



FULLERIANS RUGBY FOOTBALL CLUB



CONSTITUTION OF FULLERIANS RUGBY FOOTBALL CLUB

1. TITLE

- 1.1. The club is called “Fullerians Rugby Football Club” (the Club). The playing colours of the Club are black, red and green jerseys and socks with black shorts.
- 1.2. The legal status of the club is that of an Unincorporated Association
- 1.3. The Club is a member of the Rugby Football Union (RFU) and abides by RFU policies and regulations.

2. OBJECT

- 2.1. The Club promotes the playing of Rugby Union Football, in accordance with the laws and policies of the RFU.
- 2.2. Additionally, the Club may stage other sporting, social and recreational activities for members of the Club or community groups.

3. MEMBERSHIP

- 3.1. Membership of the club shall be open to anyone, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities may occur on a non-discriminatory basis.
- 3.2. Individuals may apply for membership in categories established by the Club Management Committee and ratified at an AGM.
- 3.3. Upon joining the Club, and then annually at the start of each season, every member shall pay the appropriate subscription approved at an AGM or subsequent Special General Meeting. Members who have not paid their subscriptions by an agreed due date shall not be entitled to the privilege of membership unless satisfactory explanations have been given to the Committee.
- 3.4. In exceptional circumstances the Committee may waive payment, in whole or in part, for a potential member where it is considered that the individual may have reduced means and enforcing payment would prevent them learning and playing the game.
- 3.5. The Club Committee may expel, suspend for a specified period, or refuse the annual renewal of membership of any Club member who offends against the Constitution or policies of the Club and/or the RFU or whose conduct (in the opinion of the Committee) makes him/her unfit to continue in membership of the Club.
- 3.6. The President, Senior Vice Presidents and Vice Presidents shall be elected at the Annual General Meeting of the Club on the recommendation of the Committee.
- 3.7. The club is an unincorporated association and the Club Executive Committee shall ensure that the liabilities of members and officers are covered through the provision of adequate insurance policies, to include, but not limited to, public liability insurance, employers liability insurance and Directors liability insurance.

4. GUESTS

- 4.1. Members may introduce and entertain guests at the Club. The introducing member shall be responsible for their guest or guests strictly observing the Club rules and must not leave the Club premises before their guest(s).
- 4.2. No person whose membership of has been terminated under Rule [3.5](#), or whose application for membership of the Club has ever been rejected, shall at any time be

introduced as a guest. The Committee reserves the right to refuse admission to any guest in their absolute discretion.

- 4.3. Members of visiting teams and their supporters shall be permitted entry to the Club premises and whilst on the Club premises may purchase intoxicating liquor and the Committee reserves the right to refuse admission to any such visitor or supporter in their absolute discretion

5. SPORT EQUITY

- 5.1. The Club aims to ensure that anyone irrespective of their age, gender, ability, race, religion, ethnic origin, creed, colour, nationality, social status or sexual orientation has a genuine and equal opportunity to participate in Rugby Union at all levels and in all roles. The Club aims not to disadvantage any individual by imposing any conditions or requirements which cannot be justified.

6. CLUB MANAGEMENT

- 6.1. The Officers of the Club shall consist of the Chairman, Honorary Secretary, Honorary Club Steward, and the Honorary Treasurer, all of whom shall be elected to the Executive Board (the Board) at a General Meeting of the club
- 6.2. The officers of the club shall be elected for a fixed tenure of four years, with members not eligible to serve more than two consecutive terms in any single office.
- 6.3. Members can nominate themselves, or be nominated, for executive positions at each AGM, however there will be no requirement to re-elect an officer if they are within their four-year term and there are no other nominations made.
- 6.4. Is a requirement that each Officer should satisfy the HMRC 'fit and proper person' test.
- 6.5. An Officer may be removed if they fail the 'fit and proper person' or to satisfy any conditions about fitness to be a member [\(3.5\)](#).
- 6.6. The procedure for removal of a member from office is to be determined by the Board.
- 6.7. A Vice Chairman can also be elected if required at the AGM to help in succession planning with the post being held for no more than one year.

7. CLUB COMMITTEE

- 7.1. The management of the Club shall be vested in a Committee consisting of the elected Officers and other club members, co-opted by the Officers, for the purposes of enabling the committee to effectively manage the club.
- 7.2. The Committee shall meet no fewer than five times a year.
- 7.3. The Committee shall have the power to deal with any matters which are not covered by the club constitution.
- 7.4. The Chairman, shall, if present, preside at all functions of the Club and at meetings of the Committee of the Club.
- 7.5. All voting at the Committee shall be by a show of hands of those present at the meeting.
- 7.6. All voting is on a simple majority basis
- 7.7. The Chairman shall be entitled to a second or casting vote at any meeting, including a General Meeting, over which they preside on any issue where there is an equality of votes.
- 7.8. The Honorary Secretary, or nominated deputy, shall take the minutes of all Board and Committee meetings, including General Meetings
- 7.9. The Committee will be quorate when 50% of its elected and/or co-opted members are present (subject to [7.7](#))

8. CONFLICTS OF INTEREST

- 8.1. Subject to rule 8.2, if a proposed decision of the Club Executive Board or Management Committee ["the Committee"] is concerned with an actual or proposed transaction or arrangement with the Club in which a Committee member ["the Member"] is interested,

then that Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 8.2. The prohibition under rule 8.1 shall not apply when:
 - 8.2.1. the Committee approves in writing to the Member counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with Section 175 of the 2006 Companies Act [“the Act”];
 - 8.2.2. the Member need not declare an interest pursuant to Section 177 or 182 of the Act;or
 - 8.2.3. the Member’s conflict of interest arises from a permitted cause.
- 8.3. For the purposes of rule 8.2, the following are **permitted causes**:
 - 8.3.1. 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 Club;
 - 8.3.2. subscription, or an agreement to subscribe, for securities of the Club (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 8.3.3. arrangements pursuant to which benefits are made available to members of the Club, its employees and Members or former employees and Members of the Club which do not provide special benefits for Members or former Members.
 - 8.3.4. For the purposes of this rule 8, references to proposed decisions and decision making processes include any meeting of the Club or part of a meeting of the Committee.

9. FINANCE

- 9.1. All moneys received by any member of the Club, for the Club, shall be entrusted to the Treasurer.
- 9.2. No Club member shall act in any financial matter, in any capacity for the Club, except as specified in the Club Financial Procedures Manual.
- 9.3. The Financial year of the Club shall be 1st May to 30th April of the following year. The accounts shall be audited by an annually appointed independent Auditor, and annual Income and Expenditure and balance sheet will be available at least 14 days before the Annual General Meeting.
- 9.4. The club is a not for profit organisation. Any surplus made by the club is not distributed to individual members but is used for the benefit of the club as a whole.
- 9.5. If at any time the Club in General Meeting shall pass a resolution authorising the Board to borrow money, the Board shall thereupon be empowered to borrow for the purpose of the Club such amount of money at such rate of interest and in such manner as shall be specified in such resolution, and the Committee may issue Mortgages or Charges and may thereby charge all or any of the property and funds of the Club with payment of the amount so borrowed and interest thereon.

10. ANNUAL GENERAL MEETING

- 10.1. The club is an unincorporated association. Members of the club shall control the club through an AGM. Notice of the AGM including a detailed agenda shall be made available to members at least 14 days before the meeting.
- 10.2. Nominations for Officers and Board positions shall be sent in writing or by email to the Club Secretary prior to the meeting. Nominations should have written consent of the nominee prior to being submitted.
- 10.3. The AGM of the Club for the consideration of the reports and accounts made up to the end of the playing season, and for the election of Officers and Committee for the following year shall be held each year not later than the 30th June.
- 10.4. A quorum of 20 members is necessary to pass a resolution at the AGM. Voting is by a show of hands of those present at the meeting on a simple majority basis ([7.7](#)).

- 10.5. Under extreme circumstances (for example a declared national emergency) the Executive Committee can choose to hold Annual and Extraordinary General Meetings of the club virtually.

11. EXTRAORDINARY GENERAL MEETING

- 11.1. An Extraordinary General Meeting (EGM) of the Club may be called by the Committee or on receipt by the Secretary of a request (which shall state the business to be transacted) signed by not less than eighteen members.
- 11.2. Fourteen days' notice of all General Meetings shall be given to all members of the Club.
- 11.3. Every member present shall be entitled to vote upon every question raised and the voting rights of members shall be equal ([7.7](#)).

12. FACILITIES (Bar)

- 12.1. Intoxicating liquor may be supplied on such parts of the premises of the Club as may be covered by a Justices Licence during the permitted hours stated herein to members their guests admitted under Rule [4.1](#) and visitors pursuant to rule [4.3](#) and to other persons admitted to the premises in order to attend a bona fide function organised either by the Committee or by a person hiring or having the use of the premises with the consent of the Committee and subject to any conditions attached to the Justices Licence. The permitted hours are the normal permitted hours for the time being in force.
- 12.2. No intoxicating liquor shall be sold to any person who is not a member of the Club for consumption off the premises and no intoxicating liquor shall be sold to any person under the age of eighteen years and members must produce their current Membership card when required so to do.
- 12.3. Intoxicating liquor shall not be supplied to anyone except by or on behalf of the Club, and the purchase for the Club and the supply by the Club of intoxicating liquor shall be under the control of the Committee or some other elective Committee of the Club, as defined by the rules.
- 12.4. No arrangements shall be made for any person to receive at the expense of the Club any commission, percentage or similar payment on or with reference to, purchase of intoxicating liquor by the Club or for any person directly or indirectly to derive any pecuniary benefits from the supply of intoxicating liquor by or on behalf of the Club to members and guests, apart from any benefits accruing to the Club as a whole.
- 12.5. No arrangements shall be made restricting the Club's freedom of purchase of intoxicating liquor.

13. FACILITIES (Access)

- 13.1. The Club premises shall be open for use by members between 9.30am and 1am but the serving of intoxicating liquor shall only be permitted as specified in Rule [12](#), unless a special exemption for a Special Occasion has been granted by the Licensing Justices.

14. ALTERATIONS

- 14.1. Proposals for changes to the Articles of Association or Constitution must be submitted in writing to the Secretary and made available to members at least 14 days prior to the EGM date.
- 14.2. Alterations to Constitution may not be made without the agreement of at least two-thirds of the members present at an EGM.
- 14.3. Notice of any alterations shall be given to the Clerk to the Licensing Justices within fourteen days BUT no alteration shall be made in Rule [12](#) without the consent of the Licensing Justices.

15. DISCIPLINE AND SUSPENSION

- 15.1. Further to rule [3.5](#) The Committee shall have the power to suspend or expel any member of the Club who fails to comply with the Rules of the Club, or who behaves in a manner contrary to the Object of the Club, or behaves in a manner which is generally deemed to be unacceptable public behaviour. The Board must consider the dictates of natural justice in making any such suspension or expulsion decision. Any suspension or expulsion requires a two-thirds majority of the Board to be in favour of the action. Any member who is liable to be suspended or expelled shall be given at least one week's notice of the meeting at which their suspension/expulsion is to be discussed. Any such Member has the right to submit oral or written evidence to the Board for its consideration at the relevant meeting. No suspended or expelled member shall be permitted to take part in any of the Club's activities.

16. DISSOLUTION

- 16.1. The Club may be wound up by an EGM which will need a vote in favour of the motion to windup the Club.
- 16.2. No other business may be transacted at the EGM called to wind up the Club.
- 16.3. A quorum of 20 is required in these circumstances.
- 16.4. Upon the winding up of the Club any assets, funds remaining after settling of any dept., shall be donated to the Watford Peace Hospice and the RFU Wooden Spoon charities (Based on a 50/50 split between each organisation).

17. DECLARATION

- 17.1. The above Club Rules (Constitution) were reviewed and agreed at the Annual General Meeting held on the 26th June 2020.