

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Devon Rugby Referees' Society Ltd

Company number: 11000636

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Articles of Association of Devon Rugby Referees' Society Ltd

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

2.1 The objects of the Company are:

2.1.1 to encourage the representation and promotion of refereeing within the Game;

2.1.2 to recruit, support and retain match officials within the Game;

2.1.3 to establish and further the training and development of match officials;

2.1.4 to provide and appoint (or procure that its members provide and appoint) match officials to the Game where the RFU or any of its members request such appointments to be made;

2.1.5 to promote the Game as a whole;

2.1.6 to comply with and uphold the rules and regulations of the RFRU, the RFU and the rules and regulations of any body to which the RFU is registered or affiliated, as amended from time to time;

2.1.7 to instigate disciplinary procedures or performance reviews regarding the members where permitted by these Articles and the Company's rules and to refer its members to be disciplined by the RFU or the RFRU (as appropriate) where so required by the rules and regulations of the RFU or the RFRU (as the case may be);

2.1.8 to offer support to rugby union clubs or bodies; and

2.1.9 to do all such other things as the Directors think fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated above.

3. Powers

3.1 To further its objects the Company may:

3.1.1 acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Devon Rugby

Referees' Society (the “Unincorporated Society”) and to indemnify the Unincorporated Society, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of the Unincorporated Society and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the Unincorporated Society and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;

- 3.1.2 make provision for the recruitment, training and development (including assessment and grading) of rugby union referees;
- 3.1.3 promote and implement national and internationally recognised standards of accreditation, qualification and training in refereeing, rugby union referee instruction and coaching;
- 3.1.4 provide training, or support others to provide, or to access training opportunities to ensure and maintain the highest standards of safety, participation and performance among those involved in refereeing, whether in an employed or voluntary capacity and to provide advice or information;
- 3.1.5 co-operate and/or enter into agreements with the RFRU and/or the RFU and/or the South West Peninsula Federation of Rugby Referee Societies and other rugby union bodies to further the promotion and development of rugby union refereeing;
- 3.1.6 organise and assist in the provision of courses of instruction and any other educational activities in relation to rugby union refereeing;
- 3.1.7 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium in relation to rugby union refereeing ;
- 3.1.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.1.9 provide a progression structure for the development of refereeing from grassroots to elite level;
- 3.1.10 provide appropriate guidance and monitoring on all matters of governance including disciplinary matters, compliance and safeguarding;
- 3.1.11 provide and assist in the provision of money, materials or other help;
- 3.1.12 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.13 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.14 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;

- 3.1.15 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.1.16 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.17 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.18 arrange for investments or other property of the Company to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.19 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or Company;
- 3.1.20 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.21 accept (or disclaim) gifts of money and any other property;
- 3.1.22 raise funds by way of subscription, donation or otherwise;
- 3.1.23 engage and pay consultants and professional or other advisers;
- 3.1.24 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.1.25 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.26 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company;
- 3.1.27 provide indemnity insurance for the Directors or any other officer of the Company; and
- 3.1.28 do all such other lawful things as may further the Company's objects.

NOT FOR PROFIT STATUS

4. Limitation on private benefits

- 4.1 The income and property of the Company shall be applied solely towards the promotion of its objects.

Permitted benefits to members, Directors and Connected persons

- 4.2 No part of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the

Company or any Director or person connected to a Director provided that nothing shall prevent any payment in good faith by the Company of:

- 4.2.1 any payments made to any member in his or her capacity as a member of the Company;
- 4.2.2 reimbursement by the Company for, or paying out of the Company's property, reasonable expenses properly incurred by him or her when acting on behalf of the Company;
- 4.2.3 reasonable and proper remuneration to any member for any goods or services supplied to the Company (including in the case of a Director, for the service of acting as Director and services performed by the Director under a contract of employment with the Company);
- 4.2.4 interest at a reasonable and proper rate on money lent to the Company;
- 4.2.5 reasonable and proper rent for premises let to the Company;
- 4.2.6 payment of reasonable and proper premiums in respect of indemnity insurance effected in accordance with Articles 3.1.27; and payment under an indemnity from the Company in accordance with the indemnity provisions set out in Article 6. provided that where benefits are conferred under Article 4.2, Article 20 (Conflicts of Interest) must be complied with by the relevant Director in relation to any decisions regarding the benefit.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

- 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 or she is a member or within one year after he or she ceases to be a member, for:
 - 5.1.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
 - 5.1.2 payment of the costs, charges and expenses of winding up; and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

8. Company Representatives

8.1 RFRU Council Representatives. - The Directors shall appoint a RFRU Council Representative to attend the RFRU Council's meetings on behalf of the Company, provided any such appointment is consistent with the RFRU's rules and regulations. The RFRU Council Representative will, in the ordinary course of business, be nominated by the Directors, who shall be free to resolve that another individual be selected instead.

8.2 Other Representatives - Where the Society is a participating member of an external referee organisation the Board shall have the power to appoint such representatives as is deemed necessary to ensure full participation in any such organisation. Such appointments would be for one season's duration and shall normally be made at the first meeting of the Board after the Annual General Meeting but may be made at any time during the season as circumstances demand. Any representatives so appointed would be expected to support within reason, the aims and objectives of that organisation provided that they did not conflict with any stated policy of the Company.

9. Directors may delegate

9.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

9.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee.

9.3 Any delegation by the Directors may be:

9.3.1 by such means;

9.3.2 to such an extent;

9.3.3 in relation to such matters or territories; and

on such terms and conditions, as they think fit.

9.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

9.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

10. **Committees**

10.1 In the case of delegation to committees:

10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

10.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify. Unless the Directors resolve otherwise, the Chair, and the Secretary shall sit on any committee of the Company ex-officio.

10.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;

10.1.4 the Directors may make, repeal or alter such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

11. **Delegation of day to day management powers**

11.1 In the case of delegation of the day to day management of the Company to the Chair or other manager or managers:

11.1.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;

11.1.2 the Directors shall provide any manager with a description of his or her role and the extent of his or her authority; and

11.1.3 any manager must report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts which are sufficient to explain the financial position of the Company.

12. **Rules**

12.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Company and its affairs. The rules shall be binding on all members of the Company. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

12.2 The rules may regulate the following matters but are not restricted to them:

12.2.1 the duties of any Directors or employees of the Company;

12.2.2 the admission of members of the Company and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

12.2.3 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;

12.2.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors);

12.2.5 any of the matters or things within the powers or under the control of the Directors; and

12.2.6 generally, all such matters as are commonly the subject matter of Company rules.

DECISION-MAKING BY DIRECTORS

13. **Directors to take decisions collectively**

13.1 Any decision of the Directors must be either:

13.1.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 18); or

13.1.2 a unanimous decision taken in accordance with Article 19.

14. **Calling a Directors' meeting (Board)**

14.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that the Board holds a meeting in August of each year, and determines a schedule of meetings of both the Board and any sub committees that best meet the needs of the management of the society.

14.2 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

14.3 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

14.3.1 all the Directors agree; or

- 14.3.2 urgent circumstances require shorter notice.
- 14.4 Notice of Directors' meetings must be given to each Director.
- 14.5 Every notice calling a Directors' meeting must specify:
 - 14.5.1 the place, day and time of the meeting;
 - 14.5.2 the general nature of the business to be considered at such meeting; and
 - 14.5.3 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.
- 14.6 Notice of Directors' meetings need not be in Writing.
- 14.7 Article 48 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.
- 15. **Participation in Directors' meetings**
 - 15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - 15.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
 - 15.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
 - 15.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
 - 15.4 The Directors meetings shall;
 - 15.4.1 delegate specific responsibilities to the Directors relevant to their roles;
 - 15.4.2 receive regular reports from the Directors on the exercise of their responsibilities and consider any recommendations that require executive action;
 - 15.4.3 determine all issues not within the delegated powers of the Directors which relate to the organisation of or the formulation of new policy for the Company;
 - 15.4.4 to consider and approve appointments of referees, touch judges and advisers made by the Company to games within their geographic operating area and outside the County on exchange;

15.4.5 to grade referees according to their ability and performance in line with the current criteria for appraisal being operated by the Company and the current criteria of the Rugby Football Union.

16. Quorum for Directors' meetings

16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for Directors' meetings is to be 6 or 50% of the Directors for the time being, whichever is the greater.

16.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

16.3.1 to appoint further Directors; or

16.3.2 to call a general meeting so as to enable the members to appoint further Directors.

17. Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as Chair of each Directors' meeting.

18. Casting vote

18.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the Chair of the meeting has a casting vote in addition to any other vote he or she may have.

18.2 Article 18.1 does not apply if, in accordance with the Articles, the Chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Unanimous decisions without a meeting

19.1 A decision is taken in accordance with this Article 19 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Directors cannot rely on this Article to make a decision if one or more of the Directors has a Conflict of Interest which, under Article 20, results in them not being entitled to vote.

19.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

19.3 A decision which is made in accordance with this Article 19 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

- 19.3.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the Directors;
- 19.3.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 19.3;
- 19.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 19.3.4 the Recipient must prepare a minute of the decision in accordance with Article 52 (Minutes).

20. **Director interests and management of conflicts of interest**

Declaration of interests

- 20.1 Unless Article 20.2 applies, a Director must declare the nature and extent of:
 - 20.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company; and
 - 20.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company.
- 20.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

Participation in decision-making

- 20.3 If a Director’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director’s interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.
- 20.4 If a Director’s interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
 - 20.4.1 the decision could result in the Director or any person who is Connected with him or her receiving a benefit other than:

- (a) any benefit received in his or her capacity as a member of the Company (as permitted under Article 4.2.1) and which is available generally to the members of the Company;
 - (b) the level of the Company's membership subscriptions;
 - (c) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.27;
 - (d) payment under the indemnity set out at Article 6; and
 - (e) reimbursement of expenses in accordance with Article 4.2.2; or
- 20.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary,
- in which case he or she must comply with Article 20.5.
- 20.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 20.5, he or she must:
- 20.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;
 - 20.5.2 not be counted in the quorum for that part of the process; and
 - 20.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Company

- 20.6 Where a Director or person Connected with him or her has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

21. Register of Directors' interests

The Directors must ensure a register of Directors' interests is kept.

22. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

23. Number and type of Directors

23.1 There shall be at least four Directors and not more than fourteen Directors, and the Board will, in the ordinary course of business, include the following Director positions:

23.2 The members of the Board shall be

23.2.1 the Chair;

23.2.2 the President (who shall be an active member of the Company);

23.2.3 the Immediate past President;

23.2.4 the Vice-President

23.2.5 the Secretary Director (which may or may not be the same person as the ‘Secretary’ appointed under Article 50, as the Directors decide);

23.2.6 the Appointment Director;

23.2.7 the Disciplinary Director;

23.2.8 the Elected active member Director;

23.2.9 the Exchange Director;

23.2.10 the Grading Director;

23.2.11 the Re-appointment Director;

23.2.12 the Recruitment & Retention Director;

23.2.13 the Training Director;

23.2.14 the Treasurer Director; and

23.2.15 such other persons (if any) appointed by the Directors to fill a vacancy on the Board until the next annual general meeting, provided that the total number of Directors at any one time shall not exceed the maximum number fixed by these Articles.

23.3 The first Directors, who shall hold office until such time as they are due to retire in accordance with these Articles shall be;

	Office	Holder	Retirement Date
23.3.1	Chair	Paddy Dummett	AGM 2022

23.3.2	President	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.3	The Immediate Past President	Stuart Read	AGM 2018
23.3.4	The Vice-President	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.5	The Secretary	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.6	The Appointment Director	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.7	The Discipline Director	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.8	The Elected Active Member Director	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.9	The Exchange Director	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.10	Grading Director	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.11	Re-appointment Director	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.12	Recruitment & Retention Director	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.13	Training Director	As elected at unincorporated society 2017 AGM	AGM 2018
23.3.14	The Treasurer	As elected at unincorporated society 2017 AGM	AGM 2018

24. **Appointment of Directors and retirement of Directors**

Appointment of Directors

- 24.1 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 25, may be appointed to be a Director subject to the provisions of these Articles.
- 24.2 Any member entitled to vote may nominate another member to be the Chair, the President, the Vice-President or any other Director. Any person nominated as a member of the Board must be a member entitled to vote. Any nomination must be made on the form prescribed from time to time by the Directors. Any nomination must be seconded by another member entitled to vote. Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Directors shall prescribe each year.
- 24.3 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 Directors. The results of any such election must be announced at the annual general meeting by the Directors.

24.4 The Directors shall have the power to appoint up to three Co-opted Directors. Co-opted Directors shall be chosen on an assessment of the Company's required skills and competencies.

24.5 The Directors may at the Board's sole discretion appoint such other persons (if any) to fill a vacancy until the next annual general meeting. Such appointed Directors shall be entitled to vote at the meetings of the Board.

Automatic retirement

24.6 Subject to Article 24.11, at every annual general meeting all Directors except for the Chair must retire from office but may (subject to the provisions of this Article 24) offer themselves for reappointment by the members except for Co-opted Directors, who may be re-appointed by a Board resolution.

24.7 Subject to Article 24.11, the Chair shall have a tenure of office for three years, where upon expiry s/he must retire from office but may (subject to the provisions of this Article 24) offer themselves for reappointment on an annual basis at the annual general meeting.

24.8 If the Company at the meeting at which a Director (other than Co-opted Directors) retires does not fill the vacancy, the retiring Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved by those members entitled to vote not to fill the vacancy or unless a resolution of those members entitled to vote for the reappointment of the Director is put to the meeting and lost.

24.9 A Co-opted Director who has served for six consecutive terms of office may not be reappointed as a Co-opted Director.

Minimum age

24.10 No person may be appointed as a Director unless he or she has reached the age of 18 years.

Timing of retirement

24.11 A Director who retires at an annual general meeting and who is not reappointed shall retain office until either:

24.11.1 the meeting appoints someone in his or her place; or

24.11.2 (if no one is appointed in his or her place) until the end of the meeting.

General

24.12 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

25. **Disqualification and removal of Directors**

25.1 A Director shall cease to hold office if:

25.1.1 he or she ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;

25.1.2 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

25.1.3 notification is received by the Company from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect);

25.1.4 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;

25.1.5 at a general meeting of the Company, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; and

25.1.6 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26. **Becoming a member**

26.1 The members of the Company shall be the subscribers to the Memorandum of Association of the Company, together with any other member of the unincorporated society at the date of incorporation, and such other persons as are admitted to membership by the Directors in accordance with the Articles.

26.2 With the exception of the subscribers to the Memorandum together with any other member of the unincorporated society at the date of incorporation, no person may become a member of the Company unless:

26.2.1 that person has applied for membership in a manner approved by the Directors; and

26.2.2 the Directors have approved the application. The Directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

- 26.3 Subject to Article 28, the Directors may from time to time prescribe criteria for membership or categories of membership but will not be obliged to accept persons fulfilling those criteria as members.

Subscriptions

- 26.4 The Directors may at their discretion levy subscriptions on members of the Company (including for associate members) at such rate or rates as they shall decide.

Register of members

- 26.5 The names of the members of the Company must be entered in the register of members.

27. Termination of membership

- 27.1 Membership is not transferable.

- 27.2 A member shall cease to be a member:

- 27.2.1 if the member, being an individual, dies;

- 27.2.2 on the expiry of at least seven Clear Days' notice given by the member to the Company of his or her intention to withdraw;

- 27.2.3 if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid seven days after notice served on the member by the Company informing him or her that he or she will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on him or her paying such reasonable sum as the Directors may determine; or

- 27.2.4 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A person may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of those members entitled to vote and present and voting at such meeting. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

28. Categories of membership

- 28.1 Membership of the Company shall be open to active and past match officials of the Game and to those who actively support the Company.

- 28.2 Members shall be enrolled on one of the following categories:

- 28.2.1 full members – those who have satisfied the Company as to their competence as Game match officials and/or those who monitor and assess the performance of active members and are active in such a role and/or those who take an active part in the affairs of the Company. Full members are entitled to vote at the Company’s general meetings and references to ‘members’ in these Articles includes full members;
- 28.2.2 honorary life members – those who have been recommended by the Board and appointed by the members at a general meeting for their special or longstanding services to the Company. Honorary life members are entitled to vote at the Company’s general meetings and references to ‘members’ in these Articles includes honorary members;
- 28.2.3 associate members – any person elected as such by the Board to reflect an established connection with the Company. Associate members are entitled to vote at the Company’s general meetings and references to ‘members’ in these Articles includes adviser members.
- 28.3 The categories under Article 28.2 do not constitute, and the Directors may not create, different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

ORGANISATION OF GENERAL MEETINGS

29. Annual general meetings

The Company must hold an annual general meeting within 12 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit.

30. Other general meetings

- 30.1 The Directors may call a general meeting at any time.
- 30.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

31. Length of notice

- 31.1 All general meetings must be called by either:
- 31.1.1 at least 14 Clear Days’ notice; or
- 31.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

32. Contents of notice

- 32.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

- 32.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 32.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a meeting of the Company.
- 32.4 If the Company gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

33. **Service of notice**

Notice of general meetings must be given to every member.

34. **Attendance and speaking at general meetings**

34.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

34.2 A person is able to exercise the right to vote at a general meeting when:

34.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

34.2.2 that person'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.

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

34.4 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.

34.5 Two or more persons 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.

35. **Quorum for general meetings**

35.1 No business (other than the appointment of the Chair of the meeting) may be transacted at a general meeting unless a quorum is present.

35.2 The quorum shall be:

35.2.1 ten persons entitled to vote on the business to be transacted (each being a member or a proxy for a member); or

- 35.2.2 10% of the total membership (represented in person or by proxy),
whichever is lesser.
- 35.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- 35.3.1 the Chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
- 35.3.2 failing adjournment by the Chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

36. **Chairing general meetings**

- 36.1 The Chair (if any) or in his or her absence some other Director nominated by the Directors shall preside as Chair of every general meeting.
- 36.2 If neither the Chair nor any Director nominated in accordance with Article 36.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to Chair the meeting and, if there is only one Director present and willing to act, he or she shall be Chair of the meeting.
- 36.3 If no Director is present and willing to act as Chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person to be Chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed Chair of the meeting under this Article 36.3.

37. **Attendance and speaking by Directors, patrons and non-members**

- 37.1 Directors may attend and speak at general meetings, whether or not they are members.
- 37.2 The Chair of the meeting may permit other persons who are not members of the Company (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

38. **Adjournment**

- 38.1 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 38.1.1 the meeting consents to an adjournment; or
- 38.1.2 it appears to the Chair 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.

- 38.2 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 38.3 When adjourning a general meeting, the Chair of the meeting must:
- 38.3.1 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
- 38.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 38.4 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:
- 38.4.1 to the same persons to whom notice of the Company's general meetings is required to be given; and
- 38.4.2 containing the same information which such notice is required to contain.
- 38.5 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.

VOTING AT GENERAL MEETINGS

39. Voting: general

- 39.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 39.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the Chair of the meeting that the resolution:
- 39.2.1 has or has not been passed; or
- 39.2.2 passed with a particular majority;
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 52 is also conclusive evidence of that fact without such proof.

40. Votes

Votes on a show of hands

- 40.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
- 40.1.1 each member present in person; and

40.1.2 (subject to Article 45.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution,

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

40.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

40.2.1 every member present in person; and

40.2.2 every member present by proxy (subject to Article 45.3).

General

40.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

40.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Company have been paid.

41. Errors and disputes

41.1 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.

41.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

42. Poll votes

42.1 A poll on a resolution may be demanded:

42.1.1 in advance of the general meeting where it is to be put to the vote; or

42.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

42.2 A poll may be demanded by:

42.2.1 the Chair of the meeting;

42.2.2 the Directors;

42.2.3 two or more persons having the right to vote on the resolution; or

42.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or

42.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

42.3 A demand for a poll may be withdrawn if:

42.3.1 the poll has not yet been taken; and

42.3.2 the Chair of the meeting consents to the withdrawal.

43. **Procedure on a poll**

43.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the Chair of the meeting directs.

Results

43.2 The Chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

43.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

43.4 A poll on:

43.4.1 the election of the Chair of the meeting; or

43.4.2 a question of adjournment;

must be taken immediately.

43.5 Other polls must be taken within 30 days of their being demanded.

43.6 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Notice

43.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

43.8 In any other case, at least seven days' notice must be given specifying the time and place at which the poll is to be taken.

44. **Proxies**

Power to appoint

44.1 A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

44.2 Proxies may only validly be appointed by a notice in Writing (a “Proxy Notice”) which:

44.2.1 states the name and address of the member appointing the proxy;

44.2.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

44.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

44.2.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

44.3 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

44.4 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.

44.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

44.5.1 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

44.5.2 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.

45. **Delivery of Proxy Notices**

45.1 The Proxy Notification Address in relation to any general meeting is:

45.1.1 the registered office of the Company; or

45.1.2 any other Address or Addresses specified by the Company as an Address at which the Company or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

45.1.3 any electronic Address falling within the scope of Article 45.2.

- 45.2 If the Company gives an electronic Address:
- 45.2.1 in a notice calling a meeting;
 - 45.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
 - 45.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 45.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

- 45.3 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. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 45.4 Subject to Articles 45.5 and 45.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 45.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 45.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
- 45.6.1 received in accordance with Article 45.4; or
 - 45.6.2 given to the Chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

- 45.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 45.

Revocation

- 45.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 45.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 45.9.1 the start of the meeting or adjourned meeting to which it relates; or
- 45.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 45.10 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.

46. Amendments to resolutions

- 46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 46.1.1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the Chair of the meeting may decide); and
- 46.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 46.2.1 the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 46.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

47. Written resolutions

Decisions of the members can be made by passing a written resolution in accordance with the provisions of the Companies Acts.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

48. Communications by the Company

Methods of communication

48.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts 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 the Company, including without limitation:

48.1.1 in Hard Copy Form;

48.1.2 in Electronic Form; or

48.1.3 by making it available on a website.

48.2 Where a Document or information which is required or authorised to be sent or supplied by the Company under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.

48.3 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.

Deemed delivery

48.4 A member present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.

48.5 Where any Document or information is sent or supplied by the Company to the members:

48.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

- 48.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent; and
- 48.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 48.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 48.7 Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:
- 48.7.1 if the Document or information has been sent to a member or Director and is notice of a general meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the member's or Director's postal address as shown in the Company's register of members or Directors, but may in its discretion choose to do so;
- 48.7.2 in all other cases, the Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 48.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 48.8 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address.
- 48.9 Notices of general meetings need not be sent to a member who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a member for whom the Company does not have a current Address.

49. Communications to the Company

The provisions of the Companies Acts shall apply to communications to the Company.

50. **Secretary**

50.1 A Secretary (which may or may not be the same individuals as the Secretary Director listed under Article 23) may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

50.1.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and

50.1.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

51. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

52. **Minutes**

52.1 The Directors must ensure minutes are made:

52.1.1 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

52.1.2 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

53. **Records and accounts**

53.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

53.1.1 annual reports;

53.1.2 annual statements of account; and

53.1.3 annual returns.

53.2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

54. **Exclusion of model articles**

The relevant model articles for a Company limited by guarantee are hereby expressly excluded.

WINDING UP

55. **Winding up**

If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied such property shall be distributed among the members of the Company equally.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Articles”	the Company’s articles of association;
1.3	“Board”	the Company’s Board of Directors;
1.4	“Chair”	the Director who acts as Chair of the Board;
1.5	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6	“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.8	“Company”	Devon Rugby Referees' Society Ltd;
1.9	“Connected”	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or

			(d) any Company, partnership or firm of which a Director is a paid Director, member, partner or employee, or shareholder holding more than 1% of the capital;
1.10	“Co-opted Director”		a Director appointed by the existing Directors under Article 24.4;
1.11	“Director”		means one of the Directors under Article 23 on the Board;
1.12	“Document”		includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.13	“Electronic Form” and “Electronic Means”		have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.14	“Financial Expert”		an individual, Company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.15	“Game”		the game of rugby union football;
1.16	“Hard Copy” and “Hard Copy Form”		have the meanings respectively given to them in the Companies Act 2006;
1.17	“Proxy Notice”		has the meaning given in Article 44;
1.18	“Proxy Notification Address”		has the meaning given in Article 45;
1.19	“Public Holiday”		means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered;
1.20	“RFRU Representative”	Council	the RFRU representative for the Company on the RFRU Council;
1.21	“RFRU Council”		the Council of the RFRU;
1.22	“RFRU”		the Rugby Football Referees Union (National Constituent Body) Ltd (a Company limited by guarantee with registered Company number 10529970 which is the governing body of rugby union referees within England) of 42 Grantbridge Street, London,

United Kingdom, N1 8JN;

- 1.23 **“RFU”** means the Rugby Football Union (a society registered under the Co-operative and Community Benefit Societies Act 2014 with registered number 27981R which is the governing body of rugby union within England) of Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA;
- 1.24 **“Secretary”** the secretary of the Company (if any) appointed under Article 50;
- 1.25 **“World Rugby”** means the world governing body of the Game which at the date of incorporation is World Rugby (formerly known as the International Rugby Board) of which the RFU is a member; and
- 1.26 **“Writing”** 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.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.