensuring the Board receives accurate, timely and clear information;
- ensuring meetings are effectively conducted and minutes are signed as a true and correct record at the next Board meeting;
- ensuring the Board is focused on achieving appropriate outcomes;
- ensuring the Board has an effective decision-making process;
- maintaining a professional working relationship with the CEO;
- promoting constructive and respectful relations between Board Members;
- ensuring that each Board member appropriately contributes to the Board's decision-making process;
- responsible for Statutory and Company Secretary matters;
- responsibility for representing the Board to affiliates ensuring the affiliates receive high quality, relevant and useful information in a timely manner to vote in an informed manner
- ensuring that the Board's workload is dealt with effectively;
- maintaining ethical standards and behaviour based on TNSW's agreed values;
- ensuring the Board, Committees and individual Board Members are subject to a performance evaluation process;
- Represent TNSW when required and at Tennis Australia meetings and forums;
- Official host of the TNSW guests at TNSW events;
- With the CEO, is the official spokesperson, on TNSW matters.

Vice-President

The functions of the Vice-President include but are not limited to:

- acting as President in the President's absence;
- assisting the ambassadorial role in the discharge of the President's duties; and
- representing TNSW as determined by the President;
- Represent TNSW at Tennis Australia meetings and forums.

Directors

The functions of a Director include but are not limited to:

- ensuring the resources of TNSW are efficiently managed to fulfil the objects of the company;
- applying due diligence in all decision making
- acting honestly and independently when dealing with TNSW business;
- carrying out duties with consistent regard for the TNSW Constitution;
- ensuring TNSW operates within the bounds of the appropriate legislation;
- ensuring each acts in the best interests of all stakeholders.

Nomination Form



PRESIDENT/VICE-PRESIDENT/DIRECTOR NOMINATION

Name			
Address			
Telephone			
Mobile			
Email			
Club/Association			
TNSW Member #			
Position/s Sought (Please circle)	President	Vice-President	Director
Nominated by	Name	Member Organisation	Signature
Seconded by	Name	Member Organisation	Signature
Acceptance	<p>I am aware of the responsibilities of the nominated position and I accept this nomination.</p> <p>Signature –</p>		
Statement of Support			
	Nominees may supply additional information but limited to one A4 page		

Nominations for President/Vice-President/ Directors close on Thursday, 25 August 2011.

Special Resolution Form



Members should use this form to submit Special Resolutions to the annual general meeting. If submitting more than one Special Resolution, please photocopy the form and use one form per Special Resolution. Please note that the submission of Special Resolutions for the 2010-2011 annual general meeting close on Thursday, 25 August 2011.

Constitutional Clause	
Recommended Change (please use the exact wording required as Special Resolutions will appear on the agenda as submitted by the Member)	
Rationale (please use the exact wording required as Rationales will appear on the agenda as submitted by the Member)	
Member Organisation	
Responsible Officer	
Signature & Date	