

PART 1 – PRELIMINARY

The Roundhegians Rugby Football Club Limited

(Company No. 07434245)

Registered Office: Chelwood Drive, Leeds LS8 2AT

Definitions

In these Articles, unless the context otherwise requires:

- “the Act” means the Companies Act 2006 and any statutory modification or re-enactment of it.
- “the Club” means The Roundhegians Rugby Football Club Limited.
- “Board” means the Board of Directors of the Club.
- “Director” means a member of the Board duly appointed in accordance with these Articles.
- “Chair” means the Chair of the Board.
- “President” means the honorary President appointed annually by the members of the Club.
- “Voting Member” means a member entitled to vote at general meetings.
- “CASC” means Community Amateur Sports Club as recognised by HMRC.
- “General Meeting” means any annual or extraordinary general meeting of the members of the Club.
- “the RFU” means the Rugby Football Union (or its successor governing body).

Article 1 – Name and Status

- 1.1 The name of the Company is The Roundhegians Rugby Football Club Limited.
- 1.2 The Club is a private company limited by guarantee and not having a share capital.
- 1.3 The Club is registered as a Community Amateur Sports Club (CASC) and shall comply with all applicable HMRC and Sport England requirements.
- 1.4 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.

Article 2 – Objects

- 2.1 Memorial Purpose – To maintain the Memorial Ground and associated facilities at Chelwood Drive, Leeds LS8 2AT, as a living memorial to those former players and members of the Club who gave their lives in the service of their country.
- 2.2 Rugby Union – To promote, foster, and provide facilities for the playing and enjoyment of rugby union football as an amateur sport in the Roundhay area and surrounding communities.
- 2.3 Badminton – To promote, foster, and provide facilities for the playing and enjoyment of badminton as an amateur sport.
- 2.4 Other Amateur Sports – To promote participation in such other amateur sports and forms of active recreation as the Club may from time to time support.
- 2.5 Community Purpose – To provide facilities and opportunities for community participation, physical well-being, and social engagement consistent with CASC objectives.

Article 3 – Powers and Application of Income (CASC Protected)

3.1 The Club shall have power to do all lawful things necessary or desirable for the achievement of the Objects.

3.2 The income and property of the Club shall be applied solely towards the promotion of the Objects.

3.3 No portion of the Club's income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to the members of the Club.

3.4 Nothing in this Article shall prevent payment in good faith of:

(a) reasonable and proper remuneration to any officer or employee of the Club for services rendered;

(b) repayment of out-of-pocket expenses;

(c) interest on money lent;

(d) rent for premises demised; or

(e) premiums for indemnity insurance for officers or Directors.

3.5 These provisions are mandatory for CASC compliance and shall not be altered without the consent of HMRC or its successor body.

Article 4 – Liability of Members

4.1 The liability of each member is limited to £1, being the amount each member undertakes to contribute to the assets of the Club in the event of its being wound up.

Article 5 – Membership (CASC Protected)

5.1 Membership is open to all without discrimination.

5.2 The Board shall ensure that membership and subscription fees are set at levels that do not preclude open participation in the Club's activities.

5.3 Members agree to abide by these Articles, the rules of the RFU, and the codes of conduct applicable to badminton and other sports supported by the Club.

5.4 The Board may establish categories of membership (playing, social, student, honorary, etc.) and determine rights and privileges accordingly.

5.5 Admission, suspension, and termination of membership shall be governed by regulations made by the Board, consistent with CASC and RFU requirements.

PART 2 – GOVERNANCE AND THE BOARD OF DIRECTORS

Article 6 – The Board

- 6.1 The affairs of the Club shall be managed by a Board of Directors (“the Board”).
- 6.2 The Board shall comprise not fewer than three (3) and not more than seven (7) Directors.
- 6.3 The Directors shall collectively be responsible for the governance, management, and control of the Club, subject to these Articles and to any directions given by the members in general meeting.
- 6.4 The Board may regulate its proceedings as it sees fit, provided that such proceedings are consistent with these Articles and the Act.

Article 7 – Composition and Skills

- 7.1 The Board should, so far as reasonably practicable, reflect a balance of skills, experience, diversity, and community representation relevant to the Club’s activities.
- 7.2 The Board shall include individuals with experience in finance, administration, facilities, safeguarding, and the sports supported by the Club.
- 7.3 The Board may co-opt additional persons to serve on committees or working groups in an advisory capacity (non-voting).

Article 8 – Eligibility and Disqualification

- 8.1 A person may not serve as a Director if disqualified under the Act or prohibited by law.
- 8.2 All Directors must be members of the Club.
- 8.3 A Director shall cease to hold office if:
- (a) they resign by notice to the Club;
 - (b) they cease to be a member;
 - (c) they become incapable by reason of mental disorder of managing their own affairs;
 - (d) they are removed under Article 18; or
 - (e) they are declared bankrupt or make an arrangement with creditors.

Article 9 – Appointment of Directors

9.1 Directors shall be elected by Voting Members at the AGM.

9.2 The Board may fill a casual vacancy by appointing a qualified member to hold office until the next AGM, when that person shall be eligible for election.

9.3 Elections shall be conducted in accordance with procedures approved by the Board and notified to the members.

Article 10 – Term of Office

10.1 Each Director shall normally serve a term of three (3) years.

10.2 A Director may be re-elected for up to two (2) further consecutive terms.

10.3 In exceptional circumstances, where continuity of governance or lack of successors makes it desirable, the Board may, with the approval of the Voting Members in general meeting, authorise the continuation in office of any Director for such further period as the members approve.

Article 11 – Officers

11.1 The Board shall from among its number appoint a Chair, Secretary, and Treasurer, and may appoint such other officers as it considers appropriate.

11.2 The roles and responsibilities of these officers shall be defined by the Board and recorded in Board policy.

11.3 The Chair shall preside at Board and General Meetings. If the Chair is absent, the Board members present shall elect one of their number to chair the meeting.

Article 12 – Proceedings of the Board

12.1 The Board shall meet not less than four (4) times per year.

12.2 A quorum shall be three (3) Directors.

12.3 Decisions shall be made by simple majority of those present and voting.

12.4 In the event of an equality of votes, the Chair of the meeting shall have a second or casting vote.

12.5 The Board may hold meetings in person or by electronic means enabling all participants to communicate effectively.

Article 13 – Delegation

13.1 The Board may delegate any of its powers to committees, working groups, or individual officers, subject to such terms and conditions as it may determine. Unless otherwise decided by the Board, committee quorum shall be not less than three members.

13.2 All acts and proceedings of committees shall be reported to the Board.

13.3 Delegation does not relieve the Board of overall responsibility for the Club's affairs.

Article 14 – Honorary President and Vice-Presidents

14.1 The Club may, at each AGM, appoint a President and such Vice-Presidents as it considers appropriate.

14.2 The President and Vice-Presidents shall serve as honorary officers only and shall not, by virtue of their honorary status, be members of the Board or deemed Directors.

14.3 Honorary officers may be invited to attend Board or General Meetings in a non-voting capacity and may act as ambassadors for the Club.

Article 15 – Conflicts of Interest

15.1 A Director must declare any direct or indirect interest in a proposed transaction or arrangement with the Club.

15.2 The Board shall manage such interests in accordance with the Act and maintain a register of interests.

15.3 A Director so interested may not vote on the matter unless the Board otherwise resolves in accordance with the Act.

Article 16 – Safeguarding and Conduct

16.1 The Board shall maintain appropriate safeguarding, equality, and disciplinary policies consistent with RFU, Badminton England, and CASC standards.

16.2 All Directors, officers, coaches, and volunteers shall comply with such policies.

16.3 The Board shall ensure that persons in regulated roles hold current DBS clearance.

Article 17 – Minutes and Records

17.1 The Board shall ensure that minutes are kept of all Board and General Meetings.

17.2 The Secretary shall maintain statutory registers as required by the Act.

17.3 Records may be kept in electronic form provided they are accessible and backed up securely.

Article 18 – Termination and Removal of Directors

18.1 A Director shall vacate office in any of the circumstances set out in Article 8.3.

18.2 Member-initiated removal: A resolution to remove a Director before the end of their term may be passed by the Voting Members as an ordinary resolution under s.168 of the Companies Act 2006, provided that special notice (not less than 28 clear days) is given under s.312 of that Act.

18.3 Special-notice procedure: On receipt of such notice, the Club shall:

- (a) immediately send a copy to the Director concerned; and
- (b) circulate notice of the resolution to the Voting Members with or before the meeting notice.

18.4 Director's representations: The Director concerned may make written representations (of reasonable length) and request their circulation or reading at the meeting in accordance with s.169 of the Act and may be heard at the meeting.

18.5 Grounds and response: The notice shall include concise written grounds (max 500 words); the Board may circulate a written response of equivalent length.

18.6 Meeting notice: The Club shall give at least 21 clear days' notice of the meeting to consider the resolution (subject to statutory exceptions).

PART 3 – GENERAL MEETINGS AND ADMINISTRATION

Article 19 – Annual and General Meetings

- 19.1 The Club shall hold an Annual General Meeting (“AGM”) each calendar year within six months of the financial year-end.
- 19.2 The Board may call additional General Meetings when it considers necessary and must do so on the written request of at least 20 Voting Members or 10 percent of the membership, whichever is lower.
- 19.3 Fourteen (14) clear days’ written notice of a General Meeting shall be given to all Voting Members, specifying the date, time, place, and business of the meeting.
- 19.4 Accidental omission to give notice to, or non-receipt by, any member shall not invalidate the meeting.
- 19.5 Quorum for a General Meeting shall be 20 Voting Members present in person or by proxy.
- 19.6 Each Voting Member shall have one vote. Decisions shall be made by simple majority of votes cast, except where a special resolution is required.
- 19.7 A special resolution requires not less than 75 percent of votes cast to be in favour.
- 19.8 The Chair of the Board shall preside; if absent, the members present shall elect a chair of the meeting.
- 19.9 Minutes shall be taken and retained as the official record.

Article 20 – Proxies

- 20.1 Voting Members may appoint a proxy to attend, speak, and vote on their behalf at any General Meeting.
- 20.2 Proxy appointments must be lodged with the Secretary not less than 48 hours before the meeting and may be made in electronic form if so permitted by the Board.

Article 21 – Notice of Motions and Resolutions

- 21.1 Any Voting Member wishing to propose a motion or resolution at the AGM must give written notice to the Secretary at least 21 clear days before the meeting.
- 21.2 The Board may rule a motion out of order if it is inconsistent with the Objects or these Articles.
- 21.3 No amendment may be made to a resolution moved pursuant to special notice that would negate or render it ineffective; drafting amendments may be permitted at the discretion of the chair of the meeting.

Article 22 – Accounts and Audit

22.1 The Board shall cause proper accounting records to be kept in accordance with the Act.

22.2 Annual accounts shall be prepared for each financial year and approved by the Board prior to presentation at the AGM.

22.3 The accounts shall be made available to all members on reasonable notice.

22.4 The Club's financial year shall end on such date as the Board may determine from time to time.

Article 23 – Indemnity and Insurance

23.1 Subject to the Act, every Director or officer shall be indemnified out of the assets of the Club against any liability incurred in good faith in the execution of their duties.

23.2 The Club may purchase and maintain indemnity insurance for the benefit of any Director, officer, or volunteer of the Club.

Article 24 – By-laws and Regulations

24.1 The Board may make, vary, and revoke by-laws or regulations for the proper conduct of the Club's affairs provided they are consistent with these Articles and the Objects.

24.2 By-laws shall be binding on all members once published by the Board.

PART 4 – CASC COMPLIANCE AND DISSOLUTION

Article 25 – CASC Compliance

25.1 The Club shall at all times comply with the conditions for registration as a Community Amateur Sports Club as set out in the Finance Act 2002 and guidance issued by HMRC.

25.2 These include:

- (a) being open to the whole community without discrimination;
- (b) being organised on an amateur basis;
- (c) reinvesting all surpluses in the Club or in community sport; and
- (d) not permitting the distribution of income or assets to members except as provided for in Article 26.

25.3 These provisions are mandatory and shall not be altered without the consent of HMRC or its successor body (as further detailed in Article 3).

Article 26 – Dissolution (CASC Protected)

26.1 The Club may be wound up by special resolution of the members.

26.2 If, upon winding up or dissolution, there remain any assets after satisfaction of debts and liabilities, such assets shall not be paid to members but shall be given or transferred to one or more of the following:

- (a) a registered charity with similar objects;
- (b) another CASC; or
- (c) the RFU or Sport England for use in community sport.

26.3 Any decision as to the destination of assets shall require the approval of the Voting Members and the consent of HMRC if required.

Article 27 – Interpretation

27.1 In the event of any ambiguity or dispute regarding the interpretation of these Articles, the Board's determination shall prevail subject to review by the members in General Meeting.

27.2 References to the masculine include the feminine and vice versa; the singular includes the plural; and statutory references include any modification or re-enactment.

Article 28 – Adoption

28.1 These Articles were adopted by special resolution passed at the Annual General Meeting of the Club held on 22 October 2025.

28.2 They supersede and replace all previous articles of association of the Club.

End of Articles of Association (2025)

The Roundhegians Rugby Football Club Limited – Company No. 07434245