

NOTICE is hereby given that the **ANNUAL GENERAL MEETING OF TUNBRIDGE WELLS LAWN TENNIS CLUB LIMITED** (the “**Company**” or the “**Club**”) will be held on Tuesday 26th September at 19.30 in the bar of the Clubhouse, Nevill Gate, Warwick Park, Tunbridge Wells, Kent, TN2 5ES.

The purpose of this meeting is to

- Receive from the Board the accounts of the Club, for the 12-month period to 31 December 2022, and a report thereon.
- To receive from the Board a report on the activities of the Club since the last AGM of the Club.
- To re- appoint the Company’s auditor.
- To approve changes to the composition of the Board and to elect Officers and Directors as applicable.
- To elect the Appeal Panel in accordance with the Articles.
- To transact such other business as may be brought before it.

The agenda is set out below.

AGENDA

1. Welcome and Apologies for Absence

2. Quorum

3. Ordinary Resolution:

To consider and, if thought fit, approve the following Ordinary resolution:

- Approval of the Minutes of the AGM of the Club held on 7th September 2022 (attached)

4. Chair’s Report on Activities of the Club

5. Report on the Club’s Accounts to 31 December 2022

6. Report on Corporate Governance and Safeguarding.

7. Ordinary Resolutions:

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

- To approve the annual report and accounts for the year ended 31st December 2022
- To approve the re-appointment of Kevin van Doren as auditor of the Company. He will not charge a fee but will receive honorary membership of the Company whilst serving as an auditor.

8 . Changes to the Company’s Articles and Board constitution

Background information

Since the Club’s last AGM, three directors have resigned and the Board is aware of one further member of the Board that wishes to resign but is currently not doing so due to the quorum requirements.

The individual reasons are varied but it is clear that members of the Board are being required to commit significant time to the management of the Club and to provide technical expertise in areas such as accounting, corporate governance, safeguarding, law and IT. They are also being required to understand the duties, responsibilities and liabilities of being a director of a company.

Whilst the Board has made significant improvements to the Club's corporate governance, with the aim of ensuring that the full-time members of the Club's management team and members of the various committees have the authority and experience to manage the Club, it is still the case that there have been no nominations to the vacant positions on the Board since the last AGM.

For this reason and to improve the functioning of the Board, three resolutions are being proposed. These are being proposed as special resolutions and will therefore require approval by 75% of those present, either in person or via proxy, and entitled to vote, to be passed.

Each special resolution is independent of the other and will take effect, if passed, from the conclusion of the AGM.

The effect of Special Resolution 1 is to reduce the minimum number of directors to three and to reduce the quorum to three where there are five or fewer members of the Board.

The effect of Special Resolution 2 is to correct an anomaly in the Club's Articles. Article 18.4 provides that nominees to the Board must be elected by Voting Members taking into consideration the skills and diversity of the nominee and whether that nominee would satisfy HMRC's fit and proper person test. However, Article 25.2 provides that in certain circumstances nominees could be elected unopposed. Special Resolution 2 corrects this.

The effect of Special Resolution 3 is to require all directors that wish to resign to provide at least three months' prior written notice (which can be waived by the Board). This will reduce the disruption caused by members of the Board resigning with immediate effect and causing unexpected extra work for the remaining members of the Board.

Special Resolution 1

To amend the Articles listed below as follows:

Article 8. "Any decision of the Board must be either a majority decision including at least five (or, in the event that there are five or fewer members of the Board, three) members of the Board or a decision taken in accordance with Article 9, save that in the event of a decision required to be made pursuant to Articles 12.3 and 18.2.5 the majority required will be a simple majority of those present at the meeting."

Article 12.1. "The quorum for meetings of the Board is five or, in the event that there are five or fewer members of the Board, three.

Article 18.1. "The number of directors shall be not less than three and shall be subject to a maximum of nine.

Article 18.2.5. "if there are casual vacancies for the Board, the Board may from time to time co-opt Voting Members to the Board until the next AGM, provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles. In such an event the Board shall advertise the vacancy on the Club notice board and Club website for a 2-week period and appointment to the Board shall be by majority vote of the Board. Co-opted directors shall be entitled to vote at the meetings of the Board. Any such co-opted member of the Board will retire at the next AGM and be able to stand for election. If the number of members of the Board excluding co-opted

directors falls below three an Extraordinary General meeting will be called within 28 days to elect additional directors until the next AGM.”

Special Resolution 2

To amend Article 25.2. as follows: “All nominated candidates must be approved by way of Ordinary resolution at the AGM taking into account the requirements of Article 18.4. If there are the same number of candidates as there are vacancies for a post, those candidates who have been approved by way of Ordinary resolution shall be declared elected unopposed at the AGM. In the event of there being more candidates who have been approved by way of Ordinary resolution than there are vacancies, there shall be an election at the AGM. The results of any such election must be announced at the AGM.”

Special Resolution 3

To amend Article 20.1.8. as follows “three months’ prior written notice (or such shorter period as the Board may approve) has been received by the Club from a director that the director is resigning from office, and such notice period has expired in accordance with its terms.”

9. Election of the Directors of the Club

The following members are standing for re-election to the Board.

Under the current Articles, such members will be elected unopposed in accordance with Article 25.2.

For your information a short statement written by each candidate is attached in Appendix 1.

Board Members Standing for re-election

Board Candidate	Member Proposing	Member Seconding
Paul Healey	Peter Maltz	Dennis Flower
Darius Mayhew	Han Zhong Zhang	Stuart Burton
Paul Darby	Roger Hardaway	Gill Allen

10. Election of the Appeal Panel

The following members are standing for election to the Appeal Panel:

Appeal Panel Candidate	Member Proposing	Member Seconding
Claire Hofman	Ruth Marshall	Carmel Kinley
Don McIntyre	June McIntyre	Richard Sweaney
Kate Malone	Margaret King	Andrew King
Shirley Spurgeon	Judy Walker	Rosalind Packer
Alison Stewart	Alison Ribbon	Michael Patience

As there are the same number of nominees as positions, the candidates are elected unopposed in accordance with the Company’s Articles.

For your information a short statement written by each candidate is attached in Appendix 2.

11. Report on the Courts and Grounds

11. Any other Business Brought Before the Meeting

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 irene@twlhc.co.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.

Further details about the appointment of a proxy are on the Proxy Notice form which has been sent out with this notice.

Appendix 1: Short Statement by Each Candidate Standing for Re-Election

Paul Healey:

I have been on the board/committee over the last 2 1/2 years with specific responsibilities for Grounds. I oversaw the tender/ selection and delivery of the court 11-13 upgrade to clay in 2021. During my career in Financial Services I've had extensive involvement in leading development groups/project teams as part of a senior management group working across the business.

Darius Mayhew:

Wow – what an amazing year at the club and an absolute privilege. It was a bit of a rocky start with lots to consider and to make difficult choices on where to start with regards to moving the club in line with the expectations of being a limited company. But with my values of working together, saying it like it is, and taking ownership, my colleagues and I got cracking on several levels to move us along. We designed operational and financial control systems and over the last year have been implementing them to ensure that we can maintain our fiduciary duties. In addition to this, there has been a mammoth task of moving us onto various systems which all sit in the background. Some of these started with the previous Board and we have continued these in a way to align with our financial control expectations.

To give you a flavour, we have Stripe payment intermediary for card payments to collect membership funds and pay for various things through the new Manage our Club system; Sum Up to manage stock, take payments and support with tournament on the day payments/purchases for international players etc; others for direct debit payments; and bringing on MS Teams to aid agile ways of working for project management. Finally, there is a raft of systems on end-of-life or outdated technology that we have begun to decommission. This journey has been time consuming for the team, which have been brilliant at deciding requirements, testing the functionality, and getting it over the line – a real team effort to make this happen. These new systems are fundamental to the sustainability of the club. It means that we can streamline how the accounting works so that all systems can be reconciled easily. It also means better reporting to allow us to make better decisions for the club. It helps us understand our data for performance monitoring of different income streams. It will help us able to better report to HMRC on our Community Sport Club regulations and it will mean that the Board, management, the team, and coaches are all align.

It has been an absolute pleasure not only on these difficult tasks but also on the tennis side. I have the honour of playing with lots of tennis groups across the club which I love. Everyone is so friendly, and I have been lucky enough to now have some really good friend and tennis buddies. My three top priorities for 2024 are to: overcome Ali's left-hand forearm strike down the line; be able to get a ball past Keith's H's volley, and return Tim's serve.

Paul Darby:

I am currently a board member dealing with day-to-day tennis club business but specifically tasked with the building refurbishment of the clubhouse. I have been a social tennis player a team tennis player and currently play mainly through arranged groups and put myself as a fill in teams' player when asked. I am 60 years old and working full time as a Technical Manager in an environmental company specialising in asbestos consultancy, noise dust and vibration monitoring. I would like further time on the board to fulfil the refurbishment that I was tasked to do and assist in moving the club into its next phase.

I am married to Angela, and we have a daughter Kate who has recently married.

Appendix 2: Short Statement by Each Candidate Standing for Election to the Appeal Panel

Claire Hofman

In a previous tennis club, I was club welfare officer, the chair of the junior coaching committee and a member of the general committee. With TWLTC I am a former committee member and former member of the Appeals Panel.

Kate Malone

As a former Chairman of the club, I understand the workings of the club and coaching system. Prior to taking on the chairman role I had been an active committee member for 5 years, and prior to that I helped at some of the foodie events we had at the club house. As a member carrying an injury, I haven't played as much as I would like over the last few years, but I do keep trying! As a parent of young tennis players, I have been involved in their enjoyment and learning of the game so have been part of the whole TWLTC environment in many guises for many years.

Donald McIntyre

It is a privilege to serve on the Appeals Panel, and will continue to be so should I serve for another year

Shirley Spurgeon

I have been a club member for over 60 years, so have much experience of club life. Before retirement I was a maths teacher, so am good at discipline. For many years I was a top team player, so understand the importance of match play

Alison Stewart

I have been a member of the club for over 20 years, and am frequently at the club playing tennis, and so am acquainted with many members.

Before I retired, I was a GP, so I have had considerable experience in managing challenging situations involving people, who may or may not be known socially to me. I also have experience of dealing with people who have underlying medical conditions that may render them less in control of their behaviour.

I feel that I am a good listener and a very fair person and would add a balanced opinion to the Appeal Panel.