



Tennis Industry Association UK

Constitution and Rules

(Changes to text indicated by a line in the margin)

1. Name

The Association's name is Tennis Industry Association UK Limited to be known as the TIA or TIA UK.

2. Administrative Office

The TIA's registered office is at 48 Braeside, Beckenham, Kent BR3 1SU.

3. Constitution

The TIA is a not-for-profit Association of representatives from organisations directly trading in activities related to lawn tennis ("tennis") who have joined and been accepted as Members in accordance with the Association's Membership Criteria. Such monies as are generated by the Association's activities shall be for the express use of providing approved services to Members and sport development initiatives.

4. Membership

Membership is open to all manufacturers, wholesalers, distributors, trading companies, businesses and other related parties with an interest in tennis in the United Kingdom.

Companies are accepted for membership by category and classification as follows:

a) Categories

Membership covers the representation by a named individual of a company or concern in one of the following categories of membership providing that company or concern through that individual with one vote, unless stated otherwise.

i. Professional Organisations

For official organisations that directly work with, fund and/or endorse the association's efforts to promote, foster and protect industry growth and vitality in the UK, which annual fee will be determined by the Board of Directors ("the Board") on a case by case basis.

ii. Partner Members

For major companies with a tennis turnover in excess of £500,000 per annum.

iii. Members

A two-tier category of regular voting members based on tennis turnover, namely Tier 1 for companies with a turnover of between £200,000 and £500,000, and Tier II for companies with a turnover under £200,000.

iv. Associate and Honorary Members

Individuals may be accepted by the Board as non-voting associate members.

The Board shall have the power to appoint Honorary Members where, in their opinion, the applicant is not strictly eligible for Membership under the rules or in recognition of services rendered to the industry.

Associate and individual Honorary Members may not vote at the AGM and will not receive Wimbledon accreditation during the fortnight although they may be allocated one ground pass for the purpose of attending the AGM.

v. Second Brands

Companies which have a second brand under their direct control may receive the benefits of membership for each subsequent brand by paying the appropriate rate as outlined above for their major brand and a nominal annual fee equivalent to that of a Tier II member for each subsequent brand.

A TIA representative may be nominated for each supplementary brand who will be entitled to a vote and membership benefits but may not serve on the Board of Directors unless the appropriate full subscription based on turnover is paid.

vi. Tennis Racquet Specialists

Individual ERSA-registered stringers may join as TRS Certified Stringers under conditions promulgated by the TRS Board appointed by the Board of Directors.

Stringers participating in TRS workshops may be accepted as TRS non-voting members until such time as they obtain their ERSA certification and become TRS Certified Stringers.



b) Classification

Companies will be accepted into one of the following groups of membership according to the nature of their businesses: -

i Brands & Equipment Suppliers

For distributors and manufacturers of tennis rackets, balls, clothing and shoes.

ii Independent Traders

For sellers of specialist tennis products, including books and DVDs, gifts, tennis art, posters and greetings cards, jewellery, tennis memorabilia and bespoke tennis wear.

iii. Tennis Sports Shops

For specialist sports retailers

iv. Court Equipment & Services

For designers, manufacturers and supplier contractors of tennis courts, fencing, canvas and signage.

v. Tennis & Fitness Clubs

For clubs and commercial centres.

vi. Service Providers and Media

For specialist service providers.

vii. TRS Stringers

For individual certified racket stringers.

c) Voting Rights

All Members shall be entitled to be present at general or special meetings and shall be entitled to vote.

Any TRS Member, Associate member or Honorary Members appointed by the Board may speak at meetings but shall not be entitled to vote.

d) Applications

Applications for Membership shall be in writing on an appropriate form and accompanied by the subscription payment made payable to the Tennis Industry Association UK Limited and submitted to the General Secretary at the administrative office.

All applications other than for TRS Members will be considered and approved by the Board at its next meeting. The Board reserves the right to reject any application without giving a reason. Each applicant will be informed of the Board's decision in writing as soon as practicable thereafter.

On election or renewal of Membership thereafter, a Certificate of Membership will be issued with such Certificate to remain the property of the Association.

TRS Members will be accepted for membership under conditions promulgated by the TRS Board.

e) Subscriptions and Renewals

The Board shall decide the rates of subscription in each category of Membership for ratification at the AGM.

Subscriptions are valid for twelve months from the date of acceptance (or last renewal) and renewable on receipt of invoice for the same and/or by way of banker's direct debit.

The Board may recommend either an incentive discount or an administrative levy of up to twenty-five percent (25%) for Members paying or not paying within thirty (30) days of the due date, or by direct debit.

5. Non-payment of subscriptions

Any member whose annual subscription is unpaid for:

- (a) one month; forfeits all benefits (including accreditation to Wimbledon) for three months;
- (b) any longer than one month ceases to be a member of the Association and will have to pay a re-instatement fee to be determined by the Board. The Board may suspend this provision as regards any particular member on such terms as they determine at their discretion

6. Management

The Association shall be administered by a Board of Directors appointed by the AGM, which shall be responsible for the day to day management of the Association.



a) Board of Directors

The Board of Directors shall consist of the five (5) officers, namely a Chairman, Vice Chairman, Treasurer, General Secretary and Director of Events & Marketing; nominated representatives of each of the six (6) member steering groups and up to three (3) further Directors, all of whom shall be Full Members and duly proposed and seconded in accordance with the rules.

In addition, the Board may co-opt the Chairman of the TRS Board and the Executive Administrator.

The Directors assigned responsibility for the member steering groups and any other activities shall submit written reports when requested to do so by the General Secretary for circulation to Board members in advance of meetings for discussion there at.

The Board is empowered to set the Association's annual subscriptions each year, which are subject to ratification at the AGM.

b) Executive Committee

An Executive Committee comprised of the five (5) Officers of the association shall have the authority to act on behalf of the Board between meetings as and when required in order to accomplish the work of the association. In such circumstances a report on any action taken will be made to the Board at the next meeting.

c) The TRS Board

The TRS Board is affiliated to the TIA UK and subject to the TIA UK's memorandum of association, articles of association and constitution and rules.

It has for its objects the development and administration of a universal tennis racquet specialist scheme throughout the UK to bring a greater degree of knowledge to specialists and help them to keep up to date with the latest racquet and stringing technology.

Under the auspices of the TIA UK, the TRS Board's goal is to develop and promote the scheme in close co-operation with the European Racquet Stringers Association, The Lawn Tennis Association, tenniscoachUK and the Professional Tennis Registry UK.

The Chairman of the TRS Board may be co-opted onto the Board of Directors.

d) Board Meetings

The Board shall meet four (4) times a year to accomplish the work of the Association.

Notice shall be sent by the Executive Administrator of the Association to each Director at least ten (10) days prior to each meeting together with the proposed agenda and any written accompanying reports for discussion at the meeting.

The Chairman of the Association shall act as Chairman of all meetings of the Board at which he is present. In the absence of the Chairman or Vice Chairman of the Association, the Directors shall elect a Chairman of the meeting.

On all questions the Chairman shall have the casting vote.

e) Non-Attendance

In the event of a Director not attending four (4) consecutive meetings of the Association, he or she will relinquish the role of Director at the discretion of the Board and shall then be ineligible to serve as a Director until after the next AGM when a report of the circumstances shall be given to the Membership prior to election procedures.

Such meetings shall include Board Meetings, the Annual General Meeting and any general meetings as may have been called by the Board or the Membership.

f) Vacancies

The Board may fill casual vacancies among the Directors, such to hold office until the next Annual General Meeting or General Meeting.

7. Annual General Meeting

The Association shall hold an Annual General Meeting during the months of June and July, written notice of which shall be sent by the General Secretary to each fully paid-up member at least twenty-one (21) days in advance of the said meeting.

a) Business

The AGM shall conduct the following business: -

- i. Opening remarks by the President;
- ii. To receive the Chairman's report;
- iii. To receive the General Secretary's report;



- iv. To receive the annual accounts for the previous year ended 31 December;
- v. To elect two Officers in rotation in accordance with rule 8 c) below;
- vi. To elect the remaining Directors to the Board;
- vii. To ratify the subscription rates as adopted by the Board for the next calendar year; and
- viii. To consider any resolutions to modify the Association rules as notified in advance of the meeting.

The President shall preside over the Annual General Meeting of the Association and shall have a final and casting vote in the event of any tie in voting. In the absence of the President, the Chairman will chair the AGM.

b) Election of President and Officers

The appointment of the President and the Officers shall be by written submission of candidates proposed and seconded by Members of the Association to the General Secretary, such nomination forms to be received at least twenty-four (24) hours prior to the AGM. No nomination will be accepted at the AGM. In the event of there being more candidates nominated than the posts to be filled, election shall be by ballot of the members present conducted by the General Secretary.

The President shall be elected for a term of three (3) years by the AGM and shall be an ex-officio member of the association.

The five (5) Officers shall be elected for a term of two (2) years and shall be ex-officio Members of the Board of Directors and any sub working groups as may be appointed by the Board. The Chairman and Treasurer shall be elected in alternate years to the Vice Chairman, General Secretary and Director of Events & Marketing in order to maintain continuity.

c) Officers' Duties

i. President

The President shall preside over the Annual General Meeting and shall have a casting vote at such meeting. As an ex-officio officer he may attend all other meetings at his discretion but shall not have a vote at such meetings. He shall act as the association's representative and spokesperson as and when required to do so by the Chairman of the Board of Directors.

ii. Chairman

The Chairman shall preside at all meetings of the Board of Directors and shall have a casting vote at such meetings. He should do all in his power to promote and further the well-being of the Association, acting as the Association's representative whenever the occasion necessitates and, when representing its opinion on any subject, it shall be his duty to do so in a fair and balanced manner. He shall undertake such duties as may be directed by the AGM and may delegate such duties as required.

iii. Vice Chairman

In the absence of the Chairman the Vice Chairman shall act as Chairman of the Association. In the absence of both the Chairman and Vice Chairman the Members present at a meeting shall have the power to elect a temporary Chairman to conduct its business, except at the AGM when the President shall preside.

iv. General Secretary

The General Secretary shall act as the Secretary of the association and undertake such administrative duties as may be directed by the AGM, the Chairman and the Board of Directors and may delegate such duties as required.

The General Secretary is responsible for overseeing the duties of the Executive Administrator appointed by the Board of Directors to administer the organisation of the work of the association.

v. Treasurer

The Treasurer shall monitor all the financial aspects of the Association on behalf of the AGM. His or her duties shall include but not be limited to the collection of subscriptions and other monies arising out of the Association's activities, the recording and maintenance of appropriate accounts and arranging for an annual audit and may delegate such duties as required.

vi. Director of Events & Marketing

The Director of Events & Marketing is responsible for the development of promotional opportunities to place member products and services before the British tennis public.

8. Removal from Office of Elected Officers

The Chairman, Vice Chairman, Treasurer, General Secretary and Director of Events & Marketing may only be removed from office by an approved resolution of a General Meeting called by fifty percent (50%) of the eligible voting Members, notice of which must be served in writing to the General Secretary at least twenty-eight (28) days in



advance of the said meeting. The General Secretary shall circulate all voting members details of the meeting at least twenty-one (21) days in advance of the meeting date.

9. Alteration of rules and resolutions

Resolutions to alter the Constitution and Rules of the Association must be proposed and seconded by voting Members or recommended by the Board of Directors and shall be notified to all Members at least twenty-one (21) days prior to the General Meeting. Such resolutions shall be carried by approval of two-thirds (2/3rds) of the Members present.

Resolutions to remove an officer or dissolve the Association shall be carried by approval of seven-eighths (7/8ths) of those present.

All other resolutions shall be carried by a simple majority of those present.

10. Confidentiality

All items discussed and minutes and other papers circulated in connection with all Association meetings are private and confidential and it is a condition of Membership that any information contained therein shall not be divulged to any non-members other than as approved by the Board of Directors.

11. Disputes and arbitration

The Board of Directors in accordance with the Association's Rules will settle any disputes that may arise from the interpretation of these Rules and/or any consequential action as may have been taken by the AGM, the Board of Directors or any sub group of the Association.

In the event of an appeal of the Board's decision, this shall be made to the AGM or a General Meeting called especially for that purpose where the parties concerned will make reports and a vote of the Membership taken to resolve the matter.

Any on-going dispute remaining unresolved after such procedure will be settled by arbitration conducted by an independent arbitrator appointed by vote of the Membership at such AGM or general meeting.

12. Notices

Any notice which is required to be served under these rules on any Member shall be deemed to be served on the second working day after posting if sent by pre-paid first class post or on the day of sending by email each to the address or email address given by each member of the Association on his or her application form. It shall be the responsibility of the Members to liaise with the General Secretary and advise the General Secretary of the Member's address in the event of any change thereto.

Adopted by the EGM on 17 May 2005 and amended by the AGM on 25 June 2009

Addendum relating to Annual Dues for 2010, approved at the AGM 25 June 2009:

	2009	2010
Partner Members	From £1,500	to £1,600 (+ 6.6%)
Tier I Members	£650	to £670 (+ 3%)
Tier II Members	£350	to £360 (+ 2.75%)
Individual Associate Members	£150	to £155 (+ 3%)
Second Brands	£350	to £360 (+ 2.75%)
TRS Certified Stringers	£75	to £75 (no change)
TRS Non-Voting Members	£30	to £30 (no change)



THE COMPANIES ACTS 1985 TO 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
TENNIS INDUSTRY ASSOCIATION UK LIMITED**

1. The Company's name is "TENNIS INDUSTRY ASSOCIATION UK LIMITED".
2. The Company's Registered Office is to be situated in England.
3. The Company's Mission Statement is:
To promote, foster and protect industry growth and vitality in the UK and to provide commercial benefits to tennis businesses while supporting the LTA and other organisations' efforts to promote the sport at all levels.
4. The Company's aims and objectives (the "objects") are:
 - (a) To combine the professional expertise of the Membership to promote best practice,
 - (b) To actively promote the image of the game,
 - (c) To improve communications among members and outside organizations by promoting a policy of inclusiveness,
 - (d) To enable the British tennis public access to the widest possible range of goods and services at every opportunity,
 - (e) To co-operate with the national and international governing bodies with regard to matters of common interest,
 - (f) To have a voice in the organisation of relevant public and trade exhibitions in the United Kingdom at which Members enjoy a discount of the cost of exhibiting,
 - (g) To actively encourage reputable companies and other organisations not already Members of the Association to join and actively participate in the work of the Association.
5. The Company's purpose shall be:
 - (a) To represent the best interests of manufacturers, wholesalers, distributors, trading companies, businesses and other interested parties involved in tennis whenever the occasion may arise,
 - (b) To afford such manufacturers, wholesalers, distributors, trading companies, businesses and other interested parties involved in tennis an opportunity for the interchange of views on matters generally affecting the industry,
 - (c) To promote, develop and protect the interests of the tennis sports trade,
 - (d) To co-operate with local authorities, kindred public bodies and institutions, trade associations, firms or persons for any of the purposes or objectives aforesaid,
 - (e) To promote or support any paper, journal, magazine or other publication dealing with tennis and the tennis trade and to undertake by any means as members may from time to time determine, measures to promote and develop tennis by means of initiatives, programmes, exhibitions, fairs and other publicity methods.



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6. In furtherance of the aforementioned objects, but not otherwise, the Company may exercise the following powers:
- (a) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections,
 - (b) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company,
 - (c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company,
 - (d) To borrow or raise money on such terms and on such security as may be thought fit,
 - (e) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
 - (f) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes,
 - (g) To do all such other things as are incidental to the attainment of furtherance of the said objects or any of them.

Provided that:-

In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

7. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money's worth from the association.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company,
 - (b) the payment of interest at a rate of not less than two per cent under the base rate for the time being of the Company's banker or three per cent whichever is the greater,
 - (c) to any Director of out-of-pocket expenses,
 - (d) of reasonable and proper rent for premises demised or let by any member of the Company or any of the Company's Directors.
8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute such amounts as may be required (not exceeding £1) to the assets of the Company if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
10. If, upon the winding up of or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objectives of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

Adopted by the EGM on 17 May 2005 and amended by the AGM on 25 June 2009



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

TENNIS INDUSTRY ASSOCIATION UK LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column Thereof, if not inconsistent with the subject or context :-

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force,
These Articles	These Articles of Company, and The regulations of the Company from time to time in force,
The Association	The above-named Company,
The Company	The above-named Company, since its incorporation,
The Board	The Board of Directors for the time being of the Company,
The Office	The registered office of the Company,
The Seal	The common seal of the Company,
The United Kingdom	Great Britain and Northern Ireland,
Month	Calendar month,
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form,
Clear days	In relation to a period of notice means that period including the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum of Association, having been appointed solely for the purpose of the Company's formation, shall resign from membership as soon as the Company is incorporated.



MEMBERSHIP

4. Such persons and companies as the Board shall admit to membership in accordance with the Articles shall be members of the Company. No person shall be admitted as a member of the Company unless he is approved by the Board, Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board shall require executed by him.
5. Membership is open to all manufacturers, wholesalers, distributors, trading companies, businesses and other related parties with an interest in tennis in the United Kingdom.
6. A member may at any time withdraw from the Company by giving written notice to the association at least three months prior to the start of the financial year. On resignation the member agrees to pay all outstanding subscriptions, charges or other monies owed to the association. Membership shall not be transferable and shall cease on death or, for corporate members, if that company ceases to exist.
7. Membership can be divided into different categories AND CLASSIFICATIONS such as the Board of Directors shall determine and later confirmed by the members at a General Meeting or an Annual General Meeting.

The annual and other subscriptions and entrance fee (if any) payable by a member are such as the Board from time to time prescribe.

GENERAL MEETINGS

8. Unless the Company has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions as provided by section 368 of the Act.
11. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution appointing a person as a Director shall be called by at least Twenty-one clear days' notice. Subject to the provisions of the Act all other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Directors and, if the Company has an Auditor at the time the notice is dispatched, to any such Auditors.

12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception, unless an appropriate Elective Resolution is in force, of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and, in the event that the Company requires and has appointed an Auditor, of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.



14. No business shall be transacted at an General Meeting unless a quorum is present when the meeting proceeds to business- Save as herein otherwise provided five members personally present shall be a quorum. For so long as the Company has only a sole Member, that Member shall constitute a quorum if present in person or by proxy or, if that Member is a corporation, by a duly authorised representative.
15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day within the next two weeks, at the same time and place, or at such other place as the Board may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum.
16. The Chairman will be appointed at an Annual General Meeting and shall hold this office for two years whereupon he shall either be re-appointed or shall resign and another chairman will be appointed. The Chairman shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Director, or if no such member be present, or if all the members of the council present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
19. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting shall be entitled to a second casting vote.
21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
22. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

23. Subject to the express provisions of these articles and the Constitution and Rules of the Association every member shall have one vote.
24. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the act. A proxy need not be a member.



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35. The Board may from time to time and at any time appoint any member of the Company as a Director, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
36. Only persons who are members of the Company shall in any circumstances be eligible to hold office as a Director.

POWERS OF THE BOARD

37. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
38. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

39. Subject to the provisions of the Act the Secretary shall be appointed by the Board for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the secretary if there be no Secretary or no Secretary capable of acting.

THE COMMON SEAL

40. If the Company has a seal the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Board for the purpose.

DISQUALIFICATION OF MEMBERS OF THE BOARD

41. The Office of a Director shall be vacated -
- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally,
 - (b) If he becomes of unsound mind,
 - (c) If he ceases to be a member of the Company,
 - (d) If by notice in writing to the Company he resigns his office,
 - (e) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

PROCEEDINGS OF THE BOARD

42. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum, Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
43. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
44. The Chairman will be appointed at an Annual General Meeting and shall hold this office for two years whereupon he shall either be re-appointed or shall resign and another chairman will be appointed. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present, if at any



meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

45. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Board generally.
46. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
47. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.
48. The Board shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
49. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

50. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
51. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Company.
52. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being officers of the Company, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
53. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Board's report for that financial year and a copy, in the event that the Company has appointed an Auditor for that financial year, of any such Auditors' report on those accounts to the Auditors, if so appointed, and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

NOTICES

54. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
55. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom, at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as



provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

56. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter contained the same is put into the post. and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

RULES OR BYE LAWS

57. The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-
- (a) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) The conduct of members of The Company in relation to one another, and to the Company's servants,
 - (c) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,
 - (d) The procedure at General Meetings and meetings of the Board and Committees of the Board in so far as such procedure is not regulated by these presents,
 - (e) And, generally, all such matters as are commonly the subject matter of Company rules.
58. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of the members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

59. Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not voided by Section 310 of the Act.
60. The members of the Board shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

DISSOLUTION

61. The Association may only be dissolved on the passing of a resolution to that effect at a General Meeting after due notice of at least twenty-one days is given to all Members, by at least seven-eighths of those present.
62. In the event of such a motion being carried, the meeting shall appoint a Committee to wind up the affairs of the Association and give general direction as to the disposal of any assets after the payment of any debts to The Tennis Foundation, or any successor body.

Adopted by the EGM on 17 May 2005