

DUFFUS TENNIS CLUB

CONSTITUTION

1. Name

- 1.1 The club shall be called Duffus Tennis Club ("the Club").

2. Definitions

- 2.1 "the game" means the game of tennis;

"the President" means the person elected from time to time to be the president of the club;

"the Secretary" means the person elected from time to time to be secretary of the club;

"the Treasurer" means the person elected from time to time to be treasurer of the Club;

"the Management Committee" means the committee appointed from time to time to manage the club;

"the Members" means the members of the Club admitted from time to time to membership of the club;

"Tennis Scotland" means the governing body of tennis in Scotland of 177 Colinton Road, Edinburgh EH14 1BZ

"the LTA" means the Lawn Tennis Association (the governing body of tennis within Great Britain, the Channel Islands and the Isle of Man) of The National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ and its subsidiaries or such successor entity or entities as become(s) the governing body of the game of tennis within Great Britain, the Channel Islands and the Isle of Man from time to time;

"the LTA Disciplinary Code" means the disciplinary code of the LTA in force from time to time; and

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

- 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. Objectives

The objectives of the club are:

- (a) principally to provide facilities for and generally to promote, encourage and facilitate the playing of the Game in the areas of Cupar and North East Fife and amongst the community;
- (b) to provide and maintain club premises at Duffus Park, Cupar and tennis equipment owned by the club for the use of its members;
- (c) to provide other ordinary benefits of an amateur sports club as set out in

Schedule 18 of the Finance Act 2002 including without limitation provision of suitability qualified coaches, coaching courses, insurance, medical treatment, post-match refreshments;

- (d) to take and retain a membership of Tennis Scotland (and by doing so become and remain registered as an associate of the LTA) and to comply with and uphold the Rules and Regulations of Tennis Scotland as amended from time to time and the LTA Rules and the LTA Disciplinary Code and rules and regulations of any body to which the LTA is registered or affiliated;
- (e) 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, fixtures and fittings and accessories as shall be thought advisable;
- (f) to make donations or offer support to tennis clubs which are charities or community amateur sports clubs; and
- (g) to do all such other things as the Management Committee thinks fit to further the interests of the club, to advance and safeguard the interests of the game, to promote increases in participation at all levels of the game or as are otherwise incidental or conducive to the attainment of all or any of the objectives of the club.

4. Application of Surplus Funds

- 4.1 The club is a non-profit making organisation and the income and property of the club shall be applied solely towards promoting the club's objectives and no portion thereof shall be paid or transferred, directly or indirectly, to the members of the club.
- 4.2 Nothing in clause 4.1 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.
- 4.3 No member shall be paid a salary, bonus, fee or other remuneration for playing for the club.

5. Membership

Eligibility for membership

- 5.1. Persons of either sex are eligible for full membership of the club. 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.
- 5.2 Persons below the age of 18 may be elected as Junior Members without the right to hold office or vote at general meetings.
- 5.3 The number of Tennis, Student, Family, Junior and Non-playing members shall be at the discretion of the Management Committee.

Admission of Members

- 5.4 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, which shall admit that candidate to membership of the Club unless to do so would be contrary to the best interests of the sport or the good conduct and interests of the Club.

Conditions of membership

- 5.5 Each member (of each class) agrees as a condition of membership to be bound by and subject to these rules and the rules and regulations of Tennis Scotland (as in force from time to time) and to be bound by and subject to the LTA Rules and the LTA Disciplinary Code.
- 5.6 Rule 5.5 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 5.5, should be enforceable, by virtue of the Contracts (Rights of Third Parties) Act 1999, by any person who is not a party to these rules.
- 5.7 The Management Committee may terminate the membership of any person, or impose any other sanction it determines to be appropriate, in connection with the breach of any condition of membership.

Classes of Members

- 5.8 There shall be the following classes of members for the club:
- (a) **Honorary Members**
 - (b) **Adult Members** who are 18 years of age and older
 - (c) **Veteran Members** who are 65 years of age and older
 - (d) **Junior Members** who shall be under the age of 18.
 - (e). **Student Members.** Student Members shall be members aged between 18 and 25 who are undergoing full-time training or instruction at a recognised university, training college or similar institution. The decision of the Management Committee shall be final as to what constitutes full-time training or instruction.
 - (f) **Family Membership** consisting of two adult members of a family and up to four children who shall be admitted to membership on such terms as the Committee may from time to time determine;
 - (g) **Holiday Membership** available only during the period of school summer holiday periods;
 - (h) **Non-Playing Members** who shall be admitted to membership on such terms as the Committee may from time to time determine;
- 5.9 Only honorary, adult, veteran and adult members of the Family Membership shall be entitled to receive notice of, attend and vote at general meetings. Other members shall be entitled to all the privileges of membership relevant to their class of membership but shall not have the right to receive notice of, attend and vote at general meetings.

Subscriptions

- 5.10 The annual subscription for each type of member shall be determined from time to time at the Annual General Meeting
- 5.11 The members shall pay any annual subscription fees set at the Annual General Meeting.

5.12 No person who has been elected a Member shall be entitled to the privileges of membership until he has paid his first annual subscription.

5.13 Any member whose subscription is not paid by such date as has been determined at the Annual General Meeting the Management Committee shall be deemed to have resigned his membership of the Club.

6. Resignation

6.1 A member may withdraw from membership of the club at any time; 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.

7. Expulsion

7.1 Subject to the remaining provisions of this rule, the Management Committee shall have power to refuse membership or expel a member only for good and sufficient cause, such as conduct or character likely to bring the club or the game into disrepute.

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.

7.3 The member shall be given an opportunity to appear before the Management Committee to answer complaints made against him. 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.

7.5 The member may appeal against the Management Committee's decision by notifying the Management Committee who shall put the matter to the club's members at a general meeting and decided by a majority vote of members present and voting at such meeting.

8. Effect of Resignation or Expulsion

8.1 Any person ceasing to be a member forfeits all right to and claim upon the club, its property and its funds.

8.2 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. Management Committee

9.1 The whole business and affairs of the club shall be managed and conducted by the Management Committee which shall consist of the Officers of the Club (President, Secretary and Treasurer) and by seven other members; team captains shall also be invited to meetings of the Management Committee but will not be entitled to vote. All Officers and members of the Management Committee shall retire annually and shall be eligible for re-election.

9.2 The members of the Management Committee may exercise all of the powers of the club for the purposes of the management of the club.

- 9.3 Each member of the Management Committee must be a fit and proper person to be involved in the general control, management and administration of the club and must declare that he is a fit and proper person prior to being elected.
- 9.4 The offices of Secretary and Treasurer may be conjoined for such time as the club at its Annual General Meeting may determine
- 9.5 The Management Committee shall be elected at the annual general meeting in each 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).
- 9.6 Any person nominated as a member of the Management Committee should be a full adult member of the club unless otherwise determined at the Annual General Meeting.
- 9.7 In addition to the members elected or appointed in accordance with this Rule 9, the Management Committee may co-opt 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 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 resigns his office by notice to the Club; or
 - (c) 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 the CLTA or the LTA; or
 - (d) he is requested to resign by not less than two-thirds of the other Management Committee members acting together.
- 9.9 Any person accepting election or nomination to the Management Committee who has any financial interest in the game must, before such election or nomination, state in writing to the club all such interests. Failure to do so will lead to automatic disqualification from Management Committee. The Management Committee has the right to veto such an election if, in its opinion, it is not in the best interests of the Club.

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 4 meetings each year. The quorum for such meetings shall be 5 members. The President 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 7 days notice of a meeting.
- 10.2 The President shall be the chairman of the Management Committee. Unless he is unwilling to do so, the President shall preside at every meeting of the Management Committee at which he is present. If there is no person holding that office or if the President is unwilling to preside or is not present within fifteen 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 President (or the acting chairman of that meeting) shall have a casting or additional vote.

- 10.4 The Management Committee may from time to time appoint from among its number such sub-committees 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 sub-committees 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.
- 10.7 Any member of the Management Committee may participate in a meeting of the Management Committee by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is

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 President'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 elect the auditor or independent examiner;
 - (d) to elect the President, Vice-President, Treasurer, Secretary and other members of the Management Committee; the President to be elected for a three year term, only, unless otherwise determined by the Annual General Meeting;
 - (e) to approve the minute of the previous year's Annual General Meeting;
 - (f) to consider any changes to the constitution of the club;
 - (g) to decide on any resolution which may be duly submitted in accordance with Rule 11.2 below;
 - (h) to deal with any other matters which the Management Committee desires to bring before the membership.
 - (i) 21 days notice shall be given to all members of the Annual General Meeting and of any other General Meeting.
- 11.2 Notice of any resolution proposed to be moved at the annual general meeting shall

be given in writing to the Secretary not less than 14 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

- 12.1 An extraordinary general meeting may be called at any time by the Management Committee and shall be called within 21 days of receipt by the Secretary of a requisition in writing signed by not less than 10 Members stating the purpose for which the meeting is required and the resolutions proposed.

13. Procedures at the Annual and Extraordinary General Meetings

- 13.1 The Secretary shall send to each member at his last known address written notice of the date, time and place of the general meeting together with the resolutions to be proposed at least 14 days before the meeting. The accidental failure to give notice to any person entitled to notice, or the accidental omission of any such details in any notice, shall not invalidate the proceedings at the meeting.

- 13.2 The quorum for the annual and extraordinary general meetings shall be 15 members or one-tenth of the voting membership of the Club (whichever is the greater number). No business other than the appointment of the chairman of the meeting shall be transacted at the general meeting if the persons attending it do not constitute a quorum.

- 13.3 The President shall preside at all 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 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 may choose one of their number to be chairman of the meeting.

- 13.4 If the persons attending an annual or extraordinary general meeting do not constitute a quorum within 15 minutes of the time at which the meeting was due to start, or if during a meeting, a quorum ceases to be present, the chairman of the meeting must adjourn it. The chairman of the meeting must adjourn the meeting if directed to do so by the meeting. When adjourning an annual or extraordinary general meeting the chairman of the meeting must specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the members of the Management Committee.

- 13.5 Each voting member 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 or additional vote.

- 13.6 No objection may be raised as to the qualification of any person voting at a meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting.

- 13.7 The Secretary, or in his absence a member of the Management Committee, shall take minutes at annual and extraordinary general meetings.

- 13.8 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.

15. Opening of club premises

- 15.1 The club is open at such times as the Management Committee shall decide. The club's facilities shall be available to members without discrimination.

16. Alteration of the Rules

- 16.1 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 at the general meeting, the notice of which contains particulars of the proposed alteration or addition.

17. Regulations and Standing Orders

- 17.1 The Management Committee shall have power to make, repeal and amend such regulations and standing orders as it may from time to time consider necessary for the well being of the club provided that they shall not prejudice the club's status as a Community Amateur Sports Club. Such regulations and standing orders and any repeals or amendments to them shall have effect until set aside by the Management Committee.

18. Use of Facilities

- 18.1 The club agrees that all unlicensed and unregistered coaches and, so far as reasonably practicable, players and other persons using the facilities of the club will be required, as a condition of such use, to agree to be bound by and subject to these rules, the rules and regulations of Tennis Scotland, 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 Tennis Scotland can enforce any breach at its option and in its sole discretion.

19. Finance

- 19.1 All money payable to the club shall be received by the person authorised by the Management Committee to receive such money and shall be deposited in a bank account in the name of the club. The Management Committee will agree the form and operation of the club bank accounts. Any money not required for immediate use may be invested as the Management Committee, in its discretion, thinks fit.
- 19.2 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. The remuneration of a member of the Management Committee, member or employee of the club or other person may take any form and may include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death or sickness or disability benefits to, or in respect of, that person.
- 19.3 The club may pay any reasonable expenses that members of the Management Committee properly incur in connection with their attendance at meetings of the Management Committee or at annual or extraordinary general meetings of the club or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the club.
- 19.4 The financial transactions of the club shall be recorded by the Treasurer in such manner as the Management Committee thinks fit.

- 19.5 Full accounts of the financial affairs of the club shall be prepared each year. These accounts shall be duly audited by the auditors or examined by an independent examiner. The accounts must be made available to every Member when notice concerning the annual general meeting is given.

20. Borrowing

- 20.1 The Management Committee may borrow a maximum total amount of £5,000 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.
- 20.2 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 property of the club) the grant of such security must be approved by the club at a general meeting).
- 20.3 The Management Committee shall have no power to pledge the personal liability of any member for repayment of any sums so borrowed.

21. Notices

- 21.1 The club can send, make available or supply any notice, ballot paper, accounts, document, or other information by personal delivery, by posting it to the intended recipient's usual address, by sending it or supplying it in electronic form to an address notified by the intended recipient to the club or by making it available on a website and notifying the intended recipient of its availability in accordance with this rule.
- 21.2 If any notice or other information is left by the club at the intended recipient's usual address, it is treated as being received on the day it was left.
- 21.3 If any notice or other information is sent by the club by post, it is treated as being received the day after it was posted if first class post was used, or 72 hours after it was posted if first class post was not used. In proving that any notice or other information was received, it is sufficient to show that the envelope was properly addressed and put into the postal system with postage paid.
- 21.4 If any notice or other information was sent using electronic means, it is treated as being received on the day it was sent. In the case of notices or other information available on a website, the notice or other information is treated as being received on the day on which it was made available on the website or, if later, the day on which the notice of availability is treated as being received by the intended recipient in accordance with this rule.

22. Dissolution

- 22.1 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 three-quarters of the members present and voting.
- 22.2 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.
- 22.3 Any property remaining on a winding up or dissolution of the club after the discharge of the debts and liabilities of the club shall not be paid to or distributed among the

members of the club, but shall be given or transferred to one or more of the following sporting or charitable bodies (i) the LTA or Tennis Scotland for use in community related initiatives for the game; (ii) another registered community amateur sports club for the game; or (iii) a registered charitable organisation.

19 February 2012