

Charities Act 2011

## CONSTITUTION

# HAMPSHIRE & ISLE OF WIGHT TENNIS

Charity Registration No: **1204620**

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# Constitution of a Charitable Incorporated Organisation with voting members other than its trustees

## 'Association' Model Constitution

Date of constitution (last amended): **7<sup>th</sup> September 2023**

### 1. Interpretation

In this constitution:

**"AGM"** means Annual General Meeting.

**"CIO"** means the charitable incorporated organisation governed by this constitution.

**"Commission"** means Charity Commission.

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

**"Connected person"** means:

- 1.1 a child, parent, grandchild, grandparent, brother or sister of the trustee;
- 1.2 the spouse or civil partner of the trustee or of any person falling within sub-clause 1.1 above;
- 1.3 a person carrying on business in partnership with the trustee or with any person falling within sub-clause 1.1 or 1.2 above;
- 1.4 an institution which is controlled:
  - 1.4.1 by the trustee or any connected person falling within sub-clause 1.1, 1.2, or 1.3 above; or
  - 1.4.2 by two or more persons falling within sub-clause 1.4.1, when taken together
- 1.5 a body corporate in which:
  - 1.5.1 the trustee or any connected person falling within sub-clauses 1.1 to 1.3 has a substantial interest; or
  - 1.5.2 two or more persons falling within sub-clause 1.5.1 who, when taken together, have a substantial interest.

and section 118 of the Charities Act 2011 applies for the purposes of interpreting this term in this constitution.

**"County"** means those geographical areas within Hampshire & IOW

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

**"General Regulations"** means the Charitable Incorporated Organisations (General) Regulations 2012. The Charitable Incorporated Organisations (General) Regulations 2012 complement part 11 of the Charities Act 2011, the section that creates the basic legal framework for CIO's.

**"H&IOWLTA"** means the unincorporated organisation known as Hampshire & Isle of Wight Lawn Tennis Association.

“**LTA**” means the Lawn Tennis Association, which is the National Body for tennis in Great Britain, Channel Islands and the Isle of Man.

“**Poll**” means a counted vote or ballot, usually (but not necessarily) in writing which may include by electronic means.

“**Schedule of Disciplinary Procedures**” set out in the CIO’s Rules and Bye Laws.

“**Secretary**” is solely an administrative role and not a trustee position.

“**Trustee**” means a charity trustee of the CIO.

## **2. Name**

The name of the Charitable Incorporated Organisation (“the CIO”) is Hampshire & Isle of Wight Tennis (“H&IOWT”), a member of the Lawn Tennis Association (“LTA”).

## **3. National location of principal office**

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

## **4. Object**

The object of the CIO is to promote community participation in healthy recreation in particular but not exclusively through the development, promotion and support of tennis and padel in the County of Hampshire and Isle of Wight, and is for the benefit of the inhabitants of the County.

## **5. Powers**

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

- 5.1** take over the assets and undertaking of the unincorporated organisation known as ‘Hampshire & Isle of Wight Lawn Tennis Association’ (H&IOWLTA).’
- 5.2** borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.3** buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.4** sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 5.5** employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 7 (Benefits and payments to trustees and connected persons) and provided it complies with the conditions of those clauses;
- 5.6** deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO 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.

## **6. Application of income and property**

- 6.1** The income and property of the CIO must be applied solely towards the promotion of the objects.
- 6.1.1** A trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- 6.1.2** A trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.2** None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not a trustee receiving:
- 6.2.1** a benefit from the CIO as a beneficiary of the CIO;
- 6.2.2** reasonable and proper remuneration for any goods or services supplied to the CIO.
- 6.3** Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by this clause.

## **7. Benefits and payments to trustees and connected persons**

### **7.1 General provisions**

No trustee or connected person may:

- 7.1.1** buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 7.1.2** sell goods, services, or any interest in land to the CIO;
- 7.1.3** be employed by, or receive any remuneration from, the CIO;
- 7.1.4** receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause 7.2 or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

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

- 7.2.1** A trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- 7.2.2** A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 7.2.3** Subject to sub-clause 7.3 a trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the trustee or connected person.

- 7.2.4 A trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.2.5 A trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.2.6 A trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

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

The CIO and its trustees may only rely upon the authority provided by sub-clause 7.2.3 if each of the following conditions is satisfied:

- 7.3.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the trustee or connected person supplying the goods (“the supplier”).
- 7.3.2 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.
- 7.3.3 The other trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision, the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
- 7.3.4 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 the CIO.
- 7.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- 7.3.6 The reason for the trustees’ decision is recorded by them in the minute book.
- 7.3.7 A majority of the trustees then in office are not in receipt of remuneration or payments authorised by this clause.

### **7.4 In sub-clauses 7.2 and 7.3:**

- 7.4.1 “the CIO” includes any company in which the CIO:
  - 7.4.1.1 holds more than 50% of the shares; or
  - 7.4.1.2 controls more than 50% of the voting rights attached to the shares; or
  - 7.4.1.3 has the right to appoint one or more directors to the board of the company;
- 7.4.2 “connected person” includes any person within the definition set out in clause 1 (Interpretation).

## **8. Conflicts of interest and conflicts of loyalty**

A trustee must:

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

Any 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 trustees on the matter.

## **9. Liability of members to contribute to the assets of the CIO if it is wound up**

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

## **10. Membership and administration of the CIO**

### **10.1 Admission of members**

#### **10.1.1 Eligibility**

Membership of the CIO is only open to LTA-registered tennis venues located within the County which are interested in furthering the CIO's purposes. Such organisations will be eligible to continue as members of the CIO for so long as their status as an LTA-registered tennis venue is maintained. By applying for membership, any such organisation will have accepted the duty of members set out in sub-clause 10.4. Membership is not open to individuals, except for informal or associate (non-voting) membership, as provided for in clauses 11 and 15.

### **10.2 Admission procedure**

**10.2.1** Subject to clause 10.2.3, LTA-registered venues in the County who confirm in writing their desire to become a member of the CIO will automatically become members without the necessity for a further formal application for membership.

**10.2.2** Each member shall nominate an authorised representative to represent the member at general members' meetings of CIO.

**10.2.3** The trustees:

**10.2.3.1** may require applications for membership to be made in any reasonable way that they decide; and

**10.2.3.2** will keep a register of members which will include details of their names, addresses and contact details.

### **10.3 Transfer of membership**

Membership of the CIO cannot be transferred to anyone else.

#### **10.4 Duty of members**

**10.4.1** It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in such a way that he or she decides in good faith that it would be most likely to further the purposes of the CIO.

**10.4.2** All members are deemed to have accepted the regulations of this constitution and the rules and codes of conduct adopted by the CIO.

**10.4.3** All members are deemed to have agreed to be bound by and subject to the LTA Rules and the LTA Disciplinary Code.

#### **10.5 Termination of membership**

**10.5.1** Membership of the CIO comes to an end if:

**10.5.1.1** the LTA-Registered venue ceases to exist or fails to re-register annually; or

**10.5.1.2** the member sends a notice of resignation to the trustees; or

**10.5.1.3** any sum of money owed by the member to the LTA, or the CIO, is not paid in full within six months of its falling due; or

**10.5.1.4** the trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership and pass a resolution to that effect; or

**10.5.1.5** the member is removed from membership of the CIO under the CIO's Disciplinary Rules.

**10.5.2** Before the trustees take any decision to remove a member from membership of the CIO pursuant to sub-clause 10.5.1.4 or 10.5.1.5 they must:

**10.5.2.1** inform the member of the reasons why it is proposed to remove him, her or it from membership;

**10.5.2.2** give the member at least 21 clear days' notice in which to make representations to the trustees as to why they should not be removed from membership;

**10.5.2.3** at a duly constituted meeting of the trustees, consider:

- whether or not the member should be removed from membership;
- representations which the member makes as to why the member should not be removed; and
- allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

#### **10.6 Membership fees**

**10.6.1** The CIO is permitted to charge membership or affiliation fees from members.



## **11. Informal or associate (non-voting) membership**

- 11.1** The 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.
- 11.2** 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.
- 11.3** Without prejudice to the generality of clause 11.1, there shall be the following classes of associate (non-voting) membership of the CIO:

### **Honorary Life Members**

- 11.3.1** Individuals who were Honorary Life Members of H&IOWLTA on the date that the CIO was established and who confirm in writing their desire to become an honorary (non-voting) member of the CIO, shall be granted Honorary Life Membership of the CIO.
- 11.3.2** In addition, the trustees of the CIO may, at their sole discretion, invite any individual who has rendered special service to tennis in the County to become an Honorary Life Member and such a person shall become an Honorary Life Member on their acceptance in writing of the invitation.

### **Schools and Parks**

- 11.3.3** Schools and Parks which are not LTA-registered venues may apply to become associate members of the CIO by application in writing to the trustees. The trustees may, at their sole discretion and by notice in writing, accept such organisations as associate members of the CIO.
  - 11.3.4** Any School or Park which is an associate member of the CIO may, if it becomes an LTA-registered venue, apply for full membership of the CIO pursuant to clause 10 above.
- 11.4** An associate member may at any time be removed as such by decision of the trustees, where the trustees are satisfied that it would be in the best interests of the CIO to do so and notify the associate member of the same in writing.

## **12. Amendment of constitution**

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

- 12.1** This constitution can only be amended:
  - 12.1.1** by a written resolution without a general meeting, where such resolution is agreed in writing by all members of the CIO; or
  - 12.1.2** by a resolution passed at a general meeting, where such resolution is passed by a majority of not less than 75% of the votes cast at that general meeting.
- 12.2** Any alteration of clause 4 (Objects), clause 32 (Voluntary winding up or dissolution), this clause (Amendment of constitution), or of any provision where the alteration would provide authorisation for any benefit to be obtained by trustees or members of the CIO or persons connected with them, requires the prior written consent of the Commission.

- 12.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 12.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

### **13. Members' decisions**

#### **13.1 General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause 13.4, decisions of the members of the CIO shall be taken either by vote at a general meeting as provided in sub-clause 13.2 or by written resolution as provided in sub-clause 13.3.

#### **13.2 Taking ordinary decisions by vote**

Subject to sub-clause 13.4, any decision of the members of the CIO shall be taken by means of a resolution at a general meeting. Such a resolution shall be passed by a simple majority of votes cast at the meeting by members or their authorised representatives at the meeting, including votes cast by postal or email poll, and proxy votes.

#### **13.3 Taking ordinary decisions by written resolution without a general meeting**

**13.3.1** Subject to sub-clause 13.4, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

**13.3.1.1** a copy of the proposed resolution has been sent to all the members eligible to vote; and

**13.3.1.2** a simple majority of members have signified their agreement to the resolution in a document or documents which are received at the principal office (including by email or other electronic means) within the period of 28 days beginning with the circulation date.

**13.3.1.3** and the resolution in writing shall be passed on the date on which such confirmation of agreement has been received, in the manner prescribed, from a simple majority of the members.

**13.3.2** Eligibility to vote on the resolution is limited to members of the CIO on the date when the proposal is first circulated in accordance with paragraph (13.3.1) above.

**13.3.3** Not less than 10% of the members of the CIO may request the trustees to make a proposal for decision by the members.

**13.3.4** The trustees must within 21 days of receiving such a request comply with it if:

**13.3.4.1** The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

**13.3.4.2** The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

**13.3.4.3** Effect can lawfully be given to the proposal if it is so agreed.

**13.3.5** Sub-clauses 13.3.1 to 13.3.3 apply to a proposal made at the request of members.

#### **13.4 Decisions that must be taken in a particular way**

**13.4.1** Any decision to amend this constitution must be taken in accordance with clause 12 of this constitution (Amendment of Constitution).

**13.4.2** Any decision to wind up or dissolve the CIO must be taken in accordance with clause 32 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### **14. General meetings of members**

#### **14.1 Types of general meeting**

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held within 4 months of the financial year end which is 31<sup>st</sup> December.

Meetings may be held face-to-face or by suitable electronic means, including video, whereby each participant may communicate with all other participants.

At each AGM the following business will be transacted:

**14.1.1** The AGM will approve the minutes of the previous AGM and consider matters arising, followed by the Chairperson's address and a report from the treasurer.

**14.1.2** The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.

**14.1.3** To elect officers and trustees as required under clause 17 (Appointment of officers and trustees). Nominations for the posts of officers or trustees shall be in writing, proposed and seconded by members of the CIO and must be signed by the person being proposed to show their willingness to be appointed. Nominations must be received by the Secretary at least fourteen clear days before the date fixed for the annual general meeting.

**14.1.4** To consider any resolutions included on the Agenda. Resolutions must be proposed and seconded by members of the CIO, submitted in writing and received by the Secretary at least 14 clear days before the date fixed for the AGM.

**14.1.5** To transact any other business.

Other general meetings of the members of the CIO may be held at any time.

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

#### **14.2 Calling general meetings**

- 14.2.1** The trustees:
- 14.2.1.1** must call the AGM of the members of the CIO in accordance with sub-clause 14.1, and identify it as such in the notice of the meeting; and
  - 14.2.1.2** may call any other general meeting of the members at any time.
- 14.2.2** The trustees must, within 21 days, call a general meeting of the members of the CIO if:
- 14.2.2.1** they receive a request to do so from at least 10% of the members of the CIO; and
  - 14.2.2.2** 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.
- 14.2.3** If, at the time of any such request (as per clause 14.2.2), there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause 14.2.2.1 shall have effect as if 5% were substituted for 10%.
- 14.2.4** Any such request (as per clause 14.2.2), may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 14.2.5** A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 14.2.6** Any general meeting called by the trustees at the request of the members of the CIO must be held within 21 days from the date on which it is called.
- 14.2.7** If the 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.
- 14.2.8** A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- 14.2.9** The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the trustees who were responsible for such failure.

### **14.3 Notice of general meetings**

- 14.3.1** The trustees, or, as the case may be, the relevant members of the CIO, must give at least 21 clear days' notice of any general meeting to all of the members, and to any trustee of the CIO who is not a member.
- 14.3.2** If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 14.3.1 have not been met. This sub-clause 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.
- 14.3.3** The notice of any general meeting must:
- 14.3.3.1** state the time and date of the meeting:

- 14.3.3.2** give the address at which the meeting is to take place;
- 14.3.3.3** 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
- 14.3.3.4** if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
- 14.3.3.5** 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 trustee, or where allowed under clause 26 (Use of electronic communication), details of where the information may be found on the CIO's website.

**14.3.4** 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.

**14.3.5** 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 the CIO.

#### **14.4 Chairing of general meetings**

The person nominated as chair by the trustees under clause 23.2 (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 the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

#### **14.5 Quorum at general meetings**

**14.5.1** No business may be transacted at any general meeting of the members of the CIO unless a quorum of members is present.

**14.5.2** Subject to the following provisions, the quorum for general meetings shall be the greater of 5% of the total membership or 10 members. A member whose authorised representative is present at the meeting in accordance with sub-clause 14.7, is counted as being present in person.

**14.5.3** 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.

**14.5.4** 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 the CIO's members at least 7 clear days before the date on which it will resume.

**14.5.5** For the start of an adjourned meeting called as a result of sub-clause 14.5.4, if a quorum is not present within 15 minutes of the start time, the member or members present at the meeting shall constitute a quorum.

**14.5.6** If at any time during a general 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.

## **14.6 Voting at general meetings**

**14.6.1** Voting at General Meetings may take certain distinct forms:

- A Resolution proposed by the Trustees, e.g., election of Trustees / Officers
- A Resolution proposed by a Member (14 days in advance)
- Election of a meeting Chair
- Any other vote, not proposed in advance

**14.6.2** Any decision other than one falling within clause 13.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every voting member has one vote.

**14.6.3** 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 in person or by proxy at the meeting.

**14.6.4** A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately.

**14.6.5** 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.

**14.6.6** A poll may be taken :

- 14.6.6.1** at the meeting at which it was demanded; or
- 14.6.6.2** at some other time and place specified by the chair; or
- 14.6.6.3** through the use of electronic means.

**14.6.7** In the event of an equality of votes cast, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

**14.6.8** 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.

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

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

## **14.8 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.

## **15. Honorary Roles**

- 15.1** The trustees may at any time, by notice in writing to the individual(s) concerned, appoint an Honorary President, one or more Honorary Deputy Presidents, and such other honorary roles as they consider appropriate. Any such appointments shall commence on the date that the individual confirms in writing their acceptance of the appointment.
- 15.2** Any person appointed to an honorary role pursuant to clause 15.1 may at any time:
- 15.2.1** resign by written notice to the CIO; or
  - 15.2.2** be removed by decision of the trustees, where the trustees are satisfied that it would be in the best interests of the CIO to do so and notify the person concerned of the same in writing.
- 15.3** Any person appointed to an honorary role may attend and speak (but not vote) at general meetings of the CIO and (subject to the prior agreement of the person chairing the meeting) at meetings of the trustees.
- 15.4** Clause 15.3 shall not prevent a person who holds an honorary role, and who is also a trustee, from exercising their full rights as trustee, including the right to attend, be counted in the quorum and vote at trustee meetings.

## **16. Trustees**

### **16.1 Functions and duties of trustees**

- 16.1.1** The trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each trustee:
- 16.1.2** to exercise his or her powers, and to perform his or her functions as a trustee of the CIO, in such a way that he or she decides in good faith would be most likely to further the purposes of the CIO; and
- 16.1.3** to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- 16.1.3.1** any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - 16.1.3.2** if he or she acts as a trustee of the CIO 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.

### **16.2 Eligibility for trusteeship**

- 16.2.1** Every trustee must be a natural person.
- 16.2.2** No one may be appointed as a trustee:
- 16.2.2.1** if he or she is under the age of 16 years; or
  - 16.2.2.2** if he or she would automatically cease to hold office under the provisions of clause 19.1.6.

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

**16.2.4** At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the trustees, or appoint a new trustee.

### **16.3 Number of trustees**

**16.3.1** There must be at least three trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a general meeting or to appoint a new trustee(s).

**16.3.2** The maximum number of trustees is 12. The trustees may not appoint any trustee if as a result the number of trustees would exceed the maximum.

### **16.4 First trustees**

The first trustees of the CIO are:

Lois Nash – Chairperson  
Alan Keenan – Deputy Chairperson  
Marc Dryden – Treasurer  
Richard Cutler (also Honorary President)  
Jane Dow

and, subject to clause 19 (Retirement and removal of trustees), shall hold office as such until the CIO's first AGM.

## **17. Appointment of officers and trustees**

### **17.1 Officers**

**17.1.1** The Officers of the CIO will be the Chairperson, Deputy Chairperson and Treasurer.

**17.1.2** No Officer of the CIO shall simultaneously hold more than one office.

**17.1.3** Officers shall be elected at the Annual General Meeting of the CIO. Officers are elected for a period of one year and may then stand for re-election.

**17.1.4** In the event of a vacancy arising during the year in any office of the CIO, the trustees shall choose one of their number to fill such vacancy until the ensuing Annual General Meeting.

### **17.2 Trustees**

**17.2.1** The trustees of the CIO will consist of the Officers of the CIO and up to 9 other persons, who shall be elected at the AGM of the CIO.

**17.2.2** All trustees will be required to agree in writing to act as trustees of the CIO.

**17.2.3** The trustees may from time to time co-opt persons to serve as trustees until the ensuing AGM, whether to fill a vacancy that has arisen, or as additional trustees, provided always that the total number of trustees (including Officers) shall at no time exceed 12.

### **17.3 Election/ Appointment of trustees and Officers**



- 17.3.1** All trustees (including the Officers) are subject to re-election on an annual basis at the AGM, subject to a maximum consecutive period in office of 9 years.
- 17.3.2** Trustee or officer vacancies arising may be filled by the decision of the members at the AGM; any vacancies not filled at the AGM may be filled as provided in sub-clause 17.3.3.
- 17.3.3** The members or the trustees may at any time decide to appoint a new trustee, whether in place of a trustee who has retired or been removed in accordance with clause 19 (Retirement and removal of trustees), or as an additional trustee, provided that the limit specified in clause 16.3 on the number of trustees would not as a result be exceeded;
- 17.3.4** A person so appointed (whether by the members of the CIO or by the trustees) shall retire at the conclusion of the next AGM after the date of his or her appointment.

## **18. Information for new trustees**

- 18.1** The trustees will make available to each new trustee, before their first appointment:
  - 18.1.1** a copy of this constitution and any amendments made to it; and
  - 18.1.2** a copy of the CIO's latest trustees' annual report and statement of accounts.

## **19. Retirement and removal of trustees**

- 19.1** A trustee ceases to hold office if he or she:
  - 19.1.1** retires by notifying the CIO in writing;
  - 19.1.2** is absent without the permission of the trustees from all meetings of the trustees held within a period of six months and the trustees resolve that his or her office be vacated;
  - 19.1.3** dies;
  - 19.1.4** becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
  - 19.1.5** is removed by the members of the CIO in accordance with sub-clause 19.2; or
  - 19.1.6** is disqualified from acting as a trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 19.2** A 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 14 (General meetings of members), and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 19.3** A resolution to remove a 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 the CIO.

## **20. Reappointment of trustees**

**20.1** Any person who retires as a trustee at a General Meeting or by giving notice to the CIO is eligible for reappointment, subject to having served less than nine consecutive years. A trustee who has served for nine consecutive years may not be reappointed for a tenth consecutive year but may be reappointed after an interval of at least four years.

**20.2** Trustees shall be reappointed in the manner prescribed at clause 17.3.2.

## **21. Taking of decisions by trustees**

Any decision may be taken either:

**21.1** by majority at an in-person or virtual meeting of the trustees; or

**21.2** by resolution in writing or electronic form agreed by a majority of all of the trustees eligible to vote on the resolution, which may comprise either a single document or several documents containing the text of the resolution in like form to which a majority of all of the said trustees have signified their agreement.

**21.3** 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.

## **22. Delegation by trustees**

**22.1** The 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 trustees may at any time alter those terms and conditions or revoke the delegation.

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

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

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

**22.2.3** the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **23. Meetings and proceedings of trustees**

### **23.1 Calling meetings**

**23.1.1** Any trustee may call a meeting of the trustees.

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

### **23.2 Chairing of meetings**

The Chairperson of the CIO shall chair the meetings of trustees. If he or she is not present within 10 minutes after the time of the meeting, the trustees present may appoint one of their number to chair that meeting.

### **23.3 Procedure at meetings**

**23.3.1** No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum shall be three trustees or the number nearest to one third of the total number of trustees, whichever is greater (or such larger number as the trustees may decide from time to time) provided that in each case, at least one of the trustees must be an Officer. A 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.

**23.3.2** Questions arising at a meeting shall be decided by a majority of those eligible to vote.

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

#### **23.4 Participation in meetings by electronic means**

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

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

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

#### **24. Saving provisions**

**24.1** Subject to sub-clause 24.2, all decisions of the trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

**24.1.1** who was disqualified from holding office;

**24.1.2** who had previously retired or who had been obliged by the constitution to vacate office;

**24.1.3** who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

**24.2** Sub-clause 24.1 does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for clause 1, the resolution would have been void, or if the trustee has not complied with clause 8 (Conflicts of interest).

#### **25. Execution of documents**

**25.1** The CIO shall execute documents either by signature or by affixing its seal (if it has one).

**25.2** A document is validly executed by signature if it is signed by at least two of the trustees.

**25.3** If the CIO has a seal:

**25.3.1** it must comply with the provisions of the General Regulations; and

- 25.3.2** it must only be used by the authority of the trustees or of a committee of trustees duly authorised by the trustees. The trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two trustees.

## **26. Use of electronic communications**

### **26.1 General**

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- 26.1.1** 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;
- 26.1.2** any requirements to provide information to the Commission in a particular form or manner.

### **26.2 To the CIO**

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

### **26.3 By the CIO**

- 26.3.1** Any member or trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

- 26.3.2** The trustees may, subject to compliance with any legal requirements, by means of publication on its website:

**26.3.2.1** provide the members with the notice referred to in clause 14.3 (Notice of general meetings);

**26.3.2.2** give trustees notice of their meetings in accordance with clause 23.1 (Calling meetings);

- 26.3.3** The trustees must:

**26.3.3.1** take reasonable steps to ensure that members and trustees are promptly notified of the publication of any such notice or proposal; and

**26.3.3.2** send any such notice or proposal in hard copy form to any member or trustee who has not consented to receive communications in electronic form.

## **27. Keeping of Registers**

The CIO 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 trustees.

## **28. Minutes**

The trustees must keep minutes of all:

- 28.1 appointments of officers made by the trustees;
- 28.2 proceedings at general meetings of the CIO;
- 28.3 meetings of the trustees and committees of trustees including:
  - 28.3.1 the names of the trustees present at the meeting;
  - 28.3.2 the decisions made at the meetings; and
  - 28.3.3 where appropriate the reasons for the decisions;
- 28.4 decisions made by the trustees otherwise than in meetings.

## **29. Accounting records, accounts, annual reports and returns, register maintenance**

- 29.1 The 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 the CIO, within 10 months of the financial year end.
- 29.2 The trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **30. Rules**

- 30.1 The 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 the CIO, 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 the CIO on request.
- 30.2 Each member of the CIO shall be required in connection with the game of tennis to conform to the standards of fair play, courtesy and personal deportment prescribed by the Bye Laws and regulations for the time being of the LTA.
- 30.3 The CIO shall have the powers and procedures for the enforcement of the requirement in Clause 26.2. These are set out in the Schedule of Disciplinary Procedures.

## **31. Disputes**

If a dispute arises between members of the CIO 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.

## **32. Voluntary winding up or dissolution**

- 32.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
  - 32.1.1 at a general meeting of the members of the CIO called in accordance with clause 14 (General meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- 32.1.1.1** by a resolution passed by a 75% majority of those voting, or
      - 32.1.1.2** 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
    - 32.1.2** by a resolution agreed in writing by all members of the CIO.
- 32.2** Subject to the payment of all the CIO's debts:
  - 32.2.1** Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
  - 32.2.2** If the resolution does not contain such a provision, the trustees must decide how any remaining assets of the CIO shall be applied.
  - 32.2.3** In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 32.3** The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
  - 32.3.1** the trustees must send with their application to the Commission:
    - 32.3.1.1** a copy of the resolution passed by the members of the CIO;
    - 32.3.1.2** a declaration by the trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
    - 32.3.1.3** a statement by the trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
  - 32.3.2** the trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO, and to any trustee of the CIO who was not privy to the application.
- 32.4** If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.