## RULES AND STANDING PROCEDURES OF BISHOPS STORTFORD RUGBY FOOTBALL CLUB (2015)

## OPERATING EXECUTIVE

1. The day to day operation and administration of Bishop's Stortford Rugby Football Club (2015) ("the Club") shall be delegated by the Board to an Operating Executive which shall comprise the following elected officers:

Chairman (appointed in accordance with the Articles for 3 years)
Vice Chairman
Honorary Treasurer (appointed in accordance with the Articles for 3 years)
Honorary Secretary
Director of Rugby
Chairman of Playing
Chairman of Youth Rugby
Chairman of Mini Rugby
and such other person or persons as the Board and the Operating Executive in their absolute discretion shall from time to time deem necessary to appoint at the Annual General Meeting to discharge the objects of the Club as set out in the Articles
(hereafter collectively "the Operating Executive" or "the Officers" and individually an "Officer" or "Operating Executive member").
2. The Operating Executive shall report to the Board always in accordance with the provisions of the Articles of Association of the Club ("the Articles") and in particular Article 9 thereof.

## MEMBERSHIP

## Members

3. The members of the Club shall be the persons whose names are for the time being entered in the Register of Members.
4. As provided by Article 27 of the Articles all members shall be bound by and subject to the Articles and the Rules and shall respect the rules of the game of rugby union as set from time to time by World Rugby.
5. Subject to the Articles and the supervision of the Board, the Operating Executive may offer such categories of membership of the Club with such qualifications, application procedures and conditions, duties and privileges, subscriptions as it may from time to time decide but always on the basis that every Voting Member shall have one vote and every other member shall be a Non-Voting Member.
6. Details of any entrance fee and the subscription payable by each category of membership shall be kept by the Secretary.

## Honorary Life Members

7. The Operating Executive may each year nominate for election at the next following Annual General Meeting of the Club as an Honorary Life Member of the Club any person, whether an existing member or not, whose membership whether for services to the Club, to the Game or for any other reason, the Operating Executive considers to be deserving of special recognition or is especially desirable in the interests of the Club. An Honorary Life Member shall be a Voting Member who falls into one of the following categories:
A) a volunteer or helper who assists with running the Club
B) a supporter who helps the Club raise funds and provides a pool from which the volunteers are drawn
C) a parent or guardian of a junior member
D) a person who still wishes to be associated with the Club but for reasons of age or ill health is no longer able to play

An Honorary Life Member shall have all the rights duties and privileges of membership of the Club but without any obligation to pay a subscription or entrance fee. The Operating Executive shall have power to terminate the honorary life membership of any Honorary Life Member at any time if it considers such action to be in the interests of the Club so to do but subject always to Article 28.

## Senior Playing Members

## Junior Playing Members

8. The Operating Executive shall have power to create a class of persons called Juniors or with such other title as the Operating Executive may decide using as criteria age or otherwise as it shall think fit. Any such person under the age of eighteen as of the $1^{\text {st }}$ September each season shall be a Non-Voting Member and they shall have such rights, privileges and obligations as the Operating Executive shall decide. Any person recognised in this class shall cease to be entitled to such recognition on obtaining the age of eighteen years and will then be eligible to become a Voting Member provided that they otherwise fulfil the conditions of being a Voting Member.

## Family Membership

9. Provided that at least one, or two if there are more Junior playing members of a family, is or are fully paid-up Junior playing member(s) this will entitle the remaining members of that family to Family Membership of the Club including all
other playing or non-playing members of that family. Family Membership will entitle the parent or guardian of the said Junior playing member(s) who is nominated so to do, to exercise one vote as a Voting Member of the Club in accordance with the Articles of Association and these Rules. All other nonplaying members included in the Family Membership unless they fall into one of the categories in 11 A ), B) or C) shall be considered as associate members of the Club's trading subsidiary.

## Vice-Presidents ("VPs")

10. The Operating Executive may each year nominate for election at the Annual General Meeting as VPs of the Club such member or members as they consider should receive special recognition for their services to the Club. Any member so elected shall remain a VP until ceasing to be a member. A VP shall not be required to pay a membership subscription. All VPs are invited to make a gift to the Club each year. Should any VP who is a UK taxpayer choose to make a gift or gifts to the Club they will be asked by the Club whether they would kindly consider making such gift or gifts to the Club under the Gift Aid scheme. The position of VP shall not carry any special rights or obligations and in particular a VP shall not be an Officer or a member of the Operating Executive unless separately elected as such.

## Non-Playing Members

11. Non-playing members who do not fall into one of the following categories:
A) volunteers and helpers who assist with running the Club
B) supporters who help the club raise funds and provide a pool from which the volunteers are drawn
C) parents of junior members
D) people who still wish to be associated with the Club but for reasons of age or ill health are no longer able to play
shall be treated as associate members of the Club's trading subsidiary.
12. It shall be the duty of every member to advise the Honorary Secretary promptly of each change of their address and if they shall have provided a gift aid form to the Club prior to changing their address they shall provide the Honorary Secretary with a new gift aid form. If a member or other donor to the Club shall cease to be a UK taxpayer, they shall inform the Honorary Secretary or Honorary Treasurer in writing as soon as it is practicable to do so.
13. A member may resign from the Club at any time by giving the Honorary Secretary written notice of their intention so to do in accordance with Article 28.2 provided that the member shall remain liable for all monies then due and owing to the Club and as provided by Article 6.1 of the Articles. A member shall also cease to be a member on termination of their membership by the Board or the Operating Executive acting on its behalf, on the death of that person or when they cease to
exist, or on the failure of the member to comply with any condition of membership set out in the Articles or these Rules (see also Article 28 of the Articles of Association).
14. The Chairman or Honorary 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 Regulation or any Rule or Regulation of the World Rugby or the RFU which is applicable to the Ground or its use by members or who otherwise is, in the opinion of the Chairman or Honorary Secretary or their appointee or appointees, guilty of misconduct.
15. The Board or the Operating Executive acting on behalf of the Board may terminate or suspend for such period as they think fit the membership of any member or to reprimand them for any infringement of these Rules, any Regulations, the Rules or Regulations of World Rugby, the RFU, the Laws of the Game or for any conduct prejudicial to the interests of the Club or the Game but the exercise of these powers shall always be subject to the provisions of Article 28 of the Articles of Association. Subject always to the provisions of Article 28 of the Articles of Association the Board or the Operating Executive acting on behalf of the Board may also terminate or suspend the membership of or to reprimand a member for any incidence of discriminatory behaviour, including any discrimination based on age, ability or disability, gender, race, ethnicity, nationality, religious beliefs, sexuality, social or economic status.

## GENERAL MEETINGS

## General Meetings

16. All general meetings shall be held at the Ground or elsewhere as the Operating Executive may determine.
17. The chairman of all such meetings shall be the Chairman of the Club failing which the chairman of that meeting will be appointed in accordance with Article 32 of the Articles of Association and shall be called the chairman of the meeting.
18. Every Voting 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 but always in accordance with the Articles of Association
19. Non-Voting Members and associate members of the trading subsidiary of the Club may attend and speak at any general meeting at the discretion and under the direction of the chairman of the meeting but they shall not be entitled to vote on any resolution put to the meeting.
20. As provided by Article 31.2 the quorum at any general meeting shall be twenty Voting Members.
21. 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 in accordance with the provisions of Article 34.
22. All resolutions shall be decided by a majority of votes recorded except where these Rules, the Articles or the Companies Act 2006 provide for a special resolution which shall require a majority of at least $75 \%$ of the votes recorded.
23. 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 be final and binding on all members.
24. A general meeting shall not be invalidated by reason only of any Voting Member accidentally failing to receive a notice thereof of any accompanying document relating thereto.
25. The procedure for the conduct of general meetings shall be prescribed by the Operating Executive and details thereof shall be kept by the Honorary Secretary and be available for inspection by members at all reasonable times.

## Annual General Meetings

26. Not later than $31^{\text {st }}$ August in every year a general meeting shall be held (to be known as the Annual General Meeting) for the transaction of the matters set out in Article 29 and the following business:

- To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting;
- To elect the officers of the Operating Executive for the ensuing year;
- To transact such other business as may be brought before it including without limitation the appointment of Honorary Life and Life Members and VPs (Vice Presidents) and the following matters:
- To consider any addition or alteration to these Rules duly proposed in accordance with Rule 29 and 35.
- To consider any other motion or business duly proposed in accordance with Rule 30.
- To consider any other business of which due notice shall have been given.
- To hear any other relevant matter for the consideration of the Operating Executive during the ensuing year, but on which no voting shall be allowed.

27. The Club shall comply with the requirements for calling general meetings under the Companies Act 2006. In addition, the notice of every Annual General Meeting stating the date, time and venue of such meeting shall be prominently displayed in the Clubhouse not less than 14 clear days 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 and the Board's (i.e the Trustee's) report for the preceding financial year.
28. The election of the Officers shall be subject to the following provisions:
a. Any Voting Member shall have the right to make nominations, with the assent of a candidate, for election to any one or more of the offices named in or created in accordance with the Articles and these Rules. Such nominations must be sent in writing so as to reach the Honorary Secretary at least two weeks before the relevant meeting. The Operating Executive shall also have the right to make nominations for the election of Officers. In the event that no written nomination for an office has been provided as aforesaid, the Chairman of the Meeting may take a nomination from the Voting Members present at the Annual General Meeting in question.
b. The election of each Officer shall be decided by a majority of votes recorded.
c. 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 equal in number. If there shall still be equality of votes the members of the retiring Operating Executive 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.
29. 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:
a) Any proposal shall be submitted in writing to the Honorary Secretary three weeks prior to the relevant meeting duly proposed by one Voting Member and seconded by another Voting Member.
b) Copies of all such proposals and copies of all proposals put forward by the Operating Executive shall be given to all Voting Members with the notice of the Annual General Meeting.
c) Amendments to any proposal notified to Voting Members under this Rule shall be sent in writing so as to reach the Honorary Secretary duly proposed and seconded not less than twenty-four hours before the time for which the Annual General Meeting is convened.
30. Proposed amendments to the Rules must always conform to the Articles and be duly received in accordance with Rule 29 and shall then be added to the agenda by the Chairman of the Annual General Meeting.
31. At least 14 days prior to every second Annual General Meeting the Vice Presidents shall nominate for election as President Elect by the Membership at that Annual General Meeting such member or members as they shall consider best qualified to serve in due course as President of the Club for a period of two years. Any Vice President wishing to nominate any member or members for the post of President Elect must be able to demonstrate at the time of nomination that they have taken reasonable steps to inform all the other Vice Presidents of their intention. The nomination(s) will be put to the full membership at the Annual General Meeting and if elected he or she will serve for one year as the President Elect followed by two years as President.
32. The President Elect is a titular post only and he or she has no duties to perform solely by reason of their election to that position. The office of the President of the Club is an honorary, non-executive position. He or she will have no voting rights at meetings of the Operating Executive but may attend Operating Executive meetings in an ex-officio capacity to offer guidance and support. Should a situation occur where there is no nomination by the Vice-Presidents for a President Elect at the relevant Annual General Meeting the Vice Presidents shall 14 days prior to the next immediate Annual General Meeting nominate for election by the Voting Members such member or members as they shall consider best qualified to serve as President of the Club for a period of two years and subsequently they will at least 14 days prior to the following year's Annual General Meeting nominate for election as President Elect by the Voting Members at the Annual General Meeting such member or members as they shall consider best qualified to serve in due course as the next President of the Club for a period of two years.
33. In exceptional circumstances if no nomination is forthcoming under Rules 31 or 32 the incumbent President will be invited to retain the position for a third year. But in this circumstance the Vice Presidents must nominate a member or members to succeed him or her at that same meeting.

## General Meetings

34. The Operating Executive may convene at any time a general meeting by giving to all members at least 14 clear days' 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.
35. Amendments to any resolution proposed by the Operating Executive shall be submitted in writing to the Honorary Secretary duly proposed and seconded by members in the same manner as is prescribed by Rule 29 for an Annual General Meeting.
36. Proposed amendments to any proposed resolution of the Operating Executive duly received in accordance with this Rule and in the same way as is provided by Rule 29 shall be added to the agenda by the Chairman of the general meeting.
37. The Operating Executive shall also convene a general meeting on receipt by the Honorary Secretary of a written request so to do, duly signed by not less than 20 of the Voting Members.

## Rules

38. In accordance with Article 44.1 only Voting Members in general meeting may from time to time make, vary and revoke these Rules.
39. The Honorary Secretary shall register any new Rule or amendment to these Rules and no new Rule or amendment to the Rules shall be valid until so registered.
40. A copy of the Rules shall be delivered by the Honorary Secretary to any person on demand on payment of such sum (not exceeding ten pounds) as may from time to time be determined by the Operating Executive.

## OFFICERS AND OPERATING EXECUTIVE

## Powers of the Operating Executive

41. Subject to supervision by the Board according to the Articles of Association the day-to-day affairs of the Club shall be administered by the Operating Executive.
42. The Operating Executive shall have power to appoint such Sub-Committees as are considered necessary to deal with the aforesaid affairs of the Club.
43. The Operating Executive shall determine the composition, powers and terms of reference of each Sub-Committee.
44. The Chairman of any Sub-Committee shall have a second or casting vote, and the quorum necessary for the transaction of business by a Sub-Committee shall be one-third of its appointed members or as the Sub-Committee may determine.
45. A Sub-Committee may exercise the power of co-option subject to the prior approval of the Operating Executive.
46. The Operating Executive shall have power to co-opt additional members to serve on it provided that the number of such co-opted members shall not exceed twentyfive percent of the number of members elected to hold office on the Operating Executive (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 Sub-Committee, in both cases either for general or special service and with or without voting rights.
47. The Operating Executive shall not exercise its powers in any way or for any purpose inconsistent with the Articles.
48. The procedure for the conduct of meetings of the Operating Executive shall be prescribed by the Operating Executive and details thereof shall be kept by the Secretary and be available for inspection by members at all reasonable times.
49. References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the Operating Executive shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Operating Executive or (b) a resolution of the relevant SubCommittee where the power to act or authority being exercised has been delegated by the Operating Executive to a Sub-Committee or (c) the relevant Officer where that power or authority has been delegated by the Operating Executive to an Officer.

## Officers

50. The Officers of the Operating Executive of the Club shall be those identified in Rule 1 above and such other Officers as the Club may in general meeting from time to time determine.
51. The Officers of the Operating Executive and the Elected Directors of the Club shall be elected at each Annual General Meeting in accordance with the Articles and these Rules.
52. Each Officer of the Operating Executive on election at an Annual General Meeting shall hold office from the end of that meeting until the end of the next Annual General Meeting but shall be eligible for re-election from year to year.
53. If any such offices shall fall vacant between one Annual General Meeting and the next, such vacancy shall be filled by the Operating Executive for the period of the vacancy.

## Operating Executive

54. The Operating Executive shall consist of the Officers of the Club.
55. The meetings of the Operating Executive shall be chaired by the Chairman of the Club or in his absence from any Operating Executive meeting by an Officer of the Club appointed by the Chairman to chair the meeting in question.
56. The quorum at any meeting of the Operating Executive shall be four (or such other number as may be determined from time to time by the Club in general meeting) and the Chairman or, in his absence, his nominee appointed to take the Chair, shall be entitled to exercise a second or casting vote.
57. If a member of the Operating Executive shall have his or her membership terminated or suspended according to the Articles or the Rules or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such member's property, such member shall thereupon cease to be a member of the Operating Executive.
58. Operating Executive members shall receive no remuneration for serving on the Operating Executive other than the payment of authorised expenses for carrying out their duties.

## FINANCE

## Club Finance

59. The Club's income shall be obtained annually from the subscriptions of members, from donations, from investments and securities, ticket sales, from the letting of the Ground, from the profit generated by its trading subsidiary, BSRFC Trading Company Ltd., gift aided to the Club, and from any other available source.
60. The income and property of the Club shall be applied solely toward the promotion of the Objects as set out in its Articles and for no other purposes whatsoever.
61. The Club shall have power to receive money on deposit from members or others.
62. A financial statement of the Club's affairs which contains a report by the Board (i.e. the Trustees) shall be made up to $30^{\text {th }}$ April in each year (or such other date as may be determined from time to time by the Club in general meeting) and shall be signed by the Honorary Treasurer, the Honorary Secretary and one other Officer. This shall be independently examined and audited by the Club's auditors in accordance with the rules relating to charities and will show the gross income and expenditure of the Club including that of its trading subsidiary, BSRFC Trading Company Ltd.
63. The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category 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 Honorary Secretary or as otherwise determined pursuant to these Rules.

## Subscriptions

64. Each member shall, according to their membership category, pay to the Club not later than $1^{\text {st }}$ September (or such other date as may be determined by the Club in general meeting) such annual subscription as the Operating Executive may from time to time determine.

## Admission to the Ground on ${ }^{\text {st }}$ XV Match Days

65. Admission to the Ground for $1^{\text {st }} \mathrm{XV}$ matches arranged by the Club shall be under the control of the Club's trading subsidiary, BSRFC Trading Company Ltd., but subject to the supervision of the Operating Executive and shall be at prices fixed by the Operating Executive (without any provision for repurchase by the Club) to

Members or as the Operating Executive may direct, and the Operating Executive shall ensure that admission to the Ground is granted on an equitable basis.
66. Admission to the Ground for representative and other matches for which the Ground is let shall be under the joint control of the Operating Executive and the organisers of the match concerned.
67. Subject to the supervision of the Operating Executive the Club's trading subsidiary, BSRFC Trading Company Ltd., shall admit persons to the Ground, on such terms, with such privileges and to such persons as it may from time to time determine but never in contravention of the Articles.
68. All Members playing for the Club shall pay such match fee as the Operating Executive shall from time to time determine provided such fee is reasonable and does not prevent participation.

## Auditors

69. The provisions of the Companies Act 2006 ("the Act") relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Club's auditors shall be compiled with.
70. The Club's auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating thereto which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business which concerns them as auditors.

## OTHER MATTERS

## Use of Name of the Club

71. The registered name shall be displayed continuously at the registered office of the Club and any location which the Club carries out its activities in a position that it may be easily seen by any visitor.
72. The registered name and the fact that the Club is a charity 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, websites and all other forms of business correspondence and documents.
73. The company registration number, registered office and the fact that the Club is a limited company shall be disclosed in business letters, order forms and websites.
74. Save with the authority of the Operating Executive, 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 published by or on behalf of the Club or the Operating Executive.

## Register of Members

75. The Club shall keep at its registered office a Register of Members and Officers in which the Honorary Secretary shall enter the following particulars:
a) The name and address of each member.
b) A statement of other property, if any, in the Club held by each member whether in loans or otherwise.
c) 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.
d) The names and addresses of the Officers of the Club with the offices held by them respectively and the date on which they assumed and left office.
e) The Register of Members and Officers shall be so constructed that it is open to inspection at all reasonable hours.

## Inspection of Books

76. 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 at all reasonable hours at the registered office of the Club subject to such regulations as to the time and manner of such inspection as may be from time to time by a resolution passed at a general meeting.

## Commencement

These Rules shall take effect on and from the date of the transfer of the assets of the Club currently registered as an Industrial and Provident Society to Bishop's Stortford Rugby Football Club (2015) (a charitable company limited by guarantee registered with Companies House with Company Number 9612222 and with the Charities Commission with Registered Charity Number 1162479) and which will also trade as Bishop's Stortford Rugby Football Club.

## Notices

77. Any notice or other communication or document sent by first class post to an Officer or member of the Club shall be treated as having been twenty-four hours after the time when it was posted.

## Interpretation

78. Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or on any other matter not provided for therein shall be decided by the Chairman of a General Meeting at such meeting or by the

Operating Executive 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. For the avoidance of doubt, in the event of any discrepancy between the Articles and these Rules the Articles shall prevail.

## END

