



Camber Lawn Tennis Club, Dulwich Common, London SE21 7EX • Telephone: 0208 693 2459

Club Rules Following 2021 AGM

1. Name

The Club, established circa 1913, is called Camber Lawn Tennis Club ("the Club"). On 10 September 2016 the Members of the Club, by means of a Special Resolution at an Extraordinary General Meeting, voted to transfer the Club's undertaking (including its assets and liabilities) to Camber Lawn Tennis Company Limited ('the Company'), and in accordance with its Rules voted to dissolve upon completion of the transfer.

2. Definitions

2.1

"the Articles" means the Articles of the Company

"the Board" means the board of directors of the Company

"Committee" means the committee appointed under Rule 10 to manage the Club;

"Club Officer" means a person elected or appointed from time to time to be an officer of the Committee in accordance with Rule 10, and shall include:

"the Chair" ;

"the Secretary" ;

"the Treasurer" ;

"the Club Captain" ;

"the Bar Secretary" ;

"the Social Secretary"

"the Membership Secretary" ;

"the Members" means the members of the Club and the Company admitted from time to time to membership of the Club and Company in accordance with Rule 5

"the President" means the person elected president of the Club in accordance with Rule 10;

"the Vice-President" means the person or persons elected vice-president(s) of the Club in accordance with Rule 10.

2.2 Words denoting the singular number include the plural number and vice versa; words denoting the feminine gender include the masculine gender and vice versa.

3. Objects

3.1 The objects of the Company are set out in Article 2 of the Articles as follows:

"The object for which the Company is established is to:

(a) provide and promote tennis, social and other activities and generally to encourage and facilitate the playing of tennis;

(b) provide and maintain the premises of the Company at Dulwich Common, LONDON, SE21 7EX;
(c) promote, improve, develop and support the interests of tennis;
(d) provide such other benefits to its members as it shall think fit;
(e) affiliate to county and national lawn tennis associations and to comply with and uphold the Rules and Regulations of those associations as amended from time to time and the rules and regulations of any bodies to which the tennis associations may be affiliated, including the LTA Disciplinary Code;
(f) make rules, regulations, bye-laws and standing orders concerning the operation of the Company including without limitation regulations concerning disciplinary procedures that may be taken against the Members;
(g) discipline the Members where permitted by its Rules/Regulations and the Lawn Tennis Association's Disciplinary Code;
(h) do such things as to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article."

4. Application of surplus Funds

4.1 The Company is a non-profit making organisation. All surplus funds will be used to maintain or improve the Company's facilities and in furtherance of the Company's objects. No surplus will be distributed other than on winding-up or dissolution of the Company in accordance with Rule 20.

4.2 Nothing in Clause 4.1 shall prevent the Company from entering an agreement with a Member for the supply by that Member to the Company of goods and services or for their employment by the Company, provided that such arrangements are approved by the Committee (without the member being present) and are agreed with the member on an arm's length basis.

5. Membership

5.1 Eligibility for Membership

5.1.1 Persons of either sex are eligible for membership of the Company provided they are at least 18 years old. No person shall be denied membership by the Company on the grounds of race, ethnic origin, nationality, creed, colour, age, disability, sex, sexual orientation, occupation, religion, political or other beliefs. The club will maintain subscriptions at levels that will not pose a significant obstacle to becoming a member.

5.1.2 Persons below the age of 18 may be allowed to join as Junior Members and individuals are allowed to join as Social Members only, but neither Junior nor Social Members shall have the rights to hold office or vote at general meetings.

5.1.3 The Committee will have the discretion to determine the maximum number of Members at any time taking into consideration the guidance issued by the LTA. The Committee is responsible for making arrangements for a waiting list and the procedure for admitting new members .

5.2 Admission of members

Any person who wishes to become a Member must submit an application in such form as the Committee shall decide. Every prospective member shall be considered by the Membership Secretary who may in their discretion refer the application to the Committee, which shall allow the prospective member to join unless to do so would be contrary to the best interests of the sport or the good conduct of the Company.

5.3 Classes of Members

5.3.1 Subject to Rule 5.1.2, all Members shall be entitled to all the privileges of membership.

5.3.2 Honorary Life Members may be elected by the Committee, but the number of honorary Members shall not exceed the number of Members.

5.4 *Subscriptions*

5.4.1 Membership of the Club and Company is dependent upon payment by, or on behalf of, a Member in advance for a full year (the 'Annual Subscription').

5.4.2 Each Member shall pay the Annual Subscription by the 1st April each year and that membership will last until 31 March the following year ('the 'Subscription Year').

5.4.3 No Member shall be entitled to the benefits of membership or have use of the Club's facilities until they have paid the Annual Subscription.

5.4.4 The Annual Subscription shall be set at the annual general meeting of the Members directly preceding the start of the Subscription Year. The Members may agree to set varying rates for different categories of Members on a non-discriminatory and fair basis (e.g., runner, weekday, 7-mile etc., memberships). All such categories confer full membership of the Club and Company (save for Junior and Social Member categories).

5.4.5 For certain categories of membership (which shall be designated in advance by the Committee), a first-time member upon first joining the Club part-way through a Subscription Year is entitled to become a Member through payment of a pro-rata subscription.

5.4.6 The Committee may, at its discretion, offer incentives to potential first-time members to join the club as part of a specific promotion, subject to a maximum promotional value of 10% of the full-year subscription for which they are applying.

5.4.7 The club may refuse membership only for good cause such as conduct or character likely to bring the club or sport into disrepute. The applicant shall be given an opportunity to make written representations and/or to appear before the Committee and a decision to refuse membership cannot be made unless at least two-thirds of the Committee vote in favour of the refusal (if two-thirds of the Committee is not an integer, the result to be rounded up to the next integer).

5.4.8 Any person ceasing to be a Member forfeits all right to and claim upon the Company, its property and its funds and has no right to the return of any part of the Annual Subscription.

5.4.9 No Company or Club Officer or Company or Club Committee has the authority to refund any Annual Subscription already paid. Refunds will be made only with the express authority of a resolution at a general meeting of the Members.

5.4.10 Notwithstanding rules 5.4.6 and 5.4.7, if a member's circumstances change during the Subscription Year after payment of the Annual Subscription such that the Member cannot avail of the benefits of Membership, that Member may apply to the Committee to hold over some or all of their unused subscription (less a sum equivalent to Social Membership) to the following Subscription Year. If the application is approved by the Committee, the relevant member will be entitled to the benefits of Social Membership in the meantime.

5.4.11 In exceptional circumstances, a member may apply to the Committee to request that they be permitted to pay their Annual Subscription in instalments, and explain their reasons for making the request. If the application is approved by the Committee, the relevant member will be entitled to the full benefits of membership.

5.4.12 The Committee will treat any application under Rules 5.4.10 and/or 5.4.11 confidentially and the Committee has the discretion to approve such an application if it considers there is good reason for doing so. The Committee is not obliged to approve the application and its decision on any application will be final. The Committee will report to the AGM the number of applications and total value of concessions (if any) made under this rule in the preceding year.

5.5 Attire

All Members shall play tennis in appropriate attire, and wearing non-marking shoes. Members shall wear shirts on court at all times.

6. Resignation

A Member may withdraw from membership of the Company at any time (although such withdrawal shall not entitle the withdrawing Member to a refund of any subscription already due). Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Rules.

7. Expulsion

7.1 The Committee shall have the power to expel a Member if it has good cause, for example conduct or character likely to bring the club or sport into disrepute.

7.2 A Member shall not be expelled unless they are given 14 days' written notice of the meeting of the Committee at which their expulsion shall be considered and written details of the complaint made against them.

7.3 The Member shall be given an opportunity to make written representations and/or to appear before the Committee. The Member must not be expelled unless at least two-thirds of the Committee vote in favour of their expulsion (if two-thirds of the Committee is not an integer, the result to be rounded up to the next integer).

7.4 The Committee may exclude the Member from the Company's premises until the meeting considering their expulsion has been held. For the avoidance of doubt, the Member shall be entitled to attend that meeting for the purpose of making representations.

8. Effect of resignation or expulsion

Any person ceasing to be a Member forfeits all right to and claim upon the Company, its property and its funds and has no right to the return of any part of their subscriptions.

9. Membership of the Company and Company Officers

9.1 The Rules govern how individuals become members of the Company and (subject to the Articles and to Company Law) the rights and obligations of those members.

9.2 All those who are Members by virtue of Rule 5, and aged 18 and over are entitled to membership of the Company.

9.3 The Board has the power to terminate the Company membership of any person (see Article 18) subject to prior compliance with the mechanisms set out in Rules 6, 7 & 8. A Company member remains a Company member (and if a Company member with voting rights, entitled to vote) until such time as that Member's membership is terminated or they resign.

9.4 A Company officer (i.e., a director and, if applicable, a secretary) must be a Club Officer elected or appointed in accordance with Rule 10.

9.5 At least three separate Club Officers shall be Company Officers at any given time and shall be appointed in accordance with Rule 10.

9.6 A Company Officer who ceases to be a Club Officer shall cease promptly thereafter to be a Company Officer and, upon vacating their Club office, irrevocably gives the remaining Company Officers authority to take the required steps to remove them as a Company Officer

from the Register of Companies.

9.7 A Company Officer may not act in connection with the Company other than in accordance with their obligations (in the following order):

9.7.1 Company Law;

9.7.2 the Articles;

9.7.3 the Rules;

9.7.4 a decision of a general meeting of the Members;

9.7.5 a decision of the Club Committee.

9.8 A Company Officer may be indemnified out of the Company's assets in accordance with Article 24.

10. The Club Committee

10.1 The day-to-day administration of the Club shall be managed by the Committee consisting of seven Club Officers notwithstanding the authority of the Members to elect more than one Member to fulfill the specific role required to permit a sharing of responsibility and to increase the number of individuals on the Committee

(a) the Chair

(b) the Secretary

(c) the Treasurer

(d) the Club Captain

(e) the Bar Secretary

(f) the Social Secretary

(g) the Membership Secretary

In addition there shall be a President and not more than five Vice-Presidents who shall be elected to or removed or confirmed in office at the annual general meeting of the Members. The Committee has the authority to co opt up to TWO Members onto the Committee such decision to be submitted for approval at the Annual General Meeting

10.2 The Secretary shall place in the clubhouse on the Company's premises each year a nomination form for the election of members to the seven posts on the Committee (10.1(a) to 10.1(h) inclusive). Those persons proposed to be nominated as members of the Committee must be nominated by two Members. No Member may nominate more than one candidate for any position.

10.3 The Committee members must be Members in accordance with the provision of Rule 5 above.

10.4 If there is only one candidate nominated to fill any elected position, that candidate shall be declared elected unopposed for that particular vacancy at the next annual general meeting. If there is more than one candidate for any elected position there shall be an election at the annual general meeting for that position. In the event of a tie, the candidate to be elected shall (unless the candidates otherwise agree) be determined by lot.

10.5 In addition to the members elected in accordance with Rule 10.4, the Committee may appoint Members to fill any vacancy on the Committee until the next annual general meeting when the person shall retire but be eligible for re-election.

10.6 A Club Officer shall be deemed to have vacated office if they:

- (a) have become physically or mentally incapable of acting as a Club Officer and may remain so for more than three months; or
- (b) resign their office by notice to the Committee; or
- (c) shall without sufficient reason for more than three consecutive meetings of the Committee have been absent without permission of the Committee and the Committee resolves that their office be vacated; or
- (d) are requested to resign by all the other Club Officers acting together.

11. *Proceedings of the Committee*

11.1 Committee meetings shall be held as often as the Committee thinks fit providing there shall not be fewer than 11 meetings each year. The quorum for such meetings shall be 5. The Chair and the Secretary shall have the discretion to call emergency meetings of the Committee if they consider it to be in the interests of the Club and/or Company. It is envisaged that at least two directors of the Company shall attend each Committee meeting. If that is not possible, a quorate Board meeting shall be held as soon as possible thereafter in accordance with the Articles.

11.2 The Chair shall be the chair of the Committee. They shall preside at every committee meeting at which they are present. If there is no person holding that office, or if the Chair is not present within fifteen minutes after the time appointed for the meeting, the committee member present with the longest unbroken service on the committee shall preside.

11.3 Decisions of the Committee shall be made by simple majority and in the event of an equality of vote the Chair (or acting chair of the meeting) shall have a casting or additional vote.

11.4 The Committee may from time to time appoint such sub-committees as it considers necessary and may delegate to them such powers and duties of the Committee as the Committee may determine. All sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee.

11.5 The Committee shall be responsible for the management of the Company.

11.6 All property held by the Company shall ordinarily be held in the name of the Company. It may from time to time be necessary or expedient for property to be held by an individual Member (or Members) on trust as trustee (or trustees) for the Members and/or the Company. In such instances, the trustees shall act in accordance with the directions of the Committee and/or Members acting in accordance with the provisions of Rules 12, 13 and 14.

11.7 Every member of the Committee, or agent of the Company shall be indemnified out of the assets of the Company against costs, losses and expenses which such member of the Committee, or agent may incur or for which they may become liable by reason of contract entered into or act or thing done by them in good faith as such member of the Committee, or agent in accordance with the instructions of the Committee or of a general meeting of the Company or otherwise in the discharge of their duties.

12. *Annual general meeting*

12.1 The annual general meeting of the Company shall be held during February or March to transact the following business:

- (a) to receive the Chair's report of the activities of the Company during the previous year;
- (b) to receive and consider the accounts of the Company for the previous year, the auditor's report on the accounts and the Treasurer's report as to the financial position of the Company;
- (c) to remove and elect the auditor or confirm that they remain in office;
- (d) to elect the Club Officers to the Committee, the President and Vice-President(s);
- (e) to decide on any resolution which may be duly submitted in accordance with Rule 14 below;
- (f) to deal with any special matters which the Committee desires to bring before the membership;
- (g) to set the classes of membership and their respective subscription levels for the coming year.

12.2 Notice of any resolution proposed to be moved at the annual general meeting shall be given in writing to the Secretary not less than 10 days before the meeting.

12.3 No period greater than fifteen months shall elapse between one annual general meeting and the next.

13. *Extraordinary general meetings*

13.1 An extraordinary general meeting shall be called by the Secretary:

- (a) when directed by the Committee; or
- (b) within 21 days of receipt of a requisition in writing signed by at least 15 Members;

13.2 Any Club Officer may be removed from office at an extraordinary general meeting called for that purpose under Rule 13.1(b) by resolution of a majority of two-thirds of the members present and voting thereat.

14. *Procedures at the annual and extraordinary general meetings*

14.1 The Secretary shall send to each Member at their last known postal, email or social media address

- a) written notice of the date of the general meeting
- b) a request for any resolutions that the Member wishes to raise at the AGM in line with rule 12.2 (above) at least 21 days before the meeting.

The agenda for the annual general meeting and any resolution that the Committee intends to submit to the AGM, shall be prepared by the Secretary and made available to the Members through the club website and a copy will be displayed on the club noticeboard at least 7 days before the meeting.

14.2 The quorum for the annual and the extraordinary general meetings shall be 15 Members, or one-tenth of the Members (whichever is greater).

14.3 The Chair shall preside at all meetings of the Company but if they are not present within 15 minutes after the time appointed for the meeting or have signified their inability to be present at the meeting, the Committee member present with the longest unbroken service on the committee shall preside, and if no Committee member is present, the Members shall nominate one of their own number to be chair of the meeting.

14.4 Each Member present shall have one vote and resolutions shall be passed by a simple majority of those Members present and voting. In the event of an equality of votes the chair of the meeting shall have a casting or additional vote.

14.5 The Secretary, or in their absence a member of the Committee, shall take minutes at

annual and extraordinary general meetings.

14.6 There shall be no right for a Member to vote by Proxy. No person may represent more than one Member.

15. *Guests*

15.1 Any Member may introduce guests to use the Company's premises, provided that no one whose application for membership has been declined or who has been expelled from the Company or its premises may be introduced as a guest.

15.2 The Member introducing a guest must enter the guest's name together with their own name in a book which must be kept on the Company's premises.

15.3 The Member introducing a guest shall be responsible for ensuring that the guest fee is paid and correctly recorded.

15.4 Any team representing the Club shall in no circumstances include a guest.

16. *Alteration of the rules*

16.1 These Rules may be altered by resolution at an annual or extraordinary general meeting provided that the resolution shall not be passed unless carried by a majority of at least two-thirds of the Members present and voting at the general meeting, the notice of which contains particulars of the proposed alteration or addition.

17. *Regulations and standing Orders*

17.1 The Committee shall have power to make, repeal and amend such regulations and standing orders as it may from time to time consider necessary for the wellbeing of the Company. Such regulations and standing orders and any repeals or amendments to them shall have effect until set aside by the Committee.

18. *Finance*

18.1 All monies payable to the Company shall be received by the person authorised by the Committee and shall be deposited into a bank account in the name of the Company.

18.2 Subject to Rule 20.3, the income and property of the Company shall be applied only in furtherance of the objects of the Company and no part thereof shall be paid by way of bonus, dividend or profit to any member.

18.3 The Committee shall have the power to authorise the payment of remuneration and expenses to any officer, member of the Committee, Member or employee of the Company and to any other person or persons for services rendered to the Company.

18.4 The financial transactions of the Company shall be recorded in such a manner as the Committee thinks fit by the Treasurer.

18.5 The accounts of the financial affairs of the Company shall be prepared each year. These accounts shall duly be audited by the auditor. The accounts must be made available to every Member at the annual general meeting.

19. *Borrowing*

19.1 The Board may borrow a maximum total amount of £100,000 on behalf of the Company for the purposes of the Company from time to time at its own discretion and with the sanction of a general meeting any further money above that sum.

19.2 The Board shall have no power to pledge the personal liability of any Member for repayment of any sums so borrowed.

20. *Dissolution*

20.1 A resolution to dissolve the Company shall be proposed only at an extraordinary general meeting and shall be passed only if carried by a majority of at least three-quarters of the Members present and voting.

20.2 The dissolution shall take effect from the date of the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the Company.

20.3 Any property remaining after the discharge of the debts and liabilities of the Company shall be distributed to a registered sports-related charity or charities chosen by the Committee.