



To: All Tennis NSW Member Clubs, Associations and Court Operators

From: Lawrence Robertson - Chief Executive Officer

Subject: Annual General Meeting

Date: 4 September, 2017

Dear Tennis NSW Member,

We are pleased to advise that the 2017 Annual General Meeting (AGM) of Tennis New South Wales Ltd (Tennis NSW) will be held at 7.00 pm on **Tuesday, 28 November, 2017** at the Sydney Olympic Park Tennis Centre in the Conference room next to the Tennis NSW main office.

At this meeting, the annual report will be presented, the election of Directors will take place and if required, modifications (Special Resolutions) to the Constitution and other General Business will be considered.

Please note – this memorandum is for information only and is NOT the formal notice of meeting which we intend to date and post on Tuesday, 7 November, 2017.

MEMBER VOTING RIGHTS

Based on Clause 12.2 (a) of the Tennis NSW Constitution, each Member is entitled to the number of votes based on the number of Registered Tennis Players recorded in the Register of Tennis NSW by that Member as of June 30, 2017. Honorary Life Members have 1 vote each. Tennis NSW will advise each member how many votes each member has when the formal notice is posted on Tuesday, 7 November, 2017.

SPECIAL RESOLUTIONS

Any Member wishing to recommend changes to the Constitution must submit a Special Resolution using the appropriate form (copy attached) to be received by the Tennis NSW office by close of business on Friday, 13 October, 2017. In submitting such Special Resolutions, Members must include the following information:

- a) the number of the Clause to be amended;
- b) the recommended change, which must be drafted in exactly the terms to be executed; please use the exact wording required as Special Resolutions will appear on the agenda as submitted by the Member; and
- c) the rationale for the change so other Members can understand the reasons behind the proposed change.

POSITIONS ON THE BOARD OF DIRECTORS

Call for Nominations

In accordance with clause 14.5 of its Constitution, Tennis NSW is calling for nominations for its Board of Directors, such nominations to comply with clauses 14.2 and 14.5 of its Constitution.

In accordance with the Constitution, the terms of six (6) Member Elected Directors will expire in 2017. All current Directors are eligible for re-election by the Members. The Remuneration Committee will consider all nominees received and will recommend to the Board those candidates meeting the required attributes and mix of skill sets required by the Board. The Board will then make a recommendation to the membership for voting at the Annual General Meeting to be held on November 28, 2017. Members can vote for any nominees and are not bound by the recommendation of the Board but are asked to consider the Board recommendation in order that Tennis NSW is governed by a well-balanced, diversified board best meeting the required skill sets of the organisation.



Responsibilities of the Board of Directors

Good corporate governance is fundamental to all organisations and is a core issue for both not-for-profit and commercial organisations alike. Being a Director of Tennis NSW brings with it legal responsibilities under the Corporations Act in addition to behavioural, moral and integrity requirements. All directors are expected to have a good understanding of contemporary corporate governance and are expected to undertake governance training at their earliest opportunity should they be new to board directorship.

The Board of Tennis NSW governs tennis in NSW and has the overall responsibility for setting the strategic direction of the organisation and its' financial sustainability. All Directors are required to act in accordance with the Corporations Act, the Tennis NSW Constitution, the Tennis NSW By-Laws, the Tennis NSW Board Charter and any other relevant Tennis NSW policies. As a guide, the Board also follows the Australian Institute of Company Directors Good Governance Principles and Guidance for Not-for-Profit Organisations and endeavours to comply with the Australian Sports Commission Sports Governance Principles as applicable to a state sporting organisation.

Skills and Experience of Directors

To govern Tennis in NSW, the board needs to have diversity of skill, experience, gender, background and geographic location. It is the responsibility of the Board through the Remuneration Committee to determine the mix required and to recommend to Members the nominees preferred to create an optimal board structure. The right blend of perspectives is critical to ensure that the board oversees Tennis NSW effectively for its Members.

Under the Constitution, nominees are required to be nominated by two Members from defined stakeholder groups. It is important to note, however, that the most fundamental requirement of a Director is to always act in the best interests of the organisation as a whole.

Tennis NSW has a board skills matrix aligned to the organisation's strategic goals. This matrix details the desired mix of skills and diversity for the board. The Board has seven (7) Elected Directors and up to three (3) Appointed Directors. Appointed Director positions are there to provide balance to the board and bring the skills not brought by the Member Elected Directors.

Desired Skills and Experience
Corporate Governance AICD or Governance Institute training, board member experience
Executive Leadership Success in business at a senior executive level in a successful career outside of sport
Community Tennis Deep understanding of grassroots tennis in NSW, tournament and competitions environment, exposed to a variety of coach/club structures
Commercial Tennis Operations Experience and demonstrated success in running a commercial tennis operation
Country and Metro tennis environments Deep understanding of issues and opportunities in either and/or both of country and metropolitan areas
Financial and Risk Management Senior executive experience and formal qualifications in financial accounting and reporting, corporate finance, risk and internal controls
Strategy Experience in developing and implementing a successful strategy including probing and challenging management on the delivery of agreed strategic planning objectives
Funds Management

Experience in portfolio management, risk profiling, investment performance management
Government Relations Experience of negotiating, liaising or lobbying with local, state or federal government relevant to Tennis NSW
Marketing, Branding, Public Relations Senior executive experience in marketing, product branding or public relations
Digital Marketing Experience and demonstrated success in media, digital, social, content marketing and local area engagement

Director Attributes

The following attributes are essential for all directors:

- Willingness to understand and commit to the highest standards of corporate governance;
- Fulfil all director responsibilities including putting the organisation’s interests before personal interests;
- Unquestioned honesty and integrity;
- Courage and the curiosity to question, challenge and critique;
- High interpersonal and communication skills to enable the director to work well in a group, be a good listener and able to communicate their point of view frankly;
- Good business instincts and acumen - able to get to the crux of a matter quickly;
- Ability to apply strategic thought to matters in issue;
- Ability to consider materiality and risk tolerance as key considerations in decision making; and
- Time available to undertake responsibilities and a genuine interest in the organisation.

NOMINATIONS

In accordance with clause 14.2 of the Constitution, at the 2017 AGM, Members will be asked to elect the following Tennis NSW Directors –

- Two (2) Directors from nominations proposed by a Club or Association located in the metropolitan area of Sydney (“Sydney Nomination”);
- Two (2) Directors from nominations proposed by a Club or Association located in any six regional areas of New South Wales outside the boundaries of metropolitan Sydney (“Country Nomination”);
- One (1) Director from nominations proposed by Court Operators (“Court Operator Nomination”);
- One (1) Director from nominations proposed by any Club, Association or Court Operator within NSW (“Miscellaneous Nomination”).

Details on how to submit a nomination form are on the attached form. For a nomination to be valid, nominees must ensure that all sections of the form are completed and the nominee statement submitted by Friday, 13 October, 2017.

This memorandum and the associated forms are also posted on the Tennis NSW website at – www.tennis.com.au/nsw.

I look forward to seeing you on the night.

Yours sincerely,



Lawrence Robertson
Chief Executive Officer
Tennis New South Wales Ltd.



BOARD OF DIRECTORS POSITION: Nomination Form

Nomination and Consent by Nominee

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

I wish to nominate for the position of Elected Director Tennis NSW (cross one box only):

- Sydney Nomination
 Country Nomination
 Court Operator Nomination
 Miscellaneous Nomination

Name			
Address			
Email		Phone	
Signature		Date	

	Proposer	Seconder
Name (print)		
Member Organisation		
Signature		
Date		

The nomination may only be proposed and seconded by a current financial member of Tennis NSW.

Nominee Statement

Please include with this nomination form a nominee statement not exceeding 350 words. Please provide details of the nominee’s background in tennis, reasons for nominating, addressing any skills sought by the Board and personal qualities that would contribute to the Board.

Please forward this Nomination Form and Nominee Statement to machten@tennis.com.au or by mail to:
 Business Services Manager
 Tennis NSW
 PO Box 6204
 Silverwater, NSW, 1811

Nominations must be received by no later than 5:00pm (AEDT) on Friday, 13 October 2017.

SPECIAL RESOLUTION FORM

Members should use this form to submit Special Resolutions to the Annual General Meeting. If submitting more than one Special Resolution, please photocopy the form and use one form per Special Resolution. Please note that submission of Special Resolutions for the 2016-2017 annual general meeting close on **Friday, 13 October 2017.**

Constitutional Clause	
Recommended Change (please use the exact wording required as proposed Special Resolutions will appear on the agenda as submitted by the Member)	
Rationale (please use the exact wording required as Rationales will appear on the agenda as submitted by the Member)	
Member Organisation	
Responsible Officer	
Signature & Date	