

# THE COMPANIES ACT 1985

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION

#### OF

### WESTCLIFF RUGBY FOOTBALL CLUB LIMITED

#### **1. Interpretation**

These Articles shall be construed with reference to the provisions of the Companies Act 1985 and every other Act for the time being in force relating to Limited Liability Companies and the terms used in these Articles, unless the context or subject precludes such an interpretation, shall be taken as having the same respective meanings as they have when used in those Acts.

Definitions;

“The Company” and “The Club” shall mean Westcliff Rugby Football Club Limited

“Youth” shall include Mini, Midi, Youth and Colts Rugby as defined by the Rugby Football Union and in addition those players up to and including 21 years of age or in full time education

“Club Rules” means those rules for the conduct and management of the general business activities and objects of The Club laid down from time to time in accordance with Clause 6(ii) of these Articles of Association.

“Member” means a fully paid up Member of Westcliff Rugby Football Club Limited.

#### **2. Objects**

The Company is established for the purposes expressed in the Memorandum of Association.

#### **3. Members**

- i. The number of Members is limited to 1000. The Board of Directors may from time to time register an increase. The Members of the Club are those persons whose names are entered on the List of Members.
- ii. Every person who has shown or expressed an interest in the game of Rugby Union Football or the Company shall be qualified to become a Member. Membership shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs, or of age, sex or disability. The Clubs facilities shall be available to Members without discrimination.
- iii. Membership shall consist of the following classes as defined below;
  - a) **Full Playing Membership** - Those Members (not being Youth players) who are participating in Rugby Football for The Club at any level;

b) **Full Non-Playing Membership** - Those Members who have played or refereed Rugby Football for The Club or its predecessors or those other members who have shown an interest in the game of Rugby Union Football or the Company and who the Board of Directors (or any body or person delegated with authority to so do) consider an appropriate person to become a Member.

c) **Honorary Membership**

- i) on the recommendation of the Board of Directors any person who shall have rendered outstanding services to The Company, its predecessors, or the game of Rugby Football may, at the Annual General Meeting of the Company be elected an Honorary Member of the Company. Such Membership may be either as the Honorary President or as an Honorary Vice-President and election shall require a majority vote. Such membership shall continue until the Annual General Meeting next whereupon all such Honorary Memberships shall lapse but will be eligible for re-election.
- ii) on the recommendation of the Board of Directors any Member may, at the Annual General Meeting of the Company be elected an Honorary Life Member of the Company without any special payment for such life membership and election shall require a two thirds majority of those present and voting.

d) **Youth Family Membership**

- i) Includes a Youth player. Subsequent Youth players within the same immediate family and with the same parent(s)/ guardian(s) may be included within the same Membership upon payment of the prescribed subscription from time to time specified. All Members in this class must be usually resident at the same address with the exception of those Youth players who may be separately resident in order to undertake educational studies.
- ii) The player's parent(s)/guardian(s) may also be members under the same membership provided that they are participating members as defined by HMRC under The Community Amateur Sports Clubs Regulations 2015 as amended from time to time.

iv. Membership subscriptions shall be set at the Annual General Meeting. Subscriptions become due on the election of a Member and subsequently become due for renewal on the first day of September annually.

v. Every application for membership shall be made in writing and delivered to the Company Secretary or to such other person or sub- committee as the Board of Directors may from time to time authorize for the purpose. The applicants name shall be entered in the list of members as soon as practicable following the making of said application, and in any event no longer than three months from the date the said application was delivered.

vi. Membership **shall** cease as follows:

a. Upon resignation by Notice in writing to the Company Secretary;

b. By non-payment of Membership Subscriptions by the last day of November in each year. Upon subsequent payment of any arrears Membership having ceased by this clause may be reinstated at the discretion of the Board of Directors or any person or sub-

committee so authorized. In exceptional cases of hardship, the Board of Directors shall have the power to reduce or waive the subscription of an individual Member;

c. Any Member who shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or any Club Rules or shall be guilty of any conduct or other inappropriate behaviour damaging to the reputation or otherwise injurious to The Company or the good management thereof shall be liable to expulsion from membership by a resolution of the Board of Directors provided that at least seven days prior to the meeting at which such a resolution is passed the member shall have Notice of the intended resolution for expulsion and has had at such meeting before the passing of the resolution the opportunity of giving, either orally or in writing such reasons or explanation as the Member shall think fit. Any Member expelled shall remain liable to pay any sums due by the Member to the Company at the date of expulsion.

d. The Company may refuse Membership or expel from Membership only for good and sufficient cause such as conduct or character likely to bring the Company or sport into disrepute. Any person so excluded may appeal against such a decision to expel or refuse Membership by way of a request to the Members (such request being made by Notice to the Company Secretary) and such Appeal to be decided by a majority vote of the Members

#### **4. Directors and Officers**

i. Every Member over the age of 18 years will be entitled to stand for and hold office as a Director of the Company. Nominations for any position to be voted on at an AGM must be proposed and seconded and notified to the Company Secretary in writing either by placing the names on the Notice Board on the Nomination sheet provided for such purpose, or by letter to the Company Secretary, such notice to be given no later than one week prior to the relevant AGM. Only where no nominations for a position have been so received can nominations then be taken at the AGM.

ii. An Honorary President shall be elected by a majority vote of the Annual General Meeting or an Extraordinary General Meeting and such appointment shall continue until the Annual General Meeting next following the election.

iii. The Board of Directors shall consist of The Chairman, The Company Secretary, The Financial Director and not less than three and not more than five other Directors giving a minimum of six and a maximum of eight Directors

iv. The Board of Directors, save as provided for in (v) below, shall be elected by the Members of the Company at the Annual General Meeting and shall hold office until the day after the next Annual general Meeting but shall be eligible for re-election.

v. In the event of a casual vacancy occurring in the Board of Directors between one Annual General Meeting and another, the remaining members of the Board of Directors shall have the power to appoint any qualifying Member as a Director, but the Member so appointed shall hold the Directorship only until the day following the next Annual General Meeting unless at such meeting the Director is re-appointed.

vi. Sub-committees and Club Officers may be appointed in accordance with the Club Rules for the good management of the Company activities and objects.

- vii. No Director, Club Officer or member of a sub-committee shall receive any remuneration for his or her services as a Director, Club Officer or member of sub-committee per se but shall be entitled to reimbursement of any such-bona fide expenses or costs incurred as a result of the discharge of the duties thereof. Notwithstanding the foregoing if any Director, Club Officer or member of sub-committee provides services to The Company of his or her usual business trade or professional nature then such services may be remunerated at a commercial rate PROVIDED the authorisation of the Board of Directors was obtained prior to the provision of such services.

## **5. General Meetings**

### **Annual General**

#### **Meetings**

- i. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the Notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting and the next. The Annual General Meeting shall be held at such time and at such place as the Board of Directors shall appoint.

#### **Extraordinary General Meetings**

- ii. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- iii. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened upon a requisition made in writing by any 10 or more Members.
- iv. Any such requisition as in (iii) above shall express the object of the meeting proposed to be called and shall be delivered to the Company Secretary. Upon receipt of the requisition the Board of Directors shall proceed to convene an Extraordinary General Meeting. If the Board of Directors does not proceed to convene the Extraordinary General Meeting within 21 days from the date of the requisition being served upon the Company Secretary the requisitionists or anyone or more of them on behalf of the others may give Notice of the Extraordinary General Meeting.

#### **Notice**

- v. At least 21 clear days Notice in writing shall be given of every Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution. At least 14 days Notice in writing of any other Extraordinary General Meeting convened shall be given. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day in which it is given and shall specify the place, the date and hour of the meeting and, in the case of special business, the nature of that business and shall be given in the manner set out in Clause 9 of these Articles to any Member resident within the United Kingdom and the Auditor for the time being of the Company.

- vi. The accidental omission to give Notice of a Meeting to, or the non-receipt of Notice of a Meeting by, any person entitled to receive such Notice shall not invalidate the proceedings at that Meeting.

### **Proceedings**

- vii. All business shall be deemed Special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board of Directors and Auditors, and the setting of the rates of Membership Subscriptions for the ensuing year and the Appointment of the Board of Directors and the Appointment of Honorary Members.
- viii. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Save as in herein otherwise provided three Members present in person shall be a quorum.
- ix. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time or place as the Board of Directors may determine. If at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the Members present shall be a quorum.
- x. The Honorary President shall preside as Chairman at every General Meeting of the Company or if that office is for the time being vacant or if the Honorary President is not present within fifteen minutes from the time appointed for the meeting or is unwilling to act the members of The Board of Directors present shall elect one of their number to be Chairman of the meeting. If no member of the Board of Directors is present within fifteen minutes from the time appointed for the meeting or willing to act as Chairman the Members present shall elect one of their number to act as Chairman.
- xi. The Chairman may with the consent of the meeting, and shall if directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more Notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any Notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **Voting at a General Meeting**

- xii. Every paid up full member and every honorary member shall have one vote. Youth Family Members may vote on the following basis;
  - a. Where every Youth player within a family being a Member under the Family Membership is under the age of 18 years at the date of the meeting,

one vote only may be exercised and that vote shall be cast by a parent/guardian only;

- b. Where only one Youth player within a family is a Member under the Family Membership and has attained his/her 18th Birthday at the date of the meeting one vote only may be exercised and that vote shall be cast by the Youth player only~
  - c. Where more than one Youth player within a family is a Member under the same Family Membership but only one of those youth players has attained his/her 18th birthday at the date of the meeting, one vote only may be exercised and this must be cast by the Youth player who has attained his/her 18th birthday;
  - d. Where more than one Youth player within a family is a Member under the same Family Membership and more than one Youth player has attained his/her 18th birthday at the date of the meeting, each such player may cast one vote.
- xiii. Any resolution put to the meeting is to be decided on a show of hands UNLESS, before or at the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least three Members present. On any poll votes must be given personally. A declaration by the Chairman that a resolution has on a show of hands been carried, either unanimously or by a particular majority or lost and entered in the Minutes shall be conclusive evidence of the fact of the number or proportion of the votes recorded for or against such a resolution.
  - xiv. No Member shall be entitled to vote unless all monies due and owing by him/her to the Company have been paid.
  - xv. No objection shall be raised to the qualification of any Member to vote except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at such a meeting shall be considered valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
  - xvi. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any other business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll.
  - xvii. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.

## **6. Powers**

- i. The Board of Directors may exercise all such powers necessary for the management of the Company as are not by these Articles or by Statute required to be exercised by the Company in General Meeting or as may be prescribed by the Company in General Meeting. In particular, but not exclusively the Board of Directors may exercise the power to borrow money, to Mortgage or charge its

property and to issue debentures and other securities for any debt, liability or obligation of the Company.

- ii. The Board of Directors shall have power from time to time to make, alter and repeal any Club Rules as they deem necessary or expedient for the conduct or management of the Company and in particular but not exclusively they may by such Club Rules regulate:
  - a. The terms and conditions upon which visitors shall be permitted to use the Company's premises and property;
  - b. The times of opening and closing of the Clubhouse or any part thereof;
  - c. The rules to be observed and prizes or stakes to be played for on the Company's premises;
  - d. The prohibition of any games or activities on the Company's premises;
  - e. The conduct of Members whilst in the Clubhouse or on the Company's premises or whilst engaged in any Rugby Union related activity in accordance with the rules and regulations of the Rugby Football Union from time to time passing;
  - f. The setting aside of the whole or part of the Company's premises for any particular class of Members at any particular time or for any particular purpose;
  - g. The imposition of fines or suspension from Membership for the breach of any Club Rules or any Articles of Association of the Company;
  - h. The Appointment and procedure of sub-committees and officers and the conduct of the meetings thereof;
  - i. Generally such matters as are commonly the subject matter of club rules.
- iii. The Board of Directors shall adopt such means as they deem it sufficient to bring to the notice of Members all such Club Rules, amendments and repeals. The Company Secretary shall bring any changes whatsoever to the Club Rules to the attention of the appropriate officer of the relevant Local Authority and to the appropriate officer of the Relevant Police Authority within 28 days of such changes being made.
- iv. Any Club Rule may be made, amended or set aside by a Special Resolution of a General Meeting of the Company.

## **8. Accounts**

- i. Auditors may be appointed if required by and in accordance with the Companies Act 1985 and any succeeding Act of Parliament thereto. A copy of the balance sheet and accounts shall be laid before the Members in General meeting.

## **9. Notices**

- i. A Notice may be served by the Company either personally or by sending to the Member by pre-paid post at the last known address given by the Member to the Company or by electronic mail at an address provided by the Member to the Club in accordance with paragraph iii) herein.
- ii. Any Notice if served by Post or electronic mail shall be deemed to be served as follows:
  - a. By electronic mail – on the day following dispatch;
  - b. By letter sent first class - on the second working day following the posting;
  - c. By letter sent second class - on the third working day following the posting;
  - d. and a certificate signed by the Company Secretary or other authorised person posting such Notice shall be conclusive evidence of the Notice having been duly posted.
- iii. Any Member who notifies the Club of an address to which the Club may send electronic mail shall be treated as having agreed to receive Notice and other documentation from the Club by way of such electronic mail.

## **10. Members addresses**

Every Member shall notify the Company Secretary or other authorised person of any change of address and such place shall be deemed for the purposes of these Articles and the Companies Act 1985 to be the Members address.

## **11. Dissolution**

In the event of it becoming necessary for the Company to discontinue the activities of the Club and dissolve the Company, its funds and property shall not be paid or distributed among the members but shall be appropriated or distributed for the benefit of the governing body for the time being of the game of Rugby Union or for such Registered Community Amateur Sports Club or Charity as may be approved by the Members in general meeting.

## **12. Assets**

The Income and Property of the Company shall be applied solely towards promoting the Companies objects as set forth in this Memorandum and Articles of Association and no portion thereof shall be paid or transferred directly or indirectly to the Members of the Company