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4 September 2023

Dear Valued Member,

2023 Tennis NSW Annual General Meeting – Call for Director Nominations and Notices of Motion

As was the case in 2022, the 2023 Tennis NSW Annual General Meeting (AGM) will be held as a hybrid meeting (that is both in person and online) on **Wednesday, 22 November 2023 at 7pm** (AEDT). For those wishing to physically attend in person, the AGM will be held at the Sydney Olympic Park Tennis Centre, 2 Rod Laver Drive, Sydney Olympic Park. Members will also have the option to view and participate in the meeting online if they would prefer.

The purpose of this letter is to request nominations for the Elected Director positions on the Tennis NSW Board that are falling vacant at the 2023 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. Finally, this letter also provides an opportunity for members to submit any notices of motion they wish to have on the agenda for discussion at the AGM.

Please note that this letter is not the formal Notice of Annual General Meeting. We will provide you with more information around the meeting agenda, voting, and how to attend the meeting, well in advance of the meeting and by no later than 1 November 2023.

Nominations for Director Positions

At the 2023 AGM there will be four (4) Director positions up for election as a result of the expiration of the current terms of Elected Directors Brett Bevan, Errol Carney, Ron Heinrich, and Rob Nienhuis. The Board of Tennis NSW, by way of this letter, formally call for nominations to fill these vacancies.

Pursuant to clause 13.3(e) of the Tennis NSW Constitution, no one region (i.e. metropolitan Sydney or regional NSW) shall constitute more than 60% of the total number of Directors. For the purpose of this clause, a Director/candidate will be considered either a regional Director/candidate or a metropolitan Director/candidate based on the location of their ordinary place of residence at the time of nomination and in line with the metropolitan/regional split which corresponds to the Tennis NSW regional zone boundaries.

On the basis of this clause, and the classifications of the remaining six (6) Directors currently on the Board, for the 2023 Director elections a minimum of three (3) regional classified candidates must be elected. Therefore, although candidates will be elected in order by total votes received, at a minimum, the top three regional classified candidates by votes received will be elected to the vacant positions (irrespective of where these candidates sit in respect of overall rankings by votes received).

New South Wales Tennis
Association Limited
ABN 30 000 011 558
Trading as Tennis New South Wales



How to Nominate

The process and principles to be applied in the election of Directors to the Tennis NSW Board are outlined in the Tennis NSW Director Election Policy (**Policy**). Full details of the Policy, and other information relating to Director elections, can be found on the Tennis NSW website [here](#). All nominees for election should familiarise themselves with the terms of the Policy before lodging their nominations. Members should be aware that, pursuant to the Policy, for the 2023 Director elections and beyond Tennis NSW is moving to online Director elections, with voting to occur prior to the AGM.

Any person wishing to nominate to fill a Director vacancy must do the following:

- complete the standard Nomination Form which is enclosed with this letter as **Annexure 1**;
- 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 (which will be publicised to the Tennis NSW membership at the time of the opening of the Online Voting Platform); 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 Company Secretary, Secretary@tennisnsw.com.au.

Nominations for Director positions should be received by **24 September 2023**.

Expectations of Tennis NSW Directors

The Tennis NSW Board considers that the following skills are essential for all Tennis NSW Board members:

- 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 the Australian Institute of Company Directors' courses; and
- to have a strong and extensive experience in Tennis.

In addition to the above qualities, the Tennis NSW Board has developed a Board Skills Matrix to identify skills that would enhance its expertise. Please note that following the submission of a nomination, nominees may be requested to complete a skills self-assessment against the Tennis NSW Board Skills matrix. This document will be provided separately to those eligible candidates who submit a completed nomination form.

The Board Skills Matrix will be referenced by the Nominations Committee to assist in finalising the committee's recommendations to the Board. The Board Skills Matrix may also be utilised by the Chair in determining the allocation of Chair proxy votes. In particular, the Tennis NSW Board has identified that skills, experience or expertise in the following areas are extremely desirable to improve and complement the overall skills composition of the six continuing members of the current Board:

- Government relations (policies and process) including experience in managing government relations and industry advocacy strategies;



- Qualification and experience in legal practice (with a particular emphasis on the sports industry, not-for-profit associations, employment law and/or health and safety legislation);
- Qualification and experience in facility management with an understanding of the sports industry and/or the entertainment industry;
- Experience as a Director or senior manager at a National Sporting Organisation or State Sporting Organisation;
- Expertise in a Local Government Authority (LGA), including experience as a Director or staff member at an LGA;
- Expertise in the Not-for-profit (NFP) sector, including experience as a Director or senior manager in a NFP member based association;
- Expertise in the Sydney Metro Tennis landscape;
- Expertise in the Tennis Country landscape; and
- Expertise in tennis venue management or operations.

In addition to these desirable skills, Tennis NSW also recognises the importance of diversity and strives towards achieving Board representation which is reflective of the diversity of the Australian population. Accordingly, nominations from people of all backgrounds are encouraged.

All Directors of Tennis NSW must hold a valid Working with Children Check and a Police Check. If a nominee is elected to the Board and is unable or unwilling to provide these requisite background checks within the time period requested, they will be removed from their position.

Finally, potential nominees should be aware that 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, the Tennis NSW Board Charter and other Tennis NSW and Tennis Australia policies including but not limited to the Tennis NSW Board Code of Conduct. By submitting a nomination form nominees acknowledge and agree that should their nomination be successful, in the event that they breach any provision of the Corporations Act 2001 and/or the Board Charter and other Tennis NSW and Tennis Australia policies, including but not limited to the Tennis NSW Board Code of Conduct, that they agree that they will voluntarily resign from their position as a Director.

Key Milestones in the Director Election Process

Members should be aware of the following key milestones in the 2023 Director election process:

Task	Date	Constitution / Policy Reference
Company Secretary requests nominations to fill Director Vacancies	4 September 2023	Clause 13.5(a) Constitution
Company Secretary reviews nominated candidates' eligibility and forwards to Nominations Committee for consideration if eligible	4 September – 24 September 2023	Step 3 – Director Elections Policy
Date by which Director nominations should be received	24 September 2023	Clause 13.5(a) Constitution
Nominations Committee receives eligible candidates from Company Secretary, conducts interviews and makes recommendations to Board	25 September – 13 October 2023	Clause 13.4(a) Constitution



Task	Date	Constitution / Policy Reference
Board finalises position on preferred candidates taking into account Nominations Committee recommendations	24 October 2023	
Notice of AGM sent to Members	31 October 2023	Clause 9.3(c) Constitution
Online Voting Platform Opens	3 November 2023	Clause 4.20 Director Election Policy
Online Voting Platform Closes	20 November 2023	Clause 4.20 Director Election Policy
Voting Results Finalised (to be announced at AGM)	21 November 2023	Clause 4.27 Director Election Policy
AGM	22 November 2023	

Call for Notices of Motion

Any member who wishes to put forward a notice of motion for consideration by the Tennis NSW membership at the 2023 AGM should do so in writing by email to Secretary@tennisnsw.com.au by no later than **25 October 2023**. Any notices of motion received after this date will not be considered at the 2023 AGM.

Should you have any questions in relation to the content of this letter, or the conduct of the 2023 Director elections or the 2023 AGM generally, please contact matt.allen@tennis.com.au.

Yours sincerely

Darren Simpson

Chief Executive Officer and Company Secretary