

Tramore Tennis Club

CLUB CONSTITUTION

Table of Contents

CLUB CONSTITUTION	1
1. Name of the Club:	3
2. Objects:	3
3. Constitution of the Club:	3
4. Trustees:	3
5. Membership:	4
6. Family Members:	5
7. Honorary Life Members:	5
8. Junior Members	6
9. Payment of Subscriptions:	6
10. Admission of Members:	6
11. Officers of the Club:	6
12. Committee	6
13. Powers of Committee	8
14. Committee Term Limits	9
15. Resignation/Disqualification of Committee Members	9
16. Nominations for Officers/Committee:	9
17. Election of Committee:	9
18. Quorum and Power to Co-Opt:	10
19. Officials of the Club:	10
20. General Meetings:	10
21. Visitors:	11
22. Accounts:	11
23. Spending Authority and Financial Controls	12
24. Dissolution	12
25. Conflicts of Interest	12
26. Complaints and Disciplinary Process	13
27. Incorporation/Reorganisation	13
28. Amendment of Constitution	13
29. Rules and Policies	14
Schedule 1 – Membership Classes and Rights	15

1. Name of the Club:

The Club shall be called "Tramore Tennis Club".

2. Objects:

- A. The objectives of the Club shall be to promote, foster and develop the playing of tennis and related activities, and to support the sporting, recreational and social life of the Club, for the benefit of its members and the community.
- B. The income and property of the Club shall be applied solely towards the objects of the Club and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or profit to any member. Nothing in this clause shall prevent the payment of reasonable remuneration for services or the reimbursement of reasonable out-of-pocket expenses properly incurred on behalf of the Club.
- C. The safeguarding of all children and young people playing tennis and taking part in Club activities at Tramore TC is of paramount importance to the Club. Tramore TC is committed to maintaining the highest standards in following all guidance from Sport Ireland and Tennis Ireland to ensure the safe enjoyment of tennis at the Club. By registering as a member of this club all members are agreeing to abide by the policy around safeguarding, which includes the club code of conduct.

3. Constitution of the Club:

The Club shall consist of the Officers, Ordinary, Family, Junior, Honorary Life and Temporary Members. The Officers of the Club shall consist of President, Vice-President, Secretary and Treasurer.

4. Trustees:

- A. The property and assets of the Club shall be vested in the Trustees for such purposes as the Committee may by resolution from time to time appoint, and the Trustees shall be indemnified out of the assets of the Club (and, where available, under the Club's insurance policies) against any liability, loss, cost, or expense properly incurred by them in the bona fide execution of their duties, provided that such liability, loss, cost, or expense arises from acts done in good faith, within the Trustees' authority, and to the extent permitted by law. This indemnity shall not apply to any act or omission involving fraud, wilful default, or dishonesty.
- B. The Trustees shall be appointed by the Committee subject to ratification by members at the next general meeting from the Ordinary Members or Honorary Members of the Club and, on a vacancy occurring, a Trustee shall be appointed in the same way. Any Trustee appointed by the Committee to fill a vacancy shall hold office only until the next AGM, at which the appointment shall be submitted to the Members for ratification.
- C. Any Trustee must be a fully paid-up voting member of the Club, with a minimum of

five consecutive years of membership, and be in good standing with the Club at the time of election.

- D. A Trustee shall be appointed for a term of 10 years, and may be reappointed for one further term of no more than 10 years upon completion of the first term. A Trustee may be removed by resolution passed at a general meeting of the members.
- E. The role of the Trustee(s) is primarily to:
 - 1) Hold property on behalf of the club.
 - 2) Act as the legal representative in matters related to ownership, leases, and major contracts.
 - 3) A Trustee shall not simultaneously serve as an officer or elected member of the Committee during their term of office as Trustee.
- F. A trustee shall have access to all relevant documentation concerning:
 - 1) Any legal proceedings or actions involving the club.
 - 2) Insurance policies and claims made against the club.
- G. The trustees have the authority to:
 - 1) Act only on written direction of the Committee when executing or witnessing legal documentation.
 - 2) Seek independent legal or financial advice where necessary to protect the Club's assets.
- H. Trustees shall be designated Honorary Members for the duration of their term of office.
- I. The number of Trustees may be increased if the Committee thinks fit but shall not be fewer than two (2) nor more than four (4).

5. Membership:

- A. The members of the Club shall be such persons as the Committee members shall from time to time admit to membership.
- B. The membership of the Club shall consist of such class or classes of members as the Committee from time to time may determine as appropriate for the Club, including but not limited to Ordinary Members, Family Members, Honorary Members, and Junior Members.
- C. The Committee may from time to time create and notify members of additional classes or sub-categories of membership (including, without limitation, Over 65s,

Students, or Refugee/Humanitarian categories) and may set the fees, terms and conditions applicable to such classes. Unless this Constitution expressly provides otherwise, any such additional class or sub-category shall not confer voting rights and shall not confer eligibility to hold office. Where the Committee admits a person to membership without specifying that person's class, that person shall be deemed to be an Ordinary Member for the purposes of this Constitution.

- D. Membership shall be finalised upon payment of the applicable subscription. For renewing members, membership status and its associated rights remain in effect provided that payment is received within the timeframe notified by the Committee. Failure to pay within this designated period will result in the cessation of membership rights.
- E. By accepting membership, a member agrees to be bound by this Constitution and by all Rules, Codes of Conduct, and Policies made by the Committee from time to time.
- F. Membership of the Club is not transferable and shall cease:-
 - 1) On the member's death.
 - 2) If the member resigns by serving notice in writing to the Secretary of the Club.
 - 3) On the failure to pay any membership subscription within such time as the Committee may determine and notify to the members.
 - 4) On expulsion from the Club in accordance with the Club's disciplinary procedures.
- G. Ordinary Members must be persons of 18 years of age or over.

6. Family Members:

- A. Family Membership shall confer voting rights on up to two named adult members of that family, as recorded at the time of application/confirmed to the club each year.
- B. The Committee may make provisions for student members on the terms and conditions determined by the Committee.
- C. For the purposes of Committee eligibility, the named adult members within a Family Membership shall be treated as Ordinary Members

7. Honorary Life Members:

The Club may, upon the unanimous recommendation of the Committee, elect Honorary Life Members in recognition of their services to the Club or to the game of Tennis – the election to be ratified at the next Annual General Meeting. Honorary Life Members shall have the rights of ordinary members, including voting rights, and shall not be required to pay an annual subscription.

8. Junior Members

- A. A Junior Member shall be any member under the age of 18 years, or 25 years of age if in full time education.
- B. The Committee shall have the power to limit the number of Junior Members and to determine the terms, conditions, and playing privileges applicable to Junior Membership, including access arrangements and participation in Club activities, provided always that Junior Members shall not have voting rights and shall not be eligible to hold office except where this Constitution expressly provides otherwise.

9. Payment of Subscriptions:

- A. Subscriptions shall be payable after the AGM and at a date determined by the Committee.
- B. The annual subscription for each category of membership shall be such sum as the members may determine at the Annual General Meeting in the calendar year for which it is payable. In default of such determination, the Committee shall determine the amount payable.
- C. The Committee shall have power to offer concessionary subscription rates and payment arrangements as it sees fit.

10. Admission of Members:

- A. A candidate for membership must be proposed in writing to the Secretary by a current member of the Club.
- B. The proposer must have been a member of the Club for a minimum of twelve months. All applications for membership shall be determined by the Committee.
- C. Where the appropriate subscription for an approved candidate for membership is not paid within one month of notification, such approval shall lapse.
- D. The Committee may limit the number of members admitted to the Club at any time.
- E. In exceptional circumstances, and where reasonably required in the interests of the Club, the Committee may require an alternative proposer of good standing.

11. Officers of the Club:

The President, Vice-President, Secretary and the Treasurer shall be elected at the A.G.M. They shall hold office until the next such meeting.

12. Committee

- A. The Committee shall be elected by the general body of Members with voting rights at

the Annual General Meeting and shall hold office until the conclusion of the next Annual General Meeting.

- B. The President, Vice-President, Honorary Secretary and Honorary Treasurer shall be the sole ex-officio members of the Committee and shall be members of the Committee
- C. The immediate past President shall be entitled to attend Committee meetings in an advisory capacity for one year following their term of office.
- D. In addition to these Officers, a minimum of three (3) and a maximum of six (6) Ordinary members/ adult from Family Members of the Club shall be elected to the Committee. The total Committee membership shall not exceed ten (10).
- E. Four (4) Committee members, including at least one Officer, shall constitute a quorum for Committee meetings.
- F. A meeting of the Committee or any subcommittee established by the Committee may be held by telephone, video conference or other electronic means, provided that all participants can communicate with each other simultaneously and effectively during the meeting.
- G. Committee members participating by such means shall be deemed present and may vote.
- H. Eligibility: No person shall be eligible for election to the Committee if they hold a remunerated position or a contract for services with the Club from which they derive a significant portion of their income
- I. Minor Professional Services: Members of the Committee may, from time to time, provide professional services to the Club on a "one-off" or "minor" basis, provided that:
 - 1) Threshold for Formal Process: For any service or payment exceeding a value of
 - 2) €1000 (or as otherwise determined by the Committee from time to time), the member must fully declare the nature and value of the interest to the Committee. The Committee must then pass a formal resolution in the member's absence that the arrangement is in the best interest of the Club.
 - 3) "De Minimis" Services: For minor repairs or services with a value below the threshold, a simple verbal declaration to the Committee and an entry in the minutes by the Secretary shall be sufficient.
 - 4) Recusal: In all cases, regardless of the value, the involved member must recuse themselves from any discussion or vote regarding the selection of their own service or the approval of their own payment.

13. Powers of Committee

- A. The Committee shall have full power to manage and administer the affairs of the Club, including the day-to-day running of the Club, in accordance with this Constitution.
- B. Without limiting the generality of the foregoing, the Committee shall have power to:
 - 1) Make, amend and revoke Byelaws (Club Regulations) for the day-to-day management, operation and use of the Club facilities;
 - 2) Adopt Codes of Conduct for members, including separate codes for juniors, adults, members representing the club in competition , parents/guardians and committee members;
 - 3) Establish and implement disciplinary procedures and impose sanctions in accordance with such procedures;
 - 4) Enter into contracts on behalf of the Club;
 - 5) Open and operate bank accounts;
 - 6) Employ staff and engage contractors;
 - 7) Appoint subcommittees and delegate powers to them;
 - 8) Do all such things as are incidental or conducive to the attainment of the Club's objects.
- C. Any Byelaws (Club Regulations), Codes of Conduct or Policies made by the Committee shall be consistent with this Constitution and shall not amend, override or conflict with it. In the event of any conflict, this Constitution shall prevail.
 - 1) The Committee shall not make or amend Byelaws (Club Regulations), Codes of Conduct or Policies which materially alter matters reserved to the members, including (without limitation).
 - 2) membership classes and voting rights;
 - 3) the sale, lease, mortgage, charge or other disposal/encumbrance of Club property;
 - 4) dissolution;
 - 5) any other matter which this Constitution expressly requires to be decided by the members at a General Meeting.
- D. Byelaws (Club Regulations), Codes of Conduct and Policies made or amended by the Committee shall be notified to all members in writing (including by email) within 14 days of adoption and shall be published on the Club noticeboard and/or Club social media forums within the same period. They shall take effect from the date of notification to members, or such later date as the Committee specifies.
- E. Any Byelaw, Code of Conduct or Policy may be confirmed, amended or rescinded by the members at a General Meeting. No such resolution, if passed, shall become part of the Constitution of the Club, unless an appropriate resolution is tabled in the

manner required for a change to this Constitution and passed by the appropriate majority.

- F. Pending any review at a General Meeting under this clause, the relevant Byelaw (Club Regulation), Code of Conduct or Policy shall remain in effect unless the Committee resolves to suspend it in the interim.

14. Committee Term Limits

- A. No person may serve on the Committee for more than six (6) consecutive years without a break in service of at least one (1) year, save that this limit may be extended by resolution of the members at a General Meeting in exceptional circumstances.
- B. For the purposes of this clause, service includes service in any Committee role (including officer roles such as Chairperson, Secretary or Treasurer).
- C. A person who has served the maximum term may stand again after the required break in service.

15. Resignation/Disqualification of Committee Members

A person shall cease to be a Committee member if they:

- 1) Cease to be a member of the Club;
- 2) Resign by notice in writing to the Honorary Secretary;
- 3) Are removed from office by resolution of a General Meeting;
- 4) Fail to attend four (4) consecutive Committee meetings without apology accepted by the Committee.
- 5) Are convicted of an indictable offence.

A Committee member subject to removal under (iii) shall be entitled to be heard at the General Meeting before any vote is taken.

16. Nominations for Officers/Committee:

- A. Nominations for candidates for membership as officers and/or members of the Committee shall be received in writing by the Secretary at least 10 days before the date of the Annual General Meeting.
- B. Each nomination shall include the name of a proposer and seconder, both of whom must be members with voting rights, and the written consent of the nominee.

17. Election of Committee:

- A. Where the number of valid nominations exceeds the number of vacancies, an election shall be held by show of hands unless a secret ballot is requested by two or more members present with voting rights present at the meeting.
- B. Each member entitled to vote may cast one vote for each vacancy to be filled. The candidates receiving the highest number of votes shall be elected.
- C. Where nominations do not exceed vacancies, those nominated shall be deemed

elected unless a vote is requested by two or more members entitled to vote present at the meeting, in which case a vote shall be held.

- D. The Chair of any meeting, shall have a casting vote in the event of a tie.

18. Quorum and Power to Co-Opt:

- A. The quorum for Committee meetings is specified in Section 12
- B. The Chair of any meeting, including any subcommittee, shall have a casting vote in the event of a tie.
- C. The Committee shall have power to co-opt Members to fill any vacancies on the Committee. Any member co-opted shall hold office until the next Annual General Meeting.

19. Officials of the Club:

The Committee may appoint such employees, coaches, contractors and other officials as it is considered necessary for the operation of the Club.

20. General Meetings:

- A. Unless otherwise stated, the provisions of this section apply to all General Meetings of the Club, including Annual General Meetings and Extraordinary General Meeting
- B. The Annual General Meeting shall be held each year not later than 30th April on a date fixed by the Committee.
- C. The Annual General Meeting shall receive the Committee's Annual Report and Financial Statement, elect Officers and Committee members, and transact such other business as is properly brought before it.

Notice of General Meetings

- A. At least twenty-one (21) days' notice of the Annual General Meeting shall be given to all members entitled to attend, specifying the date, time, place. In respect of any other general meeting of the members hereinafter referred to as an Extraordinary General Meeting, , at least 14 days' notice of such meeting shall be required
- B. Notice may be given by email to the member's last notified email address, by posting on the Club's official communication channels, or by such other means as the Committee determines.

Motions

- A. Notices of Motion for consideration at a General Meeting must be submitted in writing to the Secretary at least fourteen (14) days before the date of the meeting.
- B. Each Motion shall include the name of a proposer and seconder, both of whom must

be members with voting rights.

- C. Motions received shall be published on the Club noticeboard and/or circulated by email to all members entitled to vote at least seven (7) days before the meeting
- D. Matters raised under Any Other Business may be discussed but shall not be put to a vote

Extraordinary General Meeting

- A. The Committee may at any time convene an Extraordinary General Meeting.
- B. The Committee shall convene an Extraordinary General Meeting within twenty-one (21) days of receiving a requisition signed by not less than fifteen per cent (15%) of the members entitled to vote or twenty-five (25) such members, whichever is the lower, setting out the purpose of the meeting.

Quorum and Voting

- A. Twenty (20) members with voting rights shall constitute a quorum for any General Meeting.
- B. Voting rights are restricted to Ordinary Members (Including all adult members over 18 who pay a full or concessionary subscription (e.g., Senior/Over 65, Student, or specific humanitarian concessions), adults within Family Memberships (to a maximum of two votes per Family Membership), and Honorary Life Members.
- C. Resolutions shall be decided by simple majority of votes cast, except where this Constitution requires a higher threshold.
- D. Voting shall be by show of hands unless a secret ballot is requested by at least two members present or required by this Constitution.

21. Visitors:

- A. Visitors shall comply with all Club Byelaws (Club Regulations), Codes of Conduct and Policies while on Club premises or using Club facilities.
- B. Visitors and non-members shall have no voting rights and shall not be entitled to attend or vote at General Meetings by virtue only of being visitors or participating in Club activities.

22. Accounts:

- A. The Committee shall cause proper books of account to be kept with respect to all monies received and expended by the Club and the matters in respect of which such receipts and expenditure take place.
- B. The Club's financial year shall end on 31st December each year.
- C. The Treasurer shall prepare annual financial statements for the Club for each financial year and present them to the Annual General Meeting.

- D. The annual financial statements may be independently examined by a person who is independent of the Committee and suitably qualified/experienced for that purpose. Members may require an independent examination by resolution at a General Meeting, and where so required the independent examiner's report (or a summary of findings) shall be made available to members at or in advance of the AGM.
- E. Where an audit is required by law, regulation, grant conditions, or by resolution of the members at a General Meeting, the accounts shall be audited by a properly qualified auditor and the auditor's report shall be presented to the AGM.

23. Spending Authority and Financial Controls

- A. The Committee shall adopt and maintain appropriate financial controls for the management of Club funds.
- B. No expenditure shall be incurred unless it is in accordance with an approved budget

24. Dissolution

- A. The Club may be dissolved only by a resolution passed at a General Meeting convened for that purpose, of which not less than 21 days' notice has been given to all members entitled to vote, and such resolution shall require a three fourths (3/4) majority of the members present and voting with a required quorum present.
- B. In the event of dissolution, the Committee shall arrange for all debts and liabilities of the Club to be paid and discharged.
- C. Any remaining property and assets of the Club, after satisfaction of all debts and liabilities, shall not be paid to or distributed among the members of the Club. Instead, they shall be transferred to one or more organisations with similar objects (including a recognised sporting body, community sports organisation, or charitable organisation) as shall be determined by the members at the General Meeting at which the dissolution resolution is passed, or failing such determination, as the Committee shall determine consistent with this Constitution and applicable law.

25. Conflicts of Interest

- A. A conflict of interest arises where a Committee member, Trustee, officer, employee, or volunteer has (or may reasonably be perceived to have) a personal, financial, professional, or other interest that could influence, or be perceived to influence, their judgment or actions in relation to the Club.
- B. Any person covered by this clause shall declare any actual, potential, or perceived conflict of interest to the Committee as soon as it arises, and in any case before the matter is discussed or decided. Where there is doubt, the conflict shall be declared.
- C. Where a conflict of interest is declared, the person concerned shall absent themselves

from any discussion and shall not vote on the matter. The declaration and the person's non-participation shall be recorded in the minutes.

- D. The Committee may require the conflicted person to provide such information as is reasonably necessary to assess the conflict and may obtain independent advice where appropriate.

26. Complaints and Disciplinary Process

- A. The Committee shall establish and maintain a Disciplinary Policy setting out procedures for handling complaints, investigations, disciplinary proceedings and appeals, in line with Tennis Ireland code of conduct and disciplinary procedures.
- B. All disciplinary proceedings shall be conducted in accordance with the principles of natural justice, including the right to be informed of the complaint, the right to be heard, and the right of appeal.
- C. Sanctions which may be imposed under the Disciplinary Policy include but are not limited to: verbal warning, written warning, suspension from some or all Club activities for a specified period, and termination of membership.
- D. A member whose membership is proposed to be terminated shall have the right to be heard by the Committee before any final decision is made.
- E. The Committee shall establish and maintain a Disciplinary Policy setting out procedures for the receipt, investigation and determination of complaints, disciplinary proceedings and appeals. All such procedures shall be conducted in accordance with the principles of TICOD.

27. Incorporation/Reorganisation

- A. Any proposal to incorporate or reorganise the Club (including the establishment of a company limited by guarantee or other legal vehicle) shall require approval by resolution of the members at a General Meeting.
- B. Following such approval, the Committee shall be authorised to take such steps as are necessary to implement the members' decision, including any transfer or vesting of Club property and assets in the new legal vehicle, in accordance with the terms approved by the members.

28. Amendment of Constitution

- A. This Constitution may only be amended by resolution passed at an Annual General Meeting or Extraordinary General Meeting.
- B. Any proposed amendment must be submitted in writing to the Honorary Secretary at least twenty-one (21) days before the meeting, together with the names of a proposer

and seconder.

- C. An amendment to this Constitution shall require approval by at least two-thirds ($\frac{2}{3}$) of the members with voting rights present and voting at the meeting.

29. Rules and Policies

- A. The Committee shall have power to make Bye Laws and Policies for the management and operation of the Club, as provided in Section 14.
- B. The governance hierarchy of the Club shall be:
 - 1) This Constitution (amended only by General Meeting);
 - 2) Bye Laws, Codes of Conduct and Policies (made and amended by Committee).
- C. All current Bye Laws and Policies shall be made available to members via the Club's official communication channels.

Schedule 1 – Membership Classes and Rights

Membership category	Voting at General Meetings	Who may vote	Eligible to serve on Committee	Eligible to serve as Trustee	Notes
Ordinary Member	Yes	The member	Yes	Yes (subject to trustee eligibility in the Constitution)	Must be 18+ (Clause 5.G) and paid-up/in good standing
Family Member	Yes	Up to two (2) named adult members of the family, as recorded/confirmed annually	Yes (named adults treated as Ordinary Members for eligibility)	Yes (named adults, subject to trustee eligibility)	Voting limited to named adults (Clause 6.A & 6.C)
One Parent family Membership	Yes	One named adult members of the family, as recorded/confirmed annually	Yes (named adult treated as Ordinary Members for eligibility)	Yes (named adult, subject to trustee eligibility)	Voting limited to named adult (Clause 6.A & 6.C)
Honorary Life Member	Yes	The member	Yes	Yes (subject to trustee eligibility)	No annual subscription required (Clause 7)
Country Family/Single	Yes	Up to two (2) named	Yes (named	Yes (named	Voting limited to

Membership		adult members of the family, as recorded/confirmed annually	adults treated as Ordinary Members for eligibility)	adults, subject to trustee eligibility)	named adults (Clause 6.A & 6.C)
Junior Member	No	N/A	No	No	Under 18, or under 25 if in full-time education (Clause 8); no voting rights (Clause 8)
Over 65 Yrs Single/Couple membership	Yes	Up to two (2) named adult members of the family, as recorded/confirmed annually	Yes (named adults treated as Ordinary Members for eligibility)	Yes (named adults, subject to trustee eligibility)	Voting limited to named adults (Clause 6.A & 6.C)
Temporary Member	No	N/A	No	No	For duration of specified event only; no voting rights (Temporary Members clause)
Additional classes / sub-categories created by the Committee (e.g., Community, Associate)	No (by default)	N/A	No (by default)	No (by default)	Created under Clause 5.C. No voting rights or eligibility to hold office unless this Constitution

					expressly provides otherwise.
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In the event of any inconsistency between Schedule 1 and any membership application form, website content or published material, Schedule 1 shall prevail.