

# **Rugby St Andrews RFC Ltd**

## **Extraordinary General meeting**

### **Agenda Item 1: To agree the new Articles of Association (AoA)**

**Background:** In order to protect the officers of the club the club was incorporated in 2010 meaning that we became a Private Company operating without share capital and limited by guarantee in accordance with the Companies Act 2006.

This required us to operate under the guidelines of the Articles of Association and we chose to have 4 directors who delegated the day to day operation of the club to a Management Committee who managed the club in accordance with the historical constitution.

We operate under the guidelines of the Rugby Football Union (RFU) and accordingly these revised AoA are based on their template much of which cannot be altered for legal reasons but a number of items are optional which allows us to tailor to suit our needs. The RFU template also ensures that we comply with the require Community Amateur Sports Club (CASC) under the umbrella of the HMRC which allows us to claim business rate relief and gift aid.

#### **The key changes are:**

- The directors of the club shall be elected at the AGM of the club for a period of three years. At the end of that appointment they must resign, but will be eligible for re-election.
- It extends the constitution to elect Directors from members attending the AGM.
- It clarifies the relationship between the Directors and the General Committee.
- The AoA supersede the constitution

#### **The process to bring this about was:**

Alan Parish (as a committee member) was tasked with going through the whole document, identifying any clauses that were not felt to be relevant to our club's situation and noting those that were compulsory. This amended document was then shared with committee members and directors for discussion, suggestions, amendment.

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