

**Articles of Association of the Flitwick and Ampthill Lawn Tennis Club Limited.**  
**This version is as at 02<sup>th</sup> November 2012**

*Note on interpretation – all reference to the word “Club” in these articles are references to the Company and to the words “rule” or “rules” to these “Articles” or “Articles of Association”. Where the male gender is used this includes both males and females. Any reference to a “full Member” means a “fully paid up adult Member”.*

**1) Name**

The Club is called The Flitwick and Ampthill Lawn Tennis Club Limited.

**2) Objects**

The Objects of the Club are as set out in the Memorandum of Association.

**3) Number of Members**

3.1) The Club may consist of not more than 400 full Members and 150 junior Members. The Committee may at its absolute discretion increase the numbers of persons eligible for Membership.

3.2) The total number of full Members may not at any time be less than 25.

**4) Membership**

4.1) Persons over the age of 18 years shall be entitled to full Membership. (subject to the foregoing provisions). Persons of either sex are eligible for full Membership provided they are at least 18 years old.

4.2) Persons below the age of 18 may be elected as junior Members without the right to hold office or to vote at general meetings.

4.3) In considering any individual's eligibility for Membership, the Club has an open access policy and shall not discriminate on the grounds of their gender; marital status; race; racial group; colour; ethnic or national origin; nationality; religion or belief; or sexual orientation; age or disability.

4.4) Save that Members should not wear clothing which is overtly offensive or indecent and should not wear footwear which may damage the surface of the courts, there is no requirement that Members should wear any specific clothing when using the club's facilities. In particular the club allows players to wear coloured tennis/sports clothing.

## **5) Entry to Membership**

5.1) Election to Membership is at the absolute discretion of a majority of the Committee who may delegate the power to the secretary or to such other Member of the Committee as is considered appropriate.

5.2) No person shall become a Member until they have paid any entrance fee, their first annual subscription (or installment if it is agreed that they may pay by installments or the Committee have determined that free Membership shall apply) and confirmed in writing that they agree to become a Member and to be bound by both the Memorandum and Articles of Association and by any by-laws issued from time to time by the Committee.

5.3) Prior to a Member becoming a Member the secretary or a delegated Committee Member must make available to him a copy of the Memorandum and Articles of Association and have his attention drawn by whatever means is reasonable practical to the Club by-laws.

5.4) The Committee of the Club shall have power to elect Full Members of the Club upon such terms and subject to such regulations restrictions and conditions as the Committee may from time to time deem advisable and every full Member upon his election shall be entitled during his period of Membership to all the privileges and subject to all the duties of a Member of the Company.

5.5) No person who is not a Full Member of the Club shall be entitled to be elected as an Officer or as a Member of the Committee of the Club or to attend or vote at any General Meeting of the Club or be entitled to claim any share of the assets of the Club upon its dissolution but every Member of the Club shall be entitled (subject to the provision of these Articles and any rules and bye-laws for the time being in force made by the Committee as hereinafter provided) to all the rights and be subject to all the duties of a Member of the Company.

5.6) The Committee shall have power to permit any person or persons to use the property of the Club in common with the Members of the Club on such conditions as the Committee may from time to time determine save for where to do so would conflict with the interests of the Membership.

## **6) Annual Subscriptions**

6.1) The Club at the Annual General Meeting determines the rates and categories of Members annually. Categories of Members may include but not be limited to individual adult Members, junior Members, senior citizens, married or co-habiting couples, families and such other categories of Members as the Club may from time to time decide. The categories will be determined on a non discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.

6.2) The Committee shall have the power at its absolute discretion to give discounts to Members in relation to the annual Membership fee or free Membership. Examples of when this may be appropriate include but are not limited to where a Member has joined part way through the Membership year, where a new Member is an exceptionally talented player or is a coach, where it is felt appropriate due to exceptional services rendered to the Club by a Member or in respect of any Members who are holders of or have agreed to subscribe to any debenture issued or to be issued by the Club.

6.3) The Club in General Meeting may elect honorary Life Members without entrance fee or any special or other payment in respect of such Life Membership.

6.4) Subject to the foregoing provisions of these Articles every Life Member and honorary Life Member shall be entitled to all the privileges and shall be subject to all the duties of a Member of the Club.

## **7) Payment of Subscription**

7.1) The payment of annual subscriptions is due on or before the 1<sup>st</sup> April of each year. The Committee may permit a Member to pay by instalments (whether monthly or otherwise). In the event of a Member failing to pay the annual subscription or defaulting on an instalment payment the Committee will issue a written reminder requiring payment of the instalment within 14 days or payment of the full annual subscription within 30 days and unless the payment so demanded is received within the time stated the Membership of the defaulting person shall immediately cease unless the Committee agree otherwise. The cessation of Membership shall result in the Member forfeiting all rights in and claims upon the Club and its property.

7.2) A defaulter may in the absolute discretion of the Committee be readmitted to Membership on payment of all arrears without payment of any further entrance fee. For the avoidance of doubt arrears will not accrue where a former Member has just let his Membership lapse but has not made use of the Club facilities during any particular Membership year.

7.3) The Committee shall have power to direct that entrance fees shall be payable at such date or dates and whether in one sum or by such instalments as they prescribe. Unless otherwise directed all entrance fees shall be payable in one sum on election.

7.4) Members are liable to pay the full annual subscription notwithstanding any agreement that they may pay by instalments even though they may resign or be expelled from the Club before the instalments are all paid for any year.

7.5) Where it has been agreed that an entrance fee or subscription is payable by instalments this does not prejudice the Club's right to claim the whole amount of the entrance fee or subscription outstanding at any time (including when the subscription is in arrears and any individual Member has ceased to be a Member of the Company).

## **8) Resignation of Membership**

8.1) Any Member may resign his Membership by giving to the Honorary Secretary written notice of his intention to do so

8.2) If notice is given after 31<sup>st</sup> May in any year, the Member must pay his subscription for the whole of that year (whether or not it was agreed that he could pay it by instalments).

## **9) Expulsion**

9.1) If at any time the Committee is of the opinion that there is good cause (such as conduct or character likely to bring the Club or sport into disrepute) it may by letter invite any Member to resign from the Club within a time specified in the letter.

9.2) If the Member does not resign the question of his expulsion must be submitted to a Special General Meeting to be held within 3 weeks after the date specified in the letter by which he was invited to resign.

9.3) The Member whose expulsion is sought must be given at least one week's notice of the meeting and of the grounds on which it is sought to expel him.

9.4) At the meeting the Member must be allowed to offer any explanation or defence that he thinks fit either verbally or in writing.

9.5) If two-thirds of the Members present and entitled to vote at the meeting vote for his expulsion the Member immediately ceases to be a Member.

9.6) The voting on a question of expulsion must be by ballot if not less than 5 Members are present and entitled to vote so demand.

9.7) The Committee may exclude the Member from the premises and grounds occupied and or used by the Club until the special general meeting has been held.

### **10) Effect of resignation or expulsion**

Any person ceasing to be a Member forfeits all rights to and claims upon the Club its property and its funds and he has no right to the return of any part of his subscription (or as the case may be remains liable for the balance of any subscription to be paid).

10a) Without Prejudice to the Company's own rights to expel individual members, each individual member and the Company is in addition bound by and subject to the LTA Disciplinary Code and any amendments thereof for the time being in force.

### **11) Management of the Club**

The entire management of the Club(except as otherwise provided by these rules) must be deputed to a Committee consisting of at least 8 but not more than 12 Members.

### **12) Election of Committee**

12.1) All Members of the Committee must retire at the annual general meeting, but each is eligible for re-election at that meeting.

12.2) Any 2 Members who are entitled to vote may propose any other Member or Members who is or are entitled to hold office by giving notice in writing (including by email) to the Honorary Secretary at least 14 days before the meeting.

12.3) If any notice of proposal is given, all Members entitled to vote must be given written notice of it at least 5 days before the meeting.

12.4) Every voting Member is entitled to vote for as many candidates as there are vacancies to be filled.

12.5) The candidates who receive most votes must be declared elected up to the number of vacancies, and, in the case of 2 or more candidates receiving an equal number of votes, the Chairman may have a casting vote.

### **13) Casual vacancies**

13.1) In the event of a vacancy on the Committee, the Committee may appoint any eligible Member of the Club to fill the vacancy until the next Annual General Meeting when he shall retire with the other Members of the Committee

13.1a) Notwithstanding Paragraph 11 of this constitution where the Club's head coach has not been elected to the committee by ordinary means, the committee may entirely at its discretion appoint the head coach to the committee even though the total number of committee members would then exceed 12.

13.2) The proceedings of the Committee are not invalidated because there are less than the prescribed number of Members save for the Committee must at all times be comprised of at least 5 Members.

### **14) President**

14.1) The President of the Club must be elected by the Members in General Meeting.

14.2) He holds office until death mental incapacity or resignation or until he ceases to be a Member of the Club unless he is removed from office by a resolution of the Committee or the Members in General Meeting.

14.3) The President is permitted to be present at all Committee meetings but may not vote unless he has been separately elected to the Committee.

## **15) Proceedings of the Committee**

15.1) The Committee should endeavour to meet at least once every two months to arrange the affairs of the Club and to examine its accounts.

15.2) The Honorary Secretary must send notice of each meeting to every Committee Member.

15.3) 5 Members of the Committee form a quorum.

15.4) The Honorary Secretary must take minutes of all proceedings of the Committee.

15.5) Save as stated below no Officer or Member of the Committee shall receive any remuneration for his services but nothing herein contained shall be deemed to prohibit the payment by the Club of any sum to the Honorary Secretary for clerical or other services (either by gratuity or otherwise) nor the payment to any Member contracting with the Club.

15.6) Save in exceptional circumstances no Member of the Committee shall be entitled to vote either in person or on a show of hands or on a poll, unless he is present in person.

## **16) Powers of the Committee**

16.1) The business of the Club shall be managed by the Committee who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Club as they think fit and may exercise all such powers of the Company, and do on behalf of the Club all such acts as may be exercised, and done by the Club and as are not by statute or by these Articles required to be exercised or done by the Club in General Meeting, subject nevertheless to anything contained in these Articles to the provisions of the statutes for the time being in force and affecting the Club, and to such regulations, being not inconsistent with these Articles or the aforesaid provisions, as may be prescribed by the Club in General Meeting but no regulation made by the Club in General Meeting shall



invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

16.2) The Committee may issue Debentures, debenture stock, bonds or obligations of the Club at any time in any form or manner and for the amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of any of the property of the Club or on bonds or debentures or otherwise as they may think fit and in particular any such debentures stock bonds or obligations may be issued on the terms that the holder if a Member of the Club shall be exempt in whole or part from the payment of any entrance fee and or annual subscription and have such other special rights and privileges as the Committee shall determine. Provided, nevertheless, that no mortgagee or other person advancing money to the Club shall be concerned to see that any money advanced by him is wanted for any purpose of the Club or that no more than is wanted for any purpose of the Club is raised or borrowed.

16.3) The Committee shall not without the sanction of a General Meeting of the Club, demise, underlet, exchange, sell or otherwise dispose of all or any part of the lands, buildings, tenements or property of the Club, save as far as the Committee may deem it necessary or expedient or convenient for the purposes of Article 16.2 above.

16.4) The Committee shall have power to recommend to a General Meeting the making, alteration and repeal of all such rules and bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club.

16.5) The Committee shall adopt such means as they deem sufficient to bring to the notice of Members of the Club all such rules and byelaws, amendments and repeals providing always that if any rule, byelaw, amendment or appeal is brought to the attention of the Members by posting it on the Club website and or at the Club premises this will be deemed sufficient to have brought it to the attention of all Members of the Club. All such rules and byelaws so long as they shall be in force shall be binding on all Members of the Club provided nevertheless that no rule or byelaw shall be inconsistent with or shall affect or repeal anything contained in the

Memorandum or Articles of associate of the Club. Any rule or byelaw may be made altered or repealed by a special resolution of a General Meeting of the Club.

16.6) Without Prejudice to any statutory provision for the time being in force relating to the removal of Members of the Committee by Ordinary Resolution the Club may by Extraordinary Resolution remove any Member of the Committee before the expiration of his period of office and may appoint another person in his stead but any person so appointed shall hold office during such time only as the Member of the Committee in whose place he is appointed would have held the same if he had not been removed, but this provision shall not prevent either Member from being eligible for re-election.

### **17) Sub Committees**

17.1) The Committee may from time to time as it considers necessary or expedient appoint sub-Committees from among its Members or the Club Members in general and may depute or refer to them any of its powers and duties.

17.2) The sub-Committees must periodically report their proceedings to the Committee and must conduct their business in accordance with the directions of the Committee.

### **18) Annual General Meeting**

18.1) The Annual General Meeting of the Club must be held each year on a date and at a time to be fixed by the Committee.

18.2) The Annual General Meeting must:

a) receive from the Committee a report, audited balance sheet and statement of accounts for the preceding financial year and an estimate of the receipts and expenditure for the current financial year;

b) elect the Committee and the Officers of the Committee namely the Chairman, Honorary Secretary and Honorary Treasurer.

c) appoint an auditor for the ensuing year; and

d) decide on any resolution duly submitted to the meeting as provided below.

18.3) A copy of the report, audited balance sheet and statement of accounts and details of significant income and expenditure since the balance sheet date up to and including the month before the Annual General Meeting must be sent to Members at least 21 days before the annual general meeting.

### **19) Members' resolutions**

Any Member who wishes to move a resolution at the annual general meeting must give written notice of the resolution to the honorary secretary by 7 days preceding the meeting.

### **20) Special General Meetings**

The Committee may call a Special General Meeting at any time for any special purpose, and it must do so immediately upon the requisition in writing of any 10 Members of the Club stating the purpose for which the meeting is required.

### **21) Notice of General Meetings**

21.1) The Honorary Secretary must send notice of the Annual General Meeting or any Special General Meeting and of the business to be transacted at the meeting to every Member and must post it prominently in the Clubhouse (or other such premises as the Club shall from time to time occupy or designate) and or on the Club website at least 21 days before the meeting.

21.2) No business may be brought forward at a general meeting other than that of which notice has been given.

21.3) The accidental omission to give notice of a Meeting to or the non receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that Meeting providing notice of the Meeting was posted on the Club website or prominently in the Clubhouse (or other such premises as shall time to time be occupied or designated by the company).

## **22) Conduct of General Meetings**

22.1) The President or Chairman shall preside at all General Meetings but should he not be present within fifteen minutes after the time appointed for such meeting the Members present shall choose some Member of the Committee or if no such Member of the Committee be present or if all the Members of the Committee present decline to take the chair, they shall choose some Member of the Club who shall be present to preside.

22.2) Every Member present and entitled to vote may have one vote upon every motion.

22.3) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting if convened on the requisition of the Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Chairman shall appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

22.4) The Chairman shall with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place but no business shall be transacted from the time from which the adjournment took place until the next meeting. Whenever a meeting is adjourned

for ten days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid the Members shall not be entitled to any notice of any adjournment or of the business to be transacted at any adjourned meeting.

22.5) At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote unless, following the show of hands, a poll be demanded by the chairman or by at least three Members present in person. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive and an entry to that effect in the minute book of the Club shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22.6) Subject to the provisions of the clause below if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the Meeting shall direct and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

22.7) No poll shall be demanded on the election of a chairman of the Meeting or on any question of an adjournment.

22.8) In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

22.9) The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

### **23) Quorums**

Quorums at all general meetings shall be as follows:

- for motions proposing any repeal or amendment of the Club rules, 25 Full Members,
- for the repeal or amendment of any byelaw, 20 Members and
- for all other business, 10 Members.

#### **24) Financial year**

The financial year of the Club ends on the last day of March in each year, to which day the accounts of the Club must be balanced.

#### **25) Auditors**

25.1) At every annual general meeting an independent accountant who is not a Member of the Committee must be elected to serve as auditor for the ensuing year.

25.2) A vacancy occurring in the office of auditor during the year must be filled by an independent accountant who is not a Member of the Committee and he must be appointed for that purpose by the Committee.

#### **26) Refreshment Charges, supply of alcohol etc**

26.1) The Club may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away-match expenses, post match refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002.

26.2) The Club may also in connection with the sports purposes of the Club:

- (a) sell and supply food, drink and related sports clothing and equipment;

(b) employ members (though not for playing) and remunerate them for providing goods and services, on fair terms set by the Committee without the person concerned being present;

(c) pay for reasonable hospitality for visiting teams and guests;

(d) indemnify the Committee and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets).

26.3) The Committee will have due regard to the law on disability discrimination and child protection.

26.4) The Committee must fix the charges for any refreshments sold by the Club but this power can be delegated to individual Members or a sub-Committee

26.5) The purchase and supply of alcohol by the Club is at the absolute discretion of the Committee.

26.6) In the event that the Club obtains a licence to sell alcohol it will designate the permitted hours for its sale.

26.7) No one may directly or indirectly derive any pecuniary benefit from the supply of alcohol or sale of food by or on behalf of the Club to Members or guests or others so entitled apart from any benefit accruing to the Club as a whole and apart also from any benefit which a person derives indirectly by reason of the supply giving rise to or contributing to a general gain from the carrying on of the Company.

26.8) Alcohol may be sold to non-Members admitted to the Club premises under Article 28 or pursuant to arrangements made by the Committee under Article 34, for consumption on Club premises only

26.9) No one under the age of 18, whether or not a Member of the Company, may be supplied with, or consume, alcohol on Club premises.

### **27) Profits or emoluments for Members**

27.1) The Club is a non-profit making organisation, the property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the rules and all surplus income or profits are reinvested in the club

27.2) No Member may receive any profit or emoluments from the funds or transactions of the Club except for professional services rendered at the request of the Committee save as set out at paragraph 15 above or 36 below.

### **28) Visitors**

28.1) Every Member may introduce visitors subject to the regulations or byelaws made from time to time by the Committee.

28.2) The Committee will determine any visitor's fee from time to time.

28.3) Every visitor must be the guest of and be accompanied by the Member introducing. It is the responsibility of the Member accompanying the guest to pay the appropriate visitor fee to any Member of the Committee as soon as is practically possible following the introduction of the said visitor.

28.4) Unless previously agreed with the Committee no guest may use the Club facilities on more than 3 occasions in any Membership year.

### **29) Gambling**

Save for the provision of gaming machines or other games or lotteries permitted by law and approved by the Committee, the Clubhouse and or any other premises occupied by the Club may not be used for gambling.



### **30) Amendments to Articles**

30.1) Save in relation to Article 33 these Articles may be added to, repealed or amended by resolution at any General Meeting.

30.2) A resolution to alter the Articles must be passed by a majority of at least two-thirds of the Members voting on it.

30.3) Any reference in these Articles to 'these Articles' or 'the Articles of the Company' includes a reference to the Articles of the Club as altered from time to time in accordance with this Article.

### **31) Byelaws and regulations**

31.1) The Committee may from time to time make, repeal and amend byelaws and regulations it thinks expedient for the internal management and well-being of the Club and the use of the courts.

31.2) Byelaws and regulations may not be inconsistent with these rules.

31.3) All byelaws and regulations are binding on the Members until repealed by the Committee or set aside by a resolution of a General Meeting of the Company. A copy of all such byelaws shall be posted on the Company's website and or in the Clubhouse and these postings shall be deemed to be notice to all Members.

### **32) Courts competitions etc**

32.1) The Committee may make whatever arrangements for hiring of courts as are required on any occasion, and may impose a charge for:

- admission of or use of courts by non-Members, and

- Reservation of courts.

32.2) If in its absolute discretion it thinks proper the Committee may also make arrangements for holding matches, tournaments or other like competitions and provide cups and other prizes for such competitions.

### **33) Winding Up of the Company**

If at any General Meeting a resolution for the winding up of the Club is passed by a majority of the Members present and entitled to vote, and if that resolution is confirmed by a resolution passed by a majority of two-thirds of the Members present and entitled to vote at a Special General Meeting held not less than one month after that meeting at which not less than one-half of the Members entitled to vote are present, the Committee must immediately or at such future date as is specified in the resolution proceed to realize the property of the Company, and after the discharge of all liabilities any assets or property whatsoever the same shall be given or transferred to some other organization of a like character, such organization to be determined by the Members of the Company at or before the winding up or dissolution and if so far as an effect cannot be given to such provision then the remains shall be given or transferred to some nationally recognized charitable object as determined by the Members of the Company.

### **34) Affiliated Clubs**

The Club may at the discretion of a majority of the Committee offer Membership to affiliated Clubs on the same basis as Members of the Club and charge the affiliated Club, Membership subscriptions to be set at a level determined by the Committee