

RFU REGULATIONS

RFU REGULATION 5 – FINANCIAL

5.1 Finance

- 5.1.1 On or before 31 December each year, each Constituent Body shall send to the RFU's Chief Financial Officer for inspection a properly prepared Financial Statement for the previous season that has been audited (if applicable) or examined as appropriate in accordance with Regulation 5.1.4 and 5.1.5.
- 5.1.2 In the event of a Constituent Body failing to comply with Regulation 5.1.1 above or a Club in failing to comply with Regulation 5.1.3 below, it shall be subject to a sanction to be determined by the RFU.
- 5.1.3 On or before 31 December each year, each Club at Levels 1 to 4 (inclusive) shall send to the RFU's Chief Financial Officer and every other Club shall send to the treasurer of their respective Constituent Body or other relevant organising body for inspection, a properly prepared financial statement for the previous season as presented to Club members at a general meeting that has been audited (if applicable) or examined as appropriate in accordance with Regulations 5.1.4 and 5.1.5.
- 5.1.4 Where a Constituent Body or Club is incorporated, it shall comply with the statutory audit/accounts report regulations set out in the Companies Acts and any other legislation and statutory audit requirements under the Industrial and Provident Societies Acts and any other legislation as appropriate.
- 5.1.5 Where a Constituent Body or Club is unincorporated and:-
- (a) it has a gross annual income exceeding £385,000, its Financial Statements shall be audited by a registered auditor who is eligible to act under the provisions of Part 42 of the Companies Act 2006;
 - (b) it has a gross annual income exceeding £100,000, but not exceeding £385,000, then it shall appoint a qualified accountant who is a member of one of the major accountancy bodies who comprise the Consultative Committee of Accountancy Bodies or another appropriate supervisory body recognised by the Board of Directors to independently examine the books and records and to report thereon;
 - (c) it has a gross annual income not exceeding £100,000, then it may, with permission of its members, at a general meeting of the Club, to which 80% of the total votes cast at the meeting are in favour of such Resolution, opt out of an audit or examination. Such option shall be exercised annually; and
 - (d) it has a fixed asset balance sheet value exceeding £825,000 then the gross annual income criteria in (b) and (c) do not apply and the financial statements shall be audited by a registered auditor who is eligible to act under the provisions of Part 42 of the Companies Act 2006.

Note:

- (a) *The auditor's report must be attached to the annual financial statements (see Regulation 5.1.5).*
- (b) *The accountant's report must be attached to the annual financial statements (see Regulation 5.1.5).*
- (c) *A signed copy of the general meeting resolution opting out of an Audit or examination must be attached to the annual financial statements (see Regulation 5.1.5).*

5.1.6 Clubs affiliated to universities, colleges and other educational institutions and Clubs which are sections of sports associations e.g. banks, insurance companies and business houses are exempt from the provisions of Regulation 5.1.5 if they do not have separate accounts for themselves.

5.2 Financial Planning and Reporting

5.2.1 All Clubs participating in the Championship and any Club in Level 3 wishing to be promoted to the Championship shall submit to the RFU:

- (a) by 31 March each year, or such later date as the RFU may stipulate, the following documents in respect of the current financial year, in each case made up to a date not earlier than 31 December in the previous year:
 - i. year to date trading performance vs budget;
 - ii. forecast full year performance vs budget;
 - iii. year to date cash-flow vs budget;
 - iv. aged creditor listing;
 - v. balance sheet; and
 - vi. copy of printout from club's Government Gateway account showing club's current liabilities in relation to PAYE/NI and VAT.
- (b) by 31 May each year, or such later date as the RFU may stipulate, the following documents in respect of the current financial year, in each case made up to a date not earlier than 31 March of that year:
 - i. year to date trading performance vs budget;
 - ii. forecast full year performance vs budget;
 - iii. year to date cash-flow vs budget;
 - iv. aged creditor listing;
 - v. balance sheet; and
 - vi. copy of printout from club's Government Gateway account showing club's current liabilities in relation to PAYE/NI and VAT.

- (c) by 31 May each year, or such later date as the RFU may stipulate, the following documents in respect of the subsequent financial year:
 - i. detailed budget; and
 - ii. cash-flow budget.
- (d) such other documentation and actions that may be requested by the RFU from time to time, which may include:
 - i. evidence of financing facilities, bank guarantees, personal guarantees, performance bonds and/or such other source of funding provided to the club in order to fund any deficit or shortfall;
 - ii. financial documentation for any legal entity whose finances or operations are material to the financial position of the club; and/or
 - iii. any other information that the RFU may require, including from any parent or subsidiary undertaking of the Club.

5.2.2 By 30 June 2017 all Championship Clubs and Clubs at Level 3 must have ensured that they have an accounting year ending 30 June, unless otherwise agreed in writing by the RFU.

5.2.3 In the event that the RFU has concerns about the financial stability, corporate governance or management and operations of a Championship or Level 3 Club, the RFU (or its nominated appointee) shall be entitled to attend the premises of the Club at a reasonable time and upon reasonable notice to obtain access to such documents as it consider appropriate. The Club agrees to provide the RFU with all reasonable assistance and information as the RFU may require.

5.2.4 In the event that a Club is in breach of any of the provisions in this Regulation 5.2 or supplies false information it shall be liable for such penalty as the RFU may determine which may include (without limitation) a fine, points deduction and (in the case of a serious or repeated breach or supply of false information) an embargo on registering new players, relegation from the Championship and/or the ceasing and/or withdrawal of funding support from the RFU (including without limitation any funding provided pursuant to the Championship Clubs' participation agreement). In addition, in relation to Level 3 Clubs, the RFU shall be entitled to refuse that the Club be promoted to the Championship.

5.2.5 If upon receipt from a Championship Club or a Level 3 Club of any information provided under Regulation 5.2 the RFU is of the opinion that that the Club is in serious financial difficulties, the RFU may take such action as it consider appropriate which may include (without limitation), the Club being relegated or removed from the League, the Club being refused promotion, the Club remaining in the League subject to conditions and/or the imposition of the measures referred to in Regulation 5.2.5 above.

5.3 Insolvency Event at a Club

Reporting of an Insolvency Event

5.3.1 Immediately upon an Insolvency Event occurring, a Club, by its directors or others having responsibility for the management of the Club, must notify the RFU in writing

by letter or e-mail addressed to the RFU Legal and Governance Director.

Insolvency Event occurring during a Season

5.3.2 Without prejudice to any other action that the RFU may take or require to be taken, and without prejudice to requirements under any Regulation or Rule of the RFU, in the event that a Club playing:

- (a) in the Premiership suffers an Insolvency Event, that club shall suffer a points deduction equal to 20 per cent.; or
- (b) at Level 2 or below suffers an Insolvency Event, that club shall suffer a points deduction equal to 25 per cent.;

of the total number of available points (including bonus points) to a Club in the League in which that Club plays. In the case of a fraction, the points to be deducted shall be rounded up to the nearest point in the following Season. By way of example, in a 16-team League, where there are a total of 150 points available, the points deduction shall be 38 points.

5.3.3 Following the points deduction made under Regulation 5.3.2:

- (a) if the points deducted from a Club were to be added back to that Club's points total at the end of the Season in which they were deducted, the Club would have finished in the relegation zone of its league; or
- (b) if the Club is not relegated in the Season in which those points were deducted,

then that Club shall suffer a deduction of league points equal to 15 per cent. (or, in the case of a Club which remains in the Premiership, 10 per cent.) of the total number of available points (including bonus points) to a Club in the League in which that Club plays in the following Season. By way of example, in a 16-team League, where there are a total of 150 points available, the points deduction shall be 23 points. In the case of a fraction, the points to be deducted shall be rounded up to the nearest point.

5.3.4 In the event that an Insolvency Event occurs during the Season at any Club not playing in a League or the Premiership, such Club shall be subject to whatever penalty the RFU shall deem appropriate.

Insolvency Event occurring outside a Season

5.3.5 Without prejudice to such other action that the RFU might take or require to be taken and without prejudice to requirements under any other Regulation or Rule of the RFU, in the event that an Insolvency Event occurs other than during the Season at any Club, that Club shall be suffer the relevant points deduction either before the start of the next Season, or at the end of the next Season, as the RFU at its discretion shall decide, provided that ordinarily if the Insolvency Event occurs prior to the date at which the fixtures for the Level at which the Club plays, the points deduction shall apply to the previous season.

General provisions

5.3.6 A Club shall not be eligible for promotion in the season in which it suffers an Insolvency Event (or if the Insolvency Event occurs outside a season, then at the discretion of the RFU, it shall either not be eligible for promotion in the season in the following season, or if it had been promoted in the previous season, not be

promoted).

- 5.3.7 If a Club suffers an Insolvency Event, then in the following season it must not exceed the financial thresholds set out in any Regulation 7 relating to payment of players, or in the case of the Championship, such threshold as the RFU shall specify.
- 5.3.8 References in this Regulation 5.3 to a Level at which a Club plays shall, unless otherwise decided by the RFU, refer to the Level at which its senior male adult XV plays. The relegation and any points deductions referred to in this Regulation 5.3 shall apply to the senior first XV team operated by the Club. If the Club's senior first XV is a women's team, then the Club shall be subject to whatever penalty the RFU shall deem appropriate. In the case of dispute as to which team is the senior first XV team operated by a Club, the decision of the RFU shall be final. Any points deduction or other sanction to other teams operated by the Club shall be at the discretion of the RFU.
- 5.3.9 Where a Club suffers an Insolvency Event, provided that:
- (a) all outstanding creditors of that Club are paid in full (or the outstanding creditors agree to waive or a repayment programme for outstanding amounts); or
 - (b) for a Club where the Insolvency Event is entering administration, it exists administration,

within six weeks of the Insolvency Event occurring, then the Club shall not suffer a points deduction under Regulation 5.3.2 or 5.3.5 as the case may be.

- 5.3.10 The RFU shall have the right to publish the name or names of any person who was a director of or who was concerned in the management of any Club at the time at which any Insolvency Event or similar event occurred or at any time in the period of 12 months before any such Insolvency Event or similar event occurred at that Club.
- 5.3.11 Any person who was a director of, or was concerned in, the management of any Club at the time at which any Insolvency Event or similar event occurred or at any time in the period of 12 months before any such Insolvency Event or similar event occurred shall not be entitled to become or to remain a director of or be concerned in the management of that or any other Club for a period of three years from the date of the Insolvency Event unless that person shall have shown good cause to the satisfaction of the RFU as to his/her fitness to be such a director or involved in the management of a Club during that three year period and the RFU has indicated its approval in writing and further no Club shall engage elect appoint or retain any such person as a director or to fulfil any management role within the Club without the written approval of the RFU.
- 5.3.12 For Clubs at Levels 1 to 6 (inclusive), if it is proposed to establish a new club to take over the assets (including the League or Premiership position) of a Club to which an Insolvency Event has occurred, the provisions of RFU Regulations 3.3 and 3.4 so far as applicable and the protocol set out in Appendix 2 to this Regulation 5 must be complied with before that new club may be granted membership of the RFU. For Clubs below Level 6, whether a new club may take over the assets (including the League position) of a Club to which an Insolvency Event has occurred shall be subject to such conditions as the RFU shall determine.
- 5.3.13 For the avoidance of doubt, where a points deduction or other restriction is applied to a Club under this Regulation 5.3, such deduction or restriction shall also apply to any

new club which has taken over the previous Club's assets.

5.4 Funding

- 5.4.1 Any funding of whatever nature from the RFU to a Constituent Body or Club is (in addition to any specific funding conditions imposed) conditional upon the satisfactory compliance by the entity receiving the funding with the RFU's Rules and Regulations and on the delivery and performance of that entity being satisfactory to the RFU Board of Directors. Such funding may be suspended or cancelled at any time if, in the opinion of the RFU's Board of Directors, such entity is not so complying, delivering or performing.
- 5.4.2 The RFU shall not be obliged to pay any funding that would otherwise be paid direct to a Club, to a league organising committee or entity representing or purporting to represent that Club, unless the RFU Board of Directors is satisfied that such committee or entity will pay the RFU's funding equally between all Clubs represented by that committee or entity and that the RFU has such representation on such committee or entity as the RFU Board of Directors shall require.
- 5.4.3 Subject to points 5.4.3 (a) to (d) inclusive below, the RFU shall have the right to set off from any funding it gives to a Club or to that Club's league organising committee (where no funding is given direct to a Club) or any entity representing that Club any sums owed by that Club to the RFU for whatever reason (including, without limitation, non-payment of sums owed to the RFU for tickets) provided that where the RFU proposes to exercise its right of set off from monies it would but for the set off pay to a Club's organising committee:
- (a) the RFU shall calculate how much that Club's share of funding given to the League Organising Committee would be by dividing the total funding to that League Organising Committee by the number of Clubs in that League ("the Club's Share");
 - (b) if the total sums owed by the non paying Club are equal to or less than the Club's Share, the RFU may deduct the amount owed by the Club from the Club's Share and pay the League Organising Committee the balance;
 - (c) if the total sums owed by the non paying Club are more than the Club's Share, the RFU may only deduct the Club's Share from the total funding to that League Organising Committee and the amount owed by the non-paying Club shall be reduced accordingly; and
 - (d) any outstanding sums owed to the RFU by that non paying Club may be deducted from further payments to that League Organising Committee provided the provisions set out in 5.4.3 (a) to (c) inclusive above are complied with.

5.5 Tickets to International Matches

Any non-payment by a Club for tickets or its ticket allocation to any match at Twickenham, by the date required by the RFU may result in that Club losing its international match ticket allocation or right to purchase tickets for all or some matches to be held at Twickenham for a minimum period of one year or such greater period as may be determined by the International Rugby Ticket Sub Committee through its established procedures or such other procedure as the RFU may in its absolute discretion decide.