

Constitution

Date: 24 November 2022

Tennis New South Wales Ltd
ACN 000 011 558

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Constitution

Tennis NSW Limited

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

AGM or Annual General Meeting means the Annual General Meeting of the Company required to be held by the Company in each calendar year under the Corporations Act.

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

Appointed Director means a Director appointed under **clause 13.11**.

ARIC Committee or ARIC means the Audit, Risk and Investment Committee established by the Directors under **clause 19**.

Board means the board of Directors of the Company.

CEO means a person appointed as chief executive officer of the Company by the Directors.

Club means a Tennis club (whether incorporated or unincorporated) located in New South Wales.

Committee means a committee established by the Directors under **clause 19**.

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

Company Secretary or Secretary means a person appointed as a company secretary of the Company by the Directors under **clause 18**.

Constitution means this constitution as amended from time to time, including any schedules, and a reference to a particular clause is a reference to a clause of this constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time and includes any regulations made under the Act and any exemption or modification to the Act that applies to the Company.

Court Operator means an accredited Tennis coach, an individual or entity which conducts Tennis related activities, in New South Wales.

Director means a director of the Company and includes Elected Directors and Appointed Directors.

Directors mean, as the case requires, all or some of the Directors acting together as a board in accordance with their powers and authority under this Constitution.

Elected Director means a Director elected under **clause 13.8**.

General Meeting means a general meeting of Members and includes the AGM.

Honorary Life Member means a person admitted as an honorary life member of the Company under **clause 5.4**.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Company or any activity of or conducted, promoted or administered by the Company.

Member means a member of the Company under **clause 5**.

Metro Sydney means the Metro Sydney Committee established by the Directors under **clause 19** which has oversight of tennis activities in the metropolitan area of Sydney.

Nominations Committee means the Nomination Committee established by the Directors under **clause 13.4**.

Objects mean the objects of the Company in **clause 2**.

Official Position or Officers means, in connection with a body corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

President means the person elected as the president of the Company under **clause 15.7**.

Policy means a policy made under **clauses 7.2** and **20.1(a)**.

Register means the register of Members.

Registered Tennis Player or RTP 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);

Registration means registration or affiliation of a Member with the Company, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance.

Registered has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Member at a General Meeting of the Company.

Sport or Tennis means the game of tennis, as regulated by the Rules of Tennis, as published by the International Tennis Federation from time to time, and any other derivative sports as overseen by Tennis Australia from time to time.

Special Resolution has the same meaning as that given to it in the Corporations Act.

Stakeholder Forum means a forum convened by the Directors under **clause 12**.

State means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

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

Tennis Australia National Policies mean the national policies of Tennis Australia in force from time to time, which are currently located here:
<https://www.tennis.com.au/about-tennis-australia/reports-and-policies/policies>.

Tennis Country means the Tennis Country Committee established by the Directors under **clause 19** which has oversight of tennis activities in the area consisting of the six regional areas of New South Wales outside the boundaries of metropolitan Sydney;

Vice President means the person elected to the position of vice president of the Company under **clause 15.8**.

Virtual Meeting means a meeting held by telephone, video or any other technology (or any combination of these technologies), that permits each Director at a meeting of Directors or each Voting Member at a meeting of members to communicate with any other participant.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an incorporated or unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;

- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise;
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution; and
- (m) **(schedules)** schedules to this Constitution are to be treated as part of the body of this Constitution. Terms appearing in a schedule have the same meaning as in the remainder of the Constitution unless otherwise specified.

1.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2. OBJECTS

2.1 Tennis Australia National Policies

By virtue of its membership with Tennis Australia, the Company agrees to adopt and abide by the Tennis Australia National Policies including, but not limited to, the Member Protection Policy, the Safeguarding Children Code of Conduct, the Anti-Doping Policy, the Disciplinary Policy and the Code of Behaviour Competitive Play Policy (or policies of a different name with a similar intent as applicable from time to time). The Company, its Members and its Officers are bound by each of these Tennis Australia National Policies. Each Member of the Company agrees that all its members are also bound by this Constitution and by each of these Tennis Australia National Policies.

2.2 Objects of the Company

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.

3. POWERS

Solely for furthering the Objects under **clause 2**, the Company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out in section 124 of the Corporations Act.

4. INCOME AND PROPERTY OF THE COMPANY

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Company by them.

5. MEMBERSHIP

5.1 Categories of Members

Members of the Company shall fall into one of the following categories:

- (a) Associations, that, subject to this Constitution, shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Clubs, which subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- (c) Court Operators, which subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- (d) Honorary Life Members that, subject to this Constitution, shall have the right to receive notice of, attend and vote at General Meetings; or
- (e) such other category of Member as may be created by the Directors. Any category of Member created by the Directors under this **clause 5.1(e)** may not be granted voting rights at the sole discretion of the Directors.

5.2 Application for Membership

- (a) Every application for membership must be lodged with the Secretary and must set out the type of membership applied for and the name, address and email address 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 a Board meeting vote by resolution to admit the applicant or where any committee or person that has delegated authority resolves to admit the applicant.
- (e) If the Directors (whether themselves or by delegation) 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 (whether themselves or by delegation) 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 8**.
- (g) The Secretary must, within 30 days after receipt of the amounts referred to in **clause 8** (or if no amounts are payable under **clause 8**, within 30 days after notification under **clause 5.2(f)(i)**), enter the applicant's name on the register of Members.
- (h) If an amount due under **clause 8** 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.

5.3 Admission of Members

- (a) An applicant for membership will become a Member only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the applicant has submitted an application, which is accepted by the Directors (either themselves or by delegation), in which the applicant undertakes to:
 - (i) be bound by this Constitution, the Tennis Australia National Policies and the Policies (including Policies specific to the relevant category of Membership);
 - (ii) pay the fees and subscriptions determined to apply to the applicant under **clause 8**; and
 - (iii) support the Company in the encouragement and promotion of its Objects.
- (b) Where an applicant for membership meets the criteria applicable to the relevant category of membership set out in this Constitution, including the requirements in **clause 5.3(a)**, the Directors will direct the Company Secretary to record their name, street address, email address and date on which they became a Member, in the register of Members kept by the Company,

5.4 Honorary Life Members

- (a) Honorary Life Membership is the highest honour that can be bestowed by the Company for longstanding and valued service to the Company.
- (b) Any Member may forward a proposed nomination for Honorary Life Membership to the Directors for their consideration.
- (c) On the nomination of the Directors, any individual may be elected as an Honorary Life Member at any AGM by Special Resolution, subject to that individual consenting in writing to be an Honorary Life Member.
- (d) Nominations for Honorary Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) Subject to **clause 5.3**, the Honorary Life Members of the Company prior to the adoption of this new Constitution, shall remain the same.

5.5 General

- (a) The Company must keep a register of all Members in accordance with the Corporations Act.
- (b) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Tennis, or both.

5.6 Limited Liability

The liability of members is limited to the amount of the guarantee set out in **clause 25**.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A Member ceases to be a Member on:

- (a) Resignation, subject to **clause 6.2**;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies;
- (d) a body corporate or incorporated or unincorporated association being dissolved or otherwise ceasing to exist; and
- (e) without limiting the foregoing, that Member no longer meeting the requirements for membership according to **clause 5**.

6.2 Resignation

- (a) Subject to **clause 6.2(b)**, for the purposes of **clause 6.1(a)**, a Member may resign as a member of the Company by giving 14 days written notice to the Directors.
- (b) A Member must not resign, and any notice given under **clause 6.2(a)** is invalid, where the Member is at the time of notice being given, subject to disciplinary proceedings under **clause 7.2**, including proceedings under a Policy. For the purposes of this clause, "subject to disciplinary proceedings" includes where a complaint or allegations have been made against, but not yet conveyed to, a Member.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Company or the Directors for damages or otherwise, or claim upon its property including Intellectual Property.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the Policies, the Tennis Australia National Policies or under this Constitution.

7.2 Policies

- (a) The Directors may make or adopt a Policy or Policies:
 - (i) for the hearing and determination of:
 - (A) complaints by a Member that feels aggrieved by a decision or action of the Company; and
 - (B) disputes between Members relating to the conduct or administration of Tennis in New South Wales;
 - (ii) for the discipline of Members;
 - (iii) for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (iv) for the termination of the membership of Members.
- (b) The Directors may, in making or adopting a Policy under **clause 7.2(a)**, incorporate provisions within the Policy to exclusively govern its subject matter, to the exclusion of **clause 7.2(c)** and/or other Policies.
- (c) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Directors or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Tennis, or both; or
 - (iii) prejudiced the Company or Tennis or brought the Company or Tennis or themselves into disrepute,

for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Directors consider appropriate.

- (d) For the avoidance of doubt, subject to the provisions of any Policy made or adopted under this **clause 7.2**, the Board may:
 - (i) warn a Member;
 - (ii) suspend the Member's rights as a member;
 - (iii) expel a Member;
 - (iv) require the matter to be determined at a General Meeting; or
 - (v) take other disciplinary action as it considers appropriate.
- (e) A Member who is subject to a hearing, investigation or determination taken under a Policy or Policies made or adopted under this **clause 7.2**, shall have the right to access a minimum of one level of appeal as set out in the applicable Policy or Policies from time to time.
- (f) Unless suspension is dealt with under a Policy, in which case the provisions regarding suspension in the applicable Policy apply, during investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in Tennis, pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is appropriate having regard to the matter at hand.
- (g) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under a Policy made or adopted under this **clause 7.2**.

8. FEES AND SUBSCRIPTIONS

8.1 Membership Fee

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Company the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

8.2 Non-Payment of Fees

The right of a Member to attend and vote at a General Meeting is suspended whilst the payment of any subscription or other amount determined under **clause 8** is in arrears for longer than 60 days.

8.3 Deferral or reduction of subscriptions

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Company will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this **clause 8.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

9. GENERAL MEETINGS

9.1 Annual General Meeting

AGMs of the Company are to be held:

- (a) according to the Corporations Act; and
- (b) at a date and venue determined by the Directors.

9.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting as they think fit and must do so if required by the Corporations Act.
- (b) The Voting Members may convene a General Meeting in accordance with the Corporations Act.

9.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Company; and
 - (ii) in accordance with **clause 23** and the Corporations Act.
- (b) At least 45 days prior to the proposed date of the AGM, the CEO will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.

- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

9.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

9.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Corporations Act;
- (b) the Directors at the request of Members; or
- (c) a court.

9.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Corporations Act.

9.7 Contents of a notice postponing a General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and

- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

9.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 10.8** or the Corporations Act.

9.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

9.10 Representative, proxy or attorney at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative, proxy or attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting(s) to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

9.11 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

9.12 Right to appoint a representative

- (a) In accordance with the Corporations Act, each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under **clause 9.13**, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.
- (b) A Voting Member may appoint more than one Representative but only one Representative may exercise the Voting Member's powers at any one time.
- (c) In addition to each Voting Member's appointed Representative, each Voting Member shall be entitled to appoint one further representative to attend meetings on their behalf but not vote.

9.13 Right to appoint a proxy

- (a) A Voting Member entitled to attend a General Meeting of the Company is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Corporations Act or vote in their place in Director Elections in accordance with **clause 11.2**.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Company.

9.14 Form of proxy

The instrument appointing a proxy may be in form determined by the Directors from time to time provided that it complies with the requirements under the Corporations Act.

9.15 Attorney of Member

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Company.

9.16 Lodgement of proxy or attorney documents

- (a) A proxy or attorney (appointed under **clause 9.15**) may vote at a General Meeting or an adjourned or postponed meeting only if the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company:
 - (i) at the office, the email or other electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Company.

9.17 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.

- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the President to act as the proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

10. PROCEEDINGS AT GENERAL MEETING

10.1 Number for a quorum

The number of Voting Members who must be present in person or by proxy and eligible to vote for a quorum to exist at a General Meeting is 15.

10.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

10.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

10.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Voting Members then present shall constitute a quorum.

10.5 President to preside over General Meetings

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) Vice President;
 - (ii) a Director (or other person) chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Representative of a Voting Member that is entitled to vote and is chosen by a majority of the Voting Members present.

10.6 Conduct of General Meetings

- (a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

- (a) The chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

10.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

10.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

10.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

10.12 Poll

- (a) If a poll is properly demanded in accordance with the Corporations Act or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

10.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

10.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made is final.

10.15 Electronic voting

Voting by electronic means at General Meetings may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

11. VOTES OF MEMBERS

11.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 11.1**.
- (b) Whether on show of hands or on a poll:

each Member (other than an Honorary Life Member) is entitled to exercise the number of votes calculated based on the formula set out below:

- (i) Votes for the Member based on the number of Registered Tennis Players who were registered by the relevant Member with the Company as at the 30 June falling within the 12 months preceding the date of the general meeting (as recorded in the Register) (**RTPs in the Register**):

(A) 1 – 250 RTPs in the Register	1 vote
(B) 251 – 1000 RTPs in the Register	2 votes
(C) 1001 or more RTPs in the Register	3 votes

PLUS

- (ii) Votes for the Member based on the number of tennis courts in respect of which the relevant Member has paid an annual subscription to the Company for the financial year preceding the date of the General Meeting:

(A) 0 – 4 tennis courts	1 vote
(B) 5 – 8 tennis courts	2 votes

- (C) 9 or more tennis courts 3 votes

WORKED EXAMPLE – a Member who has (i) 400 RTPs in the Register, and (ii) paid an annual subscription to the Company for 7 tennis courts for the financial year preceding the date of the General Meeting would be entitled to 4 votes at the general meeting.

and

- (c) each Honorary Life Member has one vote.

11.2 Election of Directors

Elections for Elected Directors shall be conducted by electronic or hybrid ballot prior to the relevant General Meeting in accordance with any Policy made or adopted by the Directors to govern the process and procedures that apply to the election of Elected Directors, with the results of that election being announced at the relevant General Meeting.

11.3 Resolutions not in General Meeting

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Company held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of **clause 11.3(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) Email or other form of visible or other electronic communication under the name of a Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

12. STAKEHOLDER FORUM

12.1 Power to convene Stakeholder Forums

The Directors may from time to time convene a Stakeholder Forum to proactively engage and collaborate with Members.

12.2 Notice of Stakeholder Forums

- (a) The Directors may determine the notice, if any, provided to Members (or categories of Members) for a proposed Stakeholder Forum, including the period and method of notice.
- (b) The notice may include the purpose and intent of a particular Stakeholder Forum, including any proposed items for discussion, in addition to the purposes outlined in **clause 12.1**.

12.3 Conduct of a Stakeholder Forum

- (a) The format of proceedings at a Stakeholder Forum shall be at the discretion of the Directors.
- (b) The Directors shall determine who shall chair the Stakeholder Forum, including who shall lead or facilitate particular discussion items.
- (c) There is no quorum requirement for a Stakeholder Forum.
- (d) Items for discussion which were not included in the notice issued under **clause 12.2** (if any) may, with the permission of the chair, be raised for discussion.
- (e) Directors are not bound by any resolution passed at the Stakeholder Forum.

13. DIRECTORS

13.1 Number of Directors

- (a) There must be not less than seven Directors and not more than ten.
- (b) Subject to **clause 13.1(a)**, not more than seven Directors are to be elected by the Members (Elected Directors), and not more than three additional Directors can be appointed under **clause 13.11**.

13.2 Transitional provisions

- (a) Nothing in this Constitution will impact the appointment and terms of the individual Directors who hold a Directorial position at the time of enactment of this Constitution. For the avoidance of doubt, those individual Directors who currently held a Directorial position at the time of the enactment of this Constitution will continue to hold the same position and on the same conditions (with respect to term of office, nature of Election or Appointment and Presidency and Vice Presidency only) as they did prior to the enactment of this Constitution.
- (b) Notwithstanding the other clauses of this Constitution, for the purpose of ensuring correct director rotations, the following **clauses 13.2(b)(i) to 13.2(b)(v)** will apply to the 2023 election of Elected Directors to be conducted in accordance with **clause 11.2** prior to the 2023 AGM. Noting that there are four (4) Elected Director positions which will become available at the 2023 AGM, the following will apply to that election of Elected Directors:
 - (i) Two (2) of the four (4) Elected Directors shall be elected for a term of two (2) years.
 - (ii) Two (2) of the four (4) Elected Directors shall be elected for a term of three (3) years.

- (iii) For the purpose of **clauses 13.2(b)(i) and 13.2(b)(ii)** a New Director (that is a candidate who is elected to a position as an Elected Director and who is not listed as a Current Director in **Schedule 1**) shall be elected for a term of two years unless **clause 13.2(b)(iv) or clause 13.2(b)(v)** applies.
- (iv) Where there are more than two (2) New Directors elected (as defined in **clause 13.2(b)(iii)**), the terms of those Directors will be determined by lot noting that any Current Director listed in **Schedule 1** who is re-elected shall be elected for a three (3) year term where this **clause 13.2(b)(iv)** applies.
- (v) Where more than two (2) Current Directors (as identified in **Schedule 1**) are re-elected, the terms of those Directors will be determined by lot noting that any New Director will be elected for a two (2) year term where this **clause 13.2(b)(v)** applies.
- (c) For the avoidance of doubt, a Director who is elected subject to the conditions set out in **clause 13.2(b)** shall be eligible for re-election in the usual way subject to **clauses 13.3, 13.6 and 13.9**.
- (d) For the avoidance of doubt **clauses 13.2(b) and 13.2(c)** apply to the 2023 director elections only and these clauses will not impact director elections from 2024 onwards.

13.3 Eligibility

- (a) No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 13.9**.
- (b) No person shall be eligible to stand for an Elected Director position or to be considered for appointment as an Appointed Director if, at the time of nomination for election or consideration for appointment, they contravene the eligibility requirements set out in **schedule 2**.
- (c) The Directors may determine position or role descriptions or necessary qualifications for Director positions.
- (d) The Directors and Nominations Committee must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Directors.
- (e) No one region (i.e. metropolitan Sydney or regional NSW) shall constitute more than 60% of the total number of Directors.
 - (i) For the purpose of **clause 13.3(e)** a Director is to be considered either a regional Director or a metropolitan Director based on the location of their place of residence at the time of nomination.
 - (ii) For the purpose of this **clause 13.3(e)** the Board will, from time to time, determine the boundaries of metropolitan Sydney, with the areas of NSW outside these boundaries to be considered regional NSW.

- (f) For the period from the date of this Constitution a person that:
 - (i) is an employee of the Company; or
 - (ii) was CEO of the Company at any time within the period beginning three years prior to the date of their proposed election as an Elected Director,

(each an **elected director disqualifying position**) may not be elected as an Elected Director.

- (g) An Elected Director that accepts an elected director disqualifying position must notify the other Directors of this fact immediately and is deemed to have vacated office as an Elected Director.
- (h) A person elected as an Elected Director at the time of holding an elected director disqualifying position must resign from that elected director disqualifying position within 14 days.

13.4 Nominations Committee

- (a) A Nominations Committee shall be formed, the role of which shall include the task of recommending candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies.
- (b) The Nominations Committee shall comprise three persons, all appointed by the Directors including an independent chair, a Member representative and a Director or Director representative. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee charter.
- (c) The Nominations Committee must utilise a skills matrix as part of its assessment of nominees for Director vacancies.
- (d) When assessing nominees for Director vacancies, the Nominations Committee must comply with **clauses 13.3(d)** and **13.3(e)**.

13.5 Nomination for election

- (a) At least 60 days prior to the proposed date of the Annual General Meeting, at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the CEO will request from Members nominations (that comply with this **clause 13.5**) for elections to positions falling vacant, that must be received no later than 45 days prior to the AGM.
- (b) Any Member, Director or Committee may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- (c) A nomination must:
 - (i) be in the form required by the Directors; and
 - (ii) signed by the nominator and nominee.

13.6 Term of office of Directors generally

Subject to **clauses 13.2, 13.8, 13.9 and 13.10**, an Elected Director will hold office for a term of three years.

13.7 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 13.9**, is eligible for re-election.

13.8 Elected Director elected at General Meeting

(a) At a General Meeting:

- (i) at which an Elected Director retires; or
- (ii) at the commencement of which there is a vacancy (in accordance with **Clause 13.15**) in the office of an Elected Director,

there will be a vote of the Members conducted in accordance with **clause 11.2** to fill the vacancy by electing someone to that office.

(b) Subject to **clauses 13.2, 13.8(c), 13.9 and 13.14**, an Elected Director elected under this **clause 13.8** takes office at the end of the meeting at which they are elected for a period of three years.

(c) An Elected Director elected under **clause 13.8(a)(ii)** is elected for the remainder of the term of office for the position that they are filling.

13.9 Maximum terms in office for Directors

(a) Subject to **clause 13.9(c)**, a Director must not serve more than nine years as a Director in any 12 years, including where one or more of the years is as an Appointed Director.

(b) For the purpose of **clause 13.9(a)**, where service:

- (i) by a person as a Director under this Constitution is for a period less than three years:
 - (A) if the service is less than one year, it will be treated as one full year;
 - (B) if the service is between one year and two years, it will be treated as two full years;
 - (C) if the service is between two years and three years, it will be treated as three full years; and
- (ii) by a person as a Director takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution will be treated as service towards **clause 13.9(a)**, rounded up to the nearest full year.

- (c) A Director who has served the maximum number of years in accordance with **clause 13.9(a)** shall not be eligible to be a Director for three years following the completion of their maximum term.

13.10 Casual vacancy in ranks of Elected Directors

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 13.15**) in the rank of the Elected Directors.
- (b) A person appointed under **clause 13.10(a)** holds office for the remainder of the vacating Director's term and, subject to this Constitution, they may offer themselves for re-election at the end of this term.

13.11 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to three persons to be Directors because of their special business acumen and/or technical skills. These persons will be known as the "Appointed Directors".
- (b) For the period from the date of this Constitution a person that:
 - (i) is an employee of the Company, or a Member; or
 - (ii) holds an Official Position with a Member; or
 - (iii) was CEO of the Company at any time within the period beginning three years prior to the date of their proposed appointment as an Appointed Director,

(each an **appointed director disqualifying position**) may not be appointed as an Appointed Director.

- (c) An Appointed Director that accepts an appointed director disqualifying position must notify the other Directors of this fact immediately and is deemed to have vacated office as an Appointed Director.
- (d) A person appointed as an Appointed Director at the time of holding an appointed director disqualifying position must resign from that appointed director disqualifying position within 14 days.
- (e) Subject to **clauses 13.9 and 13.14**, an Appointed Director holds office for a term determined by the Directors not to exceed three years and the appointment will be on such other terms as the Directors determine.
- (f) A person may only serve six consecutive years as an Appointed Director but, subject to the other requirements of this Constitution, in particular **clause 13.9**, are otherwise eligible to be elected to an Elected Director position.
- (g) A Director who has served the maximum number of years in accordance with **clause 13.11(f)** shall not be eligible to be an Appointed Director for three years following the completion of their maximum term.

- (h) Subject to this Constitution, the Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 13.15**) in the rank of the Appointed Directors on whatever terms the Directors decide. However, the Directors should consider the impact on Director rotations.

13.12 Remuneration of Directors

Subject to **clause 13.13**, a Director must not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- (a) paid by the Company for services rendered to it other than as a Director; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Company; or
 - (ii) otherwise engaged in the affairs of the Company.

13.13 Honorarium

The Company may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

13.14 Removal of Director

- (a) A Director may be removed by the Members in accordance with the Corporations Act.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 13.14(a)** cannot be re-appointed as a Director within three years of their removal.

13.15 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 13.14**;
- (c) prohibited from being a Director by reason of any order made under the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) resigns from office by notice in writing to the Company;
- (f) is absent at three consecutive Directors' meetings without leave of absence from the Directors;

- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act;
- (h) is unable or unwilling to maintain a current NSW working with children check certification or equivalent certification with a different name as may apply from time to time; or
- (i) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clauses 13.3, 13.11 or 15.7** and does not resign from that position within 14 days

13.16 Alternate Director

A Director cannot appoint an alternate.

14. POWERS AND DUTIES OF DIRECTORS

14.1 Directors to manage the Company

The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.

14.2 Specific powers of Directors

Without limiting **clause 14.1**, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

14.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

14.4 Appointment of an attorney

The Directors may appoint any person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

14.5 Provisions in a power of attorney

A power of attorney granted under **clause 14.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

14.6 Delegation of powers

- (a) Without limiting **clause 17.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Company or any other person or committee as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

14.7 Code of Conduct and Board Charter

The Directors must:

- (a) adopt a code of conduct for Directors and a Board charter; and
- (b) periodically review the code of conduct and Board charter in light of the general principles of good corporate governance.

14.8 Strategic Plan

The Directors must develop and adopt a strategic plan as revised from time to time.

15. PROCEEDINGS OF DIRECTORS

15.1 Directors meetings

- (a) Subject to **clause 15.1(b)** the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.

15.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

15.3 Chair's casting vote

- (a) Unless **clause 15.3(b)** applies, the chair of the meeting will not have a casting vote.
- (b) In circumstances where a question arises at a Director's meeting in respect of the election of a person to a position, the chair will have a casting vote only in the situation where a clear majority vote cannot reasonably be obtained after a minimum of three ballots being called.

15.4 Quorum

A majority of Directors present in person or via technology constitutes a quorum.

15.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below seven (7) Directors, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the minimum number of Directors in accordance with **clause 13.1(a)**, OR to convene a General Meeting.

15.6 Convening meetings

- (a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone or electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Company in person or by post or by telephone or electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Directors.

15.7 Election of President

- (a) If there is a vacancy in the position of President, the Directors must, at or before the first Directors' meeting after the AGM where there is a vacancy in the position, elect one of the Elected Directors to be the President by a majority vote for a period determined by the Board not exceeding three years.
- (b) The Director elected to be President under **clause 15.7(a)** will, subject to remaining a Director and other clauses of this Constitution, remain President for the period determined by the Board from the date of their election until the first Directors' meeting after the AGM immediately following their term of office as determined under **clause 15.7(a)** and shall chair any meeting of Directors.
- (c) Despite **clause 15.7(b)**, if:
 - (i) there is no person elected as President; or
 - (ii) the President is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the President is unwilling to act,the Directors may elect another person to chair the meeting consistent with the hierarchy outlined in **clause 10.5(b)**.
- (d) A Director elected as President may be re-elected as President in following terms, so long as they remain a Director.
- (e) For the period from the date of this Constitution a person that:
 - (i) is an employee of the Company, or a Member; or
 - (ii) holds an Official Position with a Member; or
 - (iii) is an Appointed Director of the Company; or
 - (iv) was CEO of the Company at any time within the period beginning three years prior to the date of their proposed election as President,(each a **disqualifying position**) may not be elected as President.
- (f) A President that accepts a disqualifying position must notify the other Directors of this fact immediately and is deemed to have vacated office as President.
- (g) A person elected as President at the time of holding a disqualifying position must resign from that disqualifying position within 14 days.
- (h) If the President ceases to be a Director, they will immediately cease to hold office as President.

- (i) The Board may remove the President from the role of President before the expiry of their term, however they may remain as a Director (subject to the other provisions of this Constitution).
- (j) If the President resigns as President, they may remain as a Director (subject to the other provisions of this Constitution).

15.8 Election of Vice President

- (a) If there is a vacancy in the position of Vice President, the Directors must, at or before the first Directors' meeting after the AGM where there is a vacancy, appoint one of the Directors to the position of Vice President for a period to be determined by the Board not exceeding three years.
- (b) The Director elected to be Vice President under **clause 15.8(a)** will, subject to remaining a Director and other clauses of this Constitution, remain Vice President for the period determined by the Board from the date of their election until the first Directors' meeting after the AGM immediately following their term of office as determined under **clause 15.8(a)**.
- (c) If the Director elected 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.
- (d) If the Vice President ceases to be a Director, they will immediately cease to hold office as Vice President.
- (e) The Board may remove Vice President from the role of Vice President before the expiry of their term, however they may remain as a Director (subject to the other provisions of this Constitution).
- (f) If the Vice President resigns as Vice President, they may remain as a Director (subject to the other provisions of this Constitution).

15.9 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 15.9(a)** and is taken to be signed when received by the Company in legible form.
- (c) The resolution is passed when the last Director signs.

15.10 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

15.11 Directors' Interests

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Directors must complete an annual statement of interest which must be updated from time to time to satisfy the requirements in **clause 15.11(a)**.
- (c) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' meeting papers related to the matter, and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- (d) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (e) The CEO shall maintain a register of declared interests.

15.12 Minutes

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

16 VIRTUAL MEETINGS OF THE COMPANY

16.1 Virtual Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Virtual Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this **clause 16**.

16.2 Conduct of Virtual Meeting

The following provisions apply to a Virtual Meeting of the Company:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must be distinguishable to the chair;
- (d) a person may not intentionally leave a Virtual Meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

17. CHIEF EXECUTIVE OFFICER

17.1 Appointment of a CEO

The Directors shall appoint a CEO and review their performance in accordance with a CEO performance review process adopted by the Board.

17.2 Powers, duties and authorities of a CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

17.3 Suspension and removal of a CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

17.4 Delegation by Directors to a CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Company; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

17.5 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

18. COMPANY SECRETARY

18.1 Appointment of a Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

18.2 Suspension and removal of a Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

18.3 Powers, duties and authorities of a Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

19. COMMITTEES

19.1 Committees

- (a) The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.
- (b) The Standing Committees of the Company which must be established by the Board are as follows:
 - (i) An Audit and Risk Committee (however named);
 - (ii) A Tennis Country Committee (however named); and

- (iii) A Metro Sydney Committee (however named).
- (c) The Board will elect the chairperson of each committee. In the case of an equality of votes, the chairperson will not have a casting vote.
- (d) The composition, duties and functions of each committee established under this **clause 19** shall be defined in the relevant committee charter as amended from time to time.

19.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

19.3 Committee meetings

Unless otherwise determined by the Directors, committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

20. POLICIES

20.1 Making and Amending Policies

- (a) In addition to policies made under **clause 7.2**, the Directors may from time to time make policies:
 - (i) that are required to be made under this Constitution; and
 - (ii) that, in their opinion, are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those policies.
- (b) The Policies referred to in **clauses 7.2** and **20.1(a)** will take effect immediately after the service of the Policy on the Member and shall be in force and effect on that date.

20.2. Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a Special Resolution to that effect is passed by the Members at a General Meeting.

21. INSPECTION OF RECORDS

A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law.

22. ACCOUNTS

22.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

22.2 Auditor

A properly qualified auditor(s) shall be appointed by the Directors and the remuneration of such auditor(s) fixed and duties regulated in accordance with the Corporations Act.

23. SERVICE OF DOCUMENTS

23.1 Document includes notice

In this **clause 23**, document includes a notice.

23.2 Methods of service on a Member

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an email other electronic address nominated by the Member.

23.3 Methods of service on the Company

A Member may give a document to the Company:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to an email other electronic address nominated by the Company.

23.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

23.5 Electronic transmission

If a document is sent by email other electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the email other electronic transmission; and
- (b) have been delivered on the business day unless the transmission was delivered on a non-business day or after 5pm on a business day in which case it is taken to be the following business day.

24. INDEMNITY

24.1 Indemnity of officers

- (a) This **clause 24** applies to every person who is or has been:
 - (i) a Director, CEO or Company Secretary of the Company; and
 - (ii) to any other Officers, employees, former Officers or former employees of the Company or of its related bodies corporate (but for the avoidance of doubt does not include an auditor of the Company) as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 24**.

- (b) The Company will indemnify each Indemnified Officer out of the property of the Company against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or of a related body corporate of the Company; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Company or of a related body corporate of the Company,
unless:
 - (iii) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (iv) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

24.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Company or of a related body corporate of the Company including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

24.3 Deed

The Company may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 24.1** on the terms the Directors think fit (as long as they are consistent with **clause 24**).

25. WINDING UP

25.1 Contributions of Members on winding up

- (a) Each Voting Member maybe be required to contribute to the Company's property if the Company is wound up whilst they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,and the amount is not to exceed \$1.00.
- (c) No other Member shall be required to contribute to the Company's property if the Company is wound up.

25.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Company; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

SCHEDULE 1

Honorary Life Members and Directors (at date of Constitution)

1. Honorary Life Members

- Jack Chalmers*
- Floris Conway*
- Alex Colvin*
- Clifford Sproule OBE*
- Esca Stephens MBE*
- George Sample*
- Dorothy Dingle*
- Allan McAndrew*
- Jack McCall*
- Charles Donohoe*
- Roy Phillis*
- HC (Dick) Seddon*
- Reginald Gostelow*
- Sylvia Harper*
- H Robert Paxton*
- Cecil Morgan
- John Bromwich*
- John Crawford OBE*
- Lewis Hoad*
- Henry Hopman OBE*
- Adrian Quist*
- Ken Rosewall MBE AM
- James Leggatt*
- James Russell MBE AM*
- WV Austin
- Hon LA North AM*
- KC Sheel OAM
- Dorn Fogarty OAM*
- AD Gray OAM*
- Geoff Pollard AM
- Thelma Coyne Long*
- Victor Taylor QPM*
- Iris Mason*
- John Newcombe AO OBE
- Des Nicholl AM
- Tony Roche AO OBE
- Joan Bathurst*
- Lesley Bowrey AM
- Margaret Court AO MBE
- Evonne Goolagong-Cawley AO OBE
- Jan O'Neill OAM
- John Whittaker OAM

- Malcolm Bergmann OAM
- Beryl Collier*
- Stan Pedersen
- Ken Rose
- Paul Wigney*
- Carol Langsford OAM
- Todd Woodbridge OAM
- Brian Armstrong
- Mick Parslow OAM
- Harry Beck
- Wendy Saville
- Greg Doyle
- Bill Gilmour OAM

** Denotes that the Honorary Life Member is deceased*

2. Tennis NSW Directors

The following persons are the Current Directors of the Company who hold a Directorial position at the time of the enactment of this Constitution and will continue to hold the same position and on the same conditions (with respect to term of office, nature of Election or Appointment and Presidency and Vice Presidency only) as they did prior to the enactment of this Constitution:

1. Melissa Achten
2. Warren Green
3. Bernadette McLoughlin
4. Brett Bevan
5. Errol Carney
6. Lindi-May Lochner
7. Robert Nienhuis
8. Ronald Heinrich
9. Wayne Pascoe
10. Wayne Swaysland

SCHEDULE 2

Eligibility for election or appointment as a Director

1. Eligibility requirements

1.1 To be eligible for election or appointment as a director a candidate must:

- (a) not be disqualified from managing a corporation under section 206B of the *Corporations Act 2001* (Cth) or similar provision which currently provides as follows:

Convictions

- (1) A person becomes disqualified from managing corporations if the person:
- (a) is convicted on indictment of an offence that:
- i. concerns the making, or participation in making, of decisions that affect the whole or a substantial part of the business of the corporation; or
 - ii. concerns an act that has the capacity to affect significantly the corporation's financial standing; or
- (b) is convicted of an offence that:
- i. is a contravention of this Act and is punishable by imprisonment for a period greater than 12 months; or
 - ii. involves dishonesty and is punishable by imprisonment for at least 3 months; or
- (c) is convicted of an offence against the law of a foreign country that is punishable by imprisonment for a period greater than 12 months.
- The offences covered by paragraph (a) and subparagraph (b)(ii) include offences against the law of a foreign country.
- (2) the period of disqualification under subsection (1) starts on the day the person is convicted and lasts for:
- (a) if the person does not serve a term of imprisonment—5 years after the day on which they are convicted; or
 - (b) if the person serves a term of imprisonment—5 years after the day on which they are released from prison.

Bankruptcy or personal insolvency agreement

- (3) A person is disqualified from managing corporations if the person is an undischarged bankrupt under the law of Australia, its external territories or another country.
- (4) A person is disqualified from managing corporations if:
- (a) the person has executed a personal insolvency agreement under:
 - (i) Part X of the Bankruptcy Act 1966; or
 - (ii) a similar law of an external Territory or a foreign country; and
 - (b) the terms of the agreement have not been fully complied with.
- (5) A person is disqualified from managing corporations at a particular time if the person is, at that time, disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

Foreign court orders

- (6) A person is disqualified from managing corporations if the person is disqualified, under an order made by a court of a foreign jurisdiction that is in force, from:
- (a) being a director of a foreign company; or
 - (b) being concerned in the management of a foreign company; or
 - (c) being a director of a passport fund, or of an operator of a passport fund; or
 - (d) being concerned in the management of a passport fund.

Definitions

- (7) In this section:

foreign jurisdiction means a foreign country, or part of a foreign country, prescribed by the regulations as a foreign jurisdiction for the purposes of this section.

- (b) not have been found to have committed one or more **serious** offences in an independent investigation or disciplinary proceeding brought against them by an employer, sporting organisation or similar body involving child abuse, sexual misconduct or harassment, acts of violence, intimidation or other forms of harassment.
- (c) provide a current working with children certification or equivalent certification with a different name as may apply from time to time (or be able to evidence a pending application for the same).
- (d) provide National Criminal History Check Certification or equivalent certification with a different name as may apply from time to time (or be able to evidence a pending application for the same).
- (e) not have been the Chief Executive Officer of the Company at any time within the 3 years prior to the date of the proposed election or appointment.
- (f) provide a completed Member Protection Declaration.