

The Companies Act 2006
Private Company Limited by Guarantee

Articles of Association

Tennis Sussex Limited

Adopted by Special Resolution passed on 27th November 2023

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The *Companies Act 2006*
Private Company Limited by Guarantee

Articles of Association Tennis Sussex Limited

Adopted by special resolution passed on 27th November 2023

Introduction, objects and limitation of liability

1 Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act means the *Companies Act 2006*.

AGM means the Annual General Meeting of the Association convened in accordance with Article 30.

Articles means the Association's articles of association for the time being in force.

Association means Tennis Sussex Limited (formerly known as Sussex County Lawn Tennis Association).

bankruptcy includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Board of Directors means the board of directors of the Association from time to time.

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

Chair means the person appointed to act as chair of the Association from time to time.

Championships means the Official Lawn Tennis Championships at Wimbledon recognised by the International Tennis Federation.

Clubs means tennis and padel and beach tennis clubs and venues as qualify for registration as a Member in accordance with Article 24.

Conflict means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Association.

County means the area comprising the counties of East and West Sussex and the City of Brighton and Hove.

County Colours means six gold martlets on an azure field.

director means a director of the Association and includes any person occupying the position of director, by whatever name called.

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

electronic form has the meaning given in section 1168 of the Act.

Eligible Director means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 20.1, any director whose vote is not to be counted in respect of the particular matter).

Game means the game of tennis including the games of lawn tennis and padel tennis.

Interested Director has the meaning given in Article 20.1.

Life Vice-Presidents means persons elected in accordance with Article 28.

LTA means the Lawn Tennis Association of the National Tennis Centre, 100 Priory Lane, Roehampton, London, SW15 5JQ.

LTA Councillor means the person(s) appointed by the Directors from time to time to serve on the Council of the LTA.

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

LTA Rules means the rules of the LTA in force from time to time.

Management Board means the Board of Directors appointed pursuant to these Articles.

Member means a person or organisation whose name is entered in the Register of Members of the Association and Membership shall be construed accordingly.

ordinary resolution means a resolution that is passed by a simple majority (more than 50% of the Members entitled to vote) in accordance with section 282 of the Act.

participate in relation to a director's meeting, has the meaning given in Article 17.

Patrons means persons expressing an interest in the Association and who have paid a subscription in accordance with Article 27.

Rules means any rules of the Association made pursuant to Article 46.

secretary means the secretary of the Association and any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary.

special resolution means a resolution passed by a majority of not less than 75% (of the Members entitled to vote) in accordance with section 283 of the Act.

subsidiary has the meaning given in section 1159 of the Act.

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2 Object

The object for which the Association is established is to:

- 2.1 to act jointly with the LTA as the governing body for the Game within the County, to advance and safeguard the interests of the Game, to promote increase in participation at all levels of the Game, and generally to do all such acts, manners, and things in connection with, or incidental, thereto;
- 2.2 to take and retain a membership interest with the LTA and to comply with, and uphold throughout the County, LTA Rules and LTA Disciplinary Code and the rules and regulations of any person or body to which the LTA is registered or affiliated;
- 2.3 subject to the LTA Rules, and the LTA Disciplinary Code, to make, amend and revoke rules and regulations for the control and governance of the Game in the County and for the disciplining of players, officials, coaches and others involved within the Game and to comply with and uphold these rules;
- 2.4 to accept all duties and powers delegated to it by the Council of the LTA and to appoint the LTA Councillor to express the views of the County at meetings of the LTA's Council in accordance with any rules, regulations, or bye-laws of the Association;
- 2.5 to promote, arrange and regulate inter-county matches, county championships, tournaments, inter-club and county competitions and junior activities at all levels and age groups and to select teams for inter-county matches and competitions and generally to do all such acts, matters and things in connection with, or incidental, thereto; to do or provide for all or any such matters and things as may be considered necessary for or ancillary to such promotion, arrangement and regulation, including for the comfort, conduct, conveyance, convenience, or benefit of players and of the public and of any other persons concerned or engaged in such competitions or matches;
- 2.6 in accordance with the LTA's guidelines, to consider and resolve disputes, and enforce any award or decision, arising in connection with the Game in the County or otherwise delegated to it by the LTA;
- 2.7 to acquire, dispose of, establish, own, lease, operate, use, and turn to account in any way tennis and padel tennis facilities within the County together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- 2.8 to coordinate and facilitate tickets allocated to the County for the Championships in accordance with the guidelines laid down by the LTA and the ticket terms and conditions issued by The All England Lawn Tennis Club;

- 2.9 to promote the teaching of the Game and the development of tennis and padel tennis in the County and in particular the development of junior tennis and padel tennis in the County and to promote, encourage and support coach education, the function of competition organisers, referees and umpires and the training of coaches, teachers, competition organisers, referees and umpires of the Game;
- 2.10 to advance and safeguard the interests of the players of the Game at all levels within the County and to work with the LTA in furthering the tennis or padel tennis career of any person or persons of any age ordinarily resident in the County; and
- 2.11 to do all such other things as the Board of Directors thinks fit to further the interests of the Association or to advance and safeguard the interests of the Game, to promote increase in participation at all levels of the Game, or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

3 Powers

In pursuance of the objects set out in Article 2, the Association has the power to:

- 3.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Association;
- 3.2 borrow and raise money up to the sum of £20,000 for the benefit of the Association in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Association's property and assets. In the case of borrowing from the LTA no maximum total amount shall apply;
- 3.3 invest and deal with the funds of the Association not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 3.4 lend and advance money or give credit or make grants on such terms as may seem expedient and with or without security to Member Clubs;
- 3.5 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- 3.6 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association and to contract with any person, firm or Association to pay the same;
- 3.7 appoint and determine the terms and conditions of service of employees of the Association;
- 3.8 enter into contracts for the purposes of the Association, including for the provision of services to or on behalf of other bodies;
- 3.9 provide and assist in the provision of money, materials or other help;
- 3.10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.11 incorporate subsidiary companies to carry on any trade; and

- 3.12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in Article 2.

4 Income

- 4.1 The income and property of the Association from wherever derived shall be applied solely in promoting the Association's objects and all surplus income or profits are to be reinvested for the purposes of the Association.
- 4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise.
- 4.3 Nothing in these Articles shall prevent any payment in good faith by the Association of:
- (a) reasonable and proper remuneration to any officer or servant of the Association for any services rendered to the Association;
 - (b) reasonable out-of-pocket expenses properly incurred by any director provided that no director may receive remuneration or other payments for services provided to the Association;
 - (c) any interest on money lent by any Member or any director at a reasonable and proper rate; or
 - (d) reasonable and proper rent for premises demised or let by any Member or director.

5 Winding up

On the winding-up or dissolution of the Association, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Association for the promotion of tennis within the County. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up or dissolution.

6 Guarantee

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 6.1 payment of the Association's debts and liabilities contracted before he ceases to be a Member;
- 6.2 payment of the costs, charges and expenses of the winding up; and
- 6.3 adjustment of the rights of the contributories among themselves.

7 Number and composition of directors

- 7.1 Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of 12 and shall not be less than six.

- 7.2 The Board of Directors may comprise the following:
- (a) up to nine directors to include:
 - (i) the Chair from time to time;
 - (ii) the Treasurer from time to time;
 - (iii) up to six directors with suitable background and skills to cover the operational aspect of the Association including county wide coaching and schools, competitions (including leagues), relationships with clubs and venues throughout Sussex, juniors including parent liaison, communication and marketing or any other relevant areas as determined by the Management Board from time to time;
 - (b) the LTA Councillor appointed pursuant to Article 22 and
 - (c) up to two other persons as the Management Board decide to co-opt pursuant to Article 23.
- 7.3 At least three of the directors must be unrelated or non-cohabiting.

8 Appointing directors

- 8.1 Subject to these Articles and the Act, the Association may by ordinary resolution appoint a person who has been nominated pursuant to Article 8.6 and who is willing to act to be a director, either to fill a vacancy or as an addition to the existing Board of Directors but the total number of directors shall not exceed any maximum number fixed in accordance with these Articles.
- 8.2 Each member of the Management Board must:
- (a) satisfy HMRC's fit and proper person test to be involved in the general control, management and administration of an organisation or company and must declare (in the required form) that they are a fit and proper person prior to being elected; and
 - (b) agree (in the required form) to be bound in writing by and subject to these Articles, the Rules, the LTA Rules, and the LTA Disciplinary Code, such agreement to contain an express acknowledgement that the *Contracts (Rights of Third Parties) Act 1999* applies and that the LTA and the Association can enforce any breach at its option, and in its sole discretion.
- 8.3 Any person accepting nomination or election to the Management Board who has any financial interest in the Game or any other conflict of interest in such appointment must, before accepting the nomination or being elected, state in writing to the Association all such interests. Failure to do so will lead to automatic disqualification from Management Board membership. The Management Board has the right to veto a nomination or nullify an election if, in its opinion, it is not in the best interests of the Association.
- 8.4 The Management Board may at their discretion nominate someone to act as President of the Association for approval at a General Meeting. The President will hold office for a term of three years. This role is honorary and if elected the person would not become a member of the Management Board but would be entitled to attend and speak (but not vote at) their meetings.

- 8.5 A person shall cease to be a member of the Management Board as soon as:
- (a) that person ceases or is prohibited from being a director of a company by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a member of the Management Board and may remain so for more than three months;
 - (e) 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;
 - (f) that person shall without sufficient reason for more than three consecutive Management Board meetings have been absent without permission of the Management Board and all other members of the Management Board resolve that their office be vacated;
 - (g) that person is suspended from holding office or from taking part in any activity relating to the administration or management of the Association by a decision of the LTA;
 - (h) that person is requested to resign by not less than three quarters of the other members of the Management Board acting together; or
 - (i) notification is received by the Association from the member of the Management Board that they are resigning from office, and such resignation has taken effect in accordance with its terms.

8.6 Any Club registered as a Member in accordance with Article 24 may nominate up to one of their own members to be a director in such form as the Management Board may prescribe from time to time. Other voting Members may nominate on candidate each.

8.7 If there are the same or fewer candidates as there are vacancies for the office as a director then those candidates may be declared elected unopposed at the AGM. If there are more nominations than vacancies there shall be an election at the AGM as directed by the Management Board with the results announced at the AGM.

8.8 The role of Chair and Treasurer shall be nominated and elected as specific roles but otherwise on the terms of Article 8 and any casual vacancy which arises may be filled by another director until the next AGM.

8.9 No employee or applicant for employment may also be a director.

9 Retirement of directors

9.1 Any director (other than the LTA Councillor) who is appointed (until the next AGM) shall hold office as a director for a three year term from the date on which he or she is appointed. He or she will be eligible for re-appointment, subject to the provisions of Article 9.3.

9.2 At the general meeting immediately following the end of the director's term as detailed in Article 9.1 the relevant director shall retire from office. Subject to Article 9.3 a retiring director

may offer himself or herself for re-appointment by the Members and a director that is so re-appointed will be treated as continuing in office without a break.

- 9.3 Any director that has served consecutive three, three year terms will not be eligible for re-appointment unless there are insufficient nominations to fill the vacancies.

10 Directors' general authority

- 10.1 The directors are responsible for the management of the Association's business in accordance with its objects, for which purpose they may exercise all the powers of the Association.
- 10.2 All acts carried out in good faith at any meeting of the Management Board or of any sub-committee, or by any person acting as a member of the Management Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office.

11 Directors may delegate

- 11.1 The directors may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions,

as they think fit.

- 11.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 11.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

12 Committees and County Colours

- 12.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
- 12.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
- 12.3 The Management Board shall appoint a disciplinary committee with the responsibility and power to inflict penalties on any organisation or person for any infringement of the Rules of the Game or of the LTA Rules or for conduct which, in its opinion, is detrimental to the interests of the Game or of the Association. The appointment and proceedings of the Disciplinary Committee shall follow as closely as is appropriate the disciplinary procedures contained in the LTA Rules.

- 12.4 Subject to and in addition to Article 12.3 the Council may delegate power to discipline and suspend players who are members of County teams or training squads to the person appointed to take charge of the team or squad as appropriate. Any such action shall be reported to the Management Board at the earliest practicable opportunity.
- 12.5 County Colours may be awarded at the discretion of the Management Board.

13 Directors to take decisions collectively

Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 14.

14 Unanimous decisions

- 14.1 A decision of the directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 14.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
- 14.3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting.

15 Calling a directors' meeting

15.1 Calling a meeting of the Management Board

- (a) The Management Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least six such meetings shall be held in each year.
- (b) The Management Board shall make a copy of its Annual Report available to all Members and shall formally present it to the Members at the AGM.
- (c) Either the Chair or the Secretary may call a meeting of the Management Board by giving notice of the meeting to the members of the Management Board or any two members of the Management Board may direct the Secretary to give such notice.
- (d) Notice of any meeting of the Board must indicate:
- (i) its proposed date and time;
 - (ii) where it is to take place; and
 - (iii) if it is anticipated that Officers 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.
- 15.2 Notice of a meeting of the Management Board must be given to each member of the Management Board but need not be in writing. A member of the Management Board who is absent from Great Britain shall be entitled to notice of a meeting if they have provided a valid email address.
- 15.3 The Board of Directors must hold at least six directors' meetings every calendar year.

- 15.4 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.
- 15.5 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 15.6 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

16 Quorum for directors' meetings

- 16.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 Subject to Article 16.3, the quorum for the transaction of business at a meeting of directors is at least 50% of the Directors appointed at the time of the meeting (save where there are less than four directors in which case the quorum shall be two Eligible Directors).
- 16.3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 20 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 16.4 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the Members to appoint further directors.

17 Participation in directors' meetings

- 17.1 Directors participate in a directors' meeting, or part of a directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 17.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 17.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

18 Chairing of directors' meetings

- 18.1 Meetings of the Directors will be chaired by the elected Chair. The directors may appoint a director to chair their meetings if the elected Chair is unavailable.
- 18.2 If the Chair is not participating in a directors' meeting within 15 minutes of the time at which it was to start or is unwilling to preside, the participating directors must appoint one of themselves to chair it.

19 Casting vote

- 19.1 If the numbers of votes for and against a proposal are equal, the Chair or other member of the Management Board chairing the meeting of the Management Board has a casting vote.
- 19.2 Article 19.1 shall not apply to give a casting vote to the Chair if, in accordance with these Articles, the Chair is not to be counted as participating in the decision-making process for quorum or voting purposes.

20 Directors' Conflicts of interest

- 20.1 The directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an Interested Director) breaching his duty to avoid conflicts of interest under section 175 of the Act.
- 20.2 Any authorisation under this Article 20 shall be effective only if:
- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles;
 - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 20.3 Any authorisation of a Conflict under this Article 20 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
 - (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit.
 - (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Association) information that is confidential to a third party, he shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and
 - (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

- 20.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 20.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 20.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 20.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Association:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;
 - (b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (d) may act by himself or his firm in a professional capacity for the Association (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is otherwise (directly or indirectly) interested; and
 - (f) shall not, save as he may otherwise agree, be accountable to the Association for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
- 20.8 For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 20.9 Subject to Article 20.10, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any director other than the Chair is to be final and conclusive.

- 20.10 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

21 Records of decisions to be kept

- 21.1 The directors must ensure that the Association keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
- 21.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

22 Secretary and LTA Councillor

- 22.1 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.
- 22.2 The directors shall identify someone from within the County (who satisfies the qualifications stipulated by the LTA and who is selected and appointed in accordance with an appropriate process agreed by the Management Board for this purpose) to represent them on the LTA Council for a term of three years. No individual may serve more than three successive terms.

23 Co-opting

Up to two other persons as the Management Board may from time to time in their sole discretion decide to co-opt. Any such co-option will run until the next AGM where any continuation of the co-option must be approved by a resolution of the Members on an annual basis thereafter.

Members: becoming and ceasing to be a Member

24 Membership

- 24.1 An entity shall qualify for registration as a Member, and thereby for registration as an associate of the LTA, if the Management Board deems that such entity provides organised tennis or padel tennis opportunities. Such an entity shall include, but not be limited to:
- (a) a members' or commercial tennis and/or padel tennis club;
 - (b) a park-based tennis and/or padel tennis venue;
 - (c) a school-based tennis and/or padel tennis venue which operates out of curriculum hours for the benefit of the community ;
 - (d) a pay and play tennis and/or padel tennis centre;
 - (e) a tennis and/or padel tennis academy; and/or

(f) an educational establishment,

provided, in each case, that it has a written constitution or set of rules governing its operation, approved by the Management Board (acting reasonably) or otherwise is in a form which conforms with the recommendations of the LTA in all material respect.

24.2 The following shall become Members of the Association for the duration of their appointment:

- (a) the members of the Management Board
- (b) the LTA Councillor,
- (c) the chairs of committees established under Article 12;
- (d) any other persons at the discretion of the Management Board appointed to assist in the management of the Association;
- (e) the President.

24.3 The following shall become Members of the Association but without any right to vote at General Meetings:

- (a) the Patrons; and
- (b) the Life Vice-Presidents.

24.4 If a dispute arises as to whether an entity qualifies to be registered as a Member, the Management Board shall refer the matter to the President of the LTA whose decision on the matter shall be final.

24.5 Excepting those covered by Articles 24.2 and 24.3, any person who wishes to become a Member must complete an on-line registration or submit an application in such form as the Management Board shall decide. Subject to Article 24.4 election to membership shall be at the sole discretion of the Management Board.

24.6 Each Member agrees as a condition of membership of the Association and association with the LTA:

- (a) to be bound by and subject to these Articles as in force from time to time;
- (b) to be bound by and subject to the Rules, the LTA Rules and LTA Disciplinary Code; and
- (c) to ensure that its underlying members, any unlicensed and unregistered coaches,

and, so far as reasonably practicable, players using its facilities (**Member's connected parties**) are bound by and subject to the LTA Rules and the LTA Disciplinary Code by obtaining the formal agreement of the Member's connected parties, as a condition of membership, association, registration, election, or as otherwise appropriate, to be bound by and subject to the LTA Rules and the LTA Disciplinary Code, such agreement to contain an express acknowledgement that the *Contracts (Rights of Third Parties) Act 1999* applies and that the LTA can enforce any breach at its option and in its sole discretion.

24.7 Article 24 confers a benefit on the LTA and is intended to be enforceable by the LTA by virtue of the *Contracts (Rights of Third Parties) Act 1999*. For the avoidance of doubt, the Members do not intend that any term of these Articles, except as expressly stated in these Articles) should be enforceable by virtue of the *Contracts (Rights of Third Parties) Act 1999*, by any person who is not subject to these Articles.

- 24.8 The Management Board may terminate the membership (and so association) of any person, or impose any other sanction it determines to be appropriate, in connection with the breach of any condition of membership set out in this Article. Article 25 shall not apply to such determination.
- 24.9 A Member may withdraw from membership of the Association by notifying the Secretary in writing on or before the thirtieth day of September in any year. Failure to comply with this Article shall render the Member liable for the ensuing annual subscription.
- 24.10 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 Articles.

25 Expulsion

- 25.1 Subject to the remaining provisions of this Article, the Management Board shall have power to expel a Member if it, in its sole discretion, determines that it would be in the best interests of the Association to do so.
- 25.2 A Member shall not be expelled unless they are given 14 days' written notice to attend a meeting of the Management Board and written details of the complaint made against them.
- 25.3 The Member shall be given an opportunity to make written representations or appear before the Management Board to answer complaints made against them, to bring forward evidence and to be represented. No member may be expelled unless at least two thirds of the Management Board present at the relevant meeting vote in favour of their expulsion.

26 Patrons

Persons wishing to support the Association may apply to become Patrons.

27 Entrance fee and subscription

- 27.1 The annual entrance fee and subscription for each type of Member referred to in Article 24.1 and for Patrons shall be determined from time to time by the Management Board and shall be effective for that year. Such annual subscription may exceed the minimum annual subscription described below.
- 27.2 The minimum annual subscription for each Member referred to in Article 24.1 which shall be deemed to include any taxation which may be payable thereon, shall be calculated by multiplying the number of courts of each surface to which that Member has "*regular access*" (whether through a lease, user agreement, and/or such other arrangement or understanding) by the applicable "*court fee*". Court fees shall be determined by the LTA; regular access means access on an exclusive basis for at least 15 hours per week for at least 40 weeks per year.
- 27.3 In respect of Members referred to in Article 24.1 that do not have "*regular access*" to tennis courts, a fixed minimum annual subscription, determined annually by the LTA or by the County if allowed by the LTA, shall apply.
- 27.4 Unless the LTA determines otherwise on a case by case basis, the annual subscription fee of Members referred to in Article 24.1 in respect of each year to 30 September shall be payable between 1 October and 15 December.
- 27.5 The annual subscription fee of Members referred to in Article 24.1 shall be paid as directed by the Management Board.

- 27.6 The annual subscription fee of Members referred to in Article 24.1 shall include the amount, if any, payable in respect of benefits or services provided by the LTA.
- 27.7 Any Member referred to in Article 24.1 whose first subscription remains unpaid for one calendar month after the receipt of notice of membership, or whose annual subscription in any subsequent year remains unpaid by 15 December shall, if either the Association or the LTA so resolves, cease to be eligible for grants and other advantages offered to Members by either the Association or the LTA (as appropriate).
- 27.8 Any Member whose subscription fee is not paid by such date as the Management Board shall decide each year shall be deemed to have resigned their membership of the Association.
- 27.9 Subscriptions for Patrons shall be due on 1 January each year. Any Patron whose subscription remains unpaid by the first day of February shall cease to be a Patron.

28 Life Vice-Presidents

- 28.1 Life Vice-Presidents may be elected at an AGM in recognition of substantial service to the Association.
- 28.2 Life Vice-Presidents shall be notified of and have the right to attend General Meetings without the right to vote.

Decision making by Members

29 Resolutions

A resolution of the Members must be passed:

- 29.1 as a written resolution; or
- 29.2 at a meeting of the Members (referred to as a general meeting).

30 AGM

- 30.1 The Association must hold an AGM each calendar year (in addition to any other meetings held during that period) between January and March unless the Management Board deem it necessary to delay holding the AGM to a later month in the year in which case the Management Board must use reasonable endeavours to ensure that the AGM is held no later than nine months following the end of the prior financial year and provide an explanation of the reason to the Members at the earliest practicable opportunity.
- 30.2 The following business shall be transacted at the AGM:
- (a) approve the minutes of the previous AGM and any subsequent general meeting of the Association;
 - (b) receive and consider a report on the activities of the Association from the Management Board for the previous year;
 - (c) receive and consider the account of the Association for the previous year and the Treasurer's report;
 - (d) elect or re-elect an independent accountant to examine and check accounts;

- (e) to decide on any resolutions put to the meeting in accordance with these Articles;
- (f) to elect the directors;
- (g) to deal with any other matters which the Management Board wishes to bring before the Members.

31 Power to include other matters in business dealt with at AGM

- 31.1 The Members may request the Association to include in the business to be dealt with at an AGM meeting any matter (other than a proposed resolution) which may properly be included in the business.
- 31.2 A matter may properly be included in the business at an AGM unless:
- (a) it is defamatory of any person; or
 - (b) it is frivolous or vexatious.
- 31.3 The Association is required to include such a matter once it has received requests that it do so from Members representing at least 5% of the total voting rights of all the Members who have a right to vote at the AGM.
- 31.4 A request:
- (a) may be in hard copy form or in electronic form;
 - (b) must identify the matter to be included in the business;
 - (c) must be accompanied by a statement setting out the grounds for the request; and
 - (d) must be authenticated by the person or persons making it.
- 31.5 A request must be received by the Association not later than:
- (a) eight weeks before the AGM, or
 - (b) if later, one week before the date on which notice is given of the AGM.

32 Calling a general meeting

- 32.1 The directors may call a general meeting of the Association.
- 32.2 The Members of the Association may require the directors to call a general meeting of the Association.
- 32.3 The directors are required to call a general meeting once the Association has received requests to do so from Members who represent at least 5% of the total voting rights of all the Members having a right to vote at general meetings stating the business to be transacted at such meeting.

33 Notice of a general meeting

- 33.1 A general meeting (other than an adjourned meeting) must be called by notice of at least 35 days.

- 33.2 A general meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by the Members.
- 33.3 Notice of a general meeting of the Association must be given:
- (a) in hard copy form;
 - (b) in electronic form; or
 - (c) by means of a website,
- or partly by one such means and partly by another.
- 33.4 Notice of a meeting is not validly given by the Association by means of a website unless when the Association notifies a Member of the presence of the notice on the website the notification must:
- (a) state that it concerns a notice of the Association meeting;
 - (b) specify the place, date and time of the meeting; and
 - (c) state whether the meeting will be an AGM.
- 33.5 The notice must be available on the website throughout the period beginning with the date of that notification and ending with the conclusion of the meeting.
- 33.6 Notice of a general meeting of the Association must state:
- (a) the time and date of the meeting;
 - (b) the place of the meeting; and
 - (c) the general nature of the business to be dealt with at the meeting.
- 33.7 Where by any provision of the Act special notice is required of a resolution, the Association, where practicable, must give notice at least 28 days before the meeting.

34 Persons entitled to receive notice of meetings

Notice of a general meeting of the Association must be sent to:

- 34.1 every Member of the Association;
- 34.2 every director; and
- 34.3 anyone else entitled to notice

35 Attendance and speaking at general meetings

- 35.1 All Members and directors have the right to attend and speak at general meetings.
- 35.2 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 35.3 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

36 Attendance and speaking by directors and non-Members

The Chair of the meeting may permit other persons who are not Members of the Association to attend and speak at a general meeting.

37 Quorum for general meetings

37.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

37.2 If at any time the Association only has one Member, one qualifying person present at a general meeting is a quorum.

37.3 In any other case, the quorum for a general meeting is at least 20 voting members of the qualifying persons.

37.4 For the purposes of this Article a **qualifying person** means:

- (a) a Member of the Association;
- (b) an appointed Director.

38 Chairing general meetings

38.1 The Chair shall chair general meetings if present and willing to do so. If the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the directors present; or
- (b) (if no directors are present), the meeting,

must appoint a director or Member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

38.2 The person chairing a meeting in accordance with this Article is referred to as "*the Chair of the meeting*".

39 Adjournment

39.1 If the persons attending a general meeting within half an hour 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 chair of the meeting must adjourn it.

39.2 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment, or
- (b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

39.3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 39.4 When adjourning a general meeting, the Chair of the meeting must:
- (a) either 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 directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 39.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Association's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 39.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

40 Votes of Members

- 40.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded in accordance with Article 42.
- 40.2 Voting at AGMs and other general meetings shall be as follows:
- (a) Member Clubs shall have the right to nominate adult representatives to attend and vote in accordance with the following scale:
 - (i) a Club having up to four courts may have one representative;
 - (ii) a Club having from five to eight courts may have up to two representatives; and
 - (iii) a Club having nine courts or more may have up to three representatives;
 - (b) each other voting Member present shall have one vote; and
 - (c) in the event of an equality of votes the chair of the meeting shall have a casting or additional vote.
- 40.3 Any Member not being an individual may by resolution of its board of management authorise such person or persons (as the case may be) to act as its representative or representatives at a general meeting. Such person(s) so authorised may exercise the same powers on behalf of a Member as that Member could exercise if it were an individual Member.

41 Errors and disputes

- 41.1 No objection may be raised to the qualification of any person voting at a general 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.
- 41.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

42 Poll votes

- 42.1 A poll may be demanded at any general meeting by any person nominated pursuant to Article 40.2 who is present and entitled to vote at the meeting.
- 42.2 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and
 - (b) the Chair of the meeting consents to the withdrawal.
- 42.3 A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 42.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

43 Proxies

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

44 Amendments to resolutions

- 44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 20 days before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed: and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 44.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

Administrative arrangements

45 Means of communication to be used

- 45.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly 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);
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - (d) 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.
- 45.2 For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.
- 45.3 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

46 Rules

The Management Board may establish, vary or revoke Rules governing matters relating to Association administration that are required from time to time for the effective operation of the Association (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

47 Change of Association name

The name of the Association may be changed by:

- 47.1 a decision of the directors; or
- 47.2 a special resolution of the Members,
or otherwise in accordance with the Act.

48 Indemnity and insurance

- 48.1 Subject to Article 48.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- (a) each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's (or any associated Association's) affairs; and
 - (b) the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 48.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 48.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 48.3 The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.
- 48.4 In this Article:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - (b) a relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association, any associated Association or any pension fund or employees' share scheme of the Association or associated Association; and
 - (c) a relevant officer means any director or other officer or former director or other officer of the Association.