

STATUTE
TENNIS CLUB LIDO LUGANO (TCLL)
Entered into force on 26th April 2005

I. GENERAL RULES

Art. 1 Denomination, headquarters and social colors

Denomination

In 1932, under the denomination of “Tennis Club Lido Lugano” (TCLL), it was constituted for unlimited time, an association in accordance with the art. 60 and followings of the Swiss Civil Code.

Headquarters

The headquarters and the legal domicile are in Lugano, where the Secretariat is located.

Social colors

The social colors of the association are blue and yellow.

Art. 2 Neutrality

The TCLL is an association without any political or religious affiliation.

Art. 3 Rights equality between sexes

The rights equality between sexes is guaranteed at TCLL. The term “Associate” has been chosen for convenience and it has to be read and interpreted in both its masculine and feminine form.

The same interpretation must be given to any other term used only in masculine form.

Art. 4 Purpose

The TCLL has the purpose of the development and dissemination of sport activity linked to the practice of tennis, intended as a means of psychophysical and moral formation of the Associates through the management of any form of agonistic, recreational or any other type of motor and non-motor activity suitable to promote the knowledge and practice of tennis. The TCLL intends to implement, encourage and maintain friendly relationship between its Associates. The TCLL participates to the Associazione Svizzera di Tennis (Swiss Tennis) and to the Federazione Ticinese di Tennis (FTT).

The association also proposes itself, as far as possible, to organize tournaments at an international, national or cantonal level.

Art. 5 Commitments towards Swiss Tennis and Federazione Ticinese di Tennis

The Swiss Tennis’ and FTT’s statutes, regulations and decisions are binding for the Associates and particularly for those who participate to the competitions organized by the two federations.

II. ASSOCIATES

Art. 6 Associates

The Associates are those registered at TCLL.

With exception for the supporting associates, only the natural persons who make a request and have good moral, civil and sporting behavior can be part of the TCLL in the capacity of Associates.

The Associates are distinguished in:

- Honorary Associates
- Active Associates
- Student Associates
- Juniores Associates
- Temporary Associates
- Supporting Associates

The vote right is entitled to the Honorary Associates, Active Associates and Student Associates, who have settled the payment of the social taxes.

The Governing Council can propose particular taxes for the spouses, as well as for the families with at least two children all subscribed to TCLL. The couples who durably live together are equalized to the spouses if they provide an official attestation likely to confirm their situation.

Art. 7 Honorary President and Honorary Associate

The Assembly, on proposal of the Governing Council, has the faculty to proclaim respectively Honorary President or Honorary Associate the persons with particular merits in favor of the TCLL.

Only the persons who served as President of TCLL can be proclaimed Honorary President, while the post of Honorary Associate can be granted also to persons who are or were not part of the TCLL.

The Honorary President and Honorary Associate have the same rights of the Active Associate, but they are relieved from the payment of the social tax.

Art. 8 Active Associate

The Active Associate is a person who practices a summer or annual tennis activity at the TCLL and is at least 18 years old.

Art. 9 Student Associate

The Student Associate is a person between 18 and 28 years old, who practices a summer or annual tennis activity at the TCLL and is full-time dedicating to superior studies. The proof of attendance to an officially recognized superior school must be provided by an official attestation of the school itself.

Art. 10 Associated without vote right

a.) Temporary Associate

The Temporary Associate is a person who practices a temporary summer or winter tennis activity and is at least 18 years old.

b.) Juniores Associate

The Juniores Associate is a person who practices a summer and/or winter tennis activity and is under 18 years old. The Juniores Associates are divided in two categories, and precisely:

aa) Pupil: under 14 years old

bb) Junior: from 15 to 18 years old

The year is intended to be the one when the Juniores Associate turns effectively 14 and respectively 18. The person is therefore admitted as Juniores Associate at the latest within the 31st December of the year in which he turns 18.

c.) Supporting Associate

The Supporting Associate is any natural or legal person, who pays an annual contribute of at least CHF 100.--. The Supporting Associate has the right of practicing a tennis activity and using the areas reserved to the Associates, in particular the “saletta Soci”(Associates’ room).

The legal person has to indicate a natural person who will have the related rights conferred on the Supporting Associate.

Temporary, Juniores and Supporting Associates can assist to the Assembly meetings but do not have the right to vote.

Art. 11 Admissions

For the admission to the Club, it is necessary to fill in and subscribe the related request on a specific provided form and pay the social taxes.

The admission requests for the minors Associates must be subscribed from those who have the parental authority on them. The person who subscribes the request, fully-fledged represents the minor with regard to the TCLL and respond to it for any obligation of the minor Associate.

The validity of the membership effectively achieved at the time of request of admission is subject to the acceptance of the application itself by the Governing Council.

Until the ratification, the applicant who has signed the request of admission and paid the social taxes is provisionally admitted to the Club. The provisionally-admitted Associate can take part to the Assembly meetings but does not have the right to vote.

The rejection of an admission request does not oblige the Governing Council to communicate the reason for it. In case of rejection of the admission the social taxes paid by the applicant will be reimbursed without delay.

There is no other obligation for TCLL, in addition to the reimbursement of social taxes that were paid, in respect of a person who was refused admission to the Club.

Art. 12 Loss of Associate qualification

The loss of the TCLL Associate qualification is always possible following the resignation of the Associate, or following the radiation or espulsion by the Governing Council.

a.) Resignation

The Associate shall submit his resignation in written form to the Governing Council at the latest within the 31st December.

The resignation submitted during the year do not release the Associate from the payment of the social tax of the current year.

The resignation can certainly be accepted provided that the person concerned has responded to all his financial obligations to the TCLL.

The acceptance of the resignation of the Associate, although he still has outstanding payments of a financial character, does not mean renunciation by the Club to assert later claims.

b.) Espulsion

The Associate who commits actions considered dishonorable within and outside the TCLL, or who, by his conduct, constitutes an obstacle to the good performance of the Club, may be expelled from the Governing Council.

The expulsion of an Associate must be decided by an absolute majority of the members of the Governing Council. The decision of the espulsion will have to be communicated to the concerned person and to the Associates by posting it on the social register or in any other form deemed appropriate by the Governing Council.

The espulsion measure taken by the Governing Council must be ratify by the general Assembly whenever the concerned person does not contest, within the term of 20 days, in a written form, the decision of the Governing Council.

During that meeting, to which must be called the Associate concerned, we will proceed jointly with the interested parties themselves to an examination of the objections. The espulsion measure remains suspended until the date of the next general Assembly. The Governing Council is entitled to take the provisional measures that it deems appropriate, such as in particular the prohibition of the entrance to the tennis courts and the prohibition of the dispute of matches under the colors of TCLL.

The financial obligations of the expelled Associate will continue to exist despite the expulsion for the current year.

III. ORGANIZATION

Art. 13 Organs of the Club

The organs of the club are:

- a.) the Associate Assembly
- b.) the Governing Council
- c.) the Auditors

A. THE ASSOCIATE ASSEMBLY

Art. 14 Ordinary general Assembly

The Governing Council convenes annually the ordinary general Assembly, no later than four months after the end of the financial year.

With the following obligations:

- a) the acceptance of the minutes of the previous general Assembly
- b) the approval of the annual reports and annual accounts
- c) the appointment of the President, Members of the Governing Council and Auditors
- d) the discharge of the members of the Governing Council
- e) the total or partial revision of the Statute
- f) the approval of the budget and the establishment of the social taxes
- g) the appointment of the Honorary President and Honorary Associates
- h) decisions on expulsion of Associates approved by the Governing Council
- i) all decisions that the law and this Statute do not leave to another social organ.

Art. 15 Extraordinary general Assembly

The Governing Council has the power to convene the Associate in an extraordinary general Assembly.

A fifth of the Club Associates, with voting rights, may request the Governing Council, by registered letter, the convening of an extraordinary general Assembly, indicating the items to be included on the agenda. To determine the necessary number of Associates we will refer to the one of the previous year.

The Governing Council will have to convene the extraordinary Assembly within 30 days from the request with the items on the agenda.

Art. 16 Convening and validity

General meetings, whether ordinary or extraordinary, shall be convened by posting of a notice at the headquarters of the TCLL and contextual communication to the Associates by ordinary post or e-mail or fax by the Governing Council. The communication to the Associates must be done at least 14 (fourteen) days before the Assembly, stating the agenda items.

General meetings will be validly constituted only if there is the half of the Associates entitled to vote plus one. Past half an hour, the general Assembly is valid and can therefore decide anything, whatever the number of Associates present.

When it is regularly convened and constituted, the general Assembly represents all the Associates and the resolutions adopted by it are legitimately binding on all Associates, even if absent or dissenting. It remains subject to the right of appeal provided for by the law.

The Associate has the right to consult with the Secretariat the minutes of each general Assembly, which will be available, at the express request of the Associate, after two months from the end of the Assembly itself.

Art. 17 Proposal of Associates

The Associate entitled to vote has the right to make proposals that, to be dealt with at the general Assembly, should be sent by registered letter to the Governing Council by the 31st of January of each year.

The Governing Council shall submit at the ordinary general Assembly, making them appear on the agenda, all those proposals whose decision is not within its exclusive competence. Proposals submitted after January 31st, will be submitted at the ordinary general Assembly, if the General Council sees fit.

Art. 18 Direction of Assemblies

General Assemblies, ordinary and extraordinary, are directed by the President, or, in his absence by the Vice President or the person designated by the Assembly itself.

The President of the Assembly directs general Assemblies safeguarding the orderly and smooth running of the discussion and the voting.

The President is assisted by the Secretary, who shall record the minutes, and two scrutineers, appointed by the Assembly at the beginning of it. The appointment of the Secretary is made by the President of the Assembly.

Art. 19 Resolutions and elections

The resolutions and elections shall be by show of hands or, if requested by at least one third of the Associates present and eligible to vote, by roll-call or secret ballot.

In the case of elections for the different roles it is requested, for the first round, an absolute majority of valid votes cast by the Associates present with voting rights. In the second round, if there are more candidates, it will be elected who has obtained the highest number of votes. In case of a tie, the vote of the President will decide.

B. THE GOVERNING COUNCIL

Art. 20 Composition and duration of the mandate

The Governing Council is composed by a President and at least 4 (four) members: remains in charge for one year and may be reelected.

Only the Associates who are over 18 years old and who have fulfilled the payment of the social fees may hold social roles.

An elected Governing Council member who does not, for any reason, complete the term of his mandate, may be replaced by the Governing Council until the next elections.

The Governing Council, in separate meeting, appoints to its constitution the Vice President, and assigns the different roles to other members as it deems necessary for its proper functioning.

Art. 21 Responsibilities of the Governing Council

The Governing Council has the particular competence to:

- a) represent the Club in front of thirds
- b) manage the Association's assets and present their budgets and annual accounts
- c) decide on the admission, the radiation and the expulsion of Associates
- d) propose social taxes to the Assembly
- e) confere powers of attorney to Associates or thirds for particular and defined issues
- f) elaborate each year its goals
- g) prepare all the regulations and define the rules as it deems necessary or even appropriate for the regular performance of the social and sporting activity
- h) ensure the regulations, both internal and those that regulate the sport activity, are being respected
- i) appoint each year a technical committee composed by one to three members considered that one of them must necessarily be part of the Governing Council
- j) appoint, if necessary, one or more persons responsible for the various competitions, including “Interclub” , and a responsible for the Juniores
- k) take the necessary disciplinary measures against members who have contravened the regulations and/or have disturbed the smooth and normal pace of the social activity

- l) provide, if necessary, to the appointment of one or more teachers for the lessons to be given to Associates and Juniores, and for any workouts for teams participating in competitions
- m) appoint employees of the Club and lay the major contracts for the employment relationship and determine their tasks
- n) define in particular the lease contract referred to the management of the “Club house” in compliance with cantonal laws on public exercises and to ensure that the agreement is respected.

Art. 22 Faculties of the Governing Council

The Governing Council can run to employees and/or commissions both internal and external in order to optimize the handling of its tasks.

Art. 23 Validity of resolutions

The resolutions of the Governing Council shall be valid if at least the half of its members plus one is present. In case of a tie, the vote of the President is decisive.

Art. 24 Mode and signature

The Club is bound by the collective signature of the President or Vice-President with that of another member of the Governing Council of the Club, within its competence.

C. THE AUDITORS

Art. 25 the Auditors

The general Assembly appoints two auditors who have the duties of law. They remain in charge for one year and may be reelected.

IV FINANCIAL ASPECTS

Art. 26 Financial resources and assets of the TCLL

The revenue of the Club to pursue his goals are: admission fees, social taxes, fines, donations, proceeds from sponsorship and other revenue.
The Associates as such have no rights to the assets.

Art. 27 Social taxes

The amount of the various social taxes is determined by the general Assembly for the following season on proposal of the Governing Council.

Art. 28 Responsibility

The club meets its commitments only with its assets. It excludes any personal liability of Associates and/or members of the Governing Council which is superior to the social fees to pay.

Art. 29 Fiscal/Social year

The fiscal/social year starts on the 1st of January and ends on the 31st December.

V. REVISION OF THE STATUTES

Art. 30 Amending of the statutes

The modification of the statutes can be considered after the proposal of the Governing Council or the request of at least one fifth of the Associates entitled to vote.

The amendments shall be decided by the general Assembly by the majority of Associates with voting rights, present at the voting time.

Proposed changes should be sent to all Associates with the convening of the general Assembly.

VI. MERGER, DISSOLUTION, LIQUIDATION

Art. 31 Merger and dissolution of the TCLL

The merger or dissolution of the Club may be decided only in occasion of a general Assembly specially convened for this purpose, and having no other item on the agenda.

This assembly generally will have to be composed by at least three-quarters of the registered Associates with voting rights.

In the event that the minimum number of members is not reached, the Assembly, passed half an hour, can regularly deliberate on the agenda item .

The decisions will be valid only with a majority of three -quarters of the present members with voting rights.

If the General Assembly does not reach a positive result, a new Assembly shall be convened within the following 30 days, with the same agenda.

Decisions will be valid, whatever the number of Associates present and by a relative majority.

Art. 32 Liquidation of the TCLL

In case of dissolution, the general Assembly will take the necessary provisions for the liquidation.

It will decide on the allocation of any eventual surplus, after payment of all debts of the association, excluding any distribution among the members .

The Governing Council will function as executive organ for the liquidation. It will discharge its mandate in a general closure Assembly.

VII. FINAL RULES

Art. 33 Supplementary right

For anything not agreed by this Statute, state the dispositions and laws of the Swiss Civil Code on Associations (art. 60 and segg. CCS).

Art. 34 Entry into force

This Statute, approved by the general ordinary Assembly on April 19th, 2004 , supersedes and cancels any previous Statute and enters into force immediately.

IN CASE OF ANY DISPUTE, ONLY THE PROCEDURES LAID DOWN IN THE ORIGINAL ITALIAN VERSION OF THIS STATUTE SHALL APPLY.

TENNIS CLUB LIDO LUGANO

The Governing Council