



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

1 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.

2 NAME

The Society shall be called the “Oxfordshire Rugby Football Union Limited”

3 OBJECTS

The objects of the Constituent Body shall be:

3.1 To administer the Game in the County of Oxfordshire (as recognised prior to the reorganisation of Local Government in 1971) (“the County”).

3.2 To promote, encourage and extend the Game throughout the County including (but not limited to) the coaching thereof, its development in Schools and at all youth levels and, working in conjunction with The Oxfordshire Society of Rugby Football Referees, the recruitment, administration and training of referees.

3.3 To ensure that the Game is played in accordance with the Laws of the Game and is administered in accordance with the World Rugby Regulations and the Rules and Regulations of the Union.

3.4 To arrange and undertake representative and other matches as the Committee may decide.

3.5 To accept and grant sponsorship and franchises and make such arrangements in connection therewith as the Committee shall think fit.

3.6 To apply for and hold any licences, consents, certificates, permissions and approvals that may be required for or in connection with the activities of the Constituent Body and (among other things) to provide catering and such other facilities as the Committee shall consider desirable.

3.7 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.

3.8 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may in the opinion of the Committee, directly or indirectly benefit, or is calculated so to benefit, the Constituent Body or its activities or its employees, ex-employees, players, former players or their dependants.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

4 POWERS OF THE CONSTITUENT BODY

To further its objects the Constituent Body shall have the power to do all such things as are incidental or conducive to the objects of the Constituent Body including (but not limited to) all or any of the following:

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

4.2 To raise or borrow money for the purposes of or in connection with the activities of the Constituent Body or any of them as the Committee 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 un-discharged of monies borrowed and of the amount of the proposed borrowing shall not exceed 100,000 pounds or such sum as the Members in General Meeting may from time to time determine.

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

4.2.4 The Committee may determine from time to time (subject to Rules 4.2.1, 4.2.2 and 4.2.3) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.

4.2.5 No person lending money to the Constituent Body shall be concerned to see or enquire whether either of the limits imposed by Rule 4.2.2 or Rule 4.2.3 is exceeded at the time of the borrowing or issue and if either or both of such limits were to be exceeded no borrowing incurred in excess of such limits shall be invalid unless such person had received express notice to this effect at the time of borrowing.

4.3 To give any security or securities whether by way of mortgage or otherwise for the performance



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

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 assist clubs in the playing of the Game and in the provision of playing facilities including (among other things) playing fields and sports accommodation.

4.5 To promote, arrange and organise leagues, competitions and tournaments for and between clubs.

4.6 To engage such officials and employees upon such terms and at such remuneration as the Committee may deem appropriate, and to dismiss or retire any of them as may be necessary in accordance with current legislation.

4.7 To provide pensions, insurances and other benefits to employees or to ex-employees of the Constituent Body or the dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes in accordance with current legislation.

4.8 To maintain bank accounts in credit or overdrawn on such terms as the Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems whether pursuant to Rule 17.5 or otherwise.

4.9 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.

4.10 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 name of the Member concerned.

5.2 All Members of the Committee excluding those members co-opted under Rule 12.2 shall be Members for such period as they are Committee Members.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

5.3 Subject to Rule 5.2 the admission of Members shall be under the control of the Committee which shall from time to time determine the criteria and conditions applicable for the approval of membership.

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

5.4.1 A Club which is incorporated.

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

5.4.3 Life members (being individuals who, in the Committee's opinion have give outstanding service to the game of rugby in the County) in accordance with, and subject to, the provisions of Rule 16.3

5.5 Any association of persons of which the principal object is the playing of the Game and which desires to apply to be a Member or if unincorporated nominate a person to be a Member shall be proposed and seconded by two Clubs. Applications for membership may be submitted at any time.

5.6 Each Club which is in membership with the Constituent Body at the date these Rules take effect pursuant to Rule 28 shall be admitted to membership in accordance with Rule 5.4 and must immediately send a copy of its rules if incorporated or if unincorporated confirm the name and address of its secretary for entry in the Register of Members as its nominee and thereafter every Club the secretary of which is a Member as its nominee must immediately following a change of its secretary notify the Honorary Secretary of the name and address of its new secretary or other nominated officer or official for the Register of Members to be amended accordingly.

5.7 A Member may withdraw from the Constituent Body at any time by giving to the Honorary Secretary written notice of the intention so to do provided that the Member shall remain liable for all monies then due and owing to the Constituent Body.

5.8 A Club shall be liable to suspension or termination of its membership or privileges as the Committee may determine if:

5.8.1 It shall not have paid its annual subscription by 1st November each year.

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

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

5.9 The Committee shall have the power to terminate or suspend for such period as it thinks fit membership or to reprimand a Member for any infringement of these Rules, any Regulations, the Rules or Regulations of the Union, the Laws of the Game or the World Rugby Regulations or for any conduct prejudicial to the interests of the Constituent Body or the Game. The procedure for this



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

exercise of this power shall be prescribed by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by the Members at all reasonable time.

5.10 A Member shall cease to be a Member:-

5.10.1 On resignation

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

5.10.3 On termination of membership by the Committee.

5.10.4 On replacement as the nominee of a Club.

5.11 Upon a claim being made by the personal representative of a deceased Member or the trustee in Bankruptcy of a Member who is bankrupt the Constituency Body shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled or as the personal representative or trustee in bankruptcy may direct them.

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 28 shall be allotted one share on admission.

6.5 In the case of every Club the share allotted to it or its nominee shall be paid up in full by applying one pound of the subscription next received from it after the date of admission to membership.

6.6 No share shall be held jointly, be withdrawable or subject to Rule 6.7 be transferable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share other than under the provisions of Rule 6.7 shall if the Committee so decides be deemed to have withdrawn from the Constituent Body as from the date of such transfer or attempted transfer.

6.7 Shares held by nominees of Clubs shall be transferable to succeeding nominees in such manner as the Committee may from time to time determine.

6.8 The share of a Member shall be forfeited to the Constituent Body when that Member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Constituent Body.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

6.9 The Constituent Body shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

III GENERAL MEETINGS

7 GENERAL MEETINGS

7.1 All General Meetings shall be held at such location within the geographical region of the Constituent Body as the Committee may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.

7.2 Notice of every Special 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

7.3 The chairman of all such meetings shall be the President of the Constituent Body or if unavailable the Immediate Past President or if unavailable the Chairman of the Committee.

7.4 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.

7.5 The quorum at any General Meeting shall be 12 Members.

7.6 If within thirty minutes after the time appointed for a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved, and in every other case it will stand adjourned to such other day and at such time and place, or be dissolved, as the Committee shall determine.

7.7 Subject to the voting requirements set out within the Co-operative and Community Benefit Societies Act 2014 (the Act) all resolutions shall be decided by a majority of votes recorded except where:-

7.7.1 These Rules provide for a special resolution which shall require a majority of at least two-thirds of the votes recorded or

7.7.2 A resolution is put to an Annual General Meeting as contemplated by rule 8.1.7 in which case the provisions of the Act as to voting shall apply

7.8 A declaration by the Chairman of a General Meeting to the effect that a particular resolution has been passed or not passed by a particular majority or not shall (subject to the Act) be final and binding on all Members.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

7.9 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.

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

8 ANNUAL GENERAL MEETINGS

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

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

8.1.2 To receive and approve a report from the Committee on the affairs of the Constituent Body since the previous Annual General Meeting.

8.1.3 To elect the Officers for the ensuing year.

8.1.4 To elect Life Members.

8.1.5 To elect Members of the Committee for the ensuing year.

8.1.6 Where necessary in law or where the members require:

8.1.6.1 To appoint the Auditors for the ensuing year or

8.1.6.2 To consider a resolution disapplying the provisions of the Act relating to the obligation to appoint Auditors

8.1.7 To consider as a special resolution any addition or alteration to these rules duly proposed in accordance with Rule 8.5.

8.1.8 To consider any other motion or business duly proposed in accordance with Rule 8.5.

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

8.1.10 To hear any other relevant matter for the consideration of the Committee during the ensuing year, but on which no voting shall be allowed.

8.2 The members shall vote annually, as allowed by section 84 of the Co-operative and Community Benefit Societies Act 2014, at the Annual General Meeting, to have, when necessary in law or where the membership requires:

- an audit carried out by a qualified auditor
- an audit carried out by two or more lay auditors
- a report by a qualified auditor
- or unaudited accounts, where the conditions for such exist.

8.3 If a full audit or a report is required, a person who is a qualified auditor under section 91 of the Co-operative and Community Benefit Societies Act 2014 shall be appointed. The qualified or lay auditors, if so appointed, shall not be officers or servants of the society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the society. Lay auditors shall be chosen by the Committee of Management from the general membership and/or others.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

8.4 If the membership vote for unaudited accounts, the society's income/expenditure ledger shall be scrutinised by the secretary and committee members only and signed, as a true record, by the secretary and two committee members or any other number as may be required by legislation. An income/expenditure report will be prepared to present to the society's members at each Financial Annual General Meeting.

8.5 Notice of every Annual General Meeting stating the date, time and venue of such Meeting shall be sent to all Members so as to be received not less than two clear weeks prior to the date of the Meeting with the agenda of the business to be considered thereat and with a copy of the Constituent Body's Financial Statement for the preceding financial year.

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

8.6.1 Any Member shall have the right to make nominations, with the written consent of a candidate, for election to any one or more of the offices named in or created under the provisions of Rule 12.1. Such nominations must be sent in writing so as to reach the Honorary Secretary by 31st May. The Committee shall also have the right to make nominations for the election of Officers.

8.6.2 The election of each Officer shall be decided by a majority of votes recorded.

8.6.3 In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall immediately be held between those candidates for whom the votes cast are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the office concerned for the ensuing year.

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

8.7.1 Any Member shall have the right to make not more than one nomination, with the written consent of the candidate, for election as one of the Committee Members provided for in Rule 13.1.2. Such nominations must be sent in writing so as to reach the Honorary Secretary by 31st May. The Committee shall also have the right to make nominations for the election of Committee Members without restriction on the number of nominations.

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

8.7.3 In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the Committee a further election shall immediately be held for the last seat or seats between those candidates for whom the votes cast for such seat or seats are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holders of the last seat or seats on the Committee for the ensuing year.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

8.8 Proposals for additions or alterations to the Rules or for any other motion to be submitted to an Annual General Meeting shall be subject to the following provisions:

8.8.1 Any proposal shall be submitted in writing to the Honorary Secretary by 31st May duly proposed by one Member and seconded by another.

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

8.8.3 Amendments to any proposal notified to Members under Rule 8.8.2 shall be sent in writing so as to reach the Honorary Secretary duly proposed and seconded not less than twenty-four hours before the time for which the Annual General Meeting is convened.

8.8.4 Amendments duly received in accordance with Rule 8.8.3 shall be added to the agenda by the Chairman of the Annual General Meeting.

9 FINANCIAL GENERAL MEETING

9.1 A Financial Annual General Meeting to be called before the 30th November each year with two clear weeks' notice of the date to be given.

9.2 The considerations of this meeting will be to receive and approve a Financial Statement for the preceding financial year and where necessary in law or where the members require the Auditors' Report thereon.

10 SPECIAL GENERAL MEETINGS

10.1 The Committee may convene at any time a Special General Meeting by giving to all Members two clear weeks written notice thereof stating the date, time and venue thereof and the resolution or resolutions to be moved or other business to be transacted thereat.

10.1.1 Amendments to any resolution proposed by the Committee shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.8.3 for an Annual General Meeting.

10.1.2 Amendments duly received in accordance with Rule 10.1.1 shall be added to the agenda by the Chairman of the Special General Meeting.

10.2 The Committee shall also convene a Special General Meeting on receipt by the Honorary Secretary of a written requisition so to do, duly signed by not less than 12 Members. Each requisition must clearly state the specific resolution to be moved.

10.2.1 Two clear weeks' notice of such a Meeting stating the date, time and venue thereof and the specific resolution to be moved thereat shall be sent to all Members by the Honorary Secretary within 14 days of the receipt of the requisition.

10.2.2 Amendments to such a resolution shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.5.3.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

10.2.3 Amendments duly received in accordance with Rule 10.2.2 shall be added to the agenda by the Chairman of the Special General Meeting.

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 8.5 or at a Special General Meeting convened by the Committee in accordance with Rule 10.1.

11.2 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.

11.3 A copy of the Rules shall be delivered by the Honorary Secretary to any person on demand at no cost. Should additional copies be required by any person they will be provided on payment of such sum (not exceeding £5) as may from time to time be determined by the Committee.

IV OFFICERS AND COMMITTEE

12 POWERS OF THE COMMITTEE

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

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

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

12.1.2 The Chairman of any Sub-Committee shall have a second or casting vote, and the quorum necessary for the transaction of business by a Sub-Committee shall be one-third of its appointed members or as the Committee may determine.

12.1.3 A Sub-Committee may exercise the power of co-option subject to the provisions of Rule 11.2

12.2 The Committee shall have power to co-opt additional members to serve on it provided that the number of such co-opted members shall not exceed twenty-five per cent of the number of members elected to hold office on the Committee (the Officers and the Representative(s) for the purposes of this computation being deemed to be elected members) and to approve the co-option of additional members to serve on any Sub-Committee, in both cases either for general or special service and with or without voting rights.

12.3 The Committee shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Constituent Body.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

12.4 The procedure for the conduct of meetings of the Committee shall be prescribed by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.

12.5 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 Committee shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Committee or (b) a resolution of the relevant Sub-Committee where the power to act or authority being exercised has been delegated by the Committee to a Sub-Committee or (c) the relevant Officer where that power or authority has been delegated by the Committee to an Officer.

13 COMMITTEE MEMBERS INTERESTS

13.1 Any Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Constituent Body shall declare the nature and extent of their interest at the first meeting of the Committee held after they became so interested

13.2 Notwithstanding Rule 13.1, a general notice given to the Committee that a Committee Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Committee Member has an interest in any such transaction of the nature and extent so specified.

13.3 Provided that he has disclosed in accordance with this rule any material interest of his, a Committee Member:

13.3.1 may be party to, or otherwise interested in, any transaction or arrangement with the Constituent Body or in which the Constituent Body is otherwise interested:

13.3.2 may be a director or other officer of, or employed by, or party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Constituent Body or in which the Constituent Body is otherwise interested; and

13.3.3 shall not, by reason of his office, be accountable to the Constituent Body for any benefit which he derives from any such office or employment or from any such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

14 OFFICERS



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

14.1 The Officers of the Constituent Body shall be a President, a Chairman, an Honorary Secretary, an Honorary Treasurer and such other Officers as the Constituent Body may in General Meeting from time to time determine.

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

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

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

15 COMMITTEE

15.1 The Committee shall consist of:

15.1.1 The Officers.

15.1.2 Seven members (or such other number not exceeding 30 as may be determined from time to time by the Constituent Body in General Meeting), duly elected in accordance with Rule 8.4. A Member of the Committee shall hold office from the end of the Annual General Meeting at which he is elected until the end of the following Annual General Meeting and shall be eligible for re-election from year to year.

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

15.2 The quorum at any meeting of the Committee shall be seven (or such other number as may be determined from time to time by the Constituent Body in General Meeting) and the Member elected to take the Chair shall be entitled to exercise a second or casting vote

15.3 If a vacancy shall occur for an elected Member of the Committee between one Annual General Meeting and the next such vacancy shall be filled by the Committee.

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

15.5 Committee members shall receive no remuneration for serving on the committee other than the payment of authorised expenses for carrying out their duties unless approved by the board and such payments are shown as a separate item within the annual accounts.

16. VICE-PRESIDENTS, PATRONS AND LIFE MEMBERS



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

16.1 The position of vice presidents shall cease with immediate effect and annual subscriptions will not be taken.

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

16.3 The Committee may each year nominate for election at the Annual General Meeting as Life Members of the Constituent Body such individuals as they consider should receive special recognition for services to the Constituent Body. The position of Life-Member shall not carry any rights or obligations and in particular a Life-Member shall not be an Officer or a member of the Committee unless separately elected as such. Life Members shall not individually have the right of voting at General Meetings but collectively shall have one vote at General Meetings. Life Members shall decide amongst themselves as to how such vote is cast at General Meetings and appoint a representative to attend such General Meetings and cast their vote accordingly.

V FINANCE

17 CONSTITUENT BODY FINANCE

17.1 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.

17.2 The profits of the Constituent Body shall be applied only in furthering the objects of the Constituent Body.

17.3 The Constituent Body shall not have power to receive money on deposit from Members or others.

17.4 A Financial Statement of the Constituent Body's affairs shall be made up to 30 June in each year (or such other date as may be determined from time to time by the Constituent Body in General Meeting) and shall be signed by the Honorary Treasurer, the Honorary Secretary and one Member of the Committee. An audit where necessary in law or, where the membership require shall be carried out by a registered auditor or, where the conditions applicable for appointing lay auditors apply, by 2 or more lay auditors and a printed copy of the signed Financial Statement, together with the Auditors' report thereon, shall be sent to each member with the notice calling an Annual General Meeting.

17.5 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



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

executed on behalf of the Constituent Body by the Honorary Secretary or as otherwise determined pursuant to these Rules.

18 MATCH TICKETS

18.1 Tickets for matches arranged by the Constituent Body shall be under the control of the Committee and shall be sold at prices fixed by the Committee (without any provision for repurchase by the Constituent Body) or as the Committee may direct, and the Committee shall allocate such tickets on an equitable basis.

18.2 The Committee shall have power to issue such season and other tickets, on such terms, with such privileges and to such persons as it may from time to time determine.

19 AUDITORS

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

19.2 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.

20 FINANCIAL OBLIGATIONS OF CLUBS

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

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

VI STATUTORY PROCEDURES

21 REGISTERED OFFICE

21.1 The registered office of the Constituent Body shall be at Woodstock Accountancy 3A Market Place, Woodstock, Oxon, OX20 1SY or at such other location in England as the Committee may from time to time otherwise determine.

21.2 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.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

22 USE OF NAME OF THE CONSTITUENT BODY

22.1 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.

22.2 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.

22.3 Save with the authority of the Committee, the name of the Constituent Body shall not at any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that Member in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of the Constituent Body or the Committee.

23 SEAL

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

24 REGISTER OF MEMBERS

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

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

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

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

24.1.4 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.

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

24.2 The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 24.1.1, 24.1.4, and 24.1.5 without also opening to inspection the other particulars entered in the Register.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

25 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 24.1.2 and 24.1.3 at all reasonable hours at the registered office of the Constituent Body subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

26 ANNUAL RETURN

26.1 Every year not later than the date provided by the Act or where the return is made up to the date allowed by the FCA not later than seven months after such date the Honorary Secretary shall send to the FCA the annual return in the form prescribed by the FCA relating to the affairs of the Constituent Body for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Constituent Body with the Report of the Auditors where applicable thereon for the period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors where applicable on that balance sheet.

26.2 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. This requirement shall be satisfied by the publication of the annual return on a website provided that:

26.2.1 The Constituent Body and the Member have agreed that the Constituent Body may make the annual return available to the Member on a website;

26.2.2 the Constituent Body notifies the Member of the publication of the annual return on a website, the address of the website, the place on the website where the annual return may be accessed and how it may be accessed; and

26.2.3 the return is available on that website from the date of notification (or, if later, the date on which the return first appears on the website) to the date when the annual return ceases to be the latest annual return for the Constituent Body.

27 PUBLICATION OF ACCOUNTS

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

28 REGISTRATION

These Rules shall take effect on and from the date of their registration pursuant to and in accordance with the provisions of Section 3 of the Act.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

29 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 the Union to be held pending the formation of an approved alternative governing body of the County by the Rugby Football Union.

VII. GENERAL

30 CONTINUITY

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

31 INDEMNITY

Each Officer (including under the former Rules of the Constituent Body the Trustees) and employee from time to time of the Constituent Body and each person who was or is from time to time a Member of the Committee or any Sub-Committee shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to the Constituent Body which may lawfully be so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the Constituent Body or in relation thereto, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an Officer or employee or as a Member of the Committee or any Sub-Committee as the case may be.

32 NOTICES

32.1 A notice may be served by the Constituent Body upon any Member, either personally or by sending it by post addressed to such Member at his or her registered address as appearing in the Register of Members. A notice may also be served by the Constituent Body upon any Member by electronic communication in accordance with Rules 32.2 and 32.3.

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



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

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

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

33 ARBITRATION

Every dispute of the type defined as a “relevant dispute” in Section 137(2) of the Act or any amendment, modification or re-enactment thereof (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single arbitrator (pursuant to the Arbitration Act for the time being in force) to be appointed in default of agreement between the parties to the dispute by the President (or failing whom one of the other office holders) for the time being of the Union.

34 INTERPRETATION

Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or on any matter not provided for therein shall be decided by the Chairman of a General Meeting at such Meeting or by the Committee in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

35 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” mean 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 Oxfordshire Rugby Football Union Limited.

“Committee” means the committee designated in Rule 15 and “Committee Member” or “Member of the Committee”, means a member of the Committee for the time being and shall include a person co-opted under Rule 12.2.

“Financial Statement” means a Balance Sheet together with a Statement of Accounts showing Income and Expenditure.

“FCA” means the Financial Conduct Authority or its statutory successor carrying on its relevant functions.

“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.



THE RULES OF OXFORDSHIRE RUGBY FOOTBALL UNION LIMITED

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

“Member” means a member of the Constituent Body.

“Officers” means the officers designated in Rule 14.

“Regulation” means a resolution, regulation or instruction made in accordance with Rule 4.13.

“Representative(s)” means the representative(s) elected by the Members to represent the Constituent Body on the Council of the Union in accordance with the Rules of the Union for the time being registered with the Registrar.

“Rules” mean the Rules of the Constituent Body for the time being registered with the FCA.

“Union” means the Rugby Football Union.

“World Rugby” means the world Governing Body of the Game which at the date of the adoption of these Rules is World Rugby (formerly known as the International Rugby Board) of which the Union is a member

“world Rugby Regulations” means the Resolutions and Regulations Relating to the Game promulgated by World Rugby from time to time.

APPROVED (MINUTED APPROVAL) AT ANNUAL GENERAL MEETING DATED 11 JULY 2023 AND SIGNED AS APPROVED BY ELECTED OFFICERS OF THE COUNTY BELOW:

Signed: Pete Bramley
Chair

Signed: Doug Humphries
Secretary

Signed: Andrew Tacon
Treasurer

Signed: Robert Walsh
RFU Council Representative