

UNINCORPORATED ASSOCIATION – NON PROFIT MAKING MEMBERS CLUB

CONSTITUTION OF THE GRAYSHOTT TENNIS CLUB (the Club)

INTERPRETATION AND OBJECTS

1. Interpretation

1.1 In this Constitution, unless the context otherwise requires:

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Conflict: means a situation in which a Management Committee Member has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Club;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

Eligible Committee Member: means a Management Committee Member who would be entitled to vote on the matter at a Committee meeting (but excluding in relation to the authorisation of a Conflict pursuant to Rule 10, any Committee Member whose vote is not to be counted in respect of the particular matter);

Family Member: means the collective membership of 2 Adults and the Juniors and/or Students under their responsibility;

Game: means the game of tennis;

Junior Member: means a Member aged 18 and under;

Under 10 Junior Member: means a Member aged under 10;

LTA: means the Lawn Tennis Association;

LTA Disciplinary Code: means the disciplinary code of the LTA in force from time to time;

LTA Rules: means the rules of the LTA as in force from time to time;

Committee: means the committee appointed under Rule 4 to manage the Club;

Committee Member: means a member of the Committee and includes any person occupying the position of Committee Member, by whatever name called;

Member: means a member of the Club admitted from time to time to membership of the Club in accordance with Rule 11 and **Membership** shall be construed accordingly

Ordinary Resolution: means a resolution requiring a simple majority (more than 50%) of the Members entitled to vote;

Special Resolution: means a resolution requiring a majority of not less than 75% of the Members entitled to vote;

Student Member: means a Member who is under 25 and is a full-time student;

1.2 References to **Rule** or **Rules** are to the rules of this Constitution.

2. **Mission, Principles and Object of the Club**

2.1 Mission

Our mission is to offer to people of all standards, in and around the Grayshott area, the facility to play tennis in a welcoming, affordable, and safe environment.

2.2 Club Principles

Safe and enjoyable play; playing tennis at GTC is good fun, safe and welcoming. Members seek to include others in games making it a friendly local club

Fair and respectful play; we respect other members and members of the public; we are cordial and well behaved and abide by the rules of the game

Welcome and include others; our members are pleasant to members of the public playing at the club and go out of their way to encourage new members to join

Respect and look after our Club; we take care of the club's facilities, courts, lighting and we keep the club looking neat and tidy at all times

Support our Club; members play an active role in supporting the club by paying membership, attending events and participating in teams

2.3 Object

The object for which the Club is established is to:

1. principally provide facilities for and generally to promote, encourage and facilitate the playing of the Game amongst the community;
2. provide and maintain the Club's premises and club-owned tennis equipment for the use of its Members;
3. provide the other ordinary benefits of an amateur sports club;
4. take and retain a membership of the LTA;
5. do all such other things as the Committee thinks fit to further the interests of the Club, to advance and safeguard the interests of the Game, to promote increases in participation at all levels of the Game or as are otherwise incidental or conducive to the attainment of all or any of the objects stated in this Rule;
6. communicate to Members all Club related matters including events and tournaments.

3. **Number and Composition of the Management Committee**

3.1 Unless otherwise determined by ordinary resolution, the number of Committee Members shall be subject to a maximum of ten but shall not be less than three.

3.2 The Club shall be managed by a Committee which may comprise the following:

- 3.2.1 the Chairman;
- 3.2.2 the Honorary Secretary
- 3.2.3 the Membership Secretary;
- 3.2.4 the Honorary Treasurer;

- 3.2.5 a maximum number of six other positions as determined by the Committee to cover key responsibilities
- 3.2.6 At least three of the Committee Members must be unrelated or non-cohabiting.
- 3.3 Each Committee Member agrees to be bound by and subject to this Constitution, the LTA Rules and the LTA Disciplinary Code.
- 3.4 The Committee may seek additional volunteers or working groups. These participants should be Members but not necessarily part of the Committee.
- 3.5 The Committee may delegate any of the powers that are conferred on them by this Constitution to such person, or working group, by such means (including power of attorney), to such extent, in relation to such matters and on such terms and conditions as they think fit. If the Committee Members specify, any such delegation may authorise further delegation of Members' powers. The Committee may revoke any delegation or alter its terms and conditions.
- 3.6 The Committee Members may exercise all of the powers of the Club for the purposes of the management of the Club including the entry into contracts as agent for the Members.
- 3.7 The Committee Members from time-to-time shall be indemnified out of the assets of the Club for all expenses and other liabilities properly incurred by them in the management of the affairs of the Club.
- 4. **Appointment of the Committee**
 - 4.1 The Members may by ordinary resolution appoint a person who is willing to act as a Committee Member, either to fill a vacancy or as an addition to the existing Committee but the total number of Committee Members shall not exceed any maximum number fixed in accordance with this Constitution.
 - 4.2 Before any Committee Member is elected the Club must:
 - 4.2.1 consider the skills, experience and diversity of the prospective Committee Member;
 - 4.2.2 consider whether the prospective Committee Member would satisfy the HMRC fit and proper person test to be involved in the general control, management and administration of the Club;
- 5. **Retirement of Management Committee Members**
 - 5.1 Once a Committee Member has served 5 [five] years, that role will become available for any Member wishing to join the Committee in that role at the next AGM. The existing Committee Member will have the option to stand against any other candidates; it would then be a matter of a majority vote by the Members at the AGM. If there are no Members wishing to stand for a role on the Committee, the Committee Member will be automatically reappointed (should they be willing to do so).
 - 5.2 The Honorary Secretary will actively advertise any Committee Member role that is coming up for retirement.
- 6. **Members' reserve power**
 - 6.1 The Members may, by Special Resolution, instruct the Committee Members to take, or refrain from taking, any specified action.
 - 6.2 No such Special Resolution invalidates anything which the Committee Members have done before the passing of the resolution.

6.3 The following matters require approval by Ordinary Resolution of the Members: (Approval would be a simple majority of those members voting)

6.3.1 entry into any contract with a third party which will incur a cost to the Club in excess of 75% of the Club's available funds (after any available grants have been taken into account);

6.3.2 entry into an employment contract with an employee with remuneration in excess of £5,000 per annum;

6.3.3 Any borrowing of funds in excess of £5,000

6.3.4 Any matter that restricts Members access to use the tennis courts for more than 3 months

7. **Calling a Committee Meeting**

7.1 Any Committee Member may call a Committee meeting by giving not less than 14 Business Days' notice of the meeting (or such lesser notice as all the Committee Members may agree) to the Committee Members.

7.2 The Committee must hold at least four meetings every calendar year and one Annual General Meeting.

8. **Quorum for Management Committee Meetings**

8.1 Subject to Rule 8.2, the quorum for the transaction of business at a Committee meeting is at least 50% of the Committee Members appointed at the time of the meeting (subject to a minimum of 3 Eligible Committee Members).

8.2 If the total number of Committee Members in office for the time being is less than the quorum required, the Management Committee Members must not take any decision other than a decision:

8.2.1 to appoint further Committee Members; or

8.2.2 to call a general meeting so as to enable the Members to appoint further Committee Members.

8.3 In the event that, following a general meeting, there remains insufficient Committee Members to form a quorum, the Committee Members will meet with the Grayshott Parish Council as a Committee Member of last resort to enable the necessary decisions to be taken to allow for the proper running of the Club, and that this procedure shall continue until the Committee reaches a quorum.

9. **Casting Vote**

9.1 Decisions of the Committee shall be made by a simple majority.

9.2 If the number of votes for and against a proposal at a Committee meeting are equal, the Chairman or other Committee Member chairing the meeting shall have a casting vote.

10. **Records of Decisions to be Kept**

Where decisions of the Committee are taken by electronic means, such decisions shall be recorded by the Committee in permanent form, so that they may be read with the naked eye.

11. **Membership**

11.1 Membership of the Club is open to anyone interested in coaching, volunteering or participating in the Game, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.

11.2 The Membership shall consist of the following categories:

11.2.1 Adult Member;

11.2.2 Under 10 Junior Member;

11.2.3 10 and over Junior Member;

11.2.4 Student Member;

11.2.5 Family Member.

11.3 Any individual is permitted to play as a guest when accompanied by a member up to three times per year, anyone wishing to play more frequently should apply to become a member and pay the appropriate membership fee.

11.4 The Club shall admit to Membership an individual or organisation which:

11.4.1 applies to the Club using the application process approved by the Committee; and

11.4.2 is approved by the Committee.

A letter or email shall be sent to each successful applicant confirming their Membership of the Club and the details of each successful applicant shall be entered into the register of Members.

11.5 No candidate who has been accepted as a Member shall be entitled to the privileges of Membership (including voting rights) until he or she has paid the Membership fee.

11.6 Any Member whose Membership fee is more than three months in arrears shall be deemed to have resigned his Membership of the Club and their privileges shall be removed

12. **Votes of Members**

12.1 At any general meeting every Adult Member who is present in person shall on a show of hands have one vote.

12.2 No objection may be raised as to the qualification of any person voting at a meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting.

12.3 There shall be no right for a Member to vote by proxy. No person may represent more than one Member. However, a member may appoint a fellow Member to be his or her proxy specifically for the Wimbledon Ballot if that Member is not available on the day of the proposed Ballot.

13. **Annual General Meeting**

13.1 The annual general meeting of the Club shall be held at such time as the Committee shall decide each year to transact the following business:

13.1.1 to receive the Chairman's report of the activities of the Club during the previous year;

13.1.2 to receive and consider the accounts of the Club for the previous year;

- 13.1.3 to vote in or re-elect Committee Members; and
- 13.1.4 to deal with any other matters which the Committee desires to bring before the Membership.
- 13.2 Notice of any resolution proposed to be moved at the annual general meeting shall be given in writing to the Members not less than 21 days before the meeting.
- 13.3 No period greater than fifteen months shall elapse between one annual general meeting and the next.
14. **Extraordinary General Meeting**
- 14.1 An extraordinary general meeting may be called at any time by the Committee and shall be called within 28 days of receipt by the Chairman of a requisition in writing signed by not less than 40% of the Members stating the purposes for which the meeting is required and the resolutions proposed.
15. **Procedures at the Annual and Extraordinary General Meetings**
- 15.1 The President shall send to each Member at his/her last known address or email address written notice of the date, time and place of the general meeting together with the resolutions to be proposed at least 21 days before the meeting. The accidental failure to give notice to any person entitled to notice, or the accidental omission of any such details in any notice, shall not invalidate the proceedings at the meeting.
- 15.2 The quorum for the annual and extraordinary general meetings shall be 5 Members including Committee Members
- 15.3 The Chairman or in his or her absence an appointed Committee Member shall preside at all meetings of the Club but if he/she is not present within 15 minutes after the time appointed for the meeting or has signified his/her inability to be present at the meeting, the Members (or if none, then the Treasurer) present may choose one of the other Committee Members present to preside and if no other Committee Members is present or willing to preside the Members present may choose one of their number to be chairman of the meeting.
- 15.4 If the persons attending an annual or extraordinary general meeting do not constitute a quorum within half an hour of the time at which the meeting was due to start, or if during a meeting, a quorum ceases to be present, the chairman of the meeting must adjourn it. When adjourning an annual or extraordinary general meeting the chairman of the meeting must specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Committee Members. The chairman must have regard to any directions as to the time and place of any adjournment which have been given by the meeting. If the continuation of an adjourned annual or extraordinary general meeting is to take place more than 14 days after it was adjourned the Club must give at least 7 days' notice to the persons to whom notice of the Club's meetings is required to be given in accordance with Rule 15.1. No business can be transacted at adjourned annual or extraordinary general meetings which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 15.5 A Committee Member, shall take minutes at annual and extraordinary general meetings.
16. **Finances**
- 16.1 The income and property of the Club from wherever derived shall be applied solely in promoting the Club's objects.
- 16.2 All moneys payable to the Club shall be received by the person authorised by the 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 or bank transfer signed by two

signatories who shall be the Treasurer and another Committee Member. Any moneys not required for immediate use may be invested as the Committee in its discretion thinks fit.

- 16.3 The Committee shall have power to authorise the payment of remuneration and expenses to any officer, Committee Member, Member or employee of the Club and to any other person or persons for services rendered to the Club. The remuneration of a Committee Member, Member or employee of the Club or other person may take any form as agreed with that person as long it is in accordance with the rest of this Constitution.
- 16.4 The Club may pay any reasonable expenses that the Committee Members properly incur in connection with their attendance at meetings of the Committee or at annual or other general meetings of the Club or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.
- 16.5 The financial transactions of the Club shall be recorded in such manner as the Committee thinks fit by the Treasurer.
- 16.6 Full accounts of the financial affairs of the Club shall be prepared each year and shall be made available to any Member on request.

17. **Limitation of Liability**

- 17.1 The Member's liability under the indemnities at Rule 3.7 is limited to the assets of the Club.

18. **Use of Facilities**

- 18.1 The Club agrees that any unlicensed and unregistered coaches and, so far as reasonably practicable, players and other persons using the facilities of the Club will be required, as a condition of such use, to agree to be bound by and subject to this Constitution, the LTA Rules and the LTA Disciplinary Code.

19. **Means of Communication to be Used**

Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- 19.1 if properly emailed or addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- 19.2 if properly emailed or addressed and delivered by hand, when it was given or left at the appropriate address;
- 19.3 if properly emailed or addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 19.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Rule, no account shall be taken of any part of a day that is not a Business Day.

20. **Dissolution**

20.1 A resolution to dissolve the Club shall be proposed only at a general meeting and shall be passed by a special resolution of the Members present and voting.

20.2 The dissolution shall take effect from the date of the resolution and the Committee Members shall be responsible for the winding-up of the assets and liabilities of the Club.

20.3 Any property remaining on a winding up or dissolution of the Club after the discharge of the debts and liabilities of the Club shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to one or more of the following sporting or charitable bodies (i) the LTA for use in community related initiatives for the Game; (ii) another registered community amateur sports club for the Game; or (iii) a registered charitable organisation' (iv) the Grayshott Parish Council.

21. **Alteration of the Constitution**

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

22. **Regulations and Standing Orders**

The Committee shall have power to make, repeal and amend such regulations 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 Committee.