

**NOTICE** is hereby given that the **ANNUAL GENERAL MEETING** of **LAWN TENNIS ASSOCIATION LIMITED** (the “**Company**”) will be held on Wednesday 20 May 2020 at 10.30am at the National Tennis Centre, 100 Priory Lane, Roehampton, London, SW15 5JQ (and virtually by video call, accessed following the instructions set out below) to consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the Company’s finance and governance report and audited financial statements for the financial year ended 31 December 2019, provided that they have first been approved by the board of directors of Lawn Tennis Association Limited.
2. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company until the conclusion of the next annual general meeting of the Company.

By order of the Board

*P S Woodman*

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Pamela Woodman  
Company Secretary

6 May 2020

**Notes:**

1. A member of the Company may appoint another person (a ‘proxy’) to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a member of the Company.
2. To be valid, a proxy notice (and any authority under which it is signed) must be lodged with the Company by e-mail to [sheila.wall@lta.org.uk](mailto:sheila.wall@lta.org.uk) not less than 48 hours before the start of the meeting. A proxy notice accompanies this notice.
3. Completion and return of a proxy notice does not preclude a member from attending and voting at the meeting itself, provided that the proxy appointment has been revoked by the member by delivery to the Company of a notice in writing revoking the proxy appointment, such revocation to be received by the Company not less than 48 hours before the start of the meeting.
4. In order to attend the annual general meeting virtually by video call, a member (or their duly appointed proxy) will require to register for the video call (in advance of the annual general meeting) via the following link:  
[https://zoom.us/webinar/register/WN\\_hEGLxQ6mQyWkaMYn-357g](https://zoom.us/webinar/register/WN_hEGLxQ6mQyWkaMYn-357g)
5. Upon registering, the link to join and attend the meeting via Zoom video call will be sent to the person who has registered. Upon joining the meeting, the camera and microphone on that person’s device will automatically be disabled – so that person will

not be able to be seen or heard. However, the presenters will be able to be seen and heard throughout. If the presenters cannot be seen or heard, please check that the volume is turned up on the device being used to access the video call.

6. Telephone dial in details will be sent at the same time. However, given that it is not possible to vote or speak at the meeting via the telephone dial in, any member (or duly appointed proxy) joining in this way will not form part of the quorum of the annual general meeting, and will be deemed to be an 'observer' and not an 'attendee' of the annual general meeting.
7. Other than where the chairman of the meeting (in their completed proxy notice) has been appointed by the relevant member as their proxy to vote on the resolutions, voting on the resolutions will be conducted through Zoom's 'Chat' feature but will only be available to those members (or their duly appointed proxies) attending the meeting on the Zoom video call. The text of the resolutions will appear on screen with instructions on how to submit a vote. The vote results received via the 'Chat' feature will be checked in order to verify that only those eligible to vote have done so and then all eligible votes (including those made by the chairman of the meeting as appointed proxy) will be counted.
8. For those on the Zoom video call, there will be an opportunity to ask questions by clicking on the 'Raise Hand' icon, which will be on the screen. When it is appropriate for the question to be asked, the question asker's name will be called out and their microphone (audio) unmuted. Once the question has been answered, that person's microphone (audio) will be muted again.
9. If any technical issues are experienced throughout the meeting, please click on the 'Chat' feature on the screen and type a question to Rob Mackmurdie, the Company's Head of Technology, who will be on standby during the annual general meeting.

# **LAWN TENNIS ASSOCIATION LIMITED (the “Company”) ANNUAL GENERAL MEETING AT 10.30AM ON WEDNESDAY 20 MAY 2020**

## **Contents**

Agenda for the 2020 annual general meeting

Minutes (in draft for confirmation of the meeting) of the annual general meeting held on 16 May 2019 and of the general meetings held on 9 October 2019 and 26 February 2020

A draft of the Company’s finance and governance report, incorporating the financial statements for the financial year ended 31 December 2019, accompanies the notice of annual general meeting and the version approved by the Board of the Company (including audited financial statements) will be sent to you as soon as possible after it is available

## **AGENDA**

### **1. WELCOME**

### **2. QUORUM**

### **3. MINUTES**

Request for confirmation as a correct record of the minutes of (i) the annual general meeting held on 16 May 2019, (ii) the general meeting held on 9 October 2019, and (iii) the general meeting held on 26 February 2020.

### **4. ORDINARY RESOLUTIONS**

To consider and, if thought fit, approve the following ordinary resolutions:

- I. To receive the Company's finance and governance report and audited financial statements for the financial year ended 31 December 2019, provided that they have first been approved by the board of directors of Lawn Tennis Association Limited.
- II. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company until the conclusion of the next annual general meeting of the Company.

### **5. PRESIDENT'S ADDRESS**

### **6. ANY OTHER BUSINESS**

**LAWN TENNIS ASSOCIATION LIMITED**  
**(company number 07459469)**

**Minutes of the annual general meeting of Lawn Tennis Association Limited (the “Company”) held on Thursday 16 May 2019 at 10.30 am at The National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ.**

**1. CHAIR**

David Rawlinson (LTA Deputy President) was appointed chair of the annual general meeting (“Chair”).

**2. NOTICE OF MEETING**

Notice of the annual general meeting (“Notice”) had been duly given in accordance with article 36 of the Company’s articles of association.

**3. QUORUM**

Proxies for thirty eight members of the Company were present in person at the annual general meeting. A record of the proxies for those members has been retained by the Company.

Accordingly, the Chair declared that the meeting was quorate (in accordance with article 38(2) of the articles of association of the Company) and so declared the meeting open.

In addition, there were also in attendance at the meeting the Chair, five officers and members of the Council of the LTA, the Chairman, the Chief Executive Officer and the Company Secretary.

**4. MINUTES OF LAST ANNUAL GENERAL MEETING**

The minutes of the annual general meeting held on Thursday 17 May 2018 were confirmed as a correct record.

**5. BUSINESS OF THE MEETING**

The resolutions set out in the Notice were duly proposed and voted upon.

In accordance with the requirements of section 282 of the Companies Act 2006 (ordinary resolutions), the members of the Company RESOLVED:

- a. To receive and adopt the Directors’ Report;
- b. To receive the income statement for the Lawn Tennis Association group for the year ended 31 December 2018, the group statement of financial position as at 31 December 2018 and the report of the Finance Director; and
- c. To re-elect Messrs PricewaterhouseCoopers as independent auditors of the Company until the conclusion of the next annual general meeting.

## **6. DEPUTY PRESIDENT'S ADDRESS**

The Deputy President addressed the meeting.

## **7. LTA MERITORIOUS SERVICE AWARDS**

The Deputy President presented a 2018 LTA Meritorious Service Award to Stephen Clarke (nominated by Tennis Wales) in recognition of his outstanding contribution to tennis.

There were 12 Meritorious Service Award winners in total; the other 11 winners had chosen to receive their award on other occasions.

## **8. PRESENTATION OF THE TROPHY FOR THE COUNTY CUP RACE 2018**

The Deputy President presented the trophy for the most improved County within the County Cup Race 2018 to Durham & Cleveland and the County Cup Race winner's trophy to Surrey.

## **9. ANY OTHER BUSINESS**

There being no further business, the Chair declared the annual general meeting closed at 11.10 am.

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Chair

**LAWN TENNIS ASSOCIATION LIMITED**  
**(company number 07459469)**

**Minutes of a general meeting of Lawn Tennis Association Limited (the “Company”)  
held on Wednesday 9 October 2019 at 4.10 pm at The National Tennis Centre, 100  
Priory Lane, Roehampton, London SW15 5JQ**

**1. CHAIR**

David Rawlinson (LTA Deputy President) was appointed chair of the general meeting (“Chair”).

**2. NOTICE OF MEETING**

Notice of the general meeting (“Notice”) had been duly given in accordance with article 36 of the Company’s articles of association.

**3. QUORUM**

Proxies for thirty eight members of the Company were present in person at the general meeting. A record of the proxies for those members has been retained by the Company.

Accordingly, the Chair declared that the meeting was quorate (in accordance with article 38(2) of the articles of association of the Company) and so declared the meeting open.

**4. BUSINESS OF THE MEETING**

The resolutions set out in the Notice were duly proposed and voted upon.

In accordance with the requirements of section 283 of the Companies Act 2006 (special resolutions), the members of the Company RESOLVED to approve the amendments to the articles of association of the Company as set out (in tracked changes) in the attached appendix.

A copy of the up to date articles of association of the Company is also attached.

In accordance with the requirements of section 282 of the Companies Act 2006 (ordinary resolutions) and article 49 (alteration of the rules) of the articles of association of the Company (in terms of which approval by two-thirds of members present and entitled to vote on the resolution was required), the members of the Company RESOLVED to approve the amendments to the rules of the Company as set out (in tracked changes) in the attached appendix.

**5. ANY OTHER BUSINESS**

There being no further business, the Chair declared the general meeting closed.

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Chair

## APPENDIX: AMENDMENTS TO THE CONSTITUTIONAL DOCUMENTS

### AMENDMENTS IN RELATION TO THE TENNIS FOUNDATION

#### THE RULES

##### **21. Councillors nominated by the Tennis Foundation**

21.1 Any person nominated by the Tennis Foundation prior to 1 January 2019 shall be eligible to be a full Councillor provided that:

- (A) each candidate shall be officially nominated in writing to the chairperson of the Council Nominations Committee on or before 1 July in each year stating full name, address and date of birth together with reasons for nomination and confirmation that the candidate satisfies the eligibility criteria;
- (B) the candidate is not a paid employee of the Tennis Foundation;
- (C) the Tennis Foundation has consulted with the relevant representative body where applicable; and
- (D) the candidate has been selected as a suitable representative from British Tennis including but not limited to, education including primary and secondary education and higher and further education, coaching, Local Authorities and sports development bodies, disability sport and the Tennis Foundation.

~~21.2 The Tennis Foundation may only put forward a maximum of five candidates in any one year for consideration by the Council Nominations Committee.~~

~~21.3 The Council Nominations Committee may only put forward a maximum of five candidates for consideration by Council and if there are no objections their names will be formally confirmed by the Board.~~

21.24 If appointed, a Councillor nominated by the Tennis Foundation shall serve for a term of three years and may, at their discretion and with the approval of the Tennis Foundation and the Council Nominations Committee, continue for up to two further terms of three years. A Councillor nominated by the Tennis Foundation shall, provided a period of at least four consecutive years has passed since the date upon which they ceased to hold office, be eligible for re-appointment to Council in a role other than as a Councillor nominated by the Tennis Foundation.

21.3 From 1 January 2019, no further persons shall be nominated by the Tennis Foundation to be a full Councillor.

~~21.5 In the event of a casual vacancy, the Tennis Foundation may provide notice in writing to the chairperson of the Council Nominations Committee of such vacancy and propose a candidate to fill the vacancy stating the full name, address and date of birth together with reasons for nomination and confirmation that the candidate satisfies the eligibility criteria. If the Council Nominations Committee approves the nomination, it shall submit the name of the candidate for confirmation at the next Council meeting.~~



## **AMENDMENTS IN RELATION TO THE OBJECTS AND PADEL TENNIS**

### **RULES**

#### **Defined terms and interpretation**

| “Game” means tennis, including the games of ~~l~~-awn and padel tennis;

### **ARTICLES**

#### **Defined terms**

| “Game” means tennis, including the games of lawn and padel tennis in Great Britain, the Channel Islands and the Isle of Man;

**LAWN TENNIS ASSOCIATION LIMITED**  
**(company number 07459469)**

**Minutes of a general meeting of Lawn Tennis Association Limited (the “Company”)  
held on Wednesday 26 February 2020 at 4.00 pm at The National Tennis Centre, 100  
Priory Lane, Roehampton, London SW15 5JQ**

**1. CHAIR**

David Rawlinson (LTA President) was appointed chair of the general meeting (“**Chair**”).

**2. NOTICE OF MEETING**

Notice of the general meeting (“**Notice**”) had been duly given in accordance with article 36 of the Company’s articles of association.

**3. QUORUM**

Proxies for twenty-three members of the Company were present in person at the general meeting. A record of the proxies for those members has been retained by the Company.

Accordingly, the Chair declared that the meeting was quorate (in accordance with article 38(2) of the articles of association of the Company) and so declared the meeting open.

**4. BUSINESS OF THE MEETING**

The resolution set out in the Notice was duly proposed and voted upon.

In accordance with the requirements of section 282 of the Companies Act 2006 (ordinary resolutions) and article 49 (alteration of the rules) of the articles of association of the Company (in terms of which approval by two-thirds of members present and entitled to vote on the resolution was required), the members of the Company **RESOLVED** to approve the amendments to the rules of the Company as set out (in tracked changes) in the attached appendix.

**5. ANY OTHER BUSINESS**

There being no further business, the Chair declared the general meeting closed.

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Chair

## APPENDIX

### AMENDMENTS TO CONSTITUTIONAL DOCUMENTS

#### 27. Associates

27.1 An entity (or site, where relevant) shall become an Associate when it is registered as such by and through its National, County or Island Association or the Company (as appropriate).

27.2 For the avoidance of doubt, where an entity has headquarters, grounds or any other presence in two or more geographical areas, such entity must register through its National, County or Island Association (as appropriate) in each geographical area.

27.3 An entity (or site, where relevant) shall qualify for registration as an Associate (and be registered as an Associate) if the ~~relevant~~ National, County or Island Association or the Company (as appropriate) deems (in accordance with ~~guidelines~~ the requirements set out by the Company and as determined by the Board) that it provides ~~organised~~ tennis and/or padel tennis opportunities. Such an entity (or site, where relevant) shall include, but not be limited to:

(i) a members' or commercial tennis and/or padel tennis club;

(ii) a park-based or community-based tennis and/or padel tennis venue programme;

~~(iii) a school-based tennis and/or padel tennis programme for the community which operates out of curriculum hours;~~

~~(iv)~~(iii) an indoor pay and play tennis and/or padel tennis centre;

~~(v)~~(iv) a tennis academy; and/or

~~(vi)~~(v) an educational establishment; and/or

~~(vii) a further education or higher education tennis and/or padel tennis club.~~

~~(A) it has a written constitution or a set of rules governing its operation approved, if required, by the relevant National, County or Island Association.~~

27.4 If a dispute arises as to whether an entity (or site, where relevant) qualifies to be an Associate then the President shall decide the issue and his or her decision shall be final.

## **28 Subscriptions for Associates**

- 28.1 Subject to Rules 28.3, 28.4 and 28.5, and unless the directors and Council expressly approve or have approved a lesser amount or special arrangement on a case by case basis, the minimum annual subscription for each Associate which shall be deemed to include any taxation which may be payable thereon shall be calculated by multiplying the number of [tennis courts](#) [and padel tennis courts](#) of each surface to which the Associate has “regular access” (whether through a lease, user agreement and/or such other arrangement or understanding) by the applicable “court fee”.
- 28.2 For the purpose of Rule 28.1:
- (A) “court fee” means the annual fee per court (which may vary depending on the court surface [and/or the type of the entity or site](#)) as determined by the directors and Council; and
  - (B) “regular access” means access on an exclusive basis for at least 15 hours per week (for at least 40 weeks per year).
- 28.3 If an Associate does not have regular access, a fixed fee, to be determined annually by the directors and Council shall be payable.
- 28.4 Unless the directors and Council determines otherwise on a case by case basis, the annual subscription in respect of each year to 30 September shall be payable between 1 October and the following 28 February.
- 28.5 The annual subscription may be paid to the Company as agent and the Company will pay the proceeds to the National, County or Island Association(s) by and through which the Associate is registered.
- 28.6 The annual subscription (if any) of each Associate shall include the amount, if any, payable in respect of benefits or services provided by the Company.