

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

CHIPSTEAD RUGBY FOOTBALL CLUB LIMITED

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles and in the Schedule hereto, unless the context requires otherwise—
 - “articles” means the Club’s articles of association;
 - “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;
 - “chairman” has the meaning given in article 12;
 - “chairman of the meeting” has the meaning given in article 25;
 - “Club” means Chipstead Rugby Football Club Limited;
 - “Clubhouse” and “the Meads” mean buildings and social and sporting facilities at The Meads, High Road, Chipstead, Surrey
 - “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;
 - “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;
 - “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
 - “Executive Board” means the directors for the time being of the Club as a body together with such other members appointed or elected in accordance with the Rules;
 - “member” has the meaning given in section 112 of the Companies Act 2006;
 - “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
 - “participate”, in relation to a directors’ meeting, has the meaning given in article 10;
 - “proxy notice” has the meaning given in article 31;
 - “Rules” means the rules and regulations of the Club made by the directors or by the Club in a general meeting, as amended from time to time, and the rules and regulations at the date of incorporation are set out in the Schedule hereto;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;
and

“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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Club.

Liability of members

2. 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—
- (a) payment of the Club’s debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

3.—Subject to the articles, the directors are responsible for the management of the Club’s business, for which purpose they may exercise all the powers of the Club.

Members’ reserve power

4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

(a) the Club only has one director, and

(b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(1) A decision of the directors 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.

(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.

(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 directors' meeting.

(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.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Club Secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) 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.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

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

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(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—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors 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.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the Club by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee 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;

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

(c) 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 which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors 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 whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) 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.

Records of decisions to be kept

15. The directors must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors shall have power to vary the Rules, and in any conflict of interpretation as between the Rules and these articles, the terms of these articles shall prevail, provided that nothing in the Rules shall prejudice the Club's ability to register as and thereafter maintain the status of a Community Amateur Sports Club under Part 13 Chapter 9 Corporation Tax Act 2010.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any member of the Club who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution at an Annual General Meeting, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the Club has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

(4) Directors will hold office until the conclusion of the next following Annual General Meeting when, unless re-elected at that meeting, they will retire.

Termination of director's appointment

18. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;
- (e) 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;
- (f) 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;
- (g) that person is requested to resign by all the other directors acting together;
- (h) that person ceases to be member of the Club.

Directors' remuneration

19.—(1) Directors may undertake any services for the Club that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—

- (a) for their services to the Club as directors, and
- (b) for any other service which they undertake for the Club.

(3) Subject to the articles, a director's remuneration may—

- (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the Club for any remuneration which they receive as directors or other officers or employees of the Club's subsidiaries or of any other body corporate in which the Club is interested.

Directors' expenses

- 20.** The Club may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of debentures of the Club, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 21.** The subscribers to the Memorandum of Association, the members of the unincorporated association known as Chipstead Rugby Football Club as at the date of incorporation and such other persons as are admitted to membership by the directors in accordance with these Articles shall be members of the Club.

No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

Membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of 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, ethnicity, creed, colour, age, disability, sex, occupation, sexual orientation, religious, political or other beliefs.

Termination of membership

- 22.—**(1) A member may withdraw from membership of the Club by giving 7 days' notice to the Club in writing.

- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies.
- (4) A person's membership is deemed to have terminated if that person's subscription fee remains unpaid for 12 months.
- (5) A person may be expelled from membership if any due investigation the directors determine that that person's conduct is incompatible with the standards required of Club members.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

23.—(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.

- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.

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

(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.

(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.

Quorum for general meetings

24. 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.

Chairing general meetings

25.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

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.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

- 26.**—(1) Directors may attend and speak at general meetings.
(2) The chairman of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting.

Adjournment

- 27.**—(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.
(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
 (a) the meeting consents to an adjournment, or
 (b) 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.
(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
(4) When adjourning a general meeting, the chairman of the meeting must—
 (a) 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
 (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
(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 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 (a) to the same persons to whom notice of the Club's general meetings is required to be given, and
 (b) containing the same information which such notice is required to contain.
(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.

VOTING AT GENERAL MEETINGS

Voting: general

- 28.** 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 the articles.

Errors and disputes

- 29.**—(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.
(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

- 30.**—(1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) 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.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) 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.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

- 31.**—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) 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
 - (b) 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.

Delivery of proxy notices

- 32.**—(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.
- (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.
- (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.

(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 appointer's behalf.

Amendments to resolutions

33.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) 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

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) 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.

Annual General Meetings

34.- The Club shall hold a general meeting in every calendar year no later than 31st August as its annual general meeting ("AGM"), at such time and place as may be determined by the directors and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:

(a) to confirm the minutes of the immediately preceding AGM and of any general meetings held since that AGM;

(b) to receive from the directors the annual audited accounts for the Club;

(c) to receive from the directors and relevant members of the Executive Board reports of the activities of the Club since the previous annual general meeting;

(d) to elect an auditor;

(e) to elect the directors who will service until the following annual general meeting;

(f) to elect any other officers required under the Rules;

(g) to inform the members of subscription rates agreed by the Executive Board for the forthcoming year; and

(h) to transact any other business as may be brought before it.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

35.—(1) Subject to the articles, anything sent or supplied by or to the Club under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors 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.

(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.

Company seals

36.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the Club has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the Club;

(b) the Club Secretary;

(c) the company secretary (if any); or

(d) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

37. Except as provided by law or authorised by the directors 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.

Provision for employees on cessation of business

38. The directors may decide to make provision for the benefit of persons employed or formerly employed by the Club or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Club or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

39.—(1) Subject to paragraph (2), a relevant director of the Club or an associated company may be indemnified out of the Club's assets against—

(a) 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,

(b) 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 Companies Act 2006),

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

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

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

(b) a “relevant director” means any director or former director of the Club or an associated company.

Insurance

40.—(1) The directors 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.

(2) In this article—

(a) a “relevant director” means any director or former director of the Club or an associated company,

(b) 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 Club or associated company, and

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

SCHEDULE
RULES OF CHIPSTEAD RUGBY FOOTBALL CLUB LIMITED

1. NAME

The name of the Club is “Chipstead Rugby Football Club Limited” hereinafter referred to as the Club.

The Club is affiliated to the Rugby Football Union (RFU) and plays in accordance with the rules thereof.

2. OBJECTS

- (a) To be a progressive rugby club in the local area and to promote and encourage amateur rugby football for all ages and abilities at Mini, Junior and Senior levels with no discrimination on the grounds of sex, physical or mental handicaps or any other reason whatsoever.
- (b) To manage the use of the Clubhouse and of the Meads in accordance with the terms of the lease with the local Council.
- (c) To maximise the use of the pitches and training facilities and to promote a full playing and social programme.
- (d) To encourage all members to participate fully in the activities of the Club.
- (e) To ensure a duty of care to all members of the Club by adopting and implementing all relevant RFU Codes of Conduct and The Code of Rugby.
- (f) To ensure that all members of the Club abide by all relevant Club external policies, procedures and codes of practice as determined by the Executive Board.

3. MEMBERSHIP

- (a) Membership of the Club shall be open to anyone interested in the sport of rugby on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.
- (b) The Club may have different classes of membership on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.
- (c) There are seven classes of membership –
 - Junior member
 - Senior playing member – 22 years and above and in employment
 - Senior playing member – under 21, a student or unemployed
 - Senior player with associated junior membership

- Student playing only under 21 tournaments
- Social member
- Honorary member

Applications for membership of the club in the mini and junior sections must be signed by a guardian and the membership will include the mini/junior and one guardian. The guardian will be entitled to full club privileges including the entitlement to vote at general meetings.

- (d) Application for membership of the Club shall be by completion of a membership application form and by payment of the relevant subscription fee as determined by the Executive Board.
- (e) The Executive Board may refuse membership, or remove it, only for good cause such as conduct likely to bring the Club or rugby into disrepute. Appeal against refusal or removal may be made to the Executive Board who may appoint an Appeals Committee to hear the appeal.
- (f) All members will be subject to the Rules of the Club and by joining will be deemed to accept these Rules and any Codes of Conduct that the Club has adopted.
- (g) A list of all members shall be maintained by the Club's Membership Secretary.
- (h) The level of subscription for each category of membership will be set by the Executive Board and the annual subscriptions become due on the 1st September every year.
- (i) A nominated individual from each age group / squad / membership group is expected to
- be pro-active in ensuring that all subscription payments are made on time either as one payment for the year or by the setting up of a Standing Order. This includes ensuring that members update existing Standing Orders where the subscription rates have increased for the current year; and
 - action and respond without delay to the monthly schedules and all other information etc., from the Club Membership Secretary.
- (j) In the event of continuing actual or apparent non-payment, the Club Membership Secretary will deal directly with the member concerned.
- (k) No person shall be eligible to take part in the business of the Club or be eligible for selection for any Club team unless the appropriate subscription has been paid by the specified date or membership has been agreed by the Executive Board.
- (l) Members are to pay their subscriptions by no later than the 30th September. If this has not been done, the relevant manager, coach or lead person for the individual's membership category is to be informed and the individual concerned may not, under any circumstances, participate in any Club activities including playing until the subscription is received or until arrangements have been put in place for such payment. Arrangements for payment outside these periods and the payment level may be altered with the consent of the Chairman and Director of Finance. This would take into account employment and student status or the financial difficulties of the individual concerned.

4. DISCIPLINE AND EXPULSION

The executive board has the power to take disciplinary action against members including the expulsion of any member whose conduct is deemed incompatible with the standards required of club members. In particular, any member whose conduct brings the reputation of the club into disrepute or who commits theft or wilful damage whether alone or in company may be expelled.

4.1 Playing Activities

The Executive Board will appoint a Disciplinary Sub-Committee to deal with all matters related to playing activities and will establish specific procedures for dealing with matters related to the playing of rugby. These procedures will align to those of the Rugby Football Union and the constituent body, the Surrey RFU.

4.2 Non – Playing Activities

- (a) All complaints regarding the behaviour of members should be lodged in writing with the Secretary.
- (b) The member will receive the complaint in writing and the Executive Board shall appoint a Disciplinary Sub-Committee who will meet to hear the complaint within 7 days of a complaint being lodged.
- (c) The member concerned may reply to the complaint either in writing to the Secretary or before the Disciplinary Sub-Committee. If the member chooses to take neither of these two paths, the Disciplinary Sub-Committee will continue without their input.
- (d) Any member requested to attend a Disciplinary Sub-Committee meeting shall be entitled to be accompanied by a friend or other representative and to call witnesses.
- (e) There shall be a right of appeal to the Executive Board against either the finding or the sanction imposed, or both, following disciplinary action being taken. The Executive Board shall appoint an Appeals Committee (comprising a maximum of three persons) which shall not include members involved with the initial disciplinary hearing but may include non-members of the Club. The Appeals Committee shall consider the appeal within seven days of the Secretary receiving the appeal. The individual submitting the appeal shall be entitled to be accompanied by a friend or other representative and to call witnesses. The decision of the Appeals Committee shall be final and binding on all parties.

5. MANAGEMENT

- (a) All the activities of the Club shall be conducted by the Executive Board which will be elected by the Club each year at the Annual General Meeting (AGM). The Executive Board will consist of the directors and such of the following who are not directors: -

- Chairman
- Club Secretary
- Director of Finance
- Director of Facilities
- Director of Rugby
- Director of Corporate Affairs
- Mini/Junior Representative

Senior Playing Advisory Representative
Social Membership Advisory Representative

- (b) Members of the Executive Board will be elected each year at the AGM from and by members of the Club. All members of the Board shall be elected for a period of one year but shall be eligible for re-election to the same post or another post the following year.
- (c) An elected Board member ceases to be such if he or she ceases to be a member of the Club, resigns by written notice or is removed by the Board for good cause after the member concerned has been given the opportunity of putting their case to the Board. Appeal against removal may be made to an Appeals Committee. The Board shall fairly decide time limits and formalities for these steps.
- (d) Each Director will be responsible for creating and filling posts within their particular area of responsibility and for establishing Sub-Committees to undertake specific activities.
- (e) The Executive Board must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (f) The directors have the power at any time to fill any vacancy among members of the Executive Board. Any member of the Executive Board so appointed should hold office only until the next AGM but shall then be eligible for election.
- (g) The quorum for an Executive Board meeting will be five. This must include the Chairman (or a specifically appointed deputy) and four voting members.
- (h) The Board will be convened by the Secretary and shall meet at agreed intervals and not less than six times per year.
- (i) The powers and duties of the Board shall be to
- Control the affairs of the Club on behalf of the members
 - Keep accurate accounts of the Club through the Director of Finance. These should be available for reasonable inspection by members of the Executive Board and should be audited for presentation to each AGM.
 - Appoint Sub-Committees for specific purposes.
 - Co-opt either playing or non-playing members – or advisers who may be non-Club members - to the Board to fulfil particular roles as required.
 - Acquire and provide grounds, equipment, coaching, training and playing facilities, clubhouse, transport, medical and related facilities
 - Provide coaching, training, medical treatment and related social and other facilities
 - Take out any insurance for the Club, employees, contractors, players, guests and third parties.
 - Raise funds by appeals, subscriptions, charges and interest free loans from the RFU.
 - Set aside funds for special purposes or as reserves
 - Invest funds in any lawful manner
 - Employ and engage staff, contractors and others.
 - Provide services as required.
 - Co-operate with or affiliate firstly to any bodies regulating or organising the sport of rugby and secondly any club or body involved with rugby and thirdly with government and related agencies

- Do all other things reasonably necessary to advance the aims and objectives of the Club

None of the above powers may be used other than to advance the aims and objectives of the Club in a manner consistent with the Constitution and the general law

6. PRESIDENT

The President of the club is a non-executive role.

Appointments to this role from time to time shall be agreed jointly by the outgoing President and the Executive Board.

7. VICE-PRESIDENTS

Vice-Presidents are club members who have been appointed in recognition of their service to the club through their support and effort over a period of time.

The position of Vice-President shall not carry any rights or obligations and, in particular, a Vice-President shall not be a member of the Executive Board unless separately elected as such.

8. GENERAL MEETINGS

An Annual General Meeting of the Club shall be held every year no later than 31st August and no more than 15 months after the immediately preceding AGM.

- (b) The Club Secretary shall give a minimum of 21 days written notice of the Annual General Meeting to members. The notice, indicating the date, time, location and business to be conducted will be posted on the Club website and distributed to members by all other methods of communication used by the Club.
- (c) Members must advise the Club Secretary in writing of any other business to be moved at the AGM at least 14 days before the meeting.
- (d) The Club Secretary shall circulate or give notice to members of any changes to the agenda for the meeting at least 7 days before the meeting.
- (e) The business of the AGM shall be to –
 - Confirm the minutes of the previous AGM and any General Meetings held since the last AGM
 - Receive the audited accounts for the year from the Director of Finance
Receive the annual reports from the Chairman, the Directors of Finance, Facilities, Rugby and Corporate Affairs and the Mini/Junior representative on the Executive Board
 - Elect an auditor
 - Elect the members of the Executive Board
 - Inform the membership of the subscription rates agreed by the Executive Board for the forthcoming year
 - Transact such other business received in writing by the Secretary from members 14 days prior to the meeting and included on the agenda.

- (f) Nominations of candidates for election to the Executive Board shall be with the prior approval of the person nominated and be made on the election form circulated to the membership and returned to the Secretary at least 14 days in advance of the date of the AGM. Nominations can only be made by members of the Club and must be seconded by another member.
- (g) A General Meeting may be convened by the Directors, the Executive Board or on receipt by the Secretary of a written request from at least 25 members of the Club and the request shall state the purpose for which the meeting is to be called. The meeting shall be convened within 28 days of the request being received and at least 21 days notice of the meeting shall be given.
- (h) At all General Meetings, the Chair will be taken by the Chair or, in that person's absence, by a deputy appointed by the Directors or members attending the meeting.
- (i) Each member over 18 years of age shall be entitled to one vote at all General Meetings of the Club. Decisions made at a General Meeting shall be by a simple majority vote from members attending the meeting or from written proxy votes by absent members. A proxy shall be appointed in writing under the hand of the appointer. The instrument appointing the proxy will be deposited with the Club Secretary before the meeting is called to order. In the event of equal votes, the Chair of the meeting shall be entitled to an additional casting vote.
- (j) The quorum at any general meeting will be 25 members.

9. FINANCE

- (a) The Club's financial year shall be from 1st June to 31st May
- (b) All Club monies shall be banked in an account in the name of the Club.
- (c) The Director of Finance shall be responsible for the finances of the Club and for providing reports on the financial position to the Executive Board as required.
- (d) The Director of Finance shall ensure that the Club maintains adequate and appropriate insurance to cover the activities of the Club.
- (e) The Director of Finance will present an audited statement of annual accounts for Chipstead Rugby Football Club Limited for acceptance at the Annual General Meeting.
- (f) All cheques drawn against Club funds should hold the signatures of the Director of Finance and one other officer nominated by the Executive Board.
- (g) No money or property of the Club or any gain arising from the carrying on of the Club shall be applied otherwise than for the benefit of the Club as a whole or for some charitable or benevolent purpose chosen by resolution of a general meeting.
- (h) The Club shall, in connection with the sports purposes of the Club –
 - Sell and supply food, drink and related sports clothing and equipment
 - Contract members and remunerate them for providing goods and services on fair terms set by the Executive Board
 - Pay for reasonable hospitality for visiting Clubs, teams and guests

- Indemnify the Executive Board, and members acting properly in the running of the Club, against any liability incurred in the running of the Club (but only to the extent of its assets)
- All of the above shall be within the prevailing relevant alcohol licensing laws relating to the Clubhouse.

10. CLUB HOURS

The Club will be open for matches, training and social events. The hours will be set by the Executive Board and strictly adhered to. If the Club is to be opened at any other time, this may only be done with the permission of the Executive Board. In the absence of an Executive Board meeting, the Chairman or Director of Facilities may make the decision and report it to the next meeting of the Executive Board.

The sale of alcohol will only be permitted in line with current legislation and licensing laws pertaining to the use of the Club's facilities.

11. PURCHASE AND SALE OF LIQUOR

- (a) The purchase and sale of intoxicating liquor shall be the responsibility of and overseen by the Director of Facilities, the Bar Manager and Director of Finance and they will use good commercial and business reasons for purchases. Regular reports to the Executive Board will be provided.
- (b) Members of visiting teams and supporters (being members of such visiting clubs) and referees of matches are entitled to use the Club premises for the day on which they or their club play against Chipstead RFC or referee matches as guests within the meaning of Section 40 of the Licensing Act 1964.
- (c) No person under the age of 18 shall purchase or be supplied with any alcohol.

12. REGULATIONS AND STANDING ORDERS

The Executive Board has the power to make, or make changes to, the regulations or standing orders related to the Rules of the Club (eg disciplinary rules and procedures, rules regarding the conduct of meetings) without reference to a General Meeting.

13. ALTERATION TO THE RULES

- (a) Any proposed alteration or addition to the Rules of the Club may only be considered at an Annual or Extraordinary General Meeting convened with the required written notice of the proposal.
- (b) Any alteration or amendment must be proposed by a member of the Club and seconded by another member.
- (c) Such alterations shall be passed if supported by a majority of those voting members present at the meeting, assuming a quorum has been achieved.

- (d) The Club Secretary shall, as soon as possible, and in any case within 28 days of the making of any alterations or additions to the rules notify the police and Local Authority and/or any other parties that may require notification of such changes.

14. DISSOLUTION OF THE CLUB

- (a) If, at any General Meeting of the Club, a resolution is passed calling for the dissolution of the Club, the Secretary shall immediately convene a second general meeting of the Club to be held not less than one month thereafter further to discuss and vote on the resolution of which all members will be given 21 days' notice.
- (b) If, at that second general meeting at which quorum is present, the resolution is carried by a majority of the members present and voting, the Executive Board shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of the Club and discharge all debts and liabilities of the Club.
- (c) The Executive Board will then be responsible for the orderly winding up of the Club's affairs.
- (d) After settling all the liabilities of the Club, the Executive Board shall dispose of the net assets remaining to one or more of the following –
- To another club with similar sports purposes which is a registered charity and/or
 - To another club with similar sports purposes which is a registered Community Amateur Sports Club or
 - To the Club's governing body for use by them for related community sports