



**England
Rugby**

SCHOOLS

Articles of Association

Company Limited by Guarantee and not having a Share Capital

Articles of Association of

ENGLAND RUGBY FOOTBALL SCHOOLS' UNION

1. Interpretation

In these articles:

'the Union' means England Rugby Football Schools' Union;

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

'the Articles' means these Articles of Association of the Union;

'Clear Days' in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'Commissioners' means the Charity Commissioners for England and Wales;

'ERFSU Committee' means the committee of Officers and elected members as defined in Articles 13.1.1 to 13.1.5;

'executed' includes any mode of execution;

'the Memorandum' means the Memorandum of Association of the Union;

'Officer' means a person holding a post defined as being an officer in Article 19.1.1. All officers shall be trustees.

'RFU' means Rugby Football Union;

'CSU' means County Schools' Union;

'Company Secretary' means the company secretary of the Union or any other person appointed to perform the duties of the company secretary of the Union, including a joint, assistant or deputy secretary;

'the Trustees' means those persons responsible for the Union's compliance with the Act (and 'Trustee' has a corresponding meaning);

'the United Kingdom' means Great Britain and Northern Ireland including the Channel Islands;
and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. Members
 - 2.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 19.10 shall be members of the Union.
 - 2.2 Unless the Trustees or the Union in general meeting shall make other provision under Article 19, the Trustees may in their absolute discretion permit any member of the Union to retire, provided that after such retirement the number of members is not less than two.
3. General Meetings
 - 3.1 The Union shall hold an annual general meeting not later than 31 July each year and a separate annual financial general meeting solely to approve financial statements for the Union for the year ended 30 June not later than 30 November each year, in addition to any other general meetings in that year, and shall specify the meeting as such in the notices calling it. All general meetings shall be held at such times and places as the Officers shall appoint.
 - 3.2 The Officers may call general meetings and, on the requisition of 30 members, shall proceed to convene a general meeting for a date not later than sixty days after receipt of the requisition.
 - 3.3 The Union in general meetings shall have the power by ordinary resolution to alter, add to or repeal Articles.
4. Notice of General Meetings
 - 4.1 An Annual General Meeting and an Annual Financial General Meeting shall be called by at least twenty-one clear days' notice. The Officers may call other general meetings by at least thirty clear days' notice.
 - 4.2 The notice shall specify the time and place of the meeting and precise details of the business to be transacted including the wording of any resolutions proposed for consideration.
 - 4.3 The notice shall be given to all the members and to the auditors.
5. No notice of Meetings
 - 5.1 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
6. Proceedings at General Meetings
 - 6.1 No business shall be transacted at any meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, shall constitute a quorum.
 - 6.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Officers may determine.
 - 6.3 The President or in his absence the Vice-President shall preside as chairman of the meeting, but if neither the President nor the Vice-President are present within fifteen minutes after the time appointed for holding the meeting, the Executive Chairman shall chair and if he is absent too the Officers present shall appoint one of their number to be chairman.
 - 6.4 If no Officer is willing to act as chairman the members present and entitled to vote shall choose one of their number to be chairman.
 - 6.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded. A poll may be demanded: -
 - 6.5.1 by the chairman; or
 - 6.5.2 by at least three members having the right to vote at the meeting.
 - 6.6 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - 6.7 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - 6.8 In the case of an equality of votes the chairman shall be entitled to a casting vote in addition to any other vote he may have.

- 6.9 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
- 6.10 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
7. Votes of Members at General Meetings
- 7.1 Subject to Article 6.8, every member shall have one vote.
- 7.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final.
8. Trustees
- 8.1 The Trustees shall be:
- 8.1.1 The officers elected in accordance with bye laws rules made under Article 19.1.
- 8.1.2 The representative[s] of the Union elected to serve on the Council of the RFU in accordance with RFU Rule 19.3.2.
- 8.2 The number of Trustees shall be not less than four.
9. Powers of Trustees
- 9.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Union shall be the responsibility of the Trustees who may exercise all the powers of the Union. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles. A meeting of Trustees may exercise all the powers exercisable by the Trustees.
- 9.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely:
- 9.2.1 To expend the funds of the Union in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Union such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Union;
- 9.2.2 To enter into contracts on behalf of the Union;
- 9.2.3 To establish the ERFU Committee.
10. Appointment and Retirement of Trustees
- 10.1 At every annual general meeting, all the Trustees other than the Representative or Representatives shall retire from office but shall, subject to 10.2, be eligible for re-election from year to year. The Representative(s) shall be elected by the ERFU Committee.
- 10.2 No person shall be appointed or reappointed a Trustee at any general meeting unless he is recommended by the Executive Committee.
- 10.3 No person may be appointed as a Trustee:
- 10.3.1 If (s)he is under the age of 18 years; or
- 10.3.2 In circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 11.
11. Disqualification and Removal of Trustees
- 11.1 A Trustee shall cease to hold office if he:
- 11.1.1 Ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- 11.1.2 Ceases to be an officer or representative, as defined in 8.1.1 and 8.1.2 ;

- 11.1.3 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 11.1.4 Resigns his office by notice to the Union (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 11.1.5 Is absent without the permission of the other Trustees from all their meetings held within a period of six months and the other Trustees resolve that his office be vacated
- 12. Proceedings of Trustees
 - 12.1 Subject to the provision of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Company Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.
 - 12.2 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or two Trustees, whichever is the greater.
 - 12.3 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustee or Trustees may act only for the purpose of filling vacancies or of calling a general meeting of the Union.
 - 12.4 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
 - 12.5 Any bank account in which any part of the assets of the Union is deposited shall be operated by the Trustees and shall indicate the name of the Union. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees.
- 13. Delegation of Trustees' Powers
 - 13.1 The Trustees shall establish and, subject to the limitations described in Article 13.2, shall delegate their functions to the ERFUSU Committee, which shall comprise:
 - 13.1.1 The Officers;
 - 13.1.2 The representative[s] of the Union elected to serve on the Council of the RFU in accordance with RFU Rule 19.3.2;
 - 13.1.3 The representative[s] elected by the Council of the RFU from its own number;
 - 13.1.4 One representative elected from each of the Divisions of the Union; and
 - 13.1.5 One representative elected by each County Schools' Union
- PROVIDED that all decisions of Committees and subcommittees shall be fully and promptly reported to the Trustees.
- 13.2 Notwithstanding delegation, the Trustees shall retain their responsibilities under the Act and may deem any decision of any committee of the Union or a person acting for the Union invalid if it breaches obligations under the Act or any clause of the Memorandum or Articles. The Trustees shall provide to members of the ERFUSU Committee, in writing, the reason or reasons why they have made the decision to invalidate. Any decision deemed to be invalid shall be deemed not to have been made.
- 14. Accounts
 - 14.1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
- 15. Annual Report
 - 15.1 The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.
- 16. Annual Return
 - 16.1 The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.
- 17. Notices
 - 17.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a

notice calling a meeting of the Trustees need not be in writing.

- 17.2 The Union may give any notice to a member either personally, by email or by sending it by post.
- 17.3 A member present in person at any meeting of the Union shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
18. Indemnity
- 18.1 Subject to the provisions of the Act every Trustee or other officer or other person acting with the authority and on behalf of the Union or auditor of the Union shall be indemnified out of the assets of the Union against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union.
19. Bye Laws
- 19.1 Officers
- 19.1.1 The Officers of the Union shall be a President, a Vice-President, a Company Secretary, an Honorary Treasurer and such other positions as are defined as officers by the ERFUSU Committee. If any of such offices shall fall vacant between one Annual General Meeting and 1st June next ensuing, such vacancy shall be filled by the remaining Officers.
- 19.1.2 The Officers and the two representatives serving on the Council of the RFU shall be entitled to attend any meeting held under the auspices of the Union.
- 19.2 ERFUSU Committee:
- 19.2.1 At a meeting of the ERFUSU Committee fourteen shall form a quorum.
- 19.2.2 The Chairman, who at all meetings of the ERFUSU Committee shall be the President, or in his absence the person appointed in accordance with the provision in 6.3, shall be entitled to exercise a second or casting vote.
- 19.3 The ERFUSU Committee shall comprise:
- 19.3.1 The Officers;
- 19.3.2 The two Union Representatives serving on the Council of the RFU;
- 19.3.3 One representative from each of the Divisional Schools' Unions, each of which shall annually be responsible for arranging the election of its representative;
- 19.3.4 One representative from each of the County Schools' Unions, each of which shall annually be responsible for arranging the election of its representative and informing the Secretary prior to the AGM of the Union:
A dated copy of the minute recording the appointment must be provided.
- 19.3.5 The representative(s) from the RFU Council;
- 19.3.6 Elected representatives shall assume office after the Annual General Meeting of the Union;
- 19.4 Powers of the ERFUSU Committee:
- The ERFUSU Committee shall in particular have the following powers:
- 19.4.1 To determine its terms of reference and those of the Executive Committee
- 19.4.2 To nominate persons to the Annual General Meeting for consideration for election as the Union's Officers
- 19.4.3 To elect four of its members to serve on the Executive Committee
Any member of the committee may propose another member provided that the consent of the nominee has been obtained. If there are more than four nominations then the ERFUSU Committee shall hold a ballot at its first meeting after 31st May to elect the four members.
- 19.4.4 To elect annually the two Union Representatives to serve on the Council of the RFU
- 19.4.5 To consider recommendations of the Executive Committee
- 19.4.6 To monitor the work of the Executive Committee
- 19.4.7 To determine the Union's awards

- 19.4.8 To receive reports and presentations that guide the development of policies to support and inform CSUs
- 19.4.9 To consider issues raised by members of the committee and matters of concern to CSUs
- 19.4.10 To recommend changes to the Union's Articles to a general meeting
- 19.4.11 To consider any proper matter for the Union not within the terms of reference of any committee or subcommittee
- 19.5 Executive Committee
- 19.5.1 At a meeting of the Executive Committee ten shall form a quorum.
- 19.5.2 The Chairman, who at all meetings of the Executive Committee shall be the Executive Chairman or in his absence another officer, shall be entitled to exercise a second or casting vote.
- 19.6 The Executive Committee shall comprise:
19. 6.1 The Officers;
19. 6.2 The two Union Representatives serving on the Council of the RFU;
19. 6.3 One RFU Council Representatives serving on the ERFU Committee;
- 19.6.4 The chairmen of any subcommittees or working groups;
19. 6.5 Four elected members from the ERFU Committee.
19. 6.6 Any other person holding a post that the ERFU Committee or the Executive Committee considers to be appropriate for appointment to the committee.
- 19.7 The names of those elected under Bye Laws 19.3.3, 19.3.4, 19.3.5 and 19.4.4 or nominated under Bye Law 19.4.3 shall be submitted to the officer designated to receive them by the 31st May;
- 19.8 Powers of the Executive Committee:
19. 8.1 To create subcommittees and other working groups and to determine their Terms of Reference;
19. 8.2 To appoint members of sub-committees and working groups and, by 31st May, their chairmen;
19. 8.3 To recommend proposals regarding the Union's strategic direction and policies in support of its Objects to the ERFU Committee;
19. 8.4 To determine annual objectives which support the Union's policies and to task subcommittees appropriately;
19. 8.5 To determine recipients of the Union's awards;
19. 8.6 To recommend to the ERFU Committee changes and additions to the Articles.
19. 8.7 To consider any other relevant matter.
- 19.9 Income
19. 9.1 The income of the Union shall be derived from donations, membership subscriptions and gate monies from the Union's Trial and Representative Matches and from any other available and appropriate source.
19. 9.2 The Annual Subscription of each school, District Union, County Schools' Union and Divisional Schools' Union shall be as agreed by the ERFU Committee and shall fall due on 1st July in advance of the new season.
19. 9.3 Subscriptions collected by County Schools' Unions must be forwarded to the Union by the date determined from time to time by the Executive Committee.
- 19.10 Minutes
- Minutes of Meetings of all Committees and Subcommittees shall be recorded.
- Minutes of the ERFU Committee shall be forwarded to RFU Council Members.
- 19.11 Membership
- All individuals, groups or organisations in membership of the Union shall be bound by RFU and World Rugby rules and regulations and may be subject to disciplinary action if breaches occur.
- 19.12 Membership Categories
- The Executive Committee shall determine which categories have the right to vote at general meetings.
19. 12.1 Individuals appointed as Trustees.

- 19. 12.2 Individuals and organisations co-opted or elected as members of the Union by the Executive Committee.
- 19. 12.3 District, County and Division Schools' Unions which affiliate to ERFSU.
- 19. 12.4 All affiliated Schools and Colleges in membership of a member County Schools' Union.
- 19. 12.5 Individuals who are recipients of ERFSU awards.
- 19. 12.6 Groups and organisations which enter into sponsorship or partnership agreements with ERFSU, for the duration of the agreement.

APPENDIX

In the light of RFU's ongoing deliberations following the Age Grade Review and the passing of responsibility for representative U16 rugby (above CB level) to the professional department it is proposed that all clauses in the appendix are placed in abeyance until the role(s) of divisions are clear

- 1. U16 Divisions' Terms of Reference
 - 1.1 To establish a formally constituted group and develop a Divisional playing and development programme inclusive of Schools and Clubs and within the Youth Structured season;
 - 1.2 To develop and arrange Constituent Body Fixtures that should be in line with the Youth Structured Season.
- 2. Membership of U16 Divisional Committees
 - 2.1 Three representatives (two from Schools and one from Clubs) from each Constituent Body. The Schools representatives should be members of their County Schools Union Committees;
 - 2.2 A Chairman appointed from within the group;
 - 2.3 A Secretary appointed from within the group;
 - 2.4 A Treasurer appointed from within the group, where necessary;
 - 2.5 The Head of Elite Coaching or Head of Coaching Development of the Rugby Football Union, who shall assist in technical appointments only;
 - 2.6 Team Managers.
- 3. Support of the U16 Divisions
 - 3.1 The Coaching Departments, with Performance and Community Rugby, will provide education, development and support to those coaches involved in Divisional teams/squads to ensure a structured pathway for coaches to progress and develop within the system.
 - 3.2 The administration of Divisional squads will be facilitated by the administration staff of the Rugby Football Union at Twickenham.
 - 3.3 Refereeing and governance issues relating to the Under 16 Divisional squads and their matches will be supported by the staff of the Rugby Football Union at Twickenham.