

**RULES OF
GLOUCESTERSHIRE
RUGBY FOOTBALL UNION LIMITED**

Registered under the Co-operative and Community Benefit Societies
Act 2014



**GLOUCESTERSHIRE
RUGBY
FOOTBALL
UNION**

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SECTION 1 - NAME, OBJECTS & POWERS

1. NAME

The Society shall be called the " Gloucestershire Rugby Football Union Limited"

2. DEFINITIONS

Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 34 shall bear the meanings given to them therein.

3. OBJECTS

The objects of the GRFU shall be:

- 3.1 To administer the Game in the County of Gloucestershire, together with that part of the City of Bristol situated north of the true course of the River Avon – (as recognised prior to the reorganization of Local Government in 1971) ("the County") on behalf of the Union.
- 3.2 To promote, encourage and extend the Game throughout the County including (but not limited to) the coaching thereof, its development in Schools and at all youth levels and the recruitment, administration, and training of referees.
- 3.3 To ensure that the Game is played in accordance with the Laws of the Game and is administered in accordance with the World Rugby Regulations and the Rules of the Union.
- 3.4 To arrange and undertake representative and other matches as the Executive Board may decide.

4. POWERS OF THE GRFU

To further its objects the GRFU shall have the power to do all such things as are incidental or conducive to the objects of the GRFU including (but not limited to) all or any of the following:

- 4.1 Either directly or indirectly to employ, invest and deal with the assets and funds of the GRFU for the objects of the GRFU in such manner as shall be considered by the Executive Board to be expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Executive Board to be necessary or expedient for the purposes of the GRFU or the advancement of its interests.
- 4.2 To raise or borrow money for the purposes of or in connection with the activities of the GRFU or any of them as the Executive Board thinks fit in accordance with the following provisions:
- 4.2.1 Any sum or sums raised or borrowed may be on mortgage, charge, bonds or debentures of all or any of the funds or property of the GRFU whether or not including any floating charge of the whole or part of the undertaking property and assets of the GRFU both present and future.
 - 4.2.2 At the time of any borrowing the sum of the amount then remaining undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed 100,000 pounds or such sum as the Members in General Meeting may from time to time determine.
 - 4.2.3 The rate of interest payable at the time the terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which in the opinion of the Executive Board represents the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time except that in the case of a mortgage loan the Executive Board may delegate the determination of the interest rate within specified limits to an Officer, Committee Member or Sub-Committee.
 - 4.2.4 The Executive Board may determine from time to time (subject to Rules 4.2.1, 4.2.2 and 4.2.3) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.
 - 4.2.5 No person lending money to the GRFU shall be concerned to see or enquire whether either of the limits imposed by Rule 4.2.2 or Rule 4.2.3 is exceeded at the time of the borrowing or issue and if either or both

of such limits were to be exceeded no borrowing incurred in excess of such limits shall be invalid unless such person had received express notice to this effect at the time of borrowing.

- 4.3 To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the GRFU or any of its subsidiaries or other persons or corporations in whose business or undertaking the GRFU is interested, or to whom or in respect of whom the GRFU has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the GRFU by a trust deed or other assurance.
- 4.4 To accept and grant sponsorship and franchises and make such arrangements in connection therewith as the Executive Board shall think fit.
- 4.5 To apply for and hold any licenses, consents, certificates, permissions, and approvals that may be required for or in connection with the activities of the GRFU and (among other things) to provide catering and such other facilities as the Executive Board shall consider desirable.
- 4.6 To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, the Game or any other sport or recreation.
- 4.7 To assist clubs in the playing of the Game and in the provision of playing facilities including (among other things) playing fields and sports accommodation.
- 4.8 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent, or educational fund, institution or organization, or any event or purpose of a public or general nature, the support of which will or may in the opinion of the Executive Board, directly or indirectly benefit or is calculated so to benefit the GRFU or its activities or its employees, ex-employees, players, former players, or their dependents.
- 4.9 To promote, arrange and organise leagues, competitions, and tournaments for and between clubs, or other playing opportunities as detailed in the Operating Procedures.
- 4.10 To engage such officials and employees upon such terms and at such remuneration as the Executive Board may deem appropriate, and to dismiss or retire any of them as may be necessary.

- 4.11 To provide pensions, insurances, and other benefits to employees or to ex-employees of the GRFU or the dependents and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes, or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.
- 4.12 To maintain bank accounts in credit or overdrawn on such terms as the Executive Board shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems whether pursuant to Rule 15.5 or otherwise.
- 4.13 To pass such resolutions, regulations and instructions which shall be binding on all Members as are considered necessary for the better management, organization, administration, and regulation of the GRFU.
- 4.14 To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the GRFU.

SECTION II – MEMBERSHIP

5. MEMBERS

- 5.1. The members of the GRFU 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 concerned
- 5.2 All members of the Committee excluding those members co-opted in accordance with the Operating Procedures shall be Members for such period as they are Committee Members.
- 5.3 Subject to Rule 5.2 the admission of Members shall be under the control of the Committee which shall from time to time determine the criteria and conditions applicable for the approval of membership.
- 5.4 The Committee shall have power to admit to membership of the GRFU: -
 - 5.4.1 A Club which is incorporated.
 - 5.4.2 The secretary (or subject to the approval of the Committee any other officer or official) as its nominee of a Club which is unincorporated.
 - 5.4.3 Individual Members

- 5.4.4 Life Members or other analogous categories approved by the Committee and detailed in the Operating Procedures.
- 5.5 Any association of persons of which the principal object is the playing of the Game and which desires to apply to be a Member or if unincorporated nominate a person to be a Member shall be proposed and seconded by two Clubs. Applications for membership may be submitted at any time.
- 5.6 Each Club which is in membership with the GRFU at the date these Rules take effect pursuant to Rule 26 shall be admitted to membership in accordance with Rule 5.4 and must immediately send a copy of its rules 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 a Member as its nominee must immediately following a change of its secretary notify the Company 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.
- 5.7 A Member may withdraw from the GRFU at any time by giving to the Company Secretary written notice of the intention so to do provided that the Member shall remain liable for all monies then due and owing to the GRFU.
- 5.8 A Club shall be liable to suspension or termination of its membership or privileges as the Committee may determine if: -
- 5.8.1 It shall not have paid its annual subscription by 1st December each year.
 - 5.8.2 It shall cease to satisfy the criteria and conditions for membership as determined by the Committee under rule 5.3
 - 5.8.3 It does not conform to any reasonable directive by the Committee as to its standards of play, administration or general behavior.
- 5.9 A Member shall be liable to termination or suspension of membership or to other appropriate punishment by the GRFU for any infringement of these Rules, any Regulation or any Rules or Regulations of the Union, the Laws of the Game or the World Rugby Regulations or any conduct prejudicial to the interests of the GRFU or the Game, and the GRFU 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 in the Operating Procedures and details thereof shall be kept by the Company Secretary and be available for inspection by the Members at all reasonable times.

- 5.10 A Member shall cease to be a Member: -
- 5.10.1 On resignation
 - 5.10.2 In the case of a corporate Member on ceasing to be corporate.
 - 5.10.3 On termination of membership by the Committee.
 - 5.10.4 On replacement as the nominee of a Club.

6. SHARE CAPITAL

- 6.1 The capital of the GRFU shall consist of shares of the value of £1 each
- 6.2 Every Member shall hold one share and no more in the capital of the GRFU.
No person who is not a Member shall be issued with a share.
- 6.3 Each Member of the GRFU at the date these Rules take effect pursuant to Rule 26 who or which is eligible to be a Member or to appoint its secretary as its nominee under Rule 5.6 shall be allotted one share in the name of the Member or the name of the Nominee as the case may be.
- 6.4 Any Member or nominee of a Club admitted to membership after the date on which these Rules take effect pursuant to Rule 26 shall be allotted one share on admission
- 6.5 In the case of every Club the share allotted to it, or its nominee, shall be paid up in full by applying one pound of the subscription next received from it after the date of admission to membership.
- 6.6 No share shall be held jointly, be withdrawable or subject to Rule 6.7 be transferable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share other than under the provisions of Rule 6.7 shall, if the Committee so decides, be deemed to have withdrawn from the GRFU as from the date of such transfer or attempted transfer.
- 6.7 Shares held by nominees of Clubs shall be transferable to succeeding nominees in such manner as the Committee may from time to time determine.
- 6.8 The share of a Member shall be forfeited to the GRFU when that Member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the GRFU.

- 6.9 The GRFU shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

SECTION III – GENERAL MEETINGS

7. GENERAL MEETINGS

- 7.1 All General Meetings shall be held at such location within the geographical region of the GRFU as the Executive Board may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.
- 7.2 The Chair of all such meetings shall be the President of the GRFU or if unavailable the Vice President or if unavailable a Member of the Committee appointed at the Meeting concerned to take the Chair for that Meeting.
- 7.3 Every Member shall be entitled to attend and vote at any General Meeting and in the case of a corporate Member its representative to attend and vote on its behalf at any General Meeting shall be appointed under the hands of two members of its committee and its secretary. The procedure for the casting of votes shall be determined by the Chair of the Meeting.
- 7.4 The quorum at any General Meeting shall be 20 Members.
- 7.5 If within thirty minutes after the time appointed for a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved, and in every other case it will stand adjourned to such other day and at such time and place, or be dissolved, as the Committee shall determine.
- 7.6 All resolutions shall be decided by a majority of votes recorded except where:
- - 7.6.1 these Rules provide for a special resolution which shall require a majority of at least two-thirds of the votes recorded or
 - 7.6.2 a resolution is put to an Annual General Meeting as contemplated by rule 8.1.7.2 in which case the provisions of the Act as to voting shall apply
- 7.7 A declaration by the Chair of a General Meeting to the effect that a particular resolution has been passed or not or passed by a particular majority or not shall (subject to the Act) be final and binding on all Members.

- 7.8 A General Meeting shall not be invalidated by reason only of any Member accidentally failing to receive a notice thereof or any accompanying document relating thereto.
- 7.9 The procedure for conduct of General Meetings shall be prescribed in the Operating Procedures and details thereof shall be kept by the Company Secretary and be available for inspection by Members at all reasonable times.
- 7.10 All Members have the right to appoint proxies to attend and vote on their behalf at any General Meeting. The appointment of a proxy shall be made on a proxy form sent to each Member with the notice of every General Meeting. Any Member wishing to appoint the chair of the Meeting as that Member's proxy must return the proxy form by 4pm on the last working day preceding the meeting to the GRFU.

Such proxy form must be produced to gain admission to and to entitle a person authorised to cast votes at the Meeting to do so and must be signed by (in the case of Individual Members) by the Individual Member himself or herself and (in the case of Corporate Members) by two persons duly authorised to sign on behalf of the Member concerned.

8. ANNUAL GENERAL MEETINGS

- 8.1 Not later than 31st July in every year a General Meeting shall be held (to be known as the Annual General Meeting) for the transaction of the following business:
- 8.1.1 To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting.
 - 8.1.2 To receive and approve a report from the Executive Board on the affairs of the GRFU since the previous Annual General Meeting.
 - 8.1.3 To receive and approve a Financial Statement for the preceding financial year and where necessary in law or where the members require the Auditors' Report thereon.
 - 8.1.4 To elect the Officers for the ensuing year.
 - 8.1.5 To confirm any election of Life Members made by the Committee during the preceding year.

- 8.1.6 To elect Members of the Committee for the ensuing year
- 8.1.7 Where necessary in law or where the members require:
 - 8.1.7.1 To appoint the Auditors for the ensuing year or
 - 8.1.7.2 To consider a resolution disapplying the provisions of the Act relating to the obligation to appoint Auditors
- 8.1.8 To consider as a special resolution any addition or alteration to these rules duly proposed in accordance with Rule 8.5
- 8.1.9 To consider any other motion or business duly proposed in accordance with Rule 8.5
- 8.1.10 To consider any other business of which due notice shall have been given.
- 8.1.11 To hear any other relevant matter for the consideration of the Committee during the ensuing year, but on which no voting shall be allowed.
- 8.2 Notice of every Annual General Meeting stating the date, time and venue of such Meeting shall be sent to all Members so as to be received not less than two clear weeks prior to the date of the Meeting with the agenda of the business to be considered thereat and with a copy of the GRFU's Financial Statement for the preceding financial year.
- 8.3 The election of the Officers shall be subject to the following provisions:
 - 8.3.1 Any Member shall have the right to make nominations, with the written consent of a candidate, for election to any one or more of the offices named in or created under the provisions of Rule 12.
 - 1. Such nominations must be sent in accordance with the provisions laid out in the Operating Procedures. The Executive Board shall also have the right to make nominations for the election of Officers.
 - 8.3.2 The election of each Officer shall be decided by a majority of votes recorded.
 - 8.3.3 In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall immediately be held between those candidates for whom the votes cast are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time

shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the office concerned for the ensuing year.

8.4 The election of Committee Members shall be subject to the following provisions:

8.4.1 Any Member shall have the right to make not more than one nomination, with the written consent of the candidate, for election as one of the Committee Members provided for in Rule 13.1(b) Such nominations must be sent in accordance with the provisions laid out in the Operating Procedures. The Executive Board shall also have the right to make nominations for the election of Committee Members without restriction on the number of nominations.

8.4.2 The election of Committee Members shall be decided by a majority of votes recorded.

8.4.3 In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the Committee a further election shall immediately be held for the last seat or seats between those candidates for whom the votes cast for such seat or seats are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holders of the last seat or seats on the Committee for the ensuing year.

8.5 Proposals for additions or alterations to the Rules or for any other motion to be submitted to an Annual General Meeting shall be subject to the following provisions:

8.5.1 Any proposal shall be submitted in accordance with the provisions laid out in the Operating Procedures.

8.5.2 Copies of all such proposals and copies of all proposals put forward by the Committee shall be sent to all Members with the notice of the Annual General Meeting.

8.5.3 Amendments to any proposal notified to Members under Rule 8.5.2 shall be sent in writing so as to reach the Company Secretary duly

proposed and seconded not less than twenty-four hours before the time for which the Annual General Meeting is convened.

- 8.5.4 Amendments duly received in accordance with Rule 8.5.3 shall be added to the agenda by the Chair of the Annual General Meeting.

9. SPECIAL GENERAL MEETINGS

- 9.1 The Committee may convene at any time a Special General Meeting by giving to all Members two clear weeks written notice thereof stating the date, time, and venue thereof and the resolution or resolutions to be moved or other business to be transacted thereat.

- 9.1.1 Amendments to any resolution proposed by the Committee shall be submitted in writing to the Company Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.5.3 for an Annual General Meeting.

- 9.1.2 Amendments duly received in accordance with Rule 9.1.1 shall be added to the agenda by the Chair of the Special General Meeting.

- 9.2 The Executive Board shall also convene a Special General Meeting on receipt by the Company Secretary of a written requisition so to do, duly signed by not less than 20 Members. Each requisition must clearly state the specific resolution to be moved.

- 9.2.1 Two clear weeks notice of such a Meeting stating the date, time, and venue thereof and the specific resolution to be moved thereat shall be sent to all Members by the Company Secretary within 14 days of the receipt of the requisition.

- 9.2.2 Amendments to such a resolution shall be submitted in writing to the Company Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.5.3.

- 9.2.3 Amendments duly received in accordance with Rule 9.2.2 shall be added to the agenda by the Chair of the Special General Meeting.

10. RULES

- 10.1 No new Rule shall be made, nor shall any Rule be amended or rescinded, except by a special resolution passed at an Annual General Meeting in

accordance with Rule 8.5 or at a Special General Meeting convened by the Committee in accordance with Rule 9.1.

- 10.2 The Company Secretary shall register in accordance with the Act any new Rule or amendment to these Rules and no new Rule or amendment to the Rules shall be valid until so registered.
- 10.3 A copy of the Rules shall be available on the GRFU's official website or equivalent.

SECTION IV – EXECUTIVE BOARD, OFFICERS AND COMMITTEE

11 POWERS AND DUTIES OF THE EXECUTIVE BOARD

- 11.1 The affairs of the GRFU shall be administered by the Executive Board which shall exercise all the powers of the GRFU expressed in Rule 4 and without limiting the generality thereof.
- 11.2 The Executive Board shall not exercise any of its powers in any way, or for any purpose inconsistent with the objects of the GRFU or policies of the Committee made under these Rules.
- 11.3 The Fiduciary duties owed by the Executive Board shall be those which would be owed by a Board of Directors were the GRFU a private limited liability company registered under the Companies Act 2006.
- 11.4 The Executive Board shall ensure that the Committee is provided with regular reports in sufficient detail for the Committee to fulfill its responsibility to hold the Executive Board to account for the management of the affairs of the GRFU.
- 11.5 The Executive Board shall comprise:
- (a) the Officers
 - (b) the Chairs of Standing Committees as defined in the Operating Procedures
 - (c) the Representatives of the GRFU to the Union
 - (d) such additional members approved by the Committee, subject to the maximum size of the Executive Board being limited to 12 persons.

Attendance in a non-voting capacity at Executive Board meetings is in accordance with the Operating Procedures.

11.6 The procedure for the conduct of meetings of the Executive Board shall be prescribed in the Operating Procedures and details thereof shall be kept by the Company Secretary and be available for inspection by Members at all reasonable times.

11.7 References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the Executive Board shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Executive Board or (b) a resolution of the relevant Standing Committee where the power to act or authority being exercised has been delegated by the Executive Board to a Standing Committee or (c) the relevant Officer where that power or authority has been delegated by the Executive Board to an Officer.

11.8 The Committee or the Members shall have the power to remove:

- (a) An Officer, or
- (b) A Standing Committee Chair, or
- (c) An Executive Board Member appointed by the Committee

provided that a two-thirds majority of Committee Members at a Committee Meeting (or Members at a Members' Meeting, as the case may be) agree.

11.9 The quorum for a meeting of the Executive Board shall be one half of its members. Procedure for calling and conducting meetings is defined in the Operating Procedures.

12 OFFICERS

12.1 The Officers of the GRFU shall be a President, a Chair, a Company Secretary, an Honorary Treasurer and such other Officers as the GRFU may in General Meeting from time to time determine.

12.2 The Officers of the GRFU shall be elected at each Annual General Meeting in accordance with Rule 8.3.

12.3 Each Officer on election at an Annual General Meeting shall hold office from the end of that Meeting until the end of the next Annual General Meeting but shall be eligible for re-election from year to year.

- 12.4 If any such offices shall fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Committee for the period of the vacancy.
- 12.5 The role and responsibilities of the Officers is defined in the Operating Procedures
- 12.6 If so determined in General Meeting an individual may be appointed to fill two Officer roles but no more than two.

13 COMMITTEE

- 13.1 The Committee shall consist of:
 - (a) The Officers
 - (b) A number of Members, determined from time to time by the GRFU in General Meeting, duly elected in accordance with Rule 8.4. A Member of the Committee shall hold office from the end of the Annual General Meeting at which they are elected until the end of the Annual General Meeting three years hence, and shall be eligible for further re-election. A Member so elected may only serve a maximum of nine consecutive years, or eighteen years in total if a break of at least one year is taken. The number of members of the Committee, when added to the number of Life Members, should not exceed the number of Clubs eligible to vote in General Meeting.
- 13.2 The quorum at any meeting of the Committee shall be Twelve (or such other number as may be determined from time to time by the GRFU in General Meeting) and the Member elected to take the Chair shall be entitled to exercise a second or casting vote.
- 13.3 If a vacancy shall occur for an elected Member of the Committee between one Annual General Meeting and the next such vacancy shall be filled by the Committee.
- 13.4 If a Member of the Committee shall commit an offence under Rule 5.9 or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such Member's property such Member shall thereupon cease to be a Member of the Committee.
- 13.5 Committee Members shall receive no remuneration for serving on the Committee other than the payment of authorised expenses for carrying out their duties.

14 PATRONS

The Committee may appoint Patrons of the GRFU. Such Patrons shall not be Members of the GRFU and shall not have the right of voting at General Meetings but will have such rights and obligations as are defined in the Operating Procedures. Other forms of membership or affiliation without voting rights can be defined in the Operating Procedures.

SECTION V – FINANCE

15 GRFU FINANCE

- 15.1 The GRFU's income shall be obtained annually from the subscriptions of Members, from investments and securities, from gate monies and ticket receipts from matches arranged by the GRFU, from sponsorship, from donations or legacies and from any other available source.
- 15.2 The profits of the GRFU shall be applied only in furthering the objects of the GRFU.
- 15.3 The GRFU shall not have power to receive money on deposit from Members or others.
- 15.4 A Financial Statement of the GRFU's affairs shall be made up to 30 June in each year (or such other date as may be determined from time to time by the GRFU in General Meeting) and shall be signed by the Honorary Treasurer, the Company Secretary and one other Member of the Executive Board. An audit where necessary in law or, where the membership require shall be carried out by a registered auditor or, where the conditions applicable for appointing lay auditors apply, by 2 or more lay auditors and a copy of the signed Financial Statement, together with any Auditors' report thereon, shall be sent to each member with the notice calling an Annual General Meeting.
- 15.5 The GRFU may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the GRFU. In furtherance of such a scheme the GRFU may enter into an indemnity required by the bank upon whom direct debits are to be originated and such indemnity may be executed

on behalf of the GRFU by the Company Secretary or as otherwise determined pursuant to these Rules.

16 MATCH TICKETS

- 16.1 Tickets for matches arranged by the GRFU shall be under the control of the Executive Board and shall be sold at prices fixed by the Executive Board (without any provision for repurchase by the GRFU) or as the Executive Board may direct, and the Executive Board shall allocate such tickets on an equitable basis.
- 16.2 The Executive Board shall have power to issue such season and other tickets, on such terms, with such privileges and to such persons as it may from time to time determine.

17 AUDITORS

- 17.1 The provisions of the Act relating to the appointment, powers, rights, remuneration, responsibilities, and duties of the Auditors shall be complied with.
- 17.2 The Auditors where appointed shall be entitled to attend any General Meeting and to receive all notices of and other communications relating thereto which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business which concerns them as auditors.

18 FINANCIAL OBLIGATIONS OF CLUBS

- 18.1 Each Club shall by 1st October in each year pay to the GRFU such annual subscription and such other amounts as the Committee may from time to time determine.
- 18.2 Each Club is required to comply with the regime for monitoring the financial viability of clubs set out in the Operating Procedures.

SECTION VI - STATUTORY PROCEDURES

19 REGISTERED OFFICE

- 19.1 The registered office of the GRFU shall be at 3 The Courtyard, Woodlands, Bradley Stoke, Bristol BS32 4NQ, or at such other location in England as the Committee may from time to time otherwise determine.

- 19.2 Notice of any change in the situation of the registered office shall be given by the Company Secretary to the Registrar within fourteen days after the change.

20 USE OF NAME OF THE GRFU

- 20.1 The name shall be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the GRFU are carried on.
- 20.2 The name shall be stated in legible characters in all business letters of the GRFU, in all notices, advertisements and other official publications of the GRFU, in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the GRFU and in all bills, invoices, receipts and letters of credit of the GRFU.
- 20.3 Save with the authority of the Executive Board, the name of the GRFU shall not at any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that Member in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of the GRFU, the Executive Board or the Committee.

21 SEAL

The GRFU shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Company Secretary and shall be used only under the authority of the Committee which may determine who shall countersign any instrument to which the seal is affixed and unless otherwise so determined it shall be countersigned by any two of the Officers.

22 REGISTER OF MEMBERS

- 22.1 The GRFU shall keep at its registered office a Register of Members and Officers in which the Company Secretary shall enter the following particulars:
- 22.1.1 The name and address of each Member and where a Member is a nominee the name of the Club making the nomination shall be noted against the name of the Member.

- 22.1.2 A statement of the share held by each Member and the amount paid therefor.
 - 22.1.3 A statement of other property, if any, in the GRFU held by each Member whether in loans or otherwise.
 - 22.1.4 The date on which each Member was entered in the Register as a Member and the date on which a Member ceased to be a Member.
 - 22.1.5 The names and addresses of the Officers of the GRFU with the offices held by them respectively and the date on which they assumed and left office.
- 22.2 The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 22.1.1, 22.1.4, and 22.1.5 without also opening to inspection the other particulars entered in the Register.

23 INSPECTION OF BOOKS

All Members and persons having an interest in the funds of the GRFU shall be allowed to inspect their own accounts and the particulars entered in the Register of Members and Officers other than those entered under Rules 22.1.2 and 22.1.3 at all reasonable hours at the registered office of the GRFU subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

24 ANNUAL RETURN

- 24.1 Every year not later than the date provided by the Act or where the return is made up to the date allowed by the Registrar not later than seven months after such date the Company Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the GRFU for the period required by the Act to be included in the return together with a copy of the Financial Statement of the GRFU with the Report of the Auditors where applicable thereon for the period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors where applicable on that balance sheet.

24.2 A copy of the latest annual return shall be supplied free of charge on demand to every member or other person interested in the funds of the GRFU.

25 PUBLICATION OF ACCOUNTS

The GRFU shall keep a copy of the last balance sheet for the time always available in a conspicuous place at its registered office.

26 REGISTRATION

These Rules shall take effect on and from the date of their registration pursuant to and in accordance with the provisions of the Act.

27 DISSOLUTION

In the event of it becoming necessary for the Members to discontinue the activities of the GRFU and to dissolve the GRFU under the provisions of the Act, its funds and property shall be appropriated or divided amongst the Members in such manner as the Committee consider to be fair and reasonable.

SECTION VII – GENERAL

28 CONTINUITY

For the avoidance of doubt every Member of the GRFU who at the date these Rules take effect pursuant to Rule 26 holds office or position in any capacity in the GRFU (including the position of Vice-Presidents and/or patrons) shall continue to hold the same office or position following registration. Such Members shall have the same seniority, dates of appointment, dates of retirement and the like after registration as before registration, subject only to such changes as are necessary by virtue of these Rules. The Trustees under the former Rules of the GRFU shall, until they have fully discharged their duties, remain as Trustees upon those of the former Rules which relate to Trustees, varied only insofar as these Rules necessarily require.

29 INDEMNITY

Each Officer (including under the former Rules of the GRFU the Trustees) and employee from time to time of the GRFU and each person who was or is from time to time a Member of the Committee or any Sub-Committee shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to the GRFU which may lawfully be so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the GRFU or in relation thereto, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an Officer or employee or as a Member of the Committee or any Sub-Committee as the case may be.

30 NOTICES

Any notice or other communication or document sent by first class post to a Member, Officer or Member of the Committee shall be treated as having been given twenty-four hours after the time when it was posted. Notice given by e-mail, or other electronic method allowed by Operating Procedures, shall be treated as received at 9:00 a.m. on the next business day.

31 ARBITRATION

Every dispute of the type specified in the Act or any amendment, modification or re-enactment thereof (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single arbitrator (pursuant to the Arbitration Act for the time being in force) to be appointed in default of agreement between the parties to the dispute by the President (or failing whom one of the other office holders) for the time being of the Union.

32 INTERPRETATION

Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or on any matter not provided for therein shall be decided by the Chair of a General Meeting at such Meeting or by the Committee in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

33 OPERATING PROCEDURES

The Operating Procedures will be agreed by the Executive Board on a regular basis and confirmed annually by the Committee. The regulations will cover

- (a) The structure and workings of Standing Committees, sub-committees and other functional groups.
- (b) Duties and Responsibilities of Officers.
- (c) Procedures for the calling of meetings and other matters pertaining to compliance with the Act.
- (d) Procedures to ensure compliance with any applicable legislation or statement of best practice.
- (e) A structure to ensure that volunteers and employees know their own rights and responsibilities, are treated fairly and are not subjected to bullying, harassment or discrimination of any kind.
- (f) All other matters not defined within these Rules

Should a conflict exist between the Rules and the Operating Procedures, the Rules shall have precedence.

34 SCHEDULE OF DEFINITIONS

"the Act"	means the Co-operative and Community Benefit Societies Act 2014 and any subsequent Acts governing or otherwise affecting societies registered under that act.
"Auditors"	means the auditors of the GRFU for the time being.
"Club"	means a club admitted into membership of the GRFU in accordance with these Rules and it includes any union, league, combination or association of such clubs authorised under Rule 5.5 and thereafter admitted into membership.
"Committee"	means the committee designated in Rule 13 and "Committee Member" or "Member of the Committee" means a member of the Committee for the time being and shall include a person co-opted under Rule 11.2.
"Executive Board"	means the committee which is appointed in accordance with Rule 11.5 to manage the affairs of the GRFU
"Financial Statement"	means a Balance Sheet together with a Statement of Accounts showing Income and Expenditure.
"Game"	means the game of rugby union football.
"General Meeting"	means a general meeting of Members
"GRFU"	means Gloucestershire Rugby Football Union Ltd
"Life Member"	means persons in recognition of outstanding service to the GRFU, nominated by the Committee or elected by the Members at a General Meeting
"Company Secretary"	means the Secretary of the GRFU for the purposes of the Act.

"Individual Members"	means Volunteers who are elected to membership of the GRFU by the Committee, having first been proposed and seconded by two existing individual members.
"World Rugby"	means the World Governing Body of the Game which at the date of the adoption of these Rules is World Rugby of which the Union is a member.
"World Rugby Regulations"	means the Resolutions and Regulations relating to the Game promulgated by World Rugby from time to time.
"Laws of the Game"	means the laws promulgated by World Rugby from time to time according to which the Game is played throughout the world.
"Member"	means a member of the GRFU entitled to vote at a General Meeting.
"Non-Voting Member"	means persons with limited membership rights as prescribed by the Committee, such as Patron Members. Such persons do not hold a Share by virtue of their status as Non-Voting Members.
"Officers"	means the officers designated in Rule 12.
"Operating Procedures"	means the Regulations relating to the day to day conduct of the Constituent Bodies affairs.
"Registration Authority"	means the Financial Conduct Authority, (company number 01920623) of 25 The North Colonnade, Canary Wharf, London E14 5HS, or such other body appointed to carry out its function as registration authority of the GRFU
"Regulation"	means a resolution, regulation or instruction made in accordance with Rule 4.13
"Representative(s)"	means the representative(s) elected by the Members to represent the GRFU on the Council of the Union in accordance with the Rules of the

Union for the time being registered with the Registrar.

"Rules" means the Rules of the GRFU for the time being registered with the Registration Authority.

"Union" means the Rugby Football Union