

CONSTITUTION OF THE TILFORD AND RUSHMOOR TENNIS CLUB

1. Name

The Club, established in 2009, is called Tilford and Rushmoor 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 10;

"the CLTA" means Surrey County Lawn Tennis Association;

"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 appointed under Rule 10 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 6;

"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 Trustees" means the persons appointed from time to time to be the trustees of the Club in accordance with Rule 10.6.

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) the promotion of community participation in healthy recreation for the benefit of the inhabitants of Tilford and Rushmoor by the provision of facilities for playing tennis.

4. Powers

(a) to provide and maintain Club premises and club-owned tennis equipment for the use of its members;

(b) to provide other ordinary benefits of an amateur sports club as set out in Schedule 18 of the Finance Act 2002 including without limitation provision of suitably qualified coaches, coaching courses, insurance, medical treatment, post-match refreshments;

(c) to sell or supply food or drink as a social adjunct to the sporting purposes of the Club;

(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 any body to which the LTA is affiliated;

(e) 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;

(f) 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);

(g) to make donations or offer support to lawn tennis clubs which are charities or community amateur sports clubs;

(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.

1

5. Application of Surplus Funds

5.1 The Club is a non-profit making organisation. 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 another community amateur sports club for lawn tennis, to the LTA for use in community related lawn tennis initiatives, or to a registered charitable organisation, on winding-up or dissolution of the Club.

5.2 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 (without the member being present) and are agreed with the member on an arm's length basis.

5.3 No Member shall be paid a salary, bonus, fee or other remuneration for playing for the Club.

6. Membership

6.1 Eligibility for membership

6.1.1 Persons of either sex are eligible for full 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 orientation, religion, political or other beliefs.

6.1.2 Persons below the age of 18 may be elected as Junior Members without the right to hold office or vote at general meetings.

6.1.3 The number of Members is unlimited.

6.2 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 admit that candidate to membership of the Club unless to do so would be contrary to the best interests of the sport or the good conduct and interests of the Club.

6.3 Classes of Members

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

Full Adult Member

Junior Member

6.3.2 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 other than the right to receive notice of, attend and vote at general meetings. 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.

6.4 Subscriptions

6.4.1 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.

6.4.2 The Members shall pay any entrance fee and annual subscription fees set by the Management Committee from time to time.

6.4.3 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.

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

7. Resignation

2

A Member may withdraw from membership of the Club on 7 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 to continue to comply with any condition of membership set out in these Rules.

8. Expulsion

8.1 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.

8.2 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.

8.3 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.

8.4 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.

9. 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.

10. The Management Committee

10.1 The Club shall be managed by a Management Committee consisting of: (a) the Chairman; (b) the Secretary; (c) the Treasurer; (d) no more than 2 other Members

elected annually at the annual general meeting

10.2 The Management Committee shall decide in its discretion how Members may be nominated to be members of the Management Committee and shall notify the Members accordingly.

10.3 Any person nominated as a member of the Management Committee must be a Full Member

10.4 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.

10.5 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).

10.6 In addition to the members elected or appointed in accordance with this Rule 10, the Management Committee may co-opt up to 3 further Members who shall serve until the next

3 annual general meeting. Co-opted members shall be entitled to vote at the meetings of the Management Committee.

10.7 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.

10.8 Retiring members of the Management Committee may be re-elected.

10.9 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 is, or may be, suffering from mental disorder; or

(c) he resigns his office by notice to the Club; or

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

11. Proceedings of the Management Committee

11.1 Management Committee meetings shall be held as often as the Management Committee thinks fit provided that there shall not be less than 4 meetings each year. The quorum for such meetings shall be 3. The Chairman 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 3 days' notice of a meeting.

11.2 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 members of the Management Committee present may appoint one of their number to be chairman of the meeting.

11.3 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.

11.4 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 subcommittees shall periodically report their proceedings to the Management Committee and shall conduct their business in accordance with the directions of the Management Committee.

11.5 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.

11.6 The Management Committee shall also be known as the Trustees of the Club.

11.7 The number of Trustees shall the same as the number of members of the Management Committee.

4

11.8 Every member of the Management Committee, employee or agent of the Club shall be indemnified by the Club and the Management Committee shall pay all costs, losses and expenses which any such member of the Management 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 Management Committee, employee or agent in accordance with the instructions of the Management Committee or of a general meeting of the Club or otherwise in the discharge of his duties. The Management Committee may give to any member of the Management 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.

12. Annual general meeting

12.1 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 Treasurer's report as to the financial position of the Club;
- (d) to elect the members of the Management Committee;
- (e) to decide on any resolution which may be duly submitted in accordance with Rule 12.2

below;

(f) to deal with any other matters which the Management Committee desires to bring before the membership.

12.2 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.

13. 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 in writing signed by not less than 10 Members stating the purposes for which the meeting is required and the resolutions proposed.

14. Procedures at the annual and extraordinary general meetings

14.1 The Secretary shall either send to each Member at his last known address written notice or email to each Member at his last known email address notice of the date of the general meeting together with the resolutions to be proposed at least 21 days before the meeting.

14.2 The quorum for the annual and extraordinary general meetings shall be 5 Members or one-tenth of the membership of the Club (whichever is the greater number).

14.3 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.

14.4 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 chairman of the meeting shall have a casting or additional vote.

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

5

15. Guests

15.1 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.

15.2 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.

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

16. Patrons

Up to three Patrons may be nominated to support the objects of the Charity, with a financial donation to the club. The Management Committee shall have power to appoint the Patrons and ensure that they are fully apprised of the objects of the Club. Patrons to be nominated and approved annually at the annual general meeting.

17. Amendments

17.1 The Charity may amend any provision contained in this Constitution provided that:

(a) no amendment may be made that would have the effect of making the Charity cease to be

a Charity at law;

(b) no amendment may be made to alter the Objects if the change would undermine or work against the previous objects of the Charity;

(c) no amendment may be made to the objects, dissolution, application of income clauses or this clause without the prior written consent of the Commission;

(d) any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting, the notice of which contains particulars of the proposed alteration or addition.

17.2 A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

18. 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.

19. Finance

19.1 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 of the three signatories who shall any three named members of the Management Committee. Any moneys not required for immediate use may be invested as the Management Committee in its discretion thinks fit.

19.2 Subject to Rule 21, 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.

19.3 The Management Committee shall have power to authorise the payment of remuneration and expenses to any officer, member of the Management Committee, Member

6
or employee of the Club and to any other person or persons for services rendered to the Club.

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

19.5 Full accounts of the financial affairs of the Club shall be prepared each year. A report on these accounts shall be prepared by an independent person. The accounts must be made available to every Member when notice concerning the annual general meeting is given.

20. Borrowing

20.1 The Management Committee may borrow a maximum total amount of £1,000 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.

20.2 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 Club at a general meeting).

20.3 The Management Committee shall have no power to pledge the personal liability of any Member for repayment of any sums so borrowed.

20.4 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.

21. Property

21.1 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.

21.2 The Trustees shall be indemnified by the Club and the Management Committee shall pay all costs, losses and expenses which any such Trustee 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 Trustee in accordance with the instructions of the Management Committee or of a general meeting of the Club or otherwise in the discharge of his or their duties. The Management Committee may give to any Trustee, 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.

22. Dissolution

22.1 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. If the members resolve to dissolve the Charity the Executive Committee will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause. The dissolution shall take effect from the date of the resolution.

22.2 The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

22.3 The Trustees must apply any remaining property or money: (a). directly for the Objects; (b). by transfer to any Charity or charities for purposes the same as or similar to the Charity;

7

(c). in such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance.

21.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the trustees are to apply the remaining property or assets of the Charity and The Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive of sub-clause (3) above.

21.5 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).

8