

Explanatory Memorandum



TENNIS NT INCORPORATED **ABN 58 257 241 220**

SPECIAL RESOLUTION

MOTION: To consider and, if thought fit, pass the following as a special resolution, **THAT:**

"The members resolve to accept the Constitutional amendments which includes (i) a change in terminology from General Manager to Chief Executive Officer to reflect the new title for that position, (ii) amending an inconsistency to confirm that once a Director reaches their maximum term, they are ineligible to be re-elected for a period of three years; (iii) the ability for the meetings of the Board of Directors and the meetings of Members (including the AGM) to be able to be held virtually."; and (iv) a change in the minimum number of Board meetings from six times each financial year to four times.

Explanatory Notes

1. Chief Executive Officer

To coincide with the appointment of Tom George, the Board decided to change the title of the role from General Manager to Chief Executive Officer. The effect of the proposed constitutional change is that all references in the Constitution to "General Manager" are updated to "Chief Executive Officer".

2. Director "cooling-off" period

In 2019, the Constitution was updated to reflect a three-year "cooling off" period where a Director is ineligible for re-election for three years once a Director has reached their maximum term. Whilst this was updated in clause 29.4, it was not updated in clause 27.4 (which still had a one-year "cooling-off" period).

The effect of the proposed constitutional change fixes that inconsistency in clause 27.4 and confirms that a three-year "cooling off" period is applicable in line with the current Sport Governance Principles.

3. Virtual Meetings

Following the COVID-19 pandemic, there has been a general shift toward online meetings. This may have some benefits due to the geographic The current Constitution does not expressly permit such online meetings. The intent is not to completely replace face-to-face meetings. The intent is to allow flexibility such that if someone is unable to attend either a Board Meeting or a Members Meeting in person (whether due to COVID-19 restrictions, travel difficulties, cost or otherwise), they will be able to attend online. The Board of Directors wishes to explore the option of an online voting system to promote engagement and make the voting process easier and more efficient.

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The effect of the proposed constitutional change will be that:

- **Board Meetings:** A new clause 42 such that Board Meetings may be held via telephone, video call or other forms of communication agreed between the Directors; and
- **Members Meetings:** A new clause 46 such that Members Meetings (including AGM) may be held using any technology that gives member delegates a reasonable opportunity to participate. Voting may also take place using technology provided member delegates have a reasonable opportunity to vote.

4. Frequency and calling of meetings

A proposed amendment to section 37.1 of the Constitution to reflect a change in the minimum number of Board meetings each financial year from six to four times. This is the minimum requirement only and the Board will clearly meet more frequently if required.

Recommendation of the Tennis NT Board

The Tennis NT Board recommends the Members pass the special resolution. Items 1 and 2 of this paper are administrative in nature and are to bring the constitution in line with current operations. Item 3 benefits Tennis NT by modernising its practices and providing greater flexibility to enable greater engagement of Directors and Members with meetings, should the need arise. Item 4 implements a more practical minimum meeting requirement.

Note from the Tennis NT Board

Under clause 9 of the Tennis NT Constitution, an alteration to the constitution of Tennis NT may only be made by special resolution.

As per the definition of "special resolution" in the Constitution of Tennis NT (and section 37 of the *Associations Act 2003* (NT)), in order to pass a special resolution a majority of at least 75% of the votes of those members of Tennis NT being entitled to vote must vote in favour of the resolution. Voting may occur in person or by proxy.

Steve Rossingh
President – Tennis NT

Dated: 13/1/22

On behalf of the Tennis NT Board of Directors