



RUBISLAW TENNIS CLUB
CONSTITUTION
Adopted - 22 February 2010
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1. Name

The Club, established in 1922, is called Rubislaw 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 Tennis Scotland;
- "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 Coach" means the person appointed from time to time to undertake coaching duties at the Club in accordance with a Memorandum of Understanding drawn up from time to time;
- "the LTA" means the Lawn Tennis Association (the governing body of tennis within Great Britain, the Channel Islands and the Isle of Man) of The National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ and its subsidiaries or such successor entity or entities as become(s) the governing body of the game of tennis within Great Britain, the Channel Islands and the Isle of Man from time to time;

"the Management Committee" means the committee appointed 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 persons appointed from time to time to be the trustees of the Club in accordance with Rule 10.6.1.

2.2 Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender;

3. Objects

The objects of the Club are:

- (a) to provide facilities for and promote participation of the whole community in the sport of tennis;
- (b) to provide and maintain Club premises at Cromwell Gardens, Aberdeen, AB15 4UF;
- (c) to promote, improve, develop and support the interests of tennis;
- (d) to provide such other benefits to its members as it shall think fit;
- (e) 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 any body to which the LTA is affiliated;
- (f) to acquire, establish, own, operate and turn to account in any way for the members' benefit the tennis court facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- (g) 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;
- (h) 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);
- (i) to make donations or offer support to lawn tennis clubs which are charities or community amateur sports clubs;

- (j) 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 Income and Property of the Club shall be applied solely towards promoting the Club's objects as set forth in this constitution and no portion thereof shall be paid or transferred, directly or indirectly, to the Members of the Club or third parties.
- 4.2 Nothing in Clause 4.1 shall prevent the Club from entering an agreement with a member for the supply by him to the Club of goods or services or for his employment by the Club, provided that such arrangements are approved by the Management Committee.
- 4.3 No Member shall be paid a salary, bonus, fee or other remuneration for playing for the Club.

5. Membership

5.1 Eligibility for membership

- 5.1.1 Persons of either sex are eligible for full and off-peak membership of the Club. No person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. For the purposes of Family Membership, a family is defined as no more than two adults and any number of their children all residing at the same address.
- 5.1.2 Persons below the age of 18 are eligible for Junior Membership without the right to vote at general meetings.
- 5.1.3 The number of playing Members is limited to 200 adults and 150 juniors due to available facilities.

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. The Club may refuse membership or expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such a decision may be made to the Club's members and decided by a majority vote.

5.3 Classes of Members

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

Full Member
Family Member
Junior Member
Mini Tennis Member
Life Member
Non-Playing Member

- 5.3.2 Only Full Members, adult Family Members, Off-Peak Members, and Life Members shall be entitled to receive notice of, attend and vote at general meetings. The other playing Members shall be entitled to all the other privileges of membership other than the right to receive notice of and vote at general meetings. Non-playing Members shall be entitled to all the privileges of membership other than the right to use the courts and the right to receive notice of, attend and vote at general meetings.

- 5.3.3 Temporary membership, for a period of no more than three months, may be permitted at the discretion of the Management Committee and at a fee determined from time to time by the Management Committee. Temporary members shall have the right to use the courts and clubhouse facilities but shall not be entitled to the other privileges of membership.

- 5.3.4 All Members shall be subject to these Rules and the Regulations of the club and shall abide by the Rules and Regulations of the LTA and the relevant CLTA, from time to time in force.

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 provided that the Management Committee shall use its best endeavours to ensure that the fees set by it do not preclude membership of the Club.
- 5.4.2 The Members shall pay any entrance fee and annual subscription fees set by the Management Committee from time to time.
- 5.4.3 No candidate who has been elected a Member shall be entitled to the privileges of membership until he has paid the entrance fee (if any) and his first annual subscription.
- 5.4.4 Any Member whose entrance fee or subscription is not paid by such date as the Management Committee shall decide each year shall be deemed to have resigned his membership of the Club.

6. Resignation

A Member may withdraw from membership of the Club on 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 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 to remain a Member.
- 7.2 A Member shall not be expelled unless he is given 14 days' written notice of the meeting of the Management Committee at which his expulsion shall be considered and written details of the complaint made against 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 be accompanied by a representative or friend, who may answer complaints made against the member and to cross-examine any witnesses on behalf of the member. The member must not be expelled unless at least two-thirds of the Management Committee then present vote in favour of his expulsion. Appeal against such a decision may be made to the Club's members and decided by a majority vote.
- 7.4 The Management Committee may exclude the Member from the Club's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend that meeting for the purpose of making his representations.

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 has no right to the return of any part of his subscription.

The Management Committee may refund an appropriate part of a resigning Member's subscription if it considers it appropriate taking account of all the circumstances.

9. The Management Committee

- 9.1 The Club shall be managed by a Management Committee consisting of:
- (a) the Chairman;
 - (b) the Vice-Chairman;
 - (c) the Honorary Secretary;
 - (d) the Honorary Treasurer;
 - (e) the Coach;
 - (f) no more than five other Members elected annually at the annual general

meeting;

- 9.2 The Honorary Secretary shall send to the Members each year a request for proposals of Members to be nominated as members of the Management Committee in the place of those retiring. Those persons proposed to be nominated as members of the Management Committee to fill any vacancies that have arisen must be nominated by two adult Members and must be submitted to the Honorary Secretary by such date as the Management Committee shall prescribe each year. No Member may nominate more than one candidate for any one vacancy.
- 9.3 Any person nominated as a member of the Management Committee must be a Full Member, adult Family Member, Off-Peak Member or Life Member;
- 9.4 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.
- 9.5 The Management Committee shall be elected at the annual general meeting in each year, and subject to termination of office by resignation, removal or otherwise, the members 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 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.
- 9.7 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.
- 9.8 Retiring members of the Management Committee may be re-elected.
- 9.9 A member of the Management Committee shall be deemed to have vacated office if:
- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) he resigns his office by notice to the Club; or
 - (c) 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 his office be vacated; or

- (d) 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
- (e) 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 Management Committee thinks fit provided that there shall not be less than two meetings each year. The quorum for such meetings shall be five. The Chairman and the Honorary 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 Honorary Secretary shall give all the members of the Management Committee not less than seven days' notice of a meeting.
- 10.2 The Chairman shall be the chairman of the Management Committee. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Management Committee at which he is present. But if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman shall preside. If there is no Vice-Chairman or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the members of the Management Committee present may appoint one of their number to be chairman of the meeting.
- 10.3 Decisions of the Management Committee shall be made by a simple majority and in the event of an equality of votes the Chairman (or the acting chairman 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 Management Committee.
- 10.5 The Management Committee 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.
- 10.6.1 The Honorary Secretary and the Honorary Treasurer, and their successors in office, shall be the two Trustees of the Club, as provided in the Title Deeds for the property occupied by the Club at Cromwell Gardens, Aberdeen, AB15 4UF.
- 10.6.2 All property of the Club, including land and investments, shall be held by the

Trustees for the time being, in their own names so far as necessary and practicable, for the use and benefit of the Club. On the death, resignation or removal from office of a Trustee the Management Committee shall take steps to procure the appointment by the Club in general meeting of a new Trustee in his place, in accordance with Rule 10.6.1 above; and shall as soon as possible thereafter take lawful and practicable steps to procure the vesting of all Club property into names of the Trustees as constituted after the said appointment. The Trustees shall in all respects act, in regard to any property of the Club held by them, in accordance with the directions of the Management Committee; and shall have power to sell, lease, mortgage or pledge any Club property for the purpose of raising or borrowing money for the benefit of the Club in compliance with the Management Committee's directions. But no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

- 10.7 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 Chairman's report of 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 as to the financial position of the Club;
 - (c) to remove and elect the auditor or confirm that he remain in office;
 - (d) to elect the members of the Management Committee;
 - (e) to decide on any resolution which may be duly submitted in accordance with Rule 11.2 below;
 - (f) to deal with any other matters which the Management Committee desires to bring before the membership.
- 11.2 The Honorary Secretary shall send to each Member at his last known address written notice of the proposed date of the annual general meeting, to include a request for any resolutions proposed to be moved at the meeting, at least 42 days before the meeting. Notice of any resolution proposed to be moved at the meeting shall be given in writing to the Honorary 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 Honorary Secretary of a requisition in writing signed by not less than fifteen 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 address written notice of the date of the general meeting together with the resolutions to be proposed at least 14 days before the meeting.

13.2 The quorum for the annual and extraordinary general meetings shall be twelve 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 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 chairman of the meeting.

13.4 Each Full Member, Off-Peak Member, Family Member, Life 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 chairman of the meeting shall have a casting or additional vote.

13.5 The Honorary Secretary, or in his absence a member of the Management Committee, shall take minutes at annual and extraordinary general meetings.

13.6 There shall be no right for a Member to vote by proxy. No person may represent more than one Member.

14. Guests

14.1 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.

14.2 The Member introducing a guest and any person introduced as a guest of the Management Committee in accordance with Rule 14.1 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.

14.3 No one may be admitted as a guest on more than four occasions in any calendar year. Any Member may introduce no more than ten guests in any calendar year, at a fee to be set from time to time by the Management Committee.

15. Opening of Club premises

The Club is open between sunrise and 11 pm on each day or at such other times or for such other periods as the Management Committee shall decide. The Club's facilities shall be available to the Members without discrimination.

16. 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 and voting at the general meeting, the notice of which contains particulars of the proposed alteration or addition.

17. 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. Such regulations and standing orders and any repeals or amendments to them shall have effect until set aside by the Management Committee.

18. Finance

18.1 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 unless authorised by two of the three signatories who shall be the Chairman, Honorary Secretary and Honorary Treasurer. Any moneys not required for immediate use may be invested as the Management Committee in its discretion thinks fit.

18.2 Subject to Rule 18.3, 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.

18.3 The Management Committee shall have power to authorise 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.

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

18.5 Full accounts of the financial affairs of the Club shall be prepared each year.

These accounts shall be duly audited by the auditor.

19. Borrowing

- 19.1 The Management Committee may borrow a maximum total amount of forty thousand pounds 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.
- 19.2 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.
- 19.3 The Management Committee shall have no power to pledge the personal liability of any Member for repayment of any sums so borrowed.
- 19.4 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 moneys and the interest payable thereon.

20. Property

- 20.1 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.
- 20.2 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.

21. Dissolution

- 21.1 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 at least three-quarters of the Members present and voting. 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.
- 21.3 Any property remaining on a winding up or dissolution of the Club after the discharge of the debts and liabilities of the Club shall be paid to or distributed to the CLTA for use in community related tennis initiatives in the North East of Scotland, another community amateur sports club for lawn tennis or to a registered charitable organisation.