



NORTH MIDLANDS RUGBY FOOTBALL UNION LIMITED

www.northmidsrfu.co.uk

President: Robert Bray

6, Drovers Way, Astwood Farm, Worcester, WR3 8QD

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3 May 2019

Dear Member,

Please find attached a copy of the 2019 North Mids RFU AGM, Calling Notice, and Rules of the North Midlands Rugby Football Union Ltd.

This Annual general Meeting will be held at Dudley Kingswinford RFC on Wednesday 26th June 2019, commencing at 8.00 pm.

An Agenda and relevant papers will be circulated at least two weeks beforehand.

An integral of the purpose of the meeting is to elect Officers and Management Committee members for the coming year. Full details are set out within the Rules please read Rules 12 and 13 specifically.

Officers to include

- President
- Senior Vice President
- Junior Vice President
- Chairman
- Honorary Treasurer
- Honorary Secretary
- Constituent Body's members on RFU Council - (these are already elected)

Management Committee (in addition to above)

- Chairman of Community Committee
- North Midlands RFU Governance Lead
- Playing Development Group Lead
- Chairman of Welfare & Safeguarding
- A Past President to be elected by the Committee, but a person who should not already hold another Management Committee position.

Contd....

GREATER BIRMINGHAM, SHROPSHIRE, WORCESTERSHIRE & HEREFORDSHIRE

The North Midlands Rugby Football Union Limited is a registered society under the Co-operative and Community Benefits Act 2014. Company No. IP29761R VAT Reg. No. 866 5975 57

Registered Office:- Cedar Court, Packwood Lane, Lapworth, Solihull B94 6AU

To be considered for a position a candidate has to be nominated by a member and the nominee has to confirm in writing that they are will to stand. Rule 8 is relevant.

Nominations have to be received by the Honorary Secretary by 31st May, in respect of the Officers and Management Committee.


I encourage you all to think about nominations and candidature for 2019-20 year please.

It is right that I should make sure all members are made aware that after receiving majority support from the current Management Committee, there is to be a motion presented at the AGM addressing the positions of Chair of Welfare and Safeguarding, and Past President.

It is proposed that these two positions should no longer sit on the Management Committee.

This motion of course will be subject to ratification, or otherwise, by members present on 26th June 2019.

Best wishes



Robert Bray

Honorary Secretary

North Midlands Rugby Football Union Limited



NOTICE OF THE NORTH MIDLANDS RUGBY FOOTBALL UNION LIMITED 15TH ANNUAL GENERAL MEETING

In accordance with Rule 8 of the North Midlands Rugby Football Union Limited and Registered under the Co-operative and Community Benefits Act 2014, I hereby give notice of the 15th Annual General Meeting to be held on Wednesday 26th June 2019 at Dudley Kingswinford RFC, Swindon Road, Kingswinford, West Midlands DY6 0AW commencing at 8.00 pm.

Subject to compliance with Rule 5, Members will be eligible to vote at the Annual General Meeting in Accordance with Rule 8.

Any proposed changes to the Rules are subject to compliance with Rule 8.5

Honorary Secretary

**Robert Bray
6, Drovers Way
Astwood Farm
Worcester
WR3 8QD**

3.5.2019

Register No. 29761R

**RULES OF
NORTH MIDLANDS
RUGBY FOOTBALL UNION LIMITED
Registered under the Co-operative and Community Benefit
Societies Act 2014**

Rules of North Midlands Rugby Football Union Limited

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I. NAME, OBJECTS & POWERS

1. NAME

The Society shall be called "North Midlands Rugby Football Union 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 33 shall bear the meanings given to them therein.

3. OBJECTS

The objects of the Constituent Body shall be:

- 3.1 To administer the Game on behalf of the Union within the area known for rugby purposes as North Midlands which includes, but is not limited to, the geographic Counties of Herefordshire, Shropshire and Worcestershire (as recognised prior to the re-organisation of Local Government in 1971) and the City of Birmingham ("the Counties").
- 3.2 To promote, encourage and extend the Game throughout the County including (but not limited to) the coaching thereof, its development in Schools and at all youth levels and the recruitment, administration and training of referees.
- 3.3 To arrange County Championship Trials, Representative League and other Rugby football matches in the interests of Rugby Union Football.
- 3.4 To ensure that the Game is played in accordance with the Laws of the Game and is administered in accordance with the World Rugby Regulations and the Union
- 3.5 To assist clubs in the playing of the Game.
- 3.6 To invite sponsorship, receive and make donations or otherwise promote the development of the Game.

4. POWERS OF THE CONSTITUENT BODY

To further its objects the Constituent Body shall have the power to do all such things as are incidental or conducive to the objects of the Constituent Body 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 Constituent Body for the objects of the Constituent Body in such manner as shall be considered by the Committee 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, subleasing, 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 Committee to be necessary or expedient for the purposes of the Constituent Body 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 Constituent Body or any of them as the Committee think 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 of all or any of the funds or property of the Constituent Body whether or not including any floating **charge** of the whole or part of the undertaking property and assets of the Constituent Body both present and future.
- 4.2.2 At the time of any borrowing the sum of the amount then remaining undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed 100,000 pounds sterling or such sum as the Members in General Meeting may from time to time determine.
- 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 Committee represents the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time except that in the case of a mortgage loan the Committee may delegate the determination of the interest rate within specified limits to an Officer, Committee Member or Sub-Committee.
- 4.2.4 The Committee 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 or security is issued and may vary such terms and conditions.
- 4.2.5 No person lending money to the Constituent Body 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 the 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 any debts, liabilities or obligations of the Constituent Body or any of its subsidiaries or other persons or corporations in whose business or undertaking the Constituent Body is interested, or to whom or in respect of whom the Constituent Body 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 Constituent Body by a trust deed or other assurance.

- 4.4 To accept and grant sponsorship and franchises and make such arrangements in connection therewith as the Committee 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 Constituent Body and (among other things) to provide catering and such other facilities as the Committee 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 assist clubs in the playing of the Game and in the provision of playing facilities including (among other things) playing fields and sports accommodation.
- 4.8 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 Committee, directly or indirectly benefit, or is calculated so to benefit, the Constituent Body or its activities or its employees, ex-employees, players, former players or their dependants.
- 4.9 To promote, arrange and organise leagues, competitions and tournaments for and between clubs. To engage such officials and employees upon such terms and at such remuneration as the Committee may deem appropriate, and to dismiss or retire any of them as may be necessary.
- 4.10 To provide pensions, insurances and other benefits to employees or to ex-employees of the Constituent Body or the dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.
- 4.11 To maintain bank accounts in credit or overdrawn on such terms as the Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems whether pursuant to Rule 15.5 or otherwise.
- 4.12 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 Constituent Body.
- 4.13 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 Constituent Body.

II MEMBERSHIP

5 MEMBERS

- 5.1 The area in which the Constituent Body shall operate shall be the Counties or other areas allocated from time to time to the Constituent Body by the Union and each of the Counties and other areas (as decided from time to time by the Committee of the Constituent Body) is hereafter referred to as a Domestic Union.
- 5.2 Each Domestic Union shall be eligible for membership. In addition any Rugby Union Football Club within the Constituent Body area willing to conform to the Rules of the Constituent Body and to the Rules of the Union shall be eligible for membership, provided that before admission such Club must be a member of the Domestic Union in which it is situated and must be duly proposed and seconded by Two Clubs in membership of the Domestic Union and be elected to membership by the Committee of the Constituent Body.
- 5.3 The Members of the Constituent Body shall be the corporate bodies and individual persons whose names are for the time being entered in the Register of Members and in the case of individual persons who are nominees of unincorporated bodies the name of the unincorporated body whose nominee the Member is shall be entered against the name of the Member concerned.
- 5.4 All Members of the Committee excluding those members co-opted under Rule 11.2 shall be Members for such period as they are Committee Members.
- 5.5 Subject to Rules 5.2 and 5.4 the admission of Members shall be under the control of the Committee which shall from time to time determine the criteria and conditions applicable for the approval of membership.
- 5.6 The Committee shall have power to admit to membership of the Constituent Body:-
- 5.6.1 A Club which is incorporated.
- 5.6.2 The secretary (or subject to the approval of the Committee any other officer or official) as its nominee of a Club which is unincorporated.
- 5.7 Any association of persons of which the principal object is the playing of the Game and which desires to apply to be a Member or if unincorporated nominate a person to be a Member shall be proposed and seconded by two Clubs. Application for membership may be submitted at any time.
- 5.8 Each Club which is in membership with the Constituent Body at the date these Rules take effect pursuant to Rule 26 shall be admitted to membership in accordance with Rule 5.6 and must immediately send a copy of its rules and if unincorporated confirm the name and address of its Secretary for entry in the Register of Members as its nominee and

thereafter every Club the secretary of which is a Member as its nominee must immediately following a change of its secretary notify the Honorary Secretary of the name and address of its new secretary or other nominated officer or official for the Register of Member to be amended accordingly.

- 5.9 A Member may withdraw from the Constituent Body at any time by giving to the Honorary Secretary written notice of the intention so to do provided that the Member shall remain liable for all monies then due and owing to the Constituent Body.
- 5.10 A Club shall be liable to suspension or termination of its membership or privileges as the Committee may determine if:-
- 5.10.1 It shall not have paid its annual subscription by 1st December each year.
- 5.10.2 It shall cease to satisfy the criteria and conditions for membership as determined by the Committee under rule 5.5.
- 5.10.3 It does not conform to any reasonable directive by the Committee as to its standards of play, administration or general behaviour.
- 5.11 A Member shall be liable to termination or suspension of membership or to other appropriate punishment by the Constituent Body for any infringement of these Rules, any Regulation or any Rules or Regulations of the Union, the Laws of the Game or the World Rugby Regulations or any conduct prejudicial to the interests of the Constituent Body or the Game, and the Constituent Body shall have power to discipline any Club whose nominee is a Member or any player, official, member or employees of a Club for any offence. The procedure for the exercise of this power shall be prescribed by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by the Members at all reasonable times.
- 5.12 A Member shall cease to be a Member:-
- 5.12.1 On resignation
- 5.12.2 In the case of a corporate Member on ceasing to be corporate.
- 5.12.3 On termination of membership by the Committee
- 5.12.4 On replacement as the nominee of an unincorporated Club.
- 5.13 Any Club, shall also be subject to the Rules and Byelaws of the Domestic Union and the Union.

6 SHARE CAPITAL

- 6.1 The capital of the Constituent Body shall consist of shares of the value of £1 each.

- 6.2 Every Member shall hold one share and no more in the capital of the Constituent Body. No person who is not a Member shall be issued with a share.
- 6.3 Each Member of the Constituent Body at the date these Rules take effect pursuant to Rule 26 or which is eligible to be a Member or to appoint its secretary as its nominee under Rule 5.8 shall be allotted one share in the name of the Member or the name of the Nominee as the case may be.
- 6.4 Any Member or nominee of a Club admitted to membership after the date on which these Rules take effect pursuant to Rule 26 shall be allotted one share on admission.
- 6.5 In the case of every Club the share allotted to it or its nominee shall be paid up in full by applying one pound of the subscription next received from it after the date of admission to membership.
- 6.6 No share shall be held jointly, be withdrawable or subject to Rule 6.7 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 other than under the provisions of Rule 6.7 shall if the Committee so decides be deemed to have withdrawn from the Constituent Body as from the date of such transfer or attempted transfer.
- 6.7 Shares held by nominees of Clubs shall be transferable to succeeding nominees in such manner as the Committee may from time to time determine.
- 6.8 The share of a Member shall be forfeited to the Constituent Body 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 Constituent Body.
- 6.9 The Constituent Body shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

III GENERAL MEETINGS

7 GENERAL MEETINGS

- 7.1 All General Meetings shall be held at such location within the geographical region of the Constituent Body as the Committee may determine and any such meeting other than an Annual General Meeting or a Financial Annual General Meeting shall be called a Special General Meeting.
- 7.2 The Chairman of all such meetings shall be the President of the Constituent Body or if unavailable the Immediate Past President or if unavailable a Member of the Committee appointed at the Meeting concerned to take the Chair for the Meeting.
- 7.3 Every Member shall be entitled to attend and vote at any General Meeting and in the case of a corporate Member its representative to attend and vote on its behalf at any General Meeting shall be appointed under the hands of two members of its committee and its

secretary. 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 10 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 time and place, or be dissolved, as the Committee shall determine.
- 7.6 All resolutions shall be decided by a majority of votes recorded except where:-
 - 7.6.1 these rules provide for a special resolution which shall require a majority of at least two-thirds of the votes recorded or
 - 7.6.2 a resolution is put to an Annual General Meeting as contemplated by rule 8.1.7 in which case the provisions of the Act as to voting shall apply
 - 7.6.3 a resolution is put to an Annual General Meeting as contemplated by Rule 8.1.6.2 in which case the provisions of the Act as to voting shall apply.
- 7.7 A declaration by the Chairman of a General Meeting to the effect that a particular resolution has been passed or not or 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 Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.

8 ANNUAL GENERAL MEETINGS

- 8.1 Not later 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 Committee on the affairs of the Constituent Body since the previous Annual General Meeting.
 - 8.1.3 To elect the Officers for the ensuing year.
 - 8.1.4 To elect Vice-Presidents.
 - 8.1.5 To elect Members of the Committee for the ensuing year.

- 8.1.6 Where necessary in law or where the members require:
 - 8.1.6.1 To appoint the Auditors for the ensuing year or
 - 8.1.6.2 To consider a resolution dis-applying the provisions of the Act relating to the obligations to appoint Auditors.
- 8.1.7 To consider as a special resolution any addition or alteration to these rules duly proposed in accordance with Rule 8.5.
- 8.1.8 To consider any other motion or business duly proposed in accordance with Rule 8.5.
- 8.1.9 To consider any other business of which due notice shall have been given.
- 8.1.10 To hear any other relevant matter for the consideration of the Committee 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..
- 8.3 The election of the 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 nominations must be sent in writing so as to reach the Honorary Secretary by 31st May. The Committee 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 equal in number. If there shall still be equality of votes the members of the retiring Committee 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 an ensuing year.
- 8.4 The election of Committee Members shall be subject to the following provisions:-
 - 8.4.1 Any Member shall have the right to make no more than one nomination, with the written consent of the candidate, for election as one of the Committee Members provided for in Rule 13.1.2. Such nominations must be sent in writing so as to reach the Honorary Secretary by 31st May. The Committee shall also have the right to make nominations for the election of Committee Members without restriction on the number of nominations.

- 8.4.1 The election of Committee Members shall be decided by a majority of votes recorded.
- 8.4.2 In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the Committee a further election shall immediately be held for the last seat or seats between those candidates for whom the votes cast for such seat or seats are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election to be holders of the last seat or seats on the Committee for the ensuing year.
- 8.5 Proposals for additions or alterations to the Rules or for any 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 Honorary Secretary by 31st May 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 Committee 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 Honorary Secretary duly proposed and seconded not less than seven days 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.
- 8.6 Not later than 30 September in every year a Financial General Meeting shall be held (known as the Financial Annual General Meeting) to receive and approve a Financial Statement for the preceding financial year and where necessary in law or where the members require the Auditors' Report thereon. The notice provisions of Rule 8.2 shall apply to the Financial Annual General Meeting.

9 SPECIAL GENERAL MEETINGS

- 9.1 The Committee 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 Committee shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as to 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 Committee shall also convene a Special General Meeting on receipt by the Honorary Secretary of a written requisition so to do, duly signed by not less than 20 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 Honorary Secretary within 14 days of the receipt of the requisition.

9.2.2 Amendments to such a resolution shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as is prescribed in 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 by the Committee in accordance with Rule 9.1

10.2 The Honorary Secretary shall register in accordance with the Act any new Rule or amendment to these Rules and no new Rule shall be valid until so registered.

10.3 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 pence) as may from time to time be determined by the Committee.

IV OFFICERS AND COMMITTEE

11 POWERS OF THE COMMITTEE

The affairs of the Constituent Body shall be administered by the Committee which shall exercise all the powers of the Constituent Body expressed in Rule 4 and without limiting the generality of:

11.1 The Committee shall have power to appoint such Sub-Committees as are considered necessary to deal with the affairs of the Constituent Body

11.1.1 The Committee shall determine the composition, powers and terms of reference of each Sub-Committee

11.1.2 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 Committee may determine.

- 11.1.3 A Sub-Committee may exercise the power of co-option subject to the provisions of Rule 11.2.
- 11.2 The Committee shall have powers 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 Committee (the Officers and the Representative(s) 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.
- 11.3 The Committee shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Constituent Body.
- 11.4 The procedure for the conduct of meetings of the Committee shall be prescribed by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.
- 11.5 Reference 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 Committee 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 Committee or (b) a resolution of the relevant Sub-Committee where the power to act or authority being exercised has been delegated by the Committee to a Sub-Committee or (c) to the relevant Officer where that power or authority has been delegated by the Committee to an Officer.

12 OFFICERS

- 12.1 The Officers of the Constituent Body shall be a President, a Senior Vice President, a Junior Vice President, a Chairman, an Honorary Secretary, an Honorary Treasurer, and the Constituent Body's Representative(s) on the Council of the Union.
- 12.2 The Officers of the Constituent Body shall be elected at each Annual General Meeting in accordance with Rule 8.3 with the exception of the Constituent Body's Representative(s) on the Council of the Union who will be elected in accordance with the Rules of the Union.
- 12.3 Each Officer 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 with the exception of the Representative(s) who shall hold office for the period stipulated in the Rules of the Union.
- 12.4 If any such offices shall fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Committee for the period of the vacancy with the

exception of the Representative(s) where a vacancy shall be filled in accordance with the Rules of the Union.

13 COMMITTEE

13.1 The Committee shall consist of:

13.1.1 The Officers.

13.1.2 The Management Committee (as constituted by Rule 13.8).

13.1.3 A representative of the North Midlands Society of Referees, a representative of the North Midlands Schools Union, two members representing all of the North Midlands Clubs playing in the National Leagues, a representative of the North Midlands Rugby Development Groups, 3 representatives of the North Midlands Community Committee, a representative of the North Midlands Women's and Girls Committee, a representative of the North Midlands Disciplinary Committee, the North Midlands Welfare & Safeguarding Officer, a representative of the North Midlands Competitions Committee, a representative of the North Midlands Coaching Committee, representatives of each of the North Midlands representative men's teams a representative of the North Midlands Fixture Exchange and the North Midlands Youth Forum. The elected members from the Domestic Unions in the ratio of one member for every six clubs (other than School Clubs) within the area of each Domestic Union plus one member if the number of clubs shall exceed a multiple of 6 by 3 or more, such elected members to be elected by the Clubs which are members of each respective Domestic Union and in turn are members of this Constituent Body. No Domestic Union shall have less than 3 members on the Committee. All will be duly elected in accordance with Rule 8.4. A Member of the Committee shall hold office from the end of the Annual General Meeting at which they are elected until the end of the following Annual General Meeting and shall be eligible for election from year to year.

13.2 The Chairman shall act as the chairman of meetings of the Committee. He may hold any other office in the Constituent Body at the same time and shall be eligible for re-election from year to year.

13.3 The quorum at any meeting of the Committee shall be ten (or such other number as may be determined from time to time by the Constituent Body 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 Committee between one Annual General Meeting and the next such vacancy shall be filled by the Committee.

- 13.5 If a Member of the Committee shall infringe under Rules 5.11 and 5.12 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 Committee.
- 13.6 Committee Members may receive remuneration for serving on the Committee in addition to the payment of authorised expenses for carrying out their duties.
- 13.7 To be eligible to become or to continue as a Member of the Committee such member of the Committee must be a member of a Club.
- 13.8 The day to day business of the Constituent Body shall be dealt with by a Management Committee, which may act on all matters of detail, within the terms of the Rules of the Constituent Body and the Minutes of the Committee. In particular and without prejudice to the generality of the Constituent Body's constitution, the Management Committee shall have the following powers, namely:
- a) To deal with all aspects of the Union's affairs and to act upon the recommendations of any Sub Committees.
 - b) To authorise expenditure, including expenditure recommended by the Sub committees of the Constituent Body.
 - c) To authorise the Officers of the Constituent Body to act upon its behalf on matters of immediate urgency.

The Management Committee shall consist of the President, the Chairman, the Honorary Secretary, the Honorary Treasurer, the Senior Vice President, the Junior Vice President, the Constituent Body's Representative(s) on the Council of the Rugby Football Union, the Playing Development Group Lead (representing Coaching, Referee Liaison, all North Midlands representative playing groups including Higher & Further Education, Schools and Women's & Girls), the North Midlands Governance Lead (representing all Competitions, Discipline, North Midlands Referees Society and, the Fixture Exchange and Youth Forum), the Chairman of Community Committee (representing Club Development, Volunteers, Funding & Facilities), the Chairman of Welfare & Safeguarding and a Past President who shall be elected by the Committee and not otherwise holding a Management Committee position.

14 PATRONS

The Committee may appoint Patrons of the Constituent Body. Such Patrons shall not be members of the Constituent Body and shall not have the right of voting at General Meetings but will have such rights as the Committee may decide and will pay an annual subscription as fixed by the Committee.

V FINANCE

15 CONSTITUENT BODY FINANCE

- 15.1 The Constituent Body's income shall be obtained annually from the subscriptions of Members, from investments and securities, from gate monies and ticket receipts from matches arranged by the Constituent Body, from sponsorship and from any other available source.
- 15.2 The profits of the Constituent Body shall be applied only in furthering the objects of the Constituent Body.
- 15.3 The Constituent Body shall not have power to receive money on deposit from Members or others.
- 15.4 A Financial Statement of the Constituent Body's affairs shall be made up to 30 June in each year (or such other date as maybe determined from time to time by the Constituent Body in General Meeting) and shall be signed by the Honorary Treasurer, the Honorary Secretary and one Member of the Committee. An audit where necessary in law or, where the membership require shall be carried out by a registered auditor or, where the conditions applicable for appointing lay auditors, by 2 or more lay auditors and a printed copy of the signed Financial Statements, together with the Auditors' report thereon, shall be sent to each member with the notice calling a Financial Annual General Meeting or be available to each member at the Financial Annual General Meeting.
- 15.5 The Constituent Body 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 Constituent Body and 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 Constituent Body by the Honorary Secretary or as otherwise determined pursuant to these Rules.
- 15.6 The Annual Subscription to the Constituent Body as determined by the Committee from time to time shall be payable on or before 1st September in each year.

16 MATCH TICKETS

- 16.1 Tickets for matches arranged by the Constituent Body shall be under the control of the Committee and shall be sold at prices fixed by the Committee (without any provision for repurchase by the Constituent Body) or as the Committee may direct, and the Committee shall allocate such tickets on an equitable basis.
- 16.2 The Committee shall have power to issue such season and other tickets, on such terms with such privileges and to such persons as it may from time to time determine.

17 AUDITORS

17.1 The provisions of the Act relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with.

17.2 The Auditors where appointed 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.

18 CLUBS' FINANCIAL STATEMENTS

On or before 31 December each year a properly prepared Financial Statement for the previous season shall be sent by each Club for examination by the Committee and to the Honorary Treasurer of the Club's Domestic Union. Such financial statement shall be audited or inspected in accordance with the Rules of the Union.

VI STATUTORY PROCEDURES

19 REGISTERED OFFICE

19.1 The registered office of the Constituent Body shall be at Cedar Court, Packwood Lane, Lapworth, Solihull, B94 6AU or at such other location in England as the Committee may from time to time otherwise determine.

19.2 Notice of any change in the situation of the registered office shall be given by the Honorary Secretary to the Registrar within fourteen days after the change.

20 USE OF NAME OF THE CONSTITUENT BODY

20.1 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 Constituent Body are carried on.

20.2 The name shall be stated in legible characters in all business letters of the Constituent Body, in all notices, advertisements and other official publications of the Constituent Body, 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 Constituent Body and in all bills, invoices, receipts and letters of credit of the Constituent Body.

20.3 Save with the authority of the Committee, the name of the Constituent Body shall not at anytime 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 by or on behalf of the Constituent Body or the Committee.

21 SEAL

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

22 REGISTER OF MEMBERS

22.1 The Constituent Body shall keep at its registered office a Register of Members and Officers in which the Honorary Secretary shall enter the following particulars:

22.1.1 The name and address of each Member and where a Member is a nominee the name of the Club making the nomination shall be noted against the name of the Member.

22.1.2 A statement of the share held by each Member and the amount paid therefore.

22.1.3 A statement of other property, if any, in the Constituent Body held by each Member whether in loans or otherwise.

22.1.4 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.

22.1.5 The names and addresses of the Officers of the Constituent Body with the offices held by them respectively and the date on which they assumed and left office.

22.2 The Register of Members and Officers shall be so constructed that it is possible to be 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.

23 INSPECTION OF BOOKS

All Members and persons having an interest in the funds of the Constituent Body 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 Constituent Body subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

24 ANNUAL RETURN

24.1 Every year not later than the date provided by the Act or where the return is made up to the date allowed by the Registrar not later than seven months after such date the Honorary Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the Constituent Body for the period required by the Act to be included in the return together with a copy of the Financial Statements of the Constituent Body with the Report of the Auditors where applicable thereon from the

period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors where applicable on that balance sheet.

24.2 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 Constituent Body.

25 PUBLICATION OF ACCOUNTS

The Constituent Body shall keep a copy of the last balance sheet for the time being together with the Report made by the Auditors, where applicable, thereon always hung up in a conspicuous place at its registered office.

26 REGISTRATION

These Rules shall take effect on and from the date of their registration pursuant to and in accordance with the provisions of The Co-operative and Community Benefit Societies Act 2014

27 DISSOLUTION

In the event of it becoming necessary for the Members to discontinue the activities of the Constituent Body and to dissolve the Constituent Body under the provisions of the Act, its funds and property shall be appropriated or divided amongst the Members in such manner as the Committee consider to be fair and reasonable.

VII GENERAL

28 CONTINUITY

For the avoidance of doubt every Member of the Constituent Body who at the date these Rules take effect pursuant to Rule 26 holds offices or position in any capacity in the Constituent Body (including the position of Vice-Presidents and/or patrons) shall continue to hold the same office or position following registration. Such Members shall have the same seniority, dates of appointment, dates of retirement and the like after registration as before registration, subject only to such changes as are necessary by virtue of these Rules. The Trustees under the former Rules of the Constituent Body shall, until they have fully discharged their duties, remain as Trustees upon those of the former Rules which relate to Trustees, varied only insofar as these Rules necessarily require.

29 INDEMNITY

Each Officer (including under the former Rules of the Constituent Body the Trustees) and employee from time to time of the Constituent Body and each person who was or is from time to time a Member of the Committee or any Sub-Committee shall (to the extent that such 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 Constituent Body 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 Constituent Body 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 Committee or any Sub-Committee as the case may be.

30 NOTICES

30.1 A notice may be served by the Club upon any Member, either personally or by sending it by post or fax addressed to such member at his or her registered address as appearing in the Register of Members. A notice may also be served by the Club upon any Member by electronic communication in accordance with rules 30.2 and 30.3.

30.2 Any member who notifies the Club of an address to which the Club may send electronic communications shall be treated as having agreed to receive notice and other documents from the Club by electronic communication.

30.3 If a Member notifies the Club of his email address the club may send the Member the notice or other documents by publishing the notice or other document on a website and notifying the Member by email that the notice or other document has been published on the website.

30.4 Any notice, whether sent by post, fax or electronic communication shall be deemed to have been served on the day following that on which the letter or other communication containing the same is put into the post, sent, or otherwise despatched.

31 ARBITRATION

Every dispute of the type specified in The Co-operative and Community Benefit Societies Act 2014 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 arbitrator (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 office holders) for the time being of the Constituent Body.

32 INTERPRETATION

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

33 SCHEDULE OF DEFINITIONS

“the Act”	means the Industrial and Provident Societies Acts 1965-1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies.
“Auditors”	means the auditors of the Constituent Body for the time being.
“Club”	means a club admitted into membership of the Constituent Body in accordance with the Rules of Constituent Body.
“Constituent Body”	means North Midlands Rugby Football Union Limited.
“Committee”	means the committee designated in Rule 13 and “Committee Member” or “Member of the Committee” means a member of the Committee for the time being and shall include a person co-opted under Rule 11.2.
“Domestic Union”	has the meaning given in Rule 5.1.
“Financial Statement”	means a 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.
“Honorary Secretary”	means Honorary Secretary of the Constituent Body for the time being.
“Laws of the Game”	means the laws promulgated by the World Rugby from time to time according to which the Game is played throughout the world.
“Management Committee”	means the management committee constituted in accordance with Rule 13.8.

“Members”	means a member of the Constituent Body.
“Officers”	means the officers designated in Rule 12.
“Registrar”	means the Financial Services Authority and includes the statutory successor carrying on its relevant function.
“Regulation”	means a resolution, regulation or instruction made in accordance with Rule 4.13.
“Representative(s)”	means the representative(s) elected by the Members to represent the Constituent Body on the Council of the Union in accordance with the Rules of the Union for the time being registered with the Registrar.
“Rules”	Means the Rules of the Constituent Body for the time being registered with the Registrar.
“Union”	means the Rugby Football Union.
“World Rugby”	means the world Governing Body of the Game. At the date of the adoption of these Rules it was known as the International Rugby Board of which the Union is a member.
“World Rugby Regulations”	means the Resolutions and Regulations relating to the Game promulgated by the World Rugby from time to time.