

Middlesex County Lawn Tennis Association Rules

1 Name

The Association is called The Middlesex County Lawn Tennis Association ("the Association"), operating under the name Middlesex Tennis.

2 Definitions and methods of interpretation

The following definitions and methods of interpretation shall apply to these Rules:

2.1

"Chairman"	means the person elected from time to time to be the chairman of the Association in accordance with Rule 7;
"Clubs"	means tennis clubs as defined in the LTA rules and regulations (as amended from time to time);
"Management Board"	means the group of people who manage the affairs of the Association;
"County"	means the area known as Middlesex;
"Game"	means the sport of lawn tennis;
"LTA"	means the Lawn Tennis Association;
"Members"	means the members of the Association admitted from time to time to membership of the Association in accordance with Rule 4;
"Officers"	means the persons elected from time to time to the following specific posts: Chairman, Secretary and Treasurer;
"President"	means the person elected from time to time to be the president of the Association in accordance with Rule 7;
"Secretary"	means the person elected from time to time to be the secretary of the Association in accordance with Rule 7;
"Treasurer"	means the person elected from time to time to be the treasurer of the Association in accordance with Rule 7;
"Trustees"	means the persons appointed from time to time to be the trustees of the Association in accordance with Rule 8.

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 partnerships, bodies corporate (however incorporated) and bodies unincorporated, including unincorporated associations of persons or partnerships.

2.3 Where reference is made to the view, decision, opinion, approval, determination, desire, discretion, thought, settling and/or consideration of the Management Board

(such as "as the Management Board considers appropriate", "as may be considered by the Management Board appropriate", "as shall be thought proper by the Management Board", "considered appropriate by the Management Board", "as the Management Board thinks fit", "subject to Management Board approval", "as the Management Board may decide", "as the Management Board shall decide", "discretion of the Management Board", "shall be determined from time to time by the Management Board", "the Management Board decides", "set by the Management Board", "as the Management Board may consider appropriate", "in the Management Board's opinion", "in the view of the Management Board", "in the opinion of the Management Board", "decisions of the Management Board", "in the opinion of the Management Board", "determining", "the Management Board desires", "in its discretion thinks fit", "as it may in its absolute discretion decide" and/or "as shall be considered appropriate by the Management Board"),

a resolution passed by the Management Board pertaining to such view, decision, opinion, approval, determination, desire, discretion, thought, settling and/or consideration shall be conclusive evidence of the fact, existence, content and/or substance of such view, decision, opinion, approval, determination, desire, discretion, thought, settling and/or consideration.

2.4 Where reference is made to an appointment by the Management Board, to a nomination by the Management Board, to a prescription by the Management Board, to a co-option by the Management Board, to permission of the Management Board, to a direction of the Management Board, to a choice of the Management Board, to a designation of the Management Board, to a calling by the Management Board, to the Management Board's power to enter into contracts and/or deeds, to the Management Board's ability to establish a trust, to the Management Board's power to make, repeal and amend regulations, bye-laws and standing orders, to an authorisation by the Management Board, to a delegation by the Management Board and/or investment as the Management Board thinks fit

(such as "appointed by the Management Board", "nominated by the Management Board", "as the Management Board shall prescribe", "the Management Board may nominate", "the Management Board may nominate or appoint", "nominate or appoint", "nominated or appointed", "the Management Board may co-opt", "the Management Board may appoint", "permission of the Management Board", "the directions of the Management Board", "the Management Board shall have power to enter into contracts and/or deeds on behalf of all the Members", "the Management Board may establish a trust", "the Management Board shall choose and/or appoint", "the Management Board shall have power to establish a trust and/or to appoint Trustees", "the Management Board from time to time may designate", "may be called at any time by the Management Board", "the Management Board shall have power to make, repeal and amend regulations, bye-laws and standing orders", "authorised by the Management Board", "invested as the Management Board in its discretion thinks fit", "may delegate" and/or "the Management Board shall have power to authorise the payment of remuneration and expenses"),

such appointment, nomination, prescription, co-option, permission, direction, power to enter into contracts and/or deeds, establishment, choice, designation, call, power to make, repeal and amend regulations, bye-laws and standing orders, authorisation, delegation and/or investment may be performed, carried out, made, given and/or completed, in whichever manner, form and/or method the Management Board considers appropriate, by at least two of the following people acting together: the Chairman, the Secretary and the Treasurer.

3 Objects

3.1 The objects of the Association are:

- (a) to act as the governing body for the Game within the County and to promote, improve, develop and support the interests of the Game;
- (b) to affiliate to the LTA and to comply with, and uphold throughout the County, the rules and regulations of the LTA as amended from time to time and the rules and regulations of any body to which the LTA is affiliated;
- (c) subject to the rules and regulations of the LTA, to make, amend and revoke rules and regulations for the control and governance of the Game within the County and for the disciplining of players, officials, coaches and others involved in the Game, and to comply with and uphold these Rules;
- (d) to accept duties and powers delegated to it by the council of the LTA and to appoint representatives of the Association to the council of the LTA to express the views of the Association at meetings of the LTA;
- (e) to promote, arrange and regulate inter-county matches, county championships, tournaments, inter-club and county competitions and junior activities including training and to select teams for inter-county matches and competitions and to do or provide for all or any such matters and things as may be considered by the Management Board appropriate for or ancillary to such activities, promotion, arrangement or regulation, including for the comfort, conduct, conveyance, convenience or benefit of players, the public, and any other persons concerned or engaged in such competitions, activities, championships, matches or training;

(f) to decide, as the Management Board considers appropriate, doubtful and disputed matters arising in connection with the Game in the County, or otherwise delegated to it by the LTA, and to provide by regulations, bye-laws or otherwise for deciding and settling all differences that may arise in the County between associations, clubs, competitions, players or any persons who are members of or who are employed or engaged by any such association, competition or club, or any other person in reference to due compliance with the laws of the Game (as from time to time prescribed by the LTA) or the Rules, regulations, or bye-laws of the Association or the rules, regulations or bye-laws of the LTA, or in reference to contracts, or to any other matter of dispute or difference arising between such person, or persons, or any of them, and whether the Association is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as shall be thought proper by the Management Board;

(g) to establish a trust, to choose and/or appoint Trustees and acquire, establish, own, operate and/or turn to account in any way: (1) freehold and/or leasehold property and/or (2) facilities of the Game within the County including buildings and easements, fixtures and fittings and accessories as shall be considered appropriate by the Management Board;

(h) to arrange, purchase and distribute as the Management Board considers appropriate tickets allocated to the Association for the All England Tennis Championships at Wimbledon;

(i) to promote the teaching and coaching of the Game and the development of the Game in the County and in particular the development of junior tennis in the County and to promote, encourage and support coach education, the function of referees and umpires and the training of coaches, teachers, referees and umpires of the Game;

(j) to advance and safeguard the interests of the players of the Game at all levels within the County and to do anything considered appropriate by the Management Board to further the career in the Game of any person or persons of any age ordinarily resident in the County; and

(k) to do all such other things as the Management Board thinks fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Rule 3.

4 Membership

4.1 The following shall be eligible, subject to Management Board approval, to become Members:

- (a) Clubs;
- (b) associate members who are other organisations who do not wish to be fully affiliated to the Association;
- (c) Members of the Management Board. A member of the Management Board shall automatically cease to be a Member of the Association when he ceases to be a member of the Management Board; and
- (d) such other clubs or persons as the Management Board may decide shall be entitled to become Members.

In addition, the Management Board may appoint whomsoever it considers appropriate to the following positions as Members of the Association:

- (e) not more than three honorary life vice-presidents;
- (f) not more than three honorary life councillors;
- (g) not more than three vice-presidents; and
- (h) one child protection manager.

4.2 Any person referred to at Rule 4.1(a)(b)(c) or (d) above, other than members of the Management Board (who shall automatically become Members upon becoming a member of the Management Board), who wishes to become a Member must provide to the Secretary an application in writing in such form as the Management Board shall decide signed by such person. Acceptance of membership shall be at the sole discretion of the Management Board.

4.3 A Member may withdraw from membership of the Association on one clear month's written notice to the Secretary. Membership shall not be transferable in any event and shall cease immediately upon the Member's death or dissolution or upon expulsion carried out in accordance with Rule 6 below.

5 Subscription fee

5.1 The annual subscription fee payable to the Association by each type of Member shall be determined from time to time by the Management Board. Such annual subscription fee shall fall due on 1 April each year unless the Management Board decides otherwise.

5.2 The Members shall pay the subscription fee set by the Management Board. Any Member whose subscription fee is not paid within one month of the due date shall be subject to such sanctions as the Management Board may consider appropriate.

6 Expulsion

6.1 The Management Board shall have power to expel a Member from the Association when, in the Management Board's opinion, it would not be in the interests of the Association for him to remain a Member.

6.2 A Member shall not be expelled unless he is sent at least fourteen days' written notice to attend a meeting of the Management Board at which the question of his expulsion shall be considered, and written details of any complaint made against him have been sent to him at least fourteen days before any such meeting.

6.3 Such a Member shall not be expelled unless a Management Board resolution to that effect is passed by at least two-thirds of the members of the Management Board present at the Management Board meeting referred to at Rule 6.2.

7 The Management Board

7.1 The affairs of the Association shall be managed by the Management Board, who shall comprise the following:

- (a) the President;
- (b) the Chairman;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) not more than three Management Board Executives.

7.2 The Secretary shall each year send to the Members a request for nominations for the positions of members of the Management Board. Subject to what is stated below in this Rule 7.2, each person nominated to be a member of the Management Board must be nominated in writing by either:

- (a) a Member that is also a Club as referred to at Rule 4.1(a); or
- (b) the Management Board.

Each such Club may nominate not more than one person for each of the positions listed at Rules 7.1(b), (c), (d) and (e). For the avoidance of doubt, as concerns the three Management Board Executive positions referred to at Rule 7.1(e), each such Club may make a nomination in respect of not more than one of those three Management Board Executive positions.

The Management Board may nominate not more than one person for each of the positions listed at Rules 7.1(a), (b), (c) and (d). The Management Board may nominate not more than one person for each of the three Management Board Executive positions referred to at Rule 7.1(e).

All nominations must be received by the Secretary at least seven days prior to the annual general meeting each year.

7.3 No person nominated as a member of the Management Board shall be nominated for more than one of the positions on the Management Board referred to at Rule 7.1.

7.4 If at an annual general meeting only one person is nominated to fill any particular position referred to at Rule 7.1 that person shall be declared elected unopposed for that particular position at that annual general meeting. If there is more than one person nominated at an annual general meeting for any particular position there shall be an election at that annual general meeting for that position.

7.5 The members of Management Board shall be elected at the annual general meeting in each year and, subject to termination of office by resignation, removal or otherwise, such members shall remain in office until the next annual general meeting thereafter, when subject to the provisions of Rule 7.11 below they may be re-elected.

7.6 In addition to the members of the Management Board elected in accordance with this Rule 7, the Management Board may co-opt not more than two further persons as members of Management Board who shall serve until the first annual general meeting after such co-option when such person(s) shall retire but shall be eligible for election onto the Management Board.

7.7 The Management Board may appoint any person to fill any casual vacancy on the Management Board until the first annual general meeting after such appointment, when that person shall retire but shall be eligible for election onto the Management Board.

7.8 A member of the Management Board shall be deemed to have vacated his position on the Management Board if:

- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) he is, or may be in the view of Management Board, suffering from a mental disorder; or
- (c) he resigns his office by written notice to the Association; or
- (d) he has without sufficient reason, in the opinion of Management Board, been absent for more than three consecutive meetings of the Management Board without permission of the Management Board and the Management Board resolves that his office be vacated; or
- (e) he is suspended from taking part in any activity relating to the administration or management of the Association by a decision of the LTA; or
- (f) he is requested to resign by all the other members of the Management Board acting together.

7.9 Subject to any exceptions set out in these Rules, each member of the Management Board present at a Management Board meeting shall have one vote on each matter put to a vote at such a meeting. No member of the Management Board may vote by proxy. Voting shall be by a show of hands unless at least two members of the Management Board request a secret ballot.

7.10 Unless approved by the Management Board, no one person shall be elected as Chairman for more than five consecutive years.

7.11 The Association's LTA Councillors, Tennis Development Manager and Community Development Officer may attend Management Board and general meetings but may neither vote nor propose or second resolutions at such meetings.

8 Proceedings of the Management Board

8.1 Management Board meetings shall be held as often as the Management Board thinks fit provided that there shall not be less than three such meetings each year. The quorum of such meetings shall be four. The Officers shall each have discretion to call emergency meetings of the Management Board if they consider it to be in the interests of the Association to do so. The Secretary shall give all the members of the Management Board not less than ten days' notice of a Management Board meeting.

8.2 The Chairman shall be the chairman of the Management Board, and shall preside at every meeting of the Management Board at which he is present. In the Chairman's absence from a Management Board meeting the members of the Management Board present at such meeting may appoint one of their number to be chairman of that meeting.

8.3 Subject to any Rule herein to the contrary, decisions of the Management Board shall be made by a simple majority and in the event of an equality of votes the chairman of the meeting shall have an additional vote.

8.4 The Management Board may from time to time appoint from among its number such project groups as it considers necessary and may delegate to them such of the powers and duties of the Management Board as the Management Board considers appropriate. All project groups shall periodically report their proceedings to the Management Board and shall conduct their business in accordance with the directions of the Management Board.

8.5 The Management Board shall be responsible for the management of the affairs of the Association and shall have the sole right of recruiting and determining the terms and conditions of service of employees of the Association. The Management Board shall have power to enter into contracts and/or deeds on behalf of all the Members in pursuance of the objects set out at Rule 3.

8.6 The Management Board may establish a trust in such form and at such time as it may in its absolute discretion decide, and may choose and/or appoint Trustees to hold office until their death or resignation unless removed from their office as Trustee by a resolution of the Management Board. The Management Board shall have power to establish a trust and/or to appoint Trustees by deed. The Management Board from time to time may designate a person formally to appoint new Trustees in accordance with Section 36 of the Trustee Act 1925. A Trustee shall be chosen by passing a resolution of the Management Board, and any said designated person shall by deed duly appoint the person so chosen as the new Trustee. The provisions of the Trustee Act 1925 shall apply to any appointment of a Trustee. Any statement of fact stated in any such deed of appointment shall in favour of a person dealing with the Association or the Management Board in good faith be conclusive evidence of the fact so stated.

8.7 The number of Trustees shall neither be more than four nor less than two.

8.8 The members of the Management Board shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities incurred by them in good faith in the management of the affairs of the Association.

8.9 Any dispute relating to the interpretation of any of the Rules 1 to 18 herein shall be determined by the Management Board in its absolute discretion.

9 Annual general meeting

9.1 The annual general meeting of the Association shall be held in London not later than 30 November each year to transact the following business:

- (a) to receive the Chairman's report of the activities of the Association during the previous year;
- (b) to receive and consider:
 - (i) the accounts of the Association for the previous year;
 - (ii) the auditor's report on those accounts; and
 - (iii) the Treasurer's report as to the financial position of the Association;
- (c) to appoint and elect the Officers and other members of the Management Board in accordance with Rule 7;
- (d) to elect the auditor, or to confirm that he shall remain in office;
- (e) to decide on any resolution which may be duly submitted in accordance with Rule 9.2; and
- (f) to deal with any special matters which the Management Board desires to bring before the Members at the annual general meeting.

9.2 Notice of any resolution proposed to be moved at the annual general meeting shall be given in writing to the Secretary, duly signed by at least one Member, not less than thirty-five days before the meeting.

10 Extraordinary general meetings

An extraordinary general meeting may be called at any time by the Management Board, and shall also be called within thirty-five days of receipt by the Secretary of a request in writing for an extraordinary general meeting signed by not less than five Members stating the purposes for which the meeting is required and the resolutions proposed.

11 Procedures at the annual and extraordinary general meetings

11.1 The Secretary shall send, not less than fourteen and not more than twenty-eight days before the meeting, to each Member at his last known address written notice of the date of each general meeting together with a copy of any resolution to be proposed thereat. The accidental omission to give such notices and/or copies of any such resolutions shall not invalidate, or have any effect upon, the proceedings at any general meeting.

11.2 The quorum for general meetings shall be ten Members.

11.3 The President shall be the chairman at all general meetings of the Association but if he is not present within fifteen minutes after the time scheduled for such meeting, or has signified his inability to be present at such meeting, the Members present and entitled to vote may choose one of the other members of the Management Board present to be the chairman of that meeting.

11.4 Each Member shall be entitled to the number of votes set out in this Rule 11.4. Such votes may be made only in person by a Member or, if the Member is represented, by one authorised representative of such Member present at a general meeting.

Members with between 0 and 80 inclusive senior subscribers to the Association:	One vote.
Members with between 81 and 150 inclusive senior subscribers to the Association:	Two votes.
Members with 151 or more senior subscribers to the Association:	Three votes.

The Secretary's decision as to the number of votes each Member is entitled to cast shall be final. Subject to the provisions of any Rule herein to the contrary, resolutions shall be passed by simple majority. In the event of an equality of votes the chairman of the meeting shall have an additional vote.

11.5 The Secretary, or in his absence another member of the Management Board, shall take minutes at annual and extraordinary general meetings. Those minutes shall be conclusive evidence of the fact(s) stated therein.

11.6 Any Member not being an individual may send an authorised person or persons to act on its behalf as its representative(s) at general meetings. Only one such person may cast the votes of the Member he is representing. That person may only cast either all or none of the votes such Member is entitled to cast.

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

11.8 Voting shall be by show of hands unless at least five Members present request a ballot, whereupon each Member shall be allocated his respective number of votes in accordance with Rule 11.4.

12 Alteration of the Rules

These Rules may be altered or added to only by resolution at a general meeting passed by a majority of at least two-thirds of the votes which may be cast by Members present at the general meeting, the notice of which contained particulars of the proposed alteration or addition to the Rules.

13 Regulations, bye-laws and standing orders

The Management Board shall have power to make, repeal and amend such regulations, bye-laws and standing orders as it may from time to time consider necessary in pursuance, in the Management Board's opinion, of the objects set out at Rule 3. Such regulations, bye-laws and standing orders shall be binding upon the Members and anyone else to whom they relate.

14 Finance

14.1 All monies paid to the Association shall be received by the person authorised by the Management Board to receive such monies and shall be deposited in a bank account in the name of the Association. No sum shall be drawn from that account except in accordance with the bank mandate, such mandate having been authorised by the Management Board. Any monies not required for immediate use may be invested as the Management Board in its discretion thinks fit.

14.2 Subject to Rule 17.3 and subject to monies paid pursuant to schemes or arrangements sanctioned by the LTA or approved at a general meeting, the income and other property of the Association shall be applied only in furtherance, in the Management Board's opinion, of the objects of the Association as set out at Rule 3 and no part thereof shall be paid by way of bonus, dividend or profit to any Member.

14.3 The Management Board shall have power to authorise the payment of remuneration and expenses to any Officer, other member of the Management Board, Member or employee of the Association and to any other person(s) for services rendered to the Association.

14.4 The financial transactions of the Association shall be recorded by the Treasurer in such manner as the Management Board thinks fit.

14.5 Full accounts of the financial affairs of the Association shall be prepared each year. A report on those accounts shall be prepared by an auditor. Such accounts must be made available to every Member when notice of the annual general meeting is given.

15 Borrowing

15.1 The Association may, in the discretion of the Management Board, borrow a maximum total sum of £100,000 in pursuance of the objects of the Association set out at Rule 3, and with the sanction of a general meeting may borrow any further money above that sum.

15.2 When so borrowing, the Association shall have power to raise in any way any sum or sums of money and to secure any sum or sums of money in such manner and on such terms and conditions as the Management Board thinks fit, and in particular by mortgage of or charge upon or by the issuing of debentures charged upon all or any part of the property of the Association.

15.3 The Association shall have no power to pledge the personal liability of any Member for repayment of any sums borrowed.

15.4 The Trustees shall, at the discretion of the Management Board, make such dispositions of the Association's property, or any part thereof, and enter into and execute such agreements and instruments in relation thereto, as the Management Board may consider appropriate for giving security for such borrowed monies and the interest payable thereon.

16 Property

16.1 The property of the Association, other than cash at the bank, shall be vested in the Trustees, on trust for the Association. The Trustees shall deal with the property on trust as directed by any resolution passed by the Management Board (which resolution shall bind the Members absolutely). The record in the Management Board minutes shall be conclusive evidence of the content and passing of such a resolution.

16.2 The Trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities incurred by them in good faith in the discharge of their duties as Trustees.

17 Dissolution

17.1 A resolution to dissolve the Association shall be proposed only at an extraordinary general meeting and shall only be passed if carried by a majority of at least three-quarters of the votes entitled to be cast by the Members present thereat.

17.2 The dissolution of the Association shall take effect from the date of the passing in accordance with Rule 17.1 of any resolution proposing the dissolution of the Association. The members of the Management Board shall be responsible for the winding-up and payment of the property and liabilities respectively of the Association.

17.3 Any property remaining after the discharge of the liabilities of the Association shall be distributed equally among only those Members that are also Clubs as referred to at Rule 4.1(a), irrespective of the number of votes such Members are entitled to cast at general meetings.

18 Disciplinary matters

In respect of all the activities of the Association and its Members including in respect of all tournaments organised by the Association, subject to (on all disciplinary related matters) all decisions of the Management Board's disciplinary committee being binding and taking overall precedence, the LTA's disciplinary and dispute resolution principles, rules and procedures in force from time to time (construed in amended form as appropriate so as to apply to the Association and its Members) shall apply and be binding.