

LAWN TENNIS ASSOCIATION LIMITED
(company number 07459469)

Minutes of the annual general meeting of Lawn Tennis Association Limited (the “Company”) held on Wednesday 25 May 2022 at 10.30 am at The National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ.

1. CHAIR

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

2. NOTICE OF MEETING

Notice of the annual general meeting (“Notice”) had been given in terms of article 38 of the Company’s articles of association.

3. QUORUM

Proxies for forty members of the Company were present, being thirty-nine Nominated Councillors (as defined in the Company’s articles of association) as deemed proxies and one other appointed proxy. A record of the proxies for those members has been retained by the LTA.

Accordingly, the Chair declared that a meeting had been constituted and that the meeting was quorate (in accordance with article 41 of the articles of association of the Company) and so declared the meeting open.

In addition, there were also in attendance at the meeting, three Past Presidents and a number of directors of the Company and LTA group employees.

4. MINUTES

The minutes of the annual general meeting held on 27 May 2021 and the general meeting held on 8 February 2022 were confirmed as a correct record.

5. FINANCE DIRECTOR’S REPORT

The Finance Director addressed the meeting.

6. BUSINESS OF THE MEETING

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

In accordance with the requirements of (i) section 282 of the Companies Act 2006 (ordinary resolutions) in respect of resolutions a., b. and c. and (ii) section 283 of the Companies Act 2006 (special resolutions) in respect of resolution d., the members of the Company RESOLVED:

- a. To receive the Company’s finance and governance report and audited financial statements for the financial year ended 31 December 2021;
- b. To re-appoint Pricewaterhouse Coopers LLP as auditors of the Company until the conclusion of the next annual general meeting of the Company;
- c. To authorise the audit committee of the Company to set the fees of the auditors for the year to 31 December 2022 for and on behalf of the board of directors of the Company; and

- d. To approve, with effect from 26 May 2022, the amendments to articles 37 and 50.1 of the articles of association of the Company as set out (in tracked changes) in the appendix to the Notice, a copy of which appendix is attached to these minutes.

7. PRESIDENT'S ADDRESS

The President addressed the meeting.

8. MERITORIOUS SERVICE AWARD

The President read aloud the nomination of Richard Palmer for an LTA Meritorious Service Award. The nomination had been made by Heather Bottomley on behalf of Norfolk Tennis.

The President presented Richard Palmer with his award.


9. COUNTY AWARDS

The President congratulated Surrey for winning the County Cup Race for the fourth time and presented the winner's trophy to Alison Taylor, who collected it on behalf of Surrey.

The President also congratulated the joint winners of the Most Improved County Award, namely Hereford & Worcestershire and South Wales. Simon Clarke (Councillor for Tennis Wales) had sent his apologies for the meeting and so the award was presented to Joanna Marks (of Hereford & Worcestershire) on behalf of the joint winners.

10. ANY OTHER BUSINESS

There being no other business, the annual general meeting closed at 11.20am.


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Chair

APPENDIX: proposed changes to the governing documentation of Lawn Tennis Association Limited:

Governing document	Existing provision	Proposed provision	Approval required from
<p>Articles of association</p>	<p>Article 37:</p> <p>“37. No requirement for an annual general meeting</p> <p>37.1 The Company will not be required to hold an annual general meeting but it may do so.</p> <p>37.2 Subject to Articles 37.3 and 37.4, the provisions in the Articles relating to a general meeting will apply to an annual general meeting.</p> <p>37.3 No more than one annual general meeting may be held in any one financial year.</p> <p>37.4 If an annual general meeting of the Company is held, the business to be transacted at the meeting will include:...”</p>	<p>Article 37:</p> <p>“37. Requirement for an annual general meeting</p> <p>37.1 The Company will be required to hold an annual general meeting.</p> <p>37.2 Subject to Articles 37.3 and 37.4, the provisions in the Articles relating to a general meeting will apply to an annual general meeting.</p> <p>37.3 No more than one annual general meeting may be held in any one financial year.</p> <p>37.4 The business to be transacted at the annual general meeting will include:...”</p>	<p>Board</p> <p>Members</p>
	<p>Article 50.1:</p> <p>“Subject to Article 50.1...”</p>	<p>Article 50.1:</p> <p>“Subject to Article 50.2 ...”</p>	<p>Board</p> <p>Members</p>

Governing document	Existing provision	Proposed provision	Approval required from
Rules	<p>Clause 15.7:</p> <p>“For the avoidance of any doubt, the terms of appointment referred to in this clause 15 (including those of any person appointed in an <i>ex officio</i> capacity) are subject to Article 29 (<i>termination of Director’s appointment</i>) and, as applicable, clause 29 (<i>termination of a Councillor’s appointment</i>).”</p>	<p>Clause 15.7:</p> <p>“For the avoidance of any doubt, the terms of appointment referred to in this clause 15 (including those of any person appointed in an <i>ex officio</i> capacity) are subject to Article 29 (<i>termination of Director’s appointment</i>) and, as applicable, clause 30 (<i>termination of a Councillor’s appointment</i>).”</p>	Board
	<p>Clause 18.1:</p> <p>“In order to be eligible to apply to be nominated for appointment to a Council-Nominated Position, the person:</p> <p>18.1 must:</p> <p>(a) be a Voting Council Member;</p> <p>(b) on or before the anticipated date of appointment to the relevant position, have completed no less than two years’ service on Council;</p> <p>(c) have five supporters, each of whom is a Voting Council Member, declaring that:</p> <p style="padding-left: 40px;">(i) an applicant may not be a supporter to any other candidate;</p>	<p>Clause 18.1:</p> <p>“In order to be eligible to apply to be nominated for appointment to a Council-Nominated Position, the person:</p> <p>18.1 must:</p> <p>(a) be a Voting Council Member;</p> <p>(b) on or before the anticipated date of appointment to the relevant position, have completed no less than two years’ service on Council;</p> <p>(c) have five supporters, each of whom is a Voting Council Member, declaring that:</p>	<p>Board</p> <p>Council</p>

Governing document	Existing provision		Proposed provision		Approval required from
	<p>(ii) a Voting Council Member may only be a supporter to one applicant;</p> <p>(iii) where the applicant is an Independent Councillor, at least three of the five supporters must not be other Independent Councillors; and</p> <p>(iv) as a condition of and with effect from appointment, agree to resign / withdraw from any other position on the Board; and</p> <p>(d) not be an employee of the Company or another member of the LTA Group, or of a National Association; and..."</p>		<p>(i) an applicant may not be a supporter to any other candidate;</p> <p>(ii) a Voting Council Member may only be a supporter to one applicant; and</p> <p>(iii) where the applicant is an Independent Councillor, at least three of the five supporters must not be other Independent Councillors;</p> <p>(d) as a condition of and with effect from appointment, agree to resign / withdraw from any other position on the Board; and</p> <p>(e) not be an employee of the Company or another member of the LTA Group, or of a National Association; and..."</p>		
	Clause 24.1 – part of table relating to Member-Nominated Councillors:		Clause 24.1 – part of table relating to Member-Nominated Councillors:		Board Council
	Nominator, being the person entitled to nominate	Maximum number of that category of Councillor at any one time	Nominator, being the person entitled to nominate	Maximum number of that category of	

Governing document	Existing provision		Proposed provision		Approval required from
	Each Member identified in Schedule One as being entitled to make a nomination for this category of Councillor	One nomination from each person entitled to nominate and, in aggregate, forty six	Each Member identified in Schedule One as being entitled to make, as applicable, one or two nominations for this category of Councillor	<p>Councillor at any one time</p> <p>One or two nominations, as applicable, from each person entitled to nominate and, in aggregate, forty six</p>	