



Middlesex Tennis
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Middlesex County Lawn Tennis Association

(operating as Middlesex Tennis)

Rules

(as agreed at the Extraordinary General Meeting on 20 October 2020)

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1. Name

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

2. Definitions

"AGM" means Annual General Meeting

"Chairman" means the person elected from time to time to be the chairman of the Association in accordance with Rule 6

"Committee" means the Management Board as described in rule 6, together with those with specific responsibility for tennis development, performance, competitions, disability and facilities

"County" means the area known as Middlesex and defined by LTA Rule 37 and Appendix 1

"Game" means the sport of lawn tennis

"Life Vice Presidents" means those persons appointed from time to time to that post by the Management Board in recognition of past services to the Association

"LTA" means the Lawn Tennis Association (the governing body of tennis within Great Britain, Channel Islands and Isle of Man) of The National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ

"Management Board" means the group of people who manage the affairs of the 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 6

"Secretary" means the person elected from time to time to be the secretary of the Association in accordance with Rule 6

"Treasurer" means the person elected from time to time to be the treasurer of the Association in accordance with Rule 6

"Venues" means venues as defined in the LTA rules and regulations as amended from time to time

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





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

3. Objects

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 by maximising participation at all levels of the Game, maintaining individual safeguarding standards as published by the LTA and generally to do all such acts, matters and things in connection with, or incidental, thereto
- b) to register with the LTA and to comply with, and maintain in the County, the rules of the Game and the rules and regulations of the LTA as amended from time to time, including those for the disciplining of players, officials, coaches and others involved in the Game
- c) to accept duties and powers delegated to it by the council of the LTA and to appoint a representative of the Association to the council of the LTA to express the views of the Association at meetings of the LTA
- d) to promote, arrange and regulate inter-county matches, county championships, tournaments, inter-club and county competitions, senior (35 and over) and junior activities including training and to select teams for inter-county matches and competitions and to do or provide for all such matters ancillary to such activities, including 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
- e) to decide, as the Management Board considers appropriate, disputed matters arising in connection with the Game in the County, or otherwise delegated to it by the LTA
- f) to arrange, purchase and distribute as the Management Board considers appropriate tickets allocated to the Association for the All England Tennis Championships at Wimbledon
- g) 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
- h) 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
- i) to employ the funds of the Association for the purposes and objects of advancing the best interests of the Game within the County, including the investment of any part of such funds as shall not be immediately required for such purposes and objects





- j) to acquire, dispose of, establish, own, lease, operate, use and turn to account in any way tennis facilities within the County together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable
- 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 above

The Association is constituted by these Rules as a non-profit making organisation. In no circumstances during the continuance of the Association, nor after its dissolution, should any asset or surplus funds be distributed to any member or other person, nor to any organisation, which is not itself either constituted as non-profit making or a charity.

4. Membership

- 4.1 The following shall be eligible, subject to Management Board approval, to become Members:
 - (a) Venues within the County
 - (b) Members of the Management Board
 - (c) Any Life Vice Presidents
- 4.2 Any venue referred to in Rule 4.1(a), who wishes to become a Member must complete the online registration process as detailed on the LTA website. Acceptance of a new or renewed registration request shall be at the sole discretion of the Management Board. It is a condition of Membership that Members agree to be bound by these Rules, the LTA Registration Rules and the LTA Disciplinary Code.
- 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 of the venue.
- 4.4 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. 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. 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 such Management Board meeting.

5 Registration Fee

- 5.1 The annual registration fee payable to the Association by each type of Member shall be determined from time to time by the LTA and the Management Board. Such annual registration fee shall fall due on 1 October each year unless the Management Board decides otherwise.
- 5.2 Venues shall pay the registration fee. Any Member whose registration fee is not paid within one month of the due date shall be subject to such sanctions as the Management Board may





consider appropriate and may invalidate that Member's cover under the LTA insurance scheme.

6 The Management Board

6.1 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
- (e) not more than two other members of the Committee
- (f) the LTA Councillor

6.2 The Management Board shall appoint each year an LTA Councillor and County Safeguarding Officer. Nominations and elections for these positions will be made at the nearest Management Board meeting prior to the LTA's notification date.

6.3 The Management Board shall be elected annually at the AGM in accordance with Rule 8. 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, 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 Venue as referred to in Rule 4.1(a); or
- (b) the Management Board

The Management Board will appoint the President and Chairman at the first meeting of the Management Board following the AGM. Each Venue may nominate no more than one person for each of the positions listed at Rules 6.1 (c), (d) and (e). For the avoidance of doubt, as concerns the two Committee positions referred to in Rule 6.1(e), each such Venue may make a nomination in respect of not more than one of those positions.

The Management Board may nominate not more than one person for each of the positions listed at Rules 6.1(a), (b), (c), (d) and (e). All nominations must be received by the Secretary at least seven days prior to the annual general meeting each year.

6.4 If at an AGM only one person is nominated to fill any particular position referred to in Rule 6.1, that person shall be declared elected unopposed for that particular position at that AGM. If there is more than one person nominated at an AGM for any particular position, there shall be an election at that meeting for that position.

6.5 The members of Management Board shall be elected at the AGM in each year and, subject to termination of office by resignation, removal or otherwise, such members shall remain in office until the next AGM.





- 6.6 In addition to the members of the Management Board elected in accordance with this Rule 6, the Management Board may co-opt further persons as members of Management Board, who shall serve until the first AGM after such co-option when such person(s) shall retire but shall be eligible for election onto the Management Board.
- 6.7 The Management Board may appoint any person to fill any casual vacancy on the Management Board until the first AGM after such appointment, when that person shall retire but shall be eligible for election onto the Management Board.
- 6.8 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) a registered medical practitioner who is treating that person gives a written opinion to the Management Board 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; or
 - (c) 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; or
 - (d) he resigns his office by written notice to the Association; or
 - (e) 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
 - (f) 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
 - (g) in the case of a member representing a Club, that Club ceases to exist; or
 - (h) he is requested to resign by all the other members of the Management Board acting together.
- 6.9 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.
- 6.10 Unless approved by the Management Board, no one person shall be elected as Chairman for more than five consecutive years.
- 6.11 The Association's Tennis Development Manager, Performance Manager, Competitions Coordinator and Disabilities Coordinator may attend Management Board and general meetings but may neither vote nor propose or second resolutions at such meetings.
- 6.12 Any person accepting election or nomination to the Management Board who has any financial interest in the Game must, before his election or nomination, state in writing to the Association all such interests. Failure to do so will lead to automatic disqualification from the Management



Board. The Management Board may veto an election if, in its opinion, it is not in the best interests of the Game.

7 Proceedings of the Management Board

- 7.1 Management Board meetings shall be held as often as the Management Board thinks fit, provided that there shall not be fewer 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 seven days' notice of a Management Board meeting.
- 7.2 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.
- 7.3 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.
- 7.4 The Management Board may from time to time appoint such advisory 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 advisory groups shall report at each meeting their proceedings to the Management Board and shall conduct their business in accordance with the directions of the Management Board.
- 7.5 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.
- 7.6 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.
- 7.7 Any dispute relating to the interpretation of any of the Rules 1 to 19 herein shall be determined by the Management Board in its absolute discretion.
- 7.8 The Management Board shall cause minutes or records to be made of all resolutions and proceedings at all meetings of the Association.

8 Annual General Meeting ("AGM")

- 8.1 The AGM of the Association shall be held not later than 3 months following each financial year end to transact the following business:





- a) to approve the minutes of the previous year's AGM
- b) to receive the Chairman's report of the activities of the Association during the previous year
- c) 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
- d) to appoint and elect the members of the Management Board in accordance with Rule 6
- e) to elect the auditor, or to confirm that he shall remain in office
- f) to decide on any resolution which may be duly submitted in accordance with Rule 8.2 and
- g) to deal with any special matters which the Management Board desires to bring before the Members at the AGM

8.2 Notice of any resolution proposed to be moved at the AGM shall be given in writing to the Secretary, duly signed by at least one Member, not less than 35 days before the meeting.

9 Extraordinary General Meetings

An Extraordinary General Meeting may be called at any time by the Management Board, and shall also be called within 35 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.

10 Procedures at General meetings

- 10.1 In accordance with Rule 16, The Secretary shall send by email, not less than 14 and not more than 28 days before the meeting, to each Member written notice of the date, time and place 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.
- 10.2 The quorum for AGMs shall be ten.
- 10.3 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.
- 10.4 Each Member shall be entitled to one vote, which may be made only in person.
- 10.5 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.
- 10.6 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 decisions made.





- 10.7 There shall be no right for a Member to vote by proxy. No person may represent more than one Member.
- 10.8 Voting shall be by show of hands unless at least five Members present request a ballot.

11 Regulations, Byelaws 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, byelaws and standing orders shall be binding upon the Members and anyone else to whom they relate.

12. Use of Facilities

All coaches and, so far as reasonably practicable, players and other persons using the facilities provided by the Association will be required, as a condition of such use, to agree to be bound by and subject to these 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.

13 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 advisory group 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.

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 18.3 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 reasonable 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 ending 30 September and shall include an independent Auditor's Report. 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, at 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.

16. Indemnification

The Association shall immediately on notification of a claim fully indemnify and hold harmless officers and members of its Management Board, committee members and members of its professional staff, from and against any cost, expenses, liabilities and awards arising out of any action instituted at any time against the Association or any of above such persons as a direct result of the reasonable and lawful activities of such persons where they are/were acting within the scope of the Association's Rules.

17 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.

18 Dissolution

- 18.1 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.
- 18.2 The dissolution of the Association shall take effect from the date of the passing in accordance with Rule 18.1 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.





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18.3 Any property remaining after the discharge of the debts and liabilities of the Association shall be paid or distributed as determined by the Management Committee to any other non-profit making body with similar objects or any tennis related charity.

19 Notices

The Association can send, make available or supply any notice, ballot paper, accounts, document, or other information by sending it or supplying it in electronic form to an address notified by the intended recipient to the Association, or by making it available on a website and notifying the intended recipient of its availability in accordance with this rule.

Dated.....

