



INCORPORATION UPDATE – April 2017

Following the special general meeting held in December 2016 the Management Board has been working on the best structure for incorporating the Club going forward.

We are in the process of setting up a Company Limited by Guarantee which will become the 'body corporate' for the club and all its members. The company will be registered with HMRC as a CASC (Community Amateur Sports Club).

The company will be run by a Board of Directors that will be appointed by the members at the Annual General Meeting.

As with any company, the main constitutional document will be its Articles of Association and the associated Rules. The Management Board are grateful for the assistance of Stephen Wooler in assisting with the preparation of these documents and for the guidance notes which will accompany them when they are made available for review.

The Articles will contain the main arrangements for governance: Of particular note 1) there will be an elected Board which will also act as the Main Committee, save for two Directors elected from the membership who will sit only on the Board of Directors. 2) All those who are currently voting members of the exiting club will automatically become members of the new company (unless they opt out) until the end of the current subscription period.

It is important to note that due to changes in CASC legislation it may be necessary for the Club to revise its rules, and in particular its membership structure, in order to remain compliant with the requirements of CASC status. For instance HMRC has recently re-defined the requirement that at least 50% of the membership shall be 'participating members'.

The final draft of the Articles of Association has been written and will be submitted to Companies House for approval shortly. They have been based on the guidelines prepared by the RFU's appointed legal firm who worked with HMRC to ensure they remain CASC compliant. Once they are submitted to Companies House copies of the Articles, along with the draft Rules of the Club, will be made available for members to review via the website.

We will then ask members to adopt these Articles of Association and the Rules at the AGM on the 15th June, at which point the club will be able to transfer its assets into the new company.

The effect is that the vote at the June AGM will be a 'yes' or 'no' vote on resolutions to transfer the interests of the present unincorporated association to the new company.