



The Constitution of Minchinhampton Rugby Football Club Ltd

1 Name

The name of the Club is Minchinhampton Rugby Football Club Limited. (hereinafter called “MRFC”)

2 Object and Values

MRFC is a family club, built by its members for its members offering rugby for all ages and abilities.

The Core Values are:

- **Welcoming** - We are a community club that welcomes all players and their families offering camaraderie, harmony and inclusivity.
- **Enjoyment** - We focus on players having fun and enjoying their rugby, whilst always striving to be better.
- **Respect** - We show respect and consideration at all times to all members of the club, match officials and visiting teams.
- **Integrity** - We operate with integrity through being open, honest and transparent in all decisions and communications.
- **Caring** - We care about the welfare and safety of all players and ensure we offer rugby for all.
- **Sustainable** - We are realistic and cautious in the development and running of the club, ensuring it is sustainable for generations to come.
- **Quirky** - We recognise and embrace the unconventional and offbeat ideas contributed by our members which make MRFC just a little bit different.

3 Policies and Adopting Best Practice¹

MRFC shall achieve and retain accreditation under the relevant accreditation scheme, currently The Club Accreditation Scheme, of the national governing body The Rugby Football Union, which in turn is led, for game policy matters, by World Rugby. In so doing it shall:

- Adopt and implement the relevant prevailing policies with respect to club management including but not limited to welfare, health and safety, coaching and governance
- Maintain membership of the Gloucestershire RFU and the local combination (Stroud & District) such that the club can remain up to date and be properly represented
- Train, play, spectate, support and referee in the letter and spirit of the core values, laws and principles of the sport as set out by the National and International governing bodies the RFU and World Rugby.

¹ Reference to specific bodies external to MRFC should be taken as reference to any successor bodies as applicable.



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- Where necessary either by law, to manage the expectations of a range of stakeholders or by need for the communication of policy or procedure MRFC shall set down and communicate policies to cover specific arrangements.

4 Membership of MRFC & Equality

Membership of MRFC shall be open to any person who wishes to join the club, subject to available capacity, irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of rugby union as a particular sport and subject to the payment of the appropriate membership fees for the section of the club they are representing. The Executive retains the right to refuse or remove membership from anyone who acts detrimentally to the values, policies and objectives of the Club through the disciplinary process.

There are six different types of membership:

- President
- Honorary member (including the principals of major sponsors)
- Vice president
- Coaching staff
- Adult player
- Junior / Mini player

Honorary members are approved by and invited to membership of the club by the Executive. Any member of the club can make a nomination for honorary membership to the Executive for consideration.

The legal guardian or an identified other adult may represent, vote and act on behalf of junior player members.

5 The Officers

The club shall be led by an Executive Committee (here in called the 'Executive) comprising made up of "The Officers":

- Club Chairman, also standing as Senior Section Chairman
- Club Treasurer
- Club Secretary
- Junior Section Chairman
- Touch Section Chairman
- Director of Rugby



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- Facilities Secretary
- Commercial Secretary
- Communications Secretary

The Officers shall have full voting rights at Executive Committee meetings which each require a quorum of five (5) officers.

- a. The Officers shall have the authority to manage the affairs of MRFC.
- b. The Executive Committee shall approve an appropriate annual Membership Fee due for each player as proposed by the respective sections.
- c. The Officers shall be voted in by the members of MRFC at a convened meeting yearly, known as the Annual General Meeting (hereinafter called the AGM).
- d. Officers wishing to resign or who do not intend to offer themselves for re-election at the AGM shall give the Secretary a minimum of two months' notice.
- e. If a vacancy in the Executive arises during the year, the remaining members of the Executive may co-opt any member they may think fit and who shall hold the office until the next AGM.
- f. Further co-opted roles may be added to the Executive Committee from time to time, with the approval of the Executive Committee.
- g. The Officers shall be appointed as directors of the limited company and manage the club on a voluntary basis.
- h. Officers will be automatically retired should they be found to be carrying on any activities that may bring the club into disrepute.

6 Appointment of President

Nomination from each section of the club shall be put forward to the Executive. The appointment of a President for MRFC will be decided by the Executive (subject to no substantive objection from anyone of the three sections), and his/her tenure will be for a three year period unless prior resignation of the said person deems the election of a new President. The President can continue for consecutive three year periods thereafter if so elected by the Officers.

7 Section

The club is divided in to three sections, namely the Junior Section, the Senior Section and the Touch Section. The Junior Section includes membership of any gender playing tag or contact rugby up to and including the Colts age group. The Senior Section includes all adults of any gender playing contact rugby. The Touch Section covers players of any gender or age playing touch rugby.

8 Sub Committees/Appointed Posts



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Each of the Officers is in turn the principal of the relevant Sub Committee.

Each Sub Committee sets its own Terms of Reference to be approved by the Executive.

The club structure can be found in Appendix 1.

The membership of the Sub Committees of the Club will include the “appointed posts” that the Executive allocate to the Sub Committees. Appointed posts will be filled at the appropriate Sub Committee meeting prior to the AGM.

The Appointed posts shall be posts within the Club that the Officers determine are required. It is the club’s intention that all Sub Committees, apart from those whose sole purpose relates only to one section, include representation from each and every section of the club.

If a vacancy in a Sub Committee arises during the year, the remaining members of the Sub Committee may co-opt any member they may deem fit in accordance with the above guidance.

9 Meetings of the Executive Committee and Sub Committees

The Executive Committee, Senior Sub Committee, Junior Sub Committee and Touch Sub Committee shall meet at least 8 times a year. The minutes from those meetings shall be published to the membership of the club. Any member can suggest agenda items to those Committee meetings through the relevant person, with seven days notice.

The other sub committees shall meet with a frequency as set out in their TORs.

Any Club member is entitled to attend the relevant Sub Committee meeting.

10 Annual General Meeting

The Secretary shall post notice of the AGM not less than twenty eight (28) days prior to the AGM date at the clubhouse and on the MRFC website.

All positions on the Executive shall be elected by the Club members at the AGM.

Members of MRFC may nominate members for positions on the Executive Committee. Such nominations shall either be submitted on a posted list of Executive Posts, or in writing to the Secretary. All nominations should be seconded by another member. All nominations should be submitted up to, but not less than, seven (7) days prior to the date of the AGM.

25 members, excluding the Chair of the AGM, are required at an AGM. To create a quorum there must be present a minimum of 6 members each of the Senior, Junior and Touch Sections. In addition, 1 fully paid up Vice President must be present with at least 51% of the total present voting on a motion before it can be passed.

The President shall take the Chair at the AGM but may from time to time decide to relinquish the Chair to the Chairman. When both such persons are absent the Chair shall be taken by the Secretary or another Officer as appointed by the Chairman. In the event that there are two or more people nominated and seconded for a single position then those individuals will be asked to leave the AGM



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whilst those present vote on the individuals. The person in the chair may not vote unless such a vote results in no clear election of an elected post, whereby he/she will have the casting vote.

Provision is made for authenticated written proxy, which must be presented to the Secretary twenty-four hours before the AGM.

At the AGM, reports on the past 12 months activities shall be presented by the Chairman to include reports from each Sub Committee of the Club, and the Treasurer, plus any other Officer that the Executive deem fit.

11 Failure to Appoint

The proceedings of the Officers shall not be invalidated by any failure to elect or appoint.

12 Extraordinary General Meeting

An Extraordinary General Meeting (hereinafter called an EGM) may be called at any time by written application to the Secretary backed by fifteen (15) Members of MRFC.

The Secretary will notify the membership of such an EGM through use of the web-site and will give at least seven (7) days notice of where and when the EGM will take place.

25 members, excluding the Chair of the EGM, are required at an EGM. To create a quorum there must be present a minimum of 6 members each of the Senior, Junior and Touch sections. In addition, 1 fully paid up Vice President must be present with at least 51% of the total present voting on a motion before it can be passed.

Provision is made for authenticated written proxy, which must be presented to the Secretary twenty-four hours before the EGM.

There are special notice periods for an EGM relating to the amendment of the Constitution or reserved matters, see Section 15.

13 Finance, funding and cost allocation

13.1 The club annual plan and central costs

The financial year shall run from 1st June to 31st May of the following year with the Officers being responsible for the regularity and propriety of all club accounts. The officers shall ensure that the club is run in an [economically sustainable manner / profitably] and that sufficient reserves or capacity maintained to mitigate any unplanned shortfalls. The Club shall be funded by a combination of subscriptions, match fees, donations, revenue support from grant funding bodies, member fund raising, sponsorship and profit on sales of merchandise. At the start of the financial year the Executive will set out the budget for the club account and central costs and the amount required to support this budget (including contingency).



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The Officers shall have power on behalf of the Club to collect and receive money and funds by means of contributions, donations, subscriptions, deeds of covenant, legacies, grants, sponsorship, advertising, gifts or any lawful method and may also, on behalf of the Club, accept and receive gifts of property of any descriptions. All monies shall be banked as soon as is practicably possible in the appropriate club account.

Each section shall contribute centrally to the club account to cover the central costs. The apportionment for this central contribution shall be determined by the Executive Committee and may be varied, from time to time. This apportionment shall be made in a way to fairly represent the usage and costs of each section, in an equitable manner. Costs relating to the following activities, as approved by the Executive, may be allocated to the club account:

- Insurances and professional fees
- Grassland and agronomy
- Coach training, playing equipment² and first aid
- Utilities and asset maintenance
- Third party facilities

The Club may purchase goods and services in order to provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002

The club account will be used for all commercial income and expenditure. This will include the day to day income and expenditure relating to food and beverage. This will also include whole club events, as approved by the Executive. All other costs shall be allocated to the account relating to section to which the cost is incurred. Where there are costs with uncertainty over which section incurred the costs the appropriate allocation shall be determined by the Executive.

The Officers may, from time to time, allocate funds to, or allocate agreed surpluses from, the club account for the good and benefit of MRFC. A system to control expenditure shall be managed by the club treasurer and limits of authority maintained.

13.2 Section finance

Each section and relevant subcommittee shall ensure that their section is run in an [economically sustainable manner / profitably] and that sufficient reserves or capacity are generated to make their annual contribution to central costs, to mitigate unplanned shortfalls in their annual plan.

Each Section and relevant Sub Committee is required to submit a detailed annual forecast of income and expenditure for approval by the Executive by end of July each year so that the club budget can be prepared.

Unless it is demonstrably in the longer term interests of the entire club no section shall receive nor require a level of general or unique subsidisation greater than that given to any other section. Sections shall therefore be self-funding and have the freedom to:

² Does not include clothing, strips or uniform which are considered to be section specific costs



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- set their own subscription levels, although approved by the Executive,
- to raise funds,
- control of their own expenditure.

Any costs arising that have not been included in the appropriate detailed forecasts can be requested using the club's purchase requisition form at the relevant sub-committee. Any of these costs amounting to more than £500 shall be approved solely by the Executive, at its absolute discretion.

All section surpluses shall be remitted to the club account by the end of the financial year, or earlier as recommended by the finance committee. The Executive has the right to approve any transfers required to the club account.

In the event one section is unable to meet its ongoing obligations, a case shall be presented to the Executive Committee who, in turn, shall make every effort to support the section and resolve any future issues, in order to ensure the satisfactory continuation of the section.

13.3 Audit

At least once in any financial year the accounts of MRFC shall be prepared by the Club Treasurer, on a whole club basis, for presentation, and/or scrutiny, by one or more qualified accountants. This annual review shall include a 100% stock take and physical audit of the club's asset register and an audit of cash in bank by no less than three of the officers such that an update to the balance sheet can be made. This independent review of the accounts shall be made by someone other than anyone holding a treasurers position within the club.

Each section and relevant subcommittee shall send a copy of their YTD accounts to the Club Treasurer each month prior to being presented to the Executive in the following month.

14 Dissolution

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

- Another Club with similar sports purposes which is a registered charity and/or
- Another Club with similar sports purposes which is a registered CASC and/or
- The sport's national governing body for use by them for related community sports.

15 Amendment of Constitution and reserved matters

An initial EGM must be called in order to propose the motion of an amendment to the Constitution or to pass a motion to execute a reserved matter (See 15.1). This motion shall receive the assent of not less than 5 Officers backed by fifteen (15) Members of MRFC. This EGM may be called at any time by written application to the Secretary. The Secretary will notify the membership of such an EGM through use of the web-site and will give at least seven (7) days notice of where and when the



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EGM will take place. A successful vote at this EGM would enable any amendments to the Constitution to be drafted.

A second EGM must be called in order to approve and ratify any amendments made or reserved matters to be enacted. This EGM may be called no sooner than twenty eight (28) days after the initial EGM. The Secretary will notify the membership of such an EGM through use of the web-site and will give at least seven (7) days notice of where and when the EGM will take place.

15.1 Reserved Matters

Without prejudice to any requirement of applicable law including amongst others the restrictions on Community Amateur Sports Clubs as provided for in the Finance Act 2002 none of the actions listed below shall be taken by the club without invoking an EGM as set out in Section 15.

- i. The issuing of any debt instruments
- ii. Decisions regarding the approval of merger plans
- iii. Purchase, leasing or divestment of any asset to a value exceeding £20k or transactions which, irrespective of their size, materially lie outside the club's course of business.
- iv. Enter into any Material Contract or purchase, hire, lease or enter into any finance arrangement to acquire any asset for a consideration in excess of £50,000
- v. Sell, transfer, lease, assign, encumber or otherwise dispose of a material part of its undertaking, property or assets (or any interest in them), or contract to do so;
- vi. Dispose of, or the grant of any option or right of pre-emption in respect of, any asset valued in the club's asset register or balance sheet at more than £25,000;
- vii. Any change in the basis of accounting principles or policies employed by the Company other than as required by law or accounting policies generally accepted in the United Kingdom from time to time;
- viii. Changes in or restructuring of the club's activities, including acquisition or sale of a club, company or business, any material change in the nature or scope of the activity including the introduction or discontinuance of any unrelated field of activity and the relocation or expansion of the club;
- ix. Changes to the capital or revenue expenditure outside those described in section 13.
- x. Enter into any agreement or arrangement in the nature of partnership, consortium, joint venture or profit sharing arrangement, or the amalgamation with any other club, company business or person;
- xi. Acquire any share or other investment interest in any other business, club or company or incorporate any new subsidiary undertaking;
- xii. The giving of a guarantee or indemnity to secure liabilities or obligations of any third party
- xiii. The filing of a petition for winding up by the club, business or company or the making of any arrangement with creditors generally or any application for an administration order or for the appointment of a receiver or administrator;



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- xiv. To instigate, defend, settle or compromise any litigation (other than debt collection in the ordinary course of business);
- xv. The creation of any fixed or floating charge, lien (other than a lien as arising by operation of law), debenture, pledge or other encumbrance or security interest over the whole of any part of its undertaking, property, uncalled capital or assets;
- xvi. Raise loans, arrange mortgages/debentures or provide security to amounts exceeding £50k.
- xvii. Make any borrowing other than in accordance with the annual plan or with respect to trade creditors in the ordinary course of business;
- xviii. Enter into any or vary any contract or obligation with any Shareholder or director of the Company or their Connected Persons except as set out in the Approved annual plan;
- xix. Enter into or vary the terms of any employment contract with any employee

16 Executed Constitution

The final signed constitution shall be initialled on every page by the Chair of each of the three sections. This document shall then be held for safe keeping by the RFU.

The Secretary shall keep copies of all historic versions of the constitution.

The constitution of MRFC was amended following an EGM on _____ and was put in place on _____ as witnessed and approved by the membership and signed by the following elected Officers of MRFC.

Name	Officer Role	Signature



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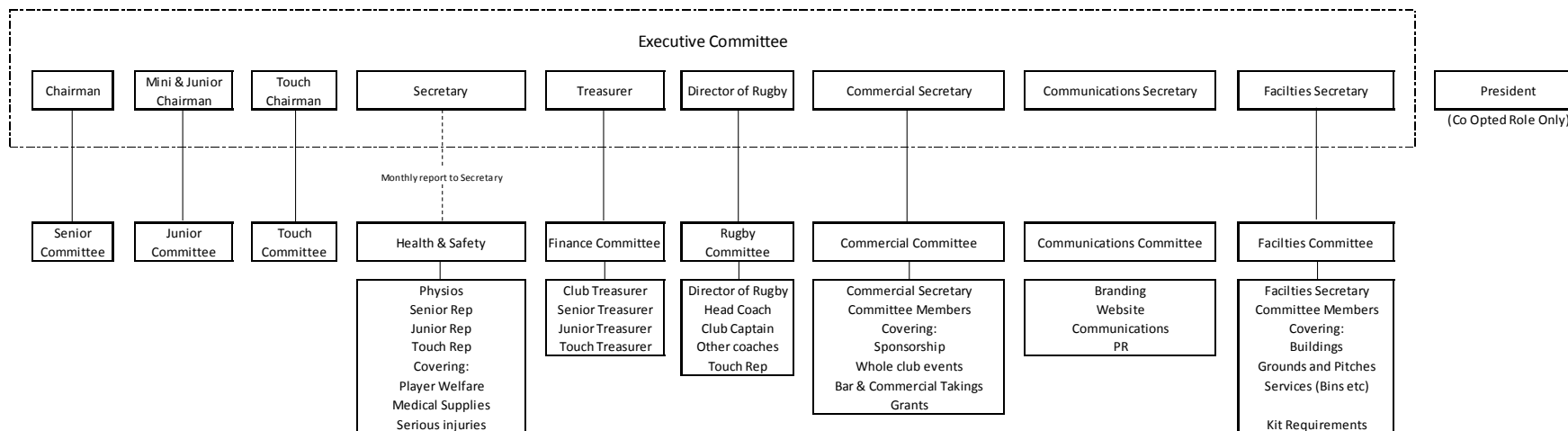
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Appendix 1

MRFC - Club Structure



Registered Address Minchinhampton Rugby Football Club Ltd, 17 Cambridge Way, Minchinhampton, Stroud, GL6 9DE
 Company Registration Number 07383769
 Minchinhampton Rugby Football Club Ltd is CASC registered. CASC No: 05940