



BYE LAWS

OF



BERKSHIRE COUNTY RUGBY FOOTBALL UNION

(Revised June 2014 and adopted at the AGM 11th June 2014)

These Bye Laws replace the June 2013 issue with two changes – removal of item 45 as only pertinent for 2013 along with the associated renumbering and change to 3c to correct an error.

INTERPRETATION

1. The following terms shall for the purposes of these Bye Laws bear the meanings set opposite them:

Chairman	The person elected by the Executive from time to time in accordance with these Bye Laws; or where the context so requires the elected chairman of a General meeting;
Club	A properly constituted rugby Club a member of the RFU and allocated by the RFU to Berkshire.
Clubs Meeting	Meeting to which all voting clubs can send 2 representatives to discuss general business, rugby issues and make recommendations to the executive;
The Executive Committee or Executive	The Committee comprising those persons set out in Bye Law 44 and elected or appointed in accordance with these Bye Laws;
Co-opted Member	Member co-opted by the executive;
General meeting	An annual or an extraordinary general meeting of the Members of the Union;
The IRB	Means the world governing body for rugby union, which as at the date hereof is the International Rugby Board and which includes any successor thereto;
Life Member	A member who is appointed as a life member pursuant to Bye Law 13(e);
Members	The Clubs and other persons or organisations admitted into membership of the Union in accordance with Bye Laws 3 to 11 and any Rules from time to time in force;

President	The person from time to time elected in accordance with these Bye Laws as the president of the Union;
RFU	Means The Rugby Football Union (an Industrial & Provident Society with register number 27981R which is the governing body of rugby union within England) of Rugby House, Whitton Road, Twickenham, Middlesex TW2 7BA;
Rules	The rules and regulations of the Union made by the Executive or the Union in General meeting and amended from time to time;
Secretary	The secretary of the Union appointed from time to time in accordance with these Bye Laws;
The Office	The nominated office of the Union or in the event that no such office is nominated the address of the Secretary;
Union	The association of Clubs and members governed by these Bye Laws and known as Berkshire County Rugby Football Union which is a constituent body of the RFU;
Voting Members	The members of the Union who, under these Bye Laws, are entitled to receive notice of, attend and vote at General Meetings ;
Website	The Union's website, which, at the date of these Bye Laws, may be accessed at www. Berksrfu.com or such other successor website as is notified to the members from time to time.

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Bye Laws or any statutory modification thereof in force at the date on which these Bye Laws become binding on the Union shall, if not inconsistent with the subject or context, bear the same meanings in these Bye Laws.

OBJECTS

2. The objects of the Union shall be

- a) The promotion and development of the game of rugby football in accordance with the Laws of the game and the rules and regulations of the RFU and the IRB insofar as the latter are applicable.
- b) The promotion, expansion, development and support of the game in Berkshire and in particular its members and Clubs, the Berkshire R.F.U. Schools Union and the Berkshire Society of R.F.U. Referees.
- c) The provision of the opportunity of playing representative rugby football at all age levels.
- d) To fulfil the obligations placed upon Union as a Constituent Body (as defined in the rules of the RFU) under the rules and regulations of the RFU.

MEMBERSHIP

3. The Union shall consist of:

- a) Properly constituted Clubs, each of which will be a Voting Member shall have 3 votes at any General Meeting or Clubs Meeting of the Union.
- b) Other properly constituted clubs rugby clubs or organisations affiliated to or admitted to membership of Berks RFU which are not Clubs whether playing 15 a side contact rugby or playing another variant or format of the game such as sevens, touch rugby or tag rugby, Life Members, Berks RFU Schools Union and Berkshire Society of Referees, each of which will be a Voting Member and will have 1 vote at General Meetings or Clubs Meetings.
- c) Properly constituted rugby clubs which are members of other constituent bodies and are voting members of the RFU who are entitled to attend General meetings, but at which they do not have a vote.
- d) Vice Presidents and, Honorary Members who are entitled to attend General meetings but at which they do not have a vote.

Any club willing to comply with the objects of the Union and conform to the Bye Laws of this Union shall be eligible for membership and elected at a meeting of the Union's Executive Committee, but before being elected any such Club must comply with such requirements that the Union may wish to reasonably impose and in the case of a Club be duly proposed and seconded by two Clubs already in membership of the Union. Any individual who wishes to be appointed a Vice President shall be duly proposed and seconded by two current Members of the Union

Every person who wishes to become a member shall deliver to the Union an application for membership in such form as the Executive requires executed by him. The provisions of these Bye Laws shall be observed by the Union and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration the number of members is declared to be unlimited.

4. A person shall not be entitled to any privileges of the Union until he is a member and two days have passed since his application for membership has been approved by the Executive.
5. A member may withdraw from membership of the Union on seven clear days' notice to the Union. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Bye Laws.
6. All members shall be subject to the Rules and shall respect the laws of the game of rugby union and the rules as set from time to time by the IRB.
7. The Executive may from time to time fix the levels of entrance and other fees and annual subscriptions to be paid by the different categories of members. Such fees must, before implementation be approved at a General Meeting.
8. It shall be the duty of the Executive, if at any time it shall be of the opinion that the interests of the Union so require, by notice in hard copy form sent by prepaid post to a member's address, to expel that member from membership of the Union at the expiry of the time specified in such notice (which shall not be less than 14 days). The member shall cease to be a member of the Union on the expiry of the time specified in such notice, unless the member concerned has appealed against the decision of the Executive by submitting notice in hard copy form to the Secretary.
9. If an appeal has been lodged within due time set out in Bye Law 8 above the matter shall be submitted to a properly convened and constituted meeting of the Executive or such sub-committee to which it has delegated its powers. The Executive or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Executive members or any sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. The Executive may exclude the member until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend that meeting for the purpose of making his representations.
10. The members (other than Honorary Members and Life Members) shall pay an annual subscription set by the Executive and approved at a General Meeting. Any member whose subscription fee is more than one year in arrears shall be deemed to have resigned his membership of the Union.
11. Any person ceasing to be a member forfeits all rights in relation to and claims upon the Union, its property and its funds and has no right to the return of any part of his subscription.

GENERAL MEETINGS

12. The Union shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Executive, and shall specify the meeting as such in the notices calling it.
13. The annual general meeting shall be held for the following purposes:
 - a) To receive from the County accounts, pursuant to Bye Law 74.
 - b) To receive from the Executive a report of the activities of the Union since the previous annual general meeting;
 - c) To appoint the Union's Auditors;
 - d) To elect the Officers (other than the Unions elected representative to the RFU council who will be appointed in accordance with the rules of the RFU) and the elected members of the Executive appointed in accordance with these Bye Laws; and
 - e) to transact such other business as may be brought before it and included in the notice convening the meeting, including without limitation the appointment of Life Members (in recognition of outstanding contribution or long service to the Union).
14. All meetings, other than Executive or Club Meetings, shall be called General meetings.
15. The Executive may call General Meetings and, on the written requisition of one-tenth of the Voting Members and/or 10 Clubs, in hard copy form, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting.
16. There shall be given at least 21 clear days' notice of every annual general meeting and of every extraordinary general meeting called for the passing of a special resolution such resolution requiring 75% majority and 14 clear days' notice of every other extraordinary general meeting, specifying the place, the day and the hour of the meeting, and in the case of a special resolution the proposed text of that resolution and general nature and explanation thereof to such persons being the Members as are under these Bye Laws entitled to receive such notices.
17. 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 thereof shall not invalidate any resolution passed, or proceedings, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting including the business set out in Bye Laws 13 shall be deemed ordinary business approved by a simple majority. Special Resolutions require a 75% majority.
19. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 10 Clubs or one-tenth of the Voting Members present in person shall be a quorum.
20. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Voting Members present shall be a quorum.

21. The Chairman of the meeting who shall be elected by those Members present at the meeting shall preside at the meeting and each general meeting thereafter until a new Chairman is elected, but if the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the members present shall choose one of their number who is present to preside.
22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Voting Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
23. The Chairman may, at any time, without the consent of the meeting adjourns any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
 - a) Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - b) The conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
 - c) An adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
24. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chairman, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
25. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may be demanded:
 - a) By the Chairman; or
 - b) By at least two Voting Members.
26. Unless a poll is duly demanded a declaration shall be made 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.
27. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

28. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
30. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith 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 the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
31. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
32. A resolution executed by or on behalf of each Voting Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Voting Members.

VOTES OF MEMBERS

33. Every Voting Member shall be entitled to receive notice of, attend general meetings and, in the case of Clubs have three votes, but otherwise cast one vote in accordance with the Rules.
34. On a show of hands or a poll votes may be given either personally or by proxy. A Voting Member may appoint more than one proxy to attend on the same occasion to cast its vote or votes on its behalf but only one of whom may vote.
35. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive may approve)

36. The appointment of a proxy:

- a) In the case of an instrument in hard copy form be deposited at the Office or at such place within England as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Union in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- b) In the case of an appointment contained in an instrument in electronic form, where an address has been specified for the purpose of receiving proxy appointments in electronic form:
 - i. In the notice convening the meeting, or
 - ii. In any instrument of proxy sent out by the Union in relation to the meeting, or
 - iii. In any invitation contained in a communication in electronic form to appoint a proxy issued by the Union in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote:

In this Article 37 and Article 38, "address", in relation to instruments or communications in electronic form, includes any number or address used for the purposes of receiving such instruments or communications by electronic means.

37. A vote given or poll demanded by proxy or by the duly authorised representative of a Voting Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Union at the Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was in electronic form, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
38. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
39. 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 to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

PRESIDENT

40. At the annual general meeting in 2013 and at annual general meetings thereafter, the President shall retire. The election of the President shall be in accordance with Bye Laws 46 and 47. A member so appointed shall hold office for a one year term until the next annual general meeting but shall be eligible for re-election on one occasion only (i.e. a President may only serve for two consecutive years). The President shall be a member of the Executive by virtue of his office and shall have such rights and privileges as the Executive/Voting Members in general meeting shall from time to time prescribe. The President must be a person who has been an Officer, Member or Committee member of a club a Member of the Union for not less than three years, or a person who has been an Officer, Member or Committee member of a club a Member of an RFU affiliated club outside the Union for not less than three years.

OFFICERS

41. At the annual general meeting in 2013 and at the annual general meeting every year thereafter, the Officers (other than the Unions Representative to the RFU Council) shall retire but shall be eligible for re-election in accordance with these Bye Laws. The election for the offices of Secretary and Treasurer shall be conducted in accordance with Bye Laws 46 to 51. A person so appointed shall hold office for a one-year term until the annual general meeting in the year after his appointment but shall be eligible for re-election. The Officers shall be members of the Executive Committee and the Secretary shall be County Secretary by virtue of his office and shall have such rights and privileges as the Executive/Voting Members in general meeting shall from time to time prescribe.
42. The Officers will be the Secretary, the Honorary Treasurer, Senior Rugby & CB Competitions Chairman, Youth Rugby & CB Competitions Chairman, the Union's Elected Representative to the RFU Council, Facilities and Club CB Development Chairman, Training Chairman, Player Development Chairman and 2 representatives of the Clubs.

EXECUTIVE COMMITTEE

43. All the powers of the Union shall be exercised by the Executive Committee save for the understated matters which shall be dealt with only at a General Meeting

- a) Those matters referred to in Bye Law 13
- b) The power to fix subscriptions fees and charges which shall be decided by a simple majority of the votes cast by voting members present at the meeting
- c) The power to pay any person an honorarium remuneration salary or compensation of any description which shall be decided by a simple majority of the votes cast by voting members present at the meeting
- d) The power to vary these bye laws which shall be a special resolution and require a 75% majority of the votes cast by voting members present at the meeting
- e) The power to borrow more than £5000 which shall be decided by a simple majority of the votes cast by voting members present at the meeting
- f) The power to dissolve or liquidate the Union which shall be a special resolution and require a 75% majority of the votes cast by voting members present at the meeting
- g) The power to merge the Union with another union or constituent body a member of the RFU which shall be a special resolution and require a 75% majority of the votes cast by voting members present at the meeting

44. The Executive Committee shall comprise:

- a) The President;
- b) The Officers
- c) Such other persons (if any) as may from time to time in its sole discretion co-opt to the Executive until the next annual general meeting either to fill specific roles or represent specific rugby bodies or groups such as schools or referees or because such co-option will bring to the Executive specific experience or expertise required for the benefit of the Union provided that the total number of members of the Executive Committee at any one time shall not exceed fourteen. Co-opted members shall be entitled to vote at the meetings of the Executive Committee.

ELECTED MEMBERS

45. At the annual general meeting each year all members of the Executive shall retire and those appointed by election shall be eligible for re-election in accordance with these Bye Laws. The election for the office of Elected Members shall be conducted in accordance with Bye Laws 46 to 51. An Elected Member so elected shall hold office from the annual general meeting at which he is elected, until the annual general meeting in the year following his election at which meeting he shall retire but may be re-elected.

ELECTIONS

46. Any Voting Member may nominate a person to be an Officer or an Elected Member. Any person nominated as a member of the Executive must be a Member of not less than three years' standing or a person who has been an Officer, Member or Committee member of a club a Member of the Union for not less than three years, or a person who has been an Officer, Member or Committee member of a club a member of an RFU affiliated club outside the Union for not less than three years. Any nomination must be made on the form prescribed from time to time by the Executive. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Executive shall prescribe each year. The names of the candidates must be sent to all Members prior to the relevant General Meeting.
47. If there are the same number of candidates as there are vacancies for a post, those candidate shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed as the Executive. The results of any such election must be announced at the annual general meeting.

CASUAL VACANCIES

48. A casual vacancy arising among the offices of President, Officers (other than the Unions elected representative to the RFU Council) Secretary or the Elected Members, shall be filled by the Executive provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Bye Laws.

REMOVAL OF MEMBERS OF THE EXECUTIVE

49. In addition and without prejudice to the provisions of these Bye Laws, the Voting Members may by ordinary resolution remove any members other than the Union's Representative on the RFU Council before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.
- a) Additionally, the Executive by a simple majority may suspend any Member other than the President or the Union's Representative on the RFU Council for a period not exceeding three months and during such period such suspended Member has no rights authority or power in relation to the Union or its affairs.

50. The office of member shall be vacated:

- a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- b) If he becomes of unsound mind;
- c) If by notice sent in hard copy form to the Executive he resigns his office;
- d) If he becomes prohibited from holding office by reason of any court order made under the Act;
- e) If he is removed from office by an ordinary resolution passed at a general meeting at which the resolution is proposed;
- f) Unless the Executive resolves otherwise, if he shall, without sufficient reason, absent himself from three consecutive meetings of the Executive;
- g) He resigns as an Officer or as an Elected Member or ceases to be a member

51. A Vice-President or Officer, who is removed from office as a member for whatever reason, by virtue of Bye Laws 49 or 50, shall be deemed to have resigned from office and the vacancy arising shall be filled in accordance with these Bye Laws.

POWERS OF THE EXECUTIVE COMMITTEE

52. The business of the Union shall be managed by the Executive who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Union together with such expenses for the fulfilment of the objects or the benefit of the Union as they think fit and may exercise all such powers of the Union, and do on behalf of the Union all such acts as may be exercised and done by the Union save as are by these Bye Laws required to be exercised or done by the Union in general meeting, subject nevertheless to any regulations of these Bye Laws, for the time being in force and affecting the Union, and to such Rules, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Union in general meeting, but no Rule made by the Union in general meeting shall invalidate any prior act of the Executive which would have been valid if such Rule had not been made.

53. The Executive shall annually appoint one of its members to be Chairman with such delegated powers and for such term as it may decide.

54. The Executive may delegate any of its powers to any committee or sub-committee it may in its absolute discretion decide comprising at least two or more persons one of whom must be a member of the Executive. They may also delegate to the Chairman or any member holding any other office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Executive may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more members shall be governed by the Bye Laws regulating the proceedings of members so far as they are capable of applying. All acts and proceedings of such sub-committees or executive officers shall be reported in due course to the Executive.

55. If the Executive shall at any time be or be reduced in number to less in accordance with these Bye Laws, it shall be Lawful for them to act as the Executive for the purpose of admitting persons to membership of the Union, or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE EXECUTIVE

56. The Executive may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year. The Executive shall report on their activities to the members at the next general and the annual general meeting.

57. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Each member shall be entitled to one vote. In the case of an equality of votes, however, the chairman of any meeting of the Executive shall have a casting vote in addition to any other vote he may have.

58. A member, and the Secretary at the request of a member of the Executive, shall at any time summon a meeting of the Executive by notice served upon the members. A member who is absent from Great Britain shall not be entitled to notice of a meeting. Notice of all meetings and minutes of all meetings shall be served on all members of the Executive.

59. The Chairman shall be chairman of the Executive. The Chairman shall preside as chairman at all meetings of the Executive at which he shall be present, but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the members present shall choose one of their number to be chairman of the meeting.

60. A meeting of the Executive at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Union for the time being vested in the Executive generally. The quorum for meetings of the Executive or any sub-committee formed pursuant to the provisions of the Bye Laws shall be four

61. Any sub-committee formed pursuant to Bye Law 54 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Executive. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function.

62. All acts bona fide done by any meeting of the Executive or of any sub-committee, or by any person acting as a member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.

63. The Executive shall cause proper minutes to be made of the appointment of the Chairman and all appointments of the Executive and of the proceedings of all meetings of the Union and of the Executive and of other committees and sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

64. A resolution in hard copy form signed by all the members for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Executive or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Executive or of such sub-committee duly convened and constituted.
65. The Executive may at its discretion award honoraria to such persons as it thinks fit.

TELEPHONE MEETINGS

66. A member may participate in a meeting of the Executive, or of a sub-committee of the Executive, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is. Members of the Executive may also communicate by email on general matters but may not vote on elected issues other than by conferencing.

MEMBERS' APPOINTMENTS AND INTERESTS

67. The Union shall not employ any member of the Union nor pay a member any remuneration unless approved by the Union in General meeting.
68. Subject to the provisions of the Acts, and provided that he has disclosed to the Executive the nature and extent of any material interest of his, a member notwithstanding his office:
- a) May be a party to, or otherwise interested in, any transaction or arrangement with the Union or in which the Union is otherwise interested;
 - b) May be a member or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, anybody corporate promoted by the Union or in which the Union is otherwise interested; and
 - c) Shall not, by reason of his office, be accountable to the Union for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
69. For the purposes of these Bye Laws:
- a) A general notice given to the Executive that a member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member has an interest in any such transaction of the nature and extent so specified; and
 - b) An interest of which a member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
70. No member shall take any loan from the Union.

MEMBERS AND COMMITTEE MEMBERS' EXPENSES

71. The members and members of any sub-committee may be paid subject to the Executive's approval, all travelling and other expenses properly incurred by them in connection with their attendance at meetings of members or a sub-committee or otherwise in connection with the discharge of their duties.

MINUTES

72. The members shall cause minutes to be made in books kept for the purpose
- a) of all appointments made by the members; and
 - b) Of all proceedings at meetings of the Union which shall include without limitation proceedings of the Executive and of sub-committees of the Executive, including the names of the members present at each such meeting.
73. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

ACCOUNTS

74. The Executive shall in accordance with the Bye Laws and any regulations made pursuant thereto (or as the same may be hereafter amended or altered) cause proper accounting records of the Union to be kept and lay before the members in general meeting copies of the Union's annual accounts which have been reviewed by an independent qualified person. No member shall (as such) have any other right of inspecting any accounting records or other book or document of the Union except as authorised by Executive or the members or by ordinary resolution of the Union. If required by the RFU, the accounts of the Union shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified accountants. Accountants, if required, shall be appointed and their duties regulated in accordance with the Institute of Chartered Accountants in England and Wales (ICAEW) and where applicable and not in conflict with regulations of ICAEW.

NOTICES

75. The Union may validly send or supply any document (including any notice) or information to a member in hard copy form, electronic form or by making it available on the website in accordance with and subject to these Bye Laws, this does not affect any other provision in any relevant legislation or these Bye Laws requiring notices or documents to be supplied or delivered in a particular way.
76. The following provisions shall apply in relation to documents (including notices) and information sent or supplied by the Union to a member.
- a) Where a document or information (whether in hard copy form or electronic form) is delivered by hand, it is deemed to have been received by the intended recipient at the time it is handed to or left for the member.
 - b) Where a document or information (whether in hard copy form or electronic form) is sent by post or courier, to an address in the United Kingdom, it is treated as being received by the intended recipient:
 - i. 48 hours after it was posted, if first class post was used; or
 - ii. 72 hours after it was posted or given to the courier, if first class post was not used;

Provided that it was properly addressed and either put into the post system or given to the courier with postage or delivery paid.

- c) Where a document or information is sent by fax or electronic mail, it is deemed to have been received by the intended recipient at the time it was sent provided that it was sent to the correct fax number or email address.
- d) Where a document or information is sent by means of the Website, it is deemed to have been received by the intended recipient when the material was first made available on the Website, or if later, when the recipient received (or is deemed to have received) information that it was available on the Website.

Proof that a notice contained in a communication in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

RULES AND REGULATIONS

77. Subject to these Bye Laws as the same may be, varied or revoked by the Voting Members in general meeting in accordance with Bye Law 43 (d), the Executive shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:
- a) Setting out different categories of membership of the Union;
 - b) Setting the criteria for admission to membership of the Union for the different categories of members;
 - c) Creating regulations, standing orders and/or bye-Laws for the better administration of the Union and to regulate the function, role and operation of committees to assist the Executive in the better administration of the Union;
 - d) Setting or adopting such other regulations or policies, including for example child protection and equity policies, as the Executive thinks fit.
78. The Voting Members in general meeting may from time to time make Rules and vary and/or revoke rules made by the Executive pursuant to Bye Law 77 above.

INDEMNITY

79. To the extent permitted by the Bye Laws and subject thereto as the Executive may from time to time deem fit, the Union may indemnify any Officer of the Union against any liability incurred by him in relation to the Union, and may at the expense of the Union purchase and maintain insurance for the benefit of any Officer of the Union against such liabilities for his benefit.

DISSOLUTION

80. In the event of the Voting Members taking a decision to dissolve the Union, by special resolution, the Treasurer will pay all outstanding invoices and call in all outstanding debtors. When realised, the cash balance is to be transferred to the Berkshire Trust Fund for the benefit of all Clubs in Berkshire prior to and as at the date of such dissolution or to such other charity as the Voting Members in General meeting when dissolving the Union decide.