

CONSTITUTION of the “ASSOCIATION OF BRITISH TENNIS OFFICIALS”

(amended 5 December 2021)

1. NAME

The Organisation shall be called “Association of British Tennis Officials” (ABTO).

2. OBJECTIVES

The Lawn Tennis Association Limited (“The LTA”) as the Governing Body has ultimate responsibility for the organisation, administration, and regulation of all matters relating to the playing of the game of tennis in Great Britain, the Channel Islands and the Isle of Man. This includes responsibility for the training and selection of tennis officials in Great Britain, the Channel Islands and the Isle of Man. ABTO shall directly affiliate to the LTA. The objectives of ABTO shall be:

- 2.1. To represent and safeguard the interests of ABTO and of its members.
- 2.2. To represent members in all aspects of tennis officiating.
- 2.3. To support the LTA in the grading, selection, recruitment and training of all tennis officials who are members of the LTA Officials’ Licence Scheme (“LTA Licensed Officials”).
- 2.4. To manage, control and regulate the activities of ABTO and all Full, Associate and Honorary Life Members in relation to matters not dealt with by the LTA Officials’ Licence Scheme.
- 2.5. To administer the funds of ABTO and to apply such funds for the purposes and objects of ABTO in such manner as shall be deemed to be in the interest of ABTO and its members. The funds of ABTO shall not be paid to or distributed among the members of ABTO other than for legitimate reasons such as reimbursement of reasonable expenses. In the event of dissolution, any surplus funds shall be applied to objects similar to that of ABTO or for some charitable purpose.

3. MEMBERSHIP

3.1. Membership of ABTO shall consist of the following categories:

3.1.1. Honorary Life Members

Honorary Life Membership may be recommended by the Management Committee to the AGM in recognition of special services to the game of tennis or ABTO. Honorary Life Members shall not be required to pay a subscription to ABTO, shall be entitled to attend any general meeting of ABTO and may vote. Honorary Life Members shall not receive any of the benefits of the Officials’ Licence Scheme (save that they may receive a copy of the officiating newsletter distributed by the LTA). Honorary Life Members are required to comply with all current ABTO policies and procedures and will receive copies of such documents.

3.1.2. Full Members

Full Membership is automatically granted, at no charge, to all LTA Licensed Officials. Such individuals shall remain as Full Members as long as they are LTA Licensed Officials.

3.1.3. Associate Members

Associate Membership may be granted to any individual on such terms as the Management Committee shall deem appropriate. Associate Members shall not be required to pay a subscription to ABTO, shall be entitled to attend any general meeting of ABTO but may not vote. Associate Members shall not receive any of the benefits of the Officials' Licence Scheme (save that they may receive a copy of the officiating newsletter distributed by the LTA). Associate Members are required to comply with all current ABTO policies and procedures and will receive copies of such documents.

3.2. Applications for Associate Membership

3.2.1. All applications for Associate Membership must be submitted in writing to the Honorary Secretary.

3.2.2. The Management Committee shall have the right at any time to refuse or terminate Associate Membership without being under any obligation to give reasons for its refusal or termination.

4. MANAGEMENT

4.1. ABTO shall be managed by a Management Committee who shall have power:

4.1.1. To carry out the objectives of ABTO and to make, maintain and publish policies and procedures or Appendices to these Rules as it deems necessary for the proper conduct of the affairs of ABTO.

4.1.2. To refer to the LTA Disciplinary Officer any issues relating to ABTO's Full Members which it deems to be appropriate.

4.1.3. To deploy the funds of ABTO in such a manner as it deems consistent with the proper fulfillment of its functions hereunder.

4.1.4. To delegate all or any of its powers to Sub-Committees in such manner as it may decide. The Management Committee shall be responsible for determining the terms of reference of any such Sub-Committees, for monitoring their operation and for providing overall direction. Each Sub-Committee must include at least one officer. All officers are entitled to attend any of these meetings and shall receive all papers relating to each sub-committee meeting. Any officer attending, but not part of the sub-committee, shall not be entitled to vote.

4.1.5. To elect annually one member of the Management Committee (excluding the LTA representative) to serve as the representative of ABTO on the Council of the LTA.

4.1.6. To enlist by co-option for any special purpose the services of any person or persons whether or not a member of ABTO for as long as necessary, but not beyond the Annual General Meeting of the next election year.

4.1.7. Generally to enunciate and give effect to the policy of ABTO, both in accordance with these Rules and in accordance with any resolutions of the members of ABTO passed in general meeting.

4.1.8. To keep the members of ABTO fully informed of all matters affecting their membership of ABTO.

4.2. The Members of the Management Committee shall comprise:

4.2.1. The Officers being: The Chair
 The Vice-Chair
 The Honorary Secretary
 The Honorary Treasurer

4.2.2. Eight other representatives.

4.2.3. A representative nominated by the LTA.

4.2.4. Any person(s) co-opted in accordance with the provisions of paragraphs 4.1.6 and 8.4.

4.3. Each member of the Management Committee, with the exception of the representative nominated by the LTA and any person(s) co-opted in accordance with the provisions of paragraph 4.1.6, must be a Full Member of ABTO.

4.4. Subject to the following exception, each Officer shall hold only one Officer's role at any one time. In the event that an Officer's role becomes vacant, another existing Officer may be asked by the Management Committee to fill the vacant role on an interim basis until such time as the vacant role is filled in accordance with the provisions of paragraphs 8.3 and 8.4. For the avoidance of doubt, the Officer filling the interim role will not be entitled to a second vote except as provided in 4.5.4.

4.5. Procedure

4.5.1. The Management Committee shall meet together for the conduct of their business at such times and places as they may from time to time decide.

4.5.2. Each member of the Management Committee shall be entitled to vote, except for any person(s) co-opted in accordance with the provision of paragraphs 4.1.6 and 8.4.

4.5.3. 50% of members entitled to vote, one of whom shall be an Officer, shall form a quorum.

4.5.4. In the event of an equality of votes, the Chair of the meeting shall have a second or casting vote.

4.5.5. The Management Committee shall produce minutes of its meetings and make them available to members.

4.5.6. The Management Committee shall produce and maintain a policy for recognising, managing and recording conflicts of interest.

5. **FINANCIAL YEAR**

The financial year of ABTO shall commence on 1st October in each year and end on 30th September in each following year.

6. GENERAL MEETINGS

6.1. Annual General Meeting

- 6.1.1. The Annual General Meeting of ABTO shall be held between 1 November and 15 December in each year to transact the following business:
- 6.1.2. To confirm the minutes of the previous Annual General Meeting and of any General Meetings held during the year.
- 6.1.3. To receive the report of the Management Committee and the Statement of Accounts for the past year.
- 6.1.4. In election years to receive the results of the election of the relevant Officers and other members of the Management Committee.
- 6.1.5. To ratify Honorary Life Members proposed by the Management Committee.
- 6.1.6. To consider motions of which due notice has been given. Notwithstanding paragraph 14.2, any Full Member or Honorary Life Member may bring forward any motion at the Annual General Meeting provided that notice of such motion, duly seconded, has been received by the Honorary Secretary by six (6) weeks prior to the Annual General Meeting. Any such motion may be accompanied by a supporting rationale which will be sent to members along with the notice of the Annual General Meeting in accordance with paragraph 6.9. Any such supporting rationale must have been received by the Honorary Secretary by six (6) weeks prior to the Annual General Meeting.
- 6.1.7. To consider Any Other Business as previously notified.

6.2. General Meetings (references to general meetings, except for in paragraphs 6.2.1 and 6.2.2, include annual general meetings)

- 6.2.1. A General Meeting of ABTO may be convened at any time by the Management Committee.
 - 6.2.2. A General Meeting shall be held within six (6) weeks after the receipt by the Honorary Secretary of a requisition in writing to that effect, signed by fifty (50) of the members entitled to vote. Every such requisition shall specify the business for which the meeting is to be convened and no other business shall be transacted at such meeting.
- 6.3. No business other than the formal adjournment of the meeting shall be transacted at any general meeting unless a quorum is present and such quorum shall consist of not less than fifty (50) persons present and entitled to vote.

- 6.4. All business of a general meeting shall be decided by a simple majority of the votes properly recorded at such meeting, save for alterations to these Rules which shall require a majority of at least two thirds of the votes properly recorded at the meeting. For the avoidance of doubt, abstentions shall not be counted as either for or against any motion. When calculating either simple majorities or two-thirds majorities, the votes for, and the votes against are the only two figures used to determine the outcome. Any member entitled to vote shall be entitled to propose an amendment to any proposal presented at a general meeting at which such member is present. Any such proposed (and seconded) amendment must neither negate nor significantly alter the essence of the original motion and may be accepted by the proposer of the original motion or be voted on by the meeting. If such amendment is accepted by the proposer or agreed by a simple majority of those voting at the meeting then it alters the original motion. The amended motion shall then be decided by a simple majority of the votes properly recorded at such meeting, save for alterations to these Rules which shall require a majority of at least two thirds of the votes properly recorded at the meeting.
- 6.5. At a general meeting, every question or motion shall be decided by a show of hands unless, prior to such a vote being taken or immediately thereafter, a ballot is
 - (a) directed by the Chair; or
 - (b) demanded by not less than six (6) persons present and entitled to vote.
- 6.6. Attendees at a general meeting must be ABTO Honorary Life, Full or Associate Members or persons invited by the Management Committee.
- 6.7. Every member shall be entitled to receive notice of and attend each general meeting of ABTO and to address such meeting. Only Full Members and Honorary Life Members present at the meeting shall be entitled to vote.
- 6.8. Where a decision by a simple majority only is required and there is an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 6.9. A notice of every general meeting shall be sent to members at least fourteen (14) days prior to the date fixed for such meeting. Such notice shall specify the date, time and place of such meeting and the nature of the business to be transacted and, in the case of the Annual General Meeting, shall be accompanied by the Report of the Management Committee and Statement of Accounts for the past year and in election years the names of the persons nominated as Officers and other Management Committee members. The accidental omission to give any such notice to any person entitled there to or the non-receipt thereof by him shall not invalidate the proceeding at any general meeting.
- 6.10. Notice of a general meeting must be given in:
 - (a) hard copy form; or
 - (b) electronic form.
- 6.11. Where the Management Committee gives an electronic address in a notice calling a general meeting, it is deemed to have agreed that any document or information relating to proceedings at the general meeting (including a document appointing a proxy) may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

- 6.12. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted; or
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address; or
 - (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied.

Proxies

6.13. Proxies may only validly be appointed by a notice in writing (a proxy notice) which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Management Committee may determine; and
- (d) is delivered to the individual(s) identified in the notice of the general meeting in accordance with these Rules not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate. A proxy notice which is not delivered in such manner shall be invalid.

6.14. The Management Committee may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

6.15. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

6.16. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

6.17. Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

6.18. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Management Committee by or on behalf of that person. For the avoidance of doubt, only one vote can be cast on behalf of each Full Member, whether by proxy or in person.

6.19. Any amendment to the proxy appointment must be delivered to the Honorary Secretary before the start of the meeting.

6.20. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

7. ELECTIONS TO THE MANAGEMENT COMMITTEE

7.1. The Management Committee shall appoint a Returning Officer.

7.2. Elections shall be held at the end of every second year.

7.3. The term of office shall be considered as four (4) years in duration.

7.4. The maximum duration that any Full Member may serve on the Management Committee in any and all roles is eight (8) consecutive years. If at the end of the eighth consecutive year served on the Management Committee, the Full Member has served two (2) years of a four (4) year term, they shall be permitted to complete the full four (4) year term, thus taking the duration served on the Management Committee to ten (10) consecutive years. The following sentence to be deleted in 2028: For the avoidance of doubt, any time served on the Management Committee prior to the 2018 elections does not count towards this maximum duration. Once a member has served on the Management Committee for the maximum term as stated above, the member must take a break from the Management Committee of at least one (1) full year.

7.5. All candidates (including retiring members who have offered themselves for re-election) shall be Full Members and may be nominated only by two (2) Full Members at least one (1) of whom shall not be a member of the Management Committee. Nominations must be received by the Returning Officer no later than six (6) weeks prior to the Annual General Meeting. Candidates may only stand for one (1) officer position, but may also stand for a non-officer position.

7.6. Manifestos may be submitted by any Full Member applying for the positions listed in paragraphs 4.2.1 and 4.2.2 and subject to the above paragraphs in this section. The maximum length of any such manifesto shall be 200 words and must be received by the Returning Officer no later than six (6) weeks prior to the Annual General Meeting. Manifestos will be subject to approval by the Returning Officer with any such approval being limited to ensuring that manifestos are factually correct and not offensive or defamatory.

7.7. The election will be conducted by postal or electronic ballot, in accordance with arrangements approved by the Management Committee, utilising a simple majority ('first past the post') system. In the event of a tie, for any position, the Returning Officer shall decide the result by lot. The election process shall be so timed to enable the results to be announced at the Annual General Meeting in the election year.

8. VACANT POSITION OF OFFICER OR MEMBER OF THE MANAGEMENT COMMITTEE

8.1. The Officers and other elected members of the Management Committee shall continue to hold office until the conclusion of the Annual General Meeting at which they retire, and subject to paragraph 7.4 shall be eligible and may offer themselves for re-election.

8.2. Any Officer or other member of the Management Committee may resign at any time by providing notice in writing to that effect to the Honorary Secretary.

8.3. As a result of a casual vacancy arising from the death, resignation or expulsion of an Officer, the Management Committee may appoint any elected Management Committee member to an officer position.

8.4. In the event of a casual vacancy arising from the death, resignation, expulsion or appointment to an officer position of a non-officer member of the Management Committee, the Management Committee may fill the vacancy in accordance with paragraph 4.1.6 but on the condition that the individual appointed is a Full Member.

8.5. In the event of the number of members of the Management Committee falling below six (6) (as a result of death, resignation, expulsion or lack of nominations) then a new election shall be triggered for those vacant positions as soon as is practicable and within three (3) months of this happening. The election process for this will be set out by the Management Committee.

9. EXPENSES

Every member of ABTO transacting official business shall be entitled to be reimbursed travelling and incidental expenses in a manner and at levels as may from time to time be approved by the Management Committee.

10. GRADING

10.1. As a condition of being an LTA Licensed Official, such officials shall be graded on the basis of their work-rate and performance.

10.2. ABTO will work in support of and in collaboration with the LTA in establishing clear grading structures and methodologies, as well as contributing towards an effective and fair grading appeals process.

11. ALTERATION OF RULES

No alterations of these Rules shall be made except at a General Meeting by a resolution carried by a majority of at least two thirds of the votes properly recorded at the meeting. Any alterations so made shall take effect immediately following the meeting unless the meeting shall by the like majority decide otherwise.

12. INDEMNITY

ABTO shall fully indemnify out of the assets of ABTO each and every member of the Management Committee and of its sub-committees against any damages, loss, liability, costs or expenses incurred by him as a result of any claim by any third party:

- (a) instituted against ABTO or the Management Committee or a Sub-Committee of the Management Committee; or
- (b) against such members by virtue of their position in ABTO or any act or circumstance arising in the course of carrying out their duties or activities on behalf of ABTO provided that, in relation to the subject matter of the relevant claim, such member has carried out their duties or activities on behalf of ABTO and in good faith.

13. INTERPRETATION

Except where otherwise stated, every reference in these Rules to the singular includes the plural and vice versa.

14. DISSOLUTION

14.1. Notwithstanding any other provisions in ABTO's Rules, a proposal that ABTO shall be dissolved or amalgamated in part or full with any other body shall be passed at a General Meeting of ABTO if carried by at least two thirds of members who are voting in person or by proxy.

14.2. Any motion (duly seconded) which proposes the dissolution of ABTO or the amalgamation of ABTO in part or full with any other body shall be received by the Honorary Secretary not less than eighty four days (12 weeks) prior to the date of the general meeting at which such motion is to be voted on. The Honorary Secretary shall, within 14 days of receipt, notify all members entitled to vote on such motion. The said notice shall include a statement from the Management Committee expressing their views on the motion (either collectively if their views are unanimous or individually if not). For the avoidance of doubt, for such motion to be passed, it shall require a majority of at least two thirds of the votes properly recorded at the meeting in accordance with Rule 14.1.