



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **9760575**

The Registrar of Companies for England and Wales, hereby certifies that

**ROYAL NAVY RUGBY UNION**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **3rd September 2015**



**\*N09760575Q\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

IN01

BLUEPRINT

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COMPANIES HOUSE

Application to register a company

A fee is payable with this form

Please see 'How to pay' on the last page

THURSDAY



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#339

COMPANIES HOUSE

CHQ £100  
300249

**What this form is for**

You may use this form to register a  
private or public company

**What this form is NOT for**

You cannot use this form to register a  
limited liability partnership. To do this,  
please use form LL IN01

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**Part 1**

**Company details**

**A1**

**Company name**

To check if a company name is available use our WebCheck service and select the  
'Company Name Availability Search' option

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company  
name in full ①

Royal Navy Rugby Union

For official use

9760575

**Filing in this form**

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

**① Duplicate names**

Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect your  
choice of name. More information  
on this is available in our guidance  
booklet GP1 at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A2**

**Company name restrictions ②**

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been sought  
of a government department or other specified body and I attach a copy of  
their response

**② Company name restrictions**

A list of sensitive or restricted  
words or expressions that require  
consent can be found in our guidance  
booklet GP1 at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A3**

**Exemption from name ending with 'Limited' or 'Cyfyngedig' ③**

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative

**③ Name ending exemption**

Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible to  
apply for this. For more details,  
please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A4**

**Company type ④**

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked)

- ☐ Public limited by shares  
☐ Private limited by shares  
☒ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

**④ Company type**

If you are unsure of your company's  
type, please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**IN01**

Application to register a company

**A5****Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

**A6****Registered office address ②**

Please give the registered office address of your company

Building name/number The RNRU Office

Street HMS TEMPERAIRE

Burnaby Road

Post town Portsmouth

County/Region Hampshire

Postcode P O 1 2 H B

**② Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

**A7****Articles of association ③**

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8****Restricted company articles ④**

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

IN01

Application to register a company

**Part 2****Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1**

**Secretary****B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.  
**For a corporate secretary, complete Sections C1-C5**

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**B2****Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**③ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

**B3****Signature ④**

I consent to act as secretary of the proposed company named in **Section A1**

Signature	Signature  
-----------	--

**④ Signature**

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

**Corporate secretary****C1 Corporate secretary appointments** ①

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

**Registered or principal address**

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

**C2 Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**→ **No** Complete **Section C4 only****C3 EEA companies** ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ②

Registration number

**② EEA**A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**C4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

**C5 Signature** ⑤I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X

X

**⑤ Signature**

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation  
**For a corporate director, complete Sections E1-E5**

Title*	Rear Admiral
Full forename(s)	Neil
Surname	Morissetti, CB
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Date of birth	d1 d2 m0 m5 y1 y9 y5 y8
Business occupation (if any) ④	University Academic

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4.

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2****Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑤ Service address**

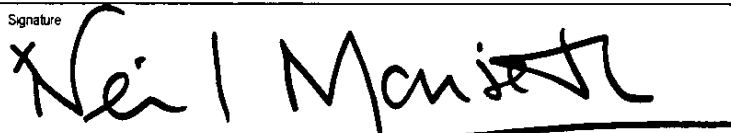
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

**D3****Signature ⑥**

I consent to act as director of the proposed company named in **Section A1**.

Signature	Signature 
-----------	---

**⑥ Signature**

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

## Director

D1

## Director appointments ①

Please use this section to list all the director appointments taken on formation  
**For a corporate director, complete Sections E1-E5**

Title*	Mr
Full forename(s)	James Michael Ross
Surname	Saunders-Watson
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Date of birth	d 1 d 4 m 0 m 9 y 1 y 9 y 6 y 1
Business occupation (if any) ④	Banker

## ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

## ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

## ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

## ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

## Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

## Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

## ⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

## Signature ⑥

I consent to act as director of the proposed company named in **Section A1**.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 10px;">X</div> </div>
-----------	--

## ⑥ Signature

The person named above consents to act as director of the proposed company.

# IN01 – continuation page

Application to register a company

## Director

**D1****Director appointments ①**

Please use this section to list all the directors of the company  
**For a corporate director, complete Sections E1-E5**

Title*	Mr																
Full forename(s)	Giles Robert																
Surname	Peel																
Former name(s) ②																	
Country/State of residence ③	United Kingdom																
Nationality	British																
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>9</td><td>m</td><td>0</td><td>m</td><td>9</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>3</td></tr></table>	d	1	d	9	m	0	m	9	y	1	y	9	y	6	y	3
d	1	d	9	m	0	m	9	y	1	y	9	y	6	y	3		
Business occupation (if any) ④	Chartered Secretary																

**① Appointments**

Private companies must appoint at least one director who is an individual  
Public companies must appoint at least two directors, one of which must be an individual

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years  
Married women do not need to give former names unless previously used for business purposes

**③ Country/State of residence**

This is in respect of your usual residential address as stated in Section D4

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank

**D2****Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑤ Service address**







This is the address that will appear on the public record. This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

**D3****Signature ⑥**

I consent to act as director of the proposed company named in **Section A1**

Signature	<table><tr><td>Signature</td><td><table><tr><td>X</td><td></td><td>X</td></tr></table></td></tr></table>	Signature	<table><tr><td>X</td><td></td><td>X</td></tr></table>	X		X
Signature	<table><tr><td>X</td><td></td><td>X</td></tr></table>	X		X		
X		X				

**⑥ Signature**

The person named above consents to act as director of the proposed company



# IN01 – continuation page

Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the directors of the company <b>For a corporate director, complete Sections E1-E5</b>	
Title*	Mr	
Full forename(s)	John	
Surname	Inverdale	
Former name(s)②		
Country/State of residence ③	United Kingdom	
Nationality	British	
Date of birth	02 07 1957	
Business occupation (if any) ④	Broadcaster	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.

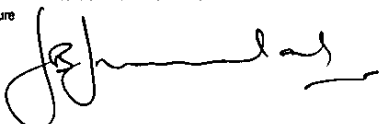
**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address ⑤</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

**⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature ⑥</b>	
	I consent to act as director of the proposed company named in <b>Section A1</b> .	
Signature	<div>Signature X  X</div>	

**⑥ Signature**  
The person named above consents to act as director of the proposed company.

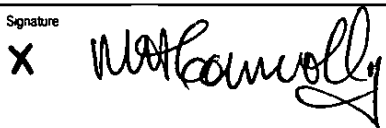
# IN01 – continuation page

Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>		<p><b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p><b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company <b>For a corporate director, complete Sections E1-E5</b>		
Title*	Mr		
Full forename(s)	Michael Henry		
Surname	Connolly		
Former name(s)②			
Country/State of residence ③	United Kingdom		
Nationality	British		
Date of birth	<div>d1</div> <div>d6</div> <div>m0</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y0</div>		
Business occupation (if any) ④	Retired		

<b>D2</b>	<b>Director's service address ⑤</b>		<p><b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .		
Building name/number	The Company's Registered Office		
Street			
Post town			
County/Region			
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>		
Country			

<b>D3</b>	<b>Signature ⑥</b>		<p><b>⑥ Signature</b> The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in <b>Section A1</b>		
Signature	<div>Signature</div> <div>X  X</div>		

# IN01 – continuation page

Application to register a company

## Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the directors of the company <b>For a corporate director, complete Sections E1-E5</b>	
Title*	Colonel	
Full forename(s)	Ewen Alexander	
Surname	Murchison, Royal Marines DSO, MBE	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	United Kingdom	
Nationality	British	
Date of birth	<sup>d</sup> 2 <sup>d</sup> 6 <sup>m</sup> 0 <sup>m</sup> 7 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 7 <sup>y</sup> 1	
Business occupation (if any) <sup>④</sup>	Royal Marines Officer	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.


**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>①</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

**① Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature <sup>①</sup></b>	
	I consent to act as director of the proposed company named in <b>Section A1</b>	
Signature	<div>Signature X  X</div>	

**① Signature**  
The person named above consents to act as director of the proposed company.

# IN01 – continuation page

Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the directors of the company <b>For a corporate director, complete Sections E1-E5</b>	
Title*	Commander	
Full forename(s)	David Mark	
Surname	George, Royal Navy, MA	
Former name(s) ②		
Country/State of residence ③	United Kingdom	
Nationality	British	
Date of birth	d1 d3 m0 m3 y1 y9 y6 y6	
Business occupation (if any) ④	Royal Navy Officer	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.


**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address ①</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

**① Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature ①</b>	
	I consent to act as director of the proposed company named in <b>Section A1</b>	
Signature	Signature X  X	

**① Signature**  
The person named above consents to act as director of the proposed company.

# IN01 – continuation page

Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the directors of the company <b>For a corporate director, complete Sections E1-E5</b>	
Title*	Commander	
Full forename(s)	John Gavin	
Surname	Cunningham, Royal Navy	
Former name(s) ②		
Country/State of residence ③	United Kingdom	
Nationality	British	
Date of birth	d 2 d 0 m 0 m 4 y 1 y 9 y 6 y 3	
Business occupation (if any) ④	Royal Navy Officer	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.

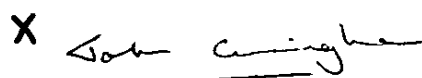
**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address ⑤</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

**⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.



<b>D3</b>	<b>Signature ⑥</b>	
	I consent to act as director of the proposed company named in <b>Section A1</b>	
Signature	Signature X  X	

**⑥ Signature**  
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments</b> ①		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)? → <b>Yes</b> Complete <b>Section E3 only</b> → <b>No</b> Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies</b> ②		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
<b>E4</b>	<b>Non-EEA companies</b>		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
<b>E5</b>	<b>Signature</b> ⑤		<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company
	I consent to act as director of the proposed company named in <b>Section A1</b>		
Signature	Signature  		

IN01

Application to register a company

**Part 3****Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to **Part 4 (Statement of guarantee)****F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
<b>Totals</b>				£

**F2****Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

**F3****Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ❸	

**❸ Total aggregate nominal value**

Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

❷ Total number of issued shares in this class

IN01

Application to register a company

**F4**

**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

**1 Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

**Continuation pages**

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary



# IN01

## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

# IN01

## Application to register a company

**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers' usual residential address

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

# IN01

Application to register a company

## Part 4

### Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** (Statement of compliance)

## G1

### Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

#### 1 Name

Please use capital letters

#### 2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

#### 3 Amount guaranteed

Any valid currency is permitted

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary

#### Subscriber's details

Forename(s) 1	Neil
Surname 1	Morisetti, CB
Address 2	The Company's Registered Office
Postcode	
Amount guaranteed 3	£1 00

#### Subscriber's details

Forename(s) 1	James Michael Ross
Surname 1	Saunders-Watson
Address 2	The Company's Registered Office
Postcode	
Amount guaranteed 3	£1 00

#### Subscriber's details

Forename(s) 1	Giles Robert
Surname 1	Peel
Address 2	The Company's Registered Office
Postcode	
Amount guaranteed 3	£1 00

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Application to register a company

**Subscriber's details**

Forename(s) ①	John
Surname ①	Inverdale
Address ②	The Company's Registered Office
Postcode	
Amount guaranteed ③	£1 00

**Subscriber's details**

Forename(s) ①	Michael Henry
Surname ①	Connolly
Address ②	The Company's Registered Office
Postcode	
Amount guaranteed ③	£1 00

**Subscriber's details**

Forename(s) ①	Ewen Alexander
Surname ①	Murchison, Royal Marines DSO, MBE
Address ②	The Company's Registered Office
Postcode	
Amount guaranteed ③	£1 00

**Subscriber's details**

Forename(s) ①	David Mark
Surname ①	George, Royal Navy, MA
Address ②	The Company's Registered Office
Postcode	
Amount guaranteed ③	£1 00

**Subscriber's details**

Forename(s) ①	John Gavin
Surname ①	Cunningham, Royal Navy
Address ②	The Company's Registered Office
Postcode	
Amount guaranteed ③	£1 00

**① Name**

Please use capital letters

**② Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**③ Amount guaranteed**

Any valid currency is permitted

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

**Part 5**

**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

**H1**

**Statement of compliance delivered by the subscribers** ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

**IN01**

Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

**H2****Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name	Charles Russell Speechlys LLP
Building name/number	5
Street	Fleet Place
Post town	LONDON
County/Region	
Postcode	E C 4 M 7 R D
Country	United Kingdom
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X Charles Russell Speechlys LLP X

IN01

Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Vivienne Holyoake
Company name	Charles Russell Speechlys
	LLP
Address	5 Fleet Place
Post town	LONDON
County/Region	
Postcode	E C 4 M 7 R D
Country	United Kingdom
DX	19 Chancery Lane/London
Telephone	020 7203 5000

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)  
☐ At the agents address (Given in Section H2)

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

**Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.**

**How to pay**

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**Where to send**

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

Company Number [                      ]  
Charity Number [                      ]

**A COMPANY NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF  
ROYAL NAVY RUGBY UNION**

Each subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and agrees to become a Member of the Company

Name of each subscriber

Authentication by each subscriber

Rear Admiral Neil Monsetti, CB

Neil Monsetti.

Mr James Michael Ross Saunders-Watson

James Saunders-Watson

Mr Giles Robert Peel

Giles Peel.

Mr John Inverdale

John Inverdale

Mr Michael Henry Connolly

Michael Connolly

Colonel Ewen Alexander Murchison,  
Royal Marines DSO, MBE

Ewen Murchison

Commander David Mark George, Royal Navy, MA

David George

Commander John Gavin Cunningham, Royal Navy

John Cunningham

Dated this 15<sup>th</sup> day of January 2015



Company Number [ ]  
Chanty Number [ ]

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**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION  
OF  
ROYAL NAVY RUGBY UNION**

**(INCORPORATED ON [ ])**

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## **PART 1. DEFINED TERMS AND INTERPRETATION**

### **1 DEFINED TERMS AND INTERPRETATION**

1 1 In the Articles, unless the context requires otherwise

#### **“Act”**

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time,

#### **“Articles”**

means the Company's articles of association,

#### **“Chair”**

has the meaning given in Article 18,

#### **“Chair of the meeting”**

has the meaning given in Article 33,

#### **“Charitable”**

means charitable in accordance with the laws of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word “charitable” in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the Company is the law of England and Wales,

#### **“Charity Commission”**

means the Charity Commission for England and Wales,

#### **“Charities Legislation”**

means the Charities Acts 1992 and 2011 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time,

#### **“Company”**

means the Company called Royal Navy Rugby Union,

#### **“Director”**

means a director of the Company,

#### **“Electronic Communication”**

means any document or information sent or supplied in electronic form (for example by email or fax) within the meaning of section 1168 of the Act,

#### **“Member”**

has the meaning given in section 112 of the Act and having the right to attend and vote at general meetings of the Company,

#### **“Member Clubs”**

means the ships, establishments and units of the Royal Navy and Royal Marines that are affiliated with the Company. For the avoidance of doubt, Member Clubs are not Members of the Company within the meaning given in section 112 of the Act,

**“Memorandum”**

means the Company's Memorandum of Association,

**“Model Articles”**

means the model articles of association for a private Company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time,

**“Naval Service”**

means the Royal Navy, the Royal Marines, the Naval Reserve Forces (as set out in QRRN) and all other forces as defined in QRRN as belonging to the Naval Service,

**“Non-Serving Director”**

means a Director who is not a Serving Director,

**“Objects”**

the Company's objects as defined at Article 2,

**“Ordinary Resolution”**

has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution,

**“Proxy Notice”**

has the meaning given in Article 39,

**“QRRN”**

means any edition of King's or Queen's Regulations for the Royal Navy,

**“Secretary”**

means the company secretary (if any) and includes any joint, assistant or deputy Secretary,

**“Serving Director”**

means a Director who is a serving member for the time being of the Naval Service,

**“SORP”**

means the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement of it from time to time,

**“Special Resolution”**

has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution,

**“Statutes”**

means the Act, the Charities Legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Company,

1 2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act

1 3 A reference to

- 1 3 1 words importing the singular only shall include the plural and vice versa,
- 1 3 2 "in writing" or "written" includes Electronic Communication but excludes text messaging via mobile phone, and
- 1 3 3 "clear" or "clear days" in relation to a period of notice means the period excluding the day on which 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

- 1 4 The Model Articles shall not apply to the Company

## **PART 2: OBJECTS**

### **2 OBJECTS**

The objects for which the Company is established are specifically restricted to

- 2 1 promoting the physical efficiency of members of the Naval Service by providing facilities and other encouragement for all ranks thereof to participate in the game of rugby football,
- 2 2 making grants for charitable purposes that benefit either directly or indirectly members both past and present of the Naval Service, and
- 2 3 promoting amateur sport for the benefit of the public in particular by encouraging the participation of young people in the game of rugby football

## **PART 3 APPLICATION OF INCOME AND PROPERTY AND DIRECTORS' BENEFITS**

### **3 APPLICATION OF INCOME AND PROPERTY**

The income and property of the Company shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members This does not prevent

- 3 1 a Member receiving a benefit from the Company in the capacity of a beneficiary of the Company, or
- 3 2 reasonable and proper remuneration to any Member who is not also a Director for any goods or services provided to the Company

### **4 DIRECTORS' BENEFITS**

No Director shall be appointed to any office of the Company, be employed by the Company or receive any remuneration or other benefit in money or money's worth from the Company unless the payment or benefit in question -

- 4 1 is permitted pursuant to Article 5, or
- 4 2 has been previously and expressly authorised in advance and in writing by the Charity Commission and any procedures prescribed by the Charity Commission are fully adhered to

### **5 PERMITTED BENEFITS**

Subject to Article 6, nothing herein shall prevent the payment in good faith by the Company of -

- 5 1 reasonable and proper remuneration to a Director for services rendered to the Company otherwise than any remuneration for services provided by a Director in his/her capacity as a Director or under a contract of employment,
- 5 2 monies for the supply of goods by a Director to the Company, whether such goods are provided in connection with the provision of services referred to at Article 5 1 or otherwise,

- 5 3 interest at a reasonable and proper rate (not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors) on money lent to the Company by any Director,
- 5 4 reasonable and proper rent for premises demised or let to the Company by any Director,
- 5 5 reimbursement of reasonable out-of-pocket expenses actually incurred by any Director in or about the affairs of the Company,
- 5 6 any payments made pursuant to Articles 22 (Directors' Indemnity) and 23 (Directors' Indemnity Insurance)

## 6 CONDITIONS RELATING TO DIRECTORS' BENEFITS

Save for the payments referred to in Articles 5 5 and 5 6, the Company and its Directors may only rely upon the authority provided by Article 5 in respect of payments or benefits to a Director if each of the following conditions is satisfied

- 6 1 the remuneration or other sums paid to the Director does not exceed an amount that is reasonable in all the circumstances,
- 6 2 the Director is absent from the part of any meeting at which there is discussion of
  - 6 2 1 his/her contract or remuneration, or any matter concerning the contract,
  - 6 2 2 his/her performance in the employment, or his/her performance of the contract, or
  - 6 2 3 any proposal to enter into any other contract or arrangement with him/her or to confer any benefit upon him/her that would be permitted under Article 5,
- 6 3 the Director does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting,
- 6 4 the remaining Directors are satisfied and agree that it is in the best interests of the Company to contract with that Director rather than with someone who is not a Director,
- 6 5 the reason for their decision is recorded by the Directors in the minute book,
- 6 6 the amount or maximum amount of any remuneration payable to a Director is set out in an agreement in writing between the Company or Directors and that Director, and
- 6 7 the number of Directors then in office who have received remuneration or other benefits from the Company are in a minority

## 7 CONFLICTS OF INTEREST

- 7 1 A Director must declare to the other Directors any situation of which he/she is aware in which he/she has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Company unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest
- 7 2 An interest of a Director to be disclosed under Article 7 1 may be declared at a meeting of Directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act
- 7 3 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation, Company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining Directors may authorise such a conflict of interest if each of the following conditions is satisfied
  - 7 3 1 the Director is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, Company or person,

7 3 2 the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting, and

7 3 3 the remaining Directors are satisfied and agree that it is in the interests of the Company to authorise the conflict of interest which has arisen

7 4 A conflict of interest arising for a Director because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out at Article 7 3 if such a conflict does not involve a direct or indirect benefit of any nature to a Director

## 8 PART 3 DEFINITIONS

The following words in Articles 3, 4, 5, 6, and 7 (as the case may be) shall have the following meanings

8 1 "Company" shall include any company in which the Company

8 1 1 holds more than 50% of the shares, or

8 1 2 controls more than 50% of the voting rights attached to the shares, or

8 1 3 has the right to appoint one or more directors to the board of the company, and

8 2 "Director" shall include the following

8 2 1 a child, parent, grandchild, grandparent, brother or sister of a Director,

8 2 2 the spouse or civil partner of a Director or of any person falling within Article 8 2 1,

8 2 3 a person carrying on a business in partnership with a Director or with any person falling within Articles 8 2 1 or 8 2 2,

8 2 4 an institution which is controlled

(a) by a Director or by any person falling within Articles 8 2 1, 8 2 2 or 8 2 3, or

(b) by two or more persons falling within Article 8 2 4(a) when taken together, and

8 2 5 a body corporate in which

(a) the Director or any person falling within Articles 8 2 1, 8 2 2 or 8 2 3 has a substantial interest, or

(b) two or more persons falling within paragraph (a), when taken together, have a substantial interest

8 3 Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used at Article 8 2 as follows

8 3 1 "child" includes a step-child and an illegitimate child,

8 3 2 "civil partner" shall include a person living with a Director as that Director's husband or wife and includes two persons of the same sex who are not civil partners but live together as if they were,

8 3 3 a person controls an institution if he/she is able to secure that the affairs of the institution are conducted in accordance with his/her wishes,

8 3 4 a person has a substantial interest in a body corporate if he/she is.

(a) interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or



- (b) is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body

#### **PART 4 . DIRECTORS**

##### **DIRECTORS' POWERS AND RESPONSIBILITIES**

###### **9 DIRECTORS' GENERAL AUTHORITY**

- 9 1 Subject to the Articles, including Articles 9 2 and 52 below, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company and do on behalf of the Company all such acts as may be done by the Company and as are not by the Statutes or by the Articles required to be done by the Company in general meeting

- 9 2 The Directors may not do or permit any act or omission which would prejudice the charitable status of the Company

###### **10 DIRECTORS MAY DELEGATE**

- 10 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles

10 1 1 to such person or committee,

10 1 2 by such means (including by power of attorney),

10 1 3 to such an extent,

10 1 4 in relation to such matters or territories, and

10 1 5 on such terms and conditions,

as they think fit

- 10 2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

- 10 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

###### **11 COMMITTEES**

- 11 1 Committees to which the Directors delegate any of their powers must contain at least one Director and 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 Directors

- 11 2 The Directors may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them

###### **12 APPOINTMENT OF INVESTMENT MANAGERS**

The Directors may appoint as the investment manager for the Company a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001 The Directors may delegate to an investment manager so appointed power at his/her discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Directors from time to time,

PROVIDED THAT where the Directors make any such delegation they shall

- 12 1 inform the investment manager in writing of the extent of the Company's investment powers and the terms of the delegation,
- 12 2 lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it,
- 12 3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him/her of his/her delegated authority,
- 12 4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority, and
- 12 5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Directors shall decide PROVIDED THAT such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Directors

**13 INVESTMENTS HELD BY NOMINEE**

The Directors may

- 13 1 make such arrangements as they think fit for any investments of the Company or income from those investments to be held by a corporate body as the Company's nominee, and
- 13 2 pay reasonable and proper remuneration to any corporate body acting as the Company's nominee in pursuance of this Article

**DECISION-MAKING BY DIRECTORS**

**14 MEETINGS OF DIRECTORS**

- 14 1 Subject to the provisions of these Articles, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit
- 14 2 At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors
- 14 3 Any such summons shall specify where, when and how the meeting is to be held Any Director may waive notice of any meeting and such waiver may be retrospective
- 14 4 All acts done in good faith by any meeting of the Directors or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons 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 and was qualified to be a Director or Member of the committee as the case may be

**15 QUORUM FOR MEETINGS AND VOTING**

- 15 1 The quorum necessary for the transaction of business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number shall be three, consisting of at least one Serving Director and at least one Non-serving Director
- 15 2 A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors
- 15 3 Questions arising at any meeting of the Directors shall be determined by a majority of votes In case of an equality of votes the Chair shall have a second or casting vote

**16 MEETINGS BY CONFERENCE TELEPHONE ETC**

- 16 1 All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting
- 16 2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly
- 16 3 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 chair then is

**17 RESOLUTIONS IN WRITING**

- 17 1 A resolution executed by all the Directors, or by all the Members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the Directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held
- 17 2 For the purposes of this Article 17
- 17 2 1 a resolution shall consist of one or more written instruments or one or more Electronic Communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect,
- 17 2 2 a written instrument is executed when the person executing it signs it,
- 17 2 3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe,
- 17 2 4 the Directors, or (as the case may be) Members of a committee constituted under these Articles, need not execute the same written instrument or Electronic Communication,
- 17 2 5 a resolution shall be effective when the Secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 17, and
- 17 2 6 if no Secretary is appointed, the Chair shall perform the functions of the Secretary under this Article 17

**18 CHAIRING OF DIRECTORS' MEETINGS**

- 18 1 The Directors may appoint a Director to chair their meetings
- 18 2 The person so appointed for the time being is known as the Chair
- 18 3 The Directors may terminate the Chair's appointment at any time
- 18 4 The Chair shall immediately cease to hold such appointment upon ceasing to be a Director
- 18 5 If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it

**19 RECORDS OF DECISIONS TO BE KEPT**

The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Directors

## **APPOINTMENT AND RETIREMENT OF DIRECTORS ETC**

### **20 APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 20 1 The number of Directors shall be more than three but (unless otherwise determined by Ordinary Resolution) shall not be subject to any maximum
- 20 2 Save as otherwise provided in the Articles, and in particular Article 20 3, the Company may by Ordinary Resolution appoint a person who is willing to act as a Director or to fill a vacancy or as an additional Director
- 20 3 Directors shall be appointed for a period of three years. A year for this purpose shall be the period between one AGM of the Company and the next AGM of the Company. If a Director was a trustee of the unincorporated charity called The Royal Navy and Royal Marines Rugby Union Trust at the date of incorporation of this Company then his/her office as Director shall expire on the AGM after the triennial anniversary of his/her appointment as a trustee
- 20 4 Upon the expiry of his/her office pursuant to Article 20 3 a Director may be re-appointed for any number of three year periods
- 20 5 Subject to Article 20 6, the Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director PROVIDED THAT the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following general meeting. If not reappointed at such general meeting, he/she shall vacate office at the conclusion thereof
- 20 6 No person may be appointed as a Director
- 29 6 1 unless he/she has attained the age of 18 years,
- 20 6 2 in circumstances such that, had he/she already been a Director, he/she would have been disqualified from acting under the provisions of Article 21, or
- 20 6 3 if, after his/her appointment, the number of Serving Directors shall equal or exceed the number of Non-Serving Directors

### **21 TERMINATION OF DIRECTOR'S APPOINTMENT**

- A person ceases to be a Director
- 21 1 on the expiry of the period for which he/she was appointed,
- 21 2 if by notice in writing to the Company he/she resigns (but only if at least three Directors remain in office when the notice of resignation is to take effect),
- 21 3 if he/she is removed by notice in writing to the Company signed by a majority of the Members,
- 21 4 if he/she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Statutes,
- 21 5 if he/she is removed from office by a resolution duly passed pursuant to Section 168 of the Act,
- 21 6 if he/she is absent from three consecutive meetings of the Directors without the consent of the majority of the remaining Directors,
- 21 7 if he/she becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs,
- 21 8 if he/she is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Company, or

21 9 if he/she is removed from office in accordance with Article 21A

## **21A REVIEW OF DIRECTOR BY MEMBER CLUBS**

21A 1 Where a Director is in breach of his duties under section 171 of the Act (*acting in accordance with the Company's constitution and only exercising powers for the purposes for which they are conferred*) (a "Constitutional Breach"), 75 per cent in number of the Member Clubs may by written notice to the Company setting out the nature of the alleged Constitutional Breach and the identity of the Director request a special meeting of the Member Clubs to consider the position of the relevant Director (a "Member Clubs' Special Meeting") If less than 75 per cent in number of the Member Clubs give written notice to the Company, the Directors shall not be required to consider the request for a Member Clubs' Special Meeting pursuant to Article 21A 2

21A 2 Having received such notice, the Directors shall meet to consider whether there has been a Constitutional Breach by the relevant Director Where, acting reasonably having taken appropriate legal advice, the Directors do not believe that there has been a Constitutional Breach, the Directors shall be entitled to decline the request for a Member Clubs' Special Meeting If the Directors believe that there has been a Constitutional Breach, the Directors shall call a Member Clubs' Special Meeting within 90 days of the date of receipt of the notice from the Member Clubs

21A 3 A Member Clubs' Special Meeting shall be governed in accordance with the procedures set out in Articles 29 1, 29 2, 30 1, 30 2, 31, 33, 34, 35, 36, 37, 39, 40 and 42 which govern Members' meetings with references to "Members" being deemed to be references to "Member Clubs" provided that

21A 3 1 a Member Clubs' Special Meeting shall only be adjourned once and if at the second such meeting a further adjournment would have been required in accordance with Article 35 no further adjournment shall be made and the meeting shall not be held, and

21A 3 2 there shall be no poll votes and accordingly voting at a Member Clubs' Special Meeting shall in accordance with Article 36 1 be determined by a show of hands only

21A 4 The quorum for a Member Clubs' Special Meeting shall be one half of the total number of Member Clubs for the time being

21A 5 At a duly convened Member Clubs' Special Meeting, the Member Clubs shall consider and vote on whether they wish to remove the relevant Director who committed the Constitutional Breach The removal of such Director shall require a 75 per cent majority of those Member Clubs who attend and vote at the Member Clubs' Special Meeting (or their proxies)

21A 6 Member Clubs shall not be entitled to requisition a Member Clubs' Special Meeting more than once in any calendar year At each Member Clubs' Special Meeting the position of only one Director may be considered

## **22 DIRECTORS' INDEMNITY**

Subject to the provisions of the Act, and so far as may be consistent with the Statutes

22 1 every Director and every other officer, other than the Company's auditor or the reporting accountant, may be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him/her in the actual or purported execution and/or discharge of his/her duties and/or the actual or purported exercise of his/her powers and/or otherwise in relation to, or in connection with, his/her duties, powers or offices, in each case to the extent permitted by section 232 of the Act, and

22 2 the Company may also provide funds to any Director or any other officer (other than the Company's auditor or reporting accountant) or do anything to enable a Director or such other

officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act

## **23 DIRECTORS' INDEMNITY INSURANCE**

23 1 Subject to the provisions of the Charities Legislation and to Article 23 2, the Company may pay the premium in respect of any indemnity insurance to cover the liability of any Director, other officer (other than the auditor or reporting accountant) or Member

23 1 1 which by virtue of any rule of law would otherwise attach to him/her in respect of any negligence, default, breach of trust or breach of duty of which he/she may be guilty or any act or omission in the actual or purported execution and/or discharge of his/her duties and/or in the exercise or purported exercise of his/her powers and/or otherwise in relation to his/her duties, powers or offices in relation to the Company or any subsidiary of the Company, and

23 1 2 to make contributions to the assets of the Company or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986, and all costs, charges and expenses which may be incurred by him/her in successfully contesting any such liability or alleged liability

23 2 Any insurance purchased under Article 23 1 shall not

23 2 1 extend to any claim arising from any act or omission which that person knew (or must reasonably be assumed to have known) to be a breach of trust or breach of duty or which was committed by that person in reckless disregard of whether it was a breach of trust or a breach of duty or not,

23 2 2 extend to a fine imposed in connection with, or the costs or liabilities incurred in respect of, an unsuccessful defence to a criminal prosecution brought against that person in his/her capacity as a Director or other officer or Member of the Company and/or a sum payable to a regulatory authority by way of a penalty imposed on a Director, other officer or Member of the Company, in respect of non-compliance with any requirement of a regulatory nature (howsoever arising)

## **PART 5 MEMBERS**

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

## **24 APPLICATIONS FOR MEMBERSHIP**

24 1 The first Directors shall be the first members of the Company

24 2 No person shall become a Member unless

24 2 1 that person is a Director and has completed an application for membership in a form approved by the Directors, and

24 2 2 the Directors have approved the application

## **25 CLASSES OF MEMBERSHIP**

The Directors may establish, subject to Article 52, different classes of membership and prescribe and vary their respective rights, privileges and obligations

## **26 TERMINATION OF MEMBERSHIP**

A person shall forthwith cease to be a Member (PROVIDED ALWAYS THAT at least one Member remains on the Register of Members thereafter)

26 1 if that person ceases to be a Director, or

26 2 if by notice in writing to the Company, the Member resigns his/her Membership

**27 TRANSFER OF MEMBERSHIP**

Membership of the Company is not transferable

**ORGANISATION OF GENERAL MEETINGS**

**28 GENERAL MEETINGS**

28 1 The Directors may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith

28 2 The Company 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 Directors, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting, and that so long as the Company holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

**29 CALLING GENERAL MEETINGS**

29 1 A general meeting of the Company shall be called by at least 14 days' clear notice

29 2 The Company may give such notice by any means or combination of means permitted by the Act

29 3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the Members, being a majority who together hold not less than 90 per cent of the total voting rights

**30 NOTICE OF GENERAL MEETINGS**

30 1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting

30 2 There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him/her and that a proxy need not be a Member

30 3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a Member to understand the purpose of, each ordinary resolution shall be set out in the notice

**31 MEETINGS BY CONFERENCE TELEPHONE ETC.**

31 1 All or any of the Members or persons permitted to attend general meetings may at the discretion of the Directors participate in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to communicate effectively with each other throughout the meeting

31 2 A Member so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly

31 3 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 Chair then is

## **32 QUORUM FOR GENERAL MEETINGS**

If the Company only has one Member that Member shall be a quorum. In any other case two Members entitled to vote upon the business to be transacted or one-tenth of the total number of such persons for the time being, whichever is the greater, shall be a quorum. A proxy or an authorised representative of a Member shall count for the purposes of the quorum. 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.

## **33 CHAIRING GENERAL MEETINGS**

33 1 If the Directors have appointed a Chair, the Chair shall chair general meetings if present and willing to do so.

33 2 If the Directors 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

33 2 1 the Directors present, or

33 2 2 (if no Directors are present), the meeting,

must appoint a Director or Member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

33 3 The person chairing a meeting in accordance with this Article is referred to as "the Chair of the meeting".

## **34 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

34 1 Directors may attend and speak at general meetings, whether or not they are Members.

34 2 The Chair of the meeting may permit other persons who are not

34 2 1 Members, or

34 2 2 otherwise entitled to exercise the rights of Members in relation to general meetings, to attend and speak at a general meeting.

## **35 ADJOURNMENT**

35 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.

35 2 The Chair of the meeting may adjourn a general meeting at which a quorum is present if

35 2 1 the meeting consents to an adjournment, or

35 2 2 it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

35 3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

35 4 When adjourning a general meeting, the Chair of the meeting must

35 4 1 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 Directors, and

35 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.



35 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company 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)

35 5 1 to the same persons to whom notice of the Company's general meetings is required to be given, and

35 5 2 containing the same information which such notice is required to contain

35 6 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**

### **36 VOTING GENERAL**

36 1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

36 2 Every Member shall have one vote

### **37 ERRORS AND DISPUTES**

37 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

37 2 Any such objection must be referred to the Chair of the meeting, whose decision is final

### **38 POLL VOTES**

38 1 A poll on a resolution may be demanded

38 1 1 in advance of the general meeting where it is to be put to the vote, or

38 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

38 2 A poll may be demanded by

38 2 1 the Chair of the meeting,

38 2 2 the Directors,

38 2 3 two or more persons having the right to vote on the resolution, or

38 2 4 a person or persons representing not less than one tenth of the total voting rights of all the Members

38 3 A demand for a poll may be withdrawn if

38 3 1 the poll has not yet been taken, and

38 3 2 the Chair of the meeting consents to the withdrawal

38 4 Polls must be taken immediately and in such manner as the Chair of the meeting directs

### **39 CONTENT OF PROXY NOTICES**

39 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

39 1 1 states the name and address of the Member appointing the proxy,

- 39 1 2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
- 39 1 3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
- 39 1 4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 39 2 The Company may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes
- 39 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
- 39 4 Unless a proxy notice indicates otherwise, it must be treated as
  - 39 4 1 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
  - 39 4 2 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

#### 40 DELIVERY OF PROXY NOTICES

- 40 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 Company by or on behalf of that person
- 40 2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 40 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
- 40 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

#### 41 AMENDMENTS TO RESOLUTIONS

- 41 1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if
  - 41 1 1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
  - 41 1 2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution
- 41 2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if
  - 41 2 1 the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 41 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

- 41 3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the his/her error does not invalidate the vote on that resolution

## **42 RESOLUTIONS IN WRITING**

- 42 1 A resolution executed by such number of Members as would have been required to vote for the resolution had it been proposed in general meeting at which all of the Members were present and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held

- 42 2 For the purposes of this Article 42

42 2 1 a resolution shall consist of one or more written instruments (including faxes) or one or more Electronic Communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect,

42 2 2 a written instrument is executed when the person executing it signs it,

42 2 3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe,

42 2 4 the Members need not execute the same written instrument or Electronic Communication,

42 2 5 a resolution shall be effective when the Secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 42,

42 2 6 if no Secretary is appointed, the chair shall perform the functions of the Secretary under this Article 42,

42 2 7 the resolution must be accompanied by a statement informing the Member how to signify his/her agreement to it and the date by which this is to be done, and

42 2 8 a proposed written resolution will lapse if it is not passed before 28 days from the circulation date

## **PART 6 LIABILITY OF MEMBERS AND DISSOLUTION**

### **43 LIABILITY OF MEMBERS**

Each Member undertakes that, if the Company is wound up while he/she is a Member or within one year after he/she ceases to be a Member, he/she will contribute an amount to the assets of the Company as may be required for -

- 43 1 payment of the Company's debts and liabilities contracted before he/she ceases to be a Member,

- 43 2 payment of the costs, charges and expenses of winding up, and

- 43 3 adjustment of the rights of the contributories among themselves,

provided that such amount shall not in aggregate exceed £1

### **44 DISTRIBUTION OF ASSETS ON WINDING UP/DISSOLUTION**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to such other charity or charities which

prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the Company by Articles 3 and 4 above and having charitable objects identical with or similar to the Objects, as the Members shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects

## **PART 7. ADMINISTRATIVE ARRANGEMENTS**

### **45 MEANS OF COMMUNICATION TO BE USED**

- 45 1 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Directors shall be in writing and may be delivered or sent by post or using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice. In this Article "address" in relation to Electronic Communications, includes any number or address used for the purpose of such communications
- 45 2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being
- 45 3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 45 4 Subject to Article 45 3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by Electronic Communication shall be deemed to have been delivered 48 hours following the date on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the Company's website was already on the Company's website at the time the notice was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Company's website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website

### **46 WEBSITE COMMUNICATION**

- 46 1 The Company may send any notice, document or other information to Members by making them available on the Company's website provided that
- 46 1 1 each Member has been asked individually by the Company to agree to communication via the Company's website (either generally or in relation to a specific notice, document or information),
- 46 1 2 the Company's request states clearly that if the Member fails to respond to the request within twenty-eight days of the date on which the request is sent, he/she will be deemed to have given such consent, and
- 46 1 3 the Company's request is not sent less than twelve months after a previous request made to the Member in relation to a similar class of documents
- 46 2 The Company must notify each Member who has agreed to receive communications through the Company's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information
- 46 3 Any notice, document or information posted on the Company's website must be in a form that the Member can read and take a copy of. The notice, document or information must be available on the Company's website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the Act

**47 COMPANY SEAL**

47 1 Any common seal may only be used by the authority of the Directors

47 2 The Directors may decide by what means and in what form any common seal is to be used

47 3 Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

47 4 For the purposes of this Article, an authorised person is

47 4 1 any Director,

47 4 2 the Secretary (if any), or

47 4 3 any person authorised by the Directors for the purpose of signing documents to which the common seal is applied

**48 SECRETARY**

A Secretary may be appointed by the Directors for such time, at such remuneration and upon such conditions as the Directors may think fit, and any Secretary so appointed may be removed by the Directors. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

**49 ACCOUNTS**

49 1 The Directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Company at any time

49 2 The books of account shall be kept at the registered office of the Company, or, subject to section 388 of the Act, at such other place or places as the Directors shall think fit and shall always be open to the inspection of any Director

49 3 The Company must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every Member, to every holder of the Company's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Company does not have a current address as defined in section 423 of the Act

49 4 The Company must, pursuant to section 424 of the Act, comply with the obligations set out at Article 49 3 not later than

49 4 1 the end of the period for filing accounts and reports to the Registrar of Companies, or

49 4 2 if earlier, the date on which the Company actually delivers its accounts to the Registrar of Companies

**50 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member

51      **AUDIT**

- 51 1      The accounts of the Company shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if so required by the Statutes
- 51 2      The appointment or re-appointment (as appropriate) of the auditor shall be determined by the Company in general meeting
- 51 3      The determination of the auditor's or reporting accountant's (if any) remuneration shall be delegated to the Directors by the Company in general meeting

52      **BYE-LAWS**

- 52 1      The Company shall have Bye-laws governing the Company's policy in any of the following areas as they relate to Rugby Union in, or associated with, the Royal Navy

- 52 1 1      Off Field Management to include Governance and Structures
- 52 1 2      On Field Management and Development
- 52 1 3      Resources and Facilities Management
- 52 1 4      Financial Procedures
- 52 1 5      Communications

Provided that the Bye-laws shall comply with these articles and shall not bind the Company in relation to any financial, commercial or other business matter unless specifically authorised to do so by the Directors

- 52 2      The Directors shall ensure that the Company complies with the Bye-laws at all times, except where to do so would in their opinion endanger the charitable status of the Company or would otherwise require the Directors to act in breach of their duties as company directors or as charity trustees Where the Directors do not comply with the Bye-laws they will send a written report to the Member Clubs explaining why they did not do so
- 52 3      If the Directors wish to alter, amend or repeal the Bye-laws (an "Alteration"), they shall call a meeting of the Member Clubs within twelve months of making the Alteration to approve retrospectively the Alteration (and any other Alterations in the twelve months prior to the date of the meeting which have not previously been approved by the Member Clubs) Pending such approval, the Alteration shall be effective The Directors may also call a meeting of the Member Clubs as the Directors deem necessary or expedient or convenient for the proper conduct and management of the Company
- 52 4      If a Member Club proposes an Alteration in writing and that proposal is signed by a second Member Club and received by the Company then the Directors shall convene a meeting of the Member Clubs to consider the Alteration
- 52 5      A meeting of the Member Clubs convened to consider an Alteration under Article 52 3 or 52 4 shall be governed in accordance with the procedures set out in Articles 29 1, 29 2, 30 1, 30 2, 31, 32, 33, 34, 35, 36, 37, 39, 40 and 42 which govern Members' meetings with references to "Members" being deemed to be references to "Member Clubs" provided that
- 52 5 1      a meeting shall only be adjourned once and if at the second such meeting a further adjournment would have been required in accordance with Article 35 no further adjournment shall be made and either (a) any Alteration proposed by the Directors shall be deemed approved or (b) any Alteration proposed by a Member Club shall be deemed rejected, and
- 52 5 2      there shall be no poll votes and accordingly voting at the meeting shall in accordance with Article 36 1 be determined by a show of hands only

An Alteration requires approval by a two thirds majority of those Member Clubs who attend and vote at the meeting

- 52.6 Without prejudice to any other meetings of the Member Clubs under this Article 52, the Directors shall invite the Member Clubs to an annual meeting to receive the report and accounts from the Directors on the year's events