NORTHUMBERLAND COUNTY RUGBY LTD

Company number 14063768

Minutes of a meeting of the board of directors of NORTHUMBERLAND COUNTY RUGBY LTD (**Company**) held at 12-13 Lansdowne Terrace Gosforth on 4th July 2023 at 630pm.

PRESENT:	**NAME**	**POSITION**
	Lucy Victoria Winwood Armstrong	Director
	Henry Graham Cave	Director
	Brian James Fergie	Director
IN ATTENDANCE:	**NAME**	**POSITION**
	Gary Leonard Robson	
	Dean Stewart Gray	
	David Grant Challenger	
	Claire Sharpe	
APOLOGIES FOR ABSENCE RECEIVED FROM:		

1. CHAIRPERSON

Lucy Victoria Winwood Armstrong was appointed chairperson of the meeting and chaired the meeting throughout.

2. NOTICE AND QUORUM

The Chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairperson declared the meeting open.

3. DECLARATIONS OF INTEREST

3.1 Each of the director present confirmed that they had no direct or indirect interest in any way in the proposed transaction and other arrangements to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.

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BUSINESS OF THE ANNUAL GENERAL MEETING

The Chairperson reported that the business of the meeting was to consider, and if thought fit, approve certain documents and actions listed below,

4. ADOPTION OF THE MINUTES OF THE LAST ANNUAL GENERAL MEETING.

4.1 It was reported that this is the first annual general meeting of the Company, and as such there are no former AGM minutes.

5. ADOPTION OF THE ANNUAL REPORT.

5.1 It was reported that this is the first annual general meeting of the Company, and as such there are no former annual report to adopt.

6. ACCOUNTS OF THE COMPANY FOR THE PREVIOUS FINANCIAL YEAR.

6.1 It was reported that this is the first annual general meeting of the Company, and as such there are no accounts to present as the company had been dormant.

6.2 It was also reported by the director of Finance that the Accounting Period of the Company would need to be extended from 30th April 2023 to 30th June 2023 to better fit the reporting of the Company's finances into the rugby playing season.

6.3 Resolution, IT WAS RESOLVED that the Company would (i) extended the Accounting Period of the Company from 30th April 2023 to 30th June 2023, and (ii) file dormant accounts for the Company for the period ending 30th June 2023 at the appropriate time at Companies House.

7. DIRECTORS' REPORT ON THE COMPANY'S ACTIVITIES SINCE THE PREVIOUS ANNUAL GENERAL MEETING

7.1 It was reported that this is the first annual general meeting of the Company, and that as the Company had been dormant there were no activities to report.

8. APPOINT THE AUDITOR OF THE COMPANY

8.1 It was reported that this is the first annual general meeting of the Company, and that as the Company had been dormant there was not appointed auditor, and consideration would be given going forward to the appointment of any such auditor if required.

8.2 Resolution, IT WAS RESOLVED that the Company would appoint an auditor in the future if required.

9. NEW ARTICLES.

9.1 The New Articles of Association were placed in front of the directors of the Company following a unanimous vote of the membership of the Company, to adopt those New Article, and the Directors of the Company resolved to adopt those New Article.

9.2 Resolution, IT WAS RESOLVED that the Company would Adopt the New Articles.

10. ELECTION OF NCR LTD DIRECTORS

10.1 It was reported that in accordance with the new Articles the First Directors were to retire at the conclusion of the First Annual General Meeting.

10.2 It was noted that following the resignation of Jim Coulson in Berwick on the 26th of October 2022 no person had come forward for the position of Director of club development within Northumberland Rugby.

10.3 It was also reported that the said First Directors had been proposed and seconded for re-election by the membership of the Company, along with the other directors listed below who had each consented to be so appointed as directors of the Company into the position indicated with immediate effect.

10.3.1 Gary Leonard Robson-Director of governance/best practice,

10.3.2 Dean Stewart Gray-Director of marketing communications and

10.3.3 David Grant Challenger- Director of Rugby.

10.4 The directors accepted the retirement of Lucy Victoria Winwood Armstrong, and Henry Cave, and Brian James Fergie who each confirmed both their retirement from the Company, and their acceptance for each of them of their nomination by the members of the Company for immediate re-appointment.

10.5 Resolution, IT WAS RESOLVED that:

10.5.1 Lucy Victoria Winwood Armstrong- First Director and Chair be re-appointed with immediate effect until the AGM held in 2024,

10.5.2 Henry Graman Cave -First Director be re-appointed with immediate effect as a director until the AGM held in 2024 and be re-appointed with immediate effect as Secretary,

10.5.3 Brian James Fergie- First Director of finance be re-appointed with immediate effect until the AGM held in 2024,

10.5.4 Gary Leonard Robson-Director of governance/best practice be appointed with immediate effect until the AGM held in 2024,

10.5.5 Dean Stewart Gray-Director of marketing communications be appointed with immediate effect until the AGM held in 2024, and

10.5.6 David Grant Challenger- Director of Rugby be re-appointed with immediate effect until the AGM held in 2025.

Each be appointed as a director of the Company into the positions indicated with immediate effect for the term stated.

11. TRANSFER OF ALL RUGBY ACTIVITIES FROM NRCFC TO THE COMPANY

11.1 the agreed form of an agreement of the transfer of all rugby activities (**Transfer Agreement**) was placed before the Directors following a unanimous vote of the membership of the Company to transfer all such matters from Northumberland Rugby Football Union Limited (CRN 07739092) **(NRFC)** to the Company.

11.2 it was reported that the Transfer Agreement had been negotiated and settled with (i) Jim Coulson, and (ii) Ken Fairbairn and (iii) Douglas Hamilton and (iv) Richard Appleby, (the Trustees), and following agreement to the Transfer Agreement it had been shared with the RFU legal team and has been approved by Alys Lewis from the RFU on the 28th of June 2023.

11.3 it was noted by Brian Fergie that the following financial provisions were contained in the Transfer agreement, and as such the Company had sufficient finances in place to take forward the administration of provision of rugby related activities in Northumberland;

11.3.1 Cash in the sum of £100,000.00 (made up with a gift from the Trust of circa £26.000 with the balance of £74,000 being sums held by NRFU,

11.3.2 Any Book Debts- being all trade and other debts and amounts owing to NRFU at the Transfer Date (whether or not invoiced),

11.3.3 Subscriptions (the subscription monies paid or payable by affiliated members of NRFU),

11.3.4 Leasehold Property- being the office and storage room leases,

11.3.5 The benefit (subject to the burden) of the Funding Benefits and the Subscriptions, but excluding both,

(a) the benefit of any grants or other Funding Benefits made to NRFU in respect of periods before the Transfer Date (save to the extent that such grant or other Funding Benefit may be transferred to the Company in accordance with its terms) and

(b) any outstanding loans to rugby clubs in Northumberland.

12. PRODUCTION AND CONSIDERATION OF DOCUMENT

12.1 the board confirmed its full understanding of the effect and implications for the Company of Transfer Agreement to which the Company is to be a party.

12.2 Resolution - IT WAS RESOLVED that following consideration of the terms of the Transfer Agreement and consideration of the matters referred to in section 172(1) of the Companies Act 2006, the transactions contemplated by it would promote the success of the Company for the benefit of its members as a whole and accordingly the Transfer Agreement be signed on behalf of the Company by any two directors or any one director and the Company secretary or any director in the presence of a witness.

13. ADMIT NEW MEMBERS

13.1 It was reported that there has been a unanimous vote of the membership of the Company in favour of admitting the existing members of NRFC as members of the Company, and that at the Meeting of NRFC at Berwick Rugby club on the 26th of October 2022 there had been a unanimous vote of the membership there present to accept;

13.1.1 the proposed draft new Articles of Association for the Company,

13.1.2 the reappointment of the First Directors to the Company following their resignation,

13.1.3 the reappointment of the Company Secretary following his resignation,

13.1.4 the appointment of the New Directors,

13.1.5 the transfer of all rugby activities to the Company from NRFU, and

13.1.6 membership of the Company.

13.2 Resolution- To write to all members of NRFU following (i) the adoption of the New Articles, and (ii) the re-appointment of the First Directors and the and Sectary, and (iii) the Appointment of the New Directors, and (iv) completion of the Transfer Agreement to offer membership of the Company to all the members of NRFU conditional upon those members resignation as members from NRFU.

14. ADOPT OR CONSIDER ANY PROPOSED AMENDMENTS TO THE RULES OF THE COMPANY.

14.1 It was reported that this is the first annual general meeting of the Company, The Company had no Rules, but that should the membership of NRFU transfer to the Company them the Company would following completion of such transfer of membership adopt the existing rules of NRFC.

14.2 Resolution IT WAS RESOLVED to adopt the Rules of NRFC should both (i) the operation of all rugby in the County of Northumberland and (ii) those members of NRFU who play rugby under the control of the RFU, and under the supervision of the County of Northumberland join the Company as members.

15. FILING

The Chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed.

16. CLOSE

There was no further business and the Chairperson declared the meeting closed.

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Chairperson

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Date