

Register No. 28939R

**RULES OF
STAFFORDSHIRE
RUGBY UNION LIMITED**

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

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I. NAME, OBJECTS & POWERS

1 NAME

The Society shall be called the "Staffordshire Rugby Union Limited".

2 DEFINITIONS

2.1 Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 33 shall bear the meanings given to them therein.

3 OBJECTS

The objects of the Constituent Body shall be:

3.1 To administer the Game in the County of Staffordshire (as recognised prior to the reorganisation of Local Government in 1971) ("the County") on behalf of the Union.

3.2 To help Clubs to develop to their maximum potential.

3.3 To promote, encourage and extend the Game throughout the County including (but not limited to) its development in Clubs and Schools and at all youth levels and the recruitment and training of coaches and referees.

3.4 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.

3.5 To arrange and undertake representative and other matches as the Committee may decide.

4 POWERS OF THE CONSTITUENT BODY

To further its objects the Constituent Body shall have the power to do all such things as are incidental or conducive to the objects of the Constituent Body 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 Constituent Body for the objects of the Constituent Body in such manner as shall be considered by the Committee 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,

repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Committee to be necessary or expedient for the purposes of the Constituent Body 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 Constituent Body or any of them as the Committee 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 Constituent Body whether or not including any floating charge of the whole or part of the undertaking property and assets of the Constituent Body 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 Committee 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 Committee may delegate the determination of the interest rate within specified limits to an Officer, Committee Member or Sub-Committee.
- 4.2.4 The Committee 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 Constituent Body 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 Constituent Body or any of its subsidiaries or other persons or corporations in whose business or undertaking the Constituent Body is interested, or to whom or in respect of whom the Constituent Body 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 Constituent Body 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 Committee shall think fit.
- 4.5 To apply for and hold any licences, consents, certificates, permissions and approvals that may be required for or in connection with the activities of the Constituent Body and (among other things) to provide catering and such other facilities as the Committee 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 organisation, or any event or purpose of a public or general nature, the support of which will or may in the opinion of the Committee, directly or indirectly benefit, or is calculated so to benefit, the Constituent Body 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.
- 4.10 To engage such officials and employees upon such terms and at such remuneration as the Committee 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 Constituent Body or the dependants 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 Committee 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, organisation, administration and regulation of the Constituent Body.
- 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 Constituent Body.

II MEMBERSHIP

5 MEMBERS

- 5.1 The Members of the Constituent Body 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 shall be entered against the name of the Member concerned.
- 5.2 All Members of the Committee excluding those members co-opted under Rule 11.2 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 Constituent Body:-
 - 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.
- 5.5 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 Constituent Body 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 Honorary 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 Constituent Body at any time by giving to the Honorary 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 Constituent Body.
- 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 November 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 behaviour.
- 5.9 A Member shall be liable to termination or suspension of membership or to other appropriate punishment by the Constituent Body 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 Constituent Body or the Game, and the Constituent Body 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 this exercise of this power shall be prescribed by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by the Members at all reasonable time.
- 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 Constituent Body 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 Constituent Body. No person who is not a Member shall be issued with a share.
- 6.3 Each Member of the Constituent Body 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 Constituent Body 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 Constituent Body 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 Constituent Body.
- 6.9 The Constituent Body shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

III GENERAL MEETINGS

7 GENERAL MEETINGS

- 7.1 All General Meetings shall be held at such location within the geographical region of the Constituent Body or an electronic meeting using video software if circumstances so require, as the Committee may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.
- 7.2 The Chairman of all such meetings shall be the Chairman of the Constituent Body 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 Chairman 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 Chairman 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 by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.

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 Committee on the affairs of the Constituent Body since the previous Annual General Meeting.
 - 8.1.3 To elect the Officers for the ensuing year'
 - 8.1.4 To elect Vice-Presidents.
 - 8.1.5 To elect Members of the Committee for the ensuing year
 - 8.1.6 To consider as a special resolution any addition or alteration to these rules duly proposed in accordance with Rule 8.5.
 - 8.1.7 To consider any other motion or business duly proposed in accordance with Rule 8.5
 - 8.1.8 To consider any other business of which due notice shall have been given.
 - 8.1.9 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

- 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 writing to reach the Honorary Secretary by 31st May. The Committee 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 13.1.2. Such nominations must be sent in writing so as to reach the Honorary Secretary by 31st May. The Committee 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 writing to the Honorary Secretary by 31st May duly proposed by the Committee or by one Member and seconded by another.
 - 8.5.2 Copies of all such proposals 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 Honorary 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 Chairman 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 Honorary 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 Chairman of the Special General Meeting.
- 9.2 The Committee shall also convene a Special General Meeting on receipt by the Honorary 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 Honorary Secretary within 28 days of the receipt of the requisition.

9.2.2 Amendments to such a resolution shall be submitted in writing to the Honorary 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 Chairman 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 Honorary 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 delivered by the Honorary Secretary to any person on demand on payment of such sum (not exceeding five pounds) as may from time to time be determined by the Committee.

IV OFFICERS AND COMMITTEE

11 POWERS OF THE COMMITTEE

The affairs of the Constituent Body shall be administered by the Committee which shall exercise all the powers of the Constituent Body expressed in Rule 4 and without limiting the generality thereof:

11.1 The Committee shall have power to appoint such Sub-Committees as are considered necessary to deal with the affairs of the Constituent Body.

11.1.1 The Committee shall determine the composition, powers and terms of reference of each Sub-Committee.

11.1.2 The Chairman of any Sub-Committee shall have a second or casting vote, and the quorum necessary for the transaction of business by a Sub-Committee shall be one-third of its appointed members or as the Committee may determine.

11.1.3 A Sub-Committee may exercise the power of co-option subject to the provisions of Rule 11.2.

- 11.2 The Committee shall have power to co-opt additional members to serve on it provided that the number of such co-opted members shall not exceed twenty-five per cent of the number of members elected to hold office on the Committee (the Officers and the Representative(s) for the purposes of this computation being deemed to be elected members) and to approve the co-option of additional members to serve on any Sub-Committee, in both cases either for general or special service and with or without voting rights.
- 11.3 The Committee shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Constituent Body.
- 11.4 The procedure for the conduct of meetings of the Committee shall be prescribed by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.
- 11.5 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 Committee 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 Committee or (b) a resolution of the relevant Sub-Committee where the power to act or authority being exercised has been delegated by the Committee to a Sub-Committee or (c) the relevant Officer or Officers where that power or authority has been delegated by the Committee to an Officer or Officers.

12 **OFFICERS**

- 12.1 The Officers of the Constituent Body shall be a President, Chairman, an Honorary Secretary, an Honorary Treasurer and such other persons as the Constituent Body may in General Meeting from time to time determine.
- 12.2 The Officers of the Constituent Body 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 Committee shall empower the Officers to do whatever is necessary as the Committee shall from time to time determine provided that the actions of the Officers are always consistent with the objectives of the Constituent Body.

13 COMMITTEE

- 13.1 The Committee shall consist of:

13.1.1 The Officers and the Vice President

13.1.2 Seven members (or such other number not exceeding twenty as may be determined from time to time by the Constituent Body 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 he is elected until the end of the following Annual General Meeting and shall be eligible for re-election from year to year.

13.1.3 The Clubs Representative on the RFU Council shall hold office during the period of time that the representative holds the position of Clubs Representative.

- 13.2 The Chairman of all Committee Meetings shall be the Chairman of the Constituent Body or if unavailable the President or if unavailable a Member of the Committee appointed at the Meeting concerned to take the Chair for that Meeting.

- 13.3 The quorum at any meeting of the Committee shall be seven (or such other number as may be determined from time to time by the Constituent Body in General Meeting) and the Chairman of the meeting in accordance with Rule 13.2 shall be entitled to exercise a second or casting vote.

- 13.4 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.

- 13.5 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.

- 13.6 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 Constituent Body. Such Patrons shall not be Members of the Constituent Body and shall not have the right of voting at General Meetings.

but will have such rights as the Committee may decide and will pay an annual subscription as fixed by the Committee.

V FINANCE

15 CONSTITUENT BODY FINANCE

- 15.1 The Constituent Body'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 Constituent Body, from sponsorship and from any other available source.
- 15.2 The profits of the Constituent Body shall be applied only in furthering the objects of the Constituent Body.
- 15.3 The Constituent Body shall not have power to receive money on deposit from Members or others.
- 15.4 A Financial Statement of the Constituent Body'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 Constituent Body in General Meeting) and shall be signed by the Honorary Treasurer, the Honorary Secretary and one Member of the Committee. 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 printed copy of the signed Financial Statement, together with the Auditors' report thereon, shall be sent to each member with the notice calling a Special General Meeting at the September date of the Joint Staffordshire Clubs meeting to approve and adopt the Accounts.
- 15.5 At this SGM where necessary in law or where the Members require:
- 15.5.1 To appoint the Auditors for the ensuing year or
- 15.5.2 To consider a resolution disapplying the provisions of the Act relating to the obligation to appoint Auditors.
- 15.6 The Constituent Body 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 Constituent Body. In furtherance of such a scheme the Constituent Body 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 Constituent Body by the Honorary Secretary or as otherwise determined pursuant to these Rules.

16 MATCH TICKETS

- 16.1 Tickets for matches arranged by the Constituent Body shall be under the control of the Committee and shall be sold at prices fixed by the Committee (without any provision for repurchase by the Constituent Body) or as the Committee may direct, and the Committee shall allocate such tickets on an equitable basis.
- 16.2 The Committee 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 Constituent Body such annual subscription and such other amounts as the Committee may from time to time determine.
- 18.2 On or before 31st December each year a properly prepared Financial Statement for the previous season shall be sent by each Club for examination by the Committee. Such financial statement shall be audited or inspected in accordance with the Rules of the Union.

VI STATUTORY PROCEDURES

19 REGISTERED OFFICE

- 19.1 The registered office of the Constituent Body shall be at 22 Cardington Close, Seabridge, Newcastle under Lyme, Staffordshire. ST5 3LJ 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 Honorary Secretary to the Registrar within fourteen days after the change.

20 **USE OF NAME OF THE CONSTITUENT BODY**

- 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 Constituent Body are carried on.
- 20.2 The name shall be stated in legible characters in all business letters of the Constituent Body, in all notices, advertisements and other official publications of the Constituent Body, 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 Constituent Body and in all bills, invoices, receipts and letters of credit of the Constituent Body.
- 20.3 Save with the authority of the Committee, the name of the Constituent Body 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 Constituent Body or the Committee.

21 **SEAL**

The Constituent Body shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Honorary 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 Constituent Body shall keep at its administration office a Register of Members and Officers in which the Honorary 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 Constituent Body 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 Constituent Body 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 Constituent Body 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 administration office of the Constituent Body 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 Honorary Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the Constituent Body for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Constituent Body 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 Constituent Body.

25 **PUBLICATION OF ACCOUNTS**

The Constituent Body shall keep a copy of the last balance sheet for the time being together with the Report made by the Auditors, where applicable, thereon always hung up in a conspicuous place at its administration 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 Section 2 of the Industrial and Provident Societies Act 1965

27 **DISSOLUTION**

In the event of it becoming necessary for the Members to discontinue the activities of the Constituent Body and to dissolve the Constituent Body under the provisions of the Act, its surplus funds and property shall, after the satisfaction of all its debts and liabilities, at the discretion of the Committee, be given or transferred to the Members in such manner as the Committee and Members consider to be fair and reasonable.

VII. GENERAL

28 **CONTINUITY**

For the avoidance of doubt every Member of the Constituent Body who at the date these Rules take effect pursuant to Rule 26 holds office or position in any capacity in the Constituent Body (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 Constituent Body 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 Constituent Body the Trustees) and employee from time to time of the Constituent Body 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 Constituent Body 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 Constituent Body 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 email, other electronic means or 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 sent by email, other electronic means or posted.

31 **ARBITRATION**

Every dispute of the type specified in Part 11 (137-140) of the Co-operative and Community Benefit Societies Act 2014 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 at 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 Chairman of a General Meeting in accordance with Rule 7.2 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

SCHEDULE OF DEFINITIONS

"the Act"	means the Industrial and Provident Societies Acts 1965/1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies.
"Auditors"	means the auditors of the Constituent Body for the time being.
"Club"	means a club admitted into membership of the Constituent Body in accordance with the Rules of the Constituent Body.
"Constituent Body"	means Staffordshire Rugby Union Limited
"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.
"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.
"Honorary Secretary"	means the Honorary Secretary of the Constituent Body for the time being.
"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 the World Rugby from time to time.
"Laws of the Game"	means the laws promulgated by the World Rugby from time to time according to which the Game is played throughout the world.
"Member"	means a member of the Constituent Body.
"Officers"	means the officers designated in Rule 12.
"Registrar"	means the Chief Registrar and Assistant Registrars for England in the Central Office of the Registry of Friendly Societies.
"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 Constituent Body 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 Constituent Body for the time being registered with the Registrar.
"Union"	means Rugby Football Union

SIGNATURES

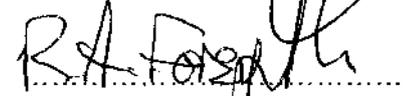
MEMBER R. J. Websdale
(SECRETARY)

Signature

Handwritten signature of R. J. Websdale in cursive, written on a dotted line.

MEMBER R. A. Forsyth

Signature

Handwritten signature of R. A. Forsyth in cursive, written on a dotted line.

MEMBER M. Procter

Signature

Handwritten signature of M. Procter in cursive, written on a dotted line.

MEMBER R. Davies

Signature

Handwritten signature of R. Davies in cursive, written on a dotted line.

