

**TENNIS NEW ZEALAND
INCORPORATED /
TE TĒNEHI O AOTEAROA
MANATŌPŪ**

Governance Regulation

Approved by the TNZ Board on 11 June 2025

Commencement Date: 12 June 2025

Review Date: 12 June 2026

PART I – OVERVIEW

1. Purpose

The purpose of this Governance Regulation is to set out the procedures for implementing various governance requirements, including those for which regulations are required, in the TNZ Constitution.

2. Status, Application & Commencement

- 2.1 This Regulation was approved by the TNZ Board under Rule 55 of the TNZ Constitution.
- 2.2 This Regulation is binding on all Members, Officers, members of the TNZ BAP and other entities and individuals who agree to be bound by it.
- 2.3 This Regulation shall come into force with effect from 1 June 2025.

3. Definitions

The words and phrases used in this Regulation shall have the same meaning as defined in the TNZ Constitution, unless specified otherwise. The additional words and phrases used in this Regulation shall have the following meaning:

Clause means a clause of this Regulation, unless specified otherwise.

Gender means male or female identity to which an individual self identifies and, where the individual identifies with another gender, this may be counted as either female or male for the purpose of this Regulation.

Rule means a rule of the TNZ Constitution, unless specified otherwise.

PART II – PROCESS FOR APPLICATION, NOMINATION AND ASSESSMENT OF BOARD MEMBERS

Rule 35.1b, Rule 35.2b and c and Rule 37.2a of the TNZ Constitution provide that the nomination process, assessment of nominees / applicants, the process for advertising vacant positions, the application process and the assessment of nominees/ applicants, will be undertaken as specified in TNZ Regulations. This Part II sets out the procedure for implementing these Rules.

4. Advertising Vacant Positions

- 4.1 At least 90 days before each AGM, the TNZ BAP shall request the TNZ Chief Executive to advertise for:
- a) expressions of interest to be nominated for Elected Board Member positions; and
 - b) applicants for Appointed Board Member positions
- which will become vacant following the AGM (under Rule 34.1b) due to the expiry of their term of office.
- 4.2 The advertisement shall also be sent to all Voting Members at the same time as it is first published.
- 4.3 When a vacancy in any Board Member position arises due to a Casual Vacancy (under Rule 36), the advertisement shall be published with as much notice as is reasonably practicable (as decided by the TNZ Board) prior to the proposed date of election or appointment.
- 4.5 After advertising, expressions of interest to be nominated for Elected roles will be sent to RTOs, who may elect to receive either all expressions of interest or only those where the interested person resides in the geography of the RTO, for consideration by the RTO Board.

5. Process for Nomination and Application for TNZ Board Member Positions

- 5.1 Voted Positions. Each Voting Member may nominate up to the number of individuals equal to the number of Elected Board Member positions available. A nominee must be endorsed by the board of a Voting Member for their nomination to be valid.
- 5.2 Appointed Positions. Any individual may apply for an Appointed Board Member position which will become vacant following the AGM or arising from a Casual Vacancy.
- 5.3 Only individuals who are Eligible to be a Board Member (Rule 31) and qualified (Rule 29.1) can be nominated or apply. Any nomination or application that does not comply with this Clause will be invalid.
- 5.4 Each nominee or applicant shall complete the nomination or application form, as applicable, (including a declaration of their eligibility and qualification requirements), as prescribed by the TNZ Board.

- 5.5 A nomination for an Elected Board Member must be signed by both the nominee and an Officer authorised by the board of the Voting Member. An application for an Appointed Board Member must be signed by the applicant.
- 5.6 Nominations and applications must be sent by the Voting Member or the applicant respectively to the convenor of the TNZ BAP or their delegate, either:
- a. where the vacancy arises due to the expiry of term of office; by the closing date stated in the Notice of AGM (Rule 45.4); or
 - b. where the vacancy arises due to a Casual Vacancy; by the date decided by the TNZ Board and specified in the advertisement in Clause 4.
- 5.7 Upon receipt, the convenor of the TNZ BAP (or delegate) shall as soon as practicable:
- a. refer the valid nominations or applications to the other members of the TNZ BAP; and
 - b. acknowledge receipt of each nomination or application and for nominations, the Voting Member who nominated them.

6. Assessment of Applications and Nominations by TNZ BAP

- 6.1 The TNZ Board will complete, periodically update and provide to the TNZ BAP a skills matrix for the TNZ Board and identify any gaps in the TNZ Board that may arise when an existing TNZ Board Member position becomes vacant. The skills matrix will include the skills, experience, competencies, diversity and other attributes preferred for the TNZ Board as a whole.
- 6.2 In deciding who to appoint as an Appointed Board Member and who is a Suitable Nominee for an Elected Board Member, the BAP TNZ must:
- a. to the extent practicable, use the annual briefing to the BAP provided by the TNZ Board which outlines the TNZ priority skills matrix gaps and other factors which are preferred to fill the vacant positions;
 - b. ensure that:
 - i. there are four (4) women on the Board; and
 - ii. there is at least one (1) Appointed Board Member who has Māori affiliation, good knowledge of Tikanga Māori, an understanding of Te Reo Māori and who can demonstrate a connection to AMTA or Tennis, whether through playing, administration or other relevant experience; and,
 - c. take into account the following factors about applicants and nominees and the Board as a whole:
 - i. their relevant skills, abilities and experience;
 - ii. their attributes and fit with the culture of the Board generally;

- iii. their prior experience as a director, trustee or experience in any other governance role;
- iv. their knowledge and experience of Tennis at international, national, regional and/or local level in New Zealand;
- v. their knowledge of, and experience in, sport or not for profit organisations;
- vi. the need for a wide range of skills, attributes and experience on the Board;
- vii. the preference to have a Board that represents the diversity of its Members and those participating in Tennis in New Zealand, including but not limited to geographical spread, age and ethnic diversity; and
- viii. the need to minimise Board Members with material conflicts of interest (unless they can be managed appropriately).

6.3 The TNZ BAP must carry out its responsibilities in accordance with Rule 37.2.

PART III – TNZ BOARD APPOINTMENTS PANEL

Rule 37.6 of the TNZ Constitution provides that the process for appointment of the TNZ BAP (including its convenor), the TNZ BAP members' term of office, the timing and procedures of the TNZ BAP and other matters related to it, will be specified in TNZ Regulations. Rule 37.3 also permits an individual to be added to the composition of the TNZ BAP if specified in TNZ Regulations. This Part III sets out the procedure for implementing these Rules.

7. TNZ BAP Composition

- 7.1 In addition to the TNZ BAP members specified in Rule 37.3a, b and c, the TNZ Board may, in its discretion, decide to appoint another individual (under Rule 37.3d) to the TNZ BAP either:
 - a. annually, for the duration of the process required to be undertaken by the TNZ BAP prior to and following each AGM; or
 - b. as required, for the duration of the process required for a Casual Vacancy.
- 7.2 For appointment of the Māori Appointed Board Member, AMTA shall recommend to the TNZ Board a person suitably qualified for appointment to the TNZ BAP, and give the TNZ BAP input into the process for progressing that appointment. Any such appointment would be instead of, and not in addition to, any appointment under clause 7.1.
- 7.3 If no further appointment is made pursuant to clause 7.1 or 7.2, then the TNZ BAP shall comprise the individuals referred to in Rule 37.3a to c inclusive.
- 7.4 The TNZ BAP will annually appoint one of its members as convenor. The role of the convenor is to ensure the responsibilities of the TNZ BAP (Rule 37.2) are undertaken in accordance with the TNZ Constitution and this Regulation.
- 7.5 The term of office of the independent TNZ BAP member under Rule 37.3c shall be up to three (3) years and may be renewed for a maximum of three (3) terms or nine (9) years, whichever is

the longer. The TNZ Board shall appoint the independent TNZ BAP member before the expiry of the incumbent TNZ BAP member's term of office or upon a Casual Vacancy arising (see Clause 7.6). The term of office of the other TNZ BAP members is as specified in the Constitution and in Clause 7.1.

- 7.6 The independent TNZ BAP member shall bring significant relevant governance experience, and if a former TNZ Board member, at least 12 months must have elapsed from them leaving the Board and their appointment to the TNZ BAP. To the extent practical, the TNZ Board shall consider the overall composition of the TNZ BAP when making the independent appointment.
- 7.7 Any member of the TNZ BAP may resign by notice given to the convenor, the TNZ Board Chair and the TNZ Chief Executive.
- 7.8 Any TNZ BAP member may be removed by the TNZ Board if the person ceases to be eligible, or engages in Misconduct.
- 7.9 If a Casual Vacancy arises in the TNZ BAP, the procedure for filling a Casual Vacancy under Rule 37.7 shall apply. Any such replacement member shall be in office for the balance of the term of the position they filled.

8. TNZ BAP Procedures

- 8.1 The TNZ BAP shall meet as it sees fit and regulate its own procedure, unless specified otherwise in the TNZ Constitution or this Regulation. At a minimum, the TNZ BAP will interview and conduct reference checks on Appointed Board Members and interview all candidates nominated for election who are not screened out as unsuitable. The nominating party for an elected BAP candidate will also conduct appropriate due diligence before making the nomination.
- 8.2 The TNZ BAP shall undertake its responsibilities within the annual budget set by the TNZ Board.
- 8.3 All applications, nominations and information about any applicant or nominee, and the communications and deliberations of the TNZ BAP, shall be kept confidential, except to the extent specified in the TNZ Constitution and this Regulation.
- 8.4 A quorum of three (3) members is required for the TNZ BAP to make decisions.
- 8.5 A decision to appoint an Appointed Board Member or to propose Suitable Nominees must be unanimous. Any other decisions shall be by majority decision of the TNZ BAP members present (in person or through electronic communication).
- 8.6 If a TNZ BAP member has a conflict of interest with an applicant or nominee for a position as a Board Member (including a personal or business relationship), then the BAP shall determine either:

- a) that there is a material conflict and that the member:
- may remain during discussions and vote; or
 - may remain during discussions but may not vote; or
 - must withdraw from the meeting during discussions and may not vote

or

- b) that there is not a material conflict and the member may participate fully.

For the purposes of calculating a quorum the person with a conflict of interest is included.

- 8.7 If there are two (2) or more members of the TNZ BAP with a material conflict of interest as determined in 8.6 and who may not vote, the TNZ BAP members concerned shall vacate the TNZ BAP for that Board Member position and the convenor shall notify the TNZ Board Chair as soon as possible. The TNZ Board will then determine a remedy in a manner consistent with the principles under the TNZ Constitution and these regulations.

PART IV – BOARD CHAIR/PRESIDENT AND DEPUTY CHAIR

Part IV describes the roles and responsibilities of the Board Chair/President and Deputy Chair.

9. Board Chair/President and Deputy Chair - Roles and Responsibilities

- 9.1 The role of the Board Chair/ President is to represent TNZ and lead the Board. In addition to their duties and obligations in the TNZ Constitution, their responsibilities are to:
- a. represent TNZ at relevant events, functions and other activities, as requested by the TNZ Board;
 - b. act as a conduit for the Members to raise matters with the TNZ Board for discussion or interest;
 - c. chair General Meetings in accordance with the Constitution;
 - d. chair Resolutions Outside of Meetings;
 - e. chair meetings of the TNZ Board;
 - f. be a member of the TNZ Board;
 - g. be the primary conduit between the TNZ Board and the TNZ Chief Executive; and
 - h. such other responsibilities as delegated to them by the TNZ Board.
- 9.2 The role of the Board Deputy-Chair (Rule 33.2) is to support the Board Chair/President, and to deputise for them if they are temporarily unavailable or are requested to do so.
- 9.3 The Board Chair/ President has the right to attend any meeting of a Board committee or any other committee appointed by the TNZ Board.
- 9.4 If the Board Chair/President is temporarily unavailable to carry out any of their responsibilities for any reason, the Deputy Chair (or if the Deputy Chair is also unavailable, then another Board Member appointed by the TNZ Board), will undertake the responsibilities of the Board Chair/President during such period of unavailability.

PART V - VOTING PROCEDURES AT GENERAL MEETINGS

This Part V sets out various procedures related to General Meetings and Resolutions Outside of Meetings.

10. Standing Orders

- 10.1 To the extent the TNZ Constitution does not provide for the procedure of General Meetings, the Standing Orders in Schedule 1 shall apply.

11. Proxies

Under Rule 46.8 proxies for voting at General Meetings shall be given and notified in accordance with the TNZ Regulations.

- 11.1 At the same time as the agenda for a General Meeting is notified to Voting Members (for an AGM under Rule 45.6 or an SGM under Rule 45.9), the TNZ Chief Executive shall issue a proxy form for that meeting. The proxy form shall be in the format shown in **Schedule 2** and completed with all the items of business for that meeting listed.
- 11.2 If a Voting Member wishes to vote at a General Meeting by giving a proxy to another Voting Delegate, an authorised officer of the Voting Member must:
- a. complete and sign the proxy form (notified under Clause 10.1) by indicating their vote on each item of business and for any election, the nominees (in ranked order) they wish to vote for;
 - b. have the Voting Delegate who will be the proxy, complete and sign the form; and
 - c. return it to the scrutineer appointed by TNZ for the meeting, by no later than one (1) hour prior to the scheduled start of the meeting.
- 11.3 A proxy form which is not completed in accordance with Clause 11.2 will not be a valid proxy. The Scrutineer should, if practicable, inform the Voting Member if their proxy form is not valid so they can complete a valid one.
- 11.4 The Scrutineer shall advise the Chair prior to the commencement of the meeting of the proxies received including which Voting Delegates are proxies for which Voting Members. The Chair shall inform the meeting accordingly.
- 11.5 Proxies may only be given for all of the business of a general meeting and cannot be given for single items of business within a meeting.

12. Electronic Voting

*Under Rule 66.1, **Electronic Voting** means a method of voting at General Meetings (where an individual entitled to vote is present using technology under Rule 45.3a(ii) or Rule 45.3(iii)) or for Resolutions Outside of Meetings. An Electronic Vote means a vote made by email or an online or electronic process, in the manner, prescribed by the TNZ Board, and received by the Scrutineers by email, online or electronically at the specified address.*

- 12.1 Where a General Meeting is held solely with Delegates and other attendees (entitled to attend) being physically present together at the same time and place (under Rule 45.3ai) manual voting papers will usually be used. However electronic voting may be used where a verified electronic voting system is in place for all Voting Delegates to vote at the meeting.
- 12.2 Where a General Meeting is held solely by means of Delegates and other attendees (entitled to attend) participating in the meeting using online or other electronic means (under Rule 45.3aii), Electronic Voting shall either be an online or digital platform designated for that purpose by TNZ or by email communication by Voting Delegates to an email address specified by TNZ.
- 12.3 Where a General Meeting is held by way of a combination of methods of meeting (under Rule 45.3ai and Rule 45.3aii), Electronic Voting may be undertaken by either or both of the means stated in Clauses 12.1 and 12.2.
- 12.4 At the same time as the agenda for a General Meeting is notified to Voting Members (for an AGM under Rule 45.6 or an SGM under Rule 45.9), the TNZ Chief Executive shall notify them if any Electronic Voting will be used at the meeting and, if so, the instructions for use.
- 12.5 For Electronic Voting used for Resolutions Outside of Meetings, the same form of Electronic Voting in Clause 12.2 will be used.
- 12.6 If the Chair of a General Meeting considers there has been, or has likely been, a malfunction in any Electronic Voting, the voting shall be repeated using manual voting or another method of voting.

PART V - OTHER MATTERS

13. Registered Office

- 13.1 The registered office of TNZ shall be in New Zealand at such place as decided by the TNZ Board from time to time and notified to the Registrar.

14. Forums and Updates

Forums

Rule 48 requires TNZ to hold not less than two forums annually (whether held nationally, regionally or locally) at which representatives of the Voting Members (as specified in the TNZ Regulations) may attend to raise and discuss issues affecting them and TNZ.

- 14.1 National Governance Forum (NGF). The Voting Members, including National Affiliates and AMTA, are entitled to appoint their Board Chair as a representative to attend the National Governance Forum which shall be held twice per year. Another board member from the Voting Member may attend if the respective Chair is unavailable.
- 14.2 The TNZ Board shall, in consultation with Voting Members, decide the date, method of meeting (i.e. in person or online) and agenda for National Governance Forums, which shall be notified to all Voting Members well in advance and no less than sixty (60) Days prior to the Forum. Materials shall be distributed no less than ten (10 days) prior to enable Regional Collectives to convene and exchange views where some members are unable to attend the forum.
- 14.3 If a National Governance Forum is held in person, TNZ shall meet the cost of the venue and an annually agreed contribution to costs of the attendance of the representatives of Voting Members. A CEO may attend both online and in person meetings with their representative board chair at their own cost.
- 14.4 A record of meeting minutes shall be kept and circulated within 14 days of the NGF.
- 14.5 In addition to National Governance Forums, the TNZ CEO and management team will engage with the tennis community on operational matters through in-person and online meetings:
- One annual in-person participation focused meeting. (This meeting is likely to be alongside and in addition to a National Governance Forum. TNZ shall meet the associated costs as budget permits.)
 - Regular (target of 8) participation focused on-line meetings (including mini-group meetings with like size or like need topics eg. outdoor facility managers)

15. TNZ Updates

- 15.1 After each TNZ Board meeting, the TNZ Board Chair will:
- a) provide RTO Chairs with an emailed update / report on material business transacted at that TNZ Board meeting; and
 - b) schedule an online meeting to discuss.

TENNIS NEW ZEALAND INC. ANNUAL GENERAL MEETING PROCEDURES

STANDING ORDERS

The following order and procedures to be adopted for the Annual General Meeting relating to Notices of Motion.

1. Chair's Rules for Debate

Chair to advise of the Chair's rules for this part of the meeting as follows: The Standing Orders shall apply.

- 1.1 Only Delegates and Board members have the right to speak, unless the meeting approve otherwise.
- 1.2 The Chair may rule any motion or amendment to a motion out of order if:
 - a) if it is not provided to the Chairman in writing;
 - b) the proposer is not entitled to move a motion (eg the proposer is not a delegate);
 - c) the motion is confusing or ambiguous;
 - d) the motion, in the case of an amending motion, has already been the subject of debate in an earlier motion and that motion was carried;
 - e) the motion is too general;
 - f) the motion is an Impossibility or cannot be implemented;
 - g) the motion seeks to deal with too many issues - in which case the Chairman may divide it into parts for debate/vote;
 - h) the motion relates to a subject matter outside the scope of this part of the meeting (eg relates to matters for which notice has not been given).

The Chair has ultimate discretion to decide whether a motion is acceptable or not.

- 1.3 Each motion must be moved and seconded before debate can commence.
- 1.4 Motions will be tabled and debated in the order in which they were received by Tennis NZ, except where such motions are amending motions, in which case they will be put at the time of the relevant motion to be amended.
- 1.5 Any amendment to a motion not already received by the Chair for a meeting must be put in writing, signed by the proposer and given to the Chair before being tabled. Delegates should foreshadow an amendment to a motion if they need time to write it down and forward it to the Chair.
- 1.6 An amendment to a motion will only be accepted if it falls within the scope and intent of the original motion and is clear and precise as to its meaning. This is at the discretion of the Chair.
- 1.7 An amendment must be moved and seconded by delegates who did not move or second the original motion.

- 1.8 An amendment to a motion cannot of itself be amended. The first amendment must be withdrawn and then the second amendment put, if a change is proposed to an amendment.
- 1.9 A delegate may only speak to a motion or amendment once, unless s/he is the proposer of the motion, in which case s/he has a right of reply and, if requested by the Chair, the right to provide information or reply to specific questions.
- 1.10 The mover shall have up to 5 minutes to speak in support of a motion and in reply. All other speakers shall be limited to 3 minutes.
- 1.11 The process for debate shall be:
- a) motion is moved and seconded;
 - b) proposer and seconder of motion shall speak to the motion;
 - c) any other delegate may speak to the motion;
 - d) any amending motion to be moved/seconded;
 - e) proposer and seconder of amending motion to speak to the amendment;
 - f) any other delegate (including proposer of original motion) may speak to the amendment (there is no right of reply for the mover of the amending motion);
 - g) the amending motion is then put to the vote;
 - h) if carried it is incorporated into the original motion
 - i) the original motion (as amended) is then put to the vote;
 - j) if there are any other amending motions they must be moved/seconded, debated and then put to the vote in the same manner as above.
- 1.12 Voting strength and voting procedure shall be as provided in Rule 46 of the Constitution.
- 1.13 Scrutineers will be appointed as provided in Rule 46.9.

SCHEDULE 2: PROXY FORM

Tennis NZ - Proxy Voting Form

Annual General Meeting

Date: _____

Time: _____

Location: _____

I, the undersigned, a member of Tennis NZ, and appointed by the RTO Board I am a member of, hereby appoint the following individual as my proxy to vote on my behalf at the Annual General Meeting, including any adjournment or postponement thereof, held on the date specified above.

1. Member Information:

- Full Name of Member: _____
- RTO name and address: _____
- Member's Contact Information: _____

2. Proxy Vote Information:

- Full name of proxy holder: _____
- RTO name and address of proxy holder: _____
- Contact details of proxy holder: _____

3. My vote/s for items of business for the AGM or SGM are:

Item no.	Resolution proposed	Vote
1.		Yes / No
2.		Yes / No
3.		Yes / No

c)

4. My vote for the candidates to elected positions on the TNZ Board (in ranking order) are:

First choice:

Second choice:

Third choice: