NORTHUMBERLAND RUGBY FOOTBALL UNION LIMITED

CRN 07739092

Minutes of a meeting of the board of directors of NORTHUMBERLAND RUGBY FOOTBALL UNION LIMITED (**Company**) held at 12-13 Lansdowne Terrace Gosforth on 4th July 2023 at 600pm.

PRESENT:	**NAME**	**POSITION**
	Lucy Victoria Winwood Armstrong	Director
	Henry Graham Cave	Director
	Brian James Fergie	Director
	Gary Leonard Robson	Director
	Dean Stewart Gray	Director
	David Grant Challenger	Director
IN ATTENDANCE:	**NAME**	**POSITION**
	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 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. TRANSFER OF ALL RUGBY ACTIVITIES FROM NRCFC TO THE COMPANY

4.1 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 the Company to Northumberland County Rugby Ltd.

4.2 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 had been approved by Alys Lewis from the RFU on the 28th of June 2023.

4.3 it was noted by Brian Fergie that the following financial provisions were to be transferred to NORTHUMBERLAND COUNTY RUGBY Ltd by virtue of the Transfer agreement;

4.3.1 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 The Company),

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

4.3.3 Subscriptions (the subscription monies paid or payable by affiliated members of the Company),

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

4.3.5 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 the Company in respect of periods before the Transfer Date (save to the extent that such grant or other Funding Benefit may be transferred to Northumberland County Rugby Ltd Company in accordance with its terms) and

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

4.4 It was noted that, at the time of deciding to commit the Company to the Transfer Agreement, the Company is solvent and will not become insolvent due to entering into, and performing its obligations under, the Transfer Agreement.

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5. PRODUCTION AND CONSIDERATION OF DOCUMENT

5.1 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.

5.2 **Resolution –**

5.2.1 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 .

6. APPOINTMENT OF DIRECTORS

6.1 It was reported that James Coulson, having consented to act, be appointed as an additional director of the Company with immediate effect.

6.2 It was reported that Richard Saxton Appleby, having consented to act, be appointed as an additional director of the Company with immediate effect.

6.3 It was reported that Douglas Frank Hamilton, having consented to act, be appointed as an additional director of the Company with immediate effect.

6.4 It was reported that Kenneth James Fairbairn, having consented to act, be appointed as an additional director of the Company with immediate effect.

6.5 Resolution IT WAS RESOLVED that

6.5.1 James Coulson, and

6.5.2 Richard Saxton Appleby, and

6.5.3 Douglas Frank Hamilton, and

6.5.4 Kenneth James Fairbairn,

Each be appointed as new directors of the Company

7. ACCEPT THE RETIREMENT OF THOSE DIRECTORS WHO WISH TO RETIRE

7.1 It was Reported that each of the following Directors were to resign with immediate effect:

7.1.1 Lucy Victoria Winwood Armstrong, and

7.1.2 Henry Graham Cave, and

7.1.3 Brian James Fergie, and

7.1.4 Dean Stewart Gray, and

7.1.5 Gary Leonard Robson-, and

7.1.6 David Grant Challenger

And each confirmed both their retirement as directors of the Company with immediate effect.

8. COMPANY SECRETARY

8.1 It was Reported that Henry Graham Cave resigned as Company Secretary and James Coulson be appointed as Company Secretary in replacement therefor with immediate effect:

9. 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.

10. CLOSE

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

Chairperson

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Date