



Minutes of the Extraordinary General Meeting of the Kent County Lawn Tennis Association

Held 7.00pm on Monday 22 May 2023

online via Zoom video call

(with John Ratcliffe, Jason Baker and Phil Lynch in Bromley Tennis Centre)

Present:

Council (20):

John Ratcliffe (Deputy President) in the chair, Mary Evans (President), Nigel Jordan (Hon Treasurer), Angela Darby (Life Vice-President), John Darby (Life Vice-President), Stuart Smith OBE (Life Vice-President), Stephen Woodley (Life Vice-President), Jason Baker, Tom Debrates, Tony Fisher, Karen Hodgson, Mimi Hoffman, Luke House, Lisa King, Sarah Langford, Clare Lilley, Graham Silvester, Vanessa Webb, Keeley Wicks, Anna Wilson.

Representatives of Clubs, Schools and Other Organisations (31 clubs/organisations represented):

Abbey Wood (1), Bexley (1), Biddenden (2), Bromley Tennis Centre (2), Bromley Wendover (1), Canterbury (1), Cowden (1), Crescent (1), David Lloyd Beckenham (1), David Lloyd Kings Hill (1), Deal Parochial School (1), Frindsbury (1), Headcorn (1), Herne Bay LTC (2), Horsmonden (1), HSBC (1), Knoll (1), Maidstone (2), Margate (1), Meopham (1), Oakwood (1), Old Wilsonians (1), Otford (1), Shooters Hill (1), Sydenham (1), The Parklangley Club (1), The Sundridge Park Club (1), Tunbridge Wells (1), Whitstable (1), Wickham Park (1), Wye (1).

Kent Tennis Office Team (3):

Phil Lynch (taking minutes), Siobhan Butler, Janice White.

Kent Tennis Supporters Club Members (1):

Chris Russell Vick.

Others (1):

Sandi Procter (LTA President).

Apologies for absence (11):

Austin Smith (Life President), Roger Bottomley OBE (Life Vice-President), Denis Costelloe (Life Vice-President), Jacqueline Darby, Keith Gill, Emre Saridogan, Malcolm Smith, John Watton (all Councillors), Craig Allen (County Performance Manager), Irene Clark (Tunbridge Wells), Ken Bullen (Supporters Club).

49 people attended.

1. Minutes of Annual General Meeting 6 December 2021:

John Ratcliffe, Chair, welcomed everyone to the meeting and set out ground rules to follow for running the meeting online via "Zoom." He stated this was an historic meeting on the future of Kent Tennis.

John thanked especially thanked Nigel Jordan for leading the Kent Tennis Board and Council through the steps required to achieve Charitable Incorporated status and said he could not stress enough just how much work Nigel had taken on to get us to this point.



John advised, before moving on, he would like to hand over to LTA President, Sandi Procter. Sandi emphasised the importance of choosing the correct legal structure for the county and this is something all county tennis associations were having to look at and review. She stated she is very impressed with Kent's approach to this and also thanked Nigel for all his hard work.

2. Background

Nigel Jordan thanked John and Sandi for their kind words, and then outlined some of the key points behind becoming a Charitable Incorporated Organisation (CIO).

- Nigel reminded the meeting that the CIO was set up and registered ready to move things across. But, like moving into a new house, everything had to be ready before the Association made the jump across. He then walked the meeting through the slides he had prepared.
- This meeting contains big decisions for the County Association's future, so he asked that attendees speak up and asked questions if they had them.
- Nigel highlighted that being an unincorporated Association offered little legal protection to its trustees or its members, should anything ever go wrong. So, previous general meetings had discussed this and concluded an incorporated legal status was required in the current environment.
- The Association's Council looked at the possibilities of a company limited by guarantee or a CIO. The benefits of a CIO outnumbered the disadvantages when comparisons were made. It was decided to go with a CIO.
- Two other counties (Avon and Shropshire) had already gone down the CIO route and Nigel spoke with both of them ahead of preparing a constitution for the Charity Commission. Sharing the experiences of these counties helped smooth the way for the registration.
- A project plan with a long list of items to transfer/set up was drafted and has been worked through. The appropriate point at which to transfer everything across from the Kent County LTA into the Kent Tennis CIO, appears to mid=night on 31 December 2023. That would leave time to get everything prepared in good time.
- By timing the move at the end of the calendar year, it would appear sensible for that to be the new end of financial year especially as that aligns with the LTA's new funding model. So that would simplify the accounting too.
- Council will disappear but be replaced by six committees, already set up, that will report into the Board of Trustees. The Board will consist of up to ten elected people. The six committees are
 - Governance
 - Finance
 - Venues, Coaches & Community
 - Performance
 - Competitions
 - Communications
- Having the committees will involve more people, so to help bring people together across all the volunteering, a Volunteers day is going to be held in October.
- To comply with Sport England governance rules, we have put in place more detailed succession planning. Once a trustee has completed three terms of 3 years (9 years in total) they do need to



stand down from the Board of Trustees for 4 years before they can return. This does mean that Sandi Procter, Jason Baker, Malcolm Smith and John Ratcliffe are all standing down within a year of each other. Kent Tennis is already lining up a Treasurer to replace Nigel at the end of the year, but the Secretary's role is still vacant, and the position does need filling.

- Nigel then outlined the timeline for the Kent Tennis CIO as follows:
 - THROUGHOUT 2023 - plan the transition of all aspects – including impacts for staff and members, novate loan agreements and BTC asset, establish new banking arrangements and payment mechanisms, apply for LTA membership, as well as sort out all aspects of communication, website, social media etc.
 - DECEMBER 2023 (TBA) – Extraordinary General Meeting of Kent Tennis Charitable Incorporated Organisation to appoint officers, appoint honorary (non-voting) positions, and agree to membership rights being rolled over for member venues, clubs and schools as well as Supporters Club.
 - 1 JANUARY 2024 – Kent Tennis Charitable Incorporated Organisation begins to operate
 - APRIL 2024 (TBA) - first AGM of Kent Tennis Charitable Incorporated Organisation, at which accounts for period from inception to 31 December 2023 will be presented.

John Ratcliffe thanked Nigel for his presentation and threw the floor open to questions:

Q. Rob Sheath (Wickham Park) – will we be losing a lot of experience all in one go?

A. Nigel – yes, from the Board, however these people can still volunteer on our committees and so their experience, it is hoped, will not be entirely lost to us. By ensuring no one stays on the Management Committee for twenty plus years, the organization has a chance to refresh itself and not become stagnant, whilst still being able to draw on the experience of those whose knowledge has helped guide the Association in the recent past.

Q. Graham Silvester (Kent County LTA Councillor) – will it be the member clubs who vote on the changes?

A. Nigel – yes, those who are entitled to vote within the Kent County LTA (member venues, organisations and councillors) will be the ones who vote on the resolutions this evening.

Q. Paolo Cuomo (DKL Kings Hill) – will the definition of members remain the same in the CIO as it was in the Association.

A. Nigel – yes, exactly the same.

Q. Isobel Warnock (Herne Bay) – Is the Constitution document a legal document or best practice? Especially in relation to retirement of officers. What if clubs cannot find someone at the end of a 9 year term?

A. Nigel – The constitution is in place for the CIO., and this sets out the roles and terms. That can only be changed by the members voting at a General Meeting and must be approved by the Charity Commission. The rules sitting underneath the constitution say how Kent Tennis operates and runs tennis. The Sport England Governance rules are for National and County governing bodies, and clubs are not subject to the same, although they do promote good practice.

Q. Paolo Cuomo (DKL Kings Hill) – Have people said they are worried by any of these changes or raised concerns?



A. Nigel – we have had questions but, overwhelmingly, the responses to this have been positive. So far, at General Meetings the resolutions have been discussed and, when voted upon, unanimously passed.

Nigel then confirmed that he is labouring the point to ask questions to ensure everyone truly is comfortable with all the changes being proposed for Kent Tennis. So, all questions are very welcome here.

Q. Gary Payne (Crescent) – What happens to current assets owned by the Kent County LTA once they are taken into the charity?

A. Nigel – The assets will be deployed for the benefit of Kent Tennis exactly as they are now. They will be managed by the Kent Tennis CIO Board of Trustees in the same way that the current Kent County LTA Board and Council manage them now.

Q. Nick Baker (Crescent) – Will the diversity mentioned around committees be reflected in the Board of Trustees going forward?

A. Nigel – Yes, with member clubs, Kent Tennis committees and the Board of Trustees, it is very much hoped that this diversity is reflected throughout. This is a big issue that does need to be tackled and the Board have been working on an Equity, Diversity and Inclusion Plan.

Q. Georgina Noakes (Maidstone) – How many counties have plans or already changed their legal status?

A. Nigel – Two counties have already become CIOs and some are limited companies. Nigel is helping a good number of counties review their status and take them through the thought process that Kent went through.

Sandi Procter added that virtually all 38 English counties are reviewing their status or, if not, have completed this process.

3. Resolutions

John Ratcliffe then put the resolutions to the meeting as follows, for their vote:

- a. The meeting agrees to extend the current accounting period for the Kent County Lawn Tennis Association to run for 15 months from 1 October 2022 to 31 December 2023. **41 people voted and this was passed unanimously.**
- b. The meeting agrees to transfer the assets, employees, undertakings and liabilities of the Kent County Lawn Tennis Association to the Kent Tennis Charitable Incorporated Organisation at midnight 31 December 2023. **41 people voted and this was passed unanimously.**
- c. The meeting agrees to transfer all existing members of the Kent County Lawn Tennis Association (as defined under Rule 2 of the Association) to the Kent Tennis Charitable Incorporated Organisation at midnight 31 December 2023, and be governed by its Constitution. **41 people voted and this was passed unanimously.**
- d. The meeting agrees to transfer the Kent Tennis Supporters Club from the Kent County Lawn Tennis Association to the Kent Tennis Charitable Incorporated Organisation on 1 January 2024, along with its paid up participants and their existing rights. **41 people voted and this was passed unanimously.**

4. Any Other Business

John Ratcliffe thanked everyone for attending and reminded them that there was an online Kent Tennis Coffee Morning the next day.



Nigel Jordan reminded the meeting that a new Secretary was urgently required and if anyone knew anybody interested, please could they refer them to him.

Nigel then thanked everyone for their encouragement and support throughout the whole process, and also to John Ratcliffe, Jason Baker and Phil Lynch for arranging the meeting.

The meeting closed at 7.55pm.