

RULES OF

DEVON RUGBY FOOTBALL UNION LIMITED

Registered under the Industrial & Provident Societies Act
1965

REGISTER No. 30997R

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SECTION I NAME, OBJECTS & POWERS

1 NAME

The Society shall be called the "Devon Rugby Football 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 35 shall bear the meanings given to them therein.

3 OBJECTS

The objects of the Constituent Body shall be:

- 3.1 To administer the Game in the County of Devon (as recognised prior to the reorganisation of Local Government in 1974) ("the County") on behalf of the Union.
- 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 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 IRB Regulations and the Rules of the Union.
- 3.4 To arrange and undertake representative and other matches as the Management Board may decide.

4 POWERS OF THE CONSTITUENT BODY

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

- 4.1 Either directly or indirectly to employ, invest and deal with the assets and funds of the Constituent Body for the objects of the Constituent Body in such manner as shall be considered by the Management Board 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 Board 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 Board 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 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 Management Board 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 Management Board may delegate the determination of the interest rate within specified limits to an Management Board Member.
 - 4.2.4 The Management Board may determine from time to time (subject to Rules 4.2.1, 4.2.2 and 4.2.3) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.
 - 4.2.5 No person lending money to the Constituent Body shall be concerned to see or enquire whether either of the limits imposed by Rule 4.2.2 or Rule 4.2.3 is exceeded at the time of

the borrowing or issue and if either or both of such limits were to be exceeded no borrowing incurred in excess of such limits shall be invalid unless such person had received express notice to this effect at the time of borrowing

- 4.3 To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Constituent Body or any of its subsidiaries or other persons or corporations in whose business or undertaking the Constituent Body is interested, or to whom or in respect of whom the Constituent Body has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Constituent Body by a trust deed or other assurance.
- 4.4 To accept and grant sponsorship and franchises and make such arrangements in connection therewith as the Management Board shall think fit.
- 4.5 To apply for and hold any licenses, 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 Board 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 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 Management Board, 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 dependents.
- 4.9 To promote, arrange and organise leagues, competitions and tournaments for and between clubs.
- 4.10 To engage such officials and employees upon such terms and at such remuneration as the Management Board may deem appropriate, and to dismiss or retire any of them as may be necessary.
- 4.11 To provide pensions, insurances and other benefits to employees or to 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 non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.
- 4.12 To maintain bank accounts in credit or overdrawn on such terms as the Management Board 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.
- 4.13 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.
- 4.14 To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Constituent Body.

SECTION 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 Management Board shall be Members for such period as they are Management Board Members.
- 5.3 Subject to Rule 5.2 the admission of Members shall be under the control of the Management Board which shall from time to time determine the criteria and conditions applicable for the approval of membership.
- 5.4 The Management Board 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 Board any other officer or official as its nominee of a Club which is unincorporated.
 - 5.4.3 The secretary (or) subject to the approval of the Management Board any other officer or official of associated rugby football union groups in the County of Devon.
 - 5.4.4 The appointed RFU Local Officer, the elected representative to the Rugby Football Union, the appointed Constituent Body Safeguarding Manager.
- 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 Management Board may determine if:-
- 5.8.1 It shall not have paid its annual subscription by 1st October each year.
 - 5.8.2 It shall cease to satisfy the criteria and conditions for membership as determined by the Management Board under rule 5.3
 - 5.8.3 It does not conform to any reasonable directive by the Management Board 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 any Rules or Regulations of the Union, the Laws of the Game or the IRB 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 Board and details thereof shall be kept by the 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 Management Board.
- 5.10.4 On replacement as the nominee of a Club.

6 SHARE CAPITAL

- 6.1 The capital of the Constituent Body shall consist of shares of the value of £1 each
- 6.2 Every Member shall hold one share and no more in the capital of the Constituent Body. No person who is not a Member shall be issued with a share.
- 6.3 Each Member of the Constituent Body at the date these Rules take effect pursuant to Rule 28 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 Management Board 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 Management Board may from time to time determine.
- 6.8 The share of a Member shall be forfeited to the Constituent Body when that Member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Constituent Body.
- 6.9 The Constituent Body shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

SECTION 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 Management Board may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.
- 7.2 The Chairman of all such meetings shall be the President of the Constituent Body or if unavailable the Immediate Past President or if unavailable a Member of the Management Board appointed at the Meeting concerned to take the Chair for that Meeting.
- 7.3 Every Member shall be entitled to attend and vote at any General Meeting. 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 Management Board and its Secretary. The procedure for the casting of votes shall be determined by the Chairman of the Meeting.
- 7.4 The quorum at any General Meeting shall be 20 Members.
- 7.5 If within thirty minutes after the time appointed for a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved, and in every other case it will stand adjourned to such other day and at such time and place, or be dissolved, as the Management Board shall determine.
- 7.6 All resolutions shall be decided by a majority of votes recorded except where:-
- 7.6.1 these Rules provide for a special resolution which shall require a majority of at least two thirds of the votes recorded or
 - 7.6.2 a resolution is put to an Annual General Meeting as contemplated by rule 8.1.8.2 in which case the provisions of the Act as to voting shall apply
- 7.7 A declaration by the Chairman of a General Meeting to the effect that a particular resolution has been passed or not or passed by a particular majority or not shall (subject to the Act) be final and binding on all Members.
- 7.8 A General Meeting shall not be invalidated by reason only of any Member accidentally failing to receive a notice thereof or any accompanying document relating thereto.
- 7.9 The procedure for conduct of General Meetings shall be prescribed by the Management Board and details thereof shall be kept by the 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 Management Board on the affairs of the Constituent Body since the previous Annual General Meeting.
 - 8.1.3 To receive a Financial Report.
 - 8.1.4 To elect Life members
 - 8.1.5 To elect Vice-Presidents.
 - 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 8.4
- 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 Management Board during the ensuing year, but on which no voting shall be allowed.
- 8.2 Notice of every Annual General Meeting stating the date, time and venue of such Meeting shall be sent to all Members so as to be received not less than two clear weeks prior to the date of the Meeting with the agenda of the business to be considered thereat.
- 8.3 The election of the President, who will serve two years, shall be subject to the following provisions:
 - 8.3.3 In the event of an equal number of votes being cast for two or more candidates for the office of President 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 Management Board present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the office concerned for the ensuing year.
- 8.4 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:
 - 8.4.1 Any proposal shall be submitted in writing to the Honorary Secretary by 30th April duly proposed by one Member and seconded by another.
 - 8.4.2 Copies of all such proposals and copies of all proposals put forward by the Management Board shall be sent to all Members with the notice of the Annual General Meeting.
 - 8.4.3 Amendments to any proposal notified to Members under Rule 8.4.2 shall be sent in writing so as to reach the Secretary duly proposed and seconded not less than twenty-four hours before the time for which the Annual General Meeting is convened.
 - 8.4.4 Amendments duly received in accordance with Rule 8.4.3 shall be added to the agenda by the Chairman of the Annual General Meeting.
- 8.5 Apart from any Special General Meeting there shall be two General Meetings each year, the first of which shall be called an Annual General Meeting and the second of which shall be called an Annual Financial General Meeting. Each Annual Financial General Meeting shall be held not later than 30th November for the transactions of the following business.
 - 8.5.1 To receive a Financial Statement for the preceding financial year ended on 30th June and the Auditors' report thereon and to make any suitable order in respect thereof.
 - 8.5.2 To hear any other relevant financial matter for the consideration of the Management Board during the ensuing year, but on which no voting shall be allowed.
- 8.6 A notice stating the date, time and venue together with an Agenda of such meeting and with a copy of the Constituent Body's Financial Statement for the preceding financial year shall be sent to all Members so as to be received not less than three clear weeks prior to the date of the meeting.

9 SPECIAL GENERAL MEETINGS

- 9.1 The Management Board may convene at any time a Special General Meeting by giving to all Members three clear weeks written notice thereof stating the date, time and venue thereof and the resolution or resolutions to be moved or other business to be transacted thereat.
 - 9.1.1 Amendments to any resolution proposed by the Management Board shall be submitted in writing to the Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.4.3 for an Annual General Meeting.

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

9.2 The Management Board shall also convene a Special General Meeting on receipt by the Secretary of a written requisition so to do, duly signed by not less than five Incorporated or Unincorporated Clubs. Each requisition must clearly state the specific resolution to be moved.

9.2.1 Three 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 Secretary within 14 days of the receipt of the requisition.

9.2.2 Amendments to such a resolution shall be submitted in writing to the Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.4.3.

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

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 8.4 or at a Special General Meeting convened by the Management Board in accordance with Rule 9.1.

10.2 The Secretary shall register in accordance with the Act any new Rule or amendment to these Rules and no new Rule or amendment to the Rules shall be valid until so registered.

10.3 A copy of the Rules shall be delivered by the Secretary to any person on demand on payment of such sum (not exceeding ten pence) as may from time to time be determined by the Management Board.

SECTION IV – MANAGEMENT OF DEVON RFU

11 POWERS OF THE EXECUTIVE TEAM AND DIRECTORS

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

- 11.1 The Executive shall have power to appoint such Directors as are considered necessary to deal with the affair of the Constituent Body
 - 11.1.1 The Executive shall determine the composition, powers and terms of reference of each Director and their respective Team
 - 11.1.2 The Director of any Team shall have a second or casting vote, and the quorum necessary for the transaction of business of a Team shall be one-third of its appointed members or as the Director may determine.
 - 11.1.3 A Director may exercise the power of co-option subject to the provisions of Rule 11.2
- 11.2 Those undertaking activity on behalf of Devon RFU shall not exercise their powers in any way or for any purpose inconsistent with the objects of the Constituent Body.
- 11.3 The procedure for the conduct of meetings of Teams shall be prescribed by the Director and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times.
- 11.4 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 Executive Team 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 Executive Team or (b) a resolution of the relevant Director where the power to act or authority being exercised has been delegated by the Executive Team to a Director or (c) the relevant Executive Team Member where that power or authority has been delegated by the Executive to the Executive Team Member.

12 DIRECTORS' INTERESTS

- 12.1 Any member of the Executive Team or a Director who has a financial interest in a matter under discussion at a meeting of the Constituent Body or one of its Teams shall declare that interest orally at the earliest possible stage of the discussion and take no further part in the discussion or decision making. For the purposes of this rule a financial interest shall not arise when the general financial affairs of the Constituent Body are under consideration but shall only arise when a specific item of business such as a contract, grant or loan to which the Constituent Body is or is proposed to become a party is under discussion.
- 12.2 Any member of the Executive Team or a Director who has a personal interest in a matter under discussion at a meeting of the Constituent Body or one of its Teams, that is to say an interest which might reasonably be regarded as affecting the well-being or position of that member to a greater extent than the majority of the Constituent Body, shall declare that interest orally at the earliest possible stage of the discussion but, having done so, may then take part in the discussion (and any resulting vote) unless the Executive Team, having considered the nature of the interest so declared decides that the member should be excluded from the discussion of that item.

13 EXECUTIVE TEAM

- 13.1 The Executive Team of the Constituent Body shall be the Chair, the Director of Finance, the RFU Council Representative and the Constituent Body Secretary. The Constituent Body President and the RFU Constituent Body Officer will provide guidance to and sit as Observers on the Executive Team.
- 13.2 The recruitment of the Chair will be for three years, which can be renewed for an additional three years. The interview panel will consist of the President, at least one club representative and at least one Director. The recruitment of Directors or the Secretary will be undertaken by the Chair, at least one other Director and, where possible, a club representative.

- 13.3 An appropriate number of Directors will be appointed to ensure Constituent Body activity is managed effectively

14 CLUB FORUM

- 14.1 Club forums will provide a voice to Constituent Body Member Clubs:

- 14.1.1 Club Forum's will take place in the four areas of the County in January, April, July and October.
- 14.1.2 The Executive Team and Directors, or their representative if unavailable, will attend these meetings with clubs who are members of the Constituent Body and Directors of Devon Rugby Referees.
- 14.1.3 The President and appointed RFU Constituent Body Officer are to be invited to the Forums.

- 14.2 The quorum for the Executive Team will be 50 per cent of the team and for meetings between the Executive Team and Directors, 50 per cent.
- 14.3 If a Member of the Executive Team or a Director 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 Constituent Body.
- 14.6 No Director or the Chair shall receive remuneration for serving on the Constituent Body other than the payment of authorised expenses for carrying out their duties.

15 PRESIDENT AND LIFE MEMBERS

- 15.1 The Constituent Body will elect a President to serve a two-year term. They will be supported by a President Elect and an Immediate Past President.
- 15.2 The President will represent the Constituent Body within the wider rugby community. They will:
- 15.2.1 Promote rugby union across the County in different forums and to different stakeholders.
 - 15.2.2 Provide guidance, where requested, to the Chair and the Executive that enables informed decision making.
 - 15.2.3 Perform ceremonial duties such as cup presentations, speaking at club events and attending County fixtures.
 - 15.2.4 Function as a link between the Executive and Life Members.
 - 15.2.5 Investigate any formal concerns raised into the conduct of the Chair, referencing the RFU and Devon Constituent Body Codes of Conduct and the Sports England Principles.
- 15.3 The President will join the Executive and Directors in their meetings. In addition, the President will be the link between the Executive & Directors and the Constituent Body Life Members.
- 15.4 Life Members will be appointed by Member Clubs at the Constituent Body AGM to formally recognize their achievements and commitment to rugby union and/or the work of Devon RFU.
- 15.5 The Constituent Body President will be the link between the Life Members and the Executive Team/Directors of Devon RFU.
- 15.6 Activities of Life Members:
- 15.6.1 An informal panel that meets with the President twice a year to provide guidance and support to the Constituent Body.

15.6.2 Where appropriate join ad hoc groups to support the development of initiatives within the Constituent Body.

15.6.3 Possible Mentors to new volunteers within the Constituent Body.

15.6.4 Involvement in County Cup Finals and County Representative games.

15.6.5 Act as Ambassadors for Devon RFU.

16 VICE PRESIDENTS

The Constituent Body may appoint Vice Presidents of Devon RFU. Such Vice Presidents shall not be members of the Constituent Body and shall not have the right to vote at General Meetings but will have such rights as the Executive Team may decide and will pay an annual donation.

SECTION 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 Director of Finance, the Secretary and one Member of the Management Board. 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 Financial 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 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 Management Board and shall be sold at prices fixed by the Management Board (without any provision for repurchase by the Constituent Body) or as the Management Board may direct, and the Management Board shall allocate such tickets on an equitable basis.
- 18.2 The Management Board 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 Management Board 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 Management Board. Such financial statement shall be audited or inspected in accordance with the Rules of the Union

SECTION VI - STATUTORY PROCEDURES

21 REGISTERED OFFICE

- 21.1 The registered office of the Constituent Body shall be at Unit 14 Dunchideock Barton, Dunchideock, Exeter, EX2 9UA or at such other location in England as the Management Board 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 Secretary to the Registrar within fourteen days after the change.

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 Management Board, 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 Board.

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 Secretary and shall be used only under the authority of the Management Board 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 Management Board.

24 REGISTER OF MEMBERS

- 24.1 The Constituent Body shall keep at its registered office a Register of Members and Officers in which the 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

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

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.

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 2 of the Industrial and Provident Societies Act 1965.

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 appropriated or divided amongst the Members in such manner as the Management Board consider to be fair and reasonable

SECTION 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 28 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 Management Board Member (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 Management Board or any Team 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 Board or any Team as the case may be.

32 NOTICES

- 32.1 A notice may be served by the Club upon any Member, either personally or by sending it by post or fax 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 Club upon any Member by electronic communication in accordance with rules 33.2 and 33.3.
- 32.2 Any member who notifies the Club of an address to which the Club may send electronic communications shall be treated as having agreed to receive notice and other documents from the Club by electronic communication.
- 32.3 If a Member notifies the Club of his email address the club 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 into the post, sent, or otherwise dispatched

33 ARBITRATION

Every dispute of the type specified in Section 60 of the Industrial and Provident Societies Act 1965 or any amendment, modification or re-enactment thereof (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single arbitrator (pursuant to the Arbitration Act for the time being in force) to be appointed in default of agreement between the parties to the dispute by the President (or failing whom one of the other office holders) for the time being of the Union.

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 Management Board 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.

"the Act"	means the Industrial and Provident Societies Acts 1965-1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies.
"Auditors"	means the auditors of the Constituent Body 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 Devon Rugby Football Union Limited
"Director"	means an individual designated in Rule 13 and " Management Board " or "Member of the Management Board " means a member of the Management Board for the time being.
"Executive Team"	means the Chair, Director of Finance, RFU Council Representative and Secretary of Devon RFU who collectively are responsible for the strategic direction of the Constituent Body.
"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.
"Secretary"	means the Secretary of the Constituent Body for the time being.
"IRB"	means the world Governing Body of the Game which at the date of the adoption of these Rules is the International Rugby Board of which the Union is a member.
"IRB Regulations"	means the Resolutions and Regulations relating to the Game promulgated by the IRB from time to time.
"Laws of the Game"	means the laws promulgated by the IRB from time to time according to which the Game is played throughout the world.
"Management Board"	means the group made up of the Executive Team and Directors appointed to manage the Constituent Boady
"Member"	means an incorporated or unincorporated member of the Constituent Body.
"Registrar"	means the Chief Registrar and Assistant Registrars for England in the Central Office of the Registry of Friendly Societies.
"Regulation"	means a resolution, regulation or instruction made in accordance with Rule 4.13
"Representative(s)"	means the representative(s) elected by the Members to represent the Constituent Body on the Council of the Union in accordance with the Rules of the Union for the time being registered with the Registrar
"Rules"	means the Rules of the Constituent Body for the time being registered with the Registrar.
"Union"	means the Rugby Football Union
<i>Note for clarification:</i>	<i>Any reference to the Chief Registrar, Registrar, Assistant Registrars, Central Office, or the Registry of Friendly Societies includes reference to the statutory successor carrying on the relevant functions of any of them.</i>

Signatures:

Name:

John Drew

(Member)

Signature:

Name:

Simon Fuller

(Member)

Signature:

Name:

Simon Farmer

(Member)

Signature:

Name:

Tim Warren

(Secretary)

Signature: