



1 September 2020

Tennis New South Wales
Sydney Olympic Park Tennis Centre
Rod Laver Drive
Sydney Olympic Park NSW 2127
PO Box 6204
Silverwater NSW 1811
P: 1800 15 30 40
F: +612 9763 7655
www.tennis.com.au

Dear Valued Member

Annual General Meeting – 24 November 2020

It no doubt goes without saying that 2020 has been an extraordinary year for all of us. The COVID-19 pandemic has had an unprecedented effect on our lives and required us to adapt to new ways of living and working to keep ourselves safe and healthy.

With both the safety and convenience of our Members in mind, we have decided to change the way we host our Annual General Meeting (**AGM**) this year. Like many other companies, our 2020 AGM will now be a “hybrid”, meeting, that is, it will be held both at a physical location (possibly one of the Function Rooms at the Sydney Olympic Park Tennis Centre) and online, assuming that the prevailing circumstances do not compel Tennis NSW to hold the AGM entirely online.

Tennis NSW has over 450 Members across New South Wales and all Members will be able to utilise technology to participate in our 2020 AGM, regardless of their geographic location. If you choose to attend online, you will have the same opportunities as those attending in person to view presentations, vote and ask questions live during the meeting. Subject to limitations imposed by any government restrictions and/or recommendations in effect on the day, Members can, of course, still choose to attend at the physical location rather than online.

The AGM will be held on **Tuesday, 24 November 2020 at 7:00pm (AEST)**. Please note that this letter is not the formal Notice of Meeting. We will provide you with all of the information that you require to attend the meeting either before or with the Notice of Meeting, which will be circulated in due course and by no later than 2 November 2020.

Purpose of this Letter

First, and as usual, the Board would like to offer Members the opportunity to suggest any changes to the Constitution for the Tennis NSW Board to consider putting up as a Special Resolution at the AGM.

Secondly, we are writing to request nominations for the Director positions on the Tennis NSW Board that are up for election at the AGM. In addition to seeking nominations, this letter also explains the Director election process and timetable, including what is required of nominees and Members participating in the nomination process.

This letter is divided into the following four sections:

1. Special Resolutions
2. Expectations on Tennis NSW Directors
3. Nominations
4. Director Election Process and Timetable

Special Resolutions

Any Member wishing to suggest a change to the Constitution for consideration by the Board must submit a draft Special Resolution using the appropriate form (copy enclosed as **Annex 1**) to be received **by no later than Friday, 9 October 2020**. In submitting a draft Special Resolution, Members must include the following information:

- the number of the clause in the Constitution to be amended;
- the recommended change, which must be drafted to set out the precise terms being proposed; and
- the rationale for the change so the Board can understand the reasons behind the proposed change.

Expectations on Tennis NSW Directors

The Tennis NSW Board is responsible for the overall governance, management and strategic direction of Tennis in NSW. Tennis NSW operates a business with significant financial, safety and operational risks and, in response to our recent strategic planning and risk work, the Tennis NSW Board has adopted a revised director skills matrix with 'must haves'. These 'must haves' for all Tennis NSW Board members are:

- to be financially literate (comfortable with profit and loss statements, balance sheets, and cash flow statements, at a minimum)
- to understand and accept directors' duties and governance basics (confidentiality, conflict of interest, due diligence, boardroom etiquette, separation of board vs management responsibilities, etc.) This can come from other relevant Board experience or through education, such as AICD courses
- to satisfy working with children and police check requirements and understand the imperatives of member protection
- to reinforce the culture and values of the organisation in the way they operate, including having high personal integrity and a communication style that fosters constructive debate
- to have the time and capacity to do the work required (we estimate a minimum of 20 days per year, depending on committee and other responsibilities)
- to have a genuine connection with tennis

Further, the Tennis NSW Board has identified skills that would enhance its expertise. These skills are in the areas of law, marketing, information technology and also previous experience as a director of an organisation with more than 100 employees. However, that should not

discourage candidates who do not have these identified skills or experience in those areas from applying.

Additionally, Directors accept a legal duty to serve the interests of Tennis NSW. They also accept legal responsibilities to act in accordance with the *Corporations Act 2001*, Tennis NSW By-Laws, the Board Charter and other Tennis NSW and Tennis Australia policies.

Nominations

There are four (4) Director positions up for election at this year's AGM.

Kim Warwick (Court Operator-Nominated Director) is up for re-election, having been elected for a three-year term at the 2017 AGM. The Board is seeking nominations for this position proposed by Court Operators. If re-elected, Mr Warwick shall hold office for a term of three (3) years.

Helen Magill (Country-Nominated Director) is up for re-election, having been elected for a three-year term at the 2017 AGM. The Board is seeking nominations for this position proposed by Clubs or Associations located in any of the six regional areas of New South Wales outside the boundaries of metropolitan Sydney. If re-elected, Ms Magill shall hold office for a term of three (3) years.

Andrew Mitton (Country-Nominated Director) is up for re-election, having last been elected for a one-year term at the 2019 AGM. The Board is seeking nominations for this position proposed by Clubs or Associations located in any of the six regional areas of New South Wales outside the boundaries of metropolitan Sydney. If re-elected, Mr Mitton is eligible for a one-year term only, as he has served on the Tennis NSW Board for more than nine (9) consecutive years (see clause 14.6(e) of the Constitution).

Ryan Henry (Sydney-Nominated Director) is up for re-election, having been elected for a three-year term at the 2017 AGM. The Board is seeking nominations for this position proposed by Clubs or Associations located in the metropolitan area of Sydney. If re-elected, Mr Henry shall hold office for a term of three (3) years.

How to Nominate

The process and principles to be applied in the election and appointment of directors to the Tennis NSW Board are outlined in the Tennis NSW Director Elections Policy (**Policy**), a copy of which is enclosed as **Annex 2**. All nominees for election should familiarise themselves with the terms of the Policy before lodging their nominations.

Nominees should in particular note clause 3.3 of the Policy, which reads as follows:

"Any person nominated to serve as an Elected Director pursuant to clause 4 below:

- (a) is not permitted to communicate with Members via email, to the extent that the communication relates to the election; and*
- (b) Is not permitted to campaign in any way in conjunction or collaboration with one or more other persons also nominated to serve as an Elected Director (i.e. each person*

nominated must campaign as an individual, and not as part of a group of nominated persons).”

Any person wishing to nominate for any of the above Director positions must do the following:

- complete the standard Nomination Form which is enclosed with this letter as **Annex 3**;
- ensure that all sections of the form are completed and correct;
- provide a nominee statement in accordance with the instructions set out on the form;
and
- email the completed form and the nominee statement to secretary@tennisnsw.com.au.

Details on how to complete and submit the form are set out on the form itself.

A nominee with any questions about the nomination process should contact the Chair of Tennis NSW's Remuneration & Nominations Committee, Andrea Galloway (0419 232 083).

The Board is asking that all nominations be received by **Monday, 21 September 2020**. The Constitution allows nominations to be made later than this (up to 45 days before the AGM), but, while all valid nominations received by 10 October 2020 will be included on the ballot, the Board is asking for nominations to be submitted earlier in order to facilitate a thorough evaluation and interview process for all nominees.

Director Election Process and Timetable

All validly submitted Nomination Forms will be reviewed by or on behalf of the Remuneration & Nominations Committee. The Committee will then recommend its preferred candidates for consideration by the Board.

The timetable following the submission of Nomination Forms will be as follows:

21 September 2020	Requested deadline for receipt of completed Nomination Forms
22 September to 12 October 2020	Interviews with candidates may be scheduled to take place during this period
13 October 2020	Remuneration & Nominations Committee finalises evaluation process and considers which candidates are put forward to the Board as the recommended candidates for the Elected Director positions.
20 October 2020	The Board considers the recommendations of the Remuneration & Nomination Committee and agrees on the recommended candidates for the Elected Director positions.

2 November 2020

Members receive formal notice of the 2020 AGM, which will include the Board's recommended candidates for the Elected Director positions.

24 November 2020

Members vote on the Elected Director positions at the 2020 AGM.

If you have any queries in relation to any aspect of the Director election process, please do not hesitate to contact Andrea Galloway, Chair of Tennis NSW's Remuneration & Nominations Committee, or David Garnsey, Company Secretary, Tennis NSW.

Otherwise, we look forward to your participation in the nominations process and to seeing you at the AGM.

Kind regards



Andrea Galloway
Chair of Remuneration & Nominations Committee

Mobile: 0419 232 083
Email: andregalloway@bigpond.com



David Garnsey
Company Secretary, Tennis NSW

Mobile: 0401 140 807
Email: dgarnsey@tennis.com.au

Annex 1
Special Resolution Form

SPECIAL RESOLUTION FORM

Members should use this form to submit Special Resolutions for consideration by the Board in advance of the AGM. If submitting more than one Special Resolution, please photocopy the form and use one form per Special Resolution.

Constitutional Clause	
Recommended Change (please use the exact wording required)	
Rationale	

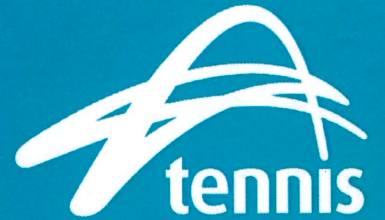
Member Organisation	
Responsible Officer	
Signature & Date	

Please forward this Special Resolution Form to secretary@tennisnsw.com.au.

Please note that Special Resolution Forms must be received by **Friday, 9 October 2020**.

Annex 2

Tennis NSW Director Elections Policy



Tennis NSW Director Elections Policy

Tennis NSW Director Elections Policy

1. Introduction and Scope

- 1.1 This Policy outlines the process and principles to be applied in the election and appointment of Directors to the Tennis NSW Board (**Board**) pursuant to clause 14 of the Tennis NSW Constitution (**Constitution**).
- 1.2 This Policy is subject to the Corporations Act 2001 (Cth) (**Corporations Act**) and the Tennis National Policies (**National Policies**). To the extent of an inconsistency between a provision of the Corporations Act or a National Policy and a provision of this Policy, the Corporations Act or National Policy prevails to the extent of the inconsistency.
- 1.3 Unless otherwise specified, words used in this Policy have the same meaning as provided in the Constitution.

2. Remuneration and Nominations Committee

- 2.1 The Remuneration and Nominations Committee has been appointed by the Board pursuant to clause 16.10 of the Constitution and the Remuneration and Nominations Committee Charter (**Charter**).
- 2.2 In fulfilling its role pursuant to the Charter in relation to the nomination, election and appointment process for Directors on behalf of the Board and Members, the Remuneration and Nominations Committee shall at all times act in a manner that is consistent with its Charter, the Constitution and Tennis NSW By-Laws, and the National Policies.

Elected Directors

3. Composition

- 3.1 Pursuant to clause 14.2 of the Constitution, the Elected Directors must be comprised of:
 - (a) two Directors from nominations proposed by a Club or Association located in the metropolitan area of Sydney (**Sydney Nomination**);
 - (b) two 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**);
 - (c) one Director from nominations proposed by Court Operators (**Court Operator Nomination**); and
 - (d) two Directors from nominations proposed by any Club, Association or Court Operator (**Miscellaneous Nomination**),(each, a **Nomination Category**).

- 3.2 Management and staff of Tennis NSW are not permitted to express a company view or their personal opinion on director elections.
- 3.3 Any person nominated to serve as an Elected Director pursuant to clause 4 below:
- (a) Is not permitted to communicate with Members via email, to the extent that the communication relates to the election; and
 - (b) Is not permitted to campaign in any way in conjunction or collaboration with one or more other persons also nominated to serve as an Elected Director (i.e. each person nominated must campaign as an individual, and not as part of a group of nominated persons).

4. Nomination Process

- 4.1 The Board shall prescribe the form for nomination of Elected Directors, which may be amended or replaced by the Board from time to time. The prescribed form may include the following information (without limitation):
- (a) The name of the nominee;
 - (b) A curriculum vitae of the nominee; and
 - (c) A written statement of no more than 500 words for each nominee in support of his or her nomination.
- 4.2 The nomination of Elected Directors shall take place in the following manner:
- (a) The Secretary shall call for nominations for any vacancy (including where a current Director's term is expiring pursuant to clause 14.6 of the Constitution) no later than 70 days prior to the date fixed for the holding of the annual general meeting in which voting on the relevant Director position is held, and shall include the prescribed form;
 - (b) Any Member entitled to nominate for a particular Nomination Category shall be at liberty to nominate any person who is 18 years or older to serve as an Elected Director, provided that:
 - (i) a person will only be entitled to nominate for one Nomination Category at the annual general meeting; and
 - (ii) a Member shall only be entitled to nominate a person for a Nomination Category if that Member has paid all outstanding or owing entrance fees and subscription fees for Membership of Tennis NSW.
 - (c) Written nominations for a Nomination Category must be received by the Secretary at least 45 days prior to the date fixed for the holding of the annual general meeting, and must be:

- (i) In the prescribed form;
 - (ii) Signed by two Members entitled to nominate for that particular Nomination Category; and
 - (iii) Accompanied by the nominated person's consent in writing to their appointment.
- (d) Any nominations which do not comply with sub-clause 4.1(c) will not be valid.
- (e) Following the receipt of written nominations, the Secretary shall prepare balloting lists (if necessary) containing the names of each candidate for each Nomination Category, to be filled in alphabetical order, according to surname. However, any candidate(s) endorsed by the Board pursuant to clause 5 shall be listed first on the balloting list.
- (f) The balloting list and information included in each nomination form for each nominee will then be included in the notice of general meeting provided to Members and Directors pursuant to clause 10.4 of the Constitution. Management and the Board shall not provide any other formal communications regarding director elections.

5. Board Endorsement

5.1 The Board shall endorse a candidate for each vacant office to the Members, in accordance with the following process:

- (a) Following the receipt of written nominations, the Remuneration and Nominations Committee shall invite feedback from the Board on the list of candidates. The Remuneration and Nominations Committee shall allocate a period of four weeks for this process.
- (b) Following the receipt of feedback, the Remuneration and Nominations Committee shall determine which candidates to interview in light of the feedback received from the Board and the overall requirements and specific skill priorities set by the Board. For the avoidance of doubt, the Remuneration and Nominations Committee is not required to interview all candidates.
- (c) The Remuneration and Nominations Committee will then communicate with all candidates and set up and conduct interviews with the shortlisted candidates.
- (d) The Remuneration and Nominations Committee will then assess the shortlisted candidates against Tennis NSW skill priorities and overall requirements (including cultural fit), and undertake reference checking.
- (e) The Remuneration and Nominations Committee will then make a preliminary recommendation regarding which candidates to put forward for each vacant position. It may recommend a single candidate for a position or multiple candidates for a position. The Remuneration and Nominations Committee shall communicate the proposed candidates to the Board with a short statement of reasons as to why

the selected candidates are the Remuneration and Nominations Committee's preferred candidates.

- (f) The Remuneration and Nominations Committee shall then provide an opportunity for the Board to ask questions or raise issues about the proposed candidates.
- (g) The Remuneration and Nominations Committee shall then provide a final list of preferred candidates to the Board, taking into account the Board's feedback from the Remuneration and Nominations Committee's preliminary recommendations.
- (h) For each vacant position, the Board may endorse a candidate to the Members with a short statement of reasons why the applicant is the Board's preferred candidate. For the avoidance of doubt, the Board is not required to endorse a candidate recommended by the Remuneration and Nominations Committee.

6. Election of Elected Directors

- 6.1 The Elected Directors shall be elected by the existing Members at an annual general meeting at which a vacancy in relation to those offices arises, and may be elected at a general meeting of Tennis NSW.
- 6.2 Pursuant to clause 12 of the Constitution, the election of Elected Directors shall take place in the following manner, provided a quorum is met at the annual general meeting pursuant to clause 11.2 of the Constitution:
 - (a) To the extent each Member has votes pursuant to the Constitution, each Member shall be entitled to vote for any number of such candidates in respect of each office or position to be filled (not exceeding the number of vacancies).
 - (b) Each candidate shall be provided with an opportunity to make an oral statement at the annual general meeting.
 - (c) The process for determining the election of Elected Directors shall be by a show of hands for each Nomination Category, unless a poll is demanded. If a poll is demanded, the elections shall be conducted in accordance with clause 12.3 of the Constitution. Unless there are extenuating circumstances, without limiting the Chair's discretion under clause 12.3(d) the poll should be conducted by way of a secret ballot.
 - (d) In the event of there being the same number or fewer nominations than there are vacated Elected Director positions for a particular Nomination Category at an annual general meeting, an election will not be held and the individuals nominated will be automatically elected to the Board.
 - (e) Should an insufficient number of candidates for a Nomination Category be available, the Board shall be entitled to fill the position as a casual vacancy, pursuant to clause 14.7 of the Constitution, and shall follow the process set out in clause 7.3.

- (f) The result of the election of the Elected Directors shall be declared by the chairperson at the general meeting of the Company at which the election was held.

Appointed Directors

7. Appointment of Appointed Directors

- 7.1 Pursuant to clause 14.3 of the Constitution, the Board, by majority resolution, may appoint up to 3 Independent Directors to complement the skills of the Member elected Board.
- 7.2 The Remuneration and Nominations Committee may, but is not required to, call for nominations for Appointed Directors using the prescribed form.
- 7.3 For Board Appointed Director positions, the Remuneration and Nominations Committee shall:
 - (a) Collate a list of all the candidates (with basic information about each person), share the list with and invite feedback from the Board.
 - (b) Review the candidates in light of the skill requirements and any skill priorities set by the Board and determine who to interview, creating a shortlist. For the avoidance of doubt, the Remuneration and Nominations Committee is not expected to interview all candidates.
 - (c) Communicate with all candidates and set up and conduct interviews with the shortlisted candidates.
 - (d) Assess the shortlisted candidates against Tennis NSW skill priorities and requirements (including cultural fit) and undertake reference checking.
 - (e) Make a preliminary recommendation regarding candidates being considered for a Board appointed position or a casual vacancy and invite feedback
 - (f) Determine the final candidate(s) to be presented to the Board for appointment.
 - (g) For the avoidance of doubt, the Board is not required to appoint a candidate recommended by the Remuneration and Nominations Committee.
 - (h) If a candidate presented to the Board does not receive the support of the majority of the Board, the Remuneration and Nominations Committee may present an alternate candidate to the Board for consideration in due course.

Annex 3
Nomination Form

TENNIS NSW BOARD OF DIRECTORS: Nomination Form

Nomination and Consent by Nominee

I declare that I wish to nominate for the position of Elected Director on the Tennis NSW Board. I confirm that I am eligible for nomination in accordance with Section 201B of the *Corporations Act 2001 (Act)* and I am aware that, if appointed, ASIC will be notified of my appointment to this position under section 205B of the Act. If appointed, I consent to act as a Director of the Tennis NSW Board and undertake to fulfil all duties and obligations required of the position, I will provide a Working with Children Check and a Police Check to Tennis NSW on my appointment.

I wish to nominate for the position of Elected Director Tennis NSW (please indicate the appropriate nomination):

Country *

Court Operator**

Sydney***

- * For a **Country** Nomination, the proposer must be from a Club or Association located in one of the six regional areas of New South Wales outside the boundaries of metropolitan Sydney.
- ** For a **Court Operator** Nomination, the proposer must be a Court Operator.
- *** For a **Sydney** Nomination, the proposer must be from a Club or Association located in the metropolitan area of Sydney

Please forward this completed TNSW Director Nomination Form to secretary@tennisnsw.com.au

Please submit nominations by no later than Monday, 21 September 2020.

Contact Details of Nominee

First Name	Last Name
Address	
Phone	Email
Signature	Date

Nomination Support

Proposed By		Seconded By	
Member Organisation		Member Organisation	
Signature		Signature	
Date		Date	

Nominee Details

Please provide details of work-related experience, governance experience or other experience addressing the skill sets relevant to the role of a Director of Tennis NSW.

Please provide a list of your academic qualifications

Please provide details of your relevant experience to the below skill sets as identified:

Governance

Finance, Accounting and Risk Management knowledge

Leadership, Strategic Planning and Business Acumen

Nominee Statement

(not exceeding 500 words)

This needs to address the following areas:

- o *The reason for your nomination*
- o *How you can add value to the board and the wider tennis community*
- o *Key strategic priorities*