
ARTICLES OF ASSOCIATION

OF

CURUFC

COMPANY NOT HAVING A SHARE CAPITAL

Index to the Articles

1. Company name	6
2. Interpretation	6
3. Liability of members.....	8
4. Objects	9
5. Powers.....	9
6. Application of income and property	10
7. Benefits and payments to the club's directors and connected persons	11
8. Declaration of directors' interests	13
9. Conflicts of interests and conflicts of loyalties	13
10. Members	14
11. Classes of membership.....	14
12. Termination of membership.....	15
13. General meetings.....	15
14. Notice of general meetings	16
15. Proceedings at general meetings.....	17
16. Chairing general meetings	18
17. Adjournment of general meetings.....	18
18. Voting at general meetings	18
19. Content of proxy notices	18
20. Delivery of proxy notices	19
21. Written resolutions	19
22. Votes of members.....	20
23. The Board of Directors	20
24. Powers of directors	20

25. Appointment of directors	21
26. Disqualification and removal of directors	21
27. Remuneration of directors	22
28. Proceedings of the Board	22
29. The Board	23
30. Elected positions and appointments	24
31. Delegation	26
32. Validity of directors' decisions	27
33. Minutes	27
34. Accounts	28
35. Provision of information to the University	28
36. Means of communication to be used	28
37. Indemnity	29
38. Rules	29
39. Disputes	30
40. Dissolution	30
41. Meaning of "connected person"	31
42. Affiliation	32

1. Company name

The company's name is CURUFC (otherwise known as Cambridge University Rugby Union Football Club) (and in this document it is called "the club").

2. Interpretation

In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the club;

"the articles" means the club's articles of association;

"the Board" means the board of directors of the club established from time to time in accordance with the articles (unless otherwise required by the context);

"Board Member" means a member upon whom Board membership is conferred pursuant to article 11;

"clear days" in relation to the period of a notice means a period excluding:

- (i) the day when the notice is given or deemed to be given; and
- (ii) the day for which it is given or on which it is to take effect;

"the club" means the company intended to be regulated by the articles;

"the Commission" means the Charity Commission for England and Wales;

"Company Secretary" means the person or persons appointed to perform some or all of the company secretarial duties of the club (noting that some of the company secretarial duties of the club may be carried out by an Executive Secretary from time to time);

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the club;

"connected persons" shall have the meaning assigned to it in article 41.

"Constituent Body" means the Constituent Body of the RFU to which the club is from time to time affiliated and which at the date of incorporation is Cambridge University Rugby Football Union (CURFU);

"the directors" means the directors of the club, and includes any member or other person occupying the position of director, by whatever name called (and herein sometimes referred to as a Board Member). The directors are charity trustees as defined by section 177 of the Charities Act 2011;

“document” includes, unless otherwise specified, any document sent or supplied in hard copy or electronic form;

“Elected Director” means a director elected in accordance with article 30;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Ex Officio Director” means any one of the directors set out in article 29(4) (a)-(g);

“an Executive Chair means the person or persons elected from time to time in accordance with the articles as the executive chair of the club;

“an Executive Secretary” means the person or persons elected from time to time to fulfil certain responsibilities in accordance with article 30;

“the IRB” means the international governing body for rugby union, which at the date of incorporation is the International Rugby Board;

“Life Member” means a member upon whom life membership is conferred in the Rules;

“member” means persons admitted to the membership of the club in accordance with any Rules from time to time in force (unless otherwise required by the context);

“Non-Voting Members” means all members of the club other than the Voting Members and who shall not be members for the purposes of the Companies Acts;

“the Objects” has the meaning set out in article 4;

“the President” means the person elected from time to time in accordance with the articles as the president of the club;

“Reserved Matters” has the meaning set out in article 15(7);

“Resident Player Member” means a member upon whom Resident Player membership is conferred pursuant to the Rules and who shall be a registered student of the University (being any person who has matriculated as a student and is currently pursuing a course of study in the University, or any person pursuing a course of study leading to the award of a degree, certificate, or diploma of the University);

“the RFU” means the Rugby Football Union (an Industrial & Provident Society with registered number 27981R which is the governing body of rugby union within England) of Rugby House, Rugby Road, Twickenham, Middlesex, TW1 1DS;

“Rules” means the rules and regulations of the club made by the Board or by the club in general meeting, as amended from time to time;

“Senior Member” means the person or persons elected from time to time in accordance with the articles to maintain relationships and communication with the University authorities;

“the Treasurer” means the person appointed from time to time in accordance with the articles as the treasurer of the club;

“the United Kingdom” means Great Britain and Northern Ireland;

“the University” means The University of Cambridge. In respect of any notification, provision of information, approval or other contact which is required between the club and the University under or in connection with the articles, the Registry shall be treated as the appropriate body within the University for such purposes unless another body or person is nominated by the Registry and agreed upon by the University Council;

“Voting Members” means the members of the club who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the club for the purposes of the Companies Acts and have undertaken to pay the subscription fee set out in Article 3;

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the club.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

All references to ‘women’ and ‘men’ are to be interpreted in accordance with the requirements under the ‘adult female category’ and ‘adult male category’ respectively, as documented in the RFU’s Gender Participation Policy, effective as of 1 August 2022, as it may be amended from time to time. The club is bound by this policy and its decisions are subject to the oversight of the RFU in the determination of the eligibility and safety of any player’s participation in a selected category.

3. Liability of members

The liability of the Voting Members is limited to a sum not exceeding £10 (the "subscription fee"), being the amount that each Voting Member undertakes to contribute to the assets of the club in the event of its being wound up while they are a Voting Member or within one year after they cease to be a Voting Member, for:

- (1) payment of the club's debts and liabilities incurred before they cease to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

4. Objects

The club's objects are specifically restricted to the following:

- (a) the advancement of amateur sport for the public benefit by encouraging and developing representative rugby at the University;
- (b) the organisation or provision of facilities for the learning, teaching, coaching, practising and competing in representative rugby by members of the University with the object of promoting health and wellbeing;
- (c) the advancement of sports education of members of the University by the provision of support, assistance and encouragement for representative rugby, in order to enable members of the University to develop their capabilities and fulfil their potential; and
- (d) the provision of facilities for other sports, played by members or staff of the University and its colleges with the object of promoting health and wellbeing, to the extent that such provision does not compromise the advancement of objects (a), (b) and (c).

5. Powers

The club has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the club has power:

- (1) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise. In doing so, the club must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use, and to construct, maintain and alter buildings or erections;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the club. In exercising this power, the club must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the club as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The club must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) to co-operate with the University and its colleges, other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charities, charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the club. The club may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the club to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to establish subsidiary companies to assist or act as agents for the club, or to carry on any trade;
- (13) to pay out of the funds of the club the costs of forming and registering the club both as a company and as a charity;
- (14) to take and accept (or disclaim) any gift of money, property or other assets whether subject to any special trust or not for the objects of the club;
- (15) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (16) to provide services, make donations, lend money to or offer support to the Constituent Body or rugby union clubs to support activities that further the club's objects; and
- (17) to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the unincorporated association known as Cambridge University Rugby Union Football Club and to indemnify such unincorporated association, its officers, members, and members of any of its committees, sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Cambridge University Rugby Union Football Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Cambridge University Rugby Union Football Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking.

6. Application of income and property

- (1) The income and property of the club shall be applied solely towards the promotion of the Objects.

- (2)
 - (a) A director is entitled to be reimbursed from the property of the club or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the club.
 - (b) A director may benefit from trustee indemnity insurance cover purchased at the club's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) A director may receive an indemnity from the club in the circumstances specified in article 37.
 - (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the club may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the club. This does not prevent a member who is not also a director receiving:
 - (a) a benefit from the club in the capacity of a beneficiary of the club;
 - (b) reasonable and proper remuneration for any goods or services supplied to the club (including services performed by the member under a contract of employment with the club);
 - (c) interest at a reasonable and proper rate on money lent by any member to the club;
 - (d) any reasonable and proper rent for premises let by any member to the club.

7. Benefits and payments to the club's directors and connected persons

(1) General provisions

No director or connected person may:

- (a) buy any goods or services from the club on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the club;
- (c) be employed by, or receive any remuneration from, the club (it being noted that the Company Secretary may be remunerated for company secretarial duties related to the club in accordance with Article 33(3));
- (d) receive any other financial benefit from the club;

unless the payment is permitted by sub-clause (3) of this article, or authorised by the court or the Commission.

- (2) In this article, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(3) Scope and powers permitting directors' or connected persons' benefits

- (a) A director or connected person may receive a benefit from the club in the capacity of a beneficiary of the club.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the club where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (4) of this article, a director or connected person may provide the club with goods that are not supplied in connection with services provided to the club by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the club at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the club. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the club on the same terms as members of the public.

(4) Payment for supply of goods only – controls

The club and its directors may only rely upon the authority provided by sub-clause (3)(c) of this article if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the club or its directors (as the case may be) and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the club.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the club to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the club.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

(5) **In sub-clauses (3) and (4) of this article:**

- (a) “club” includes any company in which:
 - (i) the club holds more than 50% of the shares; or
 - (ii) the club controls more than 50% of the voting rights attached to the shares; or
 - (iii) the club has the right to appoint one or more directors to the board of the company; or
 - (iv) the members of the company are the same or substantially the same as the members of the club.
- (b) “connected person” includes any person within the definition in article 41 “meaning of “connected persons”.

8. Declaration of directors’ interests

A director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the club or in any transaction or arrangement entered into by the club which has not previously been declared. A director must absent themselves from any discussions of the club directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the club and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interests and conflicts of loyalties

- (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted directors consider it is in the interests of the club to authorise the conflict of interests in the circumstances applying.

- (2) Subject to complying with the provisions of Article 9(1) the club is authorised to engage in transactions or arrangements with the University notwithstanding any conflict of interest that may arise by reason of a duty of loyalty owed by a director to the University.
- (3) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.
- (4) Where a director has a conflict of interest arising because of a duty of loyalty which they have declared to the directors, they shall not be in breach of their duties to the club by withholding confidential information from the club if to disclose it would result in a breach of any other duty or obligation of confidence owed by them.

10. Members

- (1) Membership of the club shall be dealt with in accordance with the Rules.

11. Voting Members

- (1) Voting Members must fall within one or more of the following class(es) of membership of the club and have undertaken to pay the subscription fee set out in Article 3:
 - (a) Board Members: Board Members shall comprise the members of the Board. Board membership shall terminate from the date a person ceases to be a member of the Board;
 - (b) Resident Player Members: Resident Player Members shall comprise all members of the club and who are a resident member of the University and are eligible to play in accordance with the Rules of the club. Resident Player membership shall terminate from the date a person ceases to be eligible to play in accordance with the Rules of the club; and
 - (c) Life Members: Life Members shall comprise all members of the club who have previously played for the club but who are no longer eligible to play in accordance with the Rules of the club.
- (2) [Not Used]
- (3) [Not Used]
- (4) [Not Used]
- (5) The directors shall keep a register of the names and addresses of the Voting Members.
- (6) The rights attached to a Voting Member may only be varied if:
 - (a) three-quarters of the Voting Members (consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the Voting Members agreeing to the variation.

- (7) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of the Voting Members.

12. Termination of Voting Membership

Membership is terminated if:

- (1) the Voting Member dies or, if it is an organisation, ceases to exist;
- (2) the Voting Member resigns by written notice to the club unless, after the resignation, there would be fewer than two Voting Members;
- (3) any sum due from the member to the club is not paid in full within six months of it falling due or being demanded (including in relation to the subscription fee);
- (4) the Voting Member is removed from membership by a resolution of the directors (which, in the case of a Resident Player Member, has not been objected to by the University within 14 days of receipt of notice, which the directors must provide to the University as soon as practicable) that it is in the best interests of the club that their membership is terminated. A resolution to remove a Voting Member from Life membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the club) has been allowed to make representations to the meeting; or
- (5) in the case of Resident Player membership, a person ceases to be eligible to play in accordance with the Rules and is not otherwise within any other category of a Voting Member.

13. General meetings

- (1) An annual general meeting must be called by the President. The date, venue and time of the annual general meeting shall be agreed with the Board. For the avoidance of doubt, such annual general meeting may be electronic.
- (2) The business which is to be transacted at the annual general meeting includes, but is not limited to:
 - (a) ratification of appointments and co-options to the Board;
 - (b) the election of Elected Directors in accordance with these articles;
 - (c) the receipt from the Board of a report on the activities of the club since the previous annual general meeting;
 - (d) receipt of the club's latest accounts (which, for the avoidance of doubt, may be interim or management accounts) as previously agreed by the Board;

- (e) the appointment of the club's auditors; and
 - (f) consideration of any matter referred by the Board for discussion.
- (3) The directors may call a general meeting at any time.
- (4) A general meeting must also be called where:
 - (a) Voting Members request the directors to call a general meeting pursuant to the provisions of the Companies Acts; or
 - (b) a meeting is requested, in writing, by at least ten Voting Members of the club specifying the business to be transacted at the meeting and the request is approved by the Board.
- (5) All Voting Members of the club are entitled to be present at meetings of the club whether in person or electronically.
- (6) Any person intending to propose a motion at any meeting of the club must ensure that a copy of the motion, proposed and seconded, is submitted to an Executive Secretary or the Treasurer at least six days before the date of the meeting at which the matter is to be discussed.
- (7) The University may appoint a representative to attend and speak at (but not vote at) any general meeting of the club. If the University decides to appoint a representative for that purpose, it shall give the name of the representative to an Executive Secretary within a reasonable time in advance of the general meeting.

14. Notice of general meetings

- (1) The minimum period of notice required to hold a general meeting of the club is fourteen clear days for all general meetings including annual general meetings. All members who are entitled to receive notice of a general meeting must be given not less than twenty-one nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of Voting Members.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. For the avoidance of doubt, such meeting may be electronic. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Voting Members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
- (4) The notice must be given to all the Voting Members, the directors, the auditors and to the University.
- (5) An Executive Secretary shall be responsible for ensuring that the agenda and any relevant papers for each meeting are circulated or made available to those entitled to attend meetings of the club not less than four days before the date on which the meeting has been called.

- (6) The proceedings at a meeting shall not be invalidated because: (i) a person who was entitled to receive notice of the meeting did not receive it and/or (ii) any relevant papers have not been circulated within the time period specified in paragraph (5) above, because of an accidental omission by the club or otherwise.

15. Proceedings at general meetings

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is ten Voting Members including at least one Voting Member who is a Resident Player Member present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- (3) [Not Used]
- (4) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting;
or
 - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the directors shall determine.
- (5) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. The agenda of the reconvened meeting, and any relevant papers for the meeting, must accompany the meeting notice.
- (6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- (7) The following matters ("Reserved Matters") require approval by at least two-thirds of the Voting Members present and voting in person or by proxy at any general meeting at which any of the following matters require approval:
- (a) any amendment to the club's articles which materially adversely affects the position of the members or materially alters the relationship between the club and the University;
 - (b) the dissolution of the club;
 - (c) the disposal, redevelopment, or material change of use of club's clubhouse or ground and associated land; and
 - (d) the application and/or use of financial assets of the club other than for the benefit of the club.

In the event that any club assets are jointly funded and/or developed with other charities, the requirements of this article 15(7) shall apply to that proportion of the relevant asset which fairly reflects the funding and/or contribution made by the club.

16. Chairing general meetings

- (1) General meetings shall be chaired by the President or, in their absence, an Executive Chair. If both the President and an Executive Chair are absent, the meeting shall be chaired by a Senior Member.
- (2) If the President, an Executive Chair and a Senior Member are absent or are not present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, they shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

17. Adjournment of general meetings

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

18. Voting at general meetings

- (1) Any vote at a meeting shall be decided by a show of hands of Voting Members.
- (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.
 - (b) The result of the vote must be recorded in the minutes of the club but the number of votes cast need not be recorded.

19. Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (a) states the name of the Voting Member appointing the proxy;

- (b) identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the club (which may be via e-mail to a representative of the Board) not less than 48 hours before the meeting for which the appointment has been made in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

20. Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the club by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

21. Written resolutions

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every Voting Member and to the University;

- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.

22. Votes of members

- (1) Subject to article 11, every Voting Member shall have one vote.
- (2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

23. The Board of Directors

- (1) A director, otherwise known as a member of the Board, must be a natural person aged 16 years or older and be a Voting Member.
- (2) No one may be appointed a director if they would be disqualified from acting under the provisions of article 26.
- (3) The minimum number of directors shall be seven but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. At least three directors shall be resident members of the University.
- (4) A director may not appoint an alternate director or anyone to act on their behalf at meetings of the directors.

24. Powers of directors

- (1) The directors shall manage the business of the club and may exercise all the powers of the club unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution. In particular, the directors may only exercise powers in relation to a Reserved Matter if approved by members in accordance with article 32.
- (2) The directors may only exercise powers in relation to the following matters if they have received the prior written approval of the University, such approval not to be unreasonably withheld or delayed:
 - (a) any amendment to the club's articles which materially adversely affects the position of the members or materially alters the relationship between the club and the University;
 - (b) the dissolution of the club;
 - (c) the disposal, redevelopment, or material change of use of club's clubhouse or ground and associated land;

- (d) the application and/or use of financial assets of the club other than for the benefit of the club;
 - (e) the incorporation of a subsidiary of the club or the transfer of material club assets to a subsidiary of the club; and
 - (f) any borrowings by, and creation of security over assets of, the club where the aggregate amount borrowed exceeds an amount equivalent to £125,000 indexed to CPI from 1 July 2015 (other than any borrowings which are in existence on the date the articles are adopted which relate to assets to be held by the club, including existing borrowings of the club or its predecessor organisation, all such borrowings being approved for the purposes of this article).
- (3) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
 - (4) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

25. Appointment of directors

- (1) The club may by ordinary resolution appoint a person who is willing to act and to be appointed to be a director or ratify the appointment of such directors co-opted by the Board in accordance with the processes set out in articles 29 and 30.
- (2) Notice of any resolution to be put to the meeting to appoint a director must be given in accordance with Article 14.
- (3) The directors may appoint a person who is willing to act to be a director, provided it is in compliance with the processes set out in articles 29 and 30.
- (4) The appointment of a director, whether by the club in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

26. Disqualification and removal of directors

- (1) A director shall cease to hold office if they:
 - (a) cease to be a director by virtue of any provision in the Companies Acts or are prohibited by law from being a director;
 - (b) are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (c) cease to be a member of the club;
 - (d) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

- (e) resign as a director by notice to the club (but only if at least two directors will remain in office when the notice of resignation is to take effect);
 - (f) are absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that their office be vacated; or
 - (g) are requested to resign by all the other members of the Board acting together.
- (2) In the event that a director is disqualified or removed pursuant to this article, and for such period during which that individual continues to hold a CURUFC office, the Board may nominate another individual to be a director in their place and until a new appointment is made to the relevant CURUFC office.

27. Remuneration of directors

The directors must not be paid any remuneration unless it is authorised by article 7 and/or, in the case of where a director is also Company Secretary, authorised by article 33(3).

28. Proceedings of the Board

- (1) The Board shall consist of all the directors and will be responsible for the general control and management of the administration of the club.
- (2) The directors may regulate the proceedings of the Board, or any committee thereof, as they think fit, subject to the provisions of the articles.
- (3) The President may call a meeting of the Board.
- (4) An Executive Secretary must call a meeting of the Board if requested to do so by a director.
- (5) A meeting of the Board may be called under this article by giving seven clear days' notice to each of the directors (unless all the directors agree to a lesser notice period). Such notice must state: (i) the proposed meeting date and time; (ii) the agenda of the meeting; and (iii) the location of the meeting and/or the proposed means of communication if it is anticipated that the directors will not be in the same place.
- (6) Questions arising at a meeting shall be decided by a majority of votes.
- (7) For the purposes of decisions to be made by the Board, all members of the Board shall have one vote but, in the event of a tie, the chair of the meeting shall have a casting vote.
- (8) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- (9) (a) No decision may be made by the Board unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

- (b) The quorum for meetings of the Board shall be five, including at least one director who is a member of the University or a Senior Member and at least three Ex Officio Directors (which may include a director in who is a member of the University and a Senior Member). Where no quorum is reached within fifteen minutes of the time appointed for the meeting, the meeting shall be adjourned and rescheduled for seven days' time, if there is still no quorum present at the rescheduled meeting the quorum shall be satisfied by the number of directors present at the rescheduled meeting.
 - (c) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (10) If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- (11)
 - (a) All meetings of the Board shall be chaired by the President or, in their absence, an Executive Chair. If both the President and an Executive Chair are absent, the meeting shall be chaired by a Senior Member.
 - (b) If the President, an Executive Chair and a Senior Member are absent or are not present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.
 - (c) The person appointed to chair meetings of the Board shall have no functions or powers except those conferred by the articles or delegated to them by the directors.
- (12)
 - (a) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
 - (b) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

29. The Board

- (1) The Board shall meet at least once between the start of each University term and the start of the following University term.
- (2) The directors on the Board will be the charity trustees of the club.
- (3) Proceedings of the Board shall be regulated in accordance with article 28.
- (4) The members of the Board, who shall be elected or appointed as set out in article 30, shall be:
 - (a) the President;
 - (b) an Executive Chair;
 - (c) the Treasurer;

- (d) an Executive Secretary;
 - (e) a Senior Member;
 - (f) the Men's Captain;
 - (g) the Women's Captain; and
 - (h) such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board for a period to be determined by the Board. Co-opted directors shall be entitled to vote at the meetings of the Board.
- (5) The Board shall appoint a person who shall be responsible for ensuring that accurate minutes are kept of all business conducted at meetings of the Board.

30. Elected positions and appointments

(1) President

- (a) The President shall represent the club within the University, in dealings with counterparts at other clubs and in dealings with other external parties (other than those for which a Senior Member is responsible) and will focus on the long-term development of the club. The President shall also be responsible for chairing all general meetings of the club, including annual general meetings, and may have other responsibilities as determined by the Board from time to time.
- (b) The President shall be elected at Annual General Meetings of the club as determined by the Board. Any Voting Member may nominate a person to be President.
- (c) A person elected as President shall hold office for a term of up to a maximum of 4 years (as agreed with the Board), and shall be eligible for election for up to a maximum of 3 terms.
- (d) The President shall be a director by virtue of their office.

(2) Executive Chair

- (a) An Executive Chair shall focus on the strategy of the club and its day to day operations and may have other responsibilities as determined by the Board from time to time.
- (b) An Executive Chair shall be elected at Annual General Meetings of the club as determined by the Board and shall hold office until the next annual general meeting. Any Voting Member may nominate a person to be an Executive Chair.
- (c) An Executive Chair shall be a director by virtue of their office.

(3) Treasurer

- (a) The Treasurer, who must be: (i) a resident member of the Senate of the University; or (ii) an individual of at least MA standing in the University; or (iii) an individual approved

for the purpose by the University, shall be responsible for the financial affairs of the club. In particular, the Treasurer shall have the power to bind the club and to engage and dismiss staff upon such terms as they think fit, subject to the agreement of the Board.

(b) The Treasurer shall be elected at Annual General Meetings of the club as determined by the Board and shall hold office until the next annual general meeting. Any Voting Member may nominate a person to be Treasurer.

(c) The Treasurer shall be a director of the club by virtue of their office.

(4) **Executive Secretary**

(a) An Executive Secretary shall assist with administrative matters related to the Objects and may have other responsibilities as determined by the Board from time to time.

(b) An Executive Secretary shall be elected at Annual General Meetings of the club as determined by the Board and shall hold office until the next annual general meeting. Any Voting Member may nominate a person to be an Executive Secretary.

(c) An Executive Secretary shall be a director by virtue of their office.

(5) **Men's Captain**

(a) The men's Captain, must be (i) eligible to play in the men's blues Varsity Matches in accordance with the eligibility requirements established by the joint blues committee, (ii) a member of the University, and (iii) a Resident Player Member. The men's captain shall be responsible for the selection of the men's blues team and may have other responsibilities as determined by the Board from time to time.

(b) The men's Captain shall be elected in a meeting by all those Resident Player Members who are eligible to play in the men's blues team and who have Blues. The details of the meeting are specified in the Rules. If during the calendar year a vacancy occurs in the men's Captaincy, a similarly constituted meeting, shall be held as soon as possible for the purpose of filling the vacancy and any consequential vacancies.

(c) The men's Captain shall be a director of the club by virtue of their office.

(6) **Women's Captain**

(a) The women's Captain, must be (i) eligible to play in the women's blues Varsity Matches in accordance with the eligibility requirements established by the joint blues committee, (ii) be a member of the University, and (iii) a Resident Player Member. The women's captain shall be responsible for the selection of the women's blues team and may have other responsibilities as determined by the Board from time to time.

(b) The women's Captain shall be elected by all those Resident Player Members who are eligible to play in the women's blues team. The details of the meeting are specified in the Rules. If during the calendar year a vacancy occurs in the women's Captaincy, a

similarly constituted meeting, shall be held as soon as possible for the purpose of filling the vacancy and any consequential vacancies.

- (c) The women's Captain shall be a director of the club by virtue of their office.

(6) Senior Member

- (a) A Senior Member, who shall be a resident member of the Senate of the University, shall be accountable to the University for ensuring that there is in place proper finance, administration and regulation of the club and may have such other responsibilities as determined by the Board and agreed by a Senior Member from time to time.
- (b) A Senior Member shall be appointed annually by the Board in consultation with the University.
- (c) A Senior Member shall be a director of the club by virtue of their office.

31. Delegation

- (1) The directors may delegate any of their powers or functions to a committee of the Board comprising two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - (b) no expenditure may be incurred on behalf of the club except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) The Board may establish sub-committees and working parties to assist it in better fulfilling its responsibilities. Members of sub-committees and/or working parties need not be members of the club or the Board.
- (5) All acts and proceedings of any committee or working party must be fully and promptly reported to the directors.
- (6) The proceedings of any committee or working party shall be regulated as considered fit by the committee/working party, subject to the provisions of the articles and any terms or conditions specified by the directors.
- (7) Any member of a committee or working party may call a meeting of the committee/working party.
- (8) Questions arising at meetings of committees and working parties shall be decided by a majority of votes.

- (9) In the case of an equality of votes at a meeting of a committee or working party, the chairman of the meeting (if one has been appointed) shall have a second or casting vote.
- (10) Meetings of committees and working parties may be held by suitable electronic means agreed by the committee/working party in which each participant may communicate with all the other participants.

32. Validity of directors' decisions

- (1) Subject to article 32(2), all acts done by a meeting of the Board or a committee of directors shall be valid notwithstanding the participation in any vote of a director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that director; and
- (e) the director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- (2) Article 32(1) does not permit a director or a connected person to keep any benefit that may be conferred upon them by a resolution of the directors or of a committee of directors if, but for article 32(1), the resolution would have been void, or if the director has not complied with article 8.

33. Minutes

- (1) The directors must keep minutes of all:
 - (a) appointments of co-opted directors made by the directors;
 - (b) proceedings at meetings of the club; and
 - (c) meetings of the Board and committees of directors including:
 - (i) the names of the directors present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

- (2) An Executive Secretary shall ensure that minutes of all business transacted at meetings of the club are confirmed as an accurate record at the beginning of the meeting following the one to which they refer.
- (3) Subject to the provisions of the Companies Acts, the Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any Company Secretary appointed may be removed by them.

34. Accounts

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.

35. Provision of information to the University

The directors must supply accounts of the club to the University which are subject to a financial review (but for the avoidance of doubt, are not expected to be audited), together with such other information as the University may reasonably require from time to time, whether in connection with the club's registration as a club of the University (if applicable) or in relation to the need to ensure that the club is being administered on its behalf in accordance with paragraph 28(1)(a) of Schedule 3 of the Charities Act 2011 or otherwise.

36. Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the club under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the club.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) Any notice to be given to or by any person pursuant to the articles:
 - (a) must be in writing; or
 - (b) must be given in electronic form.
- (4) The club may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at their address;
or

- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address; or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website.

The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

- (5) A member who does not register an address with the club or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the club.
- (6) A member present in person at any meeting of the club shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (7)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (8) In accordance with section 1147 of the Companies Act 2006, but subject to article 36(9) notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.
- (9) a director may agree with the club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified period of time of their being sent, and for the specified time to be less than 48 hours.

37. Indemnity

- (1) The club shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a "relevant director" means any director or former director of the club.

38. Rules

- (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the club.
- (2) The bye laws may regulate the following matters but are not restricted to them:

- (a) the creation of categories of non-voting members of the club and the determination of criteria for admission to membership, the admission of members (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members in relation to one another, and to the club's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the club's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) the administration of the club including the function, role and operation of committees and working groups to assist the board in the better administration of the club;
 - (f) in relation to the licensable activities of the club; and/or
 - (g) generally, all such matters as are commonly the subject matter of company rules.
- (3) The club in general meeting has the power to alter, add to or repeal the rules or bye laws but no such act shall invalidate any prior act of the Board which would have been valid but for such act.
 - (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members.
 - (5) The rules or bye laws shall be binding on all members of the club. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

39. Disputes

- (1) All disputes are to be referred to the President or, in their absence, a Senior Member. In the event that a dispute is not resolved as a result of its referral to the President or Senior Member (as appropriate), it shall be referred on to the University.
- (2) If a dispute arises between members of the club about the validity or propriety of anything done by the members of the club under the articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

40. Dissolution

- (1) Subject to articles 40(3) and 40(4), the members may at any time before, and in expectation of, its dissolution resolve that any net assets of the club after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the club be applied or transferred in any of the following ways:
 - (a) directly for the Objects;

- (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to articles 40(3) and 40(4) and any such resolution of the members of the club, the directors of the club may at any time before and in expectation of its dissolution resolve that any net assets of the club after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the club be applied or transferred:
 - (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) No application or transfer of assets may be made pursuant to articles 40(1) and 40(2) without the prior written consent of the University.
- (4) In no circumstances shall the net assets of the club be paid to or distributed among the members of the club (except to a member that is a charity) and if no resolution in accordance with article 40(1) is passed by the members or the directors the net assets of the club shall be applied for charitable purposes as directed by the Court or the Commission.

41. Meaning of “connected person”

In article 7, sub-clause (3) of article 9 and sub-clause (2) of article 32 “connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the director;
- (b) the spouse or civil partner of the director or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the director or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the director or any connected person falling within sub-clause (a), (b) or (c) above; or
 - (ii) by two or more persons falling within sub-clause 41(d)(i), when taken together;
- (e) a body corporate in which:
 - (i) the director or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause 41(e)(i) who, when taken together, have a substantial interest.

42. Affiliation

Subject to the requirements of charity law and the duties of charity trustees, the club will affiliate to the RFU and affiliate to the Constituent Body designated to it by the RFU. The club will further comply with and uphold the bye-laws, rules and regulations of the Constituent Body, the RFU and the International Rugby Board/World Rugby as amended from time to time and the rules and regulations of any body to which the RFU is affiliated.