



CLUBS CENTENAIRES DE TENNIS

(Centenary Tennis Clubs)

Association based in Lausanne

ARTICLES OF ASSOCIATION

**ARTICLES OF ASSOCIATION
OF THE CLUBS CENTENAIRES DE TENNIS
(CENTENARY TENNIS CLUBS)**

TITLE I

NAME – AIMS – HEADOFFICE – DURATION

Article 1.1. Name

The name of the Association is Clubs Centenaires de Tennis (in English translation “Centenary Tennis Clubs”) whose registered trade mark is CTC

It is a non-political, non-religious and non-profit making association, governed by the present Articles of Association and by Articles 60 and following of the Swiss Code of Civil Law, as well as by the Rules & Regulations drawn up and regularly updated by the Committee of Management.

Article 1.2. Aims

The purpose of the Association is to uphold the traditions of tennis, through the activity of the clubs which have contributed to promoting this sport throughout the whole world. In order to achieve such aims, the Association shall organize sports and cultural events, round tables and seminars concerning tennis and all the aspects of the life of the clubs connected to the world of tennis or which are typical of tennis clubs; it will maintain in addition the spirit of fair play which is inherent to this sport.

Article 1.3 Seat and duration

The Association has its main seat at 18 Rue Petit-Chêne, 1002 Lausanne, Switzerland but its meeting will be held whenever it is possible at the Olympic Museum, Lausanne, Switzerland.

A secondary bureau of the Association shall be in Barcelona at the carrer Bosch i Gimpera 5-13 08034 Barcelona, Spain. The duration of the Association is unlimited.

Founder Members

CUMBERLAND LAWN TENNIS CLUB. UNITED KINGDOM | KUNGLIGA LAWN TENNIS KLUBBEN. SVERIGE
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TITLE II

MEMBERS

Article 2.1 Members

The Association is composed of

- Founder Members
- General Members

The position of Founder Member is held only by the eight clubs which took part in the Constitutive Assembly of June 11, 1996. All the other tennis clubs throughout the world which have reached their hundredth anniversary are entitled to apply to become General Members provided they support the aims of the Association and also fulfill all the conditions laid out in the Rules & Regulations.

They must apply in writing for membership to the Committee of Management which may recommend their admission to the following Annual General Meeting which will rule by a two-thirds majority vote.

TITLE III

ORGANIZATION OF THE ASSOCIATION

Article 3.1 Listing

The statutory bodies of the Association are:

- a) The General Meeting of the Members
- b) The Committee of Management
- c) The President and Vice Presidents
- d) The Board of Auditors
- e) The Council

CHAPTER 1: THE GENERAL MEETING

Article 3.2 Supreme authority

The General Meeting is the supreme authority of the Association. It rules on all the matters which are not expressly dealt with by another body.

It is chaired by the President of the Committee of Management; should he be unable to do so, the General Meeting shall be chaired by the oldest among the Vice Presidents or, in their absence, by another member of the Committee of Management duly appointed by the GM.

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Article 3.3 Annual General Meetings

The Annual General Meeting (AGM) is convened by the Committee of Management. An Annual General Meeting takes place every year in order to approve the previous year's balance sheet and annual accounts and the following year's budget, as well as to set the annual dues and designate the statutory appointments upon recommendation of the Committee of Management. Other tasks of the Annual General Meeting are the admission of new General Members, the exclusion of Members and modifications of the Articles and/or Rules and Regulations of the Association.

Article 3.4 Participation at General Meetings

Each Member of the Association shall be represented at General Meetings by its legal and statutory representative or by someone holding a written proxy of its club.

Article 3.5 Vote

Each Member of the Association is entitled to one vote.

Annual General Meetings shall be considered as validly constituted when, convened according to Article 3.7, more than 10% of Members are present or represented. Only those clubs up to date with their affiliation fees may participate in the vote.

Decisions are taken at a majority of the votes cast. However, in case of amendments of the Articles of Association or dissolution of the Association, the decision taken, in order to be valid, must be approved by a two-third majority of the Members present at the said AGM.

Article 3.6 Extraordinary General Meetings

Extraordinary General Meetings are convened as often as found necessary by the Committee of Management or if at least one fifth of the members so require. The Rules and Regulations applicable are the same as for AGMs.

Article 3.7 Notification

General Meetings are convened by ordinary or electronic mail addressed to each Member at least thirty days in advance. The notification must indicate the agenda, the date, hour and place where the meeting is to be held. The General Meeting may be convened at a venue other than the seat of the Association.

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CHAPTER 2: THE COMMITTEE OF MANAGEMENT

Article 3.8 The Committee of Management

The Committee of Management is composed of nine members elected for three years by the AGM and who may be reelected. They represent the member clubs which have applied for this position. Five of them are necessarily elected among the Founder Members, the others among the General Members. Should the number of Club Members increase during the three years appointment of more than 20% of the number of members existing at the moment of its appointment, the Committee of Management may co-opt 2 new members (1 among the founders and 1 among the general members).

The appointment of the new 2 co-opted members will expire at the same time of the other members of the Committee of Management and their appointment must be ratified by the next GM.

Article 3.9 Chairmanship

The Committee designates its President who is the President of the Association among the members of the Committee of Management representing Club Members holding the position of Founder Members. The President will chair the GM. and the meetings of the Committee of Management. He ensures the correct running of the Association and sees to it that the decisions taken are carried out. The Association is bound by the signature of the President as regards third parties.

The Committee can also appoint Vice-Presidents who will substitute the President in all occasions where the President is not present by any reason. The Committee can propose a single person, due to his/her merits for the Association, as "Honorary President". Following to this proposal the AGM will have the possibility to vote or refuse it.

Article 3.10 Functions

The functions of the Committee of Management are the following:

- to ensure the administration and management of the Association,
- to establish the budget, the balance sheet and the annual accounts of the Association which must be submitted to the General Meeting,
- to recommend to the ratification of the AGM the admission of new members and the exclusion of members,
- to appoint Regional Delegates to implement the activity of Club Members around the world

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The Committee of Management also draws up the program of the Associations' activities which is to be implemented during its mandate year after year. The Committee of Management has the obligation to draw up from time to time the Articles of Association and Rules & Regulations regarding the life of the Association.

CHAPTER 3: THE BOARD OF AUDITORS

Article 3.11 The Board of Auditors

The Board of Auditors is composed of two members and one substitute all chosen among the representatives of the Members of the Association. They are elected by the AGM at the same time as is the Committee of Management and remain in office during the mandate of the latter.

The function of the Board of Auditors is to check the Associations' accounts; it is convened at the Committee of Management meetings which concern the drawing up of the budget, the balance sheet and the annual accounts. The Board of Auditors reports to the Committee of Management and to the AGM about the outcome of the examination of accounts and states recommendations regarding the acceptance of balance sheet and accounts.

Art.3.12 The Council

The Council will be composed of those persons who have rendered outstanding services to the Association and/or volunteer to support the Association. They are appointed by the AGM, according to the recommendation of the Committee of Management.

They are entitled to attend the AGM's with the right to speak but not to vote.

Their number cannot exceed 10. The appointment is for life unless the nominee wishes to retire.

TITLE IV

FUNDS – DUTIES

Article 4.1 Funds

The funds of the Association are the following:

- a) Membership fees
- b) Admission Fees
- c) Possible bequests and legacies
- d) Sponsorship and Commercial income

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Article 4.2 Duties

The Association covers its responsibility with its own assets, all personal liability on the part of its Members is excluded.

TITLE V

MISCELLANEOUS

Article 5.1 Arbitration clause

Any dispute arising among the Members or between Members and the Association, regarding the interpretation of these Articles of Association or the Rules & Regulations of the Association, shall be settled by an Arbitration Tribunal composed of three arbitrators, one of whom being designated by each party and the third one, the President, chosen by mutual consent of the arbitrators designated by the parties in dispute or by the President of the International Tennis Federation upon recommendation from the General Secretary of the IOC to whom the more diligent party may apply should the adverse party fail to designate its own arbitrator.

The arbitration tribunal shall settle disputes amicably, ex bono et aequo and without any formal procedure.

Article 5.2 Reimbursement of assets

In the case of the dissolution of the Association for any reason whatsoever, the balance of the liquidation shall first of all be allotted to the settlement of the liabilities. The remaining assets which may ensue will be donated to a charitable organization operating in the field of sport.

ARTICLES OF ASSOCIATION ADOPTED BY THE CONSTITUTIVE MEETING OF 11 JUNE 1996 AS AMENDED BY THE EXTRAORDINARY GENERAL MEETING OF 28 OCTOBER 1998, BY THE EXTRAORDINARY GENERAL MEETING OF 20 NOVEMBER 2004, BY THE EXTRAORDINARY GENERAL MEETING OF 22 NOVEMBER 2008, BY THE EXTRAORDINARY GENERAL MEETING OF 21 NOVEMBER 2009 AND BY THE ANNUAL GENERAL MEETING OF 22 NOVEMBER 2014

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