

## 3.2.1 The Constitution and Bye-Laws of Abergavenny Tennis Club

### The Constitution

#### 1. Name

The Club, established in 1923, is called Abergavenny Tennis Club ("the Club").

#### 2. Definitions

- 2.1 "Chairman" means the person elected from time to time to be the chairman of the Club in accordance with Rule 4.4;
- "TWL" means Tennis Wales Limited
- "Secretary" means the person elected from time to time to be the secretary of the club in accordance with Rule 4.4;
- "Treasurer" means the person elected from time to time to be the treasurer of the Club in accordance with Rule 4.4;
- "LTA" means LTA CLG and its subsidiaries or such successor entity or entities as become(s) the governing body of the game of lawn tennis from time to time.
- "Officers" means the Chairman, a Secretary and the Treasurer;
- "Management Committee" means the committee elected under Rule 10 to manage the Club;
- "Members" means a member of the club/registered place to play.
- "President" means the person appointed from time to time to be the president of the Club in accordance with Rule 4.2;
- "Trustees" means the persons appointed from time to time to be the trustees of the Club in accordance with Rule 4.4.
- "Disciplinary Code" means the disciplinary code of the LTA in force from time to time.
- "Rules" means the rules of the LTA as in force from time to time.
- "Full members" All Senior members of the club, excluding social members

- 2.2 Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.

#### 3. Objects

The objects of the Club are:

- (a) to provide tennis, social and other activities and generally to encourage and facilitate the playing of tennis;
- (b) to provide and maintain the Club premises at 40, Pen-y-pound, Abergavenny, Monmouthshire, NP7 7RN;
- (c) to promote, improve, develop and support the interests of tennis;
- (d) to provide such other benefits to its Members as it shall think fit;
- (e) to affiliate to TWL (and by doing so affiliate to the LTA) and to comply with and uphold the Rules and Regulations of TWL and the LTA as amended from time to time and the Rules and Regulations of any body to which the LTA is affiliated;
- (f) to acquire, establish, own, operate and turn to account in any way for the Members' benefit the tennis court facilities of the Club together with buildings

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- and easements, fixtures and fittings and accessories as shall be thought advisable;
- (g) to make Rules, Regulations, Bye-laws and Standing Orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the Members;
  - (h) to discipline the Members where permitted by its Rules and Regulations and to refer its Members to be disciplined by the LTA or TWL (as appropriate) where so required by the Rules and Regulations of the LTA or TWL (as the case may be);
  - (i) to make donations or offer support to lawn tennis clubs that are charities or community amateur sports clubs;
  - (j) to do all such other things as the Management Committee thinks fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Rule 3.

#### **4. President, Officers and Trustees**

- 4.1 The Club shall have a President, a Chairman, a Secretary, a Treasurer and Trustees.
- 4.2 The President shall be appointed by a resolution of the majority of members present and voting at an Annual or Extraordinary General Meeting, and he shall hold office until death or resignation, unless removed there from by a resolution of the majority of members present and voting at an Annual or Extraordinary General Meeting.
- 4.3. The Chairman, Secretary and Treasurer shall be elected at each Annual General Meeting of the Club and shall continue in office until the next Annual General Meeting, or, on failure of such election, those last elected shall continue in office.
- 4.4 The Trustees of the Club shall be appointed from time to time as necessary by the Club at a General Meeting (from among Members who are willing to be so appointed). The number of Trustees shall not be more than four or less than two. A Trustee shall hold office during his life, or until he shall resign by notice in writing given to the Management Committee or until a resolution removing him from office shall be passed at a General Meeting by a majority comprising two-thirds of the Members present and voting.
- 4.5 All property of the Club, including land and investments, shall be held by the Trustees for the time being, in their own names so far as necessary and practicable, for the use and benefit of the Club. On the death, resignation or removal from office of a Trustee the Management Committee shall take steps to procure the appointment by the Club at a General Meeting of a new Trustee in his place, and shall as soon as possible thereafter take lawful and practicable steps to procure the vesting of all Club property into names of the Trustees as constituted after the said appointment. The Trustees shall in all respects act, in regard to any property of the Club held by them, in accordance with the directions of the Management Committee, and shall have power to sell, lease, mortgage or pledge any Club property for the purpose of raising or borrowing money for the benefit of the Club in compliance with the Management Committee's directions. But no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

#### **5. Membership.**

- 5.1 Eligibility for Membership
  - 5.1.1 No person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs.

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5.1.2 The number of Members is unlimited in principle, but is constrained in practice by court availability;

#### 5.2 Admission of Members

Any person who wishes to become a Member must submit an application in such form as the Management Committee shall decide. Every candidate for membership shall be considered by the Management Committee, or its nominee, which shall, in its absolute discretion, decide whether to admit that candidate as a Member. (In the event of a waiting list being established, new member applications will be considered on a first come first served basis.)

#### 5.3 Classes of Members

##### 5.3.1 There shall be the following classes of Members for the Club:

- Family member
- Senior member
- Junior member
- Mini member
- Tot member
- Student member
- Country member
- Special needs member
- Social Member**
- Corporate/associate member
- Life member

The definition of each category of membership shall be included in the rules (bye-laws) of the Club

5.3.2 Only full members shall be entitled to receive notice of, attend and vote at general meetings. All other members shall be entitled to all the other privileges of membership.

#### 5.4 Conditions of Membership

##### 5.4.1 Each member agrees as a condition of membership:

- (A) to be bound by and subject to these rules (as in force from time to time) [1];
- (B) to be bound and subject to the Rules and the Disciplinary Code [2]

5.4.2 Rule 5.4.1 confers a benefit on the LTA and , subject to the remaining provisions of this rule , 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 rules, apart from rule 5.4.1, should be enforceable, by virtue of the contracts (Rights of Third Parties) Act 1999, by any person who is not a party to this agreement.

[1] This means that each member of Abergavenny Tennis Club agrees to be bound by these rules of Abergavenny Tennis Club.

[2] This means that each member of Abergavenny Tennis Club agrees to be bound by the LTA's Rules and Disciplinary Code.

5.4.3 The Management Committee may terminate the membership of any person, or impose any other sanction they determine to be appropriate, in connection with the breach of any condition of membership set out in this rule.

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### **5.5 Subscriptions**

- 5.5.1 The joining fee and annual subscription for each type of Member shall be determined from time to time by the Management Committee.
- 5.5.2 Members may not take part in tournaments or any organised event unless the subscription has been paid.
- 5.5.3 No candidate who has been elected a Member shall be entitled to the privileges of membership until he has paid the joining fee (if any) and his first annual subscription.
- 5.5.4 Any Member whose joining fee or subscription is not paid by April 30<sup>th</sup> shall be deemed to have resigned his membership of the Club.

### **6. Resignation**

A Member may withdraw from membership of the Club on giving clear notice to a member of the Committee. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Rules.

### **7. Expulsion**

- 7.1 The Management Committee shall have power to expel a Member when, in its opinion, it would not be in the interests of the sport or of the Club for him to remain a Member. (Refer to 5.4 Conditions of Membership)
- 7.2 A Member shall not be expelled unless he is given 14 days written notice of the meeting of the Management Committee at which his expulsion shall be considered and written details of the complaint made against him. At the committee discretion and pending the outcome of any hearing a members privileges may be suspended.
- 7.3 The Member shall be given an opportunity to make written representations and/or to appear before the Management Committee and at any such meeting to be accompanied by a representative or friend, who may answer complaints made against the Member and to cross-examine any witnesses on behalf of the Member. The Member must not be expelled unless at least two-thirds of the Management Committee then present vote in favour of his expulsion.
- 7.4 The Management Committee may exclude the Member from the Club's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the Member shall be entitled to attend that meeting for the purpose of making his representations.

### **8. Effect of Resignation or Expulsion**

Any person ceasing to be a member forfeits all right to and claim upon the Club, its property and its funds and he has no right to the return of any part of his subscription. The Management Committee may refund an appropriate part of a resigning Member's subscription if it considers it appropriate, taking account of all the circumstances.

### **9. The Management Committee**

- 9.1 The Club shall have a Management Committee consisting of the Officers and no more than seven other members. The existing officers and committee shall remain in office until the end of the Annual General Meeting at which a new committee have been elected.
- 9.2 The President and the Trustees shall be ex-officio members of the committee.
- 9.3.1 The Management Committee shall be elected at the Annual General Meeting in each

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year and, subject to termination of office by resignation, removal or otherwise, the members remain in office until they or their successors are re-elected or elected (as the case may be) at the Annual General Meeting following their re-election or election (as the case may be).

- 9.3.2 Abergavenny Tennis Club agrees that each member of the Management Committee will be required, as a condition of election or appointment, to agree to be bound by and subject to these rules (contained therein clauses 9.0,10.0), the Rules and the Disciplinary Code, such agreement to contain an express acknowledgement that the Contracts (Rights of Third Parties) Act 1999 applies and that the LTA and Abergavenny Tennis Club can enforce any breach at its option and in its sole discretion [3]

[3] This means that the members of Abergavenny Tennis Club's Management Committee need to agree to comply with the LTA's Rules and Disciplinary Code.

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

- 9.5 Any person nominated as a member of the Management Committee must be a full member.

- 9.6 If there is only one candidate nominated to fill any particular vacancy, that candidate shall be declared elected unopposed for that particular vacancy at the next Annual General Meeting. If there is more than one candidate for any particular vacancy there shall be an election at the Annual General Meeting for that position. In the event of a tie, the candidate to be elected shall (unless the candidates otherwise agree) be determined by the casting vote of the Chairman.

- 9.7 In addition to the Members elected or appointed in accordance with this Rule 9, the Management Committee may co-opt up to seven further Members who shall serve until the next Annual General Meeting. Co-opted Members shall be entitled to vote at the meetings of the Management Committee.

- 9.8 The Management Committee may appoint any Member to fill any casual vacancy on the Management Committee until the next Annual General Meeting when that person shall retire but shall be eligible for re-election.

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

- 9.10 A member of the Management Committee shall be deemed to have vacated office if:
- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) he is, or may be, suffering from mental disorder; or
  - (c) he resigns his office by notice to the Club; or
  - (d) he shall without sufficient reason for more than three consecutive meetings of the Management Committee have been absent without permission of the Management Committee and the Management Committee resolves that his office be vacated; or
  - (e) he is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of TWL or the LTA; or
  - (f) he reaches the age of 75; or
  - (g) he is requested to resign by not less than two-thirds of the other Management Committee members acting together.

#### **10. Proceedings of the Management Committee**

- 10.1 Management Committee meetings shall be held as often as the Management Committee thinks fit provided that there shall not be less than ten meetings each year.

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The quorum for such meetings shall be five, of whom two must be officers. The Chairman and the Secretary shall have discretion to call emergency meetings of the Management Committee if they consider it to be in the interests of the Club. The Secretary shall give all the members of the Management Committee not less than seven days notice of a meeting.

- 10.2 The Chairman shall be the chairman of the Management Committee. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Management Committee at which he is present. However, if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Management Committee present may appoint one of their number to be chairman of the meeting.
- 10.3 Decisions of the Management Committee shall be made by a simple majority and, in the event of an equality of votes, the Chairman (or the acting chairman of that meeting) shall have a casting vote.
- 10.4 The Management Committee may from time to time appoint from among its number such subcommittees as it considers necessary and may delegate to them such of the powers and duties of the Management Committee as the Management Committee may determine. All subcommittees shall periodically report their proceedings to the Management Committee and shall conduct their business in accordance with the directions of the Management Committee.
- 10.5 The Management Committee shall be responsible for the management of the Club and shall have the sole right of appointing and determining the terms and conditions of service of employees of the Club. The Management Committee shall have power to enter into contracts for the purposes of the Club on behalf of all the Members.
- 10.6 The members of the Management Committee shall be entitled to an indemnity out of the assets of the Club for all expenses and other liabilities properly incurred by them in the management of the affairs of the Club.

#### **11. Annual General Meeting**

- 11.1 The Annual General Meeting of the Club shall be held at such time as the Management Committee shall decide each year to transact the following business:
  - (a) to receive the Chairman's report of the activities of the Club during the previous year;
  - (b) to receive and consider the accounts of the Club for the previous year, and the Treasurer's report as to the financial position of the Club;
  - (c) to remove and elect the auditor or confirm that he remain in office;
  - (d) to elect the Officers and other members of the Management Committee;
  - (e) to decide on any resolution which may be duly submitted in accordance with Rule 11.2 below;
  - (f) to deal with any other matters which the Management Committee desires to bring before the membership.
- 11.2 Notice of any resolution proposed and seconded to be moved at the Annual General Meeting shall be given in writing to the Secretary not less than seven days before the Meeting.
- 11.3 No period greater than fifteen months shall elapse between one Annual General Meeting and the next.

#### **12. Extraordinary General Meetings**

An Extraordinary General Meeting may be called at any time by the Management

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Committee and shall be called within 21 days of receipt by the Secretary of a requisition in writing signed by not less than ten members stating the purposes for which the meeting is required and the resolutions proposed.

#### **13. Procedures at Annual and Extraordinary General Meetings**

- 13.1 At least 14 days notice is to be given of an Annual General Meeting, which shall be held in the spring of each year.
- 13.2 The quorum for Annual and Extraordinary General Meetings shall be 12 members.
- 13.3 The Chairman shall preside at all general meetings of the Club, but if he is not present within 15 minutes after the time appointed for the meeting or has signified his inability to be present at the meeting, the members present and entitled to vote may choose one of the other members of the Management Committee present to preside and if no other member of the Management Committee is present or willing to preside the members present and entitled to vote may choose one of their number to be chairman of the meeting.
- 13.4 Each full member present shall have one vote and resolutions shall be passed by a simple majority of those members present and voting. In the event of an equality of votes the chairman of the meeting shall have a casting vote.
- 13.5 The Secretary or, in his absence, a member of the Management Committee shall take minutes at Annual and Extraordinary General Meetings.
- 13.6 Any Member not being an individual may by resolution of its board of management authorise such person as it thinks fit to act as its representative at general meetings. A person so authorised is entitled to exercise the same powers on behalf of the Member as that Member could exercise as if it was an individual Member.
- 13.7 There shall be no right for a member to vote by proxy.

#### **14. Guests**

- 14.1 Any member may introduce guests to the Club, and any player, coach, other team representative, match official or spectator attending the Club's premises (by invitation of the Club) who is not a member shall be a guest of the Management Committee, provided that no one whose application for membership has been declined or who has been expelled from the Club may be introduced as a guest.
- 14.2 The member introducing a guest and any person introduced as a guest of the Management Committee in accordance with Rule 14.1 must enter the name and address of the guest together with the name of the introducer in a book which must be kept on the Club's premises.
- 14.3 Abergavenny Tennis Club agrees that all unlicensed and unregistered coaches and , so far as reasonably practicable, players and other persons using the facilities of Abergavenny Tennis Club will be required, as a condition of such use, to agree to be bound by and subject to these rules, the Rules and the Disciplinary Code, such agreement to contain an express acknowledgement that the Contracts (Rights of Third Parties) Act 1999 applies and that the LTA and Abergavenny Tennis Club can enforce any breach at its option and in its sole discretion. [4]

- [4] This means that Abergavenny tennis Club is expected to get their unlicensed and unregistered coaches; and , as far as is reasonably practicable, players who use their facilities, committee members, who are not members to sign up to the LTA's Rules and Disciplinary Code.

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### **15. Alteration of the Rules**

These Rules may be altered by resolution at an Annual or Extraordinary General Meeting provided that the resolution shall not be passed unless carried by a majority of at least two-thirds of the Members present and voting at the general meeting, the notice of which contains particulars of the proposed alteration or addition.

### **16. Regulations and Bye-Laws**

The Management Committee shall have power to make, repeal and amend such Regulations and Bye-laws as it may from time to time consider necessary for the well being of the Club. Such Regulations and Bye-laws and any repeals or amendments to them shall have effect until set aside by the Management Committee.

### **17. Finance**

17.1 All moneys payable to the Club shall be received by the person(s) authorised by the Management Committee to receive such moneys and shall be deposited in a bank account in the name of the Club. No sum shall be drawn from that account except by cheque signed by two of the three signatories, who shall be the Chairman, a Secretary and the Treasurer. Any moneys not required for immediate use may be invested as the Management Committee in its discretion thinks fit.

17.2 Subject to Rule 21.3, the income and property of the Club shall be applied only in furtherance of the objects of the Club and no part thereof shall be paid by way of bonus, dividend or profit to any Member.

17.3 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.

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

17.5 Accounts for the preceding financial year (January 1st to December 31st), showing the receipts and expenditure, funds and effects of the Club, shall be audited and placed before the Annual General Meeting,. The accounts must be made available to every Member when notice concerning the Annual General Meeting is given.

### **18. Application of Surplus Funds**

18.1 The Club is a non-profit-making organisation. All surpluses will be used to maintain or improve the Club's facilities and in furtherance of the Club's objectives.

18.2 Nothing in Clause 18.1 shall prevent the Club from entering an agreement with a Member for the supply by him to the Club of goods or services or for his employment by the Club, provided that such arrangements are approved by the Management Committee (without the Member being present) and are agreed with the Member on an arm's length basis.

### **19. Borrowing**

19.1 The Management Committee may borrow a maximum total amount of £50,000 on behalf of the Club for the purposes of the Club from time to time at its own discretion and, with the sanction of a general meeting, any further money above that sum.

19.2 When so borrowing the Management Committee shall have power to raise in any way any sum or sums of money and to raise the repayment of any sum or sums of money in such manner on such terms and conditions as it thinks fit provided that in the event that the repayment of any sum or sums is to be secured (in particular by mortgage of or charge upon, or by the issue of debentures charged upon all or any part of the



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property of the Club) the grant of such security must be approved by the Club at a general meeting.

- 19.3 The Management Committee shall have no power to pledge the personal liability of any Member for repayment of any sums so borrowed.
- 19.4 The Trustees shall, at the discretion of the Management Committee, make such dispositions of the Club's property or any part thereof, and enter into and execute such agreements and instruments in relation thereto, as the Management Committee may deem proper for giving security for such moneys and the interest payable thereon.

#### **20. Property**

- 20.1 The property of the Club, other than cash at the bank, shall be vested in the Trustees. They shall deal with the property as directed by resolution of the Management Committee and entry in the minute book shall be conclusive evidence of such a resolution.
- 20.2 The Trustees shall be entitled to an indemnity out of the property of the Club for all expenses and other liabilities properly incurred by them in the discharge of their duties.

#### **21. Dissolution**

- 21.1 A resolution to dissolve the Club shall be proposed only at an Extraordinary General Meeting and shall be passed only if carried by a majority of at least two-thirds of the members present and voting.
  - 21.2 The dissolution shall take effect from the date of the resolution and the members of the Management Committee shall be responsible for the winding up of the assets and liabilities of the Club.
3. The Club is constituted by these Rules as a non-profit making Members' Club. In no circumstances during the continuance of the Club, nor after its dissolution, shall any assets or surplus funds be distributed to any member or other person nor any organisation that is not itself either constituted as non-profit making or a Charity.

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### The Bye-Laws

(1)The Committee reserves the right to allocate any courts considered necessary for the play of matches, tournaments, exhibitions or for use by other organisations.

(2)A Committee member may decide whether courts are in a suitable condition for use. Courts may be put out of use if they consider this to be in the best interests of the Club.

(3)Club sessions, Tuesday from 6.00pm and Wednesday, Friday and Sunday mornings from 10.00am are arranged to ensure members can be assured play without the need for prior arrangements. It is required that members mix in freely in these sessions.

(4)Juniors are prohibited play during club sessions unless they have senior status.

(5)Priority of the courts will be given to senior members after 6.00pm and weekends when all courts are in use, except for Friday evenings (junior night) and the use of the singles court other than covered in rule 3.

(6)When members are waiting to play, short sets of a maximum 11 games should be played and play rotated around the hard and carpet courts.

(7)Visitors can be introduced on a maximum of ~~three~~ five occasions in any one year on payment of £3.00 fee. Members are responsible for collection and putting the fee in the visitor's fees box in the clubhouse and for signing the visitor's book.

(8)Dogs are not allowed on the courts or in the clubhouse.

(9)Although the Club has a dress policy that is not strict, members and visitors are expected to wear suitable tennis attire that will not offend whilst playing tennis. Clothing may be coloured. Particular attention should be paid to the foot wear, suitable non-marking shoes must be worn.

(10)Floodlights:

Rule (1) applies.

~~Only one court can be reserved for organised play at any one time, the maximum period for one group will be one hour.~~

~~Outside of organised play, any group of players would be expected to rotate around the use of the court after one period of the lights (i.e. 32 minutes).~~

~~Only one token to be inserted at any one time.~~

Tuesday nights are floodlit mix in sessions.

(11)Arranged fours: previous rules apply.

(12)Match play: on the nights of home matches there will be no courts allocated for match practice.

(13) Definitions of membership categories:

Family member, two full members ~~plus all children living at home and students up to 25 years of age~~ on the December 31<sup>st</sup> of the preceding year.

Full (senior) member, over 18 on January 1<sup>st</sup> of the year of membership.

Junior member, 18 and under on December 31<sup>st</sup> of the preceding year.

Mini member, 10 and under on 31<sup>st</sup> December of the preceding year.

Tot member, ~~4 and under on 31<sup>st</sup> December of the preceeding year~~

Student member, proof of full time education required for members over 23.

Country member, main residence more than 20 miles from the Club.

~~Social Member, access to mini court area and clubhouse~~

Life member, to be elected at an Annual General Meeting

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Juniors members who reach a certain playing standard, as agreed by the Committee, may be granted Senior playing status before reaching the age of 18.