

Kesteven Rugby Football Club Ltd

(Trading as Kesteven Rugby Football Club)

1. NAME, OBJECTS AND POWERS

1. NAME

The Society shall be called the “Kesteven Rugby Football Club Limited”.

2. DEFINITIONS

Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 32 shall bear the meanings given to them therein.

3. OBJECTS

The objects of the Club shall be:

- 3.1 To promote, encourage and foster the Game for the benefit of the Members including (but not limited to) the coaching thereof at all levels.
- 3.2 To promote, encourage and foster the Game at all levels in Grantham and the surrounding areas.
- 3.3 To ensure that the Game is played in accordance with the Laws of the Game and is administered in accordance with the Regulations and Rules of the Union.
- 3.4 To undertake such matches and fixtures and other activities as the Board may decide.
- 3.5 To maintain and develop the Ground at Woodnook, near Grantham or such other location as the Board may from time to time determine as the headquarters of the Club and as a venue for playing the game and conducting other activities of the Club so as to provide the best possible facilities for the Members and those visiting the Ground.
- 3.6 To strengthen the bonds between the Club and the local community in the areas surrounding the Club.

4. POWERS OF THE CLUB

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club including (but not limited to) all or any of the following:

- 4.1 Either directly or indirectly to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such a manner as shall be considered by the Board to be expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, sub-leasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Board to be necessary or expedient for the purposes of the Club or the advancement of its interests.

- 4.2 To raise or borrow money for the purposes of or in connection with the activities of the Club or any of them as the Board thinks fit in accordance with the following provisions:
- 4.2.1 Any sum or sums raised or borrowed may be on mortgage, charge, bonds or debentures or all or any of the funds or property of the Club whether or not including any floating charge of the whole or part of the undertaking property and assets of the Club both present and future.
 - 4.2.2 At the time of any borrowing the sum of the amount then remaining undercharged of monies borrowed and of the amount of the proposed borrowing shall not exceed fifty thousand pounds (£50,000)
 - 4.2.3 The rate of interest payable at the time the terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which in the opinion of the Board represents the market rate of interest for borrowings of similar amounts and on similar terms prevailing at that time except that in the case of mortgage loan the Board may delegate the determination of the interest rate within specified limits to a Director.
 - 4.2.4. The Board may determine from time to time (subject to Rules 4.2.1, 4.2.2. And 4.2.3) the terms and conditions upon which money is raised or borrowed on security is issued and may vary such terms and conditions.
 - 4.2.5 No person lending money to the Club shall be concerned to see or enquire whether either of the limits imposed by Rule 4.2.2. or Rule 4.2.3 is exceeded at the time of borrowing or issue and if either or both of such limits were to be exceeded no borrowing incurred in excess of such limits shall be invalid unless such person had received express notice to this effect at the time of borrowing.
- 4.3 To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by a trust deed or other assurance.
- 4.4 To accept and grant sponsorship and franchises and make such arrangements in conjunction therewith as the Board shall think fit.
- 4.5 To apply for and hold any licences, consents, certificates, permissions and approvals that may be required for or in connection with the activities of the Club and (among other things) to provide catering and such other facilities as the Board shall consider desirable.
- 4.6 To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, the Game or any other sport or recreation.
- 4.7 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Board, directly or indirectly benefit, or is calculated so to benefit, the Club or its activities or its employees, ex-employees, players, former players or their dependents.
- 4.8 To promote, arrange and organise competitions and entertainments in connection with the Game and other sport or recreation.
- 4.9 To engage such officials and employees upon such terms and at such remuneration as the Board may deem appropriate, and to dismiss or retire any of them as may be necessary.
- 4.10 To maintain bank accounts in credit or overdrawn on such terms as the Board shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmissions or collection systems whether pursuant to Rule 15.5 or otherwise.

- 4.11 To pass such resolutions, regulations and instructions which shall be binding on all Members as are considered necessary for the better management, organisation, administration and regulation of the Club.
- 4.12 To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Club.

II MEMBERSHIP

5. MEMBERS

- 5.1 The members of the Club shall be the persons whose names are for the time being entered in the Register of Members.
- 5.2 Membership of the Club shall be open to anyone interested in the sport on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.
- 5.3 The Board may (subject to the provisions of Rule 6) offer such categories of membership of the Club with such qualifications, application procedures and conditions, duties and privileges, subscriptions and in such numbers as it may from time to time decide but always on the basis that every Member shall have one vote. Details of categories, qualifications, application procedures and conditions, duties and privileges of membership in force from time to time shall be kept by the Honorary Secretary and shall be available for inspection by Members at all reasonable times. The membership of the Club will include Life Members, playing and non-playing members, associate members and Junior Members.
- 5.4 Details of any entrance fee and the subscription payable by each category of membership as determined under Rule 16 shall be kept as in Rule 5.3 by the Company Secretary.
- 5.5 The Club may refuse membership or expel from membership only for good and sufficient cause such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such a decision may be made to the Club's members and decided by a majority vote.
- 5.6 The Board may elect (subject to confirmation at the next following Annual General Meeting of the Club) as an Honorary Vice-President Member of the Club any person, whether an existing Member or not, whose Membership whether for services to the Club, to the Game for any other reason the Board considers to be specially desirable in the interest of the Club. An Honorary Member shall be a Member with all rights duties and privileges of membership of the Club but without any obligation to pay any entrance fee or subscription. The Board shall have power to terminate the honorary membership of any person at any time if it considers such action to be in the interest of the Club so to do.
- 5.7 No Person may be accepted as a candidate for membership under the age of sixteen years and the purported admission of a person under the age of sixteen years shall be void.
- 5.8 The Board shall have power to create a class of persons called Juniors or with such other title as the Board may decide using criteria age, ticket holding or otherwise as it shall think fit. Such persons shall not be members of the within these Rules and they shall have such rights, privileges and obligations as the Board shall decide. Any person recognised in this class shall cease to be entitled to such recognition on attaining the age of eighteen years.
- 5.9 The Board shall have power to create a class of membership known as Associate Member. Such Associate Members shall enjoy all the rights of membership except that they shall not be entitled to vote at Special or Annual General Meetings.
- 5.10 It shall be the duty of every Member to advise the Company Secretary promptly of each change of address. All notices and letters dispatched by post to a member at the address registered in the Register of Members (which shall be conclusive proof hereof) shall be deemed to have been properly delivered pursuant to Rule 30.

- 5.11 A Member may resign from the Club at any time by giving the Company Secretary written notice of the intention so to do provided that the Member shall be liable for all monies then due and owing to the Club.
- 5.12 The President or Company Secretary or any person appointed by either of them shall have the power to order the withdrawal from the Ground of any Member who is in breach of any of these Rules, any Regulations or any Rule or Regulation of the Union which is applicable to the Ground or its use by Members or who otherwise, in the opinion of the President or Company Secretary or their appointee or appointees, guilty of misconduct.
- 5.13 The Board shall have the power to terminate or suspend for such period as it thinks fit the membership of or to reprimand for any infringement of these Rules, any Regulations, the Rules or Regulations of the Union, the Laws of the Game or the Regulations or for any conduct prejudicial to the interest of the Club or the Game. The procedure for the exercise of this power shall be prescribed by the Board and details thereof shall be kept by the Company Secretary and be available for inspection by Members at all reasonable times.
- 5.14 A Member shall cease to be a Member:
 - 5.14.1 On resignation
 - 5.14.2 On termination of membership by the Board
 - 5.14.3 On death
- 5.15 Each person who is in membership with the Club at the date these Rules take effect pursuant to Rule 26 shall be admitted to membership in accordance with Rule 5.5 and any person in membership at that date under the age of sixteen years shall be granted the status of Junior in accordance with Rule 5.8

6. SHARE CAPITAL

- 6.1 The capital of the Club shall consist of shares of the value of one pound each.
- 6.2 Every Member of whatever category shall hold one share and no more in the capital of the Club. No person who is not a Member shall be issued with a share.
- 6.3 Each Member of the Club at the date these Rules take effect pursuant to Rule 26 (other than those under the age of sixteen years) shall be allotted one share and one pound of the subscription then next paid by each Member shall be applied in paying up the same in full.
- 6.4 Any Member admitted to membership after the date on which these Rules take effect shall be allotted one share on admission and one pound of the first subscription paid by such Member shall be applied in paying up the same in full.
- 6.5 In the case of a share allotted to an Honorary Member either upon these Rules taking effect or upon admission to membership thereafter pursuant to Rule 5.6 such share shall be credited as fully paid by way of capitalization of any profits of the reserves of the Club and the Board shall have power to take all steps necessary to give effect to this Rules.
- 6.6 No share shall be held jointly, be withdrawable or be transferable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share or any interest therein or any rights associated therewith shall, if the Board so decides be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.
- 6.7 The shares of a Member shall be forfeited to the Club when that Member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Club.
- 6.8 The Club shall not be required to issue a certificate to any member in respect of the share allotted to that Member.

III GENEARL MEETINGS

7 GENERAL MEETINGS

- 7.1 All General Meetings shall be held at the Ground or elsewhere as the Board may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.
- 7.2 The Chairman of all such meetings shall be the Chairman of the Club or if unavailable the present President or if unavailable a Member of the Board appointed at the Meeting concerned to take the Chair for that Meeting.
- 7.3 Every Member shall be entitled to attend and vote at any General Meeting. The procedure for the casting of votes shall be determined by the Chairman of the Meeting.
- 7.4 The quorum at any General Meeting shall be fifteen Members.
- 7.5 If within thirty minutes after the time appointed for a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved, and in every other case it will stand adjourned to such other day and at such times and place, or be dissolved, as the Board shall determine.
- 7.6 All resolutions shall be decided by a majority of votes recorded except where these Rules provide for a special resolution which shall require a majority of at least two-thirds of the votes recorded.
- 7.7 A declaration by the Chairman of a General Meeting to the effect that a particular resolution has been passed or not passed by a particular majority or not shall (subject to the Act) be final and binding on all Members.
- 7.8 A General Meeting shall not be invalidated by reason only of any Member accidentally failing to receive a notice thereof or any accompanying document relating thereto.
- 7.9 The Procedure for conduct of General Meetings shall be prescribed by the Board and details thereof shall be kept by the Company Secretary and be available for inspection by Members at all reasonable times.

8 ANNUAL GENERAL MEETINGS

- 8.1 Not later than 31st July in every year a General Meeting shall be held (to be known as the Annual General Meeting) for the transaction of the following business:
 - 8.1.1 To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting.
 - 8.1.2 To receive and approve a report from the Company Secretary of the Board on the affairs of the Club since the previous Annual General Meeting.
 - 8.1.3 To receive and approve a Financial Statement for the preceding financial year together with the Auditors' report thereon.
 - 8.1.4 To elect the Officers for the ensuing year.
 - 8.1.5 To elect Honorary Vice-Presidents.
 - 8.1.6 To confirm any elections of Honorary Vice Presidents made by the Board during the preceding year.
 - 8.1.7 To elect Members of the Board for the ensuing year.
 - 8.1.8 To appoint the Auditors for the ensuing year.
 - 8.1.9 To consider as a special resolution any addition or alterations to these rules duly proposed in accordance with Rule 8.5
 - 8.1.10 To consider any other motion or business duly proposed in accordance with Rule 8.5.
 - 8.1.11 To consider any other business of which due notice shall have been given.
 - 8.1.12 To hear any other relevant matter for the consideration of the Board during the ensuing year, but on which no voting shall be allowed.
- 8.2 Notice of every Annual General Meeting stating the date, time and venue of

such Meeting shall be sent to all Members so as to be received not less than two clear weeks prior to the date of the Meeting with the agenda of the business to be considered thereat and with a copy of the Club's Financial Statement for the preceding financial year.

- 8.3 The election of Officers shall be subject to the following provisions:
 - 8.3.1 Any Member shall have the right to make nominations, with the written consent of a candidate, for election to any one or more of the offices named in or created under the provisions of Rule 12.1. Such nomination must be sent in writing so as to reach the Company Secretary not less than three weeks before the AGM. The Board shall also have the right to make nominations for the election of officers.
 - 8.3.2 The election of each Officer shall be decided by a majority of votes recorded.
 - 8.3.3 In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall immediately be held between those candidates for whom the votes cast are in equal number. If there shall still be equality of votes the members of the retiring Board present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the office concerned for the ensuing year.
- 8.4 The Election of Board Members shall be subject to the following provisions:
 - 8.4.1 Any Member shall have the right to make not more than one nomination, with the written consent of a candidate, for election as one of the Board Members provided for in Rule 13.1.2 Such nominations must be sent in writing so as to reach the Company Secretary not less than three weeks before the AGM. The Board shall also have the right to make nominations for the election of Board Members without restriction on the number of nominations.
 - 8.4.2 The election of Board Members shall be decided by a majority of votes recorded.
 - 8.4.3 In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the Board a further election for that office shall immediately be held for the last seat or seats between those candidates for whom the votes cast are in equal number. If there shall still be equality of votes the members of the retiring Board present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the last seat or seats on the Board for the ensuing year.
- 8.5 Proposals for additions or alterations to the Rules or for any other motion to be submitted to an Annual General Meeting shall be subject to the following provisions:
 - 8.5.1 Any proposal shall be submitted in writing to the Company Secretary not less than three weeks before the AGM duly proposed by one Member and seconded by another.
 - 8.5.2 Copies of all such proposals and copies of all proposals put forward by the Board shall be sent to all Members with the notice of the Annual General Meeting.
 - 8.5.3 Amendments to any proposal notified to Members under Rule 8.5.2 shall be sent in writing so as to reach the Company Secretary duly proposed and seconded not less than twenty-four hours before the time for which the Annual General Meeting is convened.
 - 8.5.4 Amendments duly received in accordance with Rule 8.5.3 shall be added to the agenda by the Chairman of the Annual General Meeting.

9. SPECIAL GENERAL MEETINGS

- 9.1 The Board may convene at any time a Special General Meeting by giving to all Members two clear weeks written notice thereof stating the date, time and venue thereof and the resolution or resolutions to be moved or other business to be transacted thereat.
- 9.1.1 Amendments to any resolution proposed by the Board shall be submitted in writing to the Company Secretary duly proposed and seconded by members in the same manner as is prescribed by Rule 8.5.3 for an Annual General Meeting.
- 9.1.2 Amendments duly received in accordance with Rule 9.1.1 shall be added to the agenda by the Chairman of the Special General Meeting.
- 9.2 The Board shall convene a Special General Meeting on receipt by the Company Secretary of a written requisition so to do, duly signed by not less than ten Members. Each requisition must clearly state the specific resolution to be moved.
- 9.2.1 Two clear weeks notice of such a Meeting stating the date, time and venue thereof and the specific resolution to be moved thereat shall be sent to all Members by the Company Secretary within fourteen days of the receipt of the requisition.
- 9.2.2 Amendments to such a resolution shall be submitted in writing to the Company Secretary duly proposed and seconded by Members in the same manner as prescribed by Rule 8.5.3
- 9.2.3 Amendments duly received in accordance with Rule 9.2.2 shall be added to the agenda by the Chairman of the Special General Meeting.

10. RULES

- 10.1 No new Rule shall be made, nor shall any Rule be amended or rescinded, except by a special resolution passed at an Annual General Meeting in accordance with Rule 8.5 or at a Special General Meeting convened in accordance with Rule 9.1
- 10.2 The Company Secretary shall register in accordance with the Act any new Rule or amendment to these Rules and no new Rule or amendment to the Rules shall be valid until so registered.
- 10.3 A copy of the Rules shall be delivered by the Company Secretary to any person on demand on payment of such sum (not exceeding ten pence) as may from time to time to be determined by the Board.

IV OFFICERS AND BOARD

11 POWERS OF THE BOARD

The affairs of the Club shall be administered by the Board which shall exercise all the powers of the Club expressed in Rule 4 and without limiting the generality thereof:

- 11.1 The Board shall have power to appoint such Committees as are considered necessary to deal with the affairs of the Club
- 11.1.1 The Board shall determine the composition, powers and terms of reference of each Committee.
- 11.1.2 The Chairman of any Committee shall have a second or casting vote, and the quorum necessary for the transaction of business by a Committee shall be one-third of its appointed members or as the Board may determine.
- 11.1.3 A Committee may exercise the power of co-option subject to the provisions of Rule 11.2.
- 11.2 The Board shall have power to co-opt additional members to serve on it

provided that the number of such co-opted members shall not exceed twenty five per cent of the number of members elected to hold office on the Board (the Officers for the purposes of this computation being deemed to be elected members) and to approve the co-option of additional members to serve on any Committee, in both cases either for general or special service and with or without voting rights.

- 11.3 The Board shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Club.
- 11.4 The procedure for the conduct of meetings of the Board shall be prescribed by the Board and details thereof shall be kept by the Company Secretary and be available for inspection by Members at reasonable times.
- 11.5 References in these Rules to any acts or activities or opinions (including, without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the Board shall mean such acts or activities or opinions as shall be sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Board or (b) a resolution of the relevant Committee where the power to act or authority being exercised has been delegated by the Board to a Committee or (c) the relevant Officer where that power or authority has been delegated by the Board to an Officer.

12 OFFICERS

- 12.1 The Officers of the Club shall be as follows: the President, Chairman, Company Secretary, Financial Director, Playing Director, House and Grounds Director, and such other Officers as the Club may in General Meeting from time to time determine.
- 12.2 The Officers of the Club shall be elected at each Annual General Meeting in accordance with Rule 8.3.
- 12.3 Each Officer on election at an Annual General Meeting shall hold office from the end of that Meeting until the next Annual General Meeting but shall be eligible for re-election from year to year.
- 12.4 If any such offices shall fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Board for the period of the vacancy.

13 BOARD

- 13.1 The Board shall consist of
The Officers of the Club
A Member of the Board shall hold office from the end of the Annual General Meeting at which he is elected until the end of the following Annual General Meeting and shall be eligible for re-election from year to year.
- 13.2 The Board shall each year elect its own Chairman for the ensuing year to hold office from the date of the Annual General Meeting until the date of the following year's Meeting. He may hold any other office in the Club at the same time and shall be eligible for re-election from year to year.
- 13.3 The quorum at any meeting of the Board shall be three (or such other number as may be determined from time to time by the Club in General Meeting) and the Member elected to take the Chair shall be entitled to exercise a second or casting vote.
- 13.4 If a vacancy shall occur for an elected member of the Board between one Annual General Meeting and the next such vacancy shall be filled by the Board.
- 13.5 If a Member of the Board shall commit an offence under Rule 5.11 or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such Member's property such Member shall cease to be a Member of the Board.
- 13.6 Board Members shall receive no remuneration for serving on the Board other than the payment of authorized expenses for carrying out their duties.

14 HONORARY VICE-PRESIDENTS

The Board may each year nominate for election at the Annual General Meeting as Vice-Presidents of the Club such Member or Members as they consider should receive special recognition for services to the Club. Any Member so elected shall remain a Vice-President until ceasing to be a Member. The position of Vice-President shall not carry any rights or obligations and in particular a Vice-President shall not be an Officer or a Member of the Board unless separately elected as such.

V FINANCE

15. CLUB FINANCE

- 15.1 The Club's income shall be obtained annually from subscriptions of Members, from investments and securities, from gate monies and ticket receipts from matches arranged by the Club at the Ground, from the letting of the Ground, from sponsorship and from any other available source.
- 15.2 The profits of the Club shall be applied only in furthering the objects of the Club. No surplus or assets will be distributed to members or third parties.
- 15.3 A Financial Statement of the Club's affairs shall be made up in May in each year (or such date as may be determined from time to time by the Club in General Meeting) and shall be signed by the Company Secretary, Financial Director and one other Member of the Board. They shall be audited by Auditors, and a printed copy of the signed Financial Statement, together with the Auditor's report thereon, shall be sent to each member with the notice calling an Annual General Meeting.
- 15.4 The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Club in furtherance of such a scheme the Club may enter into an indemnity required by the bank upon whom direct debits are to be originated and such indemnity may be executed on behalf of the Club by the Company Secretary or as otherwise determined pursuant to these Rules.

16 SUBSCRIPTIONS

Each Member shall according to membership category, pay to the Club on 1st September (or such other date as may be determined by the Club in General Meeting) such annual subscription as the Board may from time to time determine. Such subscription will be maintained at levels that will not pose a significant obstacle to people participating.

(There shall be a penalty payment imposed on any member should his subscription in whole or in part remain unpaid by 30th September in any year at the following rates.)

There shall be a discount on the amount of the annual subscription of playing Members if such subscription is paid before 30th September in each year. The amount of the discount shall be determined by the Board.

New Playing Members joining the Club after 1st January in each year shall be entitled to a 50% reduction in the amount of the subscription to be paid. This shall apply only to new members joining the Club for the first time.

17 AUDITORS

- 17.1 The provisions of the Friendly and Industrial Provident Societies Act 1968 relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with.
- 17.2 The Auditors shall be entitled to attend any General Meeting and to receive

all notices of and other communications relating thereto, and to be heard at any General Meeting on any of the business which concerns the auditors.

VI STATUTORY PROCEDURES

18 REGISTERED OFFICE

- 18.1 The Registered Office of the Club shall be at the Clubhouse, Woodnook, Grantham, NG33 5AA
- 18.2 Notice of any change in the situation of the registered office shall be given by the Company Secretary to the Registrar within fourteen days after the change.

19 USE OF NAME OF THE CLUB

- 19.1 The name shall be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Club are carried on.
- 19.2 The name shall be stated in legible characters in all business letters of the Club, in all notices, advertisements and other official publications of the Club, in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club and in all bills, invoices, receipts and letters of credit of the Club.
- 19.3 Save with authority of the Board, the name of the Club shall not at any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that member in such a way as to indicate or imply that such document or advertisement was issued or published on behalf of the Club or the Board.

20 SEAL

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Company Secretary and shall be used only under the authority of the Board which may determine who shall countersign any instrument to which the seal is affixed and unless otherwise so determined it shall be countersigned by two of the other Officers.

21 REGISTER OF MEMBERS

- 21.1 The Club shall keep at its registered office a Register of Members and Officers in which the Company Secretary shall enter the following particulars:
 - 21.1.1 The name and address of each Member.
 - 21.1.2 A statement of the share held by each Member and the amount paid thereof.
 - 21.1.3 A statement of other property, if any, in the Club held by each Member whether in loans or otherwise.
 - 21.1.4 The date on which each Member was entered in the Register as a Member and the date on which a Member ceased to be a Member.
 - 21.1.5 The names and addresses of the Officers of the Club with the offices held by them on which the assumed and left office.
- 21.2 The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 22.1.1, 22.1.4 and 22.1.5 without also opening to inspection the other particulars entered in the Register.

22 INSPECTION OF BOOKS

All Members and persons having an interest in the funds of the Club shall be allowed to inspect their own accounts and the particulars entered in the

Register of Members and Officers other than those entered under Rules 22.1.2 and 22.1.3 at all reasonable hours at the registered office of the Club, subject to such regulations as to the time and manner of such inspections may be made from time to time by a resolution passed at a General Meeting.

23 ANNUAL RETURN

- 23.1 Every year not later than the date provided by the Act or where the return is made up o date allowed by the Registrar not later than three months after such date the Company Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the Club for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Club with a Repot of the Auditors thereon for the period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors on the balance sheet.
- 23.2 A copy of the latest annual return shall be supplied free of charge on demand to every Member or other person interested in the funds of the Club.

24. PUBLICATION OF ACCOUNTS

The Club shall keep a copy of the last balance sheet for the time being together with the Report made by the Auditors thereon also hung up in a conspicuous place at its registered office.

24 REGISTRATION

These Rules shall take effect on and from the date of their registration pursuant and in accordance with provisions of Section 2 of the Industrial and Provident Societies Act 1965.

25 DISSOLUTION

In the event of it becoming necessary for the Members to discontinue the activities of the Club and to dissolve the Club under provisions of the Act, its funds and property shall not be paid to or distributed among the Members but shall be transferred to another Community Amateur Sports Club, the objects of which are the same as or similar to those of the Club, or to the Rugby Football Union, to which the Club is affiliated.

VII GENERAL

27 LICENSING

- 27.1 Save for those persons who are admitted to membership under Rule 5.1.3 no person may be admitted to membership without an interval of at least two day between the dates of nomination and admission.
- 27.2 Subject to such restrictions as may be imposed from time to time by the Board in any Regulations:
- 27.2.1 The Ground shall be opened during such hours as the Board may decide and intoxicating liquor shall be supplied during such hours as may be fixed by the Board (having due regard to the permitted hors within the licensing district in which the Ground is situated) and notified to the Police and also to the Clerk to the Licensing Justices as required by law, but the Board shall have the power to close the Ground or any part thereof and/or to reduce the hours of supply of

intoxicating liquor from time to time on a fixing notice thereof on the Club's notice board. As to the supplying of intoxicating liquor the following shall apply:

In accordance with section 49 (1) of the Licensing Act 1964, persons other than Members and their guests who are permitted to enter the Club premises on such occasions and in connection with any events as approved by the Social Committee in connection with any sporting or social event organised by the Club and bona fide guests of such persons may be supplied with intoxicating liquor for their consumption on the premises in the same manner as it may be supplied to Members and guests.

27.2.2 Members may introduce and entertain guests at the Club.

27.2.3 Provision is hereby made for the admission to any premises on the Ground in respect of which the Club is registered under the Licensing Act 1964 (or any statutory modifications or re-enactment thereof) of persons other than Members or their guests and for the sale of intoxicating liquor to them by or on behalf of the Club for consumption on such premises.

28 INDEMNITY

Each Officer and employee from time to time of the Club and each person who was or is from time to time a Member of the Board or any Committee shall (to the extent that such a person is not entitled to recover under any Policy of Insurance) be entitled to be indemnified out of any and all funds available to the Club, which may lawfully be so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the Club or in relation thereto, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an Officer or employee or as a Member of the Board or any Committee as the case may be.

29 NOTICES

Any notice or other communication or document sent by first class post to a Member, Officer or Member of the Board shall be treated as having been given twenty- four hours after the time when it was posted.

30 ARBITRATION

Every dispute of the type specified in Section 60 of the Industrial and Provident Societies Act 1965 or any amendment modification or re-enactment thereof (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single Arbiter (pursuant to the Arbitration Act for the time being in force) to be appointed in default of agreement between the parties to the dispute by the President (or failing whom one of the other Officers) for the time being of the Union.

31 INTERPRETATION

Subject to the provisions of the Act any differences of opinion as to the interpretation of these Rules or any matter not provided for therein shall be decided by the Chairman of a General Meeting at such a Meeting or by the Board in every other circumstance, and every such decision shall be recorded

in the Minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

32 SCHEDULE OF DEFINITIONS

“the Act” – means the Industrial and Provident Societies Act 1965 – 1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies.

“Auditors” – means the Auditors of the Club for the time being.

“Regulations” - means the Regulations Relating promulgated by the IRFB from time to time.

“Club” – means Kesteven Rugby Football Club Limited.

“Board” – means the Board designated in Rule 13 and “Board Member” or “Member of the Board” means a Member of the Board for the time being and shall include a person co-opted under Rule 11.2

“Financial Statement” – means a properly audited Balance Sheet together with a Statement of Accounts showing Income and Expenditure.

“Game” – means the Game of Rugby Union Football.

“General Meeting” – means a general meeting of Members.

“Ground” – means the ground including stands, Clubhouse and other buildings built thereon maintained and developed under the provisions of Rule 3.4.

“Company Secretary” – means the Company Secretary of the Club for the time being.

“IRFB” – means the world Governing Body of the Game which at the date of the adoption of these Rules is the International Rugby Football Board of which the Union is a Member.

“Laws of the Game” – means the laws promulgated by the IRFB from time to time according to which the Game is played throughout the world.

“Member” – means a Member of the Club.

“Officers” – means the officers designated in Rule 12.

“Registrar” – means the Chief Registrar and Assistant Registrar for England in the Central Office of the Registry of Friendly Societies.

“Regulation” – means a resolution, regulation or instruction made in accordance with Rule 4.12

“Rules” – means the Rules of the Club for the time being registered with the Registrar.

“Union” – means the Rugby Football Union.

SIGNATURES

M J MONEY President

G R DONGER Chairman

B STEVENS Financial Director

W J BERRIDGE Secretary