

# DUNDEE HIGH SCHOOL FORMER PUPILS RUGBY FOOTBALL CLUB LIMITED

## ARTICLES OF ASSOCIATION

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### **Defined terms, Club name, purposes and colours etc**

**1.** (1) In the articles, unless the context requires otherwise—

“articles” means the Club’s articles of association;

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

“Chair of the meeting” has the meaning given in article 6;

“Club” means this company, namely DUNDEE HIGH SCHOOL FORMER PUPILS RUGBY FOOTBALL CLUB LIMITED

“Committee” means all of the Officials for the time being of the Club, when acting as a body;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;

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

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“Official” means a director of the Club, and includes any person occupying the position of director, by whatever name called;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a Committee meeting, has the meaning given in article 20;

“proxy notice” has the meaning given in article 11;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

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

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Club.

(2) The objects of the Club, which shall be known as **Dundee High School Former Pupils Rugby Football Club Limited**, and which shall be a

constituent member of the Dundee High School Former Pupils Athletic Union, are the playing and promotion of Rugby Football in accordance with the bye-laws of the Scottish Rugby Union, of which the Club is or will become a member.

(3) The club colours shall be navy-blue and scarlet.

### **Liability of members**

**2.** The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for—

- (a) payment of the Club's debts and liabilities contracted before he or she ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **PART 2**

### **CLUB MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

#### **Membership and applications for membership, subscriptions and termination of membership**

**3.** (1) The membership of the Club shall consist of:

- (a) Full Members (Voting) (who shall be the members as defined under and for the purposes of section 112 of the Companies Act 2006);
- (b) Affiliate Members (Non-voting) (e.g. Country Members)
- (c) Junior Section Playing Members (Under age 18 and non-voting)

(2) Full Members and Affiliate Members may be admitted on application to and approval by the Secretary. Junior Section Playing Members (who must be under age 18) may be admitted on application to and approval by the relevant Junior Section Committee, but they shall not be Full Members and they shall not be entitled to vote at General Meetings of the Club.

(3) The Committee may determine the criteria for Affiliate Membership, from time to time and as agreed by the Club in general meeting. Affiliate Members shall have the same rights as Full Members except that they shall not be entitled to vote at general meetings of the Club, and are not members for the purposes of section 112 of the Companies Act 2006;

(4) Persons may also become Life Members of the Club, on application to and approval by the Secretary, on the payment of the appropriate Life Membership Subscription, which shall be of such sums as the Committee may from time to time propose and as then approved by the Club in general meeting. Life Members shall be Full Members for all the purposes of these articles. There shall be a maximum number of Life Members of the Club, which shall be of such number as the Committee may from time to time propose and as then approved by the Club in general meeting.

(5) No person shall become a member of the Club unless—

- (a) that person has completed an application for membership in a form approved by the Committee, and
- (b) the Secretary has approved the application.

(6) The Committee, may at its discretion, appoint such persons who have shown special interest in the Club, or have served the Club well as players, officials or benefactors, as Honorary President or Honorary Vice Presidents, or Honorary Life Members, of the Club.

(7) Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender or gender reassignment, marriage and civil partnership, occupation, pregnancy and maternity, race, colour, creed, religion or belief, sex, sexual orientation, political or other opinion, or having or not having dependants. If an application is refused by the Secretary, the applicant will have the right to submit an appeal for consideration by the Committee and to be informed of the decision of the Committee within 30 days.

(8) The Club operates an Equal Opportunities Policy where no one is denied the right to equal access on the grounds of age, disability, gender or gender reassignment, marriage and civil partnership, occupation, pregnancy and maternity, race, colour, creed, religion or belief, sex, sexual orientation, political or other opinion, or having or not having dependants. There is equality of opportunity in terms of the playing rights and the rights of members to attend general meetings, to vote (in respect of Full Members) and to hold office.

### **Subscriptions**

(9) Persons admitted as Full Members, Affiliate Members or Junior Members of the Club as above shall continue as such on due payment each year of the Annual Subscription which shall be of such sum as the Committee may from time to time propose and as agreed by the Club in general meeting. Different levels of subscription may be set for different categories of Full Members, and for different categories of Affiliate Members and for different categories of

Junior Section Playing Members. All subscriptions shall be due on 1st September of each year or, in the case of a new member, at the date of his or her application for Membership being accepted. Persons who fail to pay their subscription within one month of the date on which it falls due may be removed from the list of members without formality after 14 days written notice.

### **Resignations and Expulsion of Members**

(10) Any Full, Affiliate or Junior Section Member shall, after acceptance of his or her application as above, and subject to due payment of his or her Annual Subscription as above, and subject also to the provisions of the paragraph below, remain a member of the Club until such time as he or she notifies the Secretary that he or she wishes to withdraw. Membership is not transferable, and a person's membership terminates when that person dies. A Junior Section Playing Member shall cease to be a member on his or her 18<sup>th</sup> birthday, but can then apply to become a Full or Affiliate Member.

(11) The Committee shall have power to expel any member whose conduct is, in their opinion, such as to make it undesirable in the interests of the Club that he or she should remain a member. Any member expelled by the Committee may appeal to a Special General Meeting of the Club which shall be held at his or her request and at which he or she shall be permitted to state his or her case. A vote of two thirds of the Full Members present at such Special General Meetings shall be necessary to overturn the decision of the Committee.

### **ORGANISATION OF GENERAL MEETINGS**

#### **Annual General Meetings, business to be conducted, attendance and speaking at same**

**4.** (1) The Club shall hold an Annual General Meeting of the Club by 15th June in each year, and notice of same shall be given by circular to each Full and Affiliate Member at least fourteen days before the meeting.

(2) At every Annual General Meeting the President shall present a report by the Committee on the activities of the Club during the preceding year, the Treasurer shall present the accounts for the year ending 30th April, and the 1<sup>st</sup> XV Captain shall present a report on the playing record of the Club in the preceding season. In addition, the election of Officials and Captains and the Honorary Auditor will take place, as shall any other competent business contained in the notice of the meeting. It shall be at the discretion of the Committee whether to transact any business other than that for which the meeting is called.

(3) Special General Meetings may be called at any time on a notice of at least 14 but no more than 30 days to each Full and Affiliate Member by the

Committee, either on their own determination or on a requisition in writing to the Secretary, signed by twelve or more members (either Full and/or Affiliate). Any such requisition shall give notice of the business to be brought before the Meeting which shall be called by giving notice of such business to each Full and Affiliate Member within fourteen days of receipt of the requisition. It shall not be competent to transact any business at the Meeting other than that for which the meeting is called.

(4) At all General Meetings only Full Members shall have a vote.

(5) No additions to or alterations of these Articles shall be made except at an Annual General Meeting or at a Special General Meeting called for the purpose and upon the vote of two thirds majority of those Full Members present and voting, and no alterations shall receive effect unless intimation of the proposed change shall have been given in the circular calling the meeting. Further, no alterations may be made to article 1.(2), 13.(2)(b) and this article 4.(5) without the agreement of the Board of Directors of the High School of Dundee.

### **Quorum for General Meetings**

**5.** No business other than the appointment of the Chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum. Twenty Full Members shall constitute a quorum at all Annual General Meetings and Special General Meetings.

### **Chairing General Meetings**

**6.** (1) If the Committee have appointed a Chair (normally the President), the Chair shall chair General Meetings if present and willing to do so.

(2) If the Committee have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the Officials present, or

(b) (if no Officials are present or willing), the meeting, must appoint an Official or member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the Chair of the meeting".

### **Attendance and speaking by Officials and non-members**

**7.** (1) Officials may attend and speak at General Meetings, whether or not they are members.

(2) The Chair of the meeting may permit other persons who are not members of the Club to attend and speak at a General Meeting.

### **Adjournment**

**8.** (1) If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.

(2) The Chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.

(3) When adjourning a General Meeting, the Chair of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Committee, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(4) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the Club's General Meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

(5) No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **Voting: general**

**9.** A resolution put to the vote of a General Meeting must be decided on a show of hands of Full Members unless a poll is demanded.

### **Errors and disputes**

**10.** (1) No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.



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

### **Content of proxy notices**

**11.** (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Committee may determine; and
- (d) is delivered to the Club in accordance with the articles and any instructions contained in the notice of the General Meeting to which they relate.

(2) The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

**12.** (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## PART 3

### COMMITTEE & OFFICIALS

#### **COMMITTEE OFFICIALS' POWERS AND RESPONSIBILITIES**

##### **Committee's general authority**

**13.** (1) Subject to these articles, the Officials are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club. When so doing as a body, they shall be known as the Committee.

(2) (a) The Committee shall consist of the following Officials, namely President, Vice-President, Rugby Convenor, Secretary, Treasurer, 2 Junior Section Convenors and 3 general members ("Officials") all to be appointed at the Annual General Meeting each year. The Committee may co-opt additional Officials during the ensuing year of office.

(b) Of the office-bearers appointed at the Annual General Meeting at least 3 must always be persons who have been pupils or staff of the High School of Dundee.

(c) In addition, the following appointments shall be made by election at the Annual General Meeting, namely the Captains of all senior teams ("Captains"). For the avoidance of doubt, Captains are not members of the Committee unless separately appointed as such under the above provisions.

(3) Officials and Captains of the Club shall be elected at its Annual General Meeting and shall hold office for one year, until the Annual General meeting in the following year. They shall be eligible for re-election. A vacancy in those Officials or Captains occurring during the year, or remaining vacant following an Annual General Meeting, shall be filled by the Committee, at its discretion, and the person or persons so appointed shall hold office or post until the following Annual General Meeting.

(4) One representative appointed by the Committee shall represent the Club on the Committee of Management of the Dundee High School FP Athletic Union, or any successor body to same.

(5) A Playing Sub-Committee will be appointed by the Committee and will include the Rugby Convener and such of the Club's Coaches and Captains and other persons as the Committee may determine.

(6) One or more Junior Sections (of which there are presently two, known as Dundee Eagles and Dundee Rugby) will be run by the respective Junior Section Committees, and shall be chaired by the respective Junior Section Convenors. Membership of the Junior Section Committees shall be determined by the Committee, normally acting on the recommendation of the current Junior Section Committees. The Junior Section Committees may make such rules for the conduct of the respective Junior Sections as they determine, subject always to approval or amendment of same by the Committee.

(7) The Club is fully committed to safeguarding the welfare of all children in its care. It recognises the responsibility to promote safe practice and to protect children from harm, abuse and exploitation. Staff and volunteers will work together to embrace difference and diversity and respect the rights of children and young people.

(8) The Committee shall meet at least every 3 months.

(9) The Committee shall have power to enact, at any time, such bye-laws as may be necessary for the proper management of the Club.

(10) The President, Secretary and Treasurer shall jointly have power to sign on behalf of the Committee any agreements or contracts properly entered into by the Committee on behalf of the Club.

### **Members' reserve power**

**14.** (1) The members may, by special resolution, direct the Committee to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the Committee has done before the passing of the resolution.

### **Committee may delegate**

**15.** (1) Subject to the articles, the Committee may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or sub-committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters; and
- (e) on such terms and conditions;

as they think fit.

(2) If the Committee so specify, any such delegation may authorise further delegation of the Committee's powers by any person or persons to whom they are delegated.

(3) The Committee may revoke any delegation in whole or part, or alter its terms and conditions.

### **Sub-Committees**

**16.** (1) Sub-Committees to which the Committee delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by the Committee.

(2) The Committee may make rules of procedure for all or any Sub-Committees, which prevail over rules derived from the articles if they are not consistent with them.

## **DECISION-MAKING BY THE COMMITTEE**

### **Committee Officials to take decisions collectively**

**17.** The general rule about decision-making by the Committee is that any decision of the Committee must be either a majority decision at a Committee meeting or a decision taken in accordance with article 18.

### **Unanimous decisions outwith meetings**

**18.** (1) A decision of the Committee is taken in accordance with this article when all eligible Officials indicate to each other by any means that they share a common view on a matter.

(2) A decision may not be taken in accordance with this article if the eligible Officials would not have formed a quorum at such a Committee meeting.

(3) Any two of the President, Secretary and Treasurer shall jointly have the power to deal with urgent minor items without prior reference to the Committee.

### **Calling a Committee meeting**

**19.** (1) Any of the President, Treasurer or Secretary shall be entitled to call a Committee meeting by giving notice of the meeting to the other Officials or by authorising the Secretary (if any) to give such notice. Any two other Officials may call a Committee meeting by giving notice of the meeting to the other Officials or by authorising the Secretary (if any) to give such notice.

(2) Notice of a Committee meeting must be given to each Official, but need not be in writing.

### **Participation in Committee meetings**

**20.** Officials participate in a Committee meeting, or part of an Officials' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

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

### **Quorum for Committee meetings**

**21.** (1) At a Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for Committee meetings may be fixed from time to time by a decision of the Committee, but it must never be less than two, and unless otherwise fixed it is four.

(3) If the total number of Officials for the time being is less than the quorum required, the Committee must not take any decision other than a decision—

(a) to appoint further Officials, or

(b) to call a general meeting so as to enable the members to appoint further Officials.

### **Chairing of Committee meetings**

**22.** (1) The Committee may appoint an Official (normally the President) to chair their meetings.

(2) The person so appointed for the time being is known as the Chair.

(3) The Committee may terminate the Chair's appointment at any time.

(4) If the Chair is not participating in a Committee meeting within ten minutes of the time at which it was to start, the participating Officials must appoint one of themselves to chair it.

### **Casting vote**

**23.** If the numbers of votes for and against a proposal are equal, the Chair or other Official chairing the Committee meeting has a casting vote.

## **Conflicts of interest**

**24.** If a proposed Committee decision is concerned with an actual or proposed transaction or arrangement with the Club in which an Official is interested, that Official is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **Records of decisions to be kept**

**25.** The Committee must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority Committee decision taken.

## **Committee's discretion to make further rules**

**26.** Subject to the articles, the Committee may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Committee.

# **APPOINTMENT OF COMMITTEE OFFICIALS**

## **Methods of appointing Committee Officials**

**27.** (1) Any person who is willing to act as an Official, and is permitted by law to do so, may be appointed to be an Official—

- (a) by ordinary resolution at a General Meeting, or
- (b) by a Committee decision.

(2) In any case where, as a result of death, the Club has no members and no Officials, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be an Official.

## **Termination of a Committee Official's appointment**

**28.** A person ceases to be an Official as soon as—

- (a) that person ceases to be an Official by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as an Official and may remain so for more than three months;

(e) notification is received by the Club from the Official that the Official is resigning from office, and such resignation has taken effect in accordance with its terms.

### **Officials' remuneration**

**29.** (1) Officials may undertake any services for the Club that the Committee decide.

(2) Officials are entitled to such remuneration as the Committee determine—

- (a) for their services to the Club as Officials, and
- (b) for any other service which they undertake for the Club.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **GENERAL**

#### **Means of communication to be used**

**30.** Anything sent or supplied by or to the Club under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club; notice of annual and special meetings may be given by making the notice available on the Club's website, at such internet address as may have been communicated to the members.

#### **No right to inspect accounts and other records**

**31.** Except as provided by law or authorised by the Committee or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

#### **OFFICIALS' INDEMNITY AND INSURANCE**

#### **Indemnity**

**32.** (1) Subject to paragraph (2), a relevant Official of the Club or an associated Club may be indemnified out of the Club's assets against—

- (a) any liability incurred by that Official in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company,

(b) any liability incurred by that Official in connection with the activities of the Club or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that Official as an officer of the Club or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant Official” means any Official or former Official of the Club or an associated company.

## **Insurance**

**33.** (1) The Officials may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant Official in respect of any relevant loss.

(2) In this article—

(a) a “relevant Official” means any Official or former Official of the Club or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Official in connection with that Official’s duties or powers in relation to the Club, any associated company or any pension fund or employees’ share scheme of the Club or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## FINANCES & MINUTES

### **Finances, Treasurer, Accounts, Audit, Borrowing Powers and Surpluses**

**34.** (1) The finances of the Club shall be under the supervision of the Treasurer who will be responsible to the Committee.

(2) The Treasurer shall be responsible for the proper keeping of the books and accounts of the Club. Bank Accounts, as necessary, will be operated with banks approved by the Committee.



(3) The financial year of the Club will run from 1st May to 30th April and at the end of each year the Treasurer shall make up the books and Annual Accounts and have them audited by the Honorary Auditor appointed for the purpose. The audited accounts of the club shall be submitted to the Club's Annual General Meeting, as above.

(4) The Committee shall have power to borrow such sums as they deem necessary to assist the financial management of the club.

(5) Any surplus or gains made by the Club must be retained by the Club and shall not be distributed to members. In the event of the Club being wound up, any surplus assets will be donated to a local or national organisation involved in the promotion of Rugby Football and in a way which qualifies as being for an approved or charitable purpose in terms of the Community Amateur Sports Clubs regulations for the time being in force.

## **Minutes**

**35.** The Secretary shall keep a book in which the Minutes of the proceedings at General and Special Meetings of the Club and of the Meetings of the Committee will be recorded, and must ensure that the Club keeps the Minutes for at least 10 years from the date of the Meetings.

