

NORTHERN SUBURBS TENNIS ASSOCIATION Inc.

(NSTA)

NOTICE OF ANNUAL GENERAL MEETING

Wednesday, 29 May 2019

Notice is hereby given that the Annual General Meeting (**AGM**) of members of the Northern Suburbs Tennis NSTA Inc. (Y0474428) (**NSTA**) will be held at the Clubhouse, NSTA Headquarters, Talus Street, Naremburn on Wednesday 29th May 2019 commencing at 7.30 pm.

ORDINARY BUSINESS

1. Adoption of minutes of 2018 Annual General Meeting

To consider and, if thought fit, to pass the following as an ordinary resolution of the NSTA:

"That the minutes of the Annual General Meeting held on 8 May 2018 be adopted as a true and correct record."

Please refer to the minutes of the 2018 Annual General Meeting attached to this notice of meeting.

2. Presentation of Annual Report and Financial Statements

To receive and consider the Financial Statements for the NSTA and the Auditor's Report for the financial year ended 31 December 2018.

Please refer to the Annual Report attached to this notice of meeting for the Financial Statements and Auditor's Report.

3. Election of members of the Management Committee

To vote on the election of the following candidates to be members of the Management Committee of the NSTA:

Position	Candidates
President	[Position open for nomination]
Vice Presidents	[Positions open for nomination]
Treasurer	[Position open for nomination]
Secretary	Thomas Riley
General Committee	Lisa Faddy, Glenn Knox, Ron Kohn, Tim Fraser and Mark Williams [plus any new nominations received]

Please refer to the profile of each new candidate attached to this notice of meeting for further information.

SPECIAL BUSINESS

4. Amendment of the NSTA Constitution

To consider, and if thought fit, to pass the following resolution as a special resolution of the NSTA:

"That the constitution of the NSTA be amended as marked up in the constitution submitted to the meeting."

Please refer to the brief summary of proposed changes to the Constitution attached to this notice of meeting for further information.

VOTING INSTRUCTIONS

The constitution for the NSTA contains the rules that govern the holding of an Annual General Meeting, including procedural and voting requirements. The relevant rules are set out in the table below.

Voting by a show of hands

Under this method, the Chair first requests those in favour of the motion to raise their hand, and their votes are counted. Then those against the motion are asked to raise their hand, and their votes are counted. On a show of hands, each person personally present and entitled to a vote has one vote and only one vote.

Where a majority of the votes is favourable, the Chair then announces that the motion is carried; and, where the majority is not in favour, that it is lost. Unless the rules provide that a specified majority or a specified proportion of those voting in favour is required for the particular resolution to be passed, it would not be usual for a Chair to state the precise numbers voting for and against the motion, unless requested to do so by one or more persons present.

Voting by a poll

A poll by its nature has two main characteristics:

- (a) votes are cast in writing; and
- (b) the reasons for a poll being demanded are to enable votes to be cast:
 - (i) in proportion to varying voting power (for example, according to the number of shares held in a company, or the unit entitlement in a strata title property);
 - (ii) on behalf of absent members who have appointed proxies; and
 - (iii) by absent members presenting themselves and voting, where the poll is held at a date later than the meeting at which it was demanded.

Voting process to be followed at the AGM

Please note that the term "voting delegate" is not defined in the NSTA's constitution. On its ordinary meaning, it would appear to refer to a person who is entitled to vote at the AGM on behalf of a Tennis Club, Organisation or Tennis Coaching Business. Each voting delegate has one vote.

Accordingly, in order to vote all voting delegates will need to attend the AGM either in person or by proxy.

Please refer to clause 33 of the NSTA's constitution which provides the circumstances in which the vote will be decided on a show of hands versus a poll, as summarised in the table below.

Rule	Description	Requirement
26	Timing of AGM	The NSTA shall within the period of 6 months after the expiration of each financial year of the NSTA, convene an Annual General Meeting of its members
27	Entitlement to vote	Voting members only shall be entitled to vote at any Annual General Meeting of the NSTA
30	Quorum	15 voting members present in person constitute a quorum for the transaction of the business of a general meeting
31	Chairperson	The President shall preside as chairperson at each general meeting of the NSTA
33	Show or hands or poll	<p>A question arising at a general meeting of the NSTA shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the NSTA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.</p> <p>At a general meeting of the NSTA, a poll may be demanded by the chairperson or by not less than 3 voting members present in person or by proxy at the meeting.</p> <p>Where a poll is demanded at a general meeting, a poll shall be taken:</p> <p>(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or</p> <p>(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter</p>
34	Special resolution	A resolution of the NSTA is a special resolution if it is passed by a majority which comprises not less than three quarters of such voting members of the NSTA as being entitled under this constitution to vote in person or by proxy at a general meeting, of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules
35	Persons entitled to vote	<p>Persons entitled to vote at a general meeting of the NSTA shall be:</p> <p>(c) Honorary Life Members</p>

Rule	Description	Requirement												
		(d) Honorary Associate Members (e) Tennis Clubs - The President and Secretary (or their representative) of any Tennis Club entering registered players in competitions conducted by the NSTA during the preceding twelve (12) months (f) Organisations - Organisations entering at least four (4) registered players in competitions conducted by the NSTA during the preceding twelve (12) months (g) Tennis Coaching Business - A Tennis Coaching Business entering at least four (4) registered players in competitions conducted by the NSTA during the preceding twelve (12) months												
35	Number of votes of each person entitled to vote	<table border="1" data-bbox="660 675 2013 1324"> <thead> <tr> <th data-bbox="660 675 1055 767">Type of voting person</th> <th data-bbox="1055 675 2013 767">Number of votes and voting delegates</th> </tr> </thead> <tbody> <tr> <td data-bbox="660 767 1055 834">Honorary Life Members</td> <td data-bbox="1055 767 2013 834">1 vote</td> </tr> <tr> <td data-bbox="660 834 1055 901">Honorary Associate Members</td> <td data-bbox="1055 834 2013 901">1 vote</td> </tr> <tr> <td data-bbox="660 901 1055 1165">Tennis Clubs</td> <td data-bbox="1055 901 2013 1165"> President and secretary are each entitled to one vote. In addition, a formula based on the number of registered players belonging to the Tennis Club as at the date the notice of meeting is sent applies as follows: <ul style="list-style-type: none"> • 20 – 50 registered players - 2 voting delegates; • Each succeeding 50 registered players or part thereof - 1 voting delegate </td> </tr> <tr> <td data-bbox="660 1165 1055 1232">Organisations</td> <td data-bbox="1055 1165 2013 1232">1 voting delegate</td> </tr> <tr> <td data-bbox="660 1232 1055 1324">Tennis Coaching Business</td> <td data-bbox="1055 1232 2013 1324"> 1 voting delegate. In addition, a formula based on the number of registered players participating </td> </tr> </tbody> </table>	Type of voting person	Number of votes and voting delegates	Honorary Life Members	1 vote	Honorary Associate Members	1 vote	Tennis Clubs	President and secretary are each entitled to one vote. In addition, a formula based on the number of registered players belonging to the Tennis Club as at the date the notice of meeting is sent applies as follows: <ul style="list-style-type: none"> • 20 – 50 registered players - 2 voting delegates; • Each succeeding 50 registered players or part thereof - 1 voting delegate 	Organisations	1 voting delegate	Tennis Coaching Business	1 voting delegate. In addition, a formula based on the number of registered players participating
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35	Voting cap	No Tennis Club, Organisation or Tennis Coaching Business shall be entitled to more than 8 votes at a General Meeting of the NSTA
35	Proxy votes	All votes shall be given personally or by proxy, but no such person may hold more than 2 proxies
35	Chairperson has casting vote	In case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote
36	Appointment of proxies	Each person eligible to vote shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed

By order of the Management Committee of the NSTA.

Thomas Riley
Secretary

2019