

# RULES OF THE RFU

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# RULES OF THE RFU

## I. NAME, OBJECTS AND POWERS

### 1. Name

The Society shall be called the 'Rugby Football Union'.

### 2. Definitions

Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 35 shall bear the meanings given to them therein.

### 3. Objects

The objects of the Union shall be:-

- 3.1 To administer the Game as its Governing Body in England.
- 3.2 To promote, encourage and extend the Game throughout England including (but not limited to) the coaching thereof, its development in Schools and at all youth levels and the recruitment 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 the IRB Regulations.
- 3.4 To assist the development and playing of the Game throughout the world.
- 3.5 To arrange International, Representative, Trial and other Matches and Tours in England and in other Countries.
- 3.6 To provide, maintain and operate a National Stadium or Stadia and to develop the same for use by Members and others on payment or otherwise.
- 3.7 To promote and uphold the Game's core values namely teamwork, respect, enjoyment, discipline and sportsmanship.

### 4. Powers of the Union

To further its objects the Union shall have the power to do all such things as are incidental or conducive to the objects of the Union 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 Union for the objects of the Union in such manner as shall be considered by the Board of Directors 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, sub-leasing, 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 Board of Directors to be necessary or expedient for the purposes of the Union or the advancement of its interests.
- 4.2 To raise or borrow money for the purposes of the Union (whether secured or unsecured) as the Board of Directors (subject to Rule 13.1(xi)) 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 Union and whether or not including any floating charge of the whole or part of the undertaking property and assets of the Union both present and future.
- 4.2.2 At the time of the borrowing the sum of the amount remaining undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed one hundred million pounds or such other greater sum as Members in General Meeting may from time to time determine provided that for this purpose:-
- (a) There shall be excluded from the calculation of the amount remaining undischarged of monies borrowed such sums as shall be required to repay any ticket debenture that has twenty five or more years unexpired until its maturity provided that no event has occurred which could have the effect of accelerating the maturity date
  - (b) The amount remaining undischarged of any deferred interest or index linked monies or in respect of any deep discounted loan, loan stock, bond or other security previously borrowed or issued by the Union shall be deemed to be the amount required to repay such borrowing or security in full if such borrowing became repayable or redeemable at the time of the proposed borrowing or issue and
  - (c) The amount of any proposed borrowing intended to be deferred interest, index-linked or by way of any deep discounted loan, loan stock, bond or other security shall be deemed to be the proceeds of such proposed borrowing or issue receivable by the Union at the time of the proposed borrowing or issue.
- 4.2.3 The Board of Directors may determine from time to time subject to Rules 4.2.1 and 4.2.2 the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.
- 4.3 To enter into partnership or any other arrangement for sharing profits or any joint venture or co-operation with any company or person carrying on engaged in or about to carry on or engage in any business or transaction and to subsidise or otherwise assist any such company or person.
- 4.4 To become surety for or guarantee the carrying out or performance of any and all contracts, leases and obligations of every kind of any company any of whose shares are at any time held by or for the Union or in which the Union is interested or with which it is associated.
- 4.5 To enter into transactions with lenders and/or third parties for the purpose of managing the risk to the Union arising from changes in interest rates on loans and/or other borrowings of the Union from time to time or from other factors affecting the activities or finances of the Union.
- 4.6 To apply for and hold any licences that may be required for or in connection with the activities of the Union and (among other things) to provide catering and such other facilities as the Board of Directors shall consider desirable.

- 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 invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for the prestige of the Game or any other sport or recreation.
- 4.9 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 Board of Directors directly or indirectly benefit, or is calculated so to benefit, the Union or its activities or its employees, ex-employees, players, former players or their dependants.
- 4.10 To promote, arrange and organise leagues, competitions and tournaments for and between Constituent Bodies and Clubs.
- 4.11 To engage the Chief Executive and other officials and employees upon such terms and at such remuneration as the Board of Directors may deem appropriate, and to dismiss or retire any of them as may be necessary.
- 4.12 To provide pensions, insurances and other benefits to employees or ex-employees of the Union 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.
- 4.13 To pass such resolutions relating to the policies of the Union and such regulations which shall be binding on all Constituent Bodies and Clubs and their members, servants and employees as are considered necessary for the better governance and regulation of the Game in England.
- 4.14 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 Union.
- 4.15 To pass such instructions and directions which shall be binding on all Constituent Bodies and Clubs and their members, servants and employees as are considered necessary for the better management, organisation and administration of the Game in England.

## **II. MEMBERSHIP**

### **5. Members**

- 5.1 The Members of the Union shall be the entities and individuals whose names are for the time being entered in the Register of Members.
- 5.2 All Members of the Council shall be Members for such period as they are Council Members.
- 5.3 All Constituent Bodies shall be Members.

- 5.4 All National Representative Bodies shall be Members.
- 5.5 Subject to Rules 5.2 to 5.4, the admission of Members shall be under the control of the Governance Standing Committee and the Council shall from time to time determine the criteria and conditions applicable for the approval of membership
- 5.6 The admission to membership shall constitute an undertaking by that Member on behalf of itself and its members and employees to be bound by these Rules, the RFU Regulations, the Laws of the Game and the IRB Regulations.
- 5.7 A Member may withdraw from the Union at any time by giving to the Chief Executive written notice of the intention so to do provided that the Member shall remain liable for all monies then due and owing to the Union.
- 5.8 A Club shall be liable to suspension or termination of its membership or privileges as the Governance Standing Committee may determine if:
- 5.8.1 it shall cease to satisfy the criteria and conditions for membership as determined by the Council under Rule 5.5; and/or
- 5.8.2 it shall cease to be in membership with its Constituent Body; and/or
- 5.8.3 It does not conform to any reasonable directive by the Council and/or the Board of Directors as to its standards of play, administration or general behaviour.
- 5.9 The Council shall have power to recognise as an Associate of the Union (but not as a Member) any Overseas Union or Overseas Club upon such terms and with such privileges as the Council shall from time to time decide.
- 5.10 The Council may from time to time determine the criteria and conditions for non-voting membership of the RFU upon such terms and with such privileges as the Council shall from time to time decide.
- 5.11 Any Club whose membership is terminated or withdrawn by the Governance Standing Committee and any Club whose application for admission to membership is not granted by the Governance Standing Committee shall (save for a matter being dealt with under Rule 5.12 below) be entitled to appeal that decision within 14 days of being notified of it, to the Council for it to determine the matter. The President shall determine the manner in which the appeal is discussed and if any observers are permitted to attend Council for that discussion.
- 5.12 The Union shall have power to discipline any
- (a) Member;
  - (b) Rugby Body;
  - (c) non-voting member of the Union;
  - (d) any player, official, member or employee of a Member or a Rugby Body; or
  - (e) any other person or body that submits to RFU's jurisdiction to discipline them;

for any infringement of these Rules, the RFU Regulations, the Laws of the Game or the IRB Regulations and/or for any conduct which is prejudicial to the interests of the Union or the Game or which amounts to cheating. The Union may terminate or suspend membership of the Union or impose any other appropriate punishment for any such offence. The procedure for and the conduct of disciplinary hearings shall be prescribed by the Council and shall be published in the Handbook.

## **6. Special Rights and Privileges**

- 6.1 Save in respect of any Past President elected to the Council pursuant to Rule 16.1.4 for the period that he serves as a Council Member, Past Presidents of the Union shall not be Members but shall be entitled to such rights and privileges as the Council may from time to time determine.
- 6.2 The Council 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 Council may from time to time determine. The Council shall have the power to remove the rights and privileges it has granted to a person pursuant to Rule 6.2 for any infringement of these Rules, the RFU Regulations, the Laws of the Game or IRB Regulation or for any conduct which is prejudicial to the interests of the Union or the Game.

## **7. Share Capital**

- 7.1 The capital of the Union shall consist of shares of the value of one pound each.
- 7.2 Every Member shall hold one share and no more in the capital of the Union. No person who is not a Member shall be issued with a share.
- 7.3 In the case of every Constituent Body or Club the share allotted to it shall be paid up in full by applying one pound of the subscription next received from it after the date of admission to membership.
- 7.4 No share shall be held jointly, be withdrawable or subject to Rule 7.5 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 7.5, shall if the Council so decides be deemed to have withdrawn from the Union as from the date of such transfer or attempted transfer.
- 7.5 The share of a Member shall be forfeited to the Union 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 Union.
- 7.6 The Union shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

# **III. GENERAL MEETINGS**

## **8. General Meetings**

- 8.1 All General Meetings shall be held at Twickenham or elsewhere in England as the Council may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.

- 8.2 The Chairman of all such meetings who shall be entitled to a second or casting vote shall be the President of the Union or if unavailable one of the Vice-Presidents.
- 8.3 Every Member shall be entitled to attend and vote at any General Meeting.
- 8.4 All Members shall have the right to appoint proxies to attend and vote on their behalf at any General Meeting. The appointment of a proxy shall be made on a proxy form sent to each Member with the second notice of every General Meeting. Any Member wishing to appoint the Chairman of the Meeting as that Member's proxy must return the proxy form by 4pm on the last working day preceding the meeting to the Rugby Football Union. Such proxy form must be produced to gain admission to and to entitle a person authorised to cast votes at the Meeting to do so and must be signed by (in the case of individual Members) by the individual Member himself and (in the case of other Members) by two persons duly authorised to sign on behalf of the Member concerned.
- 8.5 Failure to complete any document or to produce the same at a Meeting as may be required shall invalidate the right of the person concerned to cast a vote.
- 8.6 Where votes are cast at a General Meeting by a show of hands every Member present shall be entitled to vote but if a poll is demanded or the Chairman rules that voting shall be by a poll every Member present in person, or by proxy shall be entitled to cast a vote. The procedure for the casting of votes shall be determined by the Chairman of the Meeting.
- 8.7 All questions as to the validity of any combined General Meeting form shall be determined by the Chairman of the Meeting.
- 8.8 The quorum at any General Meeting shall be one hundred Members present in person or by proxy.
- 8.9 A special resolution shall require a majority of at least two-thirds of the votes recorded.
- 8.10 Any resolution passed at a General Meeting which breaches, varies or in the opinion of the Board of Directors adversely affects a contractual obligation of the Union shall not be implemented until the contractual obligation has been fulfilled.

## **9. Annual General Meetings**

- 9.1 Apart from any Special General Meeting there shall be a Annual General Meeting each year.
- 9.2 Each Annual General Meeting shall be held not later than 31st July for the transaction of the following business:-
  - 9.2.1 To consider and approve (with or without amendment) the minutes of the previous Meeting.
  - 9.2.2 To receive a report from the Chief Executive and to make an order in respect thereof.
  - 9.2.3 To receive a Financial Report and the Annual Report and Accounts.

- 9.2.4 To appoint the Auditors for the ensuing year.
- 9.2.5 To consider as a special resolution any amendment or alteration to these Rules.
- 9.2.6 To consider as an ordinary resolution (subject to Rule 8.10) any other motion or business duly proposed in accordance with Rule 9.5.
- 9.2.7 To consider any other business of which due notice shall have been given.
- 9.2.8 To hear any other relevant matter for the consideration of the Council and/or the Board of Directors during the ensuing year, but on which no voting shall be allowed.
- 9.2.9 To elect the President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors for the ensuing year.
- 9.3 Notices of every Annual General Meeting stating the date, time and venue of such Meeting shall be given to all Members as follows:-
  - 9.3.1 A first notice calling an Annual General Meeting shall be sent not later than 14th May and it shall contain an agenda of all such matters specified in Rule 9.2 as are at that date capable of being notified together with a list of the Members of Council for the ensuing year.
  - 9.3.2 A second notice calling an Annual General Meeting shall be sent not later than two weeks prior to the date of the Meeting containing the final agenda together with the proxy form specified in Rule 8.4.
- 9.4 The election of the President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors shall be subject to the following provisions:-
  - 9.4.1 Any Member shall have the right to make nominations with the written consent of the candidate for the offices of President, Senior Vice-President, Junior Vice-President, and Chairman of the Board of Directors. Such nominations may only be made from Members of the Council (including co-opted Members) or from persons recognised by the Council under Rule 6.2 and must reach the Chief Executive in writing by 1st April. The Council shall also have the right to make nominations for these offices.
  - 9.4.2 There shall be sent to every Member in the agenda of the first notice calling an Annual General Meeting the Council's nominations for the President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors for the ensuing year, together with all other nominations received under Rule 9.4.1.
  - 9.4.3 The election of President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors shall be decided by a majority of votes recorded.
  - 9.4.4 If a Representative to the Council of a Constituent Body is elected to the office of President or Chairman of the Board of Directors or shall at any time be appointed to a salaried position in the Union, his representation shall become void and the vacancy shall be filled in accordance with Rule 19.12.

- 9.4.5 If after the issue of the first notice calling an Annual General Meeting and before the date thereof an individual nominated under Rule 9.4.1 to hold office becomes unable to serve and if also there is no other nomination the Council shall have power to submit another nomination for consideration at the Meeting.
- 9.5 Proposals for alterations in or additions to the Rules or for any other motion (subject to the provisions of Rule 8.10) to be submitted to an Annual General Meeting shall be subject to the following provisions:-
- 9.5.1 Any proposal made by a Constituent Body, National Representative Body or Club must reach the Chief Executive in writing by 15th March preceding an Annual General Meeting duly proposed by one Member and seconded by another. The proposing Member and the seconding Member must both sign any proposal as follows:
- (a) In the case of a Constituent Body, Club or National Representative Body a proposal must be signed by the Chairman (or if none the President) and the Secretary (or if none the Chief Executive) of the Member;
  - (b) In the case of individual Members a proposal must be signed by the Member in his/her own name.
- 9.5.2 Copies of all such proposals together with copies of any amendments thereto then proposed by the Council and/or the Board of Directors and copies of all proposals put forward by the Council and/or the Board of Directors shall be sent to all Members with the agenda of the first notice calling an Annual General Meeting.
- 9.5.3 Amendments to any proposal submitted under Rule 9.5.1 or to any amendments of the Council and/or the Board of Directors thereto shall be sent in writing to the Chief Executive by 7th June duly proposed and seconded by Members in the same manner as is prescribed by Rule 9.5.1.
- 9.5.4 Thereafter all proposals and amendments thereto including any further amendments proposed by the Council and/or the Board of Directors shall be sent to all Members in the agenda of the second notice calling an Annual General Meeting.

## **10. Special General Meetings**

- 10.1 The Council and/or the Board of Directors may convene at any time a Special General Meeting by giving to all Members not less than sixty days written notice thereof stating the date, time and venue thereof and the resolution or resolutions to be moved or any other business to be transacted thereat.
- 10.1.1 Amendments to any resolution proposed by the Council and/or the Board of Directors shall be received in writing by the Chief Executive duly proposed and seconded by Members in the same manner as is prescribed by Rule 9.5.1 within fourteen days from the date of the notice but exclusive of the date of the notice.
- 10.1.2 On the expiry of the fourteen days provided for the submission of amendments the Chief Executive shall send to all Members not later than three weeks prior to the date of the Meeting a second notice of the Meeting stating the amendments submitted by Members.

- 10.2 The Chief Executive shall also convene a Special General Meeting on receipt by the Chief Executive of a written requisition so to do duly signed by not less than one hundred Members in the same manner as is prescribed by Rule 9.5.1. Each requisition must clearly state the specific resolution to be moved.
- 10.2.1 A first notice of such a Meeting giving to all Members not less than sixty days written notice thereof and stating the date, time and venue thereof and the specific resolution to be moved thereat shall be sent to all Members by the Chief Executive within fourteen days of the receipt of the requisition.
- 10.2.2 Amendments to such a resolution shall be submitted in writing to the Chief Executive duly proposed and seconded by Members in the same manner as is prescribed by Rule 9.5.1 within fourteen days from the date of the first notice.
- 10.2.3 On the expiry of the fourteen days provided for the submission of amendments the Chief Executive shall send to all Members not later than three weeks prior to the date of the Meeting a second notice of the Meeting stating the amendments submitted by Members and any amendment proposed by the Council and/or the Board of Directors.

## **11. Rules**

- 11.1 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 9.5 or at a Special General Meeting.
- 11.2 The Chief Executive 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.

## **IV. BOARD OF DIRECTORS, COUNCIL, STANDING COMMITTEES AND BOARDS**

### **12. Powers of the Board of Directors**

- 12.1 The affairs of the Union shall be administered by the Board of Directors which shall exercise all the powers of the Union except the powers to be exercised by the Council as set out in Rule 13.
- 12.2 The Board of Directors shall comprise;
- (i) the President;
  - (ii) the Chairman of the Board of Directors;
  - (iii) the Chief Executive;
  - (iv) the Chief Operating Officer;
  - (v) one independent non-executive Director (who may not be a Council Member) appointed by the Council on the recommendation of the Board of Directors;
  - (vi) one of the Union's two Representatives on the IRB;

- (vii) the chairmen of the Professional Game Board, the Community Game Board and the Governance Standing Committee ex officio;
  - (viii) three (or four if any of the chairmen referred to in paragraph (vii) above is already on the Board of Directors by virtue of occupying any other position on that Board) other members elected by the Council from Members of the Council; and
  - (ix) one member of the professional staff nominated by the Chief Executive.
- 12.3 The members of the Board of Directors elected from the Council pursuant to Rule 12.2 (viii) above shall each be eligible for re-election no more than three consecutive times.
- 12.4 The person appointed by the Council as the independent non-executive director may only serve in such post on the Board of Directors for a maximum of four years.
- 12.5 The Chairman of the Board of Directors shall have a second or casting vote, and the quorum necessary for the transaction of business shall be one half of its members provided always that the number of elected members present and entitled to vote shall exceed the number of employed officials present and entitled to vote by not less than two.
- 12.6 The Board of Directors, having previously obtained the approval of the Council to the proposed co-option and as to those who are to be co-opted, may co-opt not more than two additional members (who need not be members of the Council) for general or special purposes and with or without voting rights.
- 12.7 The Board of Directors shall not exercise any of its powers in any way, or for any purpose inconsistent with the objects of the Union or policies of the Council.
- 12.8 No Past President may serve on the Board of Directors or on more than one of the Standing Committees or Game Boards or be Chairman of any Standing Committee or Game Board or the Professional Game Board.

### **13. The Council**

13.1 The Council shall have the powers:

- i) to determine all new or changes to existing policies in respect of the playing, governance and regulation of the game and to pass resolutions and regulations under Rule 4.13;
- ii) to approve periodically the Strategic Plan submitted by the Chief Executive;
- iii) to approve the annual Business Plan and Budget submitted by the Board;
- iv) to determine all policy relating to the distribution and pricing of all tickets for rugby union matches at Twickenham (including debentures), and of tickets supplied to the RFU by other National Unions for away matches involving England representative rugby union teams, and the Council shall allocate such tickets on an equitable basis.

- v) to receive periodic reports from the Chairman of the Board of Directors, Chief Executive and Finance Director for the purposes of holding the Board to account for the management of the affairs of the Union;
- vi) to approve for submission to the Members, nominations for the posts of President, Senior Vice President, Junior Vice President and Chairman of the Board of Directors;
- vii) to approve the recommendation for the posts of chairmen and membership of Standing Committees, the Community Game Board and sub-committees of Standing Committees and the Community Game Board;
- viii) to appoint two representatives to the IRB on an annual basis in accordance with the Rules;
- ix) to appoint members to the Board of Directors on an annual basis in accordance with the Rules;
- x) to approve the formation, terms of reference or dissolution of Standing Committees or Game Boards as recommend by the Board of Directors;
- xi) to approve the borrowing of money in excess of £25m as recommended by the Board of Directors;
- xii) to determine and delegate responsibility for disciplinary matters for those under the jurisdiction of the RFU in accordance with Rule 5.12;
- xiii) to consider whenever reasonably practicable and if thought fit recommend amendments to the Laws of the Game for submission to the IRB;
- xiv) periodically to review the RFU's corporate governance arrangement and commission any review thereof, as appropriate;
- xv) to determine the date, time and location of all general meetings (save as set out otherwise in these Rules);
- xvi) to co-opt additional members to serve on the Council (provided that the number of such co-opted members with voting rights shall not exceed twenty five per cent of the number serving on the Council) either for general or special purposes and with or without voting rights. For the purposes of the 25% requirement, the President, Senior Vice-President, Junior Vice-President, Chairman of the Board of Directors and the Representatives elected under Rules 16.1.6 and 16.1.7 shall be deemed to be elected members but the IRB Representatives, Past President and National Representatives elected under Rule 16.1.8 shall be deemed to be co-opted members;
- xvii) to delegate powers under the Laws of the Game and the IRB Regulations and RFU Rules and Regulations to Constituent Bodies or such person, persons or groups of persons as the Council may from time to time determine. All powers so delegated shall be defined and the Constituent Bodies to which they are delegated shall be listed in the Handbook;

xviii) to authorise or refuse the formation of unions, leagues, combinations or associations of Constituent Bodies and Clubs. Constituent Bodies or Clubs wishing to request permission to form themselves into a union, league or combination or association shall submit their proposed rules and, if authorised, any subsequent alterations or additions thereto to the Council which may

- a. Approve the proposals or forbid the formation or continuance of any such union, league, combination or association
- b. Expel or suspend any Club contravening this Rule
- c. Expel or suspend any Club which shall play a match with a Club expelled or suspended under this Rule or with any new Club which has been formed out of the nucleus of any such expelled or suspended Club;

xix) to ratify the constitutions of the Rugby Football Referees Union, the SRFU, the ERFSU, the England Colleges Rugby Football Union and the Rugby Players Association as may be necessary from time to time

xx) to allocate Clubs to Constituent Bodies and/or National Representative Bodies as appropriate;

xxi) to determine the criteria for membership of voting Members and of non-voting members of the Union.

13.2 The Council shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Union.

#### **14. Standing Committees and Game Board**

14.1 The Chairman of any Standing Committee or Game Board who shall be a Member of the Council (including a co-opted Member) shall have a second or casting vote and the quorum necessary for the transaction of business by a Standing Committee or Game Board shall be one half of its members provided always that the number of elected members present and entitled to vote shall exceed the number of employed officials present and entitled to vote by not less than two.

14.2 A Standing Committee or Game Board may exercise the power of co-option subject to the prior approval of the Board of Directors.

14.3 A Standing Committee or Game Board may only appoint a sub-committee to deal with a specific aspect of its business with the prior approval of the Board of Directors or the Council.

14.4 The quorum of a sub-committee shall be one half plus one of its appointed members.

#### **15. President, Vice-Presidents and Chairman of the Board of Directors**

15.1 The Union shall have a President, a Senior Vice-President, a Junior Vice-President and a Chairman of the Board of Directors.

- 15.2 The President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors shall be elected at each Annual General Meeting in accordance with Rule 9.4.
- 15.3 If a casual vacancy shall arise in the position of President, Senior Vice President, Junior Vice President and/or Chairman of the Board of Directors, such vacancy may only be filled by Council in its discretion and any person so appointed shall hold office until the next Annual General Meeting.
- 15.4 The Chairman of the Board of Directors shall be subject to annual election.

## **16. Council**

- 16.1 The Council shall consist of:
  - 16.1.1 the President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors;
  - 16.1.2 the Representatives of all Constituent Bodies elected in accordance with Rule 19;
  - 16.1.3 the Representative or Representatives of the Union holding office on the IRB elected in accordance with Rule 17;
  - 16.1.4 one Past President of the Union (who will normally be the Immediate Past President) elected annually by the Council);
  - 16.1.5 the Chief Executive;
  - 16.1.6 one Representative elected by those Clubs playing in the most senior league in England and one Representative elected by those Clubs playing in the second most senior league in England of the English Clubs Rugby Union Championship which are for the time being in membership therewith in accordance with Rule 19 where a reference to a Constituent Body shall be construed as a reference to those Clubs and a reference to a Club as a reference to one of them.
  - 16.1.7 one Representative elected by those Clubs from the next two league levels of the English Clubs Rugby Union Championship immediately below League Two which are for the time being in membership therewith;
  - 16.1.8 two National Representatives being persons of experience and influence in the Game who will in the opinion of the Council contribute significantly to the promotion of the objects of the Union elected annually by the Council;
  - 16.1.9 one Representative elected by the Rugby Football Referees Union in accordance with Rule 19 where a reference to a Constituent Body shall be construed as a reference to the Rugby Football Referees Union;
  - 16.1.10 one Representative elected by the England Colleges Rugby Football Union;
  - 16.1.11 one Representative of the womens' and girls' game elected or appointed by a process approved each year by the Board of Directors;
  - 16.1.12 one Representative elected annually by the Rugby Players Association.

- 16.2 The quorum at any meeting of the Council shall be twenty and the Member elected to take the chair shall be entitled to exercise a second or casting vote.
- 16.3 If a Member of the Council shall commit an offence under Rule 5.12 such Member may be dismissed from the Council if thought fit as follows:-
- 16.3.1 in the case of President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors by the Union in General Meeting;
- 16.3.2 in the case of a Representative of a Constituent Body, National Representative Body or any of the Representatives referred to in Rules 16.1.6 or 16.1.7 either by that Constituent Body or the Clubs that elected them or by the Council
- 16.3.3 in the case of a Representative of the Union on the IRB, a Past President, a National Representative or a co-opted Member by the Council.
- 16.4 Council Members shall receive no remuneration for serving on the Council other than the payment of authorised expenses for carrying out their duties.
- 16.5 In the event of the Representative to the Council of a Constituent Body or a Representative to the Council referred to in Rule 16.1.6 or 16.1.7 being unable to attend a Council Meeting, as a result of illness or other unavoidable cause, an alternate will be permitted to attend that Council Meeting, with normal voting powers, provided (a) notice of inability to attend and (b) the name of the alternate is given, in the case of a Constituent Body Representative, by the Secretary of the Constituent Body, and, in the case of a Representative referred to in Rule 16.1.6 or 16.1.7, by the Company Secretary or Secretary of the relevant body, to the Chief Executive before the meeting.
- 16.6 At any meeting of the Council any Member of the Council may call for a ballot on any issue and (with the exception of any ballot relating to any election of any person to a post) the result of such ballot and how each Member voted shall be recorded and be made available to any Member of the Union upon request.

## **17. IRB**

- 17.1 The Union shall be in membership with the IRB and the Council shall elect annually from Members of the Council (including co-opted Members) a representative or representatives to it in accordance with the IRB's Bye-Laws.
- 17.2 The Representative or Representatives elected under Rule 17.1 shall represent the interests of all Overseas Unions and Overseas Clubs recognised under Rule 5.9.

## **V. CONSTITUENT BODIES AND NATIONAL REPRESENTATIVE BODIES**

### **18. Constituent Bodies and National Representative Bodies**

- 18.1 There shall be no formal tier of administration between the Council and the Constituent Bodies and to facilitate the administration of the Game by the Union in accordance with its objects, these Rules, the RFU Regulations, the Laws of the Game and the IRB Regulations, and to secure the representation of Clubs and Schools on the Council, each one of them shall be allocated to a Constituent Body and shall subject to Rule 19.9 be entitled to vote at every election of a

representative or representatives to represent that Constituent Body and its allocated Members on the Council.

- 18.2 The following Rugby Unions shall be Constituent Bodies within the meaning of these Rules and shall have the number of Representatives on Council as is set out alongside their respective names:-

Army (1)	Lancashire (2)
Berkshire (1)	Leicestershire (1)
Buckinghamshire (1)	Middlesex (2)
Cambridge University (1)	North Midlands (2)
Cheshire (1)	Northumberland (1)
Cornwall (1)	Notts, Lincs & Derbys (1) (2 from the Annual General Meeting in 2011)
Cumbria (1)	Oxfordshire (1)
Devonshire (1)	Oxford University (1)
Dorset & Wiltshire (1)	Royal Air Force (1)
Durham (1)	Royal Navy (1)
Eastern Counties (1)	Somerset (1)
East Midlands (1)	SRFU (2)
ERFSU (2)	Staffordshire (1)
Essex (1)	Surrey (2)
Gloucestershire (2)	Sussex (1)
Hampshire (1)	Warwickshire (1)
Hertfordshire (1)	Yorkshire (2)
Kent (1)	

- 18.3 The following Rugby Bodies shall be National Representative Bodies within the meaning of these Rules:

Rugby Football Referees Union	Premier Rugby Limited
Rugby Players Association	National Clubs Association
The England Colleges Rugby Football Union.	

- 18.4 The allocation of each Club to a Constituent Body shall be made by the Council, and no Club may transfer from one Constituent Body to another without the permission of the Council. The allocation of a Club shall not prevent it from being a member of an adjacent Constituent Body, but such additional membership shall in no way alter or affect its allocation nor shall it confer a right to vote in the election of a Representative to the Council for such adjacent Constituent Body.

- 18.5 A School may only be in membership with the ERFSU.

- 18.6 The Constituent Bodies together with their allocated Clubs as at 31st May each year shall be listed in the Handbook provided that in the case of the ERFSU this Rule shall have been complied with if the Schools in membership with it are listed in the handbook of the ERFSU.

- 18.7 No proposal to amend the Rules to create a new Constituent Body shall be put to the Members in general meeting unless that new Constituent Body would have at least 30 Clubs in membership and the creation of that new Constituent Body would not result in an existing Constituent Body having fewer than 30 Clubs in Membership.

## **19. Constituent Body Representatives**

- 19.1 Subject to Rule 19.9 Representatives to the Council shall be elected annually by each Constituent Body and the Clubs allocated to it, each of which shall be entitled to one vote. In the case of a Constituent Body entitled to two Representatives on the Council the Constituent Body concerned and its Clubs shall be entitled to vote for two persons. Election shall be by a simple majority of the votes recorded.
- 19.2 A Representative elected to the Council shall assume office after the next Annual General Meeting of the Union, and shall be eligible for re-election from year to year.
- 19.3 The election of Representatives to the Council shall be made before 1st April each year. All candidates for election or re-election must be proposed by one and seconded by another Club comprising the relevant Constituent Body including itself. Every nomination must be in writing and must be received by the secretary of the Constituent Body concerned by not later than 1st March.
- 19.4 Where more candidates are nominated than the number of Representatives to the Council to which a Constituent Body and the Clubs allocated to it are entitled the names of all candidates for election shall be sent by it to its allocated Clubs not later than 15th March, and such election shall be made either at a meeting of representatives from the Clubs concerned or by a postal ballot as the committee of the Constituent Body may decide.
- 19.5 Where the election is made at a meeting not less than seven days notice shall be given to each Club concerned of the date, time and place of such meeting. The representatives of the Clubs attending such a meeting shall choose their own chairman who shall not have a second or casting vote. Subject to the provisions of Rule 19, the procedure for and at such a meeting shall be determined by the committee of the Constituent Body concerned as it shall consider appropriate.
- 19.6 Where the election is made by postal ballot the election shall be supervised by the chairman of the Constituent Body concerned assisted by two scrutineers appointed by its committee. In this case a ballot paper shall be sent with the notification of candidates' names made in accordance with Rule 19.4. The vote of the Club having been recorded on the ballot paper it shall be signed by an officer of the Club on its behalf and sent to the secretary of the Constituent Body to arrive not later than the first post on 28th March. The ballot papers received shall then be examined by the chairman and scrutineers who shall personally certify the votes cast for each of the candidates.
- 19.7 The Chief Executive shall be informed of the results of all such elections by 1st April or such later date as specified in Rule 19.8.
- 19.8 If any election shall result in a tie, the Representative shall be appointed by the General Committee of the Constituent Body, from the candidates who shall have received the equal number of votes, at a meeting to be held within 14 days of the date of the declaration of the tie. If this meeting of the General Committee fails to resolve the deadlock, the Representative shall be appointed at a meeting of the Executive or Management Committee of the Constituent Body to be held within 14 days of the date of the meeting of the General Committee.

- 19.9 The Representatives to the Council for the SRFU, the ERFUSU, the England Colleges Rugby Football Union and the Rugby Players Association shall be elected by their respective committees.
- 19.10 The qualifications which govern the Union's selection of players for England teams shall apply to all persons nominated for Constituent Body representation on the Council.
- 19.11 If the Council receives a complaint, or otherwise becomes aware, that any elected Representative may be ineligible to become, or to continue as, a Member of the Council, the President shall have the power to establish a committee of three Council Members to investigate that complaint. That committee shall be empowered to receive written or oral evidence and to decide whether or not the elected Representative fulfils the qualification criteria in Rule 19.10. The committee shall then report its findings to the Council which shall have the power to exclude an ineligible elected Representative from serving as a Council Member.
- 19.12 In the event of any vacancy arising between one Annual General Meeting and the next, the Constituent Body concerned shall forthwith elect another Representative to the Council within thirty days or such longer time as the Council may prescribe, or in default the vacancy shall be filled in such manner as the Council shall determine.

## **VI. FINANCE**

### **20. Union Finance**

- 20.1 The Union's income shall be obtained annually from the subscriptions of Constituent Bodies and Clubs, from interest on mortgages and other investments and securities, from gate monies and ticket receipts from international and representative matches arranged by the Union at Twickenham and elsewhere, from the letting of Twickenham, from sponsorship, from the marketing of Twickenham and the activities of the Union and from any other available source.
- 20.2 The profits of the Union shall be applied only in furthering the objects of the Union.
- 20.3 The accounts of the Union shall be made up to 30th June in each year and shall be signed by the Chief Executive and two Members of the Council. They shall be audited by the Auditors, and a printed copy of the signed Financial Statement, together with the Auditors' report thereon, shall be sent to each Member.
- 20.4 The Union shall not have power to receive money on deposit from Members or others.

### **21. Auditors**

- 21.1 The provisions of the Act as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with.
- 21.2 The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications other than a proxy form under Rule 8.4 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.

## **22. Financial Obligations of Members**

Each Constituent Body, National Representative Body and Club shall comply with any Regulations made by the RFU in relation to financial matters. In addition each Constituent Body, National Representative Body and Club shall on 1st September each year pay to the Union such annual subscription as the Council may from time to time determine.

## **VII. STATUTORY PROCEDURES**

### **23. Registered Office**

23.1 The registered office of the Union shall be at Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex, TW2 7BA or at such other location in England as the Board of Directors may from time to time determine.

23.2 Notice of any change in the situation of the registered office shall be given by the Chief Executive to the Registrar within fourteen days after the change.

### **24. Use of Name of the Union**

24.1 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 Union are carried on.

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

24.3 Save with the authority of the Board of Directors, the name of the Union shall not at any time be used by any Member in any document or advertisement issued or published by, 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 Union or the Council or the Board of Directors.

### **25. Seal**

The Union shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Chief Executive and shall be used only under the authority of the Board of Directors which may determine who shall counter-sign any instrument to which the seal is affixed and unless otherwise so determined it shall be counter-signed by any two **Members of the Board of Directors**.

### **26. Register of Members**

26.1 The Union shall keep at its registered office a Register of Members in which the following particulars shall be entered:-

261.1 The name and address of each Member.

261.2 A statement of the share held by each Member and the amount paid therefor.

261.3 A statement of other property, if any, in the Union held by each Member whether in loans or otherwise.

- 26.1.4 The date on which each Member was entered in the Register as a Member and the date on which a Member ceased to be one.
- 26.1.5 The names and addresses of the President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors and the dates on which they assumed and left office.
- 26.2 The Register of Members shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 26.1.1, 26.1.4 and 26.1.5 without also opening to inspection the other particulars entered in the Register.

## **27. Inspection of Books**

All Members and persons having an interest in the funds of the Union shall be allowed to inspect their own accounts and the particulars entered in the Register of Members other than those entered under Rules 28.1.2 and 28.1.3 at all reasonable hours at the registered office of the Union 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.

## **28. Annual Return**

- 28.1 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 Chief Executive shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the Union for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Union with the Report of the Auditors 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 on that balance sheet.
- 28.2 A copy of the latest annual return shall be supplied free of charge on demand to every Member or person interested in the funds of the Union.

## **29. Publication of Accounts**

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

## **30. 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.

## **31. Dissolution**

In the event of it becoming necessary for the Members to discontinue the activities of the Union and to dissolve the Union under the provisions of the Act its funds and property shall be appropriated or divided amongst the Members in such manner as the Council consider to be fair and reasonable, save in respect of the permanent collection of the RFU's Museum of Rugby which the Council will take every reasonable step to ensure is vested in a similar body which retains such collection for the public benefit.

## VIII. GENERAL

### 32. **Indemnity**

Each President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors (including under the former Bye-Laws of the Union the Trustees) and employee from time to time of the Union and each person who was or is from time to time a Member of the Council, Board of Directors or any Standing Committee or Sub-Committee or any Task Group 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 Union, 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 Union 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 employee or as a Member of the Council, Board of Directors or any Standing Committee or Sub-Committee or any Task Group as the case may be.

### 33. **Handbook**

The Union shall publish its Handbook each year and send a copy thereof to every Member.

### 34. **Notices**

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

### 35. **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 Council 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.

### 36. **Schedule of Definitions**

**‘the Act’** means the Industrial and Provident Societies Act 1965-1978 and any subsequent Acts (including any regulations amending the same) governing or otherwise affecting industrial and provident societies

**‘Auditors’** means the auditors of the Union for the time being duly appointed under Rule 9.2.5 in accordance with the provisions of the Act

**‘Board of Directors’** means the committee which is appointed in accordance with Rule 12 to manage the affairs of the Union in accordance with the Act

**‘Chief Executive’** means the Chief Executive of the Union for the time being and the Secretary of the Union for the purposes of the Act

**‘Club’** means a club admitted into voting membership of the Union in accordance with these Rules and it includes any union, league, combination or association of such clubs authorised under Rule 13.1 (xviii) and thereafter admitted into membership

**‘Community Game Board’** means the community game board established from time to time by the Council pursuant to Rule 13.1(x) to manage and administer the Union’s activities in relation to the community Game in accordance with its terms of reference

**‘Constituent Body’** means an association or combination of Clubs or Schools or Universities designated in accordance with Rule 18

**‘Council’** means the body established pursuant to Rule 16 to exercise the powers set out in Rule 13

**‘Council Member’** or **‘Member of the Council’** means a member of the Council for the time being shall include a person co-opted under Rule 13.1(xvi)

**‘England’** means England including The Channel Islands and The Isle of Man

**‘England Colleges Rugby Football Union’** means the body approved by the Council to represent on the Council the interests of those colleges in England with teams playing the Game

**‘ERFSU’** means the England Rugby Football Schools Union

**‘Finance Director’** means the finance director of the Union for the time being

**‘Game’** means the game of Rugby Union Football

**‘Game Board’** means the Community Rugby Game Board and any other game board established by Council pursuant to Rule 13.1(x) from time to time, but not, for the avoidance of doubt, the Professional Game Board);

**‘Governance Standing Committee’** means the standing committee appointed by the Council from time to time to consider governance matters relating to the game in England in accordance with its terms of reference

**‘Handbook’** means the annual publication of the Union which has last been issued to all Members

**‘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 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 voting member of the Union

**‘National Clubs Association’** means the body approved by the Council to represent the interests of those playing the Game at levels three and four on the Council

**‘National Representative Bodies’** means an association or Clubs or Schools or Colleges or individuals as set out at Rule 18.3

**‘Overseas Club’** means an association of persons situated outside England the principal object of which is the playing of the Game

**‘Overseas Union’** means any national Rugby Football Union other than the Union

**‘Professional Game Board’** is the board established by the Board of Directors from time to time to consider matters in relation to the professional Game in England in accordance with its terms of reference and which shall report to the Board of Directors

**‘Registrar’** means the Chief Registrar and Assistant Registrars for England in the Central Office of the Registry of Friendly Societies and shall include the statutory successor carrying on the relevant functions of any of them

**‘RFU Regulation’** means a resolution or regulation passed in accordance with Rule 4.13

**‘Rugby Body’** means any association of Unions, Counties, Clubs, players, agents, match officials, coaches or other persons or organisations connected or associated with the playing of the Game undertaken in England whether or not and/or howsoever incorporated and whether or not authorised or approved by the Union

**‘Rugby Players Association’** means the association approved by the Council to represent the interests of professional rugby players on the Council

**‘Rules’** means the Rules of the Union for the time being registered with the Registrar

**‘School’** means a school situated in England which includes within its curriculum the playing and/or coaching of the Game

**‘SRFU’** means the Students Rugby Football Union

**‘Standing Committee’** means a Standing Committee of the Union established by the Council from time to time pursuant to paragraph (x) of Rule 13.1

**‘Twickenham’** means the rugby union football ground, Twickenham Middlesex

**‘Union’** means the Rugby Football Union.