

RULES FOR MPLTC

1. Name

The Club, established in 1921, is called Magdalen Park Lawn Tennis Club ("the Club").

2. Definitions

- 2.1. "the Chairperson" means the person elected from time to time to be the chairperson of the Club in accordance with Rule 7;
- "Clubhouse" means the clubhouse of the Club from time to time, which at the date of the adoption of these Rules is situated at 38 Magdalen Road, Wandsworth Common, London SW18 3NP;
- "Club Website" means the website of the Club from time to time, which at the time of the adoption of these Rules has the domain of clubspark.lta.org.uk/mpltc;
- "Code of Conduct" means the code of conduct of the Club from time to time which is determined by the Management Committee and notified by the Club to the members;
- "conflict of interest" means a situation where a person has a competing interest in relation to a matter on which a decision is to be made, such as may make it difficult for he or she to reach a decision impartially;
- "the Communications Manager" means the person elected from time to time to be the communications manager of the Club in accordance with Rule 7;
- "the Events Manager" means the person elected from time to time to be the events manager of the Club in accordance with Rule 7;
- "the Facilities Manager" means the person elected from time to time to be the operations manager of the Club in accordance with Rule 7;
- "the Finance Director" means the person elected from time to time to be the secretary of the Club in accordance with Rule 7;
- "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 7 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 Operations Manager" means the person elected from time to time to be the operations manager of the Club in accordance with Rule 7;
- "Quarter" means the period commencing on the day after one Quarter Date and ending on the next Quarter Date;
- "Quarter Date" means each of 31 March, 30 June, 30 September and 31 December in each calendar year;

“Safeguarding Policy”	means the safeguarding policy of the Club from time to time which is determined by the Management Committee and which is notified by the Club to the members;
“Surrey Tennis”	means the organisation which is responsible for the administration and development of tennis throughout Surrey and whose office is at The National Tennis Centre, 100 Priory Lane, Roehampton, SW15 5JQ (which shall include any successor in title to Surrey Tennis);
“the Tennis Captain”	means the person elected from time to time to be the tennis captain of the Club in accordance with Rule 7;
“the Trustees”	mean the persons appointed from time to time to be the trustees of the Club in accordance with Rule 8.16;

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**

3.1. The objects of the Club are:

- 3.1.1. to acquire, maintain and deal with all properties and liabilities and to carry out the powers, obligations, duties and general objects of Club;
- 3.1.2. to indemnify Magdalen Park Lawn Tennis Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Magdalen Park Lawn Tennis Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Magdalen Park Lawn Tennis Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking of Magdalen Park Lawn Tennis Club;
- 3.1.3. to provide tennis facilities, social and other activities for its Members and generally to encourage, promote and facilitate the playing of the Game in the South West London area;
- 3.1.4. to provide and maintain Club premises at 38 Magdalen Road, Wandsworth Common, London SW18 3NP (and any associated premises);
- 3.1.5. to promote, improve, develop and support the interests of lawn tennis;
- 3.1.6. to affiliate to Surrey Tennis (and by doing so affiliate to the LTA) and to comply with and uphold the rules and regulations of Surrey Tennis and the LTA as amended from time to time and the rules and regulations of any body to which the LTA is affiliated;
- 3.1.7. to acquire, establish, own, operate and turn to account in any way the tennis court facilities of the Club together with buildings and easements, fixtures and fittings and accessories;
- 3.1.8. to offer such other benefits to its members as it shall think fit;
- 3.1.9. to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Club;

- 3.1.10. 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;
- 3.1.11. subject to the LTA Rules and the LTA Disciplinary Code and the LTA's wider jurisdiction, to discipline the members where permitted by these Rules and to refer its members to be disciplined by the LTA or Surrey Tennis (as appropriate) where so required by the LTA Rules, the LTA Disciplinary Code and the LTA's wider jurisdiction;
- 3.1.12. to obtain funding for the activities of the Club by collecting joining fees, membership subscriptions match fees and by obtaining sponsorship and other available funding, and through the sale of merchandise and other goods produced by the Club or related to the activities of the Club; and
- 3.1.13. 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 above.

4. Application of Surplus Funds

- 4.1 The Club is a non-profit-making organisation. Subject to Rules 24.2 and 24.3, all surpluses will be used to maintain or improve the Club's facilities and in furtherance of the Club's objects.
- 4.2 Nothing in Rule 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 arm's length terms.

5. Membership

5.1.1. Eligibility for membership

- 5.1 Membership of the Club shall be open to anyone interested in the sport of tennis on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However limitation of membership according to available facilities is allowable on a non-discriminatory basis.
- 5.1.2 Persons below the age of 18 may be admitted as Junior Members without the right to hold office or received notice of, attend or vote at general meetings.

5.2 Admission of Members

- 5.2.1 Every candidate for membership (other than Junior Members and Off Peak Members) must be played in by a playing in member and their play assessed. If successful the Management Committee (or any person(s) to whom the Management Committee has delegated the task of approving applications for membership of the Club) may approve a candidate to be a Member of the Club.
- 5.2.2 Until a candidate is admitted as a Member, he is not entitled to any privileges of the Club.
- 5.2.3 The Management Committee may refuse membership only for good cause such as conduct or character likely to bring the Club or sport into disrepute or in accordance with Rule 5.2.5. Appeal against refusal may be made to the Members provided the person who is refused membership is able to obtain a requisition in writing signed by not less than 5% of members of the Club (calculated at the time of receipt by the Club of such requisition in writing) within two months of the date on which he or she receives notice of his refusal for membership.
- 5.2.4 Subject to Rule 5.2.5, the number of members of the Club shall be unlimited and not subject to any maximum.
- 5.2.5 The Management Committee may set a limit on the number of members of the Club, and of any class of member of the Club, from time to time including setting a maximum number for a class of member

of the Club or the membership of the Club as a whole if it, in its absolute discretion, determines that it is in the interests of the Club having regard to the facilities and resources available to the Club.

5.3 *Classes of Members*

The Classes of Members and the criteria for admission to each class of Member shall be as decided by the Management Committee from time to time and at the date of the adoption of these Rules shall comprise the following:

Full Member
Junior Member
Off Peak Member
Student Member
Young Adult Member
Senior Citizen Member
Honorary Life Member

Save for Junior Members, all Members over 18 years of age at the beginning of the membership year of the Club in which a general meeting is held shall be entitled to receive notice of, attend and vote at general meetings.

The Junior Members shall be entitled to all the other privileges of membership (save for any restrictions on court usage as determined by the Management Committee from time to time) other than the right to receive notice of, attend and vote at general meetings.

The Management Committee shall determine any restrictions upon court usage applicable to any Class of Members on what it considers to be a non-discriminatory and fair basis.

5.4 *Subscriptions*

- 5.4.1 The joining 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 joining fee and annual subscription fees. The Management Committee will use all reasonable endeavours to keep subscriptions at levels that will not pose a significant obstacle to people participating.
- 5.4.3 No candidate shall be admitted as a Member and be entitled to the privileges of membership until he has paid the joining fee and his first annual subscription.
- 5.4.4 The membership year commences on the 1 April. Subscriptions are due for payment by the date determined by the Management Committee in accordance with Rule 5.4.5. If unpaid by the date determined by the Management Committee in accordance with Rule 5.4.5 then until payment is made or until membership shall be deemed to have lapsed under Rule 5.4.5 below (at which time there is no entitlement to Members privileges) then Members may not play in any Club tournaments, play for or be a member of any Club teams, book courts for any purpose or play in any Club sessions.
- 5.4.5 Any member whose joining fee or subscription is not paid by such date as the Management Committee shall decide each year (which date shall be no later than one calendar month after the commencement of the new membership year) shall, subject to Rule 5.4.6, be deemed to have resigned his membership of the Club.
- 5.4.6 In exceptional circumstances (which shall be determined by two thirds of the members of the Management Committee) where such person subsequently pays his annual subscription but later than one calendar month after the commencement of the new membership year, that person shall not be deemed to have resigned his membership of the Club but shall only be entitled to the rights which are conferred on the members of the Club from the date on which such person pays his annual subscription.
- 5.4.7 The Management Committee may in its absolute discretion:

- 5.4.7.1 permit any Member (upon renewal of membership only) to pay a subscription by an instalment plan and Rules 5.4.4 and 5.4.5 shall not apply for the duration of the same provided always that the Member complies with any conditions of an instalment payment plan; and
- 5.4.7.2 permit a Member to suspend his or her membership for a period, including, but not limited to, where such Member requests the suspension of his or her membership on grounds of ill health or injury or absence for work or other reasons, and in such circumstance the Management Committee may authorise the refund of all or part of the subscription of such Member.

Conditions of membership

- 5.4.8 All members shall be bound by and subject to:
 - 5.4.8.1 these Rules;
 - 5.4.8.2 other rules of the Club which are determined by the Management Committee and notified to the Members from time to time including, but not limited to, the Code of Conduct and the Safeguarding Policy;
 - 5.4.8.3 the LTA Rules;
 - 5.4.8.4 the LTA Disciplinary Code.

- 5.4.9 The Management Committee shall have power to:
 - 5.4.9.1 exclude a member from the Club's premises; and/or
 - 5.4.9.2 suspend all or some of his or her privileges of membership; and/or
 - 5.4.9.3 require that the suspension subsists until such conditions as it sees fit to impose in relation to such suspension have been satisfied,

when, in its reasonable opinion, it is in the interests of the Club to do so. Any member who is subject to such exclusion or suspension shall be notified in writing of such exclusion or suspension, the reason for such exclusion or suspension, and any conditions which apply to such suspension.

- 5.4.10 A member whose privileges of membership (or some of them) have been suspended in accordance with Rule 5.4.9 for a period of more than one month, shall be given an opportunity to make written representations and/or to appear before the Management Committee with a supporter or representative (if requested by such member) and at any such meeting to discuss the grounds made in support of such suspension and the length of such suspension. Such suspension shall only be permitted to continue if at least two-thirds of all of the members of the Management Committee at the time vote in favour of the continuation of such suspension and the conditions of such suspension are agreed and notified to the relevant member (including but not limited to the proposed length of the suspension).
- 5.4.11 Provided he or she is able to obtain a requisition in writing signed by not less than 5% of members of the Club (calculated at the time of receipt by the Management Committee of such requisition in writing) within two months of the date of the suspension of his or her membership, a member whose privileges of membership (or any part of them) has been suspended shall have the right to require the Management Committee to call a general meeting for the purpose of permitting such member to appeal to the members of the Club against the suspension of his or her membership. Such member shall also be permitted to make a written statement to the members and to require the Secretary to circulate such a statement to all members not less than 7 days' prior to the date of the general meeting. The members may vote in favour of terminating his or her suspension or of continuing the suspension in whole or part and with any conditions which they see fit applying to such suspension.

Complaints

- 5.4.12 The Club has and shall have at all times a complaints procedure, the terms of which shall be determined by the Management Committee. If any member wishes to make a complaint such person should initially contact the Secretary and the Club will comply with the complaints procedure. The complaints procedure is published on the Club Website.

6 Termination of Membership

Resignation

- 6.1 A member may withdraw from membership of the Club by giving notice to the Club in writing. The membership of such member shall be terminated as soon as practicable following receipt of such notice by the Club.

Expulsion

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

- 6.3 If the Management Committee decides to consider terminating the membership of any member for a reason other than non-payment of subscription fees, such member shall be given notice of such proposed termination within 14 days of such decision being made and written details (which shall be as full as reasonably practicable) of the grounds on which the Management Committee is considering terminating the membership of such member, and if the member requests within 14 days of receiving such notice that the Management Committee holds a meeting to discuss the proposed termination, then the Management Committee shall hold such a meeting within one month.

- 6.4 A member whose termination of membership is proposed shall be given an opportunity to make written representations and/or to appear before the Management Committee with a supporter or representative (if requested by such member) and at any such meeting to discuss the grounds made in support of such termination and shall be permitted to cross-examine any witnesses and must not have his membership terminated unless at least two-thirds of all of the members of the Management Committee at the time vote in favour of such termination.

- 6.5 The Management Committee may exclude the member from the Club's premises and suspend all of his or her privileges of membership until the meeting of the Management Committee considering the termination of his membership has been held save that such member shall be entitled to attend the relevant meeting of the Management Committee for the purpose of making his representations pursuant to Rule 6.4.

- 6.6 Provided he or she is able to obtain a requisition in writing signed by not less than 5% of members of the Club (calculated at the time of receipt by the Management Committee of such requisition in writing) within two months of the date of the termination of his membership, a member whose membership has been terminated shall have the right to require the Management Committee to call a general meeting for the purpose of permitting such member to appeal to the members of the Club against the termination of his or her membership. Such member shall also be permitted to make a written statement to the members and to require the Secretary to circulate such a statement to all members not less than 7 days' prior to the date of the general meeting. If the members vote in favour of restoring his membership such member shall be treated as his membership never having been terminated.

Effect of Termination of Membership

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

- 6.8 Any person ceasing to be a Member forfeits all right to and claim upon the Club, its property and its funds and, subject to Rule 6.9, he has no right to the return of any part of his subscription.

- 6.9 The Management Committee may authorise the refund of all or part of the subscription of a person who ceases to be a member of the Club if it considers it appropriate taking account of all the

circumstances.

7 The Management Committee

7.1 The Club shall be managed by a Management Committee which at the date of adoption of these Rules shall consist of the following positions:

7.1.1 the Chairman;

7.1.2 the Secretary;

7.1.3 the Finance Director;

7.1.4 the Facilities Manager;

7.1.5 The Tennis Captain;

7.1.6 The Communications Manager;

7.1.7 The Operations Manager; and

7.1.8 The Events Manager.

No person who is not a member of the Club or any Junior Member shall be a member of the Management Committee.

7.2 In addition to the positions set out in 7.1.1 - 7.1.8, if the Management Committee wishes to propose:

7.2.1 that there is the creation of a new position on the Management Committee; or

7.2.2 that any of the positions set out in 7.1.1 - 7.1.8 should be abolished

it shall convene a meeting of the members of the Club and the members shall decide by a simple majority whether to approve the proposal of the Management Committee.

7.3 If the holder of any of the positions set out in Rule 7.1 has ceased to be a member of the Management Committee for one of the reasons set out in Rule 7.15 or if no member of the Club stands at the annual general meeting of the Club for such position:

7.3.1 the Management Committee may appoint any member of the Club to fill the vacancy on the Management Committee caused by:

7.3.1.1 the cessation of membership of the Management Committee by the person who previously held that position on the Management Committee; or

7.3.1.2 the failure of any member of the Club to stand for that position at the annual general meeting of the Club; or

7.3.2 if the Management Committee fails to appoint a member of the Club to such position within 30 days of either the cessation of the membership of the Management Committee by the previous holder of such position or the failure of anyone to stand for such position at the annual general meeting of the Club, the Management Committee may convene a meeting of the members of the Club for the purpose of appointing any member of the Club, who consents to such appointment, to fill the vacancy for such position on the Management Committee,

and any such appointment shall be until the next annual general meeting when that person shall retire

but shall be eligible for re-election.

Retirement and Re-election at annual general meeting

7.4 For the purpose of the maximum Terms which a member of the Management Committee may serve in accordance with Rule 7.8, no period which a person served on the Management prior to the annual general meeting of the Club in 2019 shall count towards calculating the period for which such a person may serve as a member of the Management Committee in accordance with these Rules.

7.5 Each member of the Management Committee shall, subject to Rule 7.6, be appointed or re-elected for a period as follows:

7.5.1 if the appointment or re-election of the relevant member of the Management Committee is made at an annual general meeting, for the period from such annual general meeting to the annual general meeting which is two years from the date of the annual general meeting at which such member of the Management Committee is appointed or re-elected; or

7.5.2 if such appointment was made pursuant to Rule 7.3, for the period from the date such person is appointed until the next annual general meeting at which such person shall stand for re-election and if such person is re-elected, such re-election shall be for the period from the date of such annual general meeting to the annual general meeting which is two years from the date of the annual general meeting at which such person is re-elected,

and for the purposes of this Rule 7, the periods set out in Rules 7.5.1 and 7.5.2 (as the case may be) shall each be a “**Term**”.

7.6 Other than in respect of a position on the Management Committee that is vacant or in circumstances where Rule 7.5.2 applies, a position on the Management Committee shall not be open for election or re-election until the end of a Term. For the avoidance of doubt, the members of the Management Committee appointed at the annual general meeting of the Club in 2019 shall, other than if such member of the Management Committee resigns or does not wish to stand, be deemed to be re-elected unopposed at the annual general meeting of the Club in 2020.

7.7 At the end of any Term referred to in Rule 7.5, the relevant member of the Management Committee shall, subject to Rule 7.8 (which is subject to Rule 7.9), either resign or apply to be re-elected as a member of the Management Committee for a further Term. Such person shall be automatically nominated for re-election unless such person wishes to resign or is not eligible for re-election in accordance with Rule 7.8 (subject to Rule 7.9).

7.8 Subject to Rule 7.9:

7.8.1 any member of the Management Committee whose initial appointment is at an annual general meeting shall not serve as a member of the Management Committee for more than three consecutive Terms (which shall be calculated in accordance with Rule 7.5.1); and

7.8.2 any member of the Management Committee whose initial appointment is pursuant to Rule 7.3 and is re-elected pursuant to Rule 7.5.2, may not serve more than a period which is the period between the date of his or her appointment and the next annual general meeting after such appointment plus three Terms (calculated in accordance with Rule 7.5.1),

and subject to Rule 7.9, any such person be deemed to have automatically resigned as a member of the Management Committee.

7.9 A member of the Management Committee who has served the maximum number of Terms set out in Rule 7.8, may:

7.9.1 serve a further Term but only if the Management Committee has used all reasonable endeavours to find a member of the Club to fill the position on the Management Committee which has been occupied by such member of the Management Committee but has been unable to do so; and

7.9.2 if Rule 7.9.1 does not apply, subsequently apply to be nominated as a member of the Management Committee but only after that person has not been a member of the Management Committee for at least one Term (which shall be calculated in accordance with Rule 7.5)

7.10 The Secretary shall, subject to Rule 7.6, each year post a notice on the Club Website and Clubhouse notice board and send by an electronic communication to members who have consented to receive notices by electronic communication, a nomination form for the election of any member who wishes to stand at the annual general meeting of the Club as a member of the Management Committee. Such notice shall set out:

7.10.1 the positions on the Management Committee for which a member is entitled to seek election; and

7.10.2 the date by which nominations have to be received (which shall be not less than 14 days from the date on which the notice is posted in accordance with this Rule 7.10).

Rule 7.7 shall apply to any member of the Management Committee who already holds such position.

7.11 Subject to Rule 7.6, any member of the Club may seek election to the Management Committee at an annual general meeting of the Club provided such person is nominated by at least 2 members on the form prescribed by the Management Committee and such form has been signed by both nominating members and the nominee and has been submitted to the Secretary by such date as the Management Committee shall prescribe each year (being such date as is notified to the members in accordance with Rule 7.10). No member may nominate more than one candidate for any one position.

7.12 If there is only one candidate nominated to fill any particular position, subject to Rules 7.8 and 7.9, that candidate shall be declared elected unopposed for that position at the annual general meeting.

7.13 If there is more than one candidate for any position on the Management Committee 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 placing the names of all the candidates in a receptacle and the first name to be picked out of the receptacle shall be the person elected for that position.

7.14 Any person accepting nomination to the Management Committee who has any financial interest or other conflict of interest in such appointment must, before accepting the nomination, state in writing to the Club all such interests. Failure to do so will lead to automatic disqualification from being a member of the Management Committee.

7.15 A member of the Management Committee shall be deemed to have vacated office if:

7.15.1 a bankruptcy order is made against that person;

7.15.2 a composition is made with that person's creditors generally in satisfaction of that person's debts;

7.15.3 that person is, or may be in the reasonable opinion of the other members of the Management Committee, suffering from mental disorder;

7.15.4 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

7.15.5 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

7.15.6 he is, or may be, suffering from mental disorder; or

7.15.7 he resigns his office by notice to the Club; or

7.15.8 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

7.15.9 he is suspended or prohibited from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of Surrey Tennis or the

LTA; or

- 7.15.10 that person is in material breach of these Rules and in the case of a breach that can be remedied without material harm to the Club has not remedied such breach within 21 days of being required to by the Management Committee;
 - 7.15.11 he is requested to resign by not less than two-thirds of the other Management Committee members acting together; or
 - 7.15.12 that person ceases to be a member and has not within 30 days of ceasing to be a member exercised his right to requisition a general meeting of the members to vote on the termination of his membership in accordance with Rule 6.6; or
 - 7.15.13 the reason by which such person is a member of the Management Committee is that such person occupies one of the positions set out in Rule 7.1 and such position is determined, in accordance with Rule 7.2, to be a position which no longer entitles the holder to be a member of the Management Committee; or
 - 7.15.14 that person is not re-elected at the annual general meeting at the end of a Term in accordance with this Rule 7; or
 - 7.15.15 that person is no longer eligible to be a member of the Management Committee pursuant to Rule 7.8 (where Rule 7.9 is not applicable)**Error! Reference source not found..**
- 7.16 A member of the Management Committee who ceases to be a member of the Management Committee for a reason set out in Rule 7.15 shall be deemed to have resigned from his position on the Management Committee.

8 Proceedings of the Management Committee and Sub-Committees

- 8.1 The Management Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least 4 such meetings shall be held in each calendar year and there shall be at least one meeting in each Quarter.
- 8.2 The quorum for meetings of the Management Committee shall be fixed from time to time by a decision of the Management Committee, but it must never be less than 50% of persons on the Management Committee. If the total number of members of the Management Committee for the time being is less than the quorum required, the Management Committee must not take any decision other than a decision to admit members to the Club.
- 8.3 Notice of any meeting of the Management Committee must be in writing and, subject to Rule 8.5, at least 7 days' notice must be given to each member of the Management Committee. The notice must also set out:
 - 8.3.1 the proposed date and time;
 - 8.3.2 where it is to take place;
 - 8.3.3 an agenda for the meeting; and
 - 8.3.4 if it is anticipated that persons participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 8.4 Notice of a meeting of the Management Committee need not be given to persons who waive their right to notice of that meeting, by giving notice to the Secretary to that effect not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting is held, that does not affect the validity of the meeting or of any business conducted at it.
- 8.5 In addition to meetings held in accordance with Rule 8.1, any member of the Management Committee may request at any time that a meeting of the Management Committee is held by a request to the Secretary. The Chairman and the Secretary shall have discretion to call such a meeting of the

Management Committee if they both 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 in relation to any meeting of the Management Committee called in such circumstances.

- 8.6 The Chairman shall be chairman of the Management Committee. The Chairman shall preside as chairman at all meetings of the Management Committee at which he shall be present. If at any meeting the Chairman is absent or is not present within 15 minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Management Committee present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is to be treated as the chairman for the purposes of these Rules.
- 8.7 Decisions of the Management Committee shall be made by a simple majority and in the event of an equality of votes the resolution on which the Management Committee is voting shall not be passed. The Chairman shall not have a casting vote.
- 8.8 A resolution in writing which is either i) signed by all the persons entitled to receive notice of a meeting of the Management Committee; or ii) in the case of a resolution circulated by electronic communication, has been assented to by all of the persons entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held and may consist of several documents or electronic communications in the same form each signed or assented to by one or more members of the Management Committee.

Delegation and sub-committees

- 8.9 The Management Committee may delegate any of the powers which are conferred on it under these Rules:
- 8.9.1 to such person or committee;
 - 8.9.2 by such means (including by power of attorney);
 - 8.9.3 to such an extent;
 - 8.9.4 in relation to such matters or territories; and
 - 8.9.5 on such terms and conditions;
- as it thinks fit provided that if it delegates any of its powers to a committee then that committee must have a member of the Management Committee as its chairman.
- 8.10 The Management Committee may from time to time appoint 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. Any such sub-committee may be made up of:
- 8.10.1 members of the Club; or
 - 8.10.2 any person who is not a member of the Club but only if the Management Committee in its reasonable opinion believes it is desirable for such a person to sit on such sub-committee because they have specialist knowledge or expertise which is not available from the members of the Club,
- provided that the chairman of any such committee shall always be a member of the Management Committee.
- 8.11 All persons to whom powers are delegated by the Management Committee, including but not limited to, sub-committees shall produce reports of such activities to the Management Committee as soon as practicable, and in any case within 14 days. In the case of all sub-committees, each sub-committee shall produce full minutes of all meetings and provide such minutes to each member of the Management Committee within 14 days of such a meeting. The Management Committee shall procure that, subject to Rules 8.20 and 8.21, all minutes and resolutions of sub-committees are posted on the

Club Website within 7 days of being approved by the Management Committee.

- 8.12 The Management Committee shall produce terms of reference for each sub-committee which it appoints in accordance with Rule 8.10 and each sub-committee shall conduct its business in accordance with the terms of reference determined by the Management Committee from time to time. The terms of reference of each sub-committee shall be posted on the Club Website and shall be sent by an electronic communication to members who have consented to receive notices by electronic communication, each within 7 days of being approved by the Management Committee.
- 8.13 The quorum for any sub-committee established by the Management Committee shall be as set by the Management Committee taking account of the size of the sub-committee but it shall be not less than 50% of the members of any such sub-committee.

Powers of the Management Committee

- 8.14 The Management Committee shall be responsible for the management of the Club. In particular, the Management Committee shall have power to enter into contracts for the purposes of the Club on behalf of all the Members, and shall have the sole right of appointing and determining the terms and conditions of service of employees of the Club.
- 8.15 If the Management Committee proposes expenditure above £15,000 on any particular item (or associated items) it shall seek the views of the members by way of the Management Committee posting an appropriate bulletin on the Club website and the Clubhouse notice board and by an electronic communication to members who have consented to receive notices by electronic communication, informing the members of such proposed expenditure and the proposed timing of such expenditure. Such notice shall be given to members as soon as practicable following the meeting of the Management Committee at which such proposed expenditure is discussed and approved in principle. Such notice shall be given to members sufficiently in advance of such expenditure to enable the members to provide their views in a proper manner.
- 8.16 The Management Committee shall appoint Trustees, to hold office until death or resignation unless removed from office by a resolution of the Management Committee or by a resolution duly passed at a general meeting. The Chairman from time to time is nominated as the person to appoint new Trustees within the meaning of Section 36 of the Trustee Act 1925. A new Trustee or new Trustees shall be nominated by resolution of the Management Committee and the Chairman shall by 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 Management Committee in good faith be conclusive evidence of the fact so stated.
- 8.17 The number of Trustees shall not be more than four or less than two.
- 8.18 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.
- 8.19 The Management Committee shall procure that full minutes of any meeting of the Management Committee and any decisions of the Management Committee are produced. Such minutes shall be circulated to each member of the Management Committee within 14 days of such meeting or such decision being made and shall be approved by the members of the Management Committee within 14 days of their circulation. The Management Committee shall procure that, subject to Rules 8.20 and 8.21, all minutes and resolutions of the Management Committee are posted on the Club Website within 7 days of being approved by the Management Committee as a true and accurate record of proceedings.

- 8.20 Any matter of the Management Committee or any sub-committee which is dealt with at a meeting of the Management Committee; or in accordance with Rule 8.8; or at a meeting of a sub-committee, and is in the reasonable opinion of a majority of the members of the Management Committee (acting in good faith) at the time, confidential business, shall be redacted from the minutes or resolutions of the Management Committee which are posted in accordance with Rule 8.19 or the minutes or resolutions of a sub-committee which are posted in accordance with Rule 8.11.
- 8.21 For this purpose of Rule 8.20, "confidential business" is business which is, in the reasonable opinion of two-thirds of the members of the Management Committee at the time, i) confidential in nature; or ii) if disclosed would, or is very likely to, cause harm to the Club or unreasonable harm to third parties; or iii) a matter involving disclosures made to the Management Committee or a sub-committee or any member of the Management Committee or a sub-committee in circumstances importing an obligation of confidence.
- 8.22 Committee members shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by a majority of the members of the Committee absent himself from discussions of such matters and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Committee member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Management Committee. If this is not possible, the matter shall be adjourned or deferred.
- 8.23 The nature of the interest of a Member must be declared at the meeting of the Management Committee at which the relevant matter is first taken into consideration, if the interest then exists. If a Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the next meeting of the Management Committee.
- 8.24 The Finance Director must keep an updated register of disclosures. Any declaration made by a Member must be recorded in the minutes of the relevant Management Committee meeting. The Finance Director's report to the annual general meeting will contain a summary of contractual and financial transactions commenced or completed where a member's interest was disclosed.

9. **Annual general meeting**

- 9.1. The annual general meeting of the Club shall be held upon such date as the Management Committee shall decide each year but shall be later than 30 November to transact the following business:
- 9.1.1. to receive the Chairman's report of the activities of the Club during the previous year;
 - 9.1.2. to receive and consider the accounts of the Club for the previous year, the Finance Director's report as to the financial position of the Club and to consider and approve the same;
 - 9.1.3. to remove and elect the auditor of the Club, or if the accounts of the Club are not audited, the Club's accountants or confirm that such person remains in office;
 - 9.1.4. to elect or re-elect the members of the Management Committee in accordance with these Rules;
 - 9.1.5. to decide on any resolution which may be duly submitted in accordance with Rule 9.2 below;
 - 9.1.6. to deal with any special matters which the Management Committee desires to bring before the membership.
- 9.2. Not less than 10 members of the Club may propose a resolution to be considered at the annual general meeting provided any such resolution must be proposed by such persons in writing to the Secretary not less than 21 days before the meeting. Any such resolution shall be dealt with in the same manner as is set out in Rule 10.2.
- 9.3. No period greater than fifteen months shall elapse between one annual general meeting and the next.

10. **Calling of meetings and procedures at annual and general meetings**

- 10.1. A general meeting:
 - 10.1.1. may be called at any time by the Management Committee; and
 - 10.1.2. shall be called within 21 days of receipt by the Management Committee of a requisition in writing signed by not less than 5% of members of the Club (calculated at the time of receipt of such requisition in writing) stating the purpose for which the meeting is required and the resolutions which are proposed and the date of such meeting must be not more than 28 days after the date of the notice by which the Management Committee is required to convene the meeting.
- 10.2. The Secretary shall prominently display in the Club house and on the Club Website written notice of the date of:
 - 10.2.1. the annual general meeting at least 56 days before the meeting;
 - 10.2.2. subject to Rule 10.1.2, any other general meeting at least 28 days before the meeting,and shall display the resolutions to be proposed at least 21 days before the meeting in the Club house and on the Club Website. In the case of the annual general meeting only, a copy of the accounts which are to be considered and approved by the members shall also be prominently displayed in the Club house and on the Club Website at least 14 days before the annual general meeting.
- 10.3. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 10.4. The quorum for the annual general meeting and general meetings shall be 5% of the members (calculated at the time of such meeting) who are present in person, by proxy or have submitted a vote by way of electronic voting.
- 10.5. The Chairman or any member of the Management Committee nominated by the Management Committee shall preside at all meetings of the Club. If no other member of the Management Committee is present or willing to preside the Members present in person and entitled to vote may choose one of their number to be chairman of the meeting.
- 10.6. Each Member who is entitled to receive notice of, attend and vote at a general meeting in accordance with Rule 11.1 shall have one vote and resolutions shall be passed by a simple majority voting by way of the following methods:
 - 10.6.1. the member being present and voting; or
 - 10.6.2. the member voting by proxy pursuant to Rule 12; or
 - 10.6.3. by a vote submitted by a member by electronic means, in such manner as the Management Committee shall in its discretion decide.
- 10.7. The Secretary, or in his absence a member of the Management Committee or such person as is nominated by the Management Committee, shall take minutes at annual and general meetings.
- 10.8. The Management Committee may make whatever arrangements they consider appropriate to enable those attending an annual general meeting or general meeting in person, by proxy or by electronic voting to exercise their rights to speak and vote at it.
- 10.9. The chairman of the meeting may refuse to permit a person to speak at the annual general meeting or at a general meeting or to cease to continue to speak if he believes it is necessary in order to:
 - 10.9.1. maintain order at the meeting; or
 - 10.9.2. it is in the interests of time if he, in his absolute discretion, determines that the matter which is being discussed has been adequately discussed; or

- 10.9.3. for any other reason the chairman, acting in good faith, determines to be necessary.
- 10.10. The chairman of the meeting may, in his absolute discretion, permit other persons who are not members of the Club to attend and speak at a general meeting.
- 10.11. If the members attending a general meeting within 15 minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting shall adjourn it in accordance with these Rules save that the inquorate meeting may still proceed for a general discussion of the matters which were proposed but without taking any votes and without prejudice to the requirement to adjourn the meeting.
- 10.12. If at the adjourned meeting, a quorum in accordance with Rule 10.4 is not present within 15 minutes from the time appointed for holding the meeting, the members present in person, or by proxy or who have submitted electronic votes shall be the quorum provided that the number of members shall be not less than 5 members.
- 10.13. The chairperson of the meeting shall adjourn a general meeting at which a quorum is present if:
- 10.13.1. the meeting consents to an adjournment, or
- 10.13.2. it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner or for any other reasonable reason.
- 10.14. When adjourning a general meeting, the chairperson of the meeting:
- 10.14.1. must either specify the time and place to which it is adjourned, which shall be not less than 7 days from the date of the general meeting which is being adjourned, or state that it is to continue at a time and place to be fixed by the directors, subject to this being in accordance with these Rules and not less than 7 days from the date of the general meeting which is being adjourned, and
- 10.14.2. subject to Rule 10.14.1, may have regard to any request as to the time and place of any adjournment which has been given at the meeting.
- 10.15. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 10.15.1. to the same persons to whom notice of the Club's general meetings is required to be given, and
- 10.15.2. containing the same information which such notice is required to contain; and
- 10.15.3. displayed in the same manner as notice of the Club's general meetings is required to be displayed in accordance with Rule 10.2.

11. Voting

- 11.1. Subject to Rules 5.4.4 and 11.2, every member of the Club shall be entitled to receive notice of, attend general meetings and to vote.
- 11.2. The Junior Members of the Club shall not be entitled to receive notice of, attend or vote at general meetings.
- 11.3. A person is able to exercise the right to vote at a general meeting when:

- 11.3.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting provided that person is:
 - 11.3.1.1. in actual attendance at the meeting; or
 - 11.3.1.2. has appointed a proxy to vote for him or her; or
 - 11.3.1.3. has submitted an electronic vote in a form permitted by the Club; and
- 11.3.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting either in person, or by proxy or by submitting an electronic vote in a form permitted by the Club.
- 11.4. A resolution put to the vote of a general meeting may be decided on a show of hands unless the Management Committee decides that there shall be a poll or if a poll is duly demanded in accordance with these Rules.
- 11.5. A poll on a resolution may be demanded:
 - 11.5.1. in advance of the general meeting where it is to be put to the vote by a request in writing signed by not less than 5% of members of the Club (calculated at the time of receipt of such requisition in writing); or
 - 11.5.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 11.6. A poll may be demanded by:
 - 11.6.1. the chairman of the meeting;
 - 11.6.2. the Management Committee; or
 - 11.6.3. not less than 5 members of the Club who are in attendance at the meeting in person, or by proxy or who have submitted an electronic vote as permitted by the Club.
- 11.7. A demand for a poll may be withdrawn if:
 - 11.7.1. the poll has not yet been taken, and
 - 11.7.2. the chairman of the meeting consents to the withdrawal.
- 11.8. Polls shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

12. Proxies

- 12.1. Any member may elect to be present at a meeting of the members by attending in person, or by proxy or by submitting an electronic vote in a form permitted by the Club.
- 12.2. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the members of the Club.
- 12.3. Proxies may only validly be appointed by a notice in writing (proxy notice) which:
 - 12.3.1. states the name and address of the member appointing the proxy;
 - 12.3.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 12.3.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the members of the Management Committee may determine; and
 - 12.3.4. is delivered to the Club:

- 12.3.4.1. in accordance with the notice provisions set out in Rule 23 of these Rules; and
 - 12.3.4.2. and is received by the Club no later than 24 hours before the time of the meeting; and
 - 12.3.4.3. is in accordance with the instructions, if any, contained in the notice of the general meeting to which such proxy relates.
- 12.4. The Management Committee may determine the form of any proxy notices to be delivered to members, and may specify different forms for different purposes.
- 12.5. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.6. Unless a proxy notice indicates otherwise, it must be treated as:
- 12.6.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 12.6.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 12.7. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Secretary (in such manner as shall be directed on the form of Proxy Notice) by or on behalf of that person.
- 12.8. An appointment under a proxy notice may be revoked by delivering to the Secretary a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 12.9. A notice revoking a proxy appointment only takes effect if it is delivered to the Secretary before the start of the meeting or adjourned meeting to which it relates.
- 12.10. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

13. **Minutes of general meetings**

- 13.1. The Secretary, or such other person as the Management Committee nominates, shall take minutes at annual general meetings and general meetings.
- 13.2. The minutes of an annual general meeting or general meeting should be received and approved by the Management Committee within 21 days of the relevant meeting and published on the Club Website within 30 days of the meeting.

14. **Rules relating to intoxicating liquor**

- 14.1. Rules 14.2 - 14.6 and any other rules made from time to time in relation to intoxicating liquor shall be subject at all times to the terms of the licence for the supply of intoxicating liquor which is issued to the club by the relevant regulatory authority.
- 14.2. Purchase for the Club and supply by the Club of intoxicating liquor shall be in the absolute discretion of those members of the Management Committee who have been elected by the members of the Club. In relation to any business at a meeting of the Management Committee at which the purchase for the Club and supply by the Club of intoxicating liquor is discussed, any member of the Management Committee who has not been elected by the members shall not participate. The Management Committee shall not delegate the responsibility for the purchase and supply of intoxicating liquor.
- 14.3. No one may at any time receive at the expense of the Club or any Member any commission, percentage or similar payment on or with reference to purchases of intoxicating liquor by the Club.

- 14.4. No one may directly or indirectly derive any pecuniary benefit from the supply of intoxicating liquor by or on behalf of the Club to Members or guests apart from any benefit accruing to the Club as a whole and apart also from any benefit which a person derives indirectly by reason of the supply giving rise to or contributing to a general gain from the carrying on of the Club.
- 14.5. The permitted hours for the supply of intoxicating liquor shall be as prescribed by the Club's licence issued in accordance with the Licensing Act 2003 or any amendment thereof or as the same shall be extended from time to time.
- 14.6. Persons, other than Members and their guests, may be admitted to the Club's registered premises and, subject to any conditions attached to the registration certificate for the Club premises, intoxicating liquor may be sold to those persons by or on behalf of the Club for consumption on the premises and not elsewhere.

15. **Guests**

- 15.1. Any Member may introduce playing or non-playing guests to the Club, provided that no one who has been expelled from the Club may be introduced as a guest.
- 15.2. The Member introducing a playing guest must enter the name and address of that guest together with his own name in a book which must be kept on the Club's premises and pay the guest fee in such sum and in such manner as the Management Committee shall prescribe from time to time.
- 15.3. Subject to Rule 15.5, no one may be admitted as a playing guest of the Club on more than six occasions.
- 15.4. For the avoidance of doubt members of other club teams visiting for the purpose of playing Club matches shall be deemed to be temporary Members of the Club for the duration of their visit.
- 15.5. Notwithstanding the other provisions of this Rule 15, the Management Committee shall be permitted to issue guest passes to non-members and shall have the discretion to determine the conditions on which such guest passes are issued and the privileges of the Club to which such holder is entitled. A holder of a guest pass shall not be a member of the Club and shall not be entitled to receive notice of, or attend and vote at general meetings.

16. **Opening of Club premises**

- 16.1. Subject to Rule 16.2, the Club is open between 8.00am and 11pm on Monday to Friday, 8.30am and 10.30pm on Saturday, 8.30am to 9.30pm on Sunday or at such other times or for such other periods as the Management Committee shall decide.
- 16.2. The Management Committee shall determine on which days the Club shall be closed and shall post such days a reasonable period in advance (being not less than 5 days) on the notice board in the Clubhouse and on the Club Website, and by an electronic communication to members who have consented to receive notices by electronic communication.

17. **Alteration of the rules**

- 17.1. The Management Committee shall maintain and operate the Rules and any such Rules for the time being in force shall be binding upon the members.
- 17.2. From time to time:
 - 17.2.1. Subject to Rules 17.3 and 17.4, the Management Committee may propose that the Rules (or any part of them) are amended or revoked; and
 - 17.2.2. the members may amend or revoke the Rules (or any part of them) by way of an ordinary resolution passed at a general meeting following a requisition made pursuant to Rule 17.4.

17.3. Any proposed change to the Rules made by the Management Committee shall be notified to the members as soon as reasonably practicable and the Management Committee shall issue bulletins, posted on the Club Website and the Clubhouse notice board and by an electronic communication to members who have consented to receive notices by electronic communication, informing the members of such proposed amendments to the Rules together with a copy of the proposed updated version of the Rules. If, after 60 days from the date on which the amended Rules have been posted on the Club Website and the Clubhouse notice board and given by an electronic communication to members who have consented to receive notices by electronic communication, the Club has not received a requisition in accordance with Rule 17.4 the amended Rules shall come into immediate effect without any further steps being required.

17.4. 5% of the members of the Club (calculated at the time of such requisition), may requisition the Secretary to call a meeting of the members in accordance with Rule 10.1.2 if such members wish to propose a resolution that any of the Rules (or any part of them), should no longer be in force or should be amended or added to.

18. **Regulations and Standing Orders**

18.1. 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. The Management Committee may in its absolute discretion make exceptions to any regulations and standing orders if the particular circumstances make that desirable in the interests of the Club.

18.2. The Committee shall issue bulletins, posted on the Club Website and the Clubhouse notice board, and sent by an electronic communication to members who have consented to receive notices by electronic communication, informing them of amendments, alterations, interpretations or other changes to regulations and standing orders approved by the Management Committee and binding on Members. An updated version of the rules incorporating regulations and standing orders binding on members shall be posted on the Club Website with a hard copy available in the Clubhouse. The Chairman will include in his report to the annual general meeting instances when the Management Committee has changed or set aside any such standing orders or regulations.

19. **Finance**

19.1. All moneys payable to the Club shall be received by such person or persons as are authorised from time to time by the Management Committee to receive such moneys and shall be deposited in such bank account or accounts in the name of the Club as the Management Committee shall decide from time to time. The Management Committee may further make such rules and provisions as it thinks fit as to the method and authorisation required for drawing money from such account or accounts provided that reasonable precautions are taken against the misappropriation of the Club's funds. Any moneys not required for immediate use may be invested as the Management Committee in its discretion thinks fit.

19.2. 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 or third parties.

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 or employee of the Club and to any other person or persons for services rendered to the Club. No reimbursement of expenses should be claimed without prior approval of the Management Committee. The Finance Director should report to meetings of the Management Committee on monies paid to Members and members of the Management Committee.

19.4. The financial transactions of the Club shall be recorded under the direction of the Finance Director in such manner as the Management Committee thinks fit.

19.5. Full accounts of the financial affairs of the Club shall be prepared each year. These accounts shall be duly examined by an accountant appointed by the Management Committee. The accounts must be made available to every Member attending the annual general meeting. The Finance Director's report

to the AGM shall include a breakdown of expenses and fees paid to members of the Management Committee.

20. Borrowing

- 20.1. The Club may from time to time borrow a maximum total amount of £25,000 for expenditure on any particular item (or associated items) for the purposes of the Club without the approval of the members. If the Club wishes to borrow an amount in excess of £25,000 it may do so provided such borrowing is approved by a simple majority of the members at a general meeting in accordance with Rule 10.6.
- 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 (including but not limited to by mortgage of or charge upon, or by the issue of a debenture 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 direction of the Management Committee and subject to Rule 20.2, make such dispositions of the Club's property or any part thereof and acquisitions of property, 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 and any other investment, 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 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.

22. Insurance

- 22.1. The Management Committee may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant member of the Management Committee in respect of any relevant loss.
- 22.2. In this Rule:
 - 22.2.1. a relevant member of the Management Committee means any member of the Management Committee or former member of the Management Committee;
 - 22.2.2. a relevant loss means any loss or liability which has been or may be incurred by a relevant member of the Management Committee in connection with that person's duties or powers in relation to the Club.

23. Notices

- 23.1. Any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:
 - 23.1.1. if delivered by hand, at the time the notice, document or other information is left at the address; or
 - 23.1.2. if sent by pre-paid United Kingdom first class post or another next working day delivery service providing proof of postage to an address in the United Kingdom, at 9.00 am on the second Business Day after posting; or

- 23.1.3. if sent or supplied by email or other electronic communication permitted by the Club, at the time of transmission; and
 - 23.1.4. if deemed receipt under the previous paragraphs of this clause 23.1 would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9.00 am on the day when business next starts in the place of deemed receipt. For the purposes of this Rule 23, all references to time are to local time in the place of deemed receipt.
- 23.2. To prove service, it is sufficient to prove that:
- 23.2.1. if delivered by hand, the notice was delivered to the correct address; or
 - 23.2.2. if sent by post, the envelope containing the notice was properly addressed, paid for and posted; or
 - 23.2.3. if sent by email or other electronic communication permitted by the Club, the notice was properly addressed and sent to the email or other electronic address of the recipient.
- 23.3. In proving that any notice, document or information was properly addressed, it will suffice to show that the notice, document or information was addressed:
- 23.3.1. In respect of the Club to the premises of the Club as set out in Rule 3.1.4 for the attention of the chairman of the Management Committee; or
 - 23.3.2. In respect of a member, to such address as is recorded in the register of members of the Club as being the address of that member.
24. **Dissolution**
- 24.1. A resolution to dissolve the Club shall be proposed only at a general meeting and shall be passed only if carried by a majority of at least three-quarters of the Members voting in person, by proxy or by electronic voting.
- 24.2. If the reason for the winding-up or dissolution of the Club is to transfer the assets of the Club to another entity where a substantial number of the members of the Club immediately prior to such winding-up or dissolution are, or will be, members of such other entity (including, but not limited to, where the club merges with another tennis or sports club and where the other entity is an unincorporated association), any remaining assets of the Club after all debts and liabilities have been settled shall be transferred to such entity.
- 24.3. Subject to Rule 24.2, upon dissolution of the Club any remaining assets after all liabilities have been settled shall, at the absolute discretion of the Management Committee be given or transferred to another CASC or the governing body of tennis for use in related community sports.