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Tennis New South Wales Ltd
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01 September 2025

Dear Valued Member,

2025 Tennis NSW Annual General Meeting – Call for Director Nominations and Notices of Motion

The 2025 Tennis NSW Annual General Meeting (AGM) will be held as a hybrid meeting (that is both in person and online) on **Wednesday, 19 November 2025** 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 2025 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 29 October 2025.

It is important that Members are aware that all correspondence relating to both the director elections and the AGM will be sent to each Member's primary contact as communicated to Tennis NSW as part of your affiliation renewal for the 2025/26 affiliation period. As a Member, it is your responsibility to ensure that you have provided the correct contact information to Tennis NSW. If you would like to update your primary contact information, or if you believe the correct primary contact has not received correspondence as expected, please contact membership@tennisnsw.com.au.

Nominations for Director Positions

At the 2025 AGM there will be two (2) Director positions up for election as a result of the expiration of the current terms of Elected Directors Andrew Mitton 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 seven (7) Directors currently on the Board, for the 2025 Director elections the two (2) vacancies must both be filled by regional classified candidates. **Therefore, although candidates will be elected in order by total votes received, metropolitan classified candidates will be ineligible for election.**

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, Director elections will occur entirely online, with all 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 **21 September 2025**.

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. In particular, the Tennis NSW Board has identified that skills, experience or expertise in the following areas are considered a priority to improve and complement the overall skills composition of the seven continuing members of the current Board:

- Qualification and/or experience in legal practice with emphasis on the sports industry, not-for-profit associations, employment law and/or health & safety legislation;
- Government relations, with an emphasis on the engagement, advocacy and lobbying of governments at all levels;
- Qualification and/or experience in human resource management with an understanding of the sports industry and/or not-for-profit associations; and
- Experience in the delivery of Tennis in a regional context which could include:
 - Experience on the Tennis NSW Tennis Country Committee

- Relevant playing experience
- Involvement in the delivery of regionally based tournaments, events, leagues or competitions in NSW

The Board is also making a call for experience in chairing or sub-chairing a board, committee or sub-committee and/or a willingness to chair a board or sub-committee. Whilst this experience is not mandatory, it is highly regarded. This callout is partly an acknowledgement of the fact that the role of Tennis NSW Chair will fall vacant at the 2027 AGM at the latest, and accordingly, the Board is turning its mind to succession planning in this respect.

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 welcomed and encouraged. In particular, due to the current composition of the Tennis NSW Board, female candidates are strongly encouraged to apply. This is to assist the Board to achieve its aspirational target as outlined in clause 13.3(d) of the Constitution that no one gender constitutes more than 60% of the total number of Directors.

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 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 2025 Director election process:

| Task | Date | Constitution / Policy Reference |
|---|----------------------------------|------------------------------------|
| Company Secretary requests nominations to fill Director Vacancies | 01 September 2025 | Clause 13.5(a) Constitution |
| Company Secretary reviews nominated candidates' eligibility and forwards to Nominations Committee for consideration if eligible | 01 September – 21 September 2025 | Step 3 – Director Elections Policy |
| Date by which Director nominations should be received | 21 September 2025 | Clause 13.5(a) Constitution |
| Nominations Committee receives eligible candidates from Company Secretary, conducts interviews and makes recommendations to Board | 22 September – 10 October 2025 | Clause 13.4(a) Constitution |
| Board finalises position on preferred candidates taking into account Nominations Committee recommendations | 21 October 2025 | |
| Notice of AGM sent to Members | 28 October 2025 | Clause 9.3(c) Constitution |

| Task | Date | Constitution / Policy Reference |
|---|------------------|--------------------------------------|
| Online Voting Platform Opens | 31 October 2025 | Clause 4.19 Director Election Policy |
| Online Voting Platform Closes | 17 November 2025 | Clause 4.22 Director Election Policy |
| Voting Results Finalised (to be announced at AGM) | 18 November 2025 | Clause 4.40 Director Election Policy |
| AGM | 19 November 2025 | |

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 2025 AGM should do so in writing by email to Secretary@tennisnsw.com.au by no later than 22 October 2025. Any notices of motion received after this date will not be considered at the 2025 AGM.

Should you have any questions in relation to the content of this letter, or the conduct of the 2025 Director elections or the 2025 AGM generally, please contact Secretary@tennisnsw.com.au.

Yours sincerely



Darren Simpson

Chief Executive Officer and Company Secretary

Tennis NSW