

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

NORTHAMPTONSHIRE TENNIS

Charity Registration No: 1214612

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

‘Association’ Model Constitution

Date of constitution: 6th June 2025

1. Interpretation

In this constitution:

“**AGM**” means Annual General Meeting.

“**Bye Laws**” means the bye laws of the CIO from time to time adopted under clause 29.1.

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

“**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 Northamptonshire

“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.

“Officers” means the Chairperson, Secretary and Treasurer from time to time and **“Officer”** means any one of them, and **“Office”** shall be construed accordingly.

“NLTA” means the unincorporated organisation known as Northamptonshire 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.

“Rules” means the rules of the CIO from time to time adopted under clause 30.1.

“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, although a trustee shall not be precluded from also being Secretary.

2. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Northamptonshire Tennis (“NT”), 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 Northamptonshire 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 has power to:

- 5.1** take over the assets and undertaking of the unincorporated organisation known as ‘Northamptonshire Lawn Tennis Association’ (NLTA).’

- 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 charity trustee only to the extent that it is permitted to do so by clause 7 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause.
- 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 charity 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 charity 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 or connected person. This does not prevent a member or connected person who is not also a charity trustee receiving:
 - 6.2.1** a benefit from the CIO as a beneficiary of the CIO.
 - 6.2.1** reasonable and proper remuneration for any goods or services supplied to the CIO.
- 6.3** Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by this clause 6.

7. Benefits and payments to charity 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 prior written consent of the Charity Commission ("the Commission") has been obtained. 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 charity 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 charity trustee or connected person may enter into a contract for the supply of services and/or goods 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 charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- 7.2.4** A charity 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 charity 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 charity 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 the charity 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 charity 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 charity 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 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.

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 new 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 has indicated agreement to become a member and acceptance of the duty of members set out in sub-clause 10.4. A member may be a corporate body or an individual or corporate body representing an organisation which is not incorporated/ Membership is not open to individuals, except for informal or associate (non-voting) membership, as provided for in clauses 11.7.1 and 14.

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 charity trustees:

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

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

10.2.3.3. may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

10.2.3.4 shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so within 21 days of the decision being taken and give the applicant the opportunity to appeal against the refusal; and

10.2.3.5 shall give fair consideration to any such appeal and shall inform the applicant of their decision, but any decision to conform refusal of the application for membership shall be final.

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 the way he or she decides in good faith 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 Schedule of Disciplinary Procedures.

10.5 Termination of membership

- 10.5.1** Membership of the CIO comes to an end if:
- 10.5.1.1** a member dies, or in the case of an organisation (or representative of an organisation), that organisation ceases to exist;
 - 10.5.1.2** the LTA-Registered venue ceases to exist or fails to reregister annually; or
 - 10.5.1.3** the member sends a notice of resignation to the charity trustees; or
 - 10.5.1.4** 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
 - 10.5.1.5** 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
 - 10.5.1.6** the member is removed from membership of the CIO under the Schedule of Disciplinary Procedures.
- 10.5.2** Before the charity 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 charity trustees as to why they should not be removed from membership.
 - 10.5.2.3** at a duly constituted meeting of the charity trustees, consider:
 - whether or not the member should be removed from membership.
 - consider at that meeting any 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 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.
- 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 NLTA 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. Members' decisions

12.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in subclause 12.4, decisions of the members of the CIO shall be taken either by vote at a general meeting as provided in sub-clause 12.2 or by written resolution as provided in sub-clause 12.3.

12.2 Taking ordinary decisions by vote

Subject to sub-clause 12.4, 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.

12.3 Taking ordinary decisions by written resolution without a general meeting

12.3.1 Subject to sub-clause 12.4, 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:

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

12.3.1.2 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 may be sent by email or other electronic means and must be authenticated either by their signature or in such other manner as the CIO has specified;

12.3.1.3 the resolution in writing may comprise several copies to which one or more members have signified their agreement; and

12.3.1.3 the resolution shall be deemed passed on the date on which such confirmation of agreement has been received, in the manner prescribed, from sufficient members to constitute a simple majority of the members.

12.3.2 Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (12.3.1) above.

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

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

12.3.4.1 The proposal is not frivolous or vexatious and does not involve the publication of defamatory material.

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

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

12.3.5 Sub-clauses 12.3.1 to 12.3.3 apply to a proposal made at the request of members.

12.4 Decisions that must be taken in a particular way

12.4.1 Any decision to remove a trustee must be taken in accordance with clause 18.2.

12.4.2 Any decision to amend this constitution must be taken in accordance with clause 31 of this constitution (Amendment of Constitution).

- 12.4.3** 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.

13. General meetings of members

13.1 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 31st December and in any event at intervals of not more than 15 months.

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:

- 13.1.1** 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.
- 13.1.2** 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 16.
- 13.1.3** To elect officers and trustees as required under clause 16 (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.
- 13.1.4** To consider any other 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.

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.

13.2 Calling general meetings

- 13.2.1** The charity trustees:
 - 13.2.1.1** must call the AGM of the members of the CIO in accordance with sub-clause 13.1, and identify it as such in the notice of the meeting; and
 - 13.2.1.2** may call any other general meeting of the members at any time.
- 13.2.2** The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - 13.2.2.1** they receive a request to do so from at least 10% of the members of the CIO; and

- 13.2.2.2** 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.
- 13.2.3** If, at the time of any such request (as per clause 13.2.2), there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause 13.2.2.1 shall have effect as if 5% were substituted for 10%.
- 13.2.4** Any such request (as per clause 13.2.2), may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 13.2.5** A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 13.2.6** Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 21 days from the date on which it is called.
- 13.2.7** 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.
- 13.2.8** 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.
- 13.2.9** The CIO 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 the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

13.3 Notice of general meetings

- 13.3.1** The charity 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 charity trustee of the CIO who is not a member.
- 13.3.2** 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 13.3.1 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.
- 13.3.3** The notice of any general meeting must:
- 13.3.3.1** state the time and date of the meeting:
 - 13.3.3.2** give the address at which the meeting is to take place.
 - 13.3.3.3** 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
 - 13.3.3.4** if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.
 - 13.3.3.5** 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 25 (Use of electronic communication), details of where the information may be found on the CIO's website.

- 13.3.4** 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.
- 13.3.5** 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.

13.4 Chairing of general meetings

The person nominated as chair by the charity trustees under clause 22.2 (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.

13.5 Quorum at general meetings

- 13.5.1** No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- 13.5.2** Subject to the following provisions, the quorum for general meetings shall be the greater of 5% of the total membership or 3 members. An organisation represented by a person is present at the meeting in accordance with subclause 13.7 is counted as being present in person.
- 13.5.3** 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.
- 13.5.4** 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.
- 13.5.5** 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 shall constitute a quorum.
- 13.5.6** 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.

13.6 Voting at general meetings

- 13.6.1** 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

- 13.6.2** Any decision other than one falling within clause 12.4 (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, unless otherwise provided in the rights of a particular class of membership under this constitution..
- 13.6.3** 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.
- 13.6.4** A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately.
- 13.6.5** 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.
- 13.6.6** A poll may be taken:
- 13.6.6.1** at the meeting at which it was demanded; or
 - 13.6.6.2** at some other time and place specified by the chair; or
 - 13.6.6.3** through the use of postal or electronic communications.
- 13.6.7** 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.
- 13.6.8** 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.

13.7 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.

13.8 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.

14. Honorary Roles

14.1 The **charity** 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.

14.2 Any person appointed to an honorary role pursuant to clause 14.1 may at any time:

14.2.1 resign by written notice to the CIO; or

14.2.2 be removed by decision of the charity 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.

14.3 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 charity trustees.

14.4 Clause 14.3 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 charity trustee meetings.

15. Charity trustees

15.1 Functions and duties of trustees

15.1.1 The charity 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 charity trustee:

15.1.2 to exercise his or her powers, and to perform his or her functions in his or her capacity as a trustee of the CIO, in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

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

15.1.3.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and

15.1.3.2 if he or she acts as a charity 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.

15.2 Eligibility for trusteeship

15.2.1 Every charity trustee must be a natural person.

15.2.2 No individual may be appointed as a charity trustee of the CIO:

15.2.2.1 if he or she is under the age of 16 years; or

15.2.2.2 if he or she would automatically cease to hold office under the provisions of clause 18.1.6.

- 15.2.3** No one is entitled to act as a charity trustee whether on appointment or on any reappointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- 15.2.4** 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.

15.3 Number of charity trustees

- 15.3.1** There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.
- 15.3.2** The maximum number of charity trustees is 12. The charity trustees may not appoint any trustee if as a result the number of charity trustees would exceed the maximum.

15.4 First charity trustees

The first charity trustees of the CIO are:

Richard Johns – Chairperson
Bridget Naidu – Also Secretary
Aileen Major – Treasurer
Stuart Farquhar – Governance Trustee

and, subject to clause 18 (Retirement and removal of trustees), shall hold office as such until the CIO's first AGM.

16. Appointment of officers and trustees

16.1 Officers

- 16.1.1** The Officers of the CIO will be the Chairperson, Secretary and Treasurer.
- 16.1.2** No Officer of the CIO shall simultaneously hold more than one office.
- 16.1.3** In the event of a vacancy arising during the year in any Office of the CIO, the charity trustees shall choose one of their number to fill such vacancy until the ensuing Annual General Meeting.

16.2 Charity Trustees

- 16.2.1** The charity trustees of the CIO will consist of the Officers of the CIO and up to 9 other persons.
- 16.2.2** All charity trustees will be required to agree in writing to act as charity trustees of the CIO.
- 16.2.3** The charity 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 that specified in clause 15.3.

16.3 Election/ Appointment of charity trustees and Officers

- 16.3.1** All charity trustees (including the Officers) appointed since incorporation shall be subject to re-election at the first AGM of the CIO; and thereafter, any and all charity trustees appointed after the date of the most recent AGM shall be subject to re-election at the next following AGM. All trustee appointments are subject to a maximum consecutive period in office of 9 years.
- 16.3.2** Vacancies so 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 16.3.3.
- 16.3.3** 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 18 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 15.3 on the number of trustees would not as a result be exceeded.
- 16.3.4** A person so appointed (whether by the members of the CIO or by the charity trustees) shall retire at the conclusion of the next AGM after the date of his or her appointment.

16.4 Retirement by rotation

- 16.4.1** At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office;
- 16.4.2** At every subsequent annual general meeting of the members of the CIO, one third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one third shall retire from office;
- 16.4.3** The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- 16.4.4** The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in clause 16.3.3;
- 16.4.5** A person so appointed by the members of the CIO shall retire in accordance with the provisions of 16.4.2 and 16.4.3. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

17. Information for new charity trustees

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

18. Retirement and removal of charity trustees

18.1 A charity trustee ceases to hold office if he or she:

- 18.1.1** retires by notifying the CIO 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);
- 18.1.2** is absent without the permission of the charity 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; or
- 18.1.3** dies.
- 18.1.4** in the written opinion given to the CIO, 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; or
- 18.1.5** is removed by the members of the CIO in accordance with sub-clause 18.2; or
- 18.1.6** 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).

18.2 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 14 (General meetings of members), and the resolution is passed by a two-thirds majority of votes cast at the meeting.

18.3 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 the CIO.

19. Reappointment of charity trustees

19.1 Any person who retires as a charity 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.

19.2 Charity trustees shall be reappointed in the manner prescribed at clause 16.3.2.

20. Taking of decisions by charity trustees

Any decision may be taken either:

20.1 by majority vote at an in-person or virtual meetings of the charity trustees; or

20.2 by resolution in writing or electronic form agreed by a majority of all of the charity 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 charity trustees have signified their agreement. Such resolution shall become effective provided that 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

21. Delegation by charity trustees

21.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall 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.

21.2 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:

21.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee.

21.2.2 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

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

22. Meetings and proceedings of charity trustees

22.1 Calling meetings

22.1.1 Any charity trustee may call a meeting of the trustees.

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

22.2 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 trustees present may appoint one of their number to chair that meeting. The Chairperson of the CIO shall chair the meetings of charity trustees.

22.3 Procedure at meetings

22.3.1 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 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) provided that in each case, at least one of the trustees must be an Officer. 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.

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

22.3.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

22.4 Participation in meetings by electronic means

22.4.1 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.

22.4.2 Any charity 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.

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

23. Saving provisions

23.1 Subject to sub-clause 23.2, 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:

23.1.1 who was disqualified from holding office.

23.1.2 who had previously retired or who had been obliged by the constitution to vacate office.

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

23.1.4 for whom there is a technical defect in their appointment as trustee of which the trustees were unaware at the time,

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 trustees at a quorate meeting.

23.2 Sub-clause 23.1 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 1, the resolution would have been void, or if the charity trustee has not complied with clause 8 (Conflicts of interest).

24. Execution of documents

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

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

24.3 If the CIO has a seal:

24.3.1 it must comply with the provisions of the General Regulations; and

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

25. Use of electronic communications

25.1 General

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

25.1.1 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.

25.1.2 any requirements to provide information to the Commission in a particular form or manner.

25.2 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.

25.3 By the CIO

25.3.1 Any member or charity 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.

25.3.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

25.3.2.1 provide the members with the notice referred to in clause 13.3 (Notice of general meetings).

25.3.2.2 give trustees notice of their meetings in accordance with clause 22.1 (Calling meetings).

25.3.3 The charity trustees must:

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

25.3.3.2 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.

26. 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 charity trustees.

27. Minutes

The charity trustees must keep minutes of all:

27.1 appointments of officers made by the charity trustees.

27.2 proceedings at general meetings of the CIO.

27.3 meetings of the charity trustees and committees of charity trustees including:

- 27.3.1** the names of the trustees present at the meeting.
- 27.3.2** the decisions made at the meetings; and
- 27.3.3** where appropriate the reasons for the decisions.
- 27.4** decisions made by the charity trustees otherwise than in meetings.
- 28. Accounting records, accounts, annual reports and returns, register maintenance**
- 28.1** 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 account, and to the preparation of annual reports and returns. The statements of account, 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.
- 28.2** The charity 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.
- 29. Rules**
- 29.1** 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 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.
- 29.2** 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.
- 29.3** The CIO shall have the powers and procedures for the enforcement of the requirement in Clause 25.2. These are set out in the Schedule of Disciplinary Procedures.
- 30. 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.
- 31. Amendment of constitution**
- As provided by clauses 224-227 of the Charities Act 2011:
- 31.1** This constitution can only be amended:
- 31.1.1** by a written resolution without a general meeting, where such resolution is agreed in writing by all members of the CIO; or
- 31.1.2** 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.
- 31.2** 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 charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Commission.

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

31.4 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.

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 13 (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 charity 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 charity 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 charity 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 charity 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 charity 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 charity 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.