



## **Constitution of Leicestershire and Rutland Rugby Union**

### **Rules**

1. Except where the context otherwise permits or requires, the word and expressions listed in the Schedule of Definitions set out in Rule 33 shall bear the meanings given to them therein.
2. The Society shall be called the "Leicestershire Rugby Union Limited"

### **3. Objects**

The objects of the Constituent Body shall be:

- 3.1 To administer the Game in the Counties of Leicestershire and Rutland (as recognised prior to the reorganisation of Local Government in 1971) ("the County") on behalf of the Union.
- 3.2 To promise, 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 ensure that the Game is played in accordance with the Laws of the Game and is administered in accordance with IRB Regulations and the Rules of the Union.
- 3.4 To arrange and undertake representative and other matches as the Committee may decide.

### **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 the 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 or 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 activities of the Constituent Body or any of them as the Committee thinks fit in accordance with the following provisions:
  - 4.2.1 Any 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 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 of 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 borrowing 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 made 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 or 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, insurance's and other benefits to employees or to ex-employees of Constituent Body or the dependants and relatives or 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 scheme.

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 system 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.

## **5. Members**

5.1 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.

5.2 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.

5.3 Subject to Rule 5.2 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.

5.4 The Committee shall have power to admit to membership of the Constituent Body:-

5.4.1. A Club which is incorporated.

5.4.2. The secretary (or subject to the approval of the Committee any other officer or official) as its nominee of a Club which is unincorporated.

5.5 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. Applications for membership may be submitted at any time.

5.6 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 5.4 and must immediately send a copy of its rules if incorporated or 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 Members to be amended accordingly.

5.7 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.

5.8 A Club shall be liable to suspension or termination of its membership or privileges as the Committee may determine if:-5.8.1 It shall not have paid its annual subscription by 1st November each year.

5.8.2 It shall cease to satisfy the criteria and conditions for membership as determined by the Committee under rule 5.3.

5.8.3 It does not conform to any reasonable directive by the Committee as to its standards of play, administration or general behaviour.

5.9 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 Regulations or any Rules or Regulations of the Union, the Laws of the Game or the IRFB 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 employee of a Club for any offence. The procedure for this 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 time.

5.10 A Member shall cease to be a Member:-5.10.1 On resignation.

5.10.2 In the case of a corporate Member on ceasing to be corporate.

5.10.3 On termination of membership by the Committee.

5.10.4 On replacement as the nominee of a Club.

## **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 who or which is eligible to be a Member or to appoint its secretary as its nominee under Rule 5.6 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.

## **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 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 that 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 20 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 8.1.7.2 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.

7.10 Members who are nominees of Clubs shall have the right to appoint proxies to attend and vote on their behalf at any General Meeting.

## **8. General Meetings**

8.1 Not later than 31st July in every year a General Meeting shall be held (to be known as the Annual General Meeting) for the transaction of the following business:-

8.1.1 To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting.

8.1.2 To receive and approve a report from the 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 disapplying the provisions of the Act relating to the obligation to appoint Auditors.

8.1.7 To consider as a special resolution any additions or alterations 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 30th April. 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 the 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 not 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 30th April. The Committee shall also have the right to make nominations for the election of Committee Members without restriction on the number of nominations.

8.4.2 The election of Committee Members shall be decided by a majority of votes recorded.

8.4.3 In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the 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 be the 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 other motion to be submitted to an Annual General Meeting shall be subject to the following provisions:

8.5.1 Any proposal shall be submitted in writing to the Honorary Secretary by 30th April 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 twenty-four hours before the time for which the Annual General Meeting is convened.

8.5.4 Amendments duly received in accordance with Rule 8.5.3 shall be added to the agenda by the Chairman of the Annual General Meeting.

## **9. Special General Meetings**

9.1 The 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 is prescribed by Rule 8.5.3 for an Annual General Meeting.

9.1.2. Amendments duly received in accordance with Rule 9.1.1 shall be added to the agenda by the Chairman of the Special General Meeting.

9.2 The 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 by Rule 8.5.3.

9.2.3 Amendments duly received in accordance with Rule 9.2.2 shall be added to the agenda by the Chairman of the Special General Meeting.

9.3 The Committee shall convene annually during the month of September a Special General Meeting for the transaction of the following business:

9.3.1 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.

9.3.2 To consider any other business of which due notice shall have been given.

## **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 or amendment to the Rules 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.

## **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 thereof:

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 Chairperson 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 power to co-opt additional members to serve on it provided that the number of such co-opted members shall not exceed twenty-five per cent of the number of members elected to hold office on the 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 time.

11.5 References in these Rules to any acts of activities or opinion (including, without limitation, decision, direction, 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) 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, an Honorary Secretary, an Honorary Treasurer, the Immediate Past President, a President Elect and such other Officers as the Constituent Body may in General Meeting from time to time determine.

12.2 The Officers of the Constituent Body shall be elected at each Annual General Meeting in accordance with Rule 8.3.

12.3 Each Officer on election at an Annual General Meeting shall hold office from the end of that Meeting until the end of the next Annual General Meeting but shall be eligible for re-election from year to year.

12.4 If any such offices shall fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Committee for the period of the vacancy.

## **13. Committee**

13.1 The Committee shall consist of:

13.1.1. The Officers.

13.1.2. Seven members (or such other number not exceeding twenty as may be determined from time to time by the Constituent Body in General Meeting) 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 he is elected until the end of the following Annual General Meeting and shall be eligible for re-election from year to year.

13.1.3 The Representative(s) who shall hold office from the end of the Annual General Meeting next following his election until the end of the following Annual General Meeting.



13.2 The Committee shall each year elect its own Chairman for the ensuing year to hold office from the date of the Annual General Meeting until the date of the following year's Meeting. He may hold any other office in the 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 seven (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 the Annual General Meeting and the next such vacancy shall be filled by the Committee.

13.5 If a Member of the Committee shall commit an offence under Rule 5.9 or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such Member's property such Members shall thereupon cease to be a Member of the Committee.

13.6 Committee Members shall receive no remuneration for serving on the Committee other than the payment of authorised expenses for carrying out their duties.

#### **14. Special Rights and Privileges**

14.1 Past Presidents of the Union shall not be Members but shall be entitled to such rights and privileges as the Committee may from time to time determine.

14.2 The Committee shall have power to recognise any person whose service to the Union or to the Game shall in its opinion merit such recognition by granting such rights and privileges as the Committee may from time to time determine. All persons being honorary members of the Union at the date these Rules take effect pursuant to Rule 29 shall be recognised under this Rule.

#### **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 may be 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 other 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 apply, by 2 or more lay auditors and a printed copy of the signed Financial Statement, together with the Auditors' report thereon, shall be sent to each member with the notice calling for the Special General Meeting pursuant to paragraph 9.3.

15.5 The Constituent Body may participate in 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. In furtherance of such a scheme the Constituent Body 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.

## **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. Financial Obligations of Clubs**

18.1 Each Club shall by 1st October in each year pay to the Constituent Body such annual subscription and such other amounts as the Committee may from time to time determine.

18.2 On or before 31st December each year a properly prepared Financial Statement for the previous season shall be sent by each Club for examination by the Committee. Such financial statement shall be audited or inspected in accordance with the Rules of the Union.

## **19. Registered Office**

19.1 The registered office of the Constituent Body shall be at

47 Highmeres Road, Thurmaston Leicestershire LE4 9LZ

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 any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that Member in such a way as to indicate or imply that such document or advertisement was issued or published 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 which 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 therefor.

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 ceased to be a Member.

22.1.5 The name 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 open to inspect 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 Statement of the Constituent Body with the Report of the Auditors where applicable thereon for the period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors 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 the 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 Section 2 of the Industrial and Provident Societies Act 1965.

## **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 appropriate or divided amongst the Members in such manner as the Committee consider to be fair and reasonable.

## **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 office 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**

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

## **31. Arbitration**

Every dispute of the type specified in Section 60 of the Industrial and Provident Societies Act 1965 or any amendment, modification or re-enactment thereof (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single 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 Union.

## **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 at 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 or the time being.

“Club” - means a club admitted into membership of the Constituent Body in accordance with the Rules of the Constituent Body.

“Constituent Body” - means Leicestershire Rugby 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.

“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 the Honorary Secretary of the Constituent Body for the time being.

“IRB” - means the world Governing Body of the Game which at the date of the adoption of these Rules is the International Rugby Board of which the Union is a member.

“IRB Regulations” - means the Resolutions and Regulations relating to the Game promulgated by the IRB from time to time.

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

“Member” - means a member of the Constituent Body.

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

“Registrar” - means the Chief Registrar and Assistant Registrar for England in the Central Office of the Registry of Friendly Societies or the statutory successor carrying on the relevant function of any of them.

“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.

# **Regulations**

## **34. Colours**

The colours of the Union shall be maroon with gold, and shall be worn as maroon jerseys with single wide gold hoop and gold stripe to sleeves, having gold running fox crests and gold collars, maroon shorts, maroon socks with gold band, maroon velvet caps and maroon ties, having gold running fox crests. A tie shall be awarded to a Player when he first represents the Union in an Inter-County Championship match as a Player, but not as a Replacement who does not take the field and a cap shall be awarded to him when he has represented the Union in five Championship matches. In addition, a similar tie shall be awarded to players who have represented the Union at Barbarians, League, Under 20, Under 18, Under 17, Under 16 and Under 14 levels. The identifying colour for a Seniors tie shall be maroon, for a Barbarians tie light blue stripe, for a League tie green stripe, for an Under 20 tie brown stripe, for an Under 18 tie black, for an Under 17 tie blue, for an Under 16 tie green, for an Under 14 tie grey. The design of ties shall be approved by the Management Committee, (which shall in this Regulation and all other Regulations where reference is made to it be the Committee of the Union) which shall have power to vary from time to time as may be considered appropriate the criteria for the award of ties and caps.

## **35. Eligibility**

- (a) Any Club in the Counties of Leicestershire and Rutland playing under Rugby Football Laws, having a fixture list for at least ten games in a season and having cover under the RFU's Death and Disability Insurance Policy, shall be eligible to become a member. Additionally the Leicestershire Society of Rugby Union Referees shall be eligible to be a member.
- (b) Any Club eligible for admission to the Union and desiring to become a Member Club shall be proposed by one Member Club and seconded by another.

## **36. Subscriptions**

The annual subscription of members shall be determined at each Annual General Meeting and shall be payable on or before 1<sup>st</sup> October every year.

- (a) The Management Committee, at its June/July meeting each year, shall appoint such Sub-Committees as it considers necessary to administer the Union for the year following the Annual General Meeting.
- (b) Without limiting the generality of paragraph (a) of this Regulation it shall appoint the following Sub-committees and Groups:

## **37. Sub-Committees**

1. Finance, Planning, LRP (formely Funding and Reporting Sub-Committee )
  2. Governance & Administration Sub-Committee
- CB Rugby Development Partnership
1. Development Sub-Committee
  2. Playing Sub-Committee
  3. Community /Club Rugby Sub-Committee

- Women & Girls Forum (Sub Committee)

(c) The terms of reference of each Sub-Committee shall be determined by the Management Committee from time to time.

(d) Subject to confirmation by the Management Committee, each Sub-Committee shall appoint one of its Members, inclusive of its Chairperson to act as its Honorary Secretary. In the case of the Playing Sub-Committee the Secretary shall undertake such of the duties of Honorary Match Secretary as the Chairman thereof may require.

(e) The composition of each Sub-Committee shall each year be proposed to the Management Committee for appointment under paragraph (a) of this Rule.

(f) Each Sub-Committee shall, subject to the approval of the Management Committee, have power to co-opt either for general or limited purposes and with or without power to vote.

(g) The President, the Honorary Secretary, the Honorary Treasurer, the Chairperson of the Management Committee and the Union's Representative on the Rugby Football Union Committee shall have the right, without voting powers, to attend any meeting of any Sub-Committee appointed under this Rule.

### **38. Club Consultation**

The Management Committee shall consult with Member Clubs through Special General and other meetings to canvas opinion on Rugby Union matters of general importance and shall take note of such opinions as are voiced when making decisions on these matters.

### **39. Discipline**

(a) In the case of any infringement of these Rules and Regulations by any Member club, or any Player who is a member of a Member Club, such Member Club or Player shall be dealt with by the Management Committee as it shall think fit. This may be by delegating such matters to a Disciplinary Panel. In all cases the powers of the RFU take precedence over those of the LRU.

(b) In the case of an infringement of the Rules of the Rugby Football Union, the Laws of the Game or the Regulations of the International Rugby Board by any Member Club or any Player who is a Member of the Member Club, such Member Club or Player shall be dealt with by a Disciplinary Panel in accordance with the powers delegated to the Union by the Rugby Football Union.

(c) Each Club in membership shall form a Discipline Committee and such Committee shall have power to inflict appropriate punishment on any Player, Official or Member of the Club for any infringement of the Laws of the Game, Rules of the Union or Bye-Laws of the Rugby Football Union provided such powers are without prejudice to the powers of the Union to deal with such matters in accordance with the powers contained in these Regulations or delegated to the Union by the Rugby Football Union. Club Discipline Committees must meet and take action whenever one of their players is sent off in a game. Each member club must have a written Code of Conduct and procedures for dealing with Disciplinary matters.

### **40. Member Club Rules**

Each Member Club must supply each of its Members with a printed copy of its rules and it shall also send a copy thereof to the Honorary Secretary of the Union at the start of each season and he shall be notified at once of any alterations or additions thereto. Where a club is incorporated a copy of its rules will be provided in accordance with the Rules of the LRU.

#### **41. Change of Club**

No Member Club shall play any player who has previously been a Member of any Rugby Football Club which he has left without paying his subscription or other monies due to it. Where a player transfers to another Member Club and their former club claims that there are subscriptions or other outstanding monies due to it the Member Club may play the player if they indemnify the claimant club in writing should their claim be found to be justified. If the matter is not resolved within 28 days of the player transferring between clubs it will be referred to the Leicestershire Rugby Union Management Committee for adjudication. Their decision will be final.

#### **42. Times of Kick Off**

All matches played in Leicestershire during the Rugby Union Football season shall start at 3.00pm in August, September, October, March, April and May and at 2.15pm for League matches in November, December, January and February. In accordance with MROC regulations, where both Clubs are agreeable, kick-off times can be changed especially where match quality floodlights are available.

Kick off for non MROC matches in November, December, January and February may be at 2.30pm particularly when it is intended and agreed by both sides that floodlights shall be used. In the case of a Cup Competition Match where there is the possibility of extra time being played, the kick-off time in the months of November, December, January and February shall be 2.00pm.

Except for League matches, these times may be altered by arrangement between the Clubs concerned, the Honorary Secretary of the Leicestershire Referees Society being notified of the change not less than two days prior to the match.

#### **42. Leicestershire R.U. Development Ltd**

Under the Articles of Association of the Company which was incorporated for the promotion of the Game at Age Grade level in Leicestershire and to employ a secretary/clerk for the Rugby Development Officer for this purpose, only a Past President or Vice President of the Union may be a Shareholder of the Company and only a Director nominated by the Union may be appointed to this office. (This regulation does not bind the Company as the Union cannot overrule the Companies Act). This company was dissolved in 2019.

#### **43. Vice Presidents**

Any Member of any Member Club shall be eligible to be a Vice-President of the Union. Such individual shall be proposed by his Club under the hand of the Honorary Secretary of that Club certifying a copy of the Club's General Committee Resolution to that effect and shall be seconded by the Management Committee of the Union for the time being. Thereafter, the Member concerned may be elected a Vice-President by the Members at an Annual General Meeting. The office of Vice-President will be given in recognition of long service by the Member concerned to Rugby Union Football or for services rendered to the Union. A Vice-President shall not be entitled to vote at any meeting.

#### **44. Tournaments and matches versus invitation teams**

(a) In order to comply with the requirements of the RFU and the RFU Playing Insurance Policies all festivals, tournaments and other non-Midlands or Leicestershire league/cup matches must be approved in accordance with RFU Regulation 10 – Match Authorisation, Tours and Sevens and the Guidance for Rugby Activity and Events which can be found on the RFU Website. In some cases written notification is sufficient but for others written permission is necessary either from the LRU or the RFU. This applies to all matches etc. whether they are contact or non-contact events and whether



they are in season or out of season. It also applies to any playing events organised by non-affiliated members of the RFU/LRU.

#### **45. Conflicts of Interest**

(b) No Member Club shall organise a match against an overseas touring side or a tour outside the English Rugby Football Union area without first obtaining approval from the LRU as required by RFU Regulation 10 – Match Authorisation, Tours and Sevens. All tours must comply with RFU Regulation 15 – Age Grade Rugby and the relevant RFU Tour Guidelines.

(a) All committee members elected or appointed to the Management Committee of Leicestershire Rugby Union Ltd or any Sub-Committee of the Union have a duty of good faith and a duty to act in the best interest of the Union and its members both at the present time and to future members. These duties are reinforced by a duty to avoid situations where there is a conflict between the duties they owe to the LRU and duties they owe to third parties, and where such conflicts exist, a duty to declare those conflicts of interest. At the commencement of each season, members of the Management Committee shall complete a conflict of interest document showing their current employment, directorships and any affiliations that may give rise to a potential conflict of interest. Members will also be required to declare any conflicts of interest at each meeting as detailed in para. 14 – Procedure for Conduct of Committee, Sub-Committee and General Meetings. When exercising powers entrusted to them, members must exercise those powers in the best interest of the LRU as a whole and must not put any duties he owes to a third party ahead of the duties he owes to the LRU. This does not preclude them from expressing the view of the members club and communicating them to other committee members. The register of member's interests will be available to view at the registered address of the Union.

(b) Where there is a breach of this conflict of interest policy the Union Prosecuting Officer will be asked to decide whether there is a case for a Rule 5.12 - Bringing the Union into Disrepute action. If it is decided that there is, the Disciplinary Officer will be asked to convene a Discipline Panel to hear the case.

#### **46. Procedure for conduct of committee, sub committee and general meetings**

1. Each meeting of the Management Committee shall be chaired by a person elected in accordance with the Rules of the Union.
2. Each sub-committee meeting will be chaired by a person appointed by the Management Committee.
3. Meetings will commence at the time notified prior to the meeting and will continue for a length of time decided by the chairman of the meeting. Where the full business of the meeting has not been addressed a further meeting shall be called to complete the agenda.
4. All items to be included on the agenda should be notified to the secretary of the committee/ sub-committee prior to the meeting in such time to allow them to be added to the notified agenda.
5. It is incumbent upon any member who attends a meeting or gives a written opinion about a Union matter to declare any conflict of interest either at the commencement of the meeting or at the commencement of discussion on any agenda item. This is particularly important where the conflict has arisen since the beginning of the current season and which has not been noted in the annual declaration of conflicts of interests. Likewise in written documents any conflict of interest must be declared at the beginning of the document. Where members declare a conflict of interest it is the prerogative of the other members present to decide whether the person should leave the meeting during any part of the discussion on that agenda item or

whether to accept any written discussion document. All conflicts noted during the meeting will be included within the minutes of the meeting.

6. Where a member declares a conflict of interest the meeting must decide if there is a conflict of interest and if so whether it approves the conflict. The conflicted member may not take part in any vote to decide these issues. If the meeting decides there is a conflict of interest and it does not approve this conflict, the meeting may decide to place restrictions on the involvement of the conflicted member such as to remain part of the discussion, to remain in the room but not contribute or vote, to leave the room or to have confidential information withheld from them. The conflicted member, again, may not take part in any vote to decide on such restrictions.

#### **47. Inspection of accounts and register of members and officers**

- a. Any proposal/resolution put to the committee/sub-committee must be seconded by another voting member of that committee/sub-committee. Proposals/resolutions that do not have a seconder will fall.
- b. Where it is agreed to take a vote on any matter, only those persons present who are full members of the committee/sub-committee or have been co-opted with voting powers shall be entitled to vote. Voting may be on an open show of hands or if required by a majority of members present by a secret ballot. The number of votes for, against and abstentions shall be recorded in the minutes of the meeting.
- c. Where an amendment to any resolution is proposed the voting members of the committee/sub-committee will vote on the amendment first. If the amendment is not passed a vote will then be taken on the original resolution.
- d. The Chairperson of any meeting will decide whether any item has been allocated sufficient time for debate and may bring any debate to an end save that the other voting members of the meeting may call for a vote to consider continuing the discussion if they see fit.

#### **48. Special Rights and Privileges**

In accordance with Rule 23, accounts and the Register of Members and Officers may be inspected at the Registered Office at a time to be agreed with the Hon. Secretary. The Register will be kept in electronic form and will be available for viewing on screen and/or in paper form. Accounts will be available only in paper form.

- a. Members may recommend to the Management Committee the names of any person who they consider should be recognised under Rule 14.2. Subsequently the Management Committee will decide, by vote if necessary, whether to afford the person such Special Rights and Privileges.
- b. All Past Presidents and persons afforded Special Rights and Privileges under Rule 14.2 will be given the right:
  1. to attend pre match buffets at all County Championship Matches.
  2. to apply for tickets to international matches played by the English Rugby Union team from the allocation made to the Leicestershire Union. Any tickets so allocated will be supplied at the full face value and must be used in accordance with RFU Rules ticketing rules and regulations.
  3. to attend General Meetings without voting rights.

#### **49. LRU Representative on the RFU Council**

Nominations for and election of the LRU Representative on the RFU Council will be in accordance with the rules of the RFU.

#### **50. Membership of other bodies**

The Management Committee shall each year, following the Annual General Meeting, nominate the following:

Such number of persons as is allowed by the constitution to represent Leicestershire at Midlands Counties meetings.

One person to act as the Leicestershire representative on the Midlands Leagues Organising Committee.