

## THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANY NO: 4256407

### ARTICLES OF ASSOCIATION of NOTTINGHAMSHIRE, LINCOLNSHIRE & DERBYSHIRE RUGBY FOOTBALL UNION LIMITED

#### INTERPRETATION

1 In these articles:

“**the Act**” means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force

“**the Union**” means Nottinghamshire, Lincolnshire & Derbyshire Rugby Football Union Limited

“**County Union**” means any one of the three unincorporated associations or their successors namely Nottinghamshire Rugby Football Union, Lincolnshire Rugby Football Union and Derbyshire Rugby Football Union whose nominees are members of the Union and “the County Unions” means all of them

“**Management Committee**” means the Management Committee of the Union

“Committee(s)” means any other committee(s) deemed appropriate and formed by the Management Committee

“**the Secretary**” means any person appointed to perform the duties of the Secretary of the Union

“**the Referee Society**” means The Nottinghamshire, Lincolnshire and Derbyshire Rugby Football Union Society of Referees

“**the Schools Union**” means the Nottinghamshire, Lincolnshire and Derbyshire Rugby Football Schools Union

“**Club**” includes a club, college, school or university playing the Game in the counties of Nottinghamshire, Lincolnshire and Derbyshire

“**Game**” means the game of rugby union football

“**IRB Regulation**” means the Resolutions and Regulations relating to the Game promulgated by the International Rugby Board from time to time

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Union

## 2 **OBJECTS**

The Union is established for the objects expressed in the Memorandum of Association

## 3 **MEMBERSHIP**

### 3.1 **Generally**

3.1.1 The Members of the Union shall be the corporate bodies and individual persons whose names are for the time being entered in the Register of Members and in the case of individual persons who are nominees of unincorporated bodies the name of the unincorporated body whose nominee the Member is shall be entered against the name of the Member

3.1.2 The admission of Members shall be under the control of the Management Committee which shall from time to time determine the criteria and conditions applicable for the approval of membership

3.1.3 A Member may withdraw from the Union at any time by giving to the Secretary written notice of intention to do so provided that the Member shall remain liable for all monies then due and owing to the Union

3.1.4 A Member shall be liable to suspension or termination of membership or privileges as the Management Committee may determine if:-

- (a) the Member shall not have paid its annual subscription by 1<sup>st</sup> December each year

(b) the Member shall cease to satisfy the criteria and conditions for membership as determined by the Management Committee under Article 3.1.2

3.1.5 A Member shall be liable to termination or suspension of membership or to other appropriate punishment by the Union for any infringement of these Articles any Regulation or any Rules or Regulations of the Rugby Football Union, the Laws of the Game or the IRB Regulations or any conduct prejudicial to the interests of the Union or the Game and the Union shall have power to discipline any Club whose nominee is a Member or any Player, Official, Member or employee of a Club for any offence. The procedure for the exercise of this power shall be prescribed by the Management Committee and details thereof shall be kept by the Secretary and be available for inspection by the Members at all reasonable time

3.1.6 A Member shall cease to be a Member:-

- (a) On resignation
- (b) In the case of a corporate Member on ceasing to be corporate
- (c) On termination of membership by the Management Committee
- (d) On replacement as the nominee of an unincorporated association

## 3.2 **Full Members**

3.2.1 All Members of the Management Committee shall be Full Members for such period as they are Management Committee Members subject to having paid the relevant membership subscription

3.2.2 The Management Committee shall have power to admit to Full Membership of the Union:-

- (a) A Club which is incorporated
- (b) The secretary (or subject to the approval of the Management Committee any other officer or official) as its nominee of any County Union, Club, Referee Society or Schools Union which is unincorporated

- 3.2.3 Any association of persons of which the principal object is the playing of the Game and which desires to apply to be a Full Member or if unincorporated nominate a person to be a Full Member shall be proposed and seconded by two Full Members. Application for membership may be submitted at any time
- 3.2.4 Each County Union and Club the Referee Society and the Schools Union which is in Full Membership with the Union at the date these Rules take effect shall be admitted to Full Membership in accordance with Article 3.1.4 and must immediately send a copy of its Rules or Memorandum and Articles of Association if incorporated or if unincorporated confirm the name and address of its secretary for entry in the Register of Members as its nominee and thereafter every County Union and Club, the Referee Society and the Schools Union, the secretary of which is a Full Member as its nominee, must immediately following a change of its secretary notify the secretary of the name and address of its new secretary or other nominated officer or official for the Register of Members to be amended accordingly
- 3.2.5 A Club shall be liable to suspension or termination of its membership or privileges, including, but not limited to, the suspension of its International Ticket allocation, as the Management Committee may determine if:-
- (a) It shall not have paid its annual subscription by 1<sup>st</sup> December each year
  - (b) It shall cease to satisfy the criteria and conditions for membership as determined by the Management Committee under Article 3.1.2
  - (c) It does not conform to any reasonable directive by the Management Committee as to its standards of play, administration or general behaviour including, but not limited to, the submission of its annual accounts to the Honorary Treasurer by 30 November each year

### 3.3 **Associate Members**

- 3.3.1 The Management Committee shall have power to admit to Associate Membership of the Union:-
- (a) A Club which is incorporated

(b) The secretary (or subject to the approval of the Committee any other officer or official) as its nominee of any Club, which is unincorporated

3.3.2 Any association of persons of which the principal object is the playing of the Game and which desires to apply to be an Associate Member or if unincorporated nominate a person to be an Associate Member shall be entitled to apply for Associate Membership subject to the approval of the Management Committee.

3.3.3 Each Club which is in Associate Membership with the Union at the date these Rules take effect shall be admitted to Associate Membership in accordance with Article 3.3.1 and must immediately send a copy of its Rules or Memorandum and Articles of Association if incorporated or if unincorporated confirm the name and address of its secretary for entry in the Register of Members as its nominee and thereafter every Club the secretary of which is an Associate Member as its nominee must immediately following a change of its secretary notify the secretary of the name and address of its new secretary or other nominated officer or official for the Register of Members to be amended accordingly

#### **3.4 Individual and Family Members**

3.4.1 The Management Committee shall have power to admit to Individual Membership of the Union any individual and to admit to Family Membership any husband and wife and any application for such membership shall be proposed by a Full Member of the Union. Applications for membership may be submitted at any time

3.4.2 Each individual who is in Individual Membership and each husband and wife who are in Family Membership with the Union at the date these Rules take effect shall be admitted to Individual or Family Membership as the case may be in accordance with Article 3.4.1

#### **3.5 Honorary Life Members**

3.5.1 The Union in Annual General Meetings may confer Honorary Life Membership on any individual in recognition of exceptional and valuable services rendered to the Union by such individual

3.5.2 Each individual who is an Honorary Life Member of the Union at the date these Rules take effect shall be admitted to Honorary Life Membership in accordance with Article 3.5.1

3.5.3 Each individual who is an Honorary Life Member of the Union shall not be liable to pay an annual subscription

#### **4 Subscription**

4.1 The annual subscription for Full, Associate, Individual and Family Members shall be determined by the Annual General Meeting and will become payable by the 1 September annually

4.2 Any Full, Associate, Individual or Family Member who has not paid the appropriate annual subscription by 1 December annually may be suspended from membership until payment has been made and reinstatement agreed by the Management Committee

#### **5 General Meetings**

5.1 The Union must hold a General Meeting in June each year as its Annual General Meeting in addition to any other meetings in that year and must specify the meeting as the Annual General Meeting in the notices calling it. Notification of any resolution or of any other proposal for consideration at the Annual General Meeting including but not limited to nomination of a proposed Honorary Life Member shall be made in writing to the Secretary proposed and seconded by 2 Members or by resolution of the Management Committee before 31 May.

5.2 All General Meetings other than Annual General Meetings must be called Extraordinary General Meetings

5.3 The Management Committee may whenever they think fit and must on a requisition made in writing by at least 10 Full Members convene an Extraordinary General Meeting

5.4 Any requisition made by the Full Members calling the meeting must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited both at the registered office and with the Secretary of the Union

5.5 On receipt of the requisition the Secretary must immediately proceed to convene an Extraordinary General Meeting

5.6 If the Secretary does not proceed to call a meeting within 30 days from the date of deposit of the requisition the requisitionists may themselves convene such a meeting

## 6 **Notice of Meetings**

Accidental omission to give notice of any meeting to or non receipt of such notice by any Member does not invalidate the proceedings at that meeting

## 7 **Quorum**

7.1 No business may be transacted at any meeting unless a quorum is present

7.2 25 Members personally present and entitled to vote at a General meeting of the Union is a quorum

7.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board of Directors may determine

## 8 **Chairman**

8.1 The President, or failing him the Senior Vice-President, must preside as Chairman at every General Meeting of the Union.

8.2 If there is no such Chairman or if at any meeting he is not present within 15 minutes of the time for holding the meeting the Full Members present may elect a Member of the Management Committee who is present to be Chairman of the Meeting

8.3 If there is no Member of the Management Committee present then the Full Members may elect any one of their number to be Chairman of the Meeting

## 9 **Resolutions**

9.1 No amendment of the Memorandum of Association or these Articles shall be deemed duly made except by a resolution of a General Meeting carried by a majority of not less than two thirds of those present and voting at such meeting

9.2 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman of the meeting; or

(b) by at least 5 Full Members present in person

9.3 Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Union shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn

9.4 If such a poll is demanded it should be taken in such manner as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

9.5 In the case of an equality of votes on a resolution whether on a show of hands or on a poll the Chairman of the meeting at which a show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote and the resolution shall be deemed to be lost

## 10 **Voting Rights**

Every Member of the Union may attend General Meetings of the Union but only Full Members may vote on all matters considered at such meetings. Associate, Individual, Family and Honorary Life Members may only vote at a General Meeting in relation to matters directly related to their respective class of membership

## 11 **Officers**

The Officers of the Union shall be the President, the Chairman of the Board of Directors, the Honorary Secretary, and the Honorary Treasurer.

## 12 **Election of Officers**

The election of Officers of the Union must take place in the following manner:-

- 12.1 Any two Members of the Union may nominate any other Member to serve as an Officer of the Union, having previously received the assent of the nominee
- 12.2 The name of each Member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all three of them to the Secretary no later than 30 April
- 12.3 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, must be circulated to all Members at least 21 days immediately prior the Annual General Meeting
- 12.4 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order
- 12.5 Each Member present at the Annual General Meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies
- 12.6 If insufficient candidates are nominated, the Management Committee may elect a Member or Members to fill the remaining vacancy or vacancies
- 12.7 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected
- 12.8 If two or more candidates obtain an equal number of votes, the Committee must select by lot from such candidates the candidate or candidates who is or are to be elected

### 13 **The Management Committee**

- 13.1 The Management Committee shall consist of the Officers, one representative of the Past Presidents of the Union, four Vice-Presidents one of whom shall be nominated in rotation by each of the County Unions and the Management Committee members,,1 representative nominated by each of the County Unions, one representative nominated by the Referee Society, the Representative of the Union on the RFU Council, the Chairman of the Rugby Development Partnership Committee, the Chairman of Community Rugby, the Chairman of the Marketing, Promotions and Communications Committee, the Chairman of the Union's Competition Committee, the Chairman of the Union's Disciplinary Committee, the Union's Senior Playing Manager, the Chairman of the Union's Coaching Committee, and a representative of the RFUW each of whom shall be entitled to one vote.

- 13.2 The Management Committee shall meet whenever considered necessary by the President in consultation with the remaining members of the Board of Directors but as a minimum on a quarterly basis.
- 13.3 The Management Committee shall:
- (i) Subject to any resolution of a General Meeting determine the strategy and policies of the Union
  - (ii) Elect annually for the ensuing season effective from the date of the Annual General Meeting held immediately thereafter in each year a Chairman of each of the Disciplinary Committee, Competition Committee, Playing Committee, Rugby Development Partnership Committee, Coaching Committee, Community Rugby Committee and Marketing, Promotions and Communications Committee. In addition, they will elect an Assistant Secretary/ Discipline and an Assistant Secretary/ Membership. All candidates putting themselves up for election or re-election should advise the Honorary Secretary of their intention to stand for election or re-election in writing by 30 April.
  - (iii) Immediately following the Annual General Meeting in each year nominate from within their number membership of the Disciplinary Committee for the ensuing year provided that the Chairman of the Disciplinary Committee shall have the power to appoint any qualified Member of the Management Committee to membership of the Disciplinary Committee on an ad hoc basis
- 13.4 The quorum at any Management Committee Meeting shall be 12 Members of the Management Committee present and entitled to vote. Where any one person holds more than one position within the Management Committee they will be entitled to nominate a deputy with full voting rights from the respective committee(s) whom they represent.
- 13.5 The Board of Directors shall be ex-officio members of all Committees of the Union
- 13.6 All Past Presidents and Life members shall be ex-officio members of the Management Committee

14 **Board of Directors**

- 14.1 The Board of Directors shall consist of the President, the Chairman of the Board of Directors, the Honorary Secretary (who will also be appointed as the Company Secretary), the Honorary Treasurer (who will also act in the legal capacity of Finance Director), the Chairman of the Rugby Development Partnership, the Chairman of Community Rugby, the Immediate Past President and the Senior Vice President.
- 14.2 Where any one person holds more than one position which entitles them to be a Board member or where they are legally barred from holding the position of director or where, because of resignation or any position mentioned in 14.1 above not being fulfilled, the number of directors would be below 8, the Board may co-opt another member of any Committee or Sub Committee of the Union as they see fit and appoint them as a director so as to maintain a Board numbering 8 directors.
- 14.3 The Board of Directors shall meet whenever considered necessary by the Chairman of the Board of Directors in consultation with the remaining members of the Board of Directors
- 14.4 The Board of Directors shall:-
- (i) Attend to and deal with all aspects of the affairs of the Union
  - (ii) Act in relation to the recommendation of the Management Committee and any other Committee
  - (iii) Authorise appropriate expenditure including all expenditure proposed by any Committee
  - (iv) Determine the composition and terms of the reference of the Competitions, Playing, Coaching, Rugby Development Partnership, Community Rugby and Marketing, Promotions and Communications Committees
  - (v) Authorise the creation of any other committee deemed appropriate, the Chairman whereof shall be elected by the Management Committee in accordance with Article 13.3 (ii)
  - (vi) determine the date, time and venue of the Annual General Meeting
- 14.5 The quorum at any Board of Directors Meeting shall be five members of the Board of Directors present and entitled to vote.

14.6 Following the nomination of Officers as in clause 12.2 above and the appointment of certain Committee Chairman as in clause 13.3 (ii) above, the proposed Board of Directors for the following season will be circulated to all members at least 14 days immediately prior to the Annual General Meeting. The Board will be appointed by the members at the Annual General Meeting in the same manner as for Officers in clause 12.5 above.

## 15 **ACCOUNTS**

15.1 The Management Committee shall cause accounting records to be kept in accordance with the provisions of the Act

15.2 The accounting records shall be kept at the registered office of the Union or, subject to the provisions of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of the Directors of the Union

15.3 Subject to the provisions of any elective resolution of the Union for the time being in force the Management Committee shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Union in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those provisions

15.4 Subject to the provisions of any elective resolution of the Union for the time being in force a copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Union in General Meeting, together with a copy of the auditor's report, and Management Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Union and every person entitled to receive notice of General Meetings of the Union

## 16 **AUDIT**

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## 17 **DISSOLUTION**

A decision to discontinue the activities of the Union or to wind up its affairs shall require the approval of not less than three quarters of the Members present and voting at a General

Meeting. In the event of such discontinuance or dissolution all assets of the Union, after satisfaction of all debts and liabilities thereof, shall be donated to the Rugby Football Union Charitable Trust or such other rugby football charitable institution as determined by the General Meeting

## 18 NOTICES

A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post