

Dated: 22 July 2021

Chobham Rugby Football Club

Company No. 08259843

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

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PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
Chobham Rugby Football Club Limited (the "Company")
(Adopted by special resolution passed on 22 July 2021)

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1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Company's articles of association for the time being in force;

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

Company: Chobham Rugby Football Club Limited;

Chairman: means the person elected from time to time in accordance with these Articles as the chairman of the Club;

Clear Days: means a period of days exclusive of the day on which the notice is served and of the day for which it is given;

Club: means Chobham Rugby Football Club;

The Committee: means together the Board and the Elected Officers;

Club Rules means the Rules of Chobham Rugby Football Club determined and amended from time to time in accordance with these Articles;

director: means a director of the Company and includes any person occupying the position of director, by whatever name called;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Act;

Elected Officer: means an officer elected in accordance with Article 19 (collectively being known as the "Elected Officers"); these are the other members of the Club Committee apart from the Board Members;

Honorary Members: means a person elected at the AGM either as a Vice President or an Honorary Life Member. Honorary Members have no status other than they do not pay membership fees.

Member: means a member of the Club, including Honorary Members appointed in accordance with Article 17.6;

ordinary resolution: has the meaning given in section 282 of the Act. An ordinary resolution is used for any motion at a General Meeting that requires a simple majority of votes in order to be passed.

Hon. Secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the Act. A special resolution is used for any motion at a General Meeting that requires 75% of votes cast in order to be passed.

subsidiary: has the meaning given in section 1159 of the Act;

writing: means the representation or reproduction of words, symbols, or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2. Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act.
- 1.3. Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

2. OBJECT

- 2.1. The object for which the Company is established is to:
 - 2.1.1. acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects in accordance with these Articles and the Club Rules;
 - 2.1.2. provide facilities for and generally promote, encourage and facilitate the playing of Rugby Union Football in the area of Surrey and amongst the community; and
 - 2.1.3. do all such other things as shall be thought fit to further the interests of the Company and Club, or to be incidental or conducive to all or any of the objects in this Article 2.

3. POWERS

- 3.1. The Company shall have the powers to do all such lawful things as set out in the Club Rules and as are consistent with the furtherance of its Objects.

4. WINDING UP

- 4.1. On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up or dissolution.

5. GUARANTEE

- 5.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
 - 5.1.1. payment of the Company's debts and liabilities contracted before he ceases to be a Member,
 - 5.1.2. payment of the costs, charges and expenses of the winding up, and
 - 5.1.3. adjustment of the rights of the contributories among themselves.

6. DIRECTORS' GENERAL AUTHORITY

- 6.1. Subject to the Articles, the directors are responsible for:

- 6.1.1. Maintaining the Rules of the Club;
 - 6.1.2. The management of the Company's business, for which purpose they may exercise all the powers of the company.
- 6.2. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles—
- 6.2.1. to such Elected Officer, person or committee;
 - 6.2.2. by such means (including by power of attorney);
 - 6.2.3. to such an extent;
 - 6.2.4. in relation to such matters or territories; and
 - 6.2.5. on such terms and conditions;
as they think fit.
- 6.3. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 6.4. The Board may revoke any delegation in whole or part, or alter its terms and conditions.
- 6.5. Notwithstanding 6.2 above, responsibility for the management of the company's business remains the responsibility of the board of directors.
- 6.6. 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, a General Meeting or as a written resolution in accordance with chapter 2 of part 13 of the Act.

7. DIRECTORS' REMUNERATION

- 7.1. Directors of Chobham Rugby Club Limited are not remunerated by the Company.

8. COMMITTEES AND THE ELECTED OFFICERS

- 8.1. Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.
- 8.2. The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.
- 8.3. The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three.

9. UNANIMOUS DECISIONS

- 9.1. A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 9.2. References in this Article to eligible directors are to directors who would have been

entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

- 9.3. A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

10. CALLING A DIRECTORS' MEETING

- 10.1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year.

- 10.2. The Board shall report on their activities to the Members at the annual general meeting.

- 10.3. Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Hon. Secretary to give such notice.

- 10.4. Notice of any meeting of the Board must indicate:

10.4.1. its proposed date and time;

10.4.2. where it is to take place; and

10.4.3. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 10.5. Notice of a meeting of the Board must be given to each director, but need not be in writing.

- 10.6. Notice of a meeting may be given to each Elected Officer at the discretion of the Board.

11. PARTICIPATION IN MEETINGS OF THE BOARD

- 11.1. Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

11.1.1. the meeting has been called and takes place in accordance with these Articles, and

11.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 11.2. In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

- 11.3. If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

- 11.4. If an Elected Officer is present at a meeting which they were notified of pursuant to article 10.6, their vote will count towards any resolution to be voted on at the meeting, provided they act in accordance with article 15.

12. QUORUM FOR DIRECTORS' MEETINGS

- 12.1. The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than four, and unless otherwise fixed it is four directors.
- 12.2. If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - 12.2.1. to call another meeting;
 - 12.2.2. to fill a causal vacancy arising among the directors in accordance with article 20;
 - 12.2.3. to appoint further directors; or
 - 12.2.4. to call a general meeting so as to enable the Members to appoint further directors.

13. CHAIRING OF MEETINGS OF THE BOARD

- 13.1. The Chairman shall be chairman of the Board. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present.
- 13.2. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the chairman.

14. CASTING VOTE

- 14.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote.

15. CONFLICTS OF INTEREST

- 15.1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 15.2. But if Article 15.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 15.3. This Article applies when—
 - 15.3.1. the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 15.3.2. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 15.3.3. the director's conflict of interest arises from a permitted cause.

- 15.4. For the purposes of this Article, the following are permitted causes—
- 15.4.1. a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - 15.4.2. subscription, or an agreement to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
- 15.5. For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 15.6. Subject to Article 15.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 15.7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. RECORDS OF DECISIONS TO BE KEPT

- 16.1. The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Company at general meeting.
- 16.2. Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 16.3. Any such records shall be circulated to all members of the Board.

17. APPOINTMENT OF DIRECTORS

- 17.1. Directors must be Members and shall be appointed in accordance with article 19 and the Club Rules.
- 17.2. The number of directors shall be not less than four and shall be subject to a maximum of fifteen.
- 17.3. The members of the Board shall be:
- 17.3.1. the President, who shall hold office for a three-year term.
 - 17.3.2. the Chairman, who shall hold office for a one-year term.
 - 17.3.3. the Hon. Treasurer, who shall hold office for a one-year term.
 - 17.3.4. the Hon. Secretary, who shall hold office for a one-year term. The Hon. Secretary shall be a director and the Company Secretary by virtue of his office.

- 17.4. All members of the Board shall be available for re-election at the end of their term.
- 17.5. Notwithstanding Article 17.3 above, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director —
- 17.5.1. by ordinary resolution, or
- 17.5.2. by a decision of the directors.
- 17.6. The Board may at its discretion award honoraria to such persons as it thinks fit.
- 17.7. All acts carried out in good faith at any meeting of the Board, Club Committee or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

18. ELECTED OFFICERS

- 18.1. There may be up to fifteen Elected Officers who, together with the Directors, form the Club Committee and shall be responsible for the running of the Club.
- 18.2. At the annual general meeting each year, the Elected Officers shall retire and shall be eligible for re-election in accordance with these Articles. The election for the office of Elected Officers shall be conducted in accordance with Article 19.

19. ELECTIONS

- 19.1. Any Member may nominate another Member to be the President, Chairman, Hon. Treasurer, Hon. Secretary or Elected Officer. Any person nominated as a member of the Board must become a Voting Member at the time of their admission if they are not a Voting Member already. Any nomination must be made on the form prescribed from time to time by the Board. Any nomination must be seconded by another Member. Members may only nominate or second one candidate for each post and the form must be completed and returned to the Hon. Secretary not later than such date as the Board shall prescribe each year.
- 19.2. If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed by the Board. The results of any such election must be announced at the annual general meeting.

20. CASUAL VACANCIES

- 20.1. A casual vacancy arising among the offices of President, Chairman, Hon. Treasurer, Hon. Secretary, or the Elected Officers, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

21. TERMINATION OF DIRECTOR'S APPOINTMENT

- 21.1. Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Company as soon as:

- 21.1.1. that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 21.1.2. a bankruptcy order is made against that person;
 - 21.1.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 21.1.4. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 21.1.5. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 21.1.6. that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated;
 - 21.1.7. that person is requested to resign by all the other members of the Board acting together;
 - 21.1.8. that person ceases to a Member; or
 - 21.1.9. notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 21.2. A President, Chairman, Hon. Treasurer or Hon. Secretary who is removed from office as a director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

22. APPLICATIONS FOR MEMBERSHIP

- 22.1. The subscribers to the Memorandum of Association of the Company and such other persons over eighteen years of age as are admitted to membership by the Board in accordance with the Club Rules and these Articles, shall be Members of the Company.
- 22.2. No person shall become a Member of the Company unless that person has completed an application for membership in a form approved by the Club Committee.
- 22.3. For the purposes of registration, the number of Members is declared to be unlimited.
- 22.4. The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of Members provided that the Board shall use its best endeavours to ensure that the fees set by it do not preclude open membership of the Company.

23. TERMINATION OF MEMBERSHIP

- 23.1. It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Company so require, by notice in hard copy form sent by prepaid post to a

Member's address, to request that member to withdraw from membership of the Company within a time specified in such notice. If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the Member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Disciplinary sub-committee to which it has delegated its powers. The Disciplinary sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Disciplinary sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. The Disciplinary sub-committee may exclude the Member from the Club's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the Member shall be entitled to attend the Club's premises to attend that meeting (if it is held at them) for the purpose of making his representations. A person may appeal against such decision by notifying the Disciplinary sub-committee who shall put the matter to a Management Committee meeting to be decided by a majority vote of the Members present and voting at such meeting.

- 23.2. A Member may withdraw from membership of the Club by giving seven clear days' notice to the Club in writing.
- 23.3. The membership of a Member terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
- 23.4. Membership is not transferable.
- 23.5. Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription.

24. ANNUAL GENERAL MEETINGS

- 24.1. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by at Directors Meeting.
- 24.2. Notice of a General Meeting shall be given in accordance with the Act and the Club Rules.
- 24.3. The annual general meeting shall be held for the following purposes:
 - 24.3.1. to receive from the Club Committee or Board the Company's accounts;
 - 24.3.2. to receive from the Management Committee and Board a report of the activities of the Company since the previous annual general meeting;
 - 24.3.3. to appoint the new Company auditors where necessary;

24.3.4. to announce the election (as appropriate) of the Chairman, Hon. Treasurer, Hon. Secretary, President, and the Elected Officers to be appointed in accordance with these Articles; and

24.3.5. to transact such other business as may be brought before it, including without limitation the appointment of Honorary Life Members and Vice Presidents, in recognition of outstanding contribution or long service to the Club.

24.4. All general meetings, other than annual general meetings, shall be called special general meetings.

25. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

25.1. A Member is able to exercise the right to vote at a general meeting when:

25.1.1. They are able to vote, during the meeting, on resolutions put to the vote at the meeting, and

25.1.2. that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

25.2. The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

25.3. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

25.4. Two or more Members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

25.5. 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.

26. QUORUM FOR GENERAL MEETINGS

26.1. Subject to Article 30, 20 Members present in person shall be a quorum.

26.2. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

27. CHAIRING GENERAL MEETINGS

27.1. The President shall chair general meetings if present and willing to do so. If the President shall be absent, the chairman shall preside. If the chairman is not present the Members must appoint a director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

27.2. The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

28. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 28.1. The chairman of the meeting may permit other persons who are not Members to attend and speak at a general meeting.

29. ADJOURNMENT

- 29.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 29.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 29.2.1. the meeting consents to an adjournment, or
 - 29.2.2. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 29.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 29.4. When adjourning a general meeting, the chairman of the meeting must:
- 29.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 29.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 29.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 29.5.1. to the same persons to whom notice of the Company's general meetings is required to be given, and
 - 29.5.2. containing the same information which such notice is required to contain.
- 29.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 20 Members shall be a quorum.

30. VOTES OF MEMBERS

- 30.1. Subject to the Act, at any general meeting:
- 30.1.1. Every Member shall be entitled to receive notice of, attend general meetings and cast one vote.
 - 30.1.2. A resolution put to the vote of a general meeting must be decided on a show of hands.

31. PROXIES

- 31.1. If a Member is unable to or does not wish to attend, they may appoint a proxy to attend and vote on their behalf. The nominated proxy must be a Member of the Company.
- 31.2. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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 Company by or on behalf of that person.
- 31.3. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 31.4. 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.
- 31.5. 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, e.g. by power of attorney.

32. CONTENT OF PROXY NOTICES

- 32.1. Proxies may only validly be appointed by a written notice in the prescribed form (a "proxy notice") as approved the Directors and [annexed to the Club Rules OR found on the Club website].
- 32.2. 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.
- 32.3. Unless a proxy notice indicates otherwise, it must be treated as—
 - 32.3.1. 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
 - 32.3.2. 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.

33. DELIVERY OF PROXY NOTICES

- 33.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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 company by or on behalf of that person.
- 33.2. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 33.3. 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.
- 33.4. 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.

34. ERRORS AND DISPUTES

- 34.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 34.2. Any such objection must be referred to the chairman of the meeting whose decision is final.

35. AMENDMENTS TO RESOLUTIONS

- 35.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 35.1.1. notice of the proposed amendment is given to the Secretary in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 35.1.2. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 35.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 35.2.1. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 35.2.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 35.3. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 35.4. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

36. MEMBERS DISCRETION TO AMEND RULES

- 36.1. The Members in general meeting may, by Special Resolution, make, vary and revoke Rules.
- 36.2. Rules made pursuant to this article must, in order to be valid, be compliant with the Companies Acts and these Articles.

37. MEANS OF COMMUNICATION TO BE USED

- 37.1. Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Club.
- 37.2. Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board 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.

- 37.3. A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

38. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

- 38.1. Except as provided by law or authorised by the Board or an ordinary resolution of the Club, no Member is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

39. INDEMNITY

- 39.1. Subject to Article 39.2, a relevant director of the Company may be indemnified out of the Company's assets against:

39.1.1. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company,

39.1.2. any liability incurred by that director in connection with the activities of the company, or

39.1.3. any other liability incurred by that director as an officer of the Company.

- 39.2. This Article does not authorize any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

- 39.3. In this Article a "relevant director" means any director or former director of the Company.

40. INSURANCE

- 40.1. The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.

- 40.2. In this Article:

40.2.1. a "relevant director" means any director or former director of the Company;

40.2.2. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company.

41. DISSOLUTION

- 41.1. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed to another registered community amateur sports club for rugby union, or to the RFU for use in community related rugby union initiatives.

- 41.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 41.3. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 41.4. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 41.5. In this article:
- 41.5.1. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company; and
- 41.5.2. a **relevant officer** means any director or other officer or former director of the Company.