

The Tennis & Rackets Association Limited (the “Company”)

Operating Procedures

THE BOARD

1. Procedure for election of Elected Directors
 - 1.1. Two Members, other than Corporate Members or Individual Members under the age of 21, may nominate another Member (so long as he is not a Corporate Member or an Individual Member under the age of 21) willing to serve as an Elected Director, on a nomination form which will be provided on application to the Chief Executive. The form shall be signed by the Proposer and Seconded and returned to the Chief Executive duly completed by the date specified on the form.
 - 1.2. If there shall be more nominations than there are vacancies for Elected Directors, the voting slip (for those attending the relevant general meeting) and the proxy form (for those voting by proxy) shall be set out so as to enable each member to place one or more of the candidates in order of preference.
 - 1.3. On each voting slip and proxy form will appear the names of each candidate nominated and willing to serve as an Elected Director.
 - 1.4. Together with the voting slip and proxy form there will be a memorandum giving details of each candidate’s relevant qualifications and the names of his Proposer and Seconded.
 - 1.5. The Board shall appoint scrutineers to count the votes cast on both voting slips and proxy forms.
 - 1.6. In the event of there being any dispute relating to the provisions or the procedure to be followed in this election process, the matter shall be referred to the Board, whose decision thereon shall be final and binding.
2. The Board shall have the power to co-opt up to three additional Directors at its discretion for periods not exceeding one year. The co-opted Members shall not be entitled to vote at Board meetings.

THE COMMITTEES

3. Introduction
 - 3.1. Pursuant to Articles 7 and 8 of the Articles of Association of the Company (the “Articles”) the Board has authority to delegate any of its powers to any of its committees.
 - 3.2. These Operating Procedures are binding on the committees of the Board, and can be amended from time to time by the Board.
 - 3.3. A reference to a “Member” is a reference to a member of the Company.
 - 3.4. A reference to an “Elected Member” is a reference to an Elected Member of a Games Committee.

4. The Games Committees

4.1. There shall be a Tennis Committee and a Rackets Committee, collectively known as the Games Committees. They shall act as the advisory authority for each game. To be eligible for membership of either Committee an individual must be a Life Member, Individual Member over the age of 21, Honorary Member, a nominated representative of the Tennis and Rackets Professionals' Associations or of the Ladies Real Tennis Association.

5. The Tennis Committee

5.1. The Tennis Committee shall, to the extent that such persons agree to be nominated and are subsequently approved by the Board, consist of:

5.1.1. The Chairman of the Tennis Committee,

5.1.2. The Chief Executive (Secretary),

5.1.3. The Chairman of the Real Tennis Professionals' Association (UK),

5.1.4. The Director of the Young Professionals' Programme,

5.1.5. The Director of Participation,

5.1.6. The Chairman of the Ladies Real Tennis Association,

5.1.7. The Training and Liaison Officer,

5.1.8. The Chairmen of not more than four Tennis sub-committees and,

5.1.9. Not exceeding six Elected members; three to be elected by the Members and three by the official Tennis Club Representatives.

6. The Rackets Committee

6.1. The Rackets Committee shall, to the extent that such persons agree to be nominated and are subsequently approved by the Board, consist of:

6.1.1. The Chairman of the Rackets Committee,

6.1.2. The Chief Executive (Secretary),

6.1.3. The Director of the Young Professionals' Programme,

6.1.4. The Director of Tournaments,

6.1.5. The Director of Participation,

6.1.6. One representative from each Club, except School Clubs, which Club normally has a full time professional,

6.1.7. The Chairman of the Rackets Professionals' Association and a representative nominated by the Rackets Professionals' Association,

6.1.8. The Chairman of the Under 25 Sub Committee,

6.1.9. A representative of the Old Boys' Associations,

6.1.10. A representative of the Evening Clubs,

6.1.11. One representative nominated by the Chairman of the Rackets Masters-in-Charge Committee and,

6.1.12. Not exceeding four Elected Members.

7. Election of Games Committee Chairmen

- 7.1. The Games Committees shall each elect their own Chairman from within their number or otherwise as they shall think fit, for a period not exceeding three years, which shall be renewable for a further period of not exceeding three years. Each such election, and renewal, is subject to the approval of the Board.
- 7.2. If there is no other candidate and the Chairman, having completed six years in office, is willing to continue, the relevant Games Committee may elect him to continue for a further period not exceeding three years. Such renewal is subject to the approval of the Board.
- 7.3. A Games Committee Chairman shall not be entitled to vote in his own election. If, however, two or more candidates have an equal number of votes the Chairman shall have a casting vote. The candidate for whom the most votes are cast shall be elected as Chairman of the relevant Games Committee, subject to the approval of the Board.
- 7.4. If the Chairman is elected from one of the existing Elected Members he shall end his term as an Elected Member forthwith and a vacancy shall be created which can be filled.

8. Members of a Committee

- 8.1. To be eligible for membership of either Committee an individual must be a Life Member, Individual Member over the age of 21, Honorary Member, a nominated representative of the Real Tennis or Rackets Professionals' Associations, or the nominated representative of the Ladies' Real Tennis Association.

9. Nominated Games Committee Members

- 9.1. Nominated Committee Members are all those other than the Secretary and the Elected Members.
- 9.2. They shall be nominated for periods not exceeding three years, which shall be renewable.

10. Club Representatives

- 10.1. The three club representatives on the Tennis Committee shall be elected by a procedure agreed by the Board based on clauses 11.2-11.9 of these Operating Procedures.

11. Elected Members

- 11.1. Elected Members of each Games Committee shall each serve initially for a period not exceeding three years. On completion of his initial period of office each Elected Member shall be eligible for re-election for one further period not exceeding three years. After two consecutive periods in office an Elected Member shall stand down for one year before being eligible for re-election.
- 11.2. Two Members, other than Corporate Members or Individual Members under the age of 21, may nominate another Member (so long as he is not a Corporate Member or an Individual Member under the age of 21) willing to serve on a Games Committee as an Elected Member, on a nomination form which will be provided on application to the Chief Executive. The form shall be signed by the Proposer and Secunder and returned to the Chief Executive duly completed by the date specified on the form in any year.
- 11.3. If there shall be more nominations than there are vacancies for membership of a Games Committee, the Chief Executive shall dispatch by post or send by electronic communication to Members entitled to vote at General Meetings, ballot papers on which shall appear the names of each candidate nominated and willing to serve on the relevant Games Committee, with a

memorandum giving details of his relevant qualifications and the names of the Proposer and Seconder.

11.4. Completed ballot papers shall:

11.4.1. if returned by post, be returned to the Chief Executive, or to such person and address as is specified for that purpose on the ballot paper, by the date specified on the ballot paper.

11.4.2. if returned by electronic communication, be sent to such secure website or e-mail address as is specified for that purpose on the ballot paper, by the date specified on the ballot paper.

11.5. Each Member entitled to vote at General Meetings shall have one vote for each vacancy on each Games Committee, but shall not give more than one vote to any candidate. Any ballot papers which do not comply with the conditions or requirements for their completion and return shall be invalid. The Board shall appoint scrutineers to examine the ballot papers. In the event of a tie for a final place in any election due to two or more Members receiving an equal number of votes, which of the Members is elected shall be decided by lot conducted by the Chief Executive. The result is subject to Board approval.

11.6. If there shall be the same number of nominations as there are vacancies for membership of a Games Committee, those nominated shall be elected to the relevant Games Committee. If there shall be fewer nominations than there are vacancies for membership of each Games Committee, those nominated shall be elected, subject to Board approval. In addition, a Games Committee may select, with the prior consent of the Member or Members in question, Members (in addition to those duly nominated) to fill the relevant vacancies, subject to Board approval.

11.7. An announcement of which Members are elected to each Games Committee shall be made not later than 1 April in the year of election. Such Members shall take office on 1 April in the year of election.

11.8. If any vacancy amongst the Elected Members of either Games Committee shall occur through death, resignation or any other reason, the relevant Games Committee may fill such vacancy by the appointment of a member to that Games Committee, subject to the prior consent of the Member in question. Such Member shall be subject to election prior to the 1 April next occurring and (if elected) his initial period not exceeding three years shall commence on that 1 April.

11.9. In the event of there being any dispute relating to the provisions or the procedure to be followed of this election process, the matter shall be referred to the Board, whose decision thereon shall be final and binding.

12. Resignation or removal of a Member from either Games Committee

12.1. Any Member shall cease to serve on a committee if:

12.1.1. he submits his resignation in writing to the Chief Executive;

12.1.2. he ceases to be a member of the Company; or

12.1.3. the Board so decides with cause.

13. General

- 13.1. Each Games Committee shall have the power to co-opt up to three additional Members at its discretion for periods not exceeding one year.
- 13.2. The relevant Games Committee Chairman or the Chief Executive shall decide if another Member may represent a Games Committee member in his absence.
- 13.3. Every committee or sub-committee shall, in the exercise of the powers delegated to it, conform to any requirement which may from time to time be imposed upon it by the Board; and no act, order or resolution of any committee or sub-committee shall bind the Board, unless it is done by the direction and authority of the Board or is ratified by the Board.
- 13.4. Meetings and proceedings of any committee or sub-committee shall be governed by the provisions contained in the Articles for regulating the meetings and proceedings of the Board, so far as the same are reasonably applicable thereto and are not superseded.
- 13.5. Each Committee shall be entitled to create sub-committees and may delegate to those sub-committees such of the Committee's express powers as it may see fit
- 13.6. The Chief Executive and co-opted members shall not be entitled to vote at Games Committee meetings.
- 13.7. The Board may approve from time to time such other committees as may be deemed necessary and such committees may include Members who are not directors or who do not sit on a Games Committee.

14. Representation of the Professional Associations

- 14.1. The primary representation of the Chairmen of the RTPA and RPA will be at the Tennis and Rackets Committees respectively. They have the right to attend and speak at a Board meeting should they so wish.

1st January 2013