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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

NORTHUMBERLAND RUGBY FOOTBALL UNION LIMITED

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

NORTHUMBERLAND RUGBY FOOTBALL CLUB LIMITED

PART 1.

DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. **Defined Terms**

1.1. In these Articles, unless the context requires otherwise:

1. **2006 Act** means the Companies Act 2006 as modified by statute or re-enacted from time to time.
2. **Articles** means these Articles of Association, as may be amended from time to time.
3. **bankruptcy** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
4. **Board** means the Board of Directors of the Northumberland Rugby Football Union established from time to time in accordance with Articles 19 - 22, the members of which are the directors of the company for the purposes of the 2006 Act.
5. **Chairman** means the person elected from time to time in accordance with Article 19 as the chairman of the Northumberland Rugby Football Union Limited and of the Board of Directors.
6. **chairman of the meeting** means the person who chairs a General Meeting in accordance with Article 29.
7. **clear days** means a period of days exclusive of the day on which a notice is served and of the day for which it is given.
8. **Club in Membership** means a rugby club which is a member of the Constituent Body either at the time of incorporation or subsequent admission in accordance with Article 23.
9. **Club Representative** means the individual who is nominated by a Club in Membership to exercise the rights and privileges of membership on behalf of that club.
10. **Constituent Body** means the above named company.
11. **director** means a director of the Constituent Body, and includes any person occupying the position of director, by whatever name called.
12. **Directorate** means an area of the work of the CB for which an individual Director has lead responsibility and in respect he may exercise powers delegated by the Board.

13. **document** includes, unless otherwise specified, any document sent or supplied in electronic form.
14. **Elected Director** means a director elected in accordance with Articles 16 and 21.
15. **electronic form** has the meaning given in Section 1168 of the 2006 Act.
16. **Game** means the game of rugby union football.
17. **general meeting** means an annual general meeting or other general meeting of the Constituent Body.
18. **hard copy form** has the meaning given in Section 1168 of the 2006 Act.
19. **[Honorary] Secretary** means the Secretary of the Constituent Body elected from time to time in accordance with Article 20 and who shall also be the company secretary for the purposes of the 2006 Act.
20. **Individual Members** means persons admitted to membership of the Constituent Body in accordance with Article 23.
21. **Life Member** means a member who is appointed as a life member in accordance with Rules made pursuant to Article 38.
22. **members** means the persons or bodies admitted to the membership of the Constituent Body in accordance with Article 23 and any Rules from time to time in force.
23. **Non-Voting Members** means all members of the Constituent Body other than the Voting Members and who shall not be members for the purposes of the 2006 Act.
24. **ordinary resolution** has the meaning given in Section 282 of the 2006 Act.
25. **RFU** means the Rugby Football Union (a society registered under the Co-operative and Community Benefit Societies Act 2014 with registered number 27981R which is the governing body of rugby union within England) of Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA.
26. **Rules** means the rules and regulations of the Constituent Body made in General Meeting in accordance with Article 38, as amended from time to time.
27. **special resolution** has the meaning given in Section 283 of the 2006 Act.
28. **website** means the official website of the Constituent Body.
29. **Voting Members** means all members, clubs or other bodies entitled to attend and vote at general meetings in accordance with these Articles or Rules made pursuant to them.
30. **World Rugby** means the world Governing Body of the Game which at the date of incorporation is World Rugby (formerly known as the International Rugby Board) of which the Rugby Football Union is a member.

31. **writing** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
- 1.2. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.
- 1.3. Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

2. **Objects**

The core purpose for which the Constituent Body is established is to support the growth of the game in Northumberland by supporting the clubs, schools, universities, colleges and other educational establishments in membership by effective governance and administration.

To achieve this core purpose the Constituent Body undertakes tasks and supports activities provided by the RFU and other key partners in six key areas:

- i. the retention and development of current players;
 - ii. the recruitment of new players;
 - iii. the retention, development and recruitment of high quality coaches, volunteers and referees;
 - iv. the provision of effective and efficient facilities;
 - v. the provision of effective and efficient management, governance and administration.
 - vi. integration with the local community.
- (b) In pursuit of its core purpose the **objects** for which the Constituent Body is established are:
- 1.1. to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the former unincorporated association known as the Northumberland Rugby Union and to indemnify Northumberland Rugby Union, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Northumberland Rugby Union and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Northumberland Rugby Union and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
 - 2.2. to provide rugby union, social and other activities and generally to encourage and facilitate the playing of rugby football;
 - 2.3. to provide and maintain premises currently situated pursuant to a licence at its designated registered office.
 - 2.4. to offer such other benefits to its members as it shall think fit;

- 2.5. to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Constituent Body;
- 2.6. to comply with and uphold the rules and regulations of the RFU and World Rugby as amended from time to time and the rules and regulations of any body to which the RFU is registered or affiliated;
- 2.7. to acquire, establish, own, operate and turn to account in any way for the members' benefit the rugby union facilities of the Constituent Body together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- 2.8. to propose rules, regulations, bye-laws and standing orders concerning the operation of the Constituent Body including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- 2.9. to discipline the members where permitted by these Articles and the Rules and to refer its members to be disciplined by the RFU or the Constituent Body Disciplinary Panel (as appropriate) where so required by the rules and regulations of the RFU or the Constituent Body (as the case may be);
- 2.10. to make donations to or to offer support to rugby union clubs which are charities or community amateur sports clubs (CASCs);
- 2.11. to undertake and execute charitable trusts relating to the activities of the Constituent Body;
- 2.12. to obtain funding for the activities of the Constituent Body including, but not limited to, by collecting entrance fees, membership subscriptions, and match fees, by obtaining sponsorship and other available funding and through the sale of merchandise and other goods produced by the Constituent Body or related to the activities of the Constituent Body; and
- 2.13. to do all such other things as the Board thinks fit to further the interests of the Constituent Body or to be incidental or conducive to the attainment of its core purpose or all or any of the objects stated above.

3. **Powers**

- 3.1. The Constituent Body shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).
- 3.2. The income and property of the Constituent Body shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Constituent Body.
- 3.3. Nothing in Article 3.2 shall prevent the payment in good faith by the Constituent Body:
 - 3.3.1. to any Director, committee or sub-committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Constituent Body;

- 3.3.2. of interest on money lent by a member of the Constituent Body or its Directors at a commercial rate of interest;
 - 3.3.3. of reasonable and proper rent for premises demised or let by any member of the Constituent Body or by any Director;
 - 3.3.4. of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Constituent Body; or
 - 3.3.5. other payments as are permitted by these Articles.
- 3.4. For the avoidance of doubt, no Directors of the Constituent Body shall be paid a salary, bonus fee or other remuneration solely for acting in their capacity as a Director.

4. Liability of Members

- 4.1. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Constituent Body in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 4.2.
- 4.2. The items for which the members undertake to contribute are:
 - 4.2.1. payment of the Constituent Body's debts and liabilities contracted before he ceases to be a member;
 - 4.2.2. payment of the costs, charges and expenses of winding up; and
 - 4.2.3. adjustment of the rights of the contributories among themselves.
- 4.3. If upon the winding up or dissolution of the Constituent Body there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed to another organisation or organisations with similar objects to the RFU for use in community related rugby union activities.

PART 2. DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' General Authority

- 5.1. Subject to these Articles, any Rules made pursuant to them and the 2006 Act, the Board is responsible for the management of the Constituent Body's business, for which purpose it may exercise all the Powers of the Constituent Body.
- 5.2. In exercising the powers of the Constituent Body the Board must have regard to acts which are required by the 2006 Act, these Articles or any Rules made pursuant to Article 38 to be exercised or done by the Constituent Body in General Meeting subject to such Rules not being inconsistent with the provisions of the 2006 or these Articles.

5.3. No Rule made by the Constituent Body in General Meeting pursuant to Article 38 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

5.4. For the avoidance of doubt, nothing in these Articles should be interpreted as casting doubt on the statement that the sovereign body of the CB remains the Voting Members in General Meeting.

6. Directors' Powers of Delegation

6.1. Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles to such Director, other person or committee, by such means, to such an extent, in relation to such matters or territories and on such terms and conditions as it thinks fit.

6.2. All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

6.4. The Board may revoke any delegation in whole or part or alter its terms.

7. Committees

7.1. Committees or Directorates to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

7.2. The Board may make rules of procedure for all or any committees, or Directorates which prevail over Rules derived from these Articles if they are not consistent with them.

7.3. The quorum for meetings of any committee or sub-committee formed pursuant to the provisions of the Articles shall be not less than 50% of the persons entitled to attend and vote at such meetings.

DECISION MAKING BY DIRECTORS

8. Directors to Take Decisions Collectively

8.1. Issues arising for decision at meetings of the Board shall be determined by a simple majority members of the Board who are eligible to vote.

8.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

8.3. References in Article 8.2 to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

8.4. For the avoidance of doubt, only the Chairman, Secretary and Elected Directors are eligible to vote at meetings of the Board. Co-opted Non-Executive Directors, the President, the RFU Council Representative for the Constituent Body and other persons invited to attend

meetings of the Board on an ad hoc basis are not eligible to vote but may contribute by providing comment or advice to the Board.

- 8.5. A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

9. **Calling a Meeting of the Board**

- 9.1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each calendar year.

- 9.2. The Board shall report on their activities to the members at each General Meeting.

- 9.3. Any Director may require the Secretary to call a meeting of the Board by directing the Secretary to give such notice of the meeting to the Directors. Any such meeting should be called within 14 days of receipt of the direction by the Secretary.

- 9.3.1. Notice of any meeting of the Board must indicate its proposed date and time, where it is to take place; and if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 9.4. Notice of a meeting of the Board must be given to each Director but need not be in writing. A Director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

10. **Participation in Board Meetings**

- 10.1. Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when the meeting has been called and takes place in accordance with these Articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 10.2. In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other.

- 10.3. If all the Directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is located.

11. **Composition of the Board and Quorum**

- 11.1. The quorum for meetings of the Board may be fixed from time to time by a decision of the Directors, but it must never be less than 50% of the Directors entitled to vote at the meeting.

- 11.2. Subject to Article 11.3, the Board may act notwithstanding any vacancy in their body.

- 11.3. If the total number of directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

- 11.3.1. to fill a casual vacancy arising among the Directors in accordance with Article 22]; *or*

11.3.2. to call a General Meeting so as to enable the members to fill a casual vacancy arising among the Directors; or

11.3.3. to admit members to the Constituent Body.

12. **Chairing Board Meetings**

12.1. The Chairman shall be chairman of the Board. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present subject to a discretion to delegate the role for all or any part of such a meeting to another Director.

12.2. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the members of the Board present and entitled to participate in the meeting shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is to be treated as the chairman for the purposes of these Articles.

13. **Casting Vote**

13.1. If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting of the Board has a casting vote.

13.2. Article 13.1 shall not apply to give a casting vote to the Chairman or other Director chairing the meeting (as appropriate) if, in accordance with these Article 14.1, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. **Conflicts of Interest**

14.1. Subject to Article 14.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Constituent Body in which a Director has an interest other than in his role as a Director, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14.2. The prohibition under Article 14.1 shall not apply when:

14.2.1. the Board approves the Director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with Section 175 of the 2006 Act;

14.2.2. the Director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

14.2.3. the Director's conflict of interest arises from a permitted cause.

14.3. For the purposes of Article 14.2.3, the following are **permitted causes**:

14.3.1. a guarantee, security or indemnity given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Constituent Body or any of its subsidiaries (if any);

- 14.3.2. subscription, or an agreement to subscribe, for securities of the Constituent Body or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- 14.3.3. arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Constituent Body or any of its subsidiaries (if any) which do not provide special benefits for Directors or former Directors.
- 14.4. For the purposes of this Article 14, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 14.5. Subject to Article 14.6, if a question arises at a meeting of the Board or of a Directorate or Committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any Director other than himself is to be final and conclusive.
- 14.6. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
15. **Records of Decisions to be Kept**
- 15.1. The Board must ensure that the Constituent Body keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Constituent Body in General Meeting.
- 15.2. Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 15.3. Any such records shall be circulated to all members of the Board and made available to all Voting Members of the Constituent Body.
- 15.4. In addition to the information set out above in Article 15.1 – 15.3, voting members will also receive copies of the reports of individual Directors produced for the purposes of Board meetings.

APPOINTMENT OF DIRECTORS

16. **Appointment of Directors**
- 16.1. The number of directors shall be not less than ten unless and until varied by an ordinary resolution of the Constituent Body in General Meeting and shall be subject to a maximum of 15.
- 16.2. The members of the Board shall be:
- 16.2.1. the Chairman;
- 16.2.2. the [Honorary] Secretary;

16.2.3. up to eight (or such lower number as the Board shall from time to time decide subject to the approval of the voting members of the Constituent Body in General Meeting) Elected Directors; and

16.2.4. such other persons (if any) as the Board may from time to time in its sole discretion co-opt as Non-Executive Directors to the Board until the next Annual General Meeting, provided that the total number of Directors at any one time shall not exceed the maximum number fixed by these Articles. Co-opted Directors shall be entitled to participate in but not to vote at the meetings of the Board.

16.3. The Directors who shall hold office on the date that these amended Articles are filed until such time as they are due to retire in accordance with these Articles, shall be:

16.4.

16.5.

16.6. The Directors set out in Article 16.3 shall retire immediately prior to the Annual General Meeting in the year set out in the column after their respective roles but may be re-elected in accordance with these Articles. With the exception of the Secretary, who must be elected annually, re-elected Directors will serve a period of three years when they will be eligible to stand for re-election subject to Article 16.5.

16.7. Save for exceptional circumstances as approved by the Voting Members of the Constituent Body in General Meeting, no Director shall serve for a continuous period of more than nine years.

16.8. Any person accepting nomination to the Board who has any financial interest or other conflict of interest in such appointment must, before accepting the nomination, state in writing to the Constituent Body all such interests. Failure to do so will lead to automatic disqualification from Board membership. The Board has the right to veto such an election if, in its opinion, it is not in the best interests of the Constituent Body.

16.9. All acts carried out in good faith at any meeting of the Board or of any Directorate, committee or sub-committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in

office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

- 16.10. The election for the office of Elected Directors shall be conducted in accordance with Article 21.

17. Removal of Directors

- 17.1. Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director of the Constituent Body as soon as:

17.1.1. that person ceases to be a Director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;

17.1.2. a composition is made with that person's creditors generally in satisfaction of that person's debts;

17.1.3. a registered medical practitioner who is treating that person gives a written opinion to the Constituent Body stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

17.1.4. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

17.1.5. that person is suspended from holding office or from taking part in any activity relating to the administration or management of the Constituent Body by a decision of the RFU;

17.1.6. that person shall without acceptable reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated;

17.1.7. that person is requested to resign by ordinary resolution passed at a General Meeting provided that the resolution is formally proposed in accordance with these Articles and any Rules made pursuant to Article 38;

17.1.8. where the Director's term of office has expired and he is not re-elected;

17.1.9. notification is received by the Constituent Body from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;

17.1.10. where he has ceased to be a member of the Constituent Body.

17.2. A Chairman or Secretary who is removed from office as a Director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Article 22.

18. Directors' Remuneration

18.1. Subject to the provisions of the 2006 Act the Board may enter into an agreement or arrangement with any Director for his employment by the Constituent Body or for the provision by him of any services outside the scope of the ordinary duties of a Director.

- 18.2. The Constituent Body will not pay a salary or other remuneration to a Director save as permitted by Article 18.4
- 18.3. No director may obtain a loan from the Constituent Body.
- 18.4. The Board in its absolute discretion may approve the payment to Directors and/or members of committees or sub-committees of documented travel or other expenses reasonably incurred by them in connection with their attendance at meetings of the Board or committees and sub-committees.

PART 3. ELECTED POSITIONS

19. Chairman

At the Annual General Meeting in every third year after being elected and each third anniversary thereof, the Chairman shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Chairman shall be conducted in accordance with Article 21. A member so appointed shall hold office for a three year term but shall be eligible for re-election subject to the provisions of Article 16.5. The Chairman shall be a Director by virtue of his office and shall have such rights and privileges as the Voting Member in General Meeting shall from time to time prescribe. Unless clearly stated otherwise, a reference in these Articles to Directors includes a reference to the Chairman and Secretary.

20. Secretary

At every Annual General Meeting the Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Secretary shall be conducted in accordance with Article 21. A person so appointed shall hold office for a one-year term but shall be eligible for re-election subject to the provisions of Article 16.5. The Secretary shall be a Director and will fulfil the role of the Company Secretary by virtue of his office and shall have such rights and privileges as the Voting Members in General Meeting shall from time to time prescribe.

21. Elections

- 21.1. Any member may nominate another member to be the Chairman, Secretary or an Elected Director. Any person nominated as a member of the Board must be a Member of the Constituent Body either as an individual or as the nominated representative of a Club in Membership. Any nomination must be made on the form prescribed from time to time by the Board which must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year. Any nomination must be seconded by another Member.
- 21.2. If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the Annual General Meeting. In the event of there being more nominations than vacancies, there shall be an election at the Annual General Meeting as directed by the Board. The results of any such election must be announced at the Annual General Meeting by the Chairman or by the person fulfilling the role of chairman of the meeting.

21.3. Detailed provisions as to the conduct of elections shall be contained in Rules made pursuant to Article 38.

22. **Casual Vacancies**

22.1. A casual vacancy arising among the offices of Chairman, Secretary or the Elected Directors, shall be filled by the Board and confirmed by the Voting Members at the next General Meeting following provided always that the person appointed to fill the vacancy shall hold office only until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

22.2. In addition to the provision in Article 22.1, where a Director is removed by ordinary resolution of Voting Members in a General Meeting pursuant to Article 17.1.7, the resolution may include a nomination for a suitably qualified person to fill the vacancy and if such a resolution is passed the person so appointed to fill the vacancy shall retain his office for as long as the Director in whose place he is appointed would have held the same had he not been removed.

MEMBERSHIP

23. **Applications for Membership**

23.1. The subscribers to the Memorandum of Association of the Constituent Body, the members of the former unincorporated association known as the Northumberland Rugby Union as at the date of incorporation who continue to meet the requirements of membership as set out in these Articles and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be members of the Constituent Body.

23.2. In addition to individual persons who are members in accordance with Article 23.1, rugby clubs within the county of Northumberland which are eligible for membership of the RFU - referred to in these Articles as 'Clubs in Membership' - and other rugby related organisations affiliated to the RFU shall also be members of the Constituent Body.

23.3. In the case of rugby clubs and other rugby related organisations members of the Constituent Body, the rights and privileges of membership, including voting rights where applicable, shall be exercised by individuals nominated by those clubs or organisations in accordance with Rules made pursuant to Article 38.

23.4. No person shall become an individual member of the Constituent Body unless that person has completed an application for membership in a form approved by the Board, and the Board has approved the application.

23.5. For the purposes of company registration, the number of members is declared to be unlimited.

23.6. The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members.

24. **Conditions of Membership**

- 24.1. All members shall be bound by and subject to these Articles and any Rules made pursuant to Article 38 and shall respect the Rules of the RFU and the laws of the game of rugby union as set from time to time by World Rugby.
- 24.2. The members shall pay any entrance fees and annual subscription set by the Board under Article 23.6. Annual subscriptions should be paid no later than 31 August in any calendar year. Any member whose subscription fee has not been paid by 30 November shall be deemed to have resigned his membership of the Constituent Body.
- 24.3. Subject to Article 25, the Board may terminate the membership of any person, or impose any other sanction they determine to be appropriate, in connection with the breach of any condition of membership set out in this Article 24.

25. **Termination of Membership**

- 25.1. It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Constituent Body so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Constituent Body within a time specified in such notice. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such committee or sub-committee to which the Board has delegated its powers. The Board or committee or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members or committee or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. A person may appeal against such decision by notifying the Board who shall put the matter to a General Meeting for it to be decided by a majority vote of the members present and voting at such meeting. A notice of appeal against a decision to expel a member must be given within 21 days of the member receiving notice of the decision to expel him.
- 25.2. A member may withdraw from membership of the Constituent Body by giving seven clear days' notice to the Constituent Body in writing.
- 25.3. A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
- 25.4. Membership is not transferrable.
- 25.5. Any person ceasing to be a member forfeits all rights in relation to and claims upon the Constituent Body, its property and its funds and has no right to the return of any part of his

subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

CONDUCT OF GENERAL MEETINGS

26. **General Meetings and the Annual General Meeting**
- 26.1. The Constituent Body shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
- 26.2. The Annual General Meeting shall be held for the following purposes:
- 26.2.1. to receive from the Board the Constituent Body's statement of accounts and the Director of Finance's report as to the financial position of the Constituent Body;
- 26.2.2. to receive from the Board a report of the activities of the Constituent Body since the previous Annual General Meeting;
- 26.2.3. to confirm the recommendation from the Finance Directorate and the Board for the appointment of the CB's Financial Services Provider;
- 26.2.4. to announce the election (as appropriate) of the Chairman, Secretary and the Elected Directors to be appointed in accordance with these Articles;
- 26.2.5. to confirm where appropriate the election of co-opted Non-Executive Directors appointed in accordance with Article 16.2.4; and
- 26.2.6. to transact such other business as may be brought before it (including but not limited to the appointment of Life Members in recognition of outstanding contribution or long service to the Constituent Body).
- 26.3. All General Meetings, other than Annual General Meetings, shall be called General Meetings.
- 26.4. Where the information referred to in Article 26.2.1 above is not available on the date on which the remaining business referred to in this Article is to be conducted, this part of the meeting may be deferred to a later General Meeting provided that such later meeting takes place within three months of the deferment.
- 26.5. The Board will call General Meetings [in addition to the Annual General Meeting] on a minimum of four occasions in each calendar year. The Board must also call a General Meeting in response to a written requisition signed on behalf of five Clubs in Membership. Such requisition must state the object of the meeting which must be convened as soon as practicable (subject to the requirement to give notice to members) and in any event no later than four weeks after the date on which the requisition was received.
- 26.6. There shall be given at least 21 clear days' notice of every Annual General Meeting and of every General Meeting called for the passing of a special resolution and 14 clear days' notice of every other General Meeting to all persons and other bodies who are entitled to attend General Meetings in accordance with these Articles or any Rules made pursuant to Article 38. The notice must specify the date, time and location of the meeting and set out the

business to be transacted at the meeting including the terms of any resolutions to be voted upon at the meeting.

- 26.7. The inadvertent omission to give notice of a meeting to any person or other body entitled to receive notice of the meeting shall not invalidate the proceedings or any resolution passed at that meeting.

27. Attendance and Speaking at General Meetings

- 27.1. In respect of those members entitled to attend a General Meeting but who do not have a right to vote, the Board may make whatever arrangements they deem appropriate to enable those members to exercise their rights to speak.

- 27.2. All Voting Members in attendance at a General Meeting shall have the right to speak at that meeting subject to the discretion of the person chairing the meeting to limit such right where such a limitation is necessary to ensure the effective and efficient conduct of the business of the meeting.

- 27.3. It will be a matter for the absolute discretion of the person chairing the meeting to determine whether to permit a person who is entitled to attend the meeting but not to vote to speak.

28. Quorum for General Meetings

- 28.1. 12 Voting Members present in person shall be a quorum of which not less than six should be representatives of Clubs in Membership.

- 28.2. Where a vote is to be taken at a General Meeting where in accordance with Rules made pursuant to Article 38, that vote is to be restricted to the representatives of the Clubs in Membership, a minimum of 12 such representatives must be present in for the meeting to quorate in respect of that vote.

- 28.3. No business other than the appointment of the Chairman of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

29. Chairing General Meetings

- 29.1. The Chairman shall chair General Meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Voting Members present in person shall elect a chairman for the purposes of that meeting.

- 29.2. Where the Chairman is present, or has given advance notice that he will be absent, he may in his absolute discretion invite a person holding the office of President, Vice-President or Immediate Past President in accordance with Rules made subject to Article 38 to chair the meeting.

- 29.3. The person chairing a meeting in accordance with this Article is referred to as the **chairman of the meeting**.

30. Attendance and Speaking by Directors

- 30.1. Directors may attend and speak at general meetings.

30.2. The chairman of the meeting may permit other persons who are not members of the Constituent Body to attend and speak at a general meeting.

31. **Adjournment**

31.1. If the persons attending a General Meeting within 30 minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. The meeting will stand adjourned to the same day in the following week at the same and place or such other place as the Board may determine. If at such an adjourned meeting a quorum is not present within 30 minutes of the time at which the meeting was due to start, subject to Article 28.2, the Voting Members present will be a quorum.

31.2. The chairman of the meeting may adjourn a General Meeting at which a quorum is present if:

31.2.1. the meeting consents to an adjournment, or

31.2.2. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

31.3. The chairman of the meeting must adjourn a General Meeting if directed to do so by the meeting.

31.4. When adjourning a General Meeting, the chairman of the meeting must:

31.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board, and

31.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

31.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Constituent Body must give at least seven clear days' notice of it:

31.5.1. to the same persons to whom notice of the Constituent Body's General Meetings is required to be given, and

31.5.2. containing the same information which such notice is required to contain.

31.6. No business may be transacted without the leave of the chairman of the meeting at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

32. **Voting: General**

32.1. Every Voting Member shall be entitled to receive notice of, attend General Meetings and cast one vote in accordance with the Rules.

- 32.2. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- 32.3. Where a vote is taken on a show of hands a declaration shall be made by the chairman of the meeting as to whether the resolution has been carried or rejected and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or the proportion of the votes cast in favour of or against the resolution.
- 32.4. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

33. **Errors and Disputes**

- 33.1. No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is deemed to be valid.
- 33.2. Any such objection must be referred to the chairman of the meeting whose decision is final.

34. **Poll Votes**

- 34.1. A poll on a resolution may be demanded:
- 34.1.1. in advance of the General Meeting where it is to be put to the vote, or
- 34.1.2. at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 34.2. A poll may in addition be demanded by:
- 34.2.1. the chairman of the meeting;
- 34.2.2. the Board; or
- 34.2.3. two or more members present in person having the right to vote on the resolution.
- 34.3. A demand for a poll may be withdrawn if:
- 34.3.1. the poll has not yet been taken, and
- 34.3.2. the chairman of the meeting consents to the withdrawal.
- 34.4. Polls shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 34.5. A poll demanded on the appointment of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall ordinarily be taken either forthwith or, where not practicable without unduly disrupting the remaining business of the meeting, at such time and place as the chairman of the meeting directs. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a

poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 34.6. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

35. Amendments to Resolutions

- 35.1. An ordinary resolution to be proposed at a General Meeting may be subject to a vote on a proposed amendment of the resolution if:

35.1.1. notice of the proposed amendment is given to the Constituent Body in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place or

35.1.2. such later time as the chairman of the meeting may in his discretion determine.

35.2. An amendment to an ordinary resolution proposed at the meeting at which the original resolution is to be voted upon will only be permitted where, in the reasonable opinion of the chairman of the meeting, the amendment does not materially alter the scope of the original resolution.

35.3. A special resolution to be proposed at a General Meeting may be amended by a vote, if and only if:

35.3.1. the chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and

35.3.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

35.3.3. For the avoidance of doubt, no vote can be taken on a special resolution unless not less than 21 clear days notice of the resolution has been given to the Voting Members.

35.4. With the approval of a majority of the Voting Members present at the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

35.5. Where an amendment to a resolution is proposed which the Chairman of the Meeting deems to be out of order a decision as to whether the amendment should be put will be made by a majority of the Voting Members present at the meeting.

**PART 4.
DIRECTORS' INDEMNITY AND INSURANCE**

36. Indemnity

- 36.1. Subject to Article 36.2, a relevant Director of the Constituent Body or an associated company may be indemnified out of the Constituent Body's assets against:

- 36.1.1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Constituent Body or an associated company,
- 36.1.2. any liability incurred by that Director in connection with the activities of the Constituent Body.
- 36.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.
- 36.2.1. a **relevant director** means any Director or former Director of the Constituent Body.

37. **Insurance**

- 37.1. The Board may decide to purchase and maintain insurance, at the expense of the Constituent Body, for the benefit of any relevant Director in respect of any relevant loss.
- 37.2. In this Article:
 - 37.2.1. a **relevant director** has the same meaning as in Article 36 above.
 - 37.2.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Constituent Body.

38. **Rules**

- 38.1. The Board shall have the power to propose Rules, Regulations, Bye-Laws and Standing Orders and any variations to revocations thereof.
- 38.2. Only the Voting Members in General Meeting may make, vary and revoke Rules.
- 38.3. A resolution validly proposed which would have the effect of making, varying or revoking any Rule or Rules will be ordinary resolution.
- 38.4. Rules made pursuant to this Article must in order to be valid be compliant with the 2006 Act and these Articles. For the avoidance of doubt, where there is any material inconsistency between these Articles any Rules, Regulations, Bye-Laws or Standing Orders made pursuant to them the provisions of the Articles shall prevail.

39. **Dissolution**

If upon the winding up or dissolution of the Constituent Body there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed in accordance with Article 4.3.