

THE GARDENS LAWN TENNIS CLUB LIMITED

Rules

Adopted by Special Resolution passed on 25 March 2011

Registered at the FSA 19 July 2011

**As amended by resolutions passed at Annual General Meetings
held on 23 March 2012, 17 March 2017, 17 August 2020 and 11 August 2021 and
29 April 2022**

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NAME, OBJECTS AND POWERS

1. Name

- 1.1. The Society shall be called “The Gardens Lawn Tennis Club Limited”.

2. Definitions

- 2.1. Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 35 shall bear the meanings given to them therein.
- 2.2. Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender.

3. Objects

- 3.1. The objects of the Club shall be to operate as a lawn tennis club, and to supply and maintain grounds, premises and buildings for the purposes of a club, the objects of which shall be sports of any kind, games or social.

4. Powers of the Club

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club including (but not limited to) all or any of the following:

- 4.1. Either directly or indirectly to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner as shall be considered by the Committee to be expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Committee to be necessary or expedient for the purposes of the Club or the advancement of its interests.
- 4.2. Subject to Rule 4.3, to raise or borrow money for the purposes of or in connection with the activities of the Club or any of them as the Committee thinks fit in accordance with the following provisions:
 - 4.2.1. Any sum or sums raised or borrowed may be on mortgage, charge, bonds or debentures on all or any of the funds or property of the Club whether or not including any floating charge of the whole or part of the undertaking property and assets of the Club both present and future.
 - 4.2.2. At the time of any borrowing the sum of the amount then remaining

undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed one hundred thousand pounds (£100,000) or such sum as the Members in General Meeting may from time to time determine.

- 4.2.3. The rate of interest payable at the time the terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which in the opinion of the Committee represents the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time except that in the case of a mortgage loan the Committee may delegate the determination of the interest rate within specified limits to an Officer, Committee Member or Sub-Committee.
- 4.2.4. The Committee may determine from time to time (subject to Rules 4.2.1, 4.2.2 and 4.2.3) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.
- 4.2.5. No person lending money to the Club shall be concerned to see or enquire whether either of the limits imposed by Rule 4.2.2 or Rule 4.2.3 is exceeded at the time of the borrowing or issue and if either or both of such limits were to be exceeded no borrowing incurred in excess of such limits shall be invalid unless such person had received express notice to this effect at the time of borrowing.
- 4.3. Without prejudice to Rule 4.2.2, the Committee shall not commit the Club to any borrowing exceeding fifty thousand pounds (£50,000) without first obtaining the approval of the Members in General Meeting.
- 4.4. To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by a trust deed or other assurance.
- 4.5. To accept and grant sponsorship and franchises and make such arrangements in connection therewith as the Committee shall think fit.
- 4.6. To apply for and hold any licences, consents, certificates, permissions and approvals that may be required for or in connection with the activities of the Club and (among other things) to provide catering and such other facilities as the Committee shall consider desirable.
- 4.7. To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for the Club, or the Game.
- 4.8. To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may,

in the opinion of the Committee, directly or indirectly benefit, or is calculated so to benefit, the Club or its activities.

- 4.9. To promote, arrange and organise competitions and entertainments in connection with the Game and any other sport, recreation or social activity consistent with the objects of the Club.
- 4.10. To engage such officials and employees upon such terms and at such remuneration as the Committee may deem appropriate, and to dismiss or retire any of them as may be necessary.
- 4.11. To provide pensions, insurances and other benefits to employees or ex-employees of the Club or the dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.
- 4.12. To maintain bank accounts in credit or overdrawn on such terms as the Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems whether pursuant to Rule 17.5 or otherwise.
- 4.13. To pass such resolutions, regulations and instructions (including without limitation regulations concerning disciplinary proceedings that may be taken against Members) which shall be binding on all Members as are considered necessary for the better management, organisation, administration and regulation of the Club.
- 4.14. To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Club.

5. **Limits on Powers**

Exercise of the powers contained in Rule 4 shall, notwithstanding any other provision of these Rules, be subject to the following restrictions and limitations:

- 5.1. The Club shall not enter into any agreement with a Member for the supply of goods or services to the Club unless such agreement is on arms' length terms and has been approved at a meeting of the Committee without the Member concerned being present.
- 5.2. The engagement by the Club of any official or employee who is also a Member shall be on arms' length terms and approved at a meeting of the Committee without the Member concerned being present.
- 5.3. The Club shall not make any payments to Members for playing the Game.

MEMBERSHIP

6. Members

- 6.1. The Members of the Club shall be the persons whose names are for the time being entered in the Register of Members.
- 6.2. Each member agrees as a condition of membership:
 - 6.2.1. To be bound by and subject to these Rules.
 - 6.2.2. To be bound by and subject to the Rules of the LTA and the Disciplinary Code.
- 6.3. Rule 6.2 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 6.2, should be enforceable, by virtue of the Contracts (Rights of Third Parties) Act 1999, by any person who is not a party to this agreement.
- 6.4. 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 belief nor on the basis of tennis ability.
- 6.5. The Committee may (subject to the provisions of Rule 8) offer such categories of membership of the Club with such qualifications, application procedures and conditions, duties and privileges, subscriptions and in such numbers as it may from time to time decide but always on the basis that every Member shall have one vote. Details of categories, qualifications, application procedures and conditions, duties and privileges of membership in force from time to time shall be kept by the Secretary and shall be available for inspection by Members at all reasonable times.
- 6.6. Details of any entrance fee and the subscription payable by each category of membership as determined under Rule 18 shall be kept as in Rule 6.5 by the Secretary.
- 6.7. The Committee shall have the power to admit to membership any person in accordance with the application procedures and conditions for the time being applicable under Rule 6.5. The Club may refuse membership or expel Members from membership on the basis of a breach of these Rules or any regulation which is applicable to the Grounds or its use by Members or who is, in the opinion of an Officer of the Club, guilty of misconduct or where the membership or continued membership of that person is considered by the Committee to be contrary to the best interests of the Game or the good conduct and interests of the Club. Appeal against such a decision may be made to the Members and decided by a majority vote.
- 6.8. No person who has been admitted to membership shall be entitled to the privileges of membership until he has paid for the shares in the Club allotted to

the Member, the entrance fee (if any) and his annual subscription fee.

- 6.9. The Committee may elect (subject to confirmation at the next following Annual General Meeting of the Club) as an Honorary Member of the Club any person, whether an existing Member or not, whose membership whether for services to the Club, to the Game or for any other reason the Committee considers to be especially desirable in the interests of the Club. An Honorary Member shall be a Member with all the rights, duties and privileges of membership of the Club but without any obligation to pay any entrance fee or subscription. The Committee shall have power to terminate the honorary membership of any person at any time if it considers such action to be in the interests of the Club so to do.
- 6.10. The Committee may elect as President of the Club any Member the Committee considers desirable in the interests of the Club whether in recognition of services or commitment to the Club or for any other reason. The President shall be a Member with all the rights, duties and privileges of membership of the Club.
- 6.11. No person may be accepted as a candidate for membership under the age of eighteen years and the purported admission of a person under the age of eighteen shall be void.
- 6.12. The Committee shall have power to create a class of persons called Juniors or with such other title as the Committee may decide using as criteria age or otherwise as it shall think fit. Such persons shall not be Members within these Rules and they shall have such rights, privileges and obligations as the Committee shall decide. Any person recognised in this class shall cease to be entitled to such recognition on attaining the age of eighteen years.
- 6.13. It shall be the duty of every Member to advise the Secretary promptly of each change of address. All notices and letters dispatched by post to a Member at the address registered in the Register of Members (which shall be conclusive proof thereof) shall be deemed to have been properly delivered pursuant to Rule 32.
- 6.14. A Member may resign from the Club at any time by giving to the Secretary written notice of the intention so to do provided that the Member shall remain liable for all monies then due and owing to the Club.
- 6.15. The Officers of the Club each shall have the power to order the withdrawal from the Grounds of any Member who is in breach of any of these Rules or any regulation which is applicable to the Grounds or its use by Members or who otherwise is, in the opinion of an Officer of the Club, guilty of misconduct.
- 6.16. The Committee shall have power to terminate or suspend for such period as it thinks fit the membership of or to reprimand a Member for any infringement of these Rules or any Regulations or for any conduct prejudicial to the interests of the Club or the Game. The procedure for the exercise of this power shall be prescribed by the Committee and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times.
- 6.17. A Member shall cease to be a Member:

- 6.17.1. On resignation (following written notice to the Secretary with any subscriptions or other payments due to the Club).
 - 6.17.2. On deemed resignation pursuant to Rule 6.18.
 - 6.17.3. On termination of membership by the Committee.
 - 6.17.4. Upon withdrawal of all his shares in the Club (or such number that the shares held by him fall below the minimum number required under Rule 8.2).
 - 6.17.5. On death.
- 6.18. Any Member whose entrance fee (if any) or subscription is not paid by such date as the Committee shall decide each year shall be deemed to have resigned his membership of the Club. Such Member shall remain liable for all monies then due and owing to the Club.
- 6.19. Any Member who ceases to be a Member of the Club for whatever reason can within two years of the date of cessation return his shares in the Club to the Secretary who will arrange a refund of the amount subscribed less any subscriptions or other payments due to the Club. The shares of a Member which have not been returned to the Secretary pursuant to the foregoing shall be forfeited to the Club and any amount then due to the Member in respect of such share shall thereupon become the property of the Club.
- 6.20. In the event of the death of a Member, subject to any nomination validly made under the Act and the provisions of the Act, his shares shall be returned to the Club by the personal representative of the deceased and distributed by the Committee in accordance with the provisions of the Act.

7. Coaches and Players

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 of the LTA and the Disciplinary Code, such agreement to contain an express acknowledgement that the Contracts (Rights of Third Parties) Act 1999 applies and that the LTA and the Club can enforce any breach at its option and in its sole discretion.

8. Share Capital

- 8.1. The capital of the Club shall consist of shares of the value of one pound (£1) each.
- 8.2. Every Member (other than Members under the age of eighteen) shall hold at least ten shares. No Member shall hold more than one thousand shares. No person who is not a Member (and no Members under the age of eighteen) shall be issued with a share.

- 8.3. In the case of shares allotted to an Honorary Member either upon these Rules taking effect or upon admission to membership thereafter pursuant to Rule 6.9 such shares shall be credited as fully paid by way of a capitalisation of any profits of the reserves of the Club and the Committee shall have power to take all steps necessary to give effect to this Rule.
- 8.4. No share shall be held jointly or be transferable by any Member other than with the prior consent of the Committee and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share or any interest therein or any rights associated therewith other than in accordance with these Rules shall, if the Committee so decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.
- 8.5. The Club shall not be required to issue a certificate to any Member in respect of the shares allotted to that Member.

GENERAL MEETINGS

9. General Meetings

- 9.1. All General Meetings shall be held at the Grounds or elsewhere as the Committee may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.
- 9.2. The Chairman of all such meetings shall be the Chairman of the Committee, or if unavailable, a Member of the Committee appointed at the Meeting concerned to take the Chair for that Meeting. If no other member of the Committee is present or willing to preside, the Members present and entitled to vote may choose one of their number to be chairman of the meeting.
- 9.3. Every Member shall be entitled to attend and vote at any General Meeting. The procedure for the casting of votes shall be determined by the Chairman of the Meeting.
- 9.4. The quorum at any General Meeting shall be 20% of the membership. Proxy voters may make up part of the quorum.
- 9.5. If within one hour after the time appointed for a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved, and in every other case it will stand adjourned to such other day and at such time and place, or be dissolved, as the Committee shall determine.
- 9.6. All resolutions shall be decided by a majority of votes recorded except where:
 - 9.6.1. These Rules provide for a special resolution which shall require a majority of at least two-thirds of the votes recorded.
 - 9.6.2. A resolution is put to an Annual General Meeting as contemplated by Rule 10.1.6.2 in which case the provisions of the Act as to voting shall apply.

- 9.7. A declaration by the Chairman of a General Meeting to the effect that a particular resolution has been passed or not or passed by a particular majority or not shall (subject to the Act) be final and binding on all Members.
- 9.8. A General Meeting shall not be invalidated by reason only of any Member accidentally failing to receive a notice thereof or any accompanying document relating thereto.
- 9.9. The procedure for conduct of General Meetings shall be prescribed by the Committee and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times.
- 9.10. Without prejudice to the other Rules, the Committee may provide for proxy voting arrangements on resolutions put to a General Meeting on such terms and by such means as the Committee may decide provided that details of such proxy voting arrangements are incorporated in, or otherwise accompany, the notice of such General Meeting.
- 9.11. To facilitate the organisation and administration of any General Meeting, the Committee may declare that the meeting shall be held at two or more locations (such meeting, being a “Virtual General Meeting”).
- 9.12. For the purposes of these Rules, a Virtual General Meeting shall be treated as taking place where the Chairman of the meeting presides (the “principal meeting place”).
- 9.13. A member present in person or by proxy at a Virtual General Meeting may be counted in the quorum and may exercise all rights (including those of any proxy granted to them) that they would have been able to exercise if they were present at the principal meeting place.
- 9.14. The Committee may make and change from time to time such arrangements as it shall in its absolute discretion consider appropriate to:
 - 9.14.1. Ensure that all members and proxies for members wishing to attend the meeting can do so;
 - 9.14.2. Ensure that all persons attending the meeting are able to participate in the business of the meeting and see and hear anyone else addressing the meeting;
 - 9.14.3. Ensure the safety of persons attending the meeting and the orderly conduct of the meeting; and
 - 9.14.4. Restrict the number of members and proxies at any one location to such number as can safely and conveniently be accommodated there,

and the entitlement of any member or proxy to attend a Virtual General Meeting shall be subject to any such arrangements then in force and stated by the notice of meeting or adjourned meeting to apply to the meeting.

- 9.15. If there is a failure of communication equipment or any other failure in the arrangements for participation in the meeting at more than one place, then the Chairman of the meeting may adjourn the meeting to such other day and at such time and place, or be dissolved, as the Committee shall determine. Such adjournment shall not affect the validity of such meeting, or any business conducted at such meeting, or any action taken pursuant to such meeting.

10. Annual General Meetings

- 10.1. Unless otherwise agreed by the Committee, not later than 31 March in every calendar year a General Meeting shall be held (to be known as the Annual General Meeting) for the transaction of the following business:
- 10.1.1. To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting.
 - 10.1.2. To receive and approve a Financial Statement for the preceding financial year and where necessary in law or where the Members require the Auditors' report thereon.
 - 10.1.3. To elect the Officers for the ensuing year.
 - 10.1.4. To confirm any elections of Honorary Members made by the Committee during the preceding year.
 - 10.1.5. To elect Members of the Committee for the ensuing year.
 - 10.1.6. Where necessary in law or where the Members require:
 - 10.1.6.1. To appoint the Auditors for the ensuing year, or
 - 10.1.6.2. To consider a resolution disapplying the provisions of the Act relating to the obligation to appoint Auditors.
 - 10.1.7. To consider as a special resolution any addition or alteration to these rules duly proposed in accordance with Rule 10.5.
 - 10.1.8. To consider any other motion or business duly proposed in accordance with Rule 10.5.
 - 10.1.9. To consider any other business of which due notice shall have been given.
 - 10.1.10. To hear any other relevant matter for the consideration of the Committee during the ensuing year, but on which no voting shall be allowed.
- 10.2. Notice of every Annual General Meeting stating the date, time and venue of such Meeting shall be sent to all Members so as to be received not less than two clear weeks prior to the date of the Meeting with the agenda of the business to be considered thereat.

- 10.3. The election of the Officers shall be subject to the following provisions:
- 10.3.1. Any Member shall have the right to make nominations, with the consent of a candidate, for election to any one or more of the offices named in or created under the provisions of Rule 15.1. Unless otherwise agreed by the Committee, such nominations must be sent in writing so as to reach the Secretary by the date no later than two days before the date of the Meeting. The Committee shall also have the right to make nominations for the election of Officers.
 - 10.3.2. The election of each Officer shall be decided by a majority of votes recorded.
 - 10.3.3. In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall immediately be held between those candidates for whom the votes cast are equal in number. If there shall still be equality of votes the Members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the office concerned for the ensuing year.
- 10.4. The election of Committee members shall be subject to the following provisions:
- 10.4.1. Any Member shall have the right to make not more than one nomination, with the consent of the candidate, for election as one of the Committee Members provided for in Rule 16.1.2. Unless otherwise agreed by the Committee, such nominations must be sent in writing so as to reach the Secretary by the date no later than two days before the date of the Meeting. The Committee shall also have the right to make nominations for the election of Committee Members without restriction on the number of nominations.
 - 10.4.2. The election of Committee Members shall be decided by a majority of votes recorded.
 - 10.4.3. In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the Committee a further election shall immediately be held for the last seat or seats between those candidates for whom the votes cast for such seat or seats are equal in number. If there shall still be equality of votes the Members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holders of the last seat or seats on the Committee for the ensuing year.
- 10.5. Proposals for additions or alterations to the Rules or for any other motion to be submitted to an Annual General Meeting shall be subject to the following provisions:
- 10.5.1. Any proposal shall be submitted in writing to the Secretary by the date

no later than seven days before the date of the Meeting duly proposed by one Member and seconded by another.

10.5.2. Copies of all such proposals and copies of all proposals put forward by the Committee shall be sent to all Members with the notice of the Annual General Meeting.

10.5.3. Amendments to any proposal notified to Members under Rule 10.5.2 shall be sent in writing so as to reach the Secretary duly proposed and seconded not less than seven days before the time for which the Annual General Meeting is convened.

10.6. Amendments duly received in accordance with Rule 10.5.3 shall be added to the agenda by the Chairman of the Annual General Meeting.

11. Special General Meetings

11.1. The Committee may convene at any time a Special General Meeting by giving to all Members two clear weeks' written notice thereof stating the date, time and venue thereof and the resolution or resolutions to be moved or other business to be transacted thereat.

11.1.1. Amendments to any resolution proposed by the Committee shall be submitted in writing to the Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 10.5.3 for an Annual General Meeting.

11.1.2. Amendments duly received in accordance with Rule 11.1.1 shall be added to the agenda by the Chairman of the Special General Meeting.

11.2. The Committee shall also convene a Special General Meeting on receipt by the Secretary of a written requisition so to do, duly signed by not less than 20 Members. Each requisition must clearly state the specific resolution to be moved. A requisition may also be sent to the Secretary by individual emails from each signatory; each email must include the text of the specific resolution to be moved.

11.2.1. Two clear weeks' notice of such a Meeting stating the date, time and venue thereof and the specific resolution to be moved thereat shall be sent to all Members by the Secretary within fourteen days of the receipt of the requisition.

11.2.2. Amendments to such a resolution shall be submitted in writing to the Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 10.5.3.

11.2.3. Amendments duly received in accordance with Rule 11.2.2 shall be added to the agenda by the Chairman of the Special General Meeting.

12. Rules

- 12.1. No new Rule shall be made, nor shall any Rule be amended or rescinded, except by a special resolution passed at an Annual General Meeting in accordance with Rule 10.5 or at a Special General Meeting convened by the Committee in accordance with Rule 11.1.
- 12.2. The Secretary shall register in accordance with the Act any new Rule or amendment to these Rules and no new Rule or amendment to the Rules shall be valid until so registered.
- 12.3. A copy of the Rules shall be delivered by the Secretary to any person on demand on payment of such sum (not exceeding ten pence) as may from time to time be determined by the Committee.

OFFICERS AND COMMITTEE

13. Powers of the Committee

- 13.1. The affairs of the Club shall be administered by the Committee which shall exercise all powers of the Club expressed in Rule 4 and without limiting the generality thereof.
- 13.2. The Committee shall have power to appoint such Sub-Committees as are considered necessary to deal with the affairs of the Club.
 - 13.2.1. The Committee shall determine the composition, powers and terms of reference of each Sub-Committee.
 - 13.2.2. The Chairman of any Sub-Committee shall have a second or casting vote, and the quorum necessary for the transaction of business by a Sub-Committee shall be one-third of its appointed members or as the Committee may determine.
 - 13.2.3. A Sub-Committee may exercise the power of co-option subject to the provisions of Rule 13.2.
- 13.3. The Committee shall have power to co-opt additional members to serve on it provided that the number of such co-opted members shall not exceed twenty-five per cent of the number of members elected to hold office on the Committee (the Officers for the purposes of this computation being deemed to be elected members) and to approve the co-option of additional members to serve on any Sub-Committee, in both cases either for general or special service and with or without voting rights. Co-opted members of the Committee shall not be involved in any decision or action regarding the licensed activities of the Club.
- 13.4. The Committee shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Club.
- 13.5. The procedure for the conduct of meetings of the Committee shall be prescribed by the Committee and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times

- 13.6. References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the Committee shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Committee or (b) a resolution of the relevant Sub-Committee where the power to act or authority being exercised has been delegated by the Committee to a Sub-Committee or (c) the relevant Officer where that power or authority has been delegated by the Committee to an Officer.

14. Committee Members' Interests

- 14.1. Any Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club shall declare the nature and extent of his interest at the first meeting of the Committee held after he became so interested.
- 14.2. Notwithstanding Rule 14.1, a general notice given to the Committee that a Committee Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Committee Member has an interest in any such transaction of the nature and extent so specified.
- 14.3. Provided that he has disclosed in accordance with this rule any material interest of his, a Committee Member:
- 14.3.1. may be party to, or otherwise interested in, any transaction or arrangement with the Club or in which the Club is otherwise interested;
 - 14.3.2. may be a director or other officer of, or employed by, or party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Club or in which the Club is otherwise interested; and
 - 14.3.3. shall not, by reason of his office, be accountable to the Club for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

15. Officers

- 15.1. The Officers of the Club shall be a Honorary Secretary, a Honorary Treasurer, a Men's Captain and a Ladies' Captain and such other Officers as the Club may in General Meeting from time to time determine.
- 15.2. Each Officer shall be a Member of the Club.
- 15.3. The Officers of the Club shall be elected at each Annual General Meeting in accordance with Rule 10.3.

- 15.4. Each Officer on election at an Annual General Meeting shall hold office from the end of that Meeting until the end of the next Annual General Meeting but shall be eligible for re-election from year to year.
- 15.5. If any such offices fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Committee for the period of the vacancy.
- 15.6. Any Officer shall serve for a maximum of three years in post. An exception may be made where there is no new candidate for a role at the AGM which occurs at the end of the three years, and where the Officer concerned has indicated their willingness to continue in the role for a further period.

16. Committee

- 16.1. The Committee shall consist of:
 - 16.1.1. The Officers.
 - 16.1.2. Seven members (or such other number not exceeding twenty as may be determined from time to time by the Club in General Meeting) duly elected in accordance with Rule 10.4. A Member of the Committee shall hold office from the end of the Annual General Meeting at which he is elected until the end of the following Annual General Meeting and shall be eligible for re-election from year to year.

Any Committee member shall serve for a maximum of three years in post. An exception may be made where there is no new candidate for a role at the AGM which occurs at the end of the three years, and where the Committee member concerned has indicated their willingness to continue in the role for a further period.

Any member shall serve for a maximum of 12 years in total on the management committee. An exception may be made where there are insufficient new candidates to fill the committee positions and where the member has indicated their willingness to continue for a further period.
- 16.2. The Committee shall each year elect its own Chairman for the ensuing year to hold office from the date of the Annual General Meeting until the date of the following year's Meeting. He may hold any other office in the Club at the same time and shall be eligible for re-election from year to year.
- 16.3. The quorum of the meeting of the Committee shall be such number being the majority of those comprising the Committee under Rule 16.1 (or such other number as may be determined from time to time by the Club in General Meeting). Each Member of the Committee present at the meeting shall have one vote and the Member elected to take the Chair shall be entitled to exercise a second or casting vote.
- 16.4. If a vacancy shall occur for an elected Member of the Committee between one Annual General Meeting and the next such vacancy shall be filled by the

Committee.

- 16.5. If a Member of the Committee shall commit an offence under Rule 6.16 or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such Member's property such Member shall thereupon cease to be a Member of the Committee.
- 16.6. Committee Members shall receive no remuneration for serving on the Committee other than the payment of authorised expenses for carrying out their duties.
- 16.7. The Club agrees that each member of the Committee will be required, as a condition of election or appointment, to agree to be bound by and subject to these Rules, the Rules of the LTA and the Disciplinary Code, such agreement to contain an express acknowledgement that the Contracts (Rights of Third Parties) Act 1999 applies and that the LTA and the club can enforce any breach at its option and in its sole discretion.

FINANCE

17. Club Finance

- 17.1. The Club's income shall be obtained annually from the subscriptions of Members, from investments and securities, from the letting of the Grounds, from sponsorship and from any other available source.
- 17.2. The profits of the Club shall be applied only in furthering the objects of the Club.
- 17.3. The Club shall not have power to receive money on deposit from Members or others.
- 17.4. A Financial Statement of the Club's affairs shall be made up to 31 December in each year (or such other date as may be determined from time to time by the Club in General Meeting) and shall be signed by the Treasurer and one other Officer. An audit, where necessary in law or where the membership require, shall be carried out by a qualified auditor or, where the conditions applicable for appointing lay auditors apply, by 2 or more lay auditors.
- 17.5. The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Club. In furtherance of such a scheme the Club may enter into an indemnity required by the bank upon whom direct debits are to be originated and such indemnity may be executed on behalf of the Club by the Secretary or as otherwise determined pursuant to these Rules.

18. Subscriptions

Each Member shall, according to membership category, pay to the Club on 1 April (or such other date as may be determined by the Club in General meeting) such annual subscription as the Committee may from time to time determine.

19. Auditors

- 19.1. The provisions of the Act relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with.
- 19.2. The Auditors where appointed shall be entitled to attend any General Meeting and to receive all notices of and other communications relating thereto which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business which concerns them as auditors.

STATUTORY PROCEDURES

20. Registered Office

- 20.1. The registered office of the Club shall be at the Grounds, 343 Wimbledon Park Road, Southfields, SW19 6NS, or at such other location in England as the Committee may from time to time otherwise determine.
- 20.2. Notice of any change in the situation of the registered office shall be given by the Secretary to the FSA within fourteen days after the change.

21. Use of the Name of the Club

- 21.1. The name shall be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Club are carried on.
- 21.2. The name shall be stated in legible characters in all business letters of the Club, in all notices, advertisements and other official publications of the Club, in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club and in all bills, invoices, receipts and letters of credit of the Club.
- 21.3. Save with the authority of the Committee, the name of the Club shall not at any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that Member in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of the Club or the Committee.

22. Seal

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of the Committee which may determine who shall countersign any instrument to which the seal is affixed and unless otherwise so determined it shall be countersigned by any two of the Officers.

23. Register of Members

The Club shall keep at its registered office a Register of Members and Officers in which the Secretary shall enter the following particulars:

- 23.1. The name and address of each Member.

- 23.2. A statement of the shares held by each Member and the amount paid therefore.
- 23.3. A statement of other property, if any, in the Club held by each Member whether in loans or otherwise.
- 23.4. The date on which each Member was entered in the Register as a member and the date on which a Member ceased to be a Member.
- 23.5. The names and addresses of the Officers of the Club with the offices held by them respectively and the date on which they assumed and left office.
- 23.6. The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 23.1, 23.4 and 23.5 without also opening to inspection the other particulars entered in the Register.

24. Inspection of Books

All Members and persons having an interest in the funds of the Club shall be allowed to inspect their own accounts and the particulars entered in the Register of Members and Officers other than those entered under Rules 23.2 and 23.3 at all reasonable hours at the registered office of the Club subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

25. Annual Return

- 25.1. Every year not later than the date provided by the Act or where the return is made up to the date allowed by the FSA not later than seven months after such date the Secretary shall send to the FSA the annual return in the form prescribed by the FSA relating to the affairs of the Club for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Club with the report of the Auditors where applicable thereon for the period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors where applicable on that balance sheet.
- 25.2. A copy of the latest annual return (accompanied by the auditor's report if required under Rule 17.4) shall be supplied free of charge on demand to every Member or other person interested in the funds of the Club.

26. Publication of Accounts

The Club shall keep a copy of the last balance sheet for the time being together with the Report made by the Auditors where applicable thereon always hung up in a conspicuous place at its registered office.

27. Registration

These Rules shall take effect on and from the date of their registration pursuant to and in accordance with the provisions of Section 2 of the Industrial and Provident Societies Act 1965.

28. Dissolution

In the event of it becoming necessary for the Members to discontinue the activities of the Club and to dissolve the Club under the provisions of the Act, its funds and property shall be appropriated or divided amongst the Members in proportion to the shares held in the Club by each of the Members.

GENERAL

29. Licensing

- 29.1. No person may be admitted to membership without an interval of at least two days between the dates of nomination and admission.
- 29.2. Subject to such restrictions as may be imposed from time to time by the Committee in any Regulations:
 - 29.2.1. the Grounds shall be open during such hours as the Committee may decide and intoxicating liquor shall be supplied during such hours as may be fixed by the Committee and contained in the operating schedule set out in the Club's Premises Licence as required by law, but the Committee shall have power to close the Grounds or any part thereof and/or to reduce the hours of supply of intoxicating liquor from time to time on affixing notice thereof on the Club's notice board.
 - 29.2.2. Members may introduce and entertain guests at the Grounds, provided that the guest enters his/her name, address and the name of the introducer in the Club guest book.

30. Continuity

For the avoidance of doubt every Member of the Club who at the date these Rules take effect pursuant to Rule 27 holds office or position in any capacity in the Club (including the position of President) shall continue to hold the same office or position following registration. Such Members shall have the same seniority, dates of appointment, dates of retirement and the like after registration as before registration, subject only to such changes as are necessary by virtue of these Rules.

31. Indemnity

Each Officer and employee from time to time of the Club and each person who was or is from time to time a Member of the Committee or any Sub-Committee shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to the Club, which may lawfully be so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the Club or in relation thereto, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an Officer or employee or as a Member of the Committee or any Sub-Committee as the case may be.

32. Notices

- 32.1. A notice may be served by the Club upon any Member, either personally or by sending it by post or fax addressed to such Member at his or her registered address as appearing in the Register of Members. A notice may also be served by the Club upon any Member by electronic communication in accordance with Rules 32.2 and 32.3.
- 32.2. Any Member who notifies the Club of an address to which the Club may send electronic communications shall be treated as having agreed to receive notice and other documents from the Club by electronic communication.
- 32.3. If a Member notifies the Club of his email address the club may send the Member the notice or other documents by publishing the notice or other document on a website and notifying the Member by email that the notice or other document has been published on the website.
- 32.4. Any notice, whether sent by post, fax or electronic communication shall be deemed to have been served on the day following that on which the letter or other communication containing the same is put into the post, sent, or otherwise despatched.

33. Arbitration

Every dispute of the type specified in Section 60 of the Industrial and Provident Societies Act 1965 or any amendment, modification or re-enactment thereof (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single arbitrator (pursuant to the Arbitration Act for the time being in force) to be appointed in default of agreement between the parties to the dispute by the President of the Club (or, in the event that this is not possible, by one of the other Officers).

34. Interpretation

Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or on any matter not provided for therein shall be decided by the Chairman of a General Meeting at such Meeting or by the Committee in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

35. Schedule of Definitions

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| “the Act” | means the Industrial and Provident Societies Acts 1965-1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies. |
| “Auditors” | means the auditors of the Club for the time being. |
| “Club” | means The Gardens Lawn Tennis Club Limited. |

“Committee”	means the committee designated in Rule 16 and “Committee Member” or “Member of the Committee” means a member of the Committee for the time being and shall include a person co-opted under Rule 13.2.
“Disciplinary Code”	means the disciplinary code of the LTA in force from time to time.
“Financial Statement”	means a Balance Sheet together with a Statement of Accounts showing Income and Expenditure.
“FSA”	means the Financial Services Authority or its statutory successor carrying on its relevant functions.
“Game”	means the game of lawn tennis.
“General Meeting”	means a general meeting of Members.
“Grounds”	means the grounds, courts, clubhouse and other buildings built thereon maintained and developed under the provisions of Rule 3.
“Laws of the Game”	means the rules applying to the Game as in force from time to time.
“LTA”	means Lawn Tennis Association Ltd and its subsidiaries or such successor entity or entities as become(s) the governing body of the game of lawn tennis from time to time.
“Member”	means a member of the Club.
“Officers”	means the officers designated in Rule 15.
“Operating Schedule”	means the schedule contained in the Club Premises Licence governing the scope of the Club’s activities under the Licensing Act 2003.
“Premises Licence”	means the Club’s premises licence or Club premises certificate permitting the Club to use the Club’s premises for licensable activities under the Licensing Act 2003.
“President”	means the President of the Club elected pursuant to Rule 6.10.
“Regulation”	means a resolution, regulation or instruction made in accordance with Rule 4.13.
“Rules”	means the Rules of the Club for the time being registered with the FSA.

“Rules of the LTA” means the rules of the LTA as in force from time to time.
“Secretary” means the Honorary Secretary of the Club for the time being.
“Sub-Committee” means a sub-committee appointed pursuant to Rule 13.2

Register No: IP 10729R

RULES OF

THE GARDENS LAWN TENNIS CLUB LIMITED

Registered under the Industrial
and Provident Societies Act 1965