

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

TWICKENHAM RUGBY FOOTBALL CLUB LIMITED
(the Company)

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Timothy James Hodgson

Joseph Philip Samuels

Dated: 21 March 2016

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

TWICKENHAM RUGBY FOOTBALL CLUB LIMITED

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- of -

TWICKENHAM 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:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time.

Articles means these articles of association, as may be amended from time to time.

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.

Board means the board of directors of the Club established from time to time in accordance with Article 18, the members of which are the directors of the Club for the purposes of the 2006 Act.

Chairman means the person elected from time to time in accordance with these Articles as the chairman of the Club.

chairman of the meeting has the meaning given in Article 23.

Chief Operating Officer means the person from time to time elected in accordance with these Articles as Chief Operating Officer

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

Club means the above named company.

Company Secretary means such person as the Board appoints as company secretary from time to time.

Constituent Body means the Constituent Body of the RFU to which the Club is from time to time affiliated and which at the date of incorporation is the Middlesex Rugby Football Union.

director means a director of the Club, and includes any person occupying the position of director, by whatever name called.

document includes, unless otherwise specified, any document sent or supplied in electronic form.

Elected Director means a director elected in accordance with Article 18.2.5.

electronic form has the meaning given in Section 1168 of the 2006 Act.

Game means the game of rugby.

general meeting means an annual general meeting of the Club.

hard copy form has the meaning given in Section 1168 of the 2006 Act.

Honorary Secretary means the honorary secretary of the Club appointed from time to time in accordance with these Articles.

Honorary Treasurer means the honorary treasurer of the Club appointed from time to time in accordance with these Articles.

member means the persons admitted to the membership of the Club in accordance with Article 30 and any Rules from time to time in force.

Non-Voting Members means all members of the Club other than the Voting Members and who shall not be members for the purposes of the 2006 Act.

ordinary resolution has the meaning given in Section 282 of the 2006 Act.

participate has, in relation to a directors' meeting, the meaning given in Article 11.

President means the person from time to time elected in accordance with these Articles as the president of the Club.

proxy notice has the meaning given in Article 42.1.

the 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.

Rules means the rules and regulations of the Club made by the Board or by the Club in general meeting, as amended from time to time.

special resolution has the meaning given in Section 283 of the 2006 Act.

subsidiary has the meaning given in Section 1159 of the 2006 Act.

Voting Members means the members of the Club who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Club for the purposes of the 2006 Act.

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.

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.
- 1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Objects

The objects for which the Club is established (**Objects**) are:

- 2.1 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Twickenham Rugby Football Club and to indemnify Twickenham Rugby Football Club, 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 Twickenham Rugby Football Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Twickenham Rugby Football Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- 2.2 principally to provide facilities for rugby union and generally to promote, encourage and facilitate the playing of the Game in the area of South West London and amongst the community;
- 2.3 to provide and maintain Club premises at Parkfields, South Road, Hampton, Middlesex, TW12 3PE and Club-owned rugby equipment for the use of its members (without discrimination);
- 2.4 to provide other ordinary benefits of an amateur sports club as set out in Part 13 Chapter 9 Corporation Tax Act 2010 including without limitation provision of suitably qualified coaches, coaching courses, insurance, medical treatment and post-match refreshments;
- 2.5 to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions, and match fees, by obtaining sponsorship and other available funding;
- 2.6 to promote the Game within the Club;
- 2.7 to affiliate to the RFU (through the membership of the Club's nominee to the RFU, such nominee to be the Honorary Secretary or another officer of the Club approved by the RFU) and to affiliate to the Constituent Body designated to it by the RFU;
- 2.8 to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Club;
- 2.9 to comply with and uphold the rules and regulations of the Constituent Body, the RFU and the IRB as amended from time to time and the rules and regulations of anybody to which the RFU is registered or affiliated;
- 2.10 to acquire, establish, own, operate and turn to account in any way for the members' benefit the rugby union facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- 2.11 to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- 2.12 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 (as appropriate) where so required by the rules and regulations of the RFU or the Constituent Body (as the case may be);
- 2.13 to make donations or offer support to rugby union clubs which are charities or community amateur sports clubs; and
- 2.14 to do all such other things as the Board thinks fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated above.

3. Powers

- 3.1 The Club 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 Club 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 Club or third parties other than other registered community amateur sports clubs or charities. No member shall be paid a salary, bonus fee or other remuneration for playing for the Club.
- 3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:
- 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 Club;
 - 3.3.2 of interest on money lent by a member of the Club 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 Club 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 Club;
 - 3.3.5 other payments as are permitted by these Articles.

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 Club 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 under Article 4.1 are:
- 4.2.1 payment of the Club'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.

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 Club's business, for which purpose it may exercise all the Powers of the Club.
- 5.2 No Rule made by the Club in general meeting pursuant to Article 50 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

6. Directors May Delegate

- 6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
- 6.1.1 to such person or committee;
 - 6.1.2 by such means (including by power of attorney);
 - 6.1.3 to such an extent;
 - 6.1.4 in relation to such matters or territories; and
 - 6.1.5 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 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, which prevail over rules derived from these Articles if they are not consistent with them.
- 7.3 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three.
- 7.4 The Board shall delegate the responsibility for purchasing alcohol for the purposes of the Club's bar to an alcohol committee and, in compliance with the Licensing Act 2003, none of the members of the alcohol committee will derive any private benefit from the supply of alcohol in their capacity as members of the alcohol committee.
- 7.5 The alcohol committee established under Article 7.4 may supply alcohol to members and non-members provided that any such supply shall comply with the Licensing Act 2003.

DECISION-MAKING BY DIRECTORS

8. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

9. Unanimous Decisions

- 9.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 9.2 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.

9.3 References in this Article 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.

9.4 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.

10. Calling a Meeting of the Board

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

10.2 The Board shall report on their activities to the members at the annual general meeting.

10.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Honorary Secretary to give such notice.

10.4 Notice of any meeting of the Board must indicate:

10.4.1 its proposed date and time;

10.4.2 where it is to take place; and

10.4.3 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.

10.5 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.

11. Participation in Meetings of the Board

11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

11.1.1 the meeting has been called and takes place in accordance with these Articles, and

11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 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.

11.3 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.

12. Composition of the Board and Quorum

12.1 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 three and unless otherwise fixed it is three.

12.2 Subject to Article 12.3, the Board may act notwithstanding any vacancy in their body.

12.3 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:

12.3.1 to fill a casual vacancy arising among the directors in accordance with Article 29 **or**

12.3.2 to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors; or

12.3.3 to admit members to the Club.

13. Chairing of Meetings of the Board

13.1 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.

13.2 If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting or he is not willing to preside, the Chief Operating Officer shall preside. If the Chief Operating Officer is also not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start, the members of the Board present 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.

14. Casting Vote

14.1 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.

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

15. Conflicts of Interest

15.1 Subject to Article 15.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2 The prohibition under Article 15.1 shall not apply when:

15.2.1 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;

15.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

15.2.3 the director's conflict of interest arises from a permitted cause.

15.3 For the purposes of Article 15.2, the following are **permitted causes**:

15.3.1 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 or any of its subsidiaries (if any);

15.3.2 subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

15.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.

15.4 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

15.5 Subject to Article 15.6, if a question arises at a meeting of the Board or of a 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.

15.6 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.

16. Records of Decisions to be Kept

16.1 The Board must ensure that the Club 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 Club at general meeting.

16.2 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.

16.3 Any such records shall be circulated to all members of the Board.

17. Directors' Discretion to Make Further Rules

Subject to those Rules to be made, varied or revoked by the Voting Members in general meeting in accordance with Article 50 below, the Board shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:

17.1 setting out different categories of membership or affiliates of the Club;

17.2 setting the criteria for admission to membership of the Club for the different categories of members;

17.3 creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role and operation of committees to assist the Board in the better administration of the Club;

17.4 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the Board thinks fit; and

17.5 in relation to licensable activities of the Club, provided that nothing in those Rules shall prejudice the Club's status as a Community Amateur Sports Club under Part 13 Chapter 9 Corporation Tax Act 2010 and provided that the said Rules shall be consistent with these Articles and the 2006 Act.

APPOINTMENT OF DIRECTORS

18. Methods of Appointing Directors

18.1 The number of directors shall be not less than three and shall be subject to a maximum of seven.

18.2 The members of the Board shall be:

18.2.1 the Chairman;

18.2.2 the Chief Operating Officer

18.2.3 the Honorary Secretary;

18.2.4 the Honorary Treasurer;

18.2.5 up to three (or such lower number as the Board shall from time to time decide) Elected Directors.

18.3 The first directors, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be:

	Office	Name	End of Office
18.3.1	the Chairman	Martin Taylor	Annual General Meeting 2017
18.3.2	the Chief Operating Officer	Joseph Samuels	Annual General meeting 2017
18.3.3	the Honorary Secretary	Timothy Hodgson	Annual General Meeting 2017
18.3.4	the Honorary Treasurer	Gary Archibald	Annual General Meeting 2017

18.4 The first directors set out in Article 18.3 shall retire immediately prior to the annual general meeting in the year set out after their respective names but may be re-elected in accordance with these Articles.

18.5 Each member of the Board must satisfy HMRC's fit and proper person test to be involved in the general control, management and administration of the Club and must declare (in the required form) that he is a fit and proper person prior to being elected.

18.6 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 Club 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 Club.

18.7 All acts carried out in good faith at any meeting of the Board or of any 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.

19. Elected Directors

At the annual general meeting each year, the Elected Directors shall retire and shall be eligible for re-election in accordance with these Articles. The election for the office of Elected Directors shall be conducted in accordance with Article 28. Except as provided in Article 18.4, an Elected Director so elected shall hold office from the annual general meeting at which he is elected, until the annual general meeting in the year following his election at which meeting he shall retire but may be re-elected or a further one year term

20. Termination of Director's Appointment

20.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:

20.1.1 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;

20.1.2 a bankruptcy order is made against that person;

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

- 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 20.1.5 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;
 - 20.1.6 that person is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of the RFU;
 - 20.1.7 that person shall without sufficient 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;
 - 20.1.8 that person is requested to resign by all the other members of the Board acting together;
 - 20.1.9 that person ceases to be a member.
 - 20.1.10 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2 A Chairman, Chief Operating Officer, Honorary Treasurer or Honorary 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 Articles.

21. Directors' Remuneration

- 21.1 The Club shall not employ any director of the Club to provide any services outside the scope of the ordinary duties of a director and shall not pay any director any remuneration in relation to his role on the Board.

**PART 3
APPOINTMENTS AND ELECTED POSITIONS**

22. President

The first President, who shall hold office until he is due to ^{retire} in accordance with these Articles, shall be James Peters. At the annual general meeting in 2017 and at the annual general meeting each year thereafter the President shall retire but shall be eligible for re-appointment in accordance with these Articles. The election of the President shall be in accordance with Article 28. A member so appointed shall hold office for a one year term but shall be eligible for re-election. The President shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe. The President must be a Voting Member of five years' standing.

23. Chairman

At the annual general meeting in 2017 and at the annual general meeting each year thereafter the Chairman shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Chairman shall be conducted in accordance with Article 28. A member so appointed shall hold office for a one year term but shall be eligible for re-election. The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Voting Members members in general meeting shall from time to time prescribe.

24. Chief Operating Officer

At the annual general meeting in 2017 and at the annual general meeting each year thereafter the Chief Operating Officer shall retire but shall be eligible for re-election in

accordance with these Articles. The election for the office of Chief Operating Officer shall be conducted in accordance with Article 28. A person so appointed shall hold office for a one year term but shall be eligible for re-election . The Chief Operating Officer shall be a director 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.

25. Honorary Secretary

At the annual general meeting in 2017 and at the annual general meeting each year thereafter the Honorary Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Secretary shall be conducted in accordance with Article 28. A person so appointed shall hold office for a one-year term but shall be eligible for re-election. The Honorary Secretary shall be a director 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.

26. Honorary Treasurer

At the annual general meeting in 2017 and at the annual general meeting each year thereafter, the Honorary Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Treasurer shall be conducted in accordance with Article 28. A person so appointed shall hold office for a one-year term but shall be eligible for re-election. The Honorary Treasurer shall be a director 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.

27. Company Secretary

Subject to the provisions of the 2006 Act, the Company Secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as they may think fit and any Company Secretary appointed may be removed by them.

28. Elections

28.1 Any Voting Member may nominate another member to be President, the Chairman, Chief Operating Officer, Honorary Secretary, Honorary Treasurer or an Elected Director. Any person nominated as a member of the Board must be a Voting Member. Any nomination must be made on the form prescribed from time to time by the Board. Any nomination must be seconded by another Voting Member .Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year.

28.2 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.

29. Casual Vacancies

A casual vacancy arising among the offices of President, Chairman, Chief Operating Officer Honorary Secretary, Honorary Treasurer or the Elected Directors, shall be filled by the Club in general meeting provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

BECOMING AND CEASING TO BE A MEMBER

30. Applications for Membership

- 30.1 The subscribers to the Memorandum of Association of the Club; the members of the unincorporated association known as the Twickenham Rugby Football Club as at the date of incorporation and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be the members of the Club.
- 30.2 No person shall become a member of the Club unless:
- 30.2.1 that person has completed an application for membership in a form approved by the Board, and
 - 30.2.2 the Board has approved the application.
- 30.3 For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. 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.
- 30.4 For the purposes of registration the number of members is declared to be unlimited.
- 30.5 A person shall not be entitled to any privileges of the Club until two days have passed since his application for membership was submitted, whether or not he is admitted as a member before those two days have lapsed.
- 30.6 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 provided that the Board shall use its best endeavours to ensure that the fees set by it do not preclude open membership of the Club.
- 30.7 The Board may from time to time and for such period as it decides allow affiliates of the Club to enjoy some or all of the benefits of the Club that members of the Club enjoy except that such:
- 30.7.1 affiliates shall have no voting rights under these Rules or in relation to the Club;
 - 30.7.2 affiliates will be subject to such terms that the Board shall decide; and
 - 30.7.3 affiliation shall meet the requirements of section 62-66 of the Licensing Act 2003.

31. Conditions of Membership

- 31.1 All members shall be bound by and subject to these Articles and the Rules and shall respect the rules of the game of rugby union as set from time to time by the IRB.
- 31.2 The members shall pay any entrance fees and annual subscription set by the Board under Article 30.6. Any member whose subscription fee is more than three months in arrears shall be deemed to have resigned his membership of the Club.
- 31.3 Subject to Article 32, 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 31.

32. Termination of Membership

- 32.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Club so require, by notice in hard copy form sent by prepaid post to request that member to withdraw from membership of the Club 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 sub-committee to which it has delegated its powers. The Board 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 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. The Board may exclude the member from the Club's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Club's premises to attend that meeting (if it is held at them) for the purpose of making his representations. 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.

- 32.2 A member may withdraw from membership of the Club by giving seven clear days' notice to the Club in writing.
- 32.3 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.
- 32.4 Membership is not transferable.
- 32.5 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, 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.

ORGANISATION OF GENERAL MEETINGS

33. Annual General Meetings

- 33.1 The Club 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, provided that so long as the Club holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
- 33.2 The annual general meeting shall be held for the following purposes:
 - 33.2.1 to receive from the Board the Club's accounts and the Honorary Treasurer's report as to the financial position of the Club;
 - 33.2.2 to receive from the Board a report of the activities of the Club since the previous annual general meeting;
 - 33.2.3 to appoint the Club's auditors;
 - 33.2.4 to announce the election (as appropriate) of the Chairman, Chief Operating Officer, Honorary Secretary, Honorary Treasurer, President and the Elected Directors to be appointed in accordance with these Articles; and
 - 33.2.5 to transact such other business as may be brought before it.

33.3 All general meetings, other than annual general meetings, shall be called general meetings.

34. Attendance and Speaking at General Meetings

34.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

34.2 A person is able to exercise the right to vote at a general meeting when:

34.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

34.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

34.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

34.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

34.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

35. Quorum for General Meetings

35.1 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.

35.2 Subject to Article 38.6, 15 Voting Members shall be a quorum.

36. Chairing General Meetings

36.1 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 Chief Operating Officer shall preside. If the Chief Operating Officer is not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start:

36.1.1 the directors present, or

36.1.2 (if no directors are present), the meeting,

36.2 must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

36.3 The person chairing a meeting in accordance with this article is referred to as the **chairman of the meeting**.

37. Attendance and Speaking by Directors and Non-Members

37.1 Directors may attend and speak at general meetings.

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

38. Adjournment

- 38.1 If the persons attending a general meeting within half an hour 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.
- 38.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 38.2.1 the meeting consents to an adjournment, or
 - 38.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 38.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 38.4 When adjourning a general meeting, the chairman of the meeting must:
- 38.4.1 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 directors, and
 - 38.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 38.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and
 - 38.5.2 containing the same information which such notice is required to contain.
- 38.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 10 Voting Members members shall be a quorum.

VOTING AT GENERAL MEETINGS

39. Voting: General

- 39.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 39.2 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.

40. Errors and Disputes

- 40.1 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 valid.
- 40.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

41. Poll Votes

- 41.1 A poll on a resolution may be demanded:

- 41.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 41.1.2 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.
- 41.2 A poll may be demanded by:
- 41.2.1 the chairman of the meeting;
 - 41.2.2 the Board; or
 - 41.2.3 five or more members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.
- 41.3 A demand for a poll may be withdrawn if:
- 41.3.1 the poll has not yet been taken, and
 - 41.3.2 the chairman of the meeting consents to the withdrawal.
- 41.4 Polls shall be taken as the chairman 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.
- 41.5 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. 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.
- 41.6 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.

42. Content of Proxy Notices

- 42.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:
- 42.1.1 states the name and address of the member appointing the proxy;
 - 42.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 42.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 42.1.4 is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 42.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 42.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 42.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 42.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 42.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43. Delivery of Proxy Notices

- 43.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.
- 43.2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 43.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 43.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

44. Amendments to Resolutions

- 44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 44.1.1 notice of the proposed amendment is given to the Club 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 such later time as the chairman of the meeting may determine), and
 - 44.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 44.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 44.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 44.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 44.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

**PART 4
ADMINISTRATIVE ARRANGEMENTS**

45. Means of Communication to be Used

- 45.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for such documents or information to be sent or supplied by or to the Club.

45.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

45.3 A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

46. No Right to Inspect Accounts and Other Records

Except as provided by law (such as in relation to the requirements of the Licensing Act 2003) or authorised by the Board or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

DIRECTORS' INDEMNITY AND INSURANCE

47. Indemnity

47.1 Subject to Article 47.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:

47.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company;

47.1.2 any liability incurred by that director in connection with the activities of the Club or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act); and

47.1.3 any other liability incurred by that director as an officer of the Club or an associated company.

47.2 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.

47.3 In this Article:

47.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

47.3.2 a **relevant director** means any director or former director of the Club or an associated company.

48. Insurance

48.1 The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.

48.2 In this Article:

48.2.1 a **relevant director** means any director or former director of the Club or an associated company;

48.2.2 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 Club, any associated company or any pension fund or employees' share scheme of the company or associated Club; and

48.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

49. Club Premises Licence

49.1 The Club shall meet the requirements of section 62-66 of the Licensing Act 2003.

50. Rules

50.1 Only the Voting Members in general meeting may from time to time make, vary and revoke Rules relating to playing organisation.

50.2 Rules made pursuant to Article 50.1 must, in order to be valid, be compliant with the 2006 Act and these Articles.

50.3 A copy of the Rules must be forwarded to the applicable licensing authority.

51. Dissolution

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to one or more of the following sporting or charitable bodies (i) the RFU for use in community related initiatives for the Game; (ii) another registered community amateur sports club for the Game; or (iii) a charitable organisation.

Annexure 1
Form of Proxy Notices

Company No. [●]

TWICKENHAM RUGBY FOOTBALL CLUB LIMITED

("the Club")

[insert name and address of Voting Member]

Before completing this form, please read the explanatory note below.

I/We being a Voting Member of Twickenham Rugby Football Club Limited appoint the chair of the meeting or (see note 3)

--

as my/our proxy to attend, speak and vote on my/our behalf at the [■annual] general meeting of the Club to be held on [insert date] at [insert time] and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	For	Against	Abstain
[ORDINARY BUSINESS]			
1. [insert text of resolution]			
2. [insert text of resolution]			
[SPECIAL BUSINESS]			
3. [insert text of resolution]			
4. [insert text of resolution]			

Signature	Date
------------------	-------------

Notes to the proxy form

- 1 As a Voting Member of the Club you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting.
- 2 The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a member of the Club but must attend the meeting to represent you. To appoint as your proxy a person other than the chair of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chair of the meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 4 To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If

no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5 To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to [●] at ***[insert address]***; and
- received by [●] no later than ***[insert date and time]***.

6 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7 [■As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by ***[insert details]***. For an electronic proxy appointment to be valid, your appointment must be received by [●] no later than ***[insert date and time]***.]

8 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9 You may not use any electronic address provided in this proxy form to communicate with [●] for any purposes other than those expressly stated.

10 To terminate a proxy instruction you will need to inform the Hon. Secretary using one of the following methods:

- (a) by sending a signed hard-copy notice clearly stating your intention to terminate your proxy appointment to ***[insert address]***.
- (b) by sending an e-mail to ***[e-mail address]*** ***[set out authentication requirements]***.

In either case, the revocation notice must be received by [●] no later than ***[insert date and time not more than 48 hours before the meeting]***.