

# Fernhurst Tennis Club

## Constitution

### 1. Name

The Club is called The Fernhurst Tennis Club (the "Club")

### 2. Definitions

2.1 "the Chairman" means the person elected from time to time to be the chairman of the Club in accordance with Rule 9;

"the CLTA" means the Sussex County Lawn Tennis Association;

"the FRG Management Committee" means the Management Committee of the Fernhurst Recreation Ground.

"the Honorary Secretary" means the person elected from time to time to be the honorary secretary of the Club in accordance with Rule 9;

"the Honorary Treasurer" means the person elected from time to time to be the honorary treasurer of the Club in accordance with Rule 9;

"the LTA" means The Lawn Tennis Association (the governing body of lawn 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 elected under 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 Trustees” means the Trustees of the Fernhurst Recreation Ground.

### **3. Objects**

The objects of the Club are:

- (a) to provide tennis, social and other activities and generally to encourage and facilitate the playing of tennis;
- (b) to participate fully, as a constituent part of the FRG Management Committee, in all relevant activities envisaged by this constitution and to conform to all policies and guidelines of the Trustees;
- (c) to promote, improve, develop and support the interests of tennis, particularly encouraging the development of youth;
- (d) to affiliate to the CLTA, if the Management Committee so decides, (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 any body to which the LTA is affiliated (but see 5.4.1.below);
- (e) to acquire, establish, own and operate the tennis court facilities of the Club together with any buildings and easements, fixtures and fittings and accessories as shall be thought advisable, and/or to utilise and operate facilities provided by the Trustees in accordance with their rules and procedures;
- (f) to make rules, regulations, bye-laws 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 Surplus Funds**

- 4.1 The Club is a non-profit-making organisation. Subject to the Trustees' policies and procedures, all surpluses will be used to maintain or improve the Club's facilities and in furtherance of the Club's objects. No surplus will be distributed other than to the Members on winding-up or dissolution of the Club, but nothing shall prevent the Club from entering an agreement with a member for the supply by him/her to the Club of goods or services or for his/her employment by the Club, provided that such arrangements are approved by the Management Committee (without the member being present) and are agreed with the member on an arm's length basis.

#### **5. Membership**

- 5.1 Membership shall be open to all interested in joining the Club. There shall be no limit on numbers of members.

- 5.1.1 Persons of both sexes are eligible for membership of the Club provided they are at least 18 years old. No person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual inclination, religion, political or other beliefs.

- 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 form as the Management Committee shall decide. Every candidate for membership shall be considered by the Management Committee, which shall, in its absolute discretion, decide whether to admit that candidate as a Member.

### 5.3 *Classes of Members*

5.3.1 There shall be the following classes of members for the Club:

Full Membership (to include a Family Membership category)

Junior Membership

Temporary Membership

5.3.2 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, subject always to the rules governing tournaments and competitions.

### 5.4 *Code of Conduct, Rules and Regulations*

5.4.1 The Club and all members shall observe the Trustees' Code of Conduct and all Policies and Procedures agreed by the trustees and in force, and shall abide by the rules and regulations of the LTA and the relevant CLTA, from time to time in force. If there is any conflict the rules, policies and procedures of the trustees shall prevail.

### 5.5 *Subscriptions*

5.5.1 The entrance fee and annual subscription for each type of Membership shall be determined from time to time by the Management Committee and the Members shall pay such entrance fee and annual subscription fees by the required dates.

5.5.2 No candidate who has been elected a Member shall be entitled to the privileges of membership until he or she has paid the entrance fee (if any) and the first annual subscription.

5.5.3 Any Member whose entrance fee or subscription is more than three months in arrears shall be deemed to have resigned his membership of the Club.

## **6. Resignation**

A Member may withdraw from membership of the Club on one month's clear

notice to the Club. Membership shall not be transferable in any event and shall cease immediately on death or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Rules.

## **7. Expulsion**

7.1 The Management Committee shall have power to expel a Member when, in its opinion, it would not be in the interests of the sport or of the Club for him or her to remain a Member.

7.2 A Member shall not be expelled unless he or she is given 14 days' written notice of the meeting of the Management Committee at which expulsion shall be considered and written details of the complaint made against the Member.

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 be accompanied by a representative or friend. The member must not be expelled unless at least two-thirds of the Management Committee then present vote in favour of expulsion.

## **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 he/she has no right to the return of any part of his/her subscription.

## **9. The Management Committee**

9.1 The Club shall be managed by a Management Committee consisting of a chairman, vice-chairman, honorary secretary, honorary treasurer and up to three other Full Members, elected annually at the Annual General Meeting.

9.2 The Honorary Secretary shall send to the Members each year a nomination form for the election or re-election of members of the Management Committee. Those persons proposed to be nominated must be nominated by any two Full Members on the form prescribed by the Management Committee and must be submitted to the Honorary Secretary not later than one month before the date of the Annual General Meeting, signed by the two persons nominating.

- 9.3 If there is only one candidate nominated to fill any particular vacancy, that candidate shall be declared elected unopposed for that particular vacancy at the next annual general meeting. If there is more than one candidate for any particular vacancy there shall be an election at the annual general meeting for that position. In the event of a tie, the candidate to be elected shall (unless the candidates otherwise agree) be determined by lot.
- 9.4 The Management Committee shall, subject to termination of office by resignation, removal or otherwise, remain in office until they or their successors are re-elected or elected at the annual general meeting following their re-election or election.
- 9.5 In addition to the members elected or appointed in accordance with this Rule 9, the Management Committee may co-opt up to two further Members who shall serve until the next annual general meeting. Co-opted members shall be entitled to vote at the meetings of the Management Committee.
- 9.6 The Management Committee may appoint any Member to fill any casual vacancy on the Management Committee until the next annual general meeting when that person shall retire but shall be eligible for re-election.
- 9.7 A member of the Management Committee shall be deemed to have vacated office if:
- (a) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
  - (b) he/she resigns office by notice to the Club; or
  - (c) he/she shall without sufficient reason have been absent without permission for more than three consecutive meetings of the Management Committee and the Management Committee resolves that his/her office be vacated; or
  - (d) he/she 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

- (e) he/she is requested to resign by all the other Management Committee members acting together.

## **10. Proceedings of the Management Committee**

- 10.1 Management Committee (the "Committee") meetings shall be held as often as the Committee thinks fit provided that there shall no fewer than four meetings each year. The quorum shall be three members. The Chairman and the Honorary Secretary shall have discretion to call emergency meetings of the Committee. The Honorary Secretary shall give all the members of the Committee not less than seven days' notice of a meeting.
- 10.2 The Chairman, or in his/her absence any person chosen by the Committee, shall be the chairman of the meetings.
- 10.3 Decisions of the Committee shall be made by a simple majority and in the event of an equality of votes the chairman of that meeting shall have a casting or additional vote.
- 10.4 The 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 Committee as the 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 Committee.
- 10.5 The Committee shall be responsible for the management of the Club and liaison with the Trustees. The Committee shall have power to agree with the Trustees the division of responsibilities between the Club and the Trustees and enter into contracts for the purposes of the Club on behalf of all the Members.
- 10.6 Every member of the Committee, employee or agent of the Club shall be indemnified by the Club and the Committee shall pay all costs, losses and expenses which any such member of the Committee, employee or agent may incur or for which he may become liable by reason of any contract entered into or act or thing done by him in good faith as such member of the Committee, employee or agent in accordance with the instructions of the Committee or of a general meeting of the Club or otherwise in the discharge of his duties. The

Committee may give to any member of the Committee, employee or agent of the Club who has incurred or may be about to incur any liability at the request of or for the benefit of the Club such security by way of indemnity as may seem expedient.

- 10.7 Any member of the Committee may participate in a meeting of the Committee by way of conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

## **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 Chairman'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 Honorary Treasurer's report on the financial position of the Club;
  - (c) to elect the Officers and other members of the Management Committee and any other committees;
  - (d) to decide on any resolution submitted in accordance with Rule 11.2 ;
  - (e) to deal with any other 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 Honorary Secretary not less than 28 days before the meeting.
- 11.3 No more 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 Honorary Secretary of a requisition in writing signed by not less than ten 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 Honorary Secretary shall send to each Member at his last known email address, at least 14 days before the meeting, notice of the date of the general meeting together with the resolutions to be proposed.

13.2 The quorum for general meetings shall be five Members

13.3 The Chairman shall preside at all meetings of the Club but if he is not present within 15 minutes after the time appointed for the meeting or has signified 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.

13.4 Each Full Member present shall have one vote and resolutions shall be passed by a simple majority of those present and voting. In the event of an equality of votes the chairman of the meeting shall have a casting or additional vote.

## **16. Guests**

16.1 Any Member may introduce guests to the Club, and any player, coach, other team representative, match official or spectator attending the Club's premises (by invitation of the Club) who is not a Member shall be a guest of the Management Committee, 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.

16.2 The Member introducing a guest and any person introduced as a guest of the Management Committee in accordance with Rule 16.1 must enter the name and address of the guest together with the name of the introducer in a book which must be kept on the Club's premises.

16.3 No one may be admitted as a guest on more than four occasions in any calendar year.

## **19. Alteration of the rules**

19.1 These Rules may be altered by resolution, passed with three-quarters majority, of at least two-thirds of the Members present and voting, at an annual or extraordinary general meeting, the notice of which contains particulars of the proposed alteration or addition.

## **20. Regulations and Standing Orders**

The Management Committee shall have power to make, repeal and amend such regulations and standing orders as it may from time to time consider necessary for the wellbeing of the Club.

## **21. Finance**

21.1 The Club will observe the financial policies of the Trustees. Subject to the requirements of those policies, 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 such bank account as the Trustees shall provide. Withdrawals shall be made in accordance with the Trustees policies and procedures.

21.2 The Club will prepare an annual budget for agreement with the Sports Club and shall operate in accordance with that agreed budget. The Club will carry out normal day to day and season to season activities without the need to refer to the Trustees, subject to remaining within budget.

21.3 Subject to Rule 24.3, 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.

21.4 The Management Committee shall have power to agree with the Trustees the payment of remuneration and expenses to any officer, member of the Management Committee, Member or employee of the Club and to any other

person or persons for services rendered to the Club.

21.5 The financial transactions of the Club shall be recorded by the Honorary Treasurer in such manner as the Management Committee thinks fit.

21.6 Full accounts of the financial affairs of the Club shall be prepared each year. The accounts must be made available to every Member when notice concerning the annual general meeting is given.

## **22. Trustees and Property**

22.1 Property will generally be owned by the Trustees in accordance with the Trust Deed. If the Club is to own property it shall appoint two trustees ("Tennis Trustees"), by resolution of a general meeting, holding office until resignation, replacement by further resolution at a general meeting, or disposal of all property.

22.2 The property of the Club, other than cash at the bank, shall be vested in the Trustees. If Tennis Trustees are appointed, with the consent of 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.

## **23. Borrowing**

23.1 The Management Committee may, subject to agreement with the Trustees, borrow or arrange loans or financing on behalf of the Club for the purposes of the Club from time to time at its own discretion with the sanction of a general meeting.

23.2 When so borrowing the Management Committee shall have power to raise in any way any sum or sums of money and to raise the repayment of any sum or sums of money in such manner on such terms and conditions as it thinks fit provided that in the event that the repayment of any sum or sums is to be secured (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) the grant of such security must be approved by the Trustees and the Club at a general meeting).

## **24. Dissolution**

- 24.1 A resolution to dissolve the Club shall be proposed only at an extraordinary general meeting and shall be passed only if carried by a majority of the Members present and voting.
- 24.2 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.
- 24.3 Any property remaining after the discharge of the debts and liabilities of the Club shall be paid to or distributed among the Members equally.

**Approved 30 September 2009**