

Register No: 29215 R

RULES OF

EASTERN COUNTIES

RUGBY UNION LIMITED

as amended June 2013, October 2017, June 2018, June 2020 & November 2020

Registered under the Co-operative and Community Benefit Societies Act 2014

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I. NAME, OBJECTS & POWERS

1. Name

The Society shall be called the 'Eastern Counties Rugby Union Limited'.

2. Definitions

Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 33 shall bear the meanings given to them therein.

Throughout this document the masculine includes the feminine and vice versa

3. Object

3.1 To promote, encourage and extend participation in amateur sport by:

3.1.1 effectively administering and managing the sport of rugby union football in the county of Cambridgeshire, the county of Norfolk and the county of Suffolk (as recognized prior to the reorganisation of local government in 1974) (the CB Area) and for such other clubs as the Rugby Football Union allocates to the CB on behalf of the Union.

3.1.2 supporting the sport of rugby union football through (but not limited to):-

- coaching,
- player development in schools and at all youth levels,
- by providing advice, support and guidance to clubs,
- by providing, where possible, finance to clubs for investment in facilities,
- by the recruitment and training of referees, and,
- by arranging representative and other matches.

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 Management Committee to be expedient, and to do all such other acts and things and carry on all such other activities including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Management Committee to be necessary or expedient for the purposes of the Constituent Body or the advancement of its interests.

4.2 To raise or borrow money for the purposes of or in connection with the activities of the Constituent Body or any of them as the Management Committee thinks fit in

accordance with the following provisions:

4.2.1 Any sum or sums raised or borrowed may be on mortgage, charge, bonds or debentures of all or any of the funds or property of the Constituent Body whether or not including any floating charge of the whole or part of the undertaking property and assets of the Constituent Body both present and future.

4.2.2 At the time of any borrowing the sum of the amount then remaining undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed 50,000 pounds or such sum as the Members in General Meeting may determine.

4.2.3 The rate of interest payable at the time the terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which in the opinion of the Management Committee represents the market rate of interest for borrowings of similar amount and on similar terms prevailing at any time except that in the case of a mortgage loan the Management Committee may delegate the determination of the interest rate within specified limits to an Officer, Management Committee Member or Committee.

4.2.4 The Management Committee may determine (subject to Rules 4.2.1, 4.2.2 and 4.2.3) the terms and conditions upon which money is raised and 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 Management 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 Management Committee shall consider desirable.
- 4.6 To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, the Game or any other sport or recreation.

- 4.7 To assist clubs in the playing of the game and in the provision of playing facilities including (among other things) playing fields and sports accommodation.
- 4.8 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable benevolent 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 Management Committee, directly or indirectly benefit, or is calculated so to benefit, the Constituent Body or its activities or employees, ex-employees, players, or 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 Management Committee may deem appropriate and dismiss and or retire any of them as may be necessary.
- 4.10 To provide pensions, insurances and other benefits to employees or ex-employees of the Constituent Body or the dependents 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 no contributory) with a view to providing such benefits including (but not limited to) retirements benefits and/or life assurance schemes.
- 4.11 To maintain bank accounts in credit or overdrawn on such terms as the Management Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems whether pursuant to Rule 15.5 or otherwise.
- 4.12 To pass such resolutions, regulations and instructions which shall be binding on all Members as are considered necessary for the better management, organisation, administration and regulation of the Constituent Body.
- 4.13 To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Constituent Body.

II. MEMBERSHIP

5. Members

- 5.1 The 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 member concerned.
- 5.2 All members of the Management Committee excluding those members co opted under rule 11.2 shall be members for such a period as they are Management Committee Members
- 5.3 Subject to 5.2 the admission of members shall be under the control of the Management Committee which shall determine the criteria and conditions applicable for the approval of membership.
- 5.4 The Management 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 Management 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 2 clubs. Applications for membership may be submitted at any time. Any such association of persons shall be allocated to one of the 3 counties and shall become a member of that county and pay such subscription to that county as shall be determined by that county.
- 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:-
- if incorporated, send a copy of its rules or;
 - if unincorporated confirm the name and address of its secretary (for entry in the Register of members as its nominee) and immediately inform the honorary Secretary of any new secretary (including his name and address). Such secretary (or other nominee) shall not otherwise be a member of the Constituent Body
- 5.7 A Member may withdraw from the Constituent Body at any time by giving to the Honorary Secretary written notice of 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 Management Committee may determine if:-
- 5.8.1 It shall not have paid its annual subscription by 1st June each year.

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

5.8.3 It does not conform to any reasonable directive by the Management 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 Regulation or Rules or Regulations of the union, the Laws of the Game or the World Rugby Regulations or any conduct prejudicial to the interests of the Constituent Body or the Game and the Constituent Body shall have power to discipline any Club whose nominee is a Member or any player, official, member or employee of a Club for any offence. The procedure for this exercise of this power shall be prescribed by the Management Committee and details thereof shall be kept by the HS and be available for inspection by the members at all reasonable time. Under this Rule the sanction that may be applied to a member of the Management Committee may include termination of membership of the Management Committee

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 Management Committee.

5.10.4 On replacement as the nominee of a Club.

5.10.5 On expulsion from membership of the RFU

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 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 Management Committee so decides be deemed to have withdrawn

from the CB as from the date of such transfer or attempted transfer.

- 6.7 Shares held by nominees of Clubs shall be transferrable only on Management Committee approval
- 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 a share shall thereupon become the property of the Constituent Body.
- 6.9 The Constituent Body shall not be required to issue a certificate to any member in respect of the share allotted to that Member.

III. GENERAL MEETINGS

7. General Meetings

- 7.1.1 All General Meetings shall be arranged to enable the maximum number of members to hear the proceedings of the meeting, to be heard by the participants at the meeting, to speak and to vote. The Management Committee shall determine whether any such meeting should be held:
1. at a physical location within the geographical region of the Constituent Body; or
 2. by the use of technology to enable participation in the meeting by electronic or other means; or
 3. by some combination of these methods.
- 7.1.2 The Chairman of all such meetings shall be the President of the Constituent Body or if unavailable the Immediate Past President or President-elect, if unavailable a Member of the Management Committee appointed at the Meeting concerned to take the Chair for that Meeting.
- 7.1.3 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
- 7.1.4 The quorum at any General Meeting shall be the attendance of 20 Members, not including honorary life members. The meeting may be held without any number of those participating in the meeting being together at the same place. A member shall be deemed to be in attendance if they are either physically present or if they have logged in to participate in the meeting by the electronic means determined by the Management Committee.
- 7.1.5 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 Management Committee shall determine.
- 7.1.6 The Chairman of the General Meeting shall allow adequate time for any resolution properly proposed at that meeting to be debated. All resolutions shall be decided by a majority of votes recorded except where:-
- 7.1.6.1 These Rules provide for a special resolution which shall require a majority of at least two-thirds of the votes recorded or
- 7.1.6.2 A resolution is put to an Annual General Meeting as contemplated by Rule 7.2.1.7.2 in which case the provision of the Act as to voting shall apply.
- 7.1.7 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.

- 7.1.8 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.
- 7.1.9 The procedure for conduct of General Meetings shall be prescribed by the Management Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.

7.2. Annual General Meetings

- 7.2.1 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:
 - 7.2.1.1 To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting.
 - 7.2.1.2 To receive and approve a report from the Management Committee on the affairs of the Constituent Body since the previous Annual General Meeting.
 - 7.2.1.3 To receive a Financial Report and the Annual Report and Accounts.
 - 7.2.1.4 To elect the Officers for the ensuing year.
 - 7.2.1.5 To grant Honorary Life Membership to individuals whose service to the Constituent Body has been of outstanding merit.
 - 7.2.1.6 To elect Members of the Management Committee for the ensuing year.
 - 7.2.1.7 Where necessary in law or where the members require:
 - 7.2.1.7.1 To appoint the Auditors for the ensuing year.
 - or
 - 7.2.1.7.2 To consider a resolution disapplying the provisions of the Act relating to the obligation to appoint Auditors.
 - 7.2.1.8 To consider as a special resolution any addition or alteration to these rules duly proposed in accordance with Rule 7.2.5.
 - 7.2.1.9 To consider any other motion or business duly proposed in accordance with Rule 7.2.5.
 - 7.2.1.10 To consider any other business of which due notice shall have been given
 - 7.2.1.11 To hear any other relevant matter for the consideration of the Management Committee during the ensuing year, but on which no voting shall be allowed.
- 7.2.2 Notice of every Annual General Meeting and Financial 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 and with a copy of the Constituent Body's Financial Statement for the preceding financial year.

7.2.3 The election of the Officers shall be subject to the following provisions:

7.2.3.1 Any Member shall have the right to make nominations, duly seconded by a Member 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 Management Committee shall also have the right to make nominations for the election of Officers.

7.2.3.2 The election of each Officer shall be decided in favour of the candidate gaining the largest number of votes recorded.

7.2.3.3 In the event of an equal number of votes being cast for two or more candidates for any office the Chairman of the meeting shall exercise a casting vote.

7.2.4 The election of Management Committee Members shall be subject to the following provisions:

7.2.4.1 Any Member shall have the right to make nominations duly seconded by a Member, with the written consent of the candidate(s), for election as one of the Management 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 Management Committee shall also have the right to make nominations for the election of Management Committee Members.

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

7.2.4.3 The election of officers or other Members of the Management Committee may, at the discretion of the Management Committee take place by post (including electronic mail) in advance of the opening of the Annual General Meeting. Any postal voting shall separately identify the club or member casting the vote, and in the case of an incorporated club any vote shall be accompanied by an authorisation under the hands of two members of its committee.

7.2.5 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:

7.2.5.1 Any proposal shall be submitted in writing to the Honorary Secretary by 30th April duly proposed by one Member and seconded by another.

7.2.5.2 Copies of all such proposals and copies of all proposals put forward by the Management Committee shall be sent to all Members with the notice of the Annual General Meeting.

7.2.5.3 Amendments to any proposal notified to Members under Rule 7.2.5.2 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.

7.2.5.4 Amendments duly received in accordance with Rule 7.2.5.3 shall be added to the agenda by the Chairman of the Annual General Meeting.

7.3. Special General Meetings

7.3.1 The Management 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.

7.3.1.1 Amendments to any resolution proposed by the Management 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 7.2.5.3 for an Annual General Meeting.

7.3.1.2 Amendments duly received in accordance with Rule 7.3.1.1 shall be added to the agenda by the Chairman of the Special General Meeting.

7.3.2 The Management 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.

7.3.2.1 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 fourteen days of the receipt of the requisition.

7.3.2.2 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 7.2.5.3.

7.3.2.3 Amendments duly received in accordance with Rule 7.3.2.2 shall be added to the agenda by the Chairman of the Special General Meeting.

7.3.3 A Special General Meeting may also be convened by resolution of an Annual General Meeting

(Sections 8 & 9 were renumbered 7.2 and 7.3 in October 2017)

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 in accordance with Rule 7.3.1.

- 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 No new Rule shall be made, nor shall any Rule be amended or rescinded in such a way as to make the CB cease to be a charity at law.

IV. OFFICERS AND COMMITTEE

11. Powers of the Management Committee

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

- 11.1 The Management Committee shall have power to appoint such other committees as are considered necessary to deal with the affairs of the Constituent Body.
 - 11.1.1 The Management Committee shall determine the composition, powers and terms of reference (including the quorum) of all other committees.
 - 11.1.2 The Chairman of any committee shall have a second or casting vote.
 - 11.1.3 Any committee may exercise the power of co-option subject to the provisions of Rule 11.2
- 11.2 The Management 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 Management Committee (the Officers 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 other committee, in both cases either for general or special service and with or without voting rights.
- 11.3 The Management 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 Management Committee shall be prescribed by the Management Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.
- 11.5 References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the Management 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 Management Committee or (b) a resolution of the relevant committee where the power to act or authority being exercised has been delegated by the Management Committee to another committee or (c) the relevant Officer where that power or authority has been delegated by the Management Committee to an Officer.

12. Officers

- 12.1 The Officers of the Constituent Body shall be:-
 - the President, who shall serve a term of office of two years.
 - the Immediate Past President (for the year following his term of office as President)

- the President-elect,
 - the Chairman,
 - the Honorary Secretary,
 - the Honorary Treasurer, and
 - the Assistant Secretary.
- 12.2 Other than the President and Immediate Past President, the Officers of the Constituent Body shall be elected at each Annual General Meeting in accordance with Rule 7.2.3, and 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.
- 12.3 In extraordinary circumstances, Management Committee may recommend to a General Meeting that the term of office of the President be extended for an additional season. Such an extension will be subject to the approval of a General Meeting by simple majority of those present.
- 12.4 If any such offices shall fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Management Committee for the period of the vacancy.

13. Management Committee

13.1 The Management Committee shall consist of:

13.1.1 The Officers.

13.1.2 The Chairmen of such other committees identified by Management Committee as appropriate, and who shall have been elected by the Members in General Meeting in accordance with Rule 7.2.4. Such Members of the Management Committee shall hold office from the end of the Annual General Meeting at which they are elected until the end of the following Annual General Meeting and shall be eligible for 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 Annual General Meeting three years later.

13.1.4 The Regional Rugby Development Manager (or equivalent postholder within the RFU's professional structure) for the Constituent Body appointed by the Rugby Football Union whilst holding that position shall hold office from the end of the Annual General Meeting until the end of the following Annual General Meeting.

13.1.5 A representative elected by each of the three County Unions of Cambridgeshire, Norfolk and Suffolk, who shall each hold office from the end of that County's Annual General Meeting until the end of its following Annual General Meeting.

13.2 (omitted June 2013)

13.3 The quorum at any meeting of the Management Committee shall be two thirds of the number of members and the Chairman shall be entitled to exercise a second or casting vote.

- 13.4 If a vacancy shall occur for an elected Member of the Management Committee between one Annual General Meeting and the next such vacancy shall be filled by the Management Committee.
- 13.5 (omitted June 2013)
- 13.6 Management Committee Members shall receive no remuneration for serving on the Management Committee other than the payment of authorised expenses for carrying out their duties.

14. Patrons

The Management Committee shall consider applications from individuals or clubs to become Patrons of the Constituent Body. Such Patrons shall not be members of the Constituent Body and shall not have the right of voting at General Meetings but will have such rights as the Management Committee may decide and will pay an annual subscriptions fixed by the Management Committee.

V. FINANCE

15. Constituent Body Finance

- 15.1 The Constituent Body's income shall be obtained annually from the subscriptions of Members, from investments and securities, from gate monies and ticket receipts from matches arranged by the Constituent Body, from sponsorship and from any other available source.
- 15.2 The profits of the Constituent Body shall be applied only in furthering the objects of the Constituent Body.
- 15.3 The Constituent Body shall not have power to receive money on deposit from Members or others.
- 15.4 A Financial Statement of the Constituent Body's affairs shall be made up to 30th June in each year (or such other date as may be determined by the Constituent Body in General Meeting) and shall be signed by the Honorary Treasurer, the Honorary Secretary and one Member of the Management Committee. An audit where necessary in law or, where the membership requires 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 thereupon, shall be sent to each member with the notice calling a Financial General meeting.
- 15.5 The Constituent Body may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Constituent Body. 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 Management Committee and shall be sold at prices fixed by the Management Committee (without any provision for repurchase by the Constituent Body) to Members or as the Management Committee may direct, and the Management Committee shall allocate such tickets on an equitable basis.
- 16.2 The Management Committee shall have power to issue such season and other tickets, on such terms, with such privileges and to such person as it may 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 OBLIGATION OF CLUBS

- 18.1 Each Club shall by 1st June in each year pay to the Constituent Body such annual subscription and such other amounts as the Constituent Body in General Meeting may 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 Management Committee. Such financial statement shall be audited or inspected in accordance with the Rules of the Union.

VI. STATUTORY PROCEDURES

19. Registered Office

- 19.1 The registered office of the Constituent Body shall be at Howard, Tomo Industrial Estate, Tomo Road, Stowmarket IP14 5AY or at such other location in England as the Management Committee may 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 Management 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 Management 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 Management 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 (which may be in electronic form) 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 Member is a nominee the name of the Club making the nomination shall be noted against the name of the member.
- 22.1.2 A statement of the share held by each Member and the amount paid therefore.

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

22.1.4 The date on which each Member was entered in the Register as a member and the date on which a Member ceased to be a Member

22.1.5 The names and addresses of the Officers of the CB 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 inspection the particulars entered pursuant to Rules 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 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 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.

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 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 Act.

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 transferred to any charity or charities for purposes similar to the objects listed in Rule 3.

VII. GENERAL

28. Continuity

For the avoidance of doubt every Member of the Constituent Body who at the date these Rules take effect pursuant to Rule 26 holds office or position in any capacity in the Constituent Body (including the position of Patron) 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 of the Constituent Body and each person who was or is a Member of the Management Committee or any other 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 Management Committee or any other 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 Management 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 137 of the Co-operative and Community Benefit Societies Act 2014 or any amendment, modification or re-enactment thereof (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single arbitrator (pursuant to the Arbitration Act for the time being in force) to be appointed in default of agreement between the parties to the dispute by the President (or failing whom one of the other Officers) 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 Management Committee in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

33. Schedule of Definitions

‘the Act’	means the Co-operative and Community Benefit Societies Act 2014 and any subsequent Acts governing or otherwise affecting industrial and provident societies.
‘Auditors’	means the auditors of the Constituent Body for the time being.
‘Club’	means a club admitted into membership of the Constituent Body in accordance with the Rules of the Constituent Body.
‘Constituent Body’	means Eastern Counties Rugby Union Limited.
‘Executive’	means a committee composed of the Officers designated in Rule 12.1 and the Members under Rule 13.1.3 and 13.1.4, and chaired by the Chairman of the Management Committee.
‘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.
‘Laws of the Game’	means the laws promulgated by World Rugby according to which the Game is played throughout the world.
‘Management Committee’	means the committee designated in Rule 13 and ‘Committee Member’ or ‘Member of the Committee’ means a member of the Management Committee for the time being and shall include a person co-opted under Rule 11.2.
‘Member’	means a member of the Constituent Body.
‘Officers’	means the officers designated in Rule 12.
‘Registrar’	means the Chief Registrar and Assistant Registrars for England in the Central Office of the Registry of Friendly Societies and includes the statutory successor carrying on the relevant functions of any of them.

‘Regulation’	means a resolution, regulation or instruction made in accordance with Rule 4.12.
‘Representative(s)’	means the representative(s) elected by the Members to represent the Constituent Body on the Council of the union in accordance with the Rules of the Union for the time being registered with the Registrar.
‘Rules’	means the Rules of the Constituent Body for the time being registered with the Registrar.
‘Union’	means the Rugby Football Union.
World Rugby’	means the World Governing Body of the Game
