

RUGBY FOOTBALL UNION

REGISTERED NUMBER: 27981R



RFU

I NAME, OBJECTS AND POWERS

1 Name

The Society shall be called the 'Rugby Football Union'.

2 Definitions and Interpretation

2.1 Except where the context otherwise permits or requires, the words and expressions listed in Rule 34 shall bear the meanings given to them therein.

2.2 Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or on any matter not provided for therein shall be decided by the chairman of a General Meeting at such meeting or by the Council in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

2.3 Any reference to a statute or statutory provision is a reference to that statute or statutory provision as amended, consolidated, replaced and/or re-enacted from time to time and includes any subordinate legislation from time to time in force made under it.

3 Objects

3.1 To encourage the Game, and its values, to flourish across England.

3.2 To grow the Game in England through the Union's performance and values, namely teamwork, respect, enjoyment, discipline and sportsmanship.

3.3 To administer the Game as its governing body in England.

3.4 To promote the playing and administration of the Game in England in accordance with the Laws of the Game, the RFU Regulations and World Rugby Regulations.

3.5 To promote inclusivity and diversity within the Game.

3.6 To assist the development and playing of the Game throughout the world.

3.7 To provide, maintain and operate a national stadium or stadia.

3.8 To operate representative men's and women's teams.

4 Powers of the Union

To further its objects the Union shall have the power to do all such things as are incidental or conducive to the objects of the Union including (but not limited to) all or any of the following:

- 4.1 Either directly or indirectly to employ, invest and deal with the assets and funds of the Union for the objects of the Union in such manner as shall be considered by the Board of Directors to be expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, sub-leasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Board of Directors to be necessary or expedient for the purposes of the Union or the advancement of its interests.
- 4.2 To raise or borrow money for the purposes of the Union (whether secured or unsecured) as the Board of Directors (subject to Rule 16.1(e)) think fit in accordance with the following provisions:
 - (a) Any sum or sums raised or borrowed may be on mortgage, charge, bonds, or debentures of all or any of the funds or property of the Union and whether or not including any floating charge of the whole or part of the undertaking property and assets of the Union both present and future.
 - (b) At the time of the borrowing the sum of the amount remaining undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed one hundred million pounds or such other greater sum as Members in General Meeting may from time to time determine provided that for this purpose:
 - (i) There shall be excluded from the calculation of the amount remaining undischarged of monies borrowed such sums as shall be required to repay any ticket debenture that has twenty five or more years unexpired until its maturity provided that no event has occurred which could have the effect of accelerating the maturity date
 - (ii) The amount remaining undischarged of any deferred interest or index linked monies or in respect of any deep discounted loan, loan stock, bond or other security previously borrowed or issued by the Union shall be deemed to be the amount required to repay such borrowing or security in full if such borrowing became repayable or redeemable at the time of the proposed borrowing or issue and
 - (iii) The amount of any proposed borrowing intended to be deferred interest, index-linked or by way of any deep discounted loan, loan stock, bond or other security shall be deemed to be the proceeds of such proposed borrowing or issue receivable by the Union at the time of the proposed borrowing or issue.
 - (c) The Board of Directors may determine from time to time subject to Rules 4.2(a) and 4.2(b) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.
- 4.3 To enter into partnership or any other arrangement for sharing profits or any joint venture or co-operation with any company or person carrying on engaged in or about to carry on or engage in any business or transaction and to subsidise or otherwise assist any such company or person.

- 4.4 To become surety for or guarantee the carrying out or performance of any and all contracts, leases and obligations of every kind of any company any of whose shares are at any time held by or for the Union or in which the Union is interested or with which it is associated.
- 4.5 To enter into transactions with lenders and/or third parties for the purpose of managing the risk to the Union arising from changes in interest rates on loans and/or other borrowings of the Union from time to time or from other factors affecting the activities or finances of the Union.
- 4.6 To apply for and hold any licences that may be required for or in connection with the activities of the Union and (among other things) to provide catering and such other facilities as the Board of Directors shall consider desirable.
- 4.7 To assist Clubs in the playing of the Game and in the provision of playing facilities including (among other things) playing fields and sports accommodation.
- 4.8 To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for the prestige of the Game or any other sport or recreation.
- 4.9 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Board of Directors directly or indirectly benefit, or is calculated so to benefit, the Union or its activities or its employees, ex-employees, players, former players or their dependants.
- 4.10 To promote, arrange and organise leagues, competitions and tournaments for and between Constituent Bodies and Clubs.
- 4.11 To engage the Chief Executive and other officials and employees upon such terms and at such remuneration as the Board of Directors may deem appropriate, and to dismiss or retire any of them as may be necessary.
- 4.12 To provide pensions, insurances and other benefits to employees or ex-employees of the Union or the dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.
- 4.13 To pass such resolutions relating to the policies of the Union and such regulations which shall be binding on all Constituent Bodies, National Representative Bodies, Referee Societies and Clubs and their respective members, servants and employees and those others under the jurisdiction of the Union as are considered necessary for the better governance and regulation of the Game in England.
- 4.14 To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Union.
- 4.15 To pass such instructions and directions which shall be binding on all Constituent Bodies, National Representative Bodies, Referee Societies and Clubs and their respective members, servants and employees and those others under the jurisdiction of the Union as are considered necessary for the better management, organisation and administration of the Game in England.

- 4.16 To appoint an independent Rugby Judiciary with a nominated individual as its head who shall be called the Head of Rugby Judiciary. The Head of Rugby Judiciary shall be appointed through an independent process and serve for a fixed term of up to three years which may be renewed subject to a maximum aggregate term of six years. The Union shall make Regulations governing the appointment and terms and conditions of the independent Rugby Judiciary, and those Regulations may not be varied by Council unless approved by two thirds of Council members at a Council meeting.
- 4.17 To indemnify any Council Member, member of the Board of Directors or person performing a duty on behalf of the Union, out of the Union's assets against all costs, charges, losses, expenses and liability suffered or incurred by him/her in the execution and discharge of his or her duties in good faith carried out on behalf of the Union. This Rule does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law
- 4.18 To do any other thing which is or may be incidental or conducive to the attainment of the objects of the Union or the interests of the Game.

II MEMBERSHIP AND CONSTITUENT BODIES

5 Members

- 5.1 The Members of the Union shall be the entities and individuals whose names are for the time being entered in the Register of Members.
- 5.2 In addition to Clubs duly admitted to membership, the following shall be Members:
- (a) all Council Members for such period as they are Council Members;
 - (b) all Constituent Bodies;
 - (c) all National Representative Bodies; and
 - (d) referee societies admitted to membership of the Rugby Football Referees Union and which are duly admitted under Rule 5.3.
- 5.3 Subject to Rule 5.2:
- (a) the Council shall from time to time determine the criteria and conditions applicable for the approval of membership; and
 - (b) the decision as to admission of prospective Members shall be made by the Governance Standing Committee.
- 5.4 The admission to membership shall constitute an undertaking by that Member on behalf of itself and, for a Corporate Member, its members and employees, in each case to be bound by these Rules, the RFU Regulations, the Laws of the Game and the World Rugby Regulations.
- 5.5 A Member may withdraw from the Union at any time by giving to the Chief Executive written notice of the intention so to do provided that the Member shall remain liable for all monies

then due and owing to the Union. That former Member shall remain bound by these Rules insofar as these Rules relate to any obligations to the Union of that former Member which were in place on or before the Member's membership of the Union terminated or otherwise relate to the Member's membership of the Union. An Individual Member's membership shall terminate when he or she dies, and the membership of a Member who is not an individual shall terminate when it ceases to exist.

- 5.6 A Corporate Member shall be liable to suspension or termination of its membership or privileges as the Governance Standing Committee may determine if:
- (a) it shall cease to satisfy the criteria and conditions for membership as determined by the Council under Rule 5.3; and/or
 - (b) it shall cease to be in membership with its (or a) Constituent Body; and/or
 - (c) it does not conform to any reasonable directive by the Council and/or the Board of Directors as to its standards of play, administration or general behaviour.
- 5.7 The Council shall have power to recognise as an associate of the Union (but not as a Member) any Overseas Union or Overseas Club upon such terms and with such privileges as the Council shall from time to time decide.
- 5.8 The Council may from time to time determine the criteria and conditions for non-voting membership of the Union upon such terms and with such privileges as the Council shall from time to time decide.
- 5.9 Save in respect of any Past President elected to the Council pursuant to Rule 16.1(c) for the period that he or she serves as a Council Member, Past Presidents of the Union shall not be Members but shall be entitled to such rights and privileges as the Council may from time to time determine.
- 5.10 The Council shall have power to recognise any person whose service to the Union or to the Game shall in its opinion merit such recognition by granting such rights and privileges as the Council may from time to time determine. The Council shall have the power to remove, suspend or vary the rights and privileges it has granted to a person pursuant to this Rule 5.10 for any infringement of these Rules, the RFU Regulations, the Laws of the Game or World Rugby Regulation or for any conduct which is prejudicial to the interests of the Union or the Game or for any other reason which is for the benefit of the Union.
- 5.11 Each Corporate Member shall comply with any Regulations made by the Union in relation to financial matters. In addition each Corporate Member shall on 1 September each year pay to the Union such annual subscription as the Council may from time to time determine.
- 5.12 The Union shall have power to discipline any
- (a) Member;
 - (b) Rugby Body;
 - (c) non-voting member of the Union;
 - (d) any player, official, member or employee of a Member or a Rugby Body; or

- (e) any other person or body that submits to Union's jurisdiction to discipline them;

for any infringement of these Rules, the RFU Regulations, the Laws of the Game or the World Rugby Regulations and/or for any conduct which is prejudicial to the interests of the Union or the Game or which amounts to cheating. The Union may terminate or suspend membership of the Union or impose any other appropriate punishment for any such offence. The procedure for and the conduct of disciplinary hearings shall be prescribed by the Council and shall be published in the Handbook.

6 Constituent Bodies and National Representative Bodies

- 6.1 There shall be no formal tier of administration between the Council and the Constituent Bodies to facilitate the administration of the Game by the Union in accordance with its objects, these Rules, the RFU Regulations, the Laws of the Game and the World Rugby Regulations, and to secure the representation of Clubs and Schools on the Council, each one of them shall be allocated to a Constituent Body.
- 6.2 Each Club and referee society shall be allocated to a Constituent Body and shall be entitled to vote at every election of a representative or representatives to represent that Constituent Body and its allocated Members on the Council in accordance with Rule 18.
- 6.3 The following Rugby Bodies shall be Geographic Constituent Bodies within the meaning of these Rules and shall have the number of Representatives on Council as is set out alongside their respective names:

Berkshire (1)	Kent (1)
Buckinghamshire (1)	Lancashire (2)
Cambridge University (1)	Leicestershire (1)
Cheshire (1)	Middlesex (2)
Cornwall (1)	North Midlands (2)
Cumbria (1)	Northumberland (1)
Devonshire (1)	Notts, Lincs & Derbys (2)
Dorset & Wiltshire (1)	Oxfordshire (1)
Durham (1)	Oxford University (1)
Eastern Counties (1)	Somerset (1)
East Midlands (1)	Staffordshire (1)
Essex (1)	Surrey (2)
Gloucestershire (2)	Sussex (1)

Hampshire (1)	Warwickshire (1)
Hertfordshire (1)	Yorkshire (2)

6.4 The following Rugby Bodies shall be National Constituent Bodies within the meaning of these Rules and shall have the number of Representatives on Council as is set out alongside their respective names:

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|---|-----------------------------------|
| Army Rugby Union (1) | Rugby Football Referees Union (1) |
| England Colleges Rugby Football Union (1) | Royal Navy Rugby Union (1) |
| ERFSU (2) | SRFU (2) |
| Royal Air Force Rugby Union (1) | |

6.5 The following Rugby Bodies shall be National Representative Bodies within the meaning of these Rules and shall each have one Representative on Council:

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|------------------------------|----------------------------|
| Championship Clubs Committee | Premier Rugby Limited |
| National Clubs Association | Rugby Players' Association |

6.6 The allocation of each Club and referee society to a Constituent Body shall be made by the Council, and no Club or referee society may transfer from one Constituent Body to another without the permission of the Council. The allocation of a Club (or a club if such club is not a Member) or referee society shall not prevent it from being a member of another Constituent Body, but such additional membership shall in no way alter or affect its allocation nor shall it confer a right to vote in the election of a Representative to the Council for such other Constituent Body. For the avoidance of doubt, Clubs who are members of the Championship Clubs Committee and the National Clubs Association may have a right to vote in the election for those Rugby Bodies as appropriate, as set out in Rule 18.3).

6.7 The Constituent Bodies together with their allocated Clubs as at 31 May each year shall be made available on the Union's website or the Union's Yearbook publication, provided that in the case of the ERFSU this Rule shall have been complied with if the Schools in membership with it are listed on the website of the ERFSU.

6.8 No proposal to amend the Rules to create a new Geographic Constituent Body shall be put to the Members in General Meeting unless that new Geographic Constituent Body would have at least 30 Clubs in membership of it and the creation of that new Geographic Constituent Body would not result in an existing Geographic Constituent Body having fewer than 30 Clubs in membership of it.

III MEETINGS OF MEMBERS

7 General Meetings

- 7.1 All General Meetings shall be held at Twickenham or elsewhere in England as the Council may determine.
- 7.2 Any General Meeting other than an Annual General Meeting shall be called a Special General Meeting.
- 7.3 The chairman of all General Meetings shall be the President. If the President is not present at a General Meeting, or if he or she does not wish to chair a General Meeting, or if he or she is not able to chair a General Meeting, then the General Meeting shall be chaired by such one of the Vice-Presidents as the Members present at the General Meeting shall decide. If the President and both Vice-Presidents are not available, the General Meeting shall elect a chairman.
- 7.4 In the event of an equality of votes, the chairman of a General Meeting shall be entitled to a second or casting vote.
- 7.5 Every Member shall be entitled to attend and vote at any General Meeting.
- 7.6 All Members shall have the right to appoint proxies to attend and vote on their behalf at any General Meeting. The appointment of a proxy shall be made on a proxy form sent to each Member with the notice of every General Meeting. Any Member wishing to appoint the chairman of the Meeting as that Member's proxy must return the proxy form by 4pm on the last working day preceding the meeting to the Union. Such proxy form must be produced to gain admission to and to entitle a person authorised to cast votes at the Meeting to do so and must be signed by (in the case of Individual Members) by the Individual Member himself or herself and (in the case of Corporate Members) by two persons duly authorised to sign on behalf of the Member concerned.
- 7.7 Failure to complete any document or to produce the same at a General Meeting as may be required shall invalidate the right of the person concerned to cast a vote.
- 7.8 Where votes are cast at a General Meeting by a show of hands every Member present shall be entitled to vote but if a poll is demanded or the chairman rules that voting shall be by a poll every Member present in person, or by proxy shall be entitled to cast a vote. The procedure for the casting of votes shall be determined by the chairman of the General Meeting. A poll may be demanded either (a) by the chairman of the General Meeting or (b) by any Member provided the demand is seconded by another Member.
- 7.9 All questions as to the validity of any combined General Meeting form shall be determined by the chairman of the General Meeting.
- 7.10 The quorum at any General Meeting shall be one hundred Members present in person or by proxy.
- 7.11 A special resolution shall require a majority of at least two-thirds of the votes recorded.
- 7.12 Any resolution passed at a General Meeting which breaches, varies or in the opinion of the Board of Directors affects a contractual obligation of the Union shall not be implemented until the contractual obligation has been fulfilled to the extent required by the Board of Directors. Should the Board of Directors not implement or significantly delay such resolution, it shall inform the Members of the reasons for this.

- 7.13 Proposals for alterations in or additions to the Rules or for any other motion (subject to the provisions of Rule 7.12) to be submitted to an Annual General Meeting shall be subject to the following provisions:
- (a) Any proposal made by a Member must reach the Chief Executive in writing by 31 March preceding an Annual General Meeting duly proposed by one Member and seconded by another Member. The proposing Member and the seconding Member must both sign any proposal as follows:
 - (i) in the case of a Corporate Member a proposal must be signed by the chairman (or if none the president) and the secretary (or if none the chief executive) of the Member; and
 - (ii) in the case of Individual Members a proposal must be signed by the Member in his or her own name.
 - (b) Copies of all such proposals together with copies of any amendments thereto then proposed by the Council and/or the Board of Directors and copies of all proposals put forward by the Council and/or the Board of Directors shall be sent to all Members with the agenda of the notice calling an Annual General Meeting.

8 Annual General Meetings

- 8.1 There shall be an Annual General Meeting each calendar year.
- 8.2 Each Annual General Meeting shall be held not later than 31 July in each calendar year for the transaction of the following business:
- (a) To consider and approve (with or without amendment) the minutes of the previous General Meeting.
 - (b) To receive a report from the Chief Executive and to make an order in respect thereof.
 - (c) To receive a Financial Report and the Annual Report and Accounts.
 - (d) To appoint the Auditors for the ensuing year.
 - (e) To consider as a special resolution any amendment or alteration to these Rules.
 - (f) To consider as an ordinary resolution (subject to Rule 7.12) any other motion or business duly proposed in accordance with Rule 7.13.
 - (g) To consider any other business of which due notice shall have been given.
 - (h) To hear any other relevant matter for the consideration of the Council and/or the Board of Directors during the ensuing year, but on which no voting shall be allowed.
 - (i) To elect the President, Senior Vice-President and Junior Vice-President for the ensuing year.
 - (j) To ratify the appointment of any members of the Board of Directors as required under Rule 12.

- 8.3 A notice calling each Annual General Meeting stating the date, time and venue of such General Meeting shall be given to all Members not later than forty-five days before that Annual General Meeting and it shall contain an agenda of all such matters specified in Rule 8.2 as are at that date capable of being notified together with a list of the Council Members for the ensuing year.

9 Special General Meetings

Special General Meetings called by the Council or Board of Directors

- 9.1 The Council and/or the Board of Directors may convene at any time a Special General Meeting by giving to all Members not less than forty-five days' written notice thereof stating the date, time and venue thereof and the resolution or resolutions to be moved or any other business to be transacted at that meeting.
- 9.2 In the case of a Special General Meeting convened by the Board of Directors, the Board of Directors shall provide to the Council the opportunity, not less than twenty-one days before the notice is sent to the Members, to provide a comment to be included in the notice on each of the resolutions to be moved at that Special General Meeting.
- 9.3 In the case of a Special General Meeting convened by the Council, the Council shall provide the Board of Directors the opportunity, not less than twenty-one days before the notice is sent to the Members, to provide a comment to be included in the notice on each of the resolutions to be moved at that Special General Meeting.

Special General Meetings requisitioned by Members

- 9.4 The Chief Executive shall convene a Special General Meeting on receipt by the Chief Executive of a written requisition so to do duly signed by not less than one hundred Members in the same manner as is prescribed by Rule 7.13(a). Each requisition must clearly state the specific resolution to be moved.
- 9.5 A notice of such a Meeting giving to all Members not less than forty-five days written notice thereof and stating the date, time and venue thereof and the specific resolution to be moved thereat shall be sent to all Members by the Chief Executive within 14 days of the receipt of the requisition (or, if each copies of the requisition is duly signed separately by Members, from within 14 days of receipt of the hundredth copy of the requisition).
- 9.6 The Board of Directors and the Council may each provide a comment to be included in the notice on each of the resolutions to be moved at that Special General Meeting.

10 New Rules

- 10.1 No new Rule shall be made nor shall any Rule be amended or rescinded except by a special resolution passed at an Annual General Meeting in accordance with Rule 7.13 or at a Special General Meeting.
- 10.2 The Chief Executive shall register in accordance with the Act any new Rule or amendment to these Rules and no new Rule or amendment to the Rules shall be valid until so registered.

IV THE BOARD OF DIRECTORS

11 Powers and Duties of the Board of Directors

- 11.1 The affairs of the Union shall be administered by the Board of Directors who shall exercise all of the powers of the Union except the powers to be exercised by the Council as set out in Rule 16.1.
- 11.2 The Board of Directors shall not exercise any of its powers in any way, or for any purpose inconsistent with the objects of the Union or policies of the Council made under these Rules.
- 11.3 The fiduciary duties owed by the Board of Directors shall be those which would be owed by the Board of Directors were the Union a private limited liability company registered under the Companies Act 2006.
- 11.4 The Board of Directors shall ensure that the Council is provided with regular reports from the chairman of the Board of Directors, Chief Executive and Chief Financial Officer in sufficient detail for the Council to fulfil its responsibility to hold the Board of Directors to account for the management of the affairs of the Union.
- 11.5 Prior to the Union's Strategic Plan or the Union's annual budget and business plan being effective, the Board of Directors shall consult with the Council and Council may elect to have a non-binding advisory vote on the same.

12 Composition, Appointment and Removal of the Board of Directors

Composition

- 12.1 The Board of Directors shall comprise:
- (a) the chairman of the Board of Directors;
 - (b) the chairman of the Community Game Board;
 - (c) the chairman of the Governance Standing Committee;
 - (d) such member of the Professional Game Board as shall be specified by the Board of Directors (which may be, but need not be, the chairman of the Professional Game Board);
 - (e) either:
 - (i) if both World Rugby Representatives are on the Board of Directors by virtue of other positions, four Council Elected Directors; or
 - (ii) if one World Rugby Representative is on the Board of Directors by virtue of another position, then either (as Council shall decide) (a) four Council Elected Directors (meaning the other World Rugby Representative shall remain a Council Member but not be a member of the Board of Directors) or three Council Elected Directors plus the other World Rugby Representative; or
 - (iii) if no World Rugby Representative is on the Board of Directors by virtue of other positions, then either (as Council shall decide) (a) three Council Elected

Directors plus one World Rugby Representative (meaning the other World Rugby Representative shall remain a Council Member but not be a member of the Board of Directors) or (b) two Council Elected Directors plus two World Rugby Representatives;

- (f) the Chief Executive;
 - (g) the Chief Financial Officer;
 - (h) one other member of the professional staff of the Union nominated by the Chief Executive; and
 - (i) three Independent Non-executive Directors. The Board of Directors shall appoint one of the Independent Non-executive Directors as a senior Independent Non-executive Director.
- 12.2 The President shall have the right to attend meetings of the Board of Directors as an observer but shall not be entitled to vote at such meetings.

Appointments

- 12.3 The chairman of the Board of Directors and the Portfolio Directors shall be appointed by the Board of Directors, provided that each may only take office following the ratification of the appointment by the Council and the Members. The Council and the Members may only either ratify, or not ratify, such appointments; they may not propose alternative candidates for appointment.
- 12.4 Only a Representative may be appointed as the chairman of the Community Game Board, the chairman of the Governance Standing Committee or as a Council Elected Director.
- 12.5 The Union shall be in membership with World Rugby and the Board of Directors shall appoint two (or such other number as permitted by World Rugby) representatives to it in accordance with World Rugby's Bye-Laws. Subject to Rule, 12.15 and 12.16, each World Rugby Representative shall be appointed for terms of up to three years. Whether a World Rugby Representative who is not on the Board of Directors by virtue of another position should be elected to the Board of Directors shall be as decided by Council under Rule 12.1(e), provided that at least one World Rugby Representative must be appointed to the Board of Directors or be a member of the Board of Directors by virtue of another position.
- 12.6 If a World Rugby Representative who is not serving on the Board of Directors has served for six or more years as a World Rugby Representative, he or she shall be subject to annual re-appointment as a World Rugby Representative.
- 12.7 The Council Elected Directors shall be appointed by the Council provided that each may only take office following the ratification of the appointment by the Members. The Members may only ratify, or not ratify, such appointments; they may not propose alternative candidates for appointment.
- 12.8 Where a casual vacancy arises for a Portfolio Director, World Rugby Representative not on the Board of Directors, Council Elected Director or Independent Non-executive Director where an incumbent is unable to continue their role, the body responsible for appointing the role may make the appointment on a temporary basis, which must then be ratified at the next General

Meeting (and also in the case of the chairman of the Board of Directors and the Portfolio Directors, by the Council).

- 12.9 Where a casual vacancy arises due to a rejection of a candidate at a General Meeting (or in the case the Portfolio Directors, World Rugby Representative not on the Board of Directors and Independent Non-Executive Directors, by the Council), then Rule 12.8 shall apply, provided that the individual appointed until ratification may not be the individual rejected.

Terms and Term Limits

- 12.10 Portfolio Directors, World Rugby Representative not on the Board of Directors, Council Elected Directors and Independent Non-executive Directors shall be appointed for terms of up to three years, with their terms of office to start on the 1 August following the date on which their appointment was ratified by the Members unless he or she was appointed to fill a casual vacancy, in which case his or her term of office may start at any time.
- 12.11 Subject to Rules 12.12, to 12.16 (inclusive), no individual other than the Chief Executive, the Chief Financial Officer or another member of the professional staff of the Union may serve on the Board of Directors for a maximum aggregate total of longer than six years.

Exceptions to Terms and Term Limits

- 12.12 If an individual who is currently serving as, or has previously served as, a Council Elected Director is appointed as a Portfolio Director he or she shall be entitled to serve up to six years in that position, subject to a maximum aggregate total of nine years on the Board of Directors.
- 12.13 If an individual who is currently serving as, or has previously served as:
- (a) an Independent Non-executive Director; or
 - (b) a Portfolio Director,

then he or she shall be entitled to serve up to six years as the chairman of the Board of Directors, subject to a maximum aggregate total of nine years on the Board of Directors.

- 12.14 In the event that a member of the Board of Directors subject to a term limit is appointed after 1 August in any year to fill a casual vacancy and his or her first year of office is therefore shorter than a full year, then unless that individual would otherwise be serving on the Board of Directors by virtue of holding another office, the initial period of his or her appointment until the 1 August next following shall not count towards time spent on the Board of Directors for the purposes of time limits set out in these Rules.
- 12.15 The limit specified in Rule 12.11 shall not apply to a World Rugby Representative (other than the chairman of the Board of Directors or a member of the Union's professional staff) provided that he or she continues to be a World Rugby Representative and he shall be subject to annual re-appointment both as a World Rugby Representative and onto the Board of Directors once he or she has served for six years on the Board of Directors.
- 12.16 If a Portfolio Director is entitled under these Rules to remain on the Board of Directors in his or her position, but he or she is no longer entitled to remain on the Council due to the expiry of his or her time limit, he or she may remain in his or her position on the Board of Directors provided the Council approve.

Removal from the Board of Directors

12.17 The Council or the Members shall have the power to remove:

- (a) a Council Elected Director;
- (b) a Portfolio Director;
- (c) a World Rugby Representative who is not on the Board of Directors; or
- (d) an Independent Non-executive Director,

provided that a two thirds' majority of Council Members at a Council meeting (or Members at a General Meeting, as the case may be) agree.

12.18 In the event that a Council Elected Director ceases to be a Representative (whether as a result of not being elected as a Representative, reaching his or her term limit as a member of the Council or otherwise), they shall forthwith cease to be a Council Elected Director and shall forthwith cease to be a member of the Board of Directors.

Other Provisions Relating to the Composition of the Board of Directors

12.19 For the purposes of this Rule 12, references to a "year" shall be deemed to be the period between 1 August and the next following 31 July.

12.20 This Rule 12 shall be subject to the transitional provisions set out in Rule 35.

13 Meetings of the Board of Directors

13.1 The Board of Directors shall hold such number of meetings as it considers appropriate to discharge its responsibilities.

13.2 Meetings of the Board of Directors shall be chaired by the chairman of the Board of Directors, or in his or her absence by such member of the Board of Directors as those members present elect.

13.3 The quorum for a meeting of the Board of Directors shall be one half of its members provided always that the number of members of the Board of Directors who are Council Members (other than the Chief Executive) present and entitled to vote shall exceed the number of members of the Board of Directors who are employees of the Union present and entitled to vote by not less than two unless agreed by the chairman of that meeting. Members of the Board of Directors may be counted in the quorum, may participate in and vote at meetings of the Board of Directors by telephone, video or other electronic means. Where a member of the Board of Directors is required to leave the room or not participate in a part of a meeting due to a conflict of interest, he or she shall still continue to count for the purposes of the quorum.

13.4 Unless the Rules provide otherwise, every matter for decision at meetings of the Board of Directors shall be decided by a majority of votes. Each member of the Board of Directors shall have one vote, and in the event of a tied vote, the chair of the meeting shall have a second, casting vote.

13.5 No member of the Board of Directors shall be entitled to appoint an alternate to take his or her place at meetings of the Board of Directors.

14 Major Offices

14.1 No individual may hold more than one Major Office at any one time.

14.2 At any one time, an individual may hold one Major Office and one Senior Office, or two Senior Offices, without further specific approval.

14.3 If an individual holds:

- (a) a Major Office and a Senior Office; or
- (b) two Senior Offices,

then the holding of any more Senior Offices by that individual shall require approval of Council by a two thirds' majority.

14.4 For the purposes of this Rule 14:

- (a) a Major Office shall be: the President, the chairman of the Board of Directors, the chairman of the Professional Game Board, the chairman of the Community Game Board, the chairman of Governance Standing Committee and the chairman of the Council Nominations Committee; and
- (b) a Senior Office shall be: a World Rugby Representative, a representative of the Union on the 6 Nations committee, a representative of the Union on Rugby Europe and a representative of the Union on EPCR.

14.5 No individual may concurrently hold a Major Office and an executive post within the Union, provided that this shall not prevent an executive of the Union from chairing any of the Professional Game Board, the Community Game Board or the Governance Standing Committee above on a temporary basis.

V THE COUNCIL

15 Composition of the Council

15.1 The Council shall consist of:

- (a) subject to Rule 15.4, the President, Senior Vice-President, Junior Vice-President and chairman of the Board of Directors;
- (b) the Representatives of all Constituent Bodies and National Representative Bodies elected in accordance with Rule 18;
- (c) the Representative or Representatives of the Union holding office on World Rugby elected in accordance with Rule 12;

- (d) subject to Rule 15.4, one Past President of the Union (who will normally be the immediate Past President) elected annually by the Council;
 - (e) the Chief Executive;
 - (f) the Women and Girls' Representative;
 - (g) two National Representatives being persons of experience and influence in the Game who will in the opinion of the Council contribute significantly to the promotion of the objects of the Union elected by the Council; and
 - (h) any individuals co-opted to the Council under Rule 16.1(p).
- 15.2 Council Members shall receive no remuneration for serving on the Council other than the payment of authorised expenses for carrying out their duties.
- 15.3 If a Representative to the Council of a Constituent Body or National Representative Body is appointed to the office of President or chairman of the Board of Directors or shall at any time be appointed to a salaried position in the Union, his or her representation shall become void and the vacancy shall be filled in accordance with Rule 18.
- 15.4 If a Vice-President has served on Council for the maximum time permitted under these Rules, or if by serving on Council as a Vice-President would mean that an individual would not be able to serve on the Council as President, then while serving as a Vice-President or Past President, he or she shall be entitled to attend Council meetings as an observer and speak at meetings, but shall not be a member of Council and shall not be entitled to vote. If the immediate Past President has served on Council for the maximum time permitted under these Rules, then Council shall elect either an alternative Past President to the Council, or the immediate Past President shall be entitled to attend Council meetings as an observer and speak at meetings, but shall not be a member of Council and shall not be entitled to vote.

16 Powers of the Council

- 16.1 The Council shall have the powers set out in this Rule 16.1 or otherwise set out in these Rules:
- (a) to determine all new or changes to existing policies in respect of the playing, governance and regulation of the game and to pass resolutions and regulations under Rule 4.13, including without limitation to determine the criteria for membership of voting Members and of non-voting members of the Union;
 - (b) to require the Board of Directors to consult with the Council prior to the Board of Directors approving the Strategic Plan or the Union's annual budget and business plan;
 - (c) to determine all policy relating to the distribution of all tickets (including debentures) for home rugby union matches played by the England senior men's XV which are organised and controlled by the Union (whether at Twickenham or elsewhere in England) and the finals of cup competitions at Twickenham which are organised and controlled by the Union, and of tickets supplied to the Union by other National Unions for away rugby union matches involving England representative rugby union teams, and the Council shall allocate such tickets on an equitable basis.

- (d) to require periodic reports from the chairman of the Board of Directors, Chief Executive and Chief Financial Officer in sufficient detail for the purposes of holding the Board of Directors to account for the management of the affairs of the Union;
- (e) to approve the borrowing of money in excess of £25m as recommended by the Board of Directors;
- (f) periodically to review the Union's corporate governance arrangement and commission any review thereof, as appropriate;
- (g) to determine the date, time and location of all General Meetings (save as set out otherwise in these Rules);
- (h) to delegate powers under the Laws of the Game and the World Rugby Regulations and RFU Rules and Regulations to Constituent Bodies or such person, persons or groups of persons as the Council may from time to time determine. All powers so delegated shall be defined and the Constituent Bodies to which they are delegated shall be listed in the Handbook;
- (i) to authorise or refuse the formation of unions, leagues, combinations or associations of Constituent Bodies and Clubs. Constituent Bodies or Clubs wishing to request permission to form themselves into a union, league or combination or association shall submit their proposed rules and, if authorised, any subsequent alterations or additions thereto to the Council which may:
 - (i) approve the proposals or forbid the formation or continuance of any such union, league, combination or association;
 - (ii) expel or suspend any Club contravening this Rule; or
 - (iii) expel or suspend any Club which shall play a match with a Club expelled or suspended under this Rule or with any new Club which has been formed out of the nucleus of any such expelled or suspended Club;
- (j) to ratify the constitutions of the Rugby Football Referees Union, the SRFU, the ERFU, the England Colleges Rugby Football Union and the Rugby Players Association as may be necessary from time to time;
- (k) to allocate Clubs to Constituent Bodies and National Representative Bodies as appropriate;
- (l) to appoint the Council Elected Directors in accordance with the Rules;
- (m) to ratify the appointment of Portfolio Directors and Independent Non-Executive Directors in accordance with the Rules;
- (n) to remove Council Elected Directors, Portfolio Directors, World Rugby Representatives not on the Board of Directors or Independent Non-executive Directors as set out in Rule 12.17; and
- (o) to appoint Council members to the Community Game Board, Governance Standing Committee and Council Nominations Committee, and any sub-committee of them

(other than the chairmen of the Community Game Board and Governance Standing Committee);

- (p) to co-opt additional members to serve on the Council (provided that the number of such co-opted members with voting rights shall not exceed 25 per cent. of the number serving on the Council) either for general or special purposes and with or without voting rights. For the purposes of the 25 per cent. requirement, the President, Senior Vice-President, Junior Vice-President, chairman of the Board of Directors, Representatives of Constituent Bodies, National Representative Bodies and the Women and Girls' Representative shall be deemed to be elected members, but the World Rugby Representatives (unless a Council Member by virtue of holding another position), Past President and National Representatives shall be deemed to be co-opted members.

16.2 The Council shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Union.

16.3 Each Council Member shall comply with all policies and procedures of the Council as approved by the Council from time to time.

17 Council Meetings

Convening Council Meetings

17.1 Council shall meet at such place, dates and times as are fixed by the Chief Executive in consultation with the President.

17.2 A Council meeting must be convened within 28 days by the Chief Executive if so requested by:

- (a) the President; or
- (b) if there is no President in office, or the President is incapable of making such request by the Senior Vice-President; or
- (c) by at least 20 Council Members specifying the nature of the business to be discussed and the wording of any resolution(s) to be proposed.

Procedure at Council Meetings

17.3 The chairman of all Council meetings shall be the President. If the President is not present at a Council meeting, or if he or she does not wish to chair a Council meeting, or if he or she is not able to chair a Council meeting, then the Council meeting shall be chaired by such one of the Vice-Presidents as the Council meeting shall decide. If the President and both Vice-Presidents are not available, the Council meeting shall elect a chairman.

17.4 The quorum at any meeting of the Council shall be 20.

17.5 The chairman of the Council Meeting shall be entitled to exercise a second or casting vote.

17.6 In the event of the Representative to the Council of a Constituent Body, National Representative Body or the Women and Girls' Representative being unable to attend a

Council Meeting, an alternate will be permitted to attend that Council Meeting, with normal voting powers, provided (a) notice of inability to attend and (b) the name of the alternate is given, in the case of a Constituent Body or National Representative Body Representative, by the secretary of the Constituent Body or National Representative Body, or in the case of the Women and Girls' Representative, by such Representative, to the Chief Executive before the meeting.

- 17.7 Subject to Rule 17.8, voting on any issue shall be by a show of hands by those Council Members present (in person or by alternate) and entitled to vote, provided that at any meeting of the Council any Council Member (in person or by alternate) may call for a ballot on any issue and the result of such ballot and (with the exception of any ballot relating to any election of any person to a post which shall be kept confidential) how each Council Member voted shall be recorded and be made available to any Member upon request.
- 17.8 The chairman of a Council Meeting may make arrangements for electronic voting, the arrangements for which shall be set out in standing orders. With the exception of any ballot relating to any election of any person to a post (which shall be kept confidential), how each Council Member voted by electronic means shall be recorded and be made available to any Member upon request.

18 Election and Removal of Council Members

Elections - General

- 18.1 Save in the case of an election to fill a casual vacancy:
- (a) the election of Representatives to the Council shall be made on or before the 31 March of the year in which each Representative is to take office; and
 - (b) a Representative elected to the Council shall assume office on the 1 August immediately following their election.
- 18.2 Where a Constituent Body or National Representative Body elects a Representative (or which organises elections of a Representative on behalf of Corporate Members, as the case may be), it shall determine the length of time for which Representatives are to be elected, provided that:
- (a) the term for which a Representative shall be elected shall be for three years save in exceptional circumstances (which shall include a candidate only capable of election for a shorter period of time due to an individual's term limits on the Council, or for a Constituent Body with two Representatives to ensure that those Representatives' terms do not end on the same date) provided that a Representative, when first elected, shall be elected for a term of not less than two years; and
 - (b) subject to removal under these Rules, a Representative's term on the Council shall end on a 31 July.
- 18.3 If a relevant body or bodies is or are unable to appoint a Representative, the relevant vacancy shall be filled in such a manner as the Legal and Governance Director shall approve.
- 18.4 In the event of any vacancy arising, the relevant body or bodies concerned shall forthwith elect another Representative to the Council within sixty days in the manner set out in this

Rule 18 or in such other manner as the Legal and Governance Director shall approve. In default, the relevant vacancy shall be filled in such a manner as the Legal and Governance Director shall approve.

Elections – Geographic Constituent Bodies, certain National Constituent Bodies, the National Clubs Association and the Championship Clubs Committee

Explanatory Note: in elections for Representatives to the Council conducted by Geographic Constituent Bodies, the only rugby clubs entitled to vote are clubs which are voting members of the RFU. The following may not vote in such an election:

- (a) *clubs which are members of that Geographic Constituent Body but which are not voting members of the RFU; and*
- (b) *clubs which are members of that Geographic Constituent Body but which have been allocated to another Constituent Body by the RFU Council (and through that other Constituent Body they are members of the RFU).*

Note that they cannot vote in these elections even if they are able to vote on other Constituent Body matters.

18.5 For the purposes of Rules 18.6 to 18.12 inclusive only, references to a Geographic Constituent Body shall be deemed to include references to:

- (a) the Rugby Football Referees Union (where references to Clubs shall refer to Corporate Members who are members of the Rugby Football Referees Union); and
- (b) the Championship Clubs Committee and the National Clubs Association. Notwithstanding that a Club may be permitted to vote in an election for a Representative of the Geographic Constituent Body of which it is a member, a Club which is also a member of the Championship Clubs Committee or the National Clubs Association shall also be permitted to vote in the election for such a Representative to the Council.

18.6 Representatives to the Council shall be elected by each Geographic Constituent Body and the Clubs allocated to it. The Geographic Constituent Body and each Club allocated to it shall each be entitled to one vote. In the case of a Geographic Constituent Body entitled to two Representatives on the Council, and where two Representatives are to be elected, the Geographic Constituent Body concerned and its Clubs shall be entitled to vote for two persons. Election shall be by a simple majority of the votes recorded.

18.7 All candidates for election or re-election must be proposed by one and seconded by another Club allocated to the relevant Geographic Constituent Body. The Geographic Constituent Body itself may also propose or second a candidate. In the case of a Geographic Constituent Body with two Representatives, and where two Representatives are to be elected, the Geographic Constituent Body or any Club allocated to it may propose or second two candidates. Every nomination (which shall mean both the proposal and second) must be in writing and must be received by the secretary of the Geographic Constituent Body concerned by not later than 1 March.

18.8 Where more candidates are nominated than the number of Representatives to the Council to which a Geographic Constituent Body and the Clubs allocated to it are entitled the names of

all candidates for election shall be sent by it to its allocated Clubs not later than 15 March, and such election shall be made either at a meeting of representatives from the Clubs concerned or by a postal ballot as the committee of the Geographic Constituent Body may decide. For the avoidance of doubt, subject to Rule 18.2, each candidate need not be proposed for the same length of term. By way of example, a candidate who will have served for eight years on the Council may be proposed for a term of one year, while another candidate may be proposed for a term of three years. Where a Constituent Body with two Representatives wishes to conduct an election where the Representatives are elected for different terms to allow for staggering of terms, it shall use such process as the Legal and Governance Director shall approve.

- 18.9 Where the election is made at a meeting not less than seven days' notice shall be given to each Club concerned of the date, time and place of such meeting. The representatives of the Clubs attending such a meeting shall choose their own chairman who shall not have a second or casting vote. Subject to the provisions of this Rule 18, the procedure for and at such a meeting shall be determined by the committee of the Geographic Constituent Body concerned as it shall consider appropriate.
- 18.10 Where the election is made by postal ballot the election shall be supervised by the chairman (or the president if there is no chairman) of the Geographic Constituent Body concerned assisted by two scrutineers appointed by its committee. In this case a ballot paper shall be sent with the notification of candidates' names made in accordance with Rule 18.6. The vote of the Club having been recorded on the ballot paper it shall be signed by an officer of the Club on its behalf and sent to the secretary of the Geographic Constituent Body to arrive not later than 28 March. The ballot papers received shall then be examined by the chairman (or the president if there is no chairman) and scrutineers who shall personally certify the votes cast for each of the candidates.
- 18.11 The Chief Executive shall be informed of the results of all such elections by 1 April or such later date as specified in Rule 18.12.
- 18.12 If any election shall result in a tie, the Representative shall be appointed by the General Committee (or equivalent body) of the Geographic Constituent Body, from the candidates who shall have received the equal number of votes, at a meeting to be held within 14 days of the date of the declaration of the tie. If this meeting of the General Committee fails to resolve the deadlock, the Representative shall be appointed at a meeting of the Executive or Management Committee of the Geographic Constituent Body to be held within 14 days of the date of the meeting of the General Committee.

Elections – other National Constituent Bodies and National Representative Bodies

- 18.13 The Representatives to the Council for Premier Rugby Limited, the Army Rugby Union, the Royal Air Force Rugby Union, the Royal Navy Rugby Union, the SRFU, the ERFSU, the England Colleges Rugby Football Union and the Rugby Players' Association shall be elected by their respective committees.

Elections – National Members and Women and Girls' Representative

- 18.14 The National Members shall be elected by the Council against such criteria as the Council shall decide.

- 18.15 The Women and Girls' Representative shall be elected by the Council against such criteria and following such process as the Board shall decide.

Removal of Council Members

- 18.16 For the purposes of Rules 18.17 and 18.18 inclusive only, references to a Geographic Constituent Body shall be deemed to include references to:

- (a) the Rugby Football Referees Union (where references to Clubs shall refer to Corporate Members who are members of the Rugby Football Referees Union); and
- (b) the Championship Clubs Committee and the National Clubs Association.

- 18.17 Should four Clubs which are allocated to a Geographical Constituent Body requisition to that Geographic Constituent Body that a Representative be removed, the Geographic Constituent Body shall within 28 days of receipt of that requisition hold a postal (or electronic) ballot or a meeting of all Clubs where there shall be a vote on whether such Representative is to be removed. Each requisition must be signed by two officers of the Club. Each of the requisitioning Clubs, and the Representative in question, shall be entitled to include a statement in the communication from the Geographic Constituent Body calling the vote or meeting. Following a vote on the removal of a Representative, no requisition for the removal of that Representative shall be valid for a period of six months from the date of a vote or meeting at which such removal is decided upon, unless approved by the executive of the Geographical Constituent Body. No requisition for the removal of a Representative shall be valid for a period of twelve months from the date which the Representative's appointment was confirmed to the Union.

- 18.18 Should there be a vote at a meeting, postal (or electronic) voting and proxy voting shall be permitted. The Representative shall be removed forthwith if a two-thirds majority of those voting vote that he or she should be removed.

- 18.19 Each of Premier Rugby Limited, the Army Rugby Union, the Royal Air Force Rugby Union, the Royal Navy Rugby Union, the SRFU, the ERFUSU, the England Colleges Rugby Football Union and the Rugby Players' Association may remove its Representatives in such manner as may be set out in its constitution.

- 18.20 If the Council receives a complaint, or otherwise becomes aware, that any Council Member (other than the Chief Executive or the chairman of the Board of Directors) may be ineligible to become, or to continue as, a Council Member, the President shall have the power to establish a committee of three Council Members to investigate that complaint. The committee shall then report its findings to the Council which shall have the power to exclude an ineligible individual (other than the Chief Executive or the chairman of the Board of Directors) from serving as a Council Member. If a Council Member (other than the Chief Executive or the chairman of the Board of Directors) shall commit an offence under Rule 5.12 such Council Member may be dismissed from the Council if thought fit as follows:

- (a) in the case of President, Senior Vice-President and Junior Vice-President, by the Union in General Meeting;
- (b) in the case of a Representative of a Constituent Body or National Representative Body, either by that Constituent Body or the Clubs or committee that elected them or by the Council (as the case may be); or

- (c) in the case of a Representative of the Union on World Rugby, a Past President, a National Representative, the Women and Girls' Representative, the chairman of the Board of Directors or a co-opted Member, by the Council.

Terms and Term Limits

18.21 Subject to Rules 35 and 18.22, no individual (other than the chairman of the Board of Directors or the Chief Executive) may serve on the Council for longer than nine years.

18.22 Where an individual is:

- (a) Junior Vice-President, Senior Vice-President, President or Past President;
- (b) on the Board of Directors; or
- (c) a representative of the Union on the Six Nations Committee, World Rugby, Rugby Europe or the British and Irish Lions committee,

he or she may continue to serve on Council while holding one or more of these positions up to an aggregate maximum of twelve years on the Council.

VI COMMITTEES, GAME BOARDS, PRESIDENT AND VICE-PRESIDENTS

19 President and Vice-Presidents

19.1 The Union shall have a President, a Senior Vice-President and a Junior Vice-President.

19.2 The President, Senior Vice-President and Junior Vice-President shall be elected at each Annual General Meeting in accordance with Rule 19.3 for terms of one year, with their terms of office to start on the 1 August following the Annual General Meeting at which they were appointed.

19.3 Subject to Rule 19.4, the election of the President, Senior Vice-President and Junior Vice-President shall be subject to the following provisions:

- (a) Any Member shall have the right to make nominations with the written consent of the candidate for the offices of President, Senior Vice-President and Junior Vice-President. Such nominations may only be made from Council Members (including co-opted Council Members) or from persons recognised by the Council under Rule 5.10 and must reach the Chief Executive in writing by 1 April each year. The Council shall also have the right to make nominations for these offices.
- (b) The agenda of the notice calling an Annual General Meeting shall include the Council's nominations (if any) for the President, Senior Vice-President and Junior Vice-President for the forthcoming year, together with all other nominations received under Rule 19.3(a).
- (c) The election of President, Senior Vice-President and Junior Vice-President shall be decided by a majority of votes recorded.

- (d) If after the issue of the notice calling an Annual General Meeting and before the date thereof an individual nominated by the Council under Rule 19.3(a) to hold office becomes unable to serve and if also there is no other nomination the Council shall have power to submit another nomination for consideration at the Annual General Meeting.

19.4 If a casual vacancy shall arise in the position of President, Senior Vice-President and/or Junior Vice-President, such vacancy may only be filled by Council in its discretion and any person so appointed shall hold office until the 31 July next following.

20 Standing Committees and Game Boards

20.1 The Union shall have a Professional Game Board, a Community Game Board and a Governance Standing Committee, each of which shall report to the Board of Directors.

20.2 The chairman of the Governance Standing Committee and the Community Game Board shall have a second or casting vote in their respective meetings.

20.3 The quorum necessary for the transaction of business by the Governance Standing Committee or the Community Game Board shall be one half of its members provided always that the number of elected members present and entitled to vote shall exceed the number of individuals employed by the Union present and entitled to vote by not less than two unless agreed by the chairman of that meeting.

20.4 The Governance Standing Committee and Community Game Board may exercise the power of co-option subject to the prior approval of the Board of Directors.

20.5 The Governance Standing Committee and Community Game Board may only appoint a sub-committee to deal with a specific aspect of its business with the prior approval of the Board of Directors.

20.6 The quorum of a sub-committee of the Governance Standing Committee or the Community Game Board shall be one half of its members.

20.7 The Union shall have a Board Nominations Committee, which shall report to the Board of Directors. The composition of the Board Nominations Committee shall be decided by the Board of Directors, provided that it shall be chaired by an Independent Non-Executive Director, it shall include the chairman of the Board of Directors and a majority of its composition shall be independent. For the purposes of this Rule, Independent Non-Executive Directors and an independent chairman of the Board shall be deemed independent. The Board Nominations Committee shall recommend candidates for the roles of .Portfolio Directors.

20.8 The Union shall have a Council Nominations Committee, which shall report to the Council. The composition of the Council Nominations Committee shall be decided by Council provided that it shall have at least one member who is not a Council Member.

20.9 No Past President may serve on the Board of Directors, the Governance Standing Committee or on any Game Board or on a sub-committee of the Governance Standing Committee or any Game Board, but a Past President may serve on any working group set up for a specified period of time for a specified purpose.

VII FINANCE

21 Union Finance

- 21.1 The profits of the Union shall be applied only in furthering the objects of the Union.
- 21.2 The accounts of the Union shall be made up to 30 June in each year and shall be signed by the Chief Executive and two Council Members. They shall be audited by the Auditors, and a copy of the signed financial statements, together with the Auditors' report thereon, shall be sent or made available to each Member.
- 21.3 The Union shall not have the power to receive money on deposit from Members or others.

22 Auditors

- 22.1 The provisions of the Act as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with.
- 22.2 The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications other than a proxy form under Rule 7.6 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.

VIII STATUTORY PROCEDURES

23 Share Capital

- 23.1 The capital of the Union shall consist of shares of the value of one pound each.
- 23.2 Every Member shall hold one share and no more in the capital of the Union. No person who is not a Member shall be issued with a share.
- 23.3 In the case of every Corporate Member the share allotted to it shall be paid up in full by applying one pound of the subscription next received from it after the date of admission to membership.
- 23.4 No share shall be held jointly, be withdrawable or subject to Rule 23.5 be transferable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share, other than under the provisions of Rule 23.5, shall if the Council so decides be deemed to have withdrawn from the Union as from the date of such transfer or attempted transfer.
- 23.5 The share of a Member shall be forfeited to the Union when that Member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Union.
- 23.6 The Union shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

24 Registered Office

24.1 The registered office of the Union shall be at Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex, TW2 7BA or at such other location in England as the Board of Directors may from time to time determine.

24.2 Notice of any change in the situation of the registered office shall be given by the Chief Executive to the Registrar within fourteen days after the change.

25 Use of Name of the Union

25.1 The name of the Union shall be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Union are carried on.

25.2 The name of the Union shall be stated in legible characters in all business letters of the Union, in all notices, advertisements and other official publications of the Union, in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Union and in all bills, invoices, receipts and letters of credit of the Union.

25.3 Save with the authority of the Board of Directors, neither the name of the Union nor its symbol (whether the rose symbol or otherwise) shall at any time be used by any Member in any document or advertisement issued or published by, on behalf of or with the authority of that Member in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of the Union or the Council or the Board of Directors.

26 Seal

The Union shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Chief Executive and shall be used only under the authority of the Board of Directors which may determine who shall counter-sign any instrument to which the seal is affixed and unless otherwise so determined it shall be counter-signed by any two members of the Board of Directors.

27 Register of Members

27.1 The Union shall keep at its registered office a Register of Members in which the following particulars shall be entered:

- (a) The name and address of each Member.
- (b) A statement of the share held by each Member and the amount paid therefor.
- (c) A statement of other property, if any, in the Union held by each Member whether in loans or otherwise.
- (d) The date on which each Member was entered in the Register as a Member and the date on which a Member ceased to be one.
- (e) The names and addresses of the President, Senior Vice-President, Junior Vice-President and Chairman of the Board of Directors and the dates on which they assumed and left office.

- 27.2 The Register of Members shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 27.1(a), 27.1(d) and 27.1(e) without also opening to inspection the other particulars entered in the register.

28 Inspection of Books

All Members and persons having an interest in the funds of the Union shall be allowed to inspect their own accounts and the particulars entered in the Register of Members other than those entered under Rules 27.1(b) and 27.1(c) at all reasonable hours at the registered office of the Union subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

29 Annual Return and Accounts

- 29.1 Every year not later than the date provided by the Act or where the return is made up to the date allowed by the Registrar not later than seven months after such date the Chief Executive shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the Union for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Union with the Report of the Auditors thereon for the period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors on that balance sheet.
- 29.2 A copy of the latest annual return shall be made available free of charge on demand to every Member or person interested in the funds of the Union.
- 29.3 The Union shall keep a copy of the last balance sheet for the time being always available in a conspicuous place at its registered office.

30 Registration

These Rules shall take effect on and from the date of their registration pursuant to and in accordance with the provisions of the Act.

31 Dissolution

In the event of it becoming necessary for the Members to discontinue the activities of the Union and to dissolve the Union under the provisions of the Act its funds and property shall be appropriated or divided amongst the Members in such manner as the Council consider to be fair and reasonable, save in respect of the permanent collection of the Union's Museum of Rugby which the Council will take every reasonable step to ensure is vested in a similar body which retains such collection for the public benefit.

IX GENERAL

32 Handbook

The Union shall publish its Handbook each year and send a copy thereof to every Member.

33 Notices and documents

- 33.1 A notice may be served by the Union upon any Member, either personally or by sending it by post or fax addressed to such Member at his, her or its registered address as appearing in the

Register of Members. A notice may also be served by the Union upon any Member by electronic communication in accordance with Rules 33.2 and 33.3.

- 33.2 Any Member who notifies the Union of an address to which the Union may send electronic communications shall be treated as having agreed to receive notice and other documents from the Union by electronic communication.
- 33.3 If a Member notifies the Union of his, her or its email address the Union may send the Member the notice or other documents by publishing the notice or other document on a website and notifying the Member by email that the notice or other document has been published on a website.
- 33.4 Any notice or other communication or document sent by first class post to a Member or Member of the Council shall be treated as having been given twenty-four hours after the time when it was posted.
- 33.5 Where the RFU is required to produce, display or make available any document or publication, it may be produced, displayed or made available in physical or electronic form

34 Definitions

- 34.1 **“the Act”** means the Co-operative and Community Benefit Societies Act 2014 and any subsequent acts (including any regulations amending the same) governing or otherwise affecting societies registered under that act
- 34.2 **“Annual General Meeting”** means the General Meeting held each year under Rule 8
- 34.3 **“Auditors”** means the auditors of the Union for the time being duly appointed under Rule 8.2(e) in accordance with the provisions of the Act
- 34.4 **“Board Nominations Committee”** means the committee described in Rule 20.7
- 34.5 **“Board of Directors”** means the committee which is appointed in accordance with Rule 12 to manage the affairs of the Union in accordance with the Act
- 34.6 **“Chief Executive”** means the Chief Executive of the Union for the time being and the Secretary of the Union for the purposes of the Act
- 34.7 **“Chief Financial Officer”** means the chief financial officer of the Union for the time being (howsoever he or she is described in his or her official job title)
- 34.8 **“Club”** means a club admitted into voting membership of the Union in accordance with these Rules and it includes any union, league, combination or association of such clubs authorised under Rule 16.1(i) and thereafter admitted into membership
- 34.9 **“Community Game Board”** means the community game board, reporting to the Board of Directors to manage and administer the Union’s activities in relation to the community Game in accordance with its terms of reference
- 34.10 **“Constituent Body”** means a Geographic Constituent Body or a National Constituent Body

- 34.11 “**Corporate Member**” means a member who is not a natural person (whether or not such Member is a body corporate, unincorporated or an association of bodies corporate)
- 34.12 “**Council**” means the body established pursuant to Rule 15 to exercise the powers set out in Rule 16.1 or otherwise as set out in the Rules
- 34.13 “**Council Elected Director**” means any one of the members of the Board of Directors set out in Rule 12.1(e)
- 34.14 “**Council Member**” means a member of the Council for the time being shall include a person co-opted under Rule 16.1(p)
- 34.15 “**Council Nominations Committee**” means the committee described in Rule 20.8
- 34.16 “**England**” means England plus the Channel Islands and the Isle of Man
- 34.17 “**England Colleges Rugby Football Union**” means the body approved by the Council to represent on the Council the interests of those colleges in England with teams playing the Game
- 34.18 “**EPCR**” means European Professional Club Rugby or any successor body, being the association of which the Union is a member established to operate professional European cross-border club rugby competitions.
- 34.19 “**ERFSU**” means the England Rugby Football Schools Union
- 34.20 “**Game**” means the game of rugby union football
- 34.21 “**Game Board**” means the Community Rugby Game Board and the Professional Game Board
- 34.22 “**General Meeting**” means a meeting of the Members constituted under Rule 7
- 34.23 “**Geographic Constituent Body**” means an association or combination of Clubs as set out in Rule 6.3
- 34.24 “**Governance Standing Committee**” means the standing committee appointed by the Council from time to time to consider governance matters relating to the game in England in accordance with its terms of reference
- 34.25 “**Handbook**” means the annual publication of the Union which has last been made available to all Members
- 34.26 “**Independent Non-executive Director**” means an individual, who may not be a Council Member, appointed to the Board of Directors under Rule 12.1(i)
- 34.27 “**Individual Member**” means a Member who is a natural person (for the avoidance of doubt this excludes unincorporated associations and partnerships).
- 34.28 “**Junior Vice-President**” means the individual elected under Rule 19
- 34.29 “**Laws of the Game**” means the laws promulgated by World Rugby from time to time according to which the Game is played throughout the world

- 34.30 **“Legal and Governance Director”** means the legal and governance director of the Union for the time being (howsoever he or she is described in his or her official job title)
- 34.31 **“Member”** means a voting member of the Union
- 34.32 **“National Clubs Association”** means the body approved by the Council to represent the interests of those playing the Game at levels three and four on the Council
- 34.33 **“National Constituent Body”** means an association or combination of Clubs or Schools or universities as set out in Rule 6.4
- 34.34 **“National Representative”** means an individual appointed to Council under Rule 15.1(g)
- 34.35 **“National Representative Bodies”** means those Rugby Bodies set out at Rule 6.5
- 34.36 **“Overseas Club”** means an association of persons situated outside England the principal object of which is the playing of the Game
- 34.37 **“Overseas Union”** means any national Rugby Football Union other than the Union
- 34.38 **“Portfolio Directors”** shall mean the chairman of the Board of Directors, the Senior PGB Representative, the chairman of the Community Game Board, the chairman of the Governance Standing Committee and any World Rugby Representative serving on the Board of Directors (other than the chairman of the Board of Directors or a member of the Union’s professional staff)
- 34.39 **“Past President”** means a former President
- 34.40 **“President”** means the president of the Union elected under Rule 19
- 34.41 **“Professional Game Board”** is the board established by the Board of Directors from time to time to consider matters in relation to the professional Game in England in accordance with its terms of reference and which shall report to the Board of Directors
- 34.42 **“Register or Members”** means the register maintained under Rule 27
- 34.43 **“Registration Authority”** means the Financial Conduct Authority, (company number 01920623) of 25 The North Colonnade, Canary Wharf, London E14 5HS, or such other body appointed to carry out its function as registration authority of the Union
- 34.44 **“Representative”** means a member of Council elected or appointed to the Council other than the President, Senior Vice President, Junior Vice-President, chairman of the Board of Directors or the Chief Executive
- 34.45 **“RFU Regulation”** means a resolution or regulation passed in accordance with Rule 4.13
- 34.46 **“Rugby Body”** means any association of unions, counties, clubs, players, agents, match officials, coaches or other persons or organisations connected or associated with the playing of the Game undertaken in England whether or not and/or howsoever incorporated and whether or not authorised or approved by the Union
- 34.47 **“Rugby Europe”** means Association Rugby Europe (formerly FIRA-AER) or any successor body, being the association of European rugby unions recognised by World Rugby

- 34.48 **“Rugby Players’ Association”** means the association approved by the Council to represent the interests of professional rugby players on the Council
- 34.49 **“Rules”** means the Rules of the Union for the time being registered with the Registration Authority
- 34.50 **“School”** means a school situated in England which includes within its curriculum the playing and/or coaching of the Game
- 34.51 **“Senior PGB Representative”** means the individual specified by the Board of Directors under Rule 12.1(d);
- 34.52 **“Senior Vice-President”** means the individual appointed under Rule 19
- 34.53 **“Special General Meeting”** means a General Meeting other than an Annual General Meeting;
- 34.54 **“SRFU”** means the Students Rugby Football Union
- 34.55 **“Standing Committee”** means a Standing Committee of the Union established by the Council from time to time
- 34.56 **“Strategic Plan”** means the Union’s long term multi-year plan setting out the strategy for the Union
- 34.57 **“Twickenham”** means the rugby union football ground, Twickenham, Middlesex
- 34.58 **“Union”** means the Rugby Football Union
- 34.59 **“Women and Girls’ Representative”** means the individual appointed to the Council under Rule 18.15
- 34.60 **“World Rugby”** means the world governing body of the Game which at the date of the adoption of these Rules is World Rugby, formerly known as the International Rugby Board, of which the Union is a member
- 34.61 **“World Rugby Regulations”** means the resolutions and regulations promulgated by World Rugby from time to time
- 34.62 **“World Rugby Representative”** means the Union’s representatives on World Rugby appointed pursuant to Rule 12.4.

35 Transitional Provisions

- 35.1 Subject to Rule 35.2, for the purposes of Rule 18, Council Members serving on 31 July 2018 whose:
- (a) maximum term limit on the Council would have expired on or before 31 July 2018 may serve on Council until 31 July 2020;
 - (b) maximum term limit on the Council would have expired on or before 31 July 2019 may serve on Council until 31 July 2021;

- (c) maximum term limit on the Council would have expired on or before 31 July 2020 may serve on Council until 31 July 2022; or
 - (d) maximum term limit on the Council would have expired on or before 31 July 2021 may serve on Council until 31 July 2022.
- 35.2 A Council Member who is a member of the Board of Directors, is Junior Vice President, Senior Vice President or President, a representative of the Union on the Six Nations Committee, World Rugby, Rugby Europe or the British and Irish Lions committee may continue to serve on the Council for the duration of that other position, up to 31 July 2026.
- 35.3 Where an individual was appointed to a position, pursuant to the Rules in force at the time, at or prior to the Annual General Meeting in 2015, the period between the date of that individual's appointment and the 1 August immediately following that appointment shall not count as a "year" or a part of a "year" for the purposes of counting time for term limits on the Board of Directors.
- 35.4 Where an individual was appointed to the Council effective from an Annual General Meeting, the time between that appointment and the next following 31 July shall not count as a part of a "year" for the purposes of counting time for term limits on the Council.