

Constitution of Balerno Community Lawn Tennis Club

Originally drawn up at Meeting of Founder Members on the 30th May 2002

Updated and agreed at the Annual General Meeting on this day 8th April 2020

Signed:



Sally Stewart, Chair



Hans Smans, Secretary

Rules

1. Name

The Club is called Balerno Community Lawn Tennis Club ("the Club")

2. Definitions

2.1 Detailed definitions

- "the Chair" means the person elected from time to time to be the chair of the Club in accordance with Rule 9
- "the CLTA " means East of Scotland County Lawn Tennis Association and/or Tennis Scotland
- "the Secretary" means the person elected from time to time to be the secretary of the Club in accordance with Rule 9
- "the Treasurer" means the person elected from time to time to be the treasurer of the Club in accordance with Rule 9
- "the LTA" means the Lawn Tennis Association (the governing body of tennis within Great Britain, the Channel Islands and Isle of Man) of the Queen's Club, West Kensington, London W14 9EG
- "the Management Committee " means the committee appointed pursuant to Rule 9 to manage the Club
- "the Members" means the members of the Club admitted from time to time to membership of the Club in accordance with Rule 5
- "the President" means the person elected from time to time to be the president of the Club in accordance with Rule 9
- "the Trustees" means the persons appointed from time to time to be trustees of the Club in accordance with Rule 10.6.

2.2 Words denoting the singular number include the plural number and vice versa; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.

3. Objects

3.1 The objects of the Club are:

- a. to provide tennis, social and other activities for its Members and generally to encourage and facilitate the playing of tennis
- b. to provide and maintain Club premises at Ladycroft, Balerno
- c. to promote, improve, develop and support the interests of tennis
- d. to affiliate to the CLTA (and by doing so affiliate to the LTA) and to comply with and uphold the Rules and Regulations of the CLTA and the LTA as amended from time to time and the rules and regulations of anybody to which the LTA is affiliated
- e. to acquire, establish, own, rent, operate and turn to account in any way tennis court facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable

- f. to make rules, regulations, byelaws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the Members
- g. to discipline the Members where permitted by its Rules/Regulations and to refer its Members to be disciplined by the LTA or the CLTA (as appropriate) where so required by the Rules and Regulations of the LTA or the CLTA (as the case may be);
- h. to do all such other things as the Management Committee thinks fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Rule 3.

4. Application of Profit

The Club is a non-profit making organisation. All profits and surpluses will be used to maintain or improve the Club's facilities and in furtherance of the Club's objects. No profit or surplus will be distributed to Members or third parties.

5. Membership

5.1 Eligibility for Membership

- 5.1.1 Persons of any sex are eligible for full membership provided they are at least 18 years old.
- 5.1.2 Persons below the age of 18 may be elected as Junior Members without the right to hold office or vote at general meetings.

5.2 Admission of Members

Any person who wishes to become a Member must submit an application in such a form as the Management Committee shall decide. Every candidate for membership shall be considered by the Management Committee, which shall, in the absolute discretion, decide whether to admit that candidate as a Member.

5.3 Classes of Members

There shall be the following classes of members of the Club

- Full Member
- Non-Playing Member
- Junior Member
- Other

Only Full Members shall be entitled to receive notice of, attend and vote at general meetings. The other Members shall be entitled to all the other privileges of membership other than the right to receive notice of, attend and vote at general meetings.

5.4 Subscriptions

- 5.4.1 The entrance fee and annual subscription for each type of Member shall be determined from time to time by the Management Committee.
- 5.4.2 The Members shall pay any entrance fee and annual subscription fees set by the Management Committee.

- 5.4.3 No candidate who has been elected a Member shall be entitled to the privileges of membership until s/he has paid the entrance fee (if any) and her/his first annual subscription.
- 5.4.4 Any Member whose entrance fee or subscription is not paid by such a date as the Management Committee shall decide each year shall be deemed to have resigned her/his membership of the Club.

6. Resignation

A Member may withdraw from membership of the Club on fourteen days' clear notice to the Club. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the Member to comply or continue to comply with any condition of membership set out in these Rules.

7. Expulsion

- 7.1 The Management Committee shall have the power to expel a Member when, in its opinion, it would not be in the interests of the Club for her/him to remain a Member.
- 7.2 A Member shall not be expelled unless s/he is given fourteen days written notice of the meeting of the Management Committee at which her/his expulsion shall be considered and written details of the complaint made against her/him.
- 7.3 The Member shall be given an opportunity to make written representations and/or to appear before the Management Committee and at any such meeting to answer complaints made against her/him and to cross-examine any witnesses and must not be expelled unless at least two thirds of the Management Committee then present vote in favour of her/his expulsion.
- 7.4 The Management Committee may exclude the Member from the Club's premises until the meeting considering her/his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend that meeting.
- 7.5 The Members/applicants have the right to appeal against refusal or removal from the club.

8. Effect of Resignation or Expulsion

Any person ceasing to be a Member forfeits all right to and claim upon the Club, its property and its funds and s/he has no right to the return of any part of her/his subscription. The Management Committee may refund an appropriate part of a resigning Member's subscription if it considers it appropriate taking into account of all the circumstances.

9. The Management Committee (MC)

- 9.1 The Club shall be managed by a Management Committee consisting of:
 - a. The Chair
 - b. The Secretary
 - c. The Treasurer
 - d. no more than four other Members elected annually at the annual general meeting

- 9.2 The Secretary shall send to the Members each year a nomination form for the election of members to the MC in the place of those retiring. Those persons proposed to be nominated as members of the MC to fill any vacancies that have arisen must be nominated by any two Full Members on the form prescribed by the Management Committee and must be submitted to the Secretary by such date as the MC shall prescribe each year and must be signed by the two Proposers. No Member may nominate more than one candidate for any one vacancy. The MC elects the Officer posts once the Members have elected the Management Committee.
- 9.3 Any person nominated as a member of the MC must be a Full Member of not less than one-year standing.
- 9.4 If there is only one candidate nominated to fill any vacancy, that candidate shall be declared elected unopposed for that vacancy at the next annual general meeting. If there is more than one candidate for any vacancy there shall be an election at the annual general meeting for that position.
- 9.5 The MC shall be elected at the annual general meeting in each year, and subject to termination of office by resignation, removal or otherwise, the members shall remain in office until they or their successors are re-elected or elected (as the case may be) at the annual general meeting following their re- election or election (as the case may be).
- 9.6 In addition to the members elected or appointed in accordance with this Rule 9, the Management Committee may co-opt up to four further Members who shall serve until the next annual general meeting. Co-opted members shall be entitled to vote at the meetings of the MC.
- 9.7 The Management Committee may appoint any Member to fill any casual vacancy on the MC until the next annual general meeting when that person shall retire but shall be eligible for re-election.
- 9.8 Retiring members of the Management Committee may be re- elected.
- 9.9 A member of the MC shall be deemed to have vacated office if:
- a. S/he becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or
 - b. S/he is, or may be, suffering from mental disorder; or
 - c. S/he resigns her/his office by notice to the Club; or
 - d. S/he shall without sufficient reason for more than three consecutive meetings of the Management Committee have been absent without permission of the Management Committee and the Management Committee resolves that her/his office be vacated: or
 - e. S/he is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of the CLTA or the LTA; or
 - f. S/he reaches the age of 75; or
 - g. S/he is requested to resign by not less than two thirds of the other Management Committee members acting together.

10. **Proceedings of the Management Committee**

- 10.1 Management Committee meetings shall be held as often as the MC thinks fit provided that there shall be not less than six meetings each year. The quorum of such meetings shall be two thirds of the Management Committee. The Chair and the Secretary shall have discretion to call emergency meetings of the Management Committee if they consider it to be in the interests of the Club. The Secretary shall

- give all the members of the Management Committee not less than seven days' notice of a meeting.
- 10.2 Unless s/he is unwilling to do so, the Chair shall preside at every meeting of the Management Committee at which s/he is present. But if there is no person holding that office, or if the Chair is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Vice-Chair shall preside. If there is no Vice-Chair or if s/he is unwilling to preside, or if s/he is not present within 5 minutes after the time appointed for the meeting, the members of the Management Committee present may appoint one of their number to be chair of the meeting.
- 10.3 Decisions of the Management Committee shall be made by a simple majority and in the event of equality of votes the Chair (or the acting chair of that meeting) shall have a casting or additional vote.
- 10.4 The Management Committee may from time to time appoint from among its number such sub-committees as it considers necessary and may delegate to them such of the powers and duties of the Management Committee as the Management Committee may determine. All sub-committees shall periodically report their proceedings to the Management Committee and shall conduct their business in accordance with the directions of the MC.
- 10.5 The MC shall be responsible for the management of the Club and shall have the sole right of appointing and determining the terms and conditions of service of employees of the Club. The Management Committee shall have power to enter into contracts for the purposes of the Club on behalf of all the Members.
- 10.6 The MC shall appoint Trustees, to hold office until death or resignation unless removed from office by a resolution of the Management Committee. The Chair from time to time is nominated as the person to appoint new Trustees within the meaning of Section 36 of the Trustees Act 1925. A new Trustee or new Trustees shall be nominated by resolution of the Management Committee and the Chair shall deed duly appoint the person or persons so nominated as the new Trustee or Trustees of the Club and the provisions of the Trustee Act 1925 shall apply to any such appointment. Any statement of fact in any such deed of appointment shall in favour of a person dealing with the Club or the Committee in good faith be conclusive evidence of the fact so stated.
- 10.7 The number of Trustees shall not be more than four or less than two.
- 10.8 The members of the Management Committee shall be entitled to an indemnity out of the assets of the Club for all expenses and other liabilities properly incurred by them in the Management of the affairs of the Club.

11. **Annual General Meeting**

- 11.1 The annual general meeting of the Club shall be held at such time as the Management Committee shall decide each year to transact the following business:
- a. to receive the Chair's report on the activities of the Club during the previous year
 - b. to receive and consider the accounts of the Club for the previous year and the Treasurer's report as to the financial position of the Club
 - c. to elect the Members of the Management Committee
 - d. to decide on any resolution which may be duly submitted in accordance with Rule 11.2 below
 - e. to deal with any special matters which the Management Committee desires to bring before the membership

- 11.2 Notice of any resolution proposed to be moved at the annual general meeting shall be given in writing to the Secretary not less than 28 days before the meeting.
- 11.3 No period greater than fifteen months shall elapse between one annual general meeting and the next.

12. Extraordinary general meetings

An extraordinary general meeting may be called at any time by the Management Committee and shall be called within 21 days of receipt by the Secretary of a requisition signed by not less than 10 Members stating the purposes for which the meeting is required and the resolutions proposed.

13. Procedures at the annual and extraordinary general meetings

- 13.1 The Secretary shall send to each Member at her/his last known address written (by post or email) notice of the date of the general meeting together with the resolutions to be proposed at least 21 days before the meeting.
- 13.2 The quorum for the annual and extraordinary general meetings shall be four members or one tenth of the membership of the Club (whichever is the greatest).
- 13.3 The Chair shall preside at all meetings of the Club but if s/he is not present within 15 minutes after the time appointed for the meeting or has signified her/his inability to be present at the meeting, the Members present and entitled to vote may choose one of the other Members of the Management Committee present to preside and if no other member of the Management Committee is present or willing to preside the Members present and entitled to vote may choose one of their number to be chair of the meeting.
- 13.4 Each Full Member present shall have one vote and resolutions shall be passed by a simple majority of those Members present and voting. In the event of an equality of votes the chair of the meeting shall have a casting or additional vote.
- 13.5 The Secretary, or in her/his absence a member of the Management Committee, shall take minutes at annual or extraordinary general meetings.
- 13.6 Any Member not being an individual may by resolution of its board of management authorise such person as it thinks fit to act as its representative at general meetings. A person so authorised is entitled to exercise the same powers on behalf of the Member as that Member could exercise as if it was an individual Member.
- 13.7 There shall be no right for a member to vote by proxy. No person may represent more than one Member.

14. Guests

Any member may introduce guests to the Club, provided that no one whose application for membership has been declined or who has been expelled from the Club may be introduced as a guest.

15. Alteration of the rules

These rules may be altered by resolution at an annual or extraordinary general meeting provided that the resolution shall not be passed unless carried by a majority of at least two thirds of the Members present when voting at the general meeting, the notice of which contained particulars of the proposed alteration or addition.

16. Regulations, Byelaws and Standing Orders

The Management Committee shall have power to make, repeal and amend such regulations, byelaws and standing orders as it may from time to time consider necessary for the well-being of the Club. Such regulations, byelaws and standing orders and any repeals or amendments to them shall have effect until set aside by the Management Committee.

17. Finance

- 17.1 All moneys payable to the Club shall be received by the person authorised by the Management Committee to receive such moneys and shall be deposited in a bank account in the name of the Club. No sum shall be drawn from that account except by cheque signed by two signatories who shall be the Chair, the Treasurer or the Secretary. Any moneys not required for immediate use may be invested as the Management Committee in its discretion thinks fit.
- 17.2 Subject to Rule 20.3, the income and property of the Club shall be applied only in furtherance of the objects of the Club and no part thereof shall be paid by way of bonus, dividend or profit to any Member.
- 17.3 The Management Committee shall have power to authorise the payment of remuneration and expenses to any office, member of the Management Committee, Member or employee of the Club and to any other person(s) for services rendered to the Club.
- 17.4 The financial transactions of the Club shall be recorded in such manner as the Management Committee thinks fit by the Treasurer.
- 17.5 Full accounts of the financial affairs of the Club shall be prepared each year. An independent person shall prepare a report on these accounts. The accounts must be made available to every Member when notice concerning the annual general meeting is given.

18. Borrowing

- 18.1 The Management Committee may borrow a maximum total amount of £10,000.00 on behalf of the Club for the purposes of the Club from time to time at its own discretion and with the sanction of a general meeting any further money above that sum.
- 18.2 When so borrowing, the Management Committee shall have power to raise in any way any sum or sums of money and to raise and secure the repayment of any sum or sums of money in such manner and on such terms and conditions as it thinks fit, and in particular by mortgage of or charge upon or by the issue of debentures charged upon all or any part of the property of the Club.
- 18.3 The Management Committee shall have no power to pledge the personal liability of any Member for repayment of any sums so borrowed.
- 18.4 The Trustees shall, at the discretion of the Management Committee, make such dispositions of the Club's property or any part thereof, and enter into and execute such agreements and instruments in relation thereto, as the Management Committee may deem proper for giving security for such monthly interest payable thereon.

19. Property

- 19.1 The property of the Club, other than cash at the bank, shall be vested in the Trustees. They shall deal with the property as directed by resolution of the

Management Committee and entry in the minute book shall be conclusive evidence of such a resolution.

- 19.2 The Trustees shall be entitled to an indemnity out of the property of the Club for all expenses and other liabilities properly incurred by them in the discharge of their duties.

20. **Dissolution**

- 20.1 A resolution to dissolve the Club shall only be proposed at an extraordinary general meeting and shall only be passed if carried by a majority of at least three quarters of the Members present and voting.
- 20.2 The dissolution shall take effect from the date of the resolution and the members of the Management Committee shall be responsible for the winding-up of the assets and liabilities of the Club.
- 20.3 Upon dissolution of the club any remaining assets shall be given or transferred to another registered CASC, a registered charity or the sport's governing body for use by them in related community sports.