

## **CONSTITUTION**

**of**

## **MIDDLESEX TENNIS**

### **1. NAME**

The name of the Charitable Incorporated Organisation is Middlesex Tennis.

### **2. NATIONAL LOCATION OF PRINCIPAL OFFICE**

Middlesex Tennis must have a principal office in England or Wales. The principal office of Middlesex Tennis is in England.

### **3. OBJECT**

- 3.1** The object of Middlesex Tennis is the promotion of community participation in healthy, safe and inclusive recreation by the development and support of sport (primarily being tennis and padel) in the County for the benefit of the inhabitants of the area.

### **4. POWERS**

- 4.1** Middlesex Tennis has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, Middlesex Tennis's powers include power to:

**4.1.1** borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. Middlesex Tennis must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

**4.1.2** buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

**4.1.3** sell, lease or otherwise dispose of all or any part of the property belonging to Middlesex Tennis. In exercising this power, Middlesex Tennis must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

**4.1.4** employ and remunerate such staff as are necessary for carrying out the work of Middlesex Tennis. Middlesex Tennis may employ or remunerate a Charity Trustee only to the extent that it is permitted to do so by clause 6 (Benefits



and payments to Charity Trustees and connected persons) and provided it complies with the conditions of that clause;

- 4.1.5** deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of Middlesex Tennis to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

## **5. APPLICATION OF INCOME AND PROPERTY**

- 5.1** The income and property of Middlesex Tennis must be applied solely towards the promotion of the object, provided that:

- 5.1.1** a Charity Trustee is entitled to be reimbursed from the property of Middlesex Tennis or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of Middlesex Tennis; and

- 5.1.2** a Charity Trustee may benefit from trustee indemnity insurance cover purchased at Middlesex Tennis' expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- 5.2** None of the income or property of Middlesex Tennis may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of Middlesex Tennis or connected person. This does not prevent a member or connected person who is not a Charity Trustee receiving:

- 5.2.1** a benefit from Middlesex Tennis as a beneficiary of Middlesex Tennis;

- 5.2.2** reasonable and proper remuneration for any goods or services supplied to Middlesex Tennis.

- 5.3** Nothing in clause 5.2 shall prevent a Charity Trustee or connected person receiving any benefit or payment which is authorised by clause 6.

## **6. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS**

### **6.1 General provisions**

No Charity Trustee or connected person may:

- 6.1.1** buy or receive any goods or services from Middlesex Tennis on terms preferential to those applicable to members of the public;

- 6.1.2** sell goods, services or any interest in land to Middlesex Tennis;

- 6.1.3** be employed by, or receive any remuneration from, Middlesex Tennis; or

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- 6.1.4** receive any other financial benefit from Middlesex Tennis; unless the payment or benefit is permitted under clause 6.2, or authorised by the court or the prior written consent of the Charity Commission (the "**Commission**") has been obtained. In this clause and in clause 6.2, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

## **6.2 Scope and powers permitting trustees' or connected persons' benefits**

- 6.2.1** A Charity Trustee or connected person may receive a benefit from Middlesex Tennis as a beneficiary of Middlesex Tennis provided, in the case of a financial benefit, that a majority of the trustees do not benefit in this way.
- 6.2.2** A Charity Trustee or connected person may enter into a contract for the supply of services and/or of goods that are supplied in connection with the provision of services, to Middlesex Tennis where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 6.2.3** Subject to clause 6.3 a Charity Trustee or connected person may provide Middlesex Tennis with goods that are not supplied in connection with services provided to Middlesex Tennis by the Charity Trustee or connected person.
- 6.2.4** A Charity Trustee or connected person may receive interest on money lent to Middlesex Tennis at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).
- 6.2.5** A Charity Trustee or connected person may receive rent for premises let by the trustee or connected person to Middlesex Tennis. The amount of the rent and the other terms of the lease must be reasonable and proper. The Charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.2.6** A Charity Trustee or connected person may take part in the normal trading and fundraising activities of Middlesex Tennis on the same terms as members of the public.

## **6.3 Payment for supply of goods only – controls**

Middlesex Tennis and its Charity Trustees may only rely upon the authority provided by clause 6.2.3 if each of the following conditions are satisfied:

- 6.3.1** the amount or maximum amount of the payment for the goods is set out in a written agreement between Middlesex Tennis and the Charity Trustee or connected person supplying the goods (the "**supplier**");
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- 6.3.2** the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
  - 6.3.3** the other Charity Trustees are satisfied that it is in the best interests of Middlesex Tennis to contract with the supplier rather than with someone who is not a Charity Trustee or connected person. In reaching that decision the Charity Trustees must balance the advantages of contracting with a Charity Trustee or connected person against the disadvantages of doing so;
  - 6.3.4** the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to Middlesex Tennis;
  - 6.3.5** the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting;
  - 6.3.6** the reason for their decision is recorded by the Charity Trustees in the minute book; and
  - 6.3.7** a majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- 6.4** In clauses 6.2 and 6.3:
- 6.4.1** Middlesex Tennis includes any company in which Middlesex Tennis:

    - (a) holds more than 50% of the shares; or
    - (b) controls more than 50% of the voting rights attached to the shares;  
or
    - (c) has the right to appoint one or more directors to the board of the company; and
  - 6.4.2** "connected person" includes any person within the definition set out in clause 30 (Interpretation).
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## **7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

### **7.1 A Charity Trustee must:**

- 7.1.1** declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with Middlesex Tennis or in any transaction or arrangement entered into by Middlesex Tennis which has not previously been declared; and
- 7.1.2** absent himself or herself from any discussions of the Charity Trustee in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of Middlesex Tennis and any personal interest (including but not limited to any financial interest).

### **7.2 Any Charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.**

## **8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF MIDDLESEX TENNIS IF IT IS WOUND UP**

If Middlesex Tennis is wound up, the members of Middlesex Tennis have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **9. MEMBERSHIP OF MIDDLESEX TENNIS**

### **9.1 Admission of new members**

#### **9.1.1 Eligibility**

- (a) Membership of Middlesex Tennis is open to anyone who:
  - (i) is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in clause 9.3; and
  - (ii) is a Charity Trustee or who meets the criteria for 'Venues', 'Life Vice President' or 'President' in each case as set out in this clause below or who the Charity Trustees have otherwise deemed fit to apply for membership.



- (b) A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

**9.1.2 Venues**

- (a) Organisations (whether corporate bodies or unincorporated organisations) that are Registered Venues or Registered Organisations shall be 'Venues' for the purpose of this clause 9.1.
- (b) Such organisations may be members' or commercial tennis clubs, park-based tennis programmes, school-based tennis programmes available to the local community out of school hours, indoor pay and play tennis centres, tennis academies, further or higher education establishments, community leisure centres or other places accepted by the LTA as Registered Venues or Registered Organisations.

**9.1.3 Life Vice Presidents**

- (a) The Charity Trustees may from time to time appoint any individual as a 'Life Vice President' of Middlesex Tennis.
- (b) An Individual who has been appointed as a Life Vice President pursuant to clause 9.1.3(a) or who was otherwise a Life Vice President of the Middlesex Country Lawn Tennis Association shall be a 'Life Vice President' for the purpose of this clause 9.1.

**9.1.4 President**

- (a) The Charity Trustees may from time to time appoint any individual as 'President' of Middlesex Tennis.
- (b) An individual who has been appointed as President pursuant to clause 9.1.4(a) shall be a 'President' for the purpose of this clause 9.1.

**9.1.5 Admission procedure**

- (a) The Charity Trustees:
    - (i) may require applications for membership to be made in any reasonable way that they decide;
    - (ii) may refuse an application for membership if they believe that it is in the best interests of Middlesex Tennis for them to do so;
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- (iii) shall if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 30 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
  - (iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
- (b) Members who are unincorporated associations must:
- (i) nominate a representative of their organisation to act on their organisation's behalf at general meetings of Middlesex Tennis; and
  - (ii) notify the Charity Trustees of such nomination.

## **9.2 Transfer of membership**

Membership of Middlesex Tennis cannot be transferred.

## **9.3 Duty of members**

- 9.3.1** It is the duty of each member of Middlesex Tennis to exercise his or her powers as a member of Middlesex Tennis in the way he or she decides in good faith would be most likely to further the purposes of Middlesex Tennis.
- 9.3.2** All members are deemed to have accepted the regulations of this Constitution and any other rules, regulations, bye laws and codes of conduct adopted by Middlesex Tennis from time to time.
- 9.3.3** All members agree to comply with and, be bound by, any rules and regulations of the LTA which are applicable to them (as such rules and regulations are in force from time to time) which, as at the date of this Constitution, include, but are not limited to, the LTA Venue Registration Regulations and the LTA Disciplinary Code.
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## **9.4 Termination of membership**

### **9.4.1** Membership of Middlesex Tennis comes to an end if:

- (a) the individual member dies, or if not a natural person, that body ceases to exist; or
- (b) the relevant member withdraws from membership of Middlesex Tennis on one clear month's written notice to the Secretary; or
- (c) any sum of money owed by a member to Middlesex Tennis is not paid in full within six months of it falling due; or
- (d) subject to clause 9.4.2, the Charity Trustees decide that it is in the best interest of Middlesex Tennis that the member in question should be removed from membership and passes a resolution to that effect; or
- (e) the member, being a natural person, is expelled from Middlesex Tennis under the LTA Disciplinary Rules; or
- (f) a member being a Venue ceases to be registered with the LTA and the Charity Trustees pass a resolution to remove that member.

### **9.4.2** Before the Charity Trustees take any decision to remove someone from membership of Middlesex Tennis they must:

- (a) inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - (b) give the member at least 21 clear days' notice in which to make representations to the Charity Trustee as to why he, she or it should not be removed from membership;
  - (c) at a duly constituted meeting of the Charity Trustees, consider whether or not the member should be removed from membership;
  - (d) consider at that meeting any representations which the member makes as to why the member should not be removed; and
  - (e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.
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## **9.5 Membership fees**

- 9.5.1** Middlesex Tennis may require members to pay reasonable membership fees as determined by the Charity Trustees from time to time or at a general meeting of Middlesex Tennis.

## **9.6 Informal or associate (non-voting) membership**

- 9.6.1** The Charity Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- 9.6.2** Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.
- 9.6.3** If a member being a Venue ceases to be registered with the LTA, then the Charity Trustees may by resolution (and without prejudice to their right to remove such member pursuant to clause 9.4.1(f)) determine that such member be a non-voting associate member until such time as they become registered with the LTA and the Charity Trustees shall notify the member of such change in membership status as soon as reasonably practicable. The Charity Trustees may at any time by resolution revert the full membership of any member who has had their membership converted to non-voting associate membership pursuant to this clause 9.6.3.

## **10. MEMBERS' DECISIONS**

### **10.1 General Provisions**

Subject to clause 13.1.3 and except for those decisions that must be taken in a particular way as indicated in clause 10.4, decisions of the members of Middlesex Tennis may be taken either by a vote at a general meeting as provided in clause 10.2 or by written resolution as provided in clause 10.3.

### **10.2 Taking ordinary decisions by vote**

Subject to clause 10.4 any decision of the members of Middlesex Tennis may be taken by means of a resolution at a general meeting. Except where this Constitution provides otherwise, such resolution may be passed by a simple majority of the votes cast at the meeting.

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**10.3 Taking ordinary decisions by written resolution without a general meeting**

**10.3.1** Subject to clause 10.4 a resolution in writing agreed by a simple majority of all of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
- (b) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as Middlesex Tennis has specified;

**10.3.2** the resolution in writing may comprise several copies to which one or more members has signified their agreement;

**10.3.3** eligibility to vote on the resolution is limited to members who are member of Middlesex Tennis on the date when the proposal is first circulated in accordance with clause 10.3.1 above;

**10.3.4** not less than 10% of the members of Middlesex Tennis may request the Charity Trustees to make a proposal for decision by the members;

**10.3.5** the Charity Trustees must within 21 days of receiving such a request comply with it if:

- (a) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- (b) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
- (c) effect can lawfully be given to the proposal if it is so agreed; and

**10.3.6** clauses 10.3.1 to 10.3.3 apply to a proposal made at the request of members.

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**10.4 Decisions that must be taken in a particular way**

**10.4.1** Any decision to remove a trustee must be taken in accordance with clause 15.2.

**10.4.2** Any decision to amend this Constitution must be taken in accordance with clause 28 of this Constitution (Amendment of Constitution).

**10.4.3** Any decision to wind up or dissolve Middlesex Tennis must be taken in accordance with clause 29 of this Constitution (Voluntary winding up or dissolution).

**11. GENERAL MEETINGS OF MEMBERS**

**11.1 Types of general meeting**

**11.1.1** There must be an annual general meeting ("**AGM**") of the members of Middlesex Tennis. The first AGM must be held within 18 months of the registration of Middlesex Tennis, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

**11.1.2** Other general meetings of the members of Middlesex Tennis may be held at any time.

**11.1.3** All general meetings must be held in accordance with the following provisions.

**11.2 Calling general meetings**

**11.2.1** The Charity Trustees:

(a) must call the AGM of the members of Middlesex Tennis in accordance with clause 11.1 and identify it as such in the notice of the meeting; and

(b) may call any other general meeting of the members at any time.

**11.2.2** The Charity Trustees must within 35 days, call a general meeting of the members of Middlesex Tennis if:

(a) they receive a request to do so from at least 10% of the members of Middlesex Tennis; and

(b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

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- 11.2.3** If, at the time of such request, there has not been any general meeting of the members of Middlesex Tennis for more than 12 months, then clause 11.2.2(a) shall have effect as if 5% were substituted for 10%.
- 11.2.4** Any such request must include particulars of any resolution that is intended to be proposed at the meeting.
- 11.2.5** A resolution may only be properly proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 11.2.6** Any general meeting called by the Charity Trustees at the request of the members of Middlesex Tennis must be held within 28 days from the date on which it is called.
- 11.2.7** If the Charity Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- 11.2.8** A general meeting called in this way must not be held more than three months after the date when the members first requested the meeting.
- 11.2.9** Middlesex Tennis must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Charity Trustees to duly call the meeting, but Middlesex Tennis shall be entitled to be indemnified by the Charity Trustees who were responsible for such failure.

### **11.3 Notice of general meetings**

- 11.3.1** The Charity Trustees, or, as the case may be the relevant members of Middlesex Tennis must give at least 14 clear days' notice (and not more than 28 clear days' notice) of any general meeting to all of the members, and to any Charity Trustee who is not a member.
- 11.3.2** If it is agreed by not less than 90% of all members of Middlesex Tennis, any resolution may be proposed and passed at the meeting even though the requirements of clause 11.3.1 have not been met. This clause 11.3.2 does not apply where a specified period of notice is strictly required by another clause in this Constitution, by the Charities Act 2011 or by the General Regulations.
- 11.3.3** The notice of any general meeting must:
- (a) state the time and date of the meeting;
  - (b) give the address at which the meeting is to take place;
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- (c) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (d) if a proposal to alter the Constitution of Middlesex Tennis is to be considered at the meeting, include the text of the proposed alteration;
- (e) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustees, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on Middlesex Tennis' website

**11.3.4** Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

**11.3.5** The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by Middlesex Tennis.

#### **11.4 Chairing of general meetings**

The person nominated as chair by the Charity Trustees under clause 19.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of Middlesex Tennis who are present at a general meeting shall elect a chair to preside at the meeting.

#### **11.5 Quorum at general meetings**

**11.5.1** No business may be transacted at any general meeting of the members of Middlesex Tennis unless a quorum is present when the meeting starts.

**11.5.2** Subject to the following provisions, the quorum for general meetings shall be 5% of voting members or ten members, whichever is greater. An organisation represented by a person present at the meeting in accordance with clause 11.7 is counted as being present in person.

**11.5.3** If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

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- 11.5.4** If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to Middlesex Tennis' members at least seven clear days before the date on which it will resume.
- 11.5.5** If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 11.5.6** If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

## **11.6 Voting at general meetings**

- 11.6.1** Subject to clause 13.1.3, any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- 11.6.2** A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present at the meeting.
- 11.6.3** A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll
- 11.6.4** A poll may be taken:
- (a) at the meeting at which it was demanded; or
  - (b) at some other time and place specified by the chair; or
  - (c) through the use of postal or electronic communications.
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**11.6.5** In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

**11.6.6** Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

## **11.7 Representation of organisations and corporate members**

**11.7.1** An organisation or a corporate body that is a member of Middlesex Tennis may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Middlesex Tennis.

**11.7.2** The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Middlesex Tennis.

## **11.8 Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **11.9 Participation in general meetings by electronic means**

**11.9.1** A general meeting may be held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all the other participants.

**11.9.2** Any member or member's representative participating at a meeting held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all other participants shall qualify as being present at the meeting.

**11.9.3** General meetings held by electronic means must comply with all applicable rules for general meetings, including chairing and the taking of minutes.

## **12. CHARITY TRUSTEES**

### **12.1 Functions and duties of Charity Trustees**

The Charity Trustees shall manage the affairs of Middlesex Tennis and may for that purpose exercise all the powers of Middlesex Tennis. It is the duty of each Charity Trustee:

**12.1.1** to exercise his or her powers and to perform his or her functions as a trustee of Middlesex Tennis in the way he or she decides in good faith would be most likely to further the purposes of Middlesex Tennis; and

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**12.1.2** to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (a) any special knowledge or experience that he or she has or holds himself or herself out as having; and
- (b) if he or she acts as a Charity Trustee of Middlesex Tennis in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

**12.2 Eligibility for trusteeship**

**12.2.1** Every Charity Trustee must be a natural person.

**12.2.2** No one may be appointed as a Charity Trustee:

- (a) if he or she is under the age of 18 years; or
- (b) if he or she would automatically cease to hold office under the provisions of clause 15.1.6.

**12.2.3** No one is entitled to act as a Charity Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Charity Trustees decide, his or her acceptance of the office of Charity Trustee.

**12.3 Number of Charity Trustees**

**12.3.1** There must be at least five Charity Trustees. If the number falls below this minimum, the remaining trustee or trustees must act only to call a meeting of the Charity Trustees, or appoint a new Charity Trustee.

**12.3.2** The maximum number of Charity Trustees is 12. The trustees may not appoint any Charity Trustee if as a result the number of trustees would exceed the maximum.

**12.4 First Charity Trustees**

The first Charity Trustees of Middlesex Tennis shall be Hilary Frances Watts, Matthew Robinson, Joan Mary Major, John Victor Love, Desiree Fields, Philip Charles Veasey, Karen Shepley, Mark Keothavong and Michelle Bella Barber.

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### **13. APPOINTMENT OF CHARITY TRUSTEES**

#### **13.1 Charity Trustees**

**13.1.1** At the third annual general meeting of the members of Middlesex Tennis, and on each third annual general meeting thereafter (each, a "**Trustee Appointment AGM**"), all of the Charity Trustees shall retire from office.

**13.1.2** The vacancies so arising shall be filled by the decision of the members at the Trustee Appointment AGM in accordance with clause 13.1.3; any vacancies not filled at the annual general meeting may be filled as provided in clause 13.1.4 below.

**13.1.3** At any Trustee Appointment AGM, the Charity Trustees shall nominate between 5 to 12 individuals to act as Charity Trustees and, where possible, details of such individuals shall be included in the notice of the Trustee Appointment AGM. In addition, members constituting at least: (i) 5% of the members; or (ii) 10 members (whichever is greater), may together nominate one or more individuals (but never more than 12) to act as Charity Trustee by notice in writing to the Charity in advance of the Trustee Appointment AGM. Each nomination for Charity Trustee made by the Charity Trustees or the members in accordance with this clause 13.1.3 shall be put to a vote of the Trustee Appointment AGM as a resolution, provided that if there are more than 12 nominations then all such votes shall be taken by poll and if more than 12 nominations are subsequently approved then the 12 nominations with the highest number of votes shall be deemed approved and those individuals shall be appointed as the Charity Trustees in replacement of the existing Charity Trustees, with any other nominations disregarded (regardless of the fact the resolution(s) to appoint them would otherwise have been passed).

**13.1.4** The members or the Charity Trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.3.2 on the number of charity trustees would not as a result be exceeded;

**13.1.5** All trustees will be required to agree in writing to act as trustees of Middlesex Tennis.

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#### **14. INFORMATION FOR NEW CHARITY TRUSTEES**

The Charity Trustees will make available to each new Charity Trustee, on or before his or her first appointment:

- 14.1.1** a copy of this Constitution and any amendments made to it;
- 14.1.2** a copy of any rules or bye laws made by the Charity Trustees as in force from time to time; and
- 14.1.3** a copy of Middlesex Tennis's latest trustees' annual report and statement of accounts.

#### **15. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES**

**15.1** A Charity Trustee ceases to hold office if he or she:

- 15.1.1** retires by notifying Middlesex Tennis in writing (but only if enough Charity Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - 15.1.2** is absent without the permission of the Charity Trustees from either: (i) three consecutive meetings of the trustees; or (ii) all meetings of the trustees held within a period of six months, in each case without permission from the Charity Trustees and the Charity Trustees resolve that his or her office be vacated;
  - 15.1.3** dies;
  - 15.1.4** in the written opinion, given to Middlesex Tennis, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - 15.1.5** is removed by the members of Middlesex Tennis in accordance with clause 15.2;
  - 15.1.6** is disqualified from acting as a Charity Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
  - 15.1.7** he is suspended from taking part in any activity relating to the administration or management of Middlesex Tennis by a decision of the LTA.
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**15.2** A Charity Trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

**15.3** A Charity Trustee shall be removed from office if a resolution to remove that trustee is proposed at a meeting of the Charity Trustees which is properly convened in accordance with clause 19, and the resolution is passed unanimously by all Charity Trustees then appointed (excluding the Charity Trustee to whom the resolution relates).

**15.4** A resolution to remove a Charity Trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of Middlesex Tennis.

**16. REAPPOINTMENT OF CHARITY TRUSTEES**

Any person who retires as a Charity Trustee by rotation or by giving notice to Middlesex Tennis is eligible for reappointment. A Charity Trustee who has served for three consecutive terms may not be reappointed for a further consecutive term but may be reappointed after an interval of at least three years.

**17. TAKING OF DECISIONS BY CHARITY TRUSTEES**

Any decision may be taken either:

**17.1.1** at a meeting of the Charity Trustees; or

**17.1.2** by resolution in writing or electronic form agreed by a majority of all of the Charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Charity Trustees has signified their agreement. Such a resolution shall be effective provided that:

(a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Charity Trustees; and



- (b) the majority of all of the Charity Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Charity Trustees have previously resolved, and delivered to Middlesex Tennis at its principal office or such other place as the trustees may resolve.

## **18. DELEGATION BY CHARITY TRUSTEES**

**18.1** The Charity Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Charity Trustees may at any time alter those terms and conditions, or revoke the delegation.

**18.2** This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Charity Trustees, but is subject to the following requirements:

**18.2.1** a committee may consist of two or more persons, but at least one member of each committee must be a Charity Trustee;

**18.2.2** the acts and proceedings of any committee must be brought to the attention of the Charity Trustees as a whole as soon as is reasonably practicable; and

**18.2.3** the Charity Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES**

### **19.1 Calling meetings**

**19.1.1** Any Charity Trustee may call a meeting of the Charity Trustees by seven days' notice to all other Charity Trustees, provided that if a majority of the Charity Trustees agree in writing, the required notice period may be reduced to any shorter period.

**19.1.2** Subject to that, the Charity Trustees shall decide how their meetings are to be called, and what notice is required.



**19.2 Chairing of meetings**

The Charity Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Charity Trustees present may appoint one of their number to chair that meeting.

**19.3 Procedure at meetings**

**19.3.1** No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four Charity Trustees, or the number nearest to one third of the total number of Charity Trustees, whichever is greater, or such larger number as the Charity Trustees may decide from time to time. A Charity Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

**19.3.2** Resolutions and decisions of the Charity Trustees shall be decided by a majority of those eligible to vote.

**19.3.3** In the case of an equality of votes, the chair shall have a second or casting vote.

**19.4 Participation in meetings by electronic means**

**19.4.1** A meeting may be held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all the other participants.

**19.4.2** Any Charity Trustee participating at a meeting by suitable electronic means agreed by the Charity Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

**19.4.3** Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

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## **20. SAVING PROVISIONS**

**20.1** Subject to clause 20.2 all decisions of the Charity Trustees, or of a committee of Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:

- 20.1.1** who was disqualified from holding office;
- 20.1.2** who had previously retired or who had been obliged by the constitution to vacate office;
- 20.1.3** who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; or
- 20.1.4** if, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting.

**20.2** Clause 20.1 does not permit a Charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for clause 20.1, the resolution would have been void, or if the Charity Trustee has not complied with clause 7 (Conflicts of interest).

## **21. EXECUTION OF DOCUMENTS**

**21.1** Middlesex Tennis shall execute documents by signature.

**21.2** A document is validly executed by signature if it is signed by at least two of the Charity Trustees.

## **22. USE OF ELECTRONIC COMMUNICATIONS**

### **22.1 General**

Middlesex Tennis will comply with the requirements of the Communications Provisions in the General Regulations in particular:

- 22.1.1** the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and
- 22.1.2** any requirements to provide information to the Commission in a particular form or manner.

### **22.2 To Middlesex Tennis**

Any member or Charity Trustee of Middlesex Tennis may communicate electronically with Middlesex Tennis to an address specified by Middlesex Tennis for the purpose, so long as the communication is authenticated in a manner which is satisfactory to Middlesex Tennis.



## **22.3 By Middlesex Tennis**

**22.3.1** Any member or Charity Trustee of Middlesex Tennis, by providing Middlesex Tennis with his or her email address or similar, is taken to have agreed to receive communications from Middlesex Tennis in electronic form at that address, unless the member has indicated to Middlesex Tennis his or her unwillingness to receive such communications in that form.

**22.3.2** The Charity Trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- (a) provide the members with the notice referred to in clause 11.3 (Notice of general meetings); and
- (b) give Charity Trustees notice of their meetings in accordance with clause 19.1 (Calling meetings).

**22.3.3** The Charity Trustees must:

- (a) take reasonable steps to ensure that members and Charity Trustees are promptly notified of the publication of any such notice or proposal; and
- (b) send any such notice or proposal in hard copy form to any member or Charity Trustee who has not consented to receive communications in electronic form.

## **23. KEEPING REGISTERS**

Middlesex Tennis must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Charity Trustees.

## **24. MINUTES**

The Charity Trustees must keep minutes of the agenda, actions and decisions made at all:

**24.1.1** general meetings of Middlesex Tennis;

**24.1.2** meetings of the Charity Trustees and committees of Charity Trustees including:

- (a) the names of the trustees present at the meeting; and
- (b) where appropriate, the reasons for the decisions made.

**24.1.3** decisions made by the Charity Trustees otherwise than in meetings.

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**25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE**

**25.1** The Charity Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of Middlesex Tennis, within 10 months of the financial year end.

**25.2** The Charity Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of Middlesex Tennis entered on the Central Register of Charities.

**26. RULES**

The Charity Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of Middlesex Tennis, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of Middlesex Tennis on request.

**27. DISPUTES**

If a dispute arises between members of Middlesex Tennis about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

**28. AMENDMENT OF CONSTITUTION**

As provided by sections 224-227 of the Charities Act 2011:

**28.1** This Constitution can only be amended:

**28.1.1** by resolution agreed in writing by all members of Middlesex Tennis; or

**28.1.2** by a resolution passed by a 75% majority of the votes cast at a general meeting of the members of Middlesex Tennis.

**28.2** Any alteration of Middlesex Tennis' objects, of any provision of the Constitution directing the application of property on its dissolution or any provision of the Constitution where the alteration would provide authorisation for any benefit to be obtained by the Charity Trustees or members of Middlesex Tennis or persons connected with them, requires the prior written consent of the Charity Commission.

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**28.3** No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

**28.4** A copy of any resolution altering the Constitution, together with a copy of Middlesex Tennis' Constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

**29. VOLUNTARY WINDING UP OR DISSOLUTION**

**29.1** As provided by the Dissolution Regulations, Middlesex Tennis may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve Middlesex Tennis can only be made:

**29.1.1** at a general meeting of the members of Middlesex Tennis called in accordance with clause 11 (Meeting of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (a) by a resolution passed by a 75% majority of those voting; or
- (b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

**29.1.2** by a resolution agreed in writing by all members of Middlesex Tennis.

**29.2** Subject to the payment of all Middlesex Tennis' debts:

**29.2.1** any resolution for the winding up of Middlesex Tennis, or for the dissolution of Middlesex Tennis without winding up, may contain a provision directing how any remaining assets of Middlesex Tennis shall be applied;

**29.2.2** if the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of Middlesex Tennis shall be applied; and

**29.2.3** in either case the remaining assets must be applied for charitable purposes the same as or similar to those of Middlesex Tennis.

**29.3** Middlesex Tennis must observe the requirements of the Dissolution Regulations in applying to the Commission for Middlesex Tennis to be removed from the Register of Charities, and in particular:

**29.3.1** the Charity Trustees must send with their application to the Commission:

- (a) a copy of the resolution passed by the members of Middlesex Tennis;



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- (b) a decision by the Charity Trustees that any debts and other liabilities of Middlesex Tennis have been settled or otherwise provided for in full; and
- (c) a statement by the Charity Trustees setting out the way in which any property of Middlesex Tennis has been or is to be applied prior to its dissolution in accordance with this Constitution; and

**29.3.2** the Charity Trustees must ensure that a copy of the application is sent within seven days to every member and employee of Middlesex Tennis, and to any Charity Trustee of Middlesex Tennis who was not privy to the application.

**29.4** If Middlesex Tennis is wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### **30. INTERPRETATION**

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

**AGM** means Annual General Meeting.

**Charity Trustees** means the charity trustees of Middlesex Tennis.

**Communications Provisions** means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

**connected person** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee;
- (b) the spouse or civil partner of the Charity Trustee or of any person falling within (a) above;
- (c) a person carrying on business in partnership with the Charity Trustee or with any person falling within (a) or (b) above;
- (d) an institution which is controlled:
  - (i) by the Charity Trustee or any connected person falling within (a), (b), or (c) above; or
  - (ii) by two or more persons falling within (d)(i) above when taken together;



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- (e) a body corporate in which:
  - (i) the Charity Trustee or any connected person falling within (a) to (c) above has a substantial interest; or
  - (ii) two or more persons falling within (e)(i) above who, when taken together, have a substantial interest.

**Constitution** means this constitution.

**County** means the area known as Middlesex and defined by LTA Rule 37 and Schedule 1.

**Dissolution Regulations** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

**General Regulations** means the Charitable Incorporated Organisations (General) Regulations 2012.

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

**LTA Venue Registration Regulations** means the Venue Registration Regulations of the LTA having effect from 1 October 2023, as such Venue Registration Regulations are amended, supplemented or replaced from time to time.

"**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.

**Registered Organisation** has the meaning given to such expression in the LTA Venue Registration Regulations.

**Registered Venue** has the meaning given to such expression in the LTA Venue Registration Regulations.

**Trustee Appointment AGM** has the meaning given to such expression in clause 13.1.1.

Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include all other genders and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.

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