

RULES of WHITCHURCH RUGBY & HOCKEY CLUB LIMITED

Registered under the Industrial & Provident Societies Act 1965 (**Register No. 28963R**)

INDEX OF RULES - Page Nos.

Section I Name, Objects & Powers

- 1 Name 2
- 2 Definitions 2
- 3 Objects of the Club 2
- 4 Powers of the Club 2/3

Section II Membership

- 5 Members 3
- 6 Share Capital 4

Section III General Meetings

- 7 General Meetings of the Club 4/5
- 8 Annual General Meetings 5/6
- 9 Special General Meetings 6
- 10 Rules 6

Section IV Officers and Committee

- 11 Powers of the Management Committee 6/7
- 12 Officers of the Club 7
- 13 The Management Committee 7

Section V Constituent Sections

- 14 Formation 7/8
- 15 Constitution of Sections 8
- 16 Management of Sections 8
- 17 Section Officers 18
- 18 General Meetings 8

Section VI Finance

- 19 Club Finance 9
- 20 Subscriptions 9
- 21 Match Fees 9
- 22 Match Tickets 9
- 23 Auditors 9

Section VII Statutory Procedures

- 24 Registered Office 9
- 25 Use of Name of the Club 9/10
- 26 Seal 10
- 27 Register of Members 10
- 28 Inspection of Books 10
- 29 Annual Return 10
- 30 Publication of Accounts 10
- 31 Registration 10
- 32 Dissolution 10

Section VIII General

- 33 Licensing 10/11
- 34 Continuity 11
- 35 Indemnity 11
- 36 Notices 11
- 37 Arbitration 11
- 38 Interpretation 11
- 39 Schedule of Definitions 11/12

RULES

SECTION I NAME, OBJECTS, AND POWERS

1. NAME

The Society shall be called "Whitchurch Rugby & Hockey Club 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 39 shall bear the meanings given to them therein.

3. OBJECTS OF THE CLUB

The objects of the Club shall be:

3.1 To promote, encourage and foster the Games for the benefit of the Members including (but not limited to) the coaching thereof at all levels.

3.2 To promote and develop the Games at all levels in Whitchurch and the surrounding areas.

3.3 To ensure that each Game is played in accordance with the Laws of the Game and administered in accordance with the rules, regulations and resolutions of the I.R.B., H.E.L. or other appropriate sporting body.

3.4 To undertake such matches and fixtures and other activities as each Section Committee may decide.

3.5 To maintain and develop the Ground at Edgeley Park, Whitchurch, Shropshire or such other location(s) as the Management Committee may from time to time determine, as the headquarters for the Club and as venues for playing the Games and conducting the other activities of the Club so as to provide the best possible facilities for Members and those visiting the Ground.

3.6 To promote good fellowship and sociability amongst Members and to strengthen the bonds between the Club and the local community in the areas surrounding the Club.

4. POWERS OF THE CLUB

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club 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 Club for the projects of the Club in such a manner as shall be considered by the Management Committee to be expedient, and to do all such other acts and things and carry on all such other activities, including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind), as shall be considered by the Management Committee, to be necessary or expedient for the purposes of the Club or the advancement of its interest.

4.2 To raise or borrow money for the purposes of or in connection with the activities of the Club or any of them as the Management Committee see 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 Club whether or not including any floating charge of the whole or part of the undertaking of the property and assets of the Club 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 the lower of:-

(a) one hundred thousand pounds (£100,000); or

(b) 75% of the net tangible assets of the Club as set out in the Club's last Financial Statement unless the Members in General Meeting by special resolution otherwise determine.

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

4.2.4 The Management 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 Club 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 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 Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club 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 Club by a trust deed or other assurance.

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

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

4.6 To invite, receive and make donations for or otherwise promote or assist in the development and continuance of facilities for, or the prestige of, the Games or any other sport or recreation.

4.7 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 Committee, directly or indirectly benefit, or is calculated so to benefit, the Club or its activities or its employees, ex-employees, players, former players or their dependants.

4.8 To promote, arrange and organise competitions and entertainments in connection with the Games and any other sport or recreation.

4.9 To engage such officials and employees upon such terms and at such remuneration as the Management Committee may deem appropriate, and to dismiss or retire any of them as may be necessary.

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

4.11 To maintain bank accounts in credit or overdrawn on such terms as the Management Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and any other money transmission or collection systems whether pursuant to Rule 19.5 or otherwise.

4.12 To pass such resolutions, regulations and instructions which shall be binding on all Members as are considered necessary for the better management, organisation, administration and regulation of the Club.

4.13 To settle, conduct, enforce or resist whether in a court of law or by arbitration any suit, debt, liability or claim by or against the Club.

SECTION II MEMBERSHIP

5. MEMBERS

5.1 The Members of the Club shall be the persons whose names are for the time being entered into the Register of Members.

5.2 The Management Committee may (subject to the provisions of Rule 6) offer such categories of membership of the Club with such qualifications, application procedures and conditions, duties and privileges, subscriptions and in such numbers as it may from time to time decide but always on the basis that every Member shall have one vote. Details of categories, qualifications, application procedures and conditions, duties and privileges of membership in force from time to time shall be kept by the Honorary Secretary and shall be available for inspection by members, at all reasonable times.

5.3 Details of any entrance fee and subscription payable by each category of membership as determined under Rule 16 shall be kept as in Rule 5.2 by the Honorary Secretary.

5.4 The Management Committee shall have power to admit to membership any person in accordance with the application procedures and conditions for the time being applicable under Rule 5.2. There shall be no obligation to state any reason for the rejection of an application.

5.5 The Management Committee may elect (subject to confirmation at the next Annual General Meeting of the Club) as an Honorary Member of the Club any person, whether an existing Member or not, whose membership whether for services to the Club, to the Games or for any other reason the Management Committee considers to be specially desirable in the interests of the Club. An Honorary member shall be a Member with all the rights, duties and privileges of membership of the Club but without obligation to pay any entrance fee or subscription. The Management Committee shall have power to terminate the honorary membership of any person at any time if it considers such action to be in the interest of the Club so to do.

5.6 No person may be accepted as a candidate for membership under the age of eighteen years and the purported admission of a person under the age of eighteen years shall be void.

5.7 The Management Committee shall have power to create:

5.7.1 A class of persons called Juniors, or with such other title as the Management Committee may decide using as criteria age, ticket holding or otherwise as it shall think fit. Such persons shall not be Members within these Rules and they shall have such rights, privileges and obligations as the Management Committee shall decide. Any person recognised in this class shall cease to be entitled to such recognition on attaining the age of eighteen years.

5.7.2 A class of persons called Associates or with other such title as the Management Committee may decide. Such persons shall be entitled to use the social facilities but not the playing facilities of the Club. Such persons shall not be Members within these Rules and they shall have such rights, privileges and obligations as the Management Committee shall decide.

5.8 It shall be the duty of every Member to advise the Honorary Secretary promptly of each change of address. All notices and letters dispatched by post to a Member at the address registered in the Register of Members (which shall be conclusive proof thereof) shall be deemed to have been properly delivered pursuant to Rule 36.

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

5.10 The Chairman or Honorary Secretary of the Management Committee or any person appointed by either of them shall have the power to order the withdrawal from the Ground of any member who is in breach of any of these Rules or any Regulation or any rule of the I.R.B., H.E.L. or other appropriate sporting body which is applicable to the Ground or its use by Members or who otherwise is, in the opinion of the Chairman or Honorary Secretary or their appointee or appointees, guilty of misconduct.

5.11 The Management Committee shall have the power to terminate or suspend for such period as it thinks fit the membership of or to reprimand a Member for any infringement of:

5.11.1 the Rules and any Regulations;

5.11.2 the rules, regulations and resolutions of the I.R.B., H.E.L. or other appropriate sporting body or

5.11.3 for any conduct prejudicial to the interests of the Club or the Games. The procedure for the exercise of the power shall be prescribed by the Management Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.

5.12 A Member shall cease to be a Member:

5.12.1 On resignation.

5.12.2 On termination of membership by the Management Committee.

5.12.3 On death.

5.13 Each person who is in membership with the Club at the date immediately before these Rules take effect pursuant to Rule 31 (other than persons who are at such date family and social members) shall be admitted to membership in accordance with Rule 5.4; any person in membership at that date under the age of eighteen years shall be granted the status of a Junior in accordance with Rule 5.7; any person in membership at that date as a family or social member shall be granted the status of an Associate in accordance with Rule 5.7.2.

5.14 A Member who is suspended shall not during the period of his suspension be entitled to vote or be counted in the quorum at any General Meeting.

6. SHARE CAPITAL

6.1 The capital of the Club shall consist of shares of the value of five pence each.

6.2 Every Member of whatever category shall hold one share and no more in the capital of the Club. No person who is not a Member shall be issued with a share.

6.3 Each member of the Club at the date immediately before these Rules take effect pursuant to Rule 31 (other than persons who are at such date family and social members and those under the age of eighteen years) shall be allotted one share and five pence of the subscription then next paid by each Member shall be applied in paying up the same in full.

6.4 Any Member admitted to membership after the date on which these Rules take effect shall be allotted one share on admission and five pence of the first subscription paid by such Member shall be applied in paying up the same in full.

6.5 In the case of a share allotted to an Honorary Member either upon these Rules taking effect or upon admission to membership thereafter pursuant to Rule 5.5 such share shall be credited as fully paid by way of a capitalisation of any profits of the reserved of the Club and the Management Committee shall have power to take all steps necessary to give effect to this Rule.

6.6 No share shall be held jointly, be with-drawable or 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 or any interest therein or any rights associated therewith shall, if the Management Committee so decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.

6.7 The share of a Member shall be forfeited to the Club 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 Club.

6.8 The Club 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 MEETING OF THE CLUB

7.1 All General Meetings shall be held at the Club or elsewhere as the Management Committee may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.

7.2 At General Meetings of the Club, the Chair shall be taken by the Chairman of the Management Committee or, if unavailable, a member of the Management Committee 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. 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 the lesser of 20 Members or one third of the 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 Committee 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.

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 notice thereof or any accompanying document relating thereto.

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

8. ANNUAL GENERAL MEETINGS

8.1 Not later than 31st July in every year a General Meeting of the Club shall be held (to be known as the Annual General Meeting of the Club) 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 Committee on the affairs of the Club since the previous Annual General Meeting.

8.1.3 To receive and approve a Financial Statement for the preceding financial year and where necessary in law or where the members require the Auditor's Report thereon.

8.1.4 To receive the names of the ex officio and nominated members of the Management Committee and to elect the Officers.

8.1.5 To elect the Officers for the ensuing year.

8.1.6 To confirm any elections of Honorary Members made by the Management Committee during the preceding year.

8.1.7 To elect the Members of the Management Committee for the ensuing year;

8.1.8 Where necessary in law or where the Members require:

8.1.8.1 To appoint the Auditors for the ensuing year, or

8.1.8.2 To consider a resolution dis-applying the provisions of the Act relating to the obligation to appoint Auditors.

8.1.9 To consider as a special resolution any addition or alteration to these Rules duly proposed in accordance with Rule 8.4.

8.1.10 To consider any other motion or business duly proposed in accordance with Rule 8.4.

8.1.11 To consider any other business of which due notice shall be given.

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

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. This will include the agenda of business to be considered thereat and with a copy of the Club's Financial Statement for the preceding financial year.

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

8.3.1 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. The Management Committee shall also have the right to make nominations for the election of officers.

8.3.3 Such nominations must be made in writing on the form of nomination prescribed by the Management Committee no later than 2 weeks prior to the Annual General Meeting.

8.3.4 The Management Committee shall cause the nomination form to be displayed at a location within the Clubhouse on the Ground where it can be viewed and completed by all the Members for a period of not less than 6 weeks prior to the Annual General Meeting.

8.3.5 The election of each Officer shall be decided by a majority of votes recorded at the Annual General Meeting.

8.3.6 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 vote cast are equal in number. If there shall still be equality of votes the members of the retiring Management 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.

8.4 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 Committee shall be sent to all Members within 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 Honorary 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.

9 SPECIAL GENERAL MEETINGS

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

9.1.1 Amendments to any resolution proposed by the Management Committee shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as is prescribed in 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 Committee shall also convene at any time a Special General Meeting on receipt by the Honorary Secretary of a written requisition to do so, duly signed by not less than 20 Members. Each requisition must state clearly the specific resolution to be moved.

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

9.2.2 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 8.4.3

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

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

10.3 A copy of the Rules shall be delivered by the Honorary 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 Committee.

SECTION IV OFFICERS AND COMMITTEE

11. POWERS OF THE MANAGEMENT COMMITTEE

The affairs of the Club shall be administered by the Management Committee which shall exercise all the powers of the Club as expressed in Rule 4 and without limiting the generality thereof.

11.1 The Management Committee shall have the power to appoint:

11.1.1 Such Sub-Committees as are considered necessary to deal with the affairs of the Club. The Management Committee shall determine the composition, powers and terms of reference of each Sub-Committee.

11.1.2 The Chairman for each Sub-Committee shall have a second or casting vote, the quorum for the transaction of business by a Sub-Committee being one third of its appointed Members or as the Management Committee may determine.

11.1.3 A Sub Committee may exercise the power of cooption subject to the provisions of Rule 11.2.

11.2 The Management Committee shall have the power to co-opt additional members to serve on it provided the number of such co-opted members shall not exceed 25% of the number of members elected to hold office on the Management Committee (the Officers for the purposes of this computation being deemed to be elected members) and to approve the co-option of additional members to serve on any Sub-Committee, in both cases either for general or special service and with or without voting rights.

11.3 The Management Committee shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Club.

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

11.5 References in these Rules to any acts or activities or opinions (including, without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the Management Committee shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) resolution of the Management Committee or (b) resolution of the relevant Constituent Section Committee or Sub-Committee where power to act or authority has been delegated by the Management Committee to a Constituent Section Committee or a Sub-Committee or (c) the relevant Officer where that power or authority has been delegated by the Management Committee to an Officer.

12. OFFICERS OF THE CLUB

12.1 The Officers of the Club shall be:-

12.1.1 Chairman Management Committee;

12.1.2 Honorary Secretary;

12.1.3 Honorary Treasurer;

12.1.4 Honorary Membership Secretary;

12.1.5 Clubhouse and grounds chairman; and such other Officers as the Club may in General Meeting by special resolution determine.

12.2 The Officers shall be elected at each Annual General Meeting in accordance with Rule 8.3

12.3 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.

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

13 THE MANAGEMENT COMMITTEE

13.1 The Management Committee shall consist of:-

13.1.1 the Chairman of each Constituent Section who shall be an ex officio Committee Member; and

13.1.2 the Officers

13.2 Any Committee Member who is the chair of a Constituent Section may appoint a member of his or her Section as his or her alternate and such alternate may attend and vote at any meeting of the Management Committee at which the Officer appointing him or her is not personally present.

13.3 A Committee Member shall hold office from the Annual General Meeting at which he or she is elected as an Officer or his or her ex officio appointment takes effect until the end of the following Annual General Meeting and shall be eligible for re-appointment or re-nomination from year to year.

13.4 The Chairman shall chair the Management Committee. In the absence of the Chairman from any Management Committee meeting, the Management Committee shall elect one of its number to chair the meeting in his or her absence.

13.5 If a vacancy shall occur for a member of the Management Committee between one Annual General Meeting and the next then such vacancy shall be filled:-

13.5.1 in the case of an ex officio Committee Member by the person appointed by the Constituent Section to take his or her place; and

13.5.2 in the case of an Officer by a person appointed by the Management Committee.

13.6 The quorum at any meeting of the Management Committee shall be 5 (or such other number as shall be determined by the Club in General Meeting) but no meeting of the Management Committee shall be quorate if more than one half of the persons present are alternates appointed pursuant to Rule 13.2 The Chairman or (in his or her absence) the Committee Member elected to take the chair shall be entitled to exercise a second or casting vote.

13.7 If a Member of the Management Committee shall commit an offence under Rule 5.11 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 Management Committee.

13.8 Committee Members shall receive no remuneration for serving on the Management Committee other than the payment of authorised expenses for carrying out their duties.

13.9 The Management Committee shall meet at least once in every calendar quarter but subject thereto may meet with such frequency as they may from time to time resolve.

SECTION V CONSTITUENT SECTIONS

14. FORMATION

14.1 The Constituent Sections at the date of the adoption of these Rules are:

14.1.1 Whitchurch Rugby Union Football Club

14.1.2 Whitchurch Hockey Club

14.1.3 Whitchurch Ladies' Hockey Club

14.1.4 Whitchurch Ladies' Rugby Union Football Club

14.2 No new Constituent Section shall be constituted except by a special resolution passed at an Annual General Meeting of the Club in accordance with Rule 8.4 or at a Special General Meeting convened in accordance with Rule 9.

14.3 No person shall be eligible for membership of any Constituent Section unless he or she is a Member of the Club. Each Member shall notify the Membership Secretary of the Constituent Section to which he or she belongs and the Membership Secretary shall make a note thereof in the Register maintained in accordance with Rule 27.1. If a Member transfers from one Constituent Section to another the Member shall notify the Membership Secretary of the transfer within 14 days of the date thereof.

14.4 If a Constituent Section shall cease (except temporarily) to participate in the Game for which it was constituted such Constituent Section may be dissolved by a special resolution passed at an Annual General Meeting of the Club in accordance with Rule 8.4 or at a Special General Meeting convened in accordance with Rule 9. Any Member of any such Constituent Section at the date of any such resolution shall be entitled to transfer his or her membership to any other Constituent Section of his or her choice.

15. CONSTITUTION OF CONSTITUENT SECTIONS

15.1 Each Constituent Section may by resolution of the Section Members in general meeting adopt, vary and abrogate rules for the regulation of the Constituent Section and its affairs provided that such rules do not conflict with these Rules and in the event of conflict such rules shall (to the extent of such conflict) be void and of no effect and these Rules shall prevail.

15.2 A copy of each resolution passed pursuant to Rule 15.1 and of the rules of the Constituent Section after the passing of such resolution shall be lodged with the Honorary Secretary within 14 days thereafter.

16. MANAGEMENT OF THE CONSTITUENT SECTIONS

16.1 The Affairs of each Constituent Section shall be administered by a Section Committee which may exercise such powers in relation to the Constituent Section as may be delegated to it from time to time by the Management Committee.

16.2 Without prejudice to the generality of Rule 16.1 each Section Committee:-

16.2.1 shall exercise its powers in such a way as to give the fullest possible effect to resolutions, decisions and instructions of the Management Committee; and

16.2.2 shall not enter or purport to enter into any contract or commitment on behalf of the Club without the written authority of the Management Committee.

16.3 The Section Committee shall consist of the Section Officers and such other Section Members as the Section Members may elect.

16.4 The procedure for conduct of meetings of the Section Committee shall be prescribed by the Section Committee.

17. SECTION OFFICERS

17.1 The Section Officers shall be a chairman, secretary and such other officers as the Section Members may in general meetings by resolution determine.

17.2 The Section Officers shall be elected at each annual general meeting of the Constituent Section in accordance with Rule 18.3.

17.3 Each Section Officer on election shall hold office for one year until the end of the next annual general meeting of the Constituent Section and shall be eligible for re-election. If any office falls vacant between one annual general meeting and the next, such a vacancy shall be filled by the Section Committee for the period of the vacancy.

18 GENERAL MEETINGS

18.1 Each Constituent Section shall hold an annual general meeting of the Constituent Section no later than 31st May in every year prior to the Annual General Meeting convened on fourteen days' notice to Section Members, and shall elect the Section Officers and the Section Committee Members for the ensuing year and transact such other business as is determined by the Section Committee.

18.2 At general meetings of Constituent Sections (unless the rules of the Constituent Section otherwise provide) the chair shall be taken by the Chairman of the Constituent Section or, if unavailable, by a Member of the Section Committee present at the meeting who shall be appointed to take the Chair for that meeting.

18.3 The election of Section Officers shall be subject to the following provisions:-

18.3.1 Any Section 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 or created under the provisions of Rule 17.1. Such nominations must be sent in writing so as to reach the Secretary of the Constituent Section by 30th April. The Section Committee shall also have the right to make nominations for the election of Section Committee Members without restriction on the number of nominations.

18.3.2 The election of the Section Committee Members shall be decided by a majority of votes recorded.

18.3.3 In the event of an equal number of votes being cast for two or more candidates for a seat on the Section Committee, a further election for that office shall immediately be held between those candidates for whom the votes recorded are equal in number. If there shall still be equality of votes, the Members of the retiring Section Committee present at the time shall decide who shall, from those candidates receiving an equal number of votes, be the holders of the seat on the Section Committee for the ensuing year.

18.4 A special general meeting of a Constituent Section may be convened on fourteen days notice to Section Members, if so directed by the Section Committee or on receipt by the secretary of the Constituent Section of a requisition to that effect signed by not less than a quarter of the members of the Constituent Section.

18.5 At general meetings of Constituent Sections, only Section Members shall be entitled to vote.

SECTION VI FINANCE

19. CLUB FINANCE

19.1 The Club'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 Club at the Ground, from match fees, from the letting of the Ground, from sponsorship and from any other available source.

19.2 The income and property of the Club shall be applied solely towards promoting the Club's objects as set forth in this constitution, and no portion thereof shall be paid or transferred, directly or indirectly, to the Members of the Club.

19.3 The Club shall not have power to receive money on deposit from members or others.

19.4 A Financial Statement of the Club's affairs shall be made up to 30th April in each year (or such other date as may be determined from time to time by the Club in General Meeting) and shall be signed by the Honorary Treasurer, the Honorary Secretary and one Member of the Management Committee. An audit, where necessary in law or where the membership require, shall be carried out by a qualified 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 Auditor's report thereon, shall be sent to each member with the notice calling a General Meeting.

19.5 The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or other amounts due to the Club. In furtherance of such a scheme the Club 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 on the Club by the Honorary Secretary or as otherwise determined pursuant to these Rules.

20. SUBSCRIPTIONS

20.1 Each Member, Junior or Associate shall, according to membership category or status, pay to the Club each year on July 1st (or such other date as the Club in General Meeting may determine) such annual subscriptions as the Management Committee may from time to time determine.

20.2 Life Membership may be purchased by a Member at a cost of 15 (fifteen) times the annual subscription at the time of purchase.

21. MATCH FEES

Each Member playing in a match shall pay a match fee. The amount to be paid by each category of membership for the forthcoming financial period shall be proposed by the Management Committee after consultation with the Section Committees and confirmed by resolution of the Members at each Annual General Meeting.

22. MATCH TICKETS

22.1 Tickets to the Ground for matches arranged by each Constituent Section shall be under the control of the Section Committee and shall be sold at prices fixed by that Committee, (without the provision for re-purchase by the Club), to Members or as the Section Committee may direct, and the Section Committee shall allocate such tickets on an equitable basis.

22.2 Tickets to the Ground for representative and other matches for which the Ground is let shall be under the joint control of the Management Committee and the organisers of the match concerned.

22.3 The Management Committee shall have the 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.

23. AUDITORS

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

23.2 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.

SECTION VII STATUTORY PROCEDURES

24. REGISTERED OFFICE

24.1 The registered office of the Club shall be at Edgeley Park, Whitchurch, Shropshire or at such other location in England as the Management Committee may from time to time otherwise determine.

24.2 Notice of any change in the situation of the registered office shall be given by the Honorary Secretary or the Registrar within fourteen days after the change.

25. USE OF NAME OF THE CLUB

25.1 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 Club are carried on.

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

25.3 Save with the authority of the Management Committee, the name of the Club 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 Club or the Management Committee.

26 SEAL

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

27. REGISTER OF MEMBERS

27.1 The Club shall keep at its registered office a Register of Members and Officers in which the Membership Secretary shall enter the following particulars:

27.1.1 The name and address of each Member;

27.1.2 The Constituent Section to which each Member belongs;

27.1.3 A statement of the share held by each Member and the amount paid therefore.

27.1.4 A statement of other property, if any, in the Club held by each member whether in loans or otherwise.

27.1.5 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.

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

27.2 The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered in pursuant to Rules 27.1.1, 27.1.2,

27.1.5 and 27.1.6 without also opening to inspection the other particulars in the Register.

28 INSPECTION OF BOOKS

All Members and persons having an interest in the Club shall be allowed to inspect their own accounts and the particulars entered in the Register of Members and Officers other than those entered in Rules 27.1.3 and 27.1.4 at all reasonable hours at the Club subject to such regulations as to the time and manner of inspection as may be made from time to time by a resolution passed at a General Meeting.

29 ANNUAL RETURN

29.1 Every year not later than the date provided by the Act or where the return is made up to the date allowed by the Registrar not later than seven months after such date the Honorary Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the Club for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Club 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.

29.2 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 Club.

30. PUBLICATION OF THE ACCOUNTS

The Club 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.

31. 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.

32. DISSOLUTION

In the event of the dissolution of the club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid or distributed among the members of the Club, but shall be given or transferred to one or more of the following approved sporting or charitable bodies:

1. A registered charitable organisation(s)
2. Another Club which is a registered CASC
3. The sports national governing body for use by them for related community sports

SECTION VIII GENERAL

33. LICENSING

33.1 Save for those persons who are admitted to membership under Rule 5.13 no person may be admitted to membership without an interval of at least two days between the dates of nomination and admission.

33.2 Subject to such restrictions as may be imposed from time to time by the Management Committee in any Regulations:

33.2.1 The Ground shall be open during such hours as the Management Committee may decide and intoxicating liquor shall be supplied during such hours as may be fixed by the Management Committee (having due regard to permitted hours within the licensing district in which the Ground is situated) and notified to the Police and also to the

Clerk of the Licensing Justices as required by law, but the Management Committee shall have power to close the Ground or any part thereof and/or to reduce the hours of supply of intoxicating liquor from time to time on affixing notice thereof on the Club's notice board.

33.3.2 Members may introduce and entertain guests at the Ground.

33.2.3 Members of visiting teams and their bona fide guests may be admitted to any premises on the Ground in respect of which the Club is registered under the Licensing Act 1964 (or any statutory modification or re-enactment thereof) (in this Rule 33.2 "Licensed Premises") and may be allowed to purchase intoxicating liquors for consumption on the Licensed Premises, and intoxicating liquor may be sold to such persons, by or on behalf of the Club for consumption on the Licensed Premises. Members of visiting teams shall be made temporary Associates for the duration of their visit.

33.2.4 Subject to a maximum of twelve occasions in any calendar year, persons other than Members and their guests, or Members and guests of visiting teams, may be admitted to any Licensed Premises on the issue of tickets. For the duration of their visit all such ticket holders shall be made temporary Associates, and may be allowed to purchase intoxicating liquor for consumption on the Licensed Premises, and intoxicating liquor may be sold to such persons by or on behalf of the Club for consumption on the Licensed Premises.

34. CONTINUITY

For the avoidance of doubt every Member of the Club who at the date these Rules take effect pursuant to Rule 31 holds office or position in any capacity in the Club 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 Club shall, until they have fully discharged their duties, remain as Trustees upon those of the former Rules which relate to Trustees, varied insofar as these Rules necessarily require.

35. INDEMNITY

Each Officer (including under the former Rules of the Club the Trustees) and employee from time to time of the Club and each person who was or is from time to time a Member of the Management Committee or any Section 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 Club, which may be lawfully so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution of and discharge of duties undertaken on behalf of the Club or in relation thereto, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an Officer or employee or as a Member of the Management Committee or any Section Committee or any Sub-Committee as the case may be.

36. NOTICES

Any Notice or communication or document sent by first class post to a Member, Officer or Member of the Management Committee shall be treated as having been given twenty-four hours notice after the time it was posted.

37. 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 officers for the time being in force) to be appointed in default of agreement between the parties to the dispute by the president or failing whom one of the other officers for the time being of the Union, the H.E.L. or other appropriate supporting body.

38. INTERPRETATION

Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or any matter not provided for therein shall be decided by the Chairman of a General Meeting at such Meeting or by the Management Committee in every other

circumstance, and every 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.

39. SCHEDULE OF DEFINITIONS

“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 for the Club for the time being.

“Club” means Whitchurch Rugby & Hockey Club Limited

“Management Committee” means the Committee designated in Rule 13 and “Committee Member” or “Member of the Committee” means a member of the Management Committee for the time being and shall include a person co-opted under Rule 11.3.

“Constituent Section” means the sections of the Club referred to in Rule 14.1 and such other sections as may be created in accordance with Rule 14.2.

“HEL” means Hockey England Limited

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

“Games” means the games of Rugby Union Football and Hockey and such other sporting pursuits in which Members participate with the approval of the Management Committee and “Game” shall be construed accordingly as the context may require.

“General Meeting” means a General Meeting of Members.

“Ground” means the ground including stands, clubhouse and other buildings built thereon maintained and developed under the provisions of Rule 3.5.

“Honorary Secretary” means the Honorary Secretary of the Club for the time being.

“IRB” mean the world governing body of Rugby Football which at date of 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 Rugby Union Football promulgated by the IRB from time to time.

“Laws of the Game” means for Rugby Union Football, the laws promulgated by the IRB from time to time throughout the world; for Hockey the laws promulgated by the HEL; for any other Games in which a Member may participate in accordance with the Rules means the laws of that particular Game as promulgated by the governing body of that Game.

“Member” means a member of the Club.

“Men’s Rugby Section” means the Constituent Section named in Rule 14.1.1.

“Officers” means the officers designated in Rule 12.

“Registrar” means the Chief Registrar and Assistant Registrars

“Regulation” means a resolution, regulation or instruction made in accordance with Rule 4.12.

“Rules” mean the Rules of the Club for the time being registered with the Registrar.

“Section Committee” means any or all (as the context may require) of the Section Committees designated in Rule 16.1 and Section Committee Member means a member of any such Section Committee.

“Section Member” means in relation to a Constituent Section a member of that Constituent Section.

“Section Officers” mean the Constituent Section officers designated in Rule 17.1.

“Union” means the Rugby Football Union.

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Acknowledgement of Registration of Society (Register No. 28963 R)

Whitchurch Rugby & Hockey Club Limited

Is this day registered under the Industrial and Provident Societies Act 1965: Date: **26 August 1999**

Reprinted/amended: January 2004

Amended July 2006 Club AGM (25 July 2006)

Registry of Friendly Societies
Victory House, 30-34 Kingsway, London WC2B 6ES

CASC 04551

Tax Reference: CH04152

Revised 14th June 2013