<u>GLOUCESTER AND DISTRICT REFEREES SOCIETY LIMITED</u>
<u>CONSTITUTION AND RULES – 2024</u>

TITLE

1. Gloucester and District Referees Society Limited, hereinafter referred to as 'the Society' is a company incorporated at The Registrar for Companies in England and Wales under the Companies Act 2006 on 14 December 2016 under Company Number 10524306. The Board of Directors, hereinafter referred to as 'the Board,' are bound by the Company's Articles of Association (AA), Article 18 of which empower it to delegate authority to an Executive Committee for the management of the Society. The Society's Constitution and Rules are for the direction of the Board and the Executive Committee. Hereafter all references to articles refer to the Company's Articles of Association.

AFFILIATION

2. The Society is an equal partner with the Bristol Referees' Society in the Gloucestershire Federation of Rugby Union Referees (GFRUR), through which it is a full member of the Rugby Football Referees Union (RFRU). The Society is an associate member of the Gloucestershire Rugby Football Union (GRFU)**.**

OBJECTS OF THE SOCIETY

3. The objects of the Society are set out in Article 2 and in general terms are to comply with and uphold the rules and regulations of the Constituent Body, the RFU and World Rugby. In so doing the Society shall:

a. Provide officials, as appropriate, to those clubs, colleges and schools paying fees to the Society, and to others who ask the Society for its services and to matches played under exchange arrangements.

b. Assist all members to achieve their objectives within the Society.

4. In support of these aims the Society shall:

a. Recruit and appoint referees, assistant referees, coaches and performance reviewers.

b. Assess and grade referees, assistant referees, coaches and performance reviewers.

c. Manage the development of all members within the resources available to the Society.

APPOINTMENT OF DIRECTORS

5. In accordance with Article 18, the number of Company Directors shall not be fewer than four and not exceed twelve. The present Board members are the Chairman, Vice Chairman, Company Secretary and Finance Director. A further maximum of eight directors may be elected. In accordance with Articles 23-26, directors elected at an AGM shall hold office for three years initially but may be re-elected annually for further one year term if there are no nominations for a particular directorship at an AGM.

TERMINATION OF DIRECTORS' APPOINTMENTS

6. A Director's appointment may be terminated in accordance with Article 20.

DIRECTORS' INDEMNITY AND INSURANCE

7. Directors are indemnified against any negligence, default, breach of duty or breach of trust in relation to the Society and any liability incurred by the director in connection with the activities of the Society in accordance with Article 46. The Board may decide to purchase and maintain insurance at the expense of the Society for the benefit of any director in respect of any relevant loss in accordance with Article 47.

BOARD MEETINGS AND DECISIONS OF THE BOARD

8. Articles 9 and 10 outline the way in which directors' decisions are to be made and the frequency and conditions under which Board meeting are to be held. The quorum for a Board meeting is two. Records of such meeting are to be in writing, signed by the Chairman and kept for a minimum of ten years. Subject to approval at an AGM, directors, in accordance with Article 17, may make further rules: to regulate membership of the Society, to regulate the function, role and operation of the Executive Committee; and to set or adopt other such regulations or policies including for example child protection policies as the Board thinks fit.

MEMBERSHIP

9. The terms and conditions of membership of the Society are set out in Articles 29 and 30. Membership is to be open to any person having an interest in the aims of the Society who completes an application form approved by the Board and the Board approves the application.

10. The Finance Director in consultation with the Executive Committee shall fix the levels of membership fee to be paid by the different categories of members. A member is one who has paid the Society's annual subscription, except where the context indicates otherwise. For example: Life Members and visiting officials who are granted temporary membership. In accordance with Article 30.2, any member whose subscription fee is more than one year in arrears shall be deemed to have resigned his/her membership of the

Society.

11. Once a new member is accepted into the Society he/she shall be provided by the Induction Officer with: Law Book; score cards; a brief on the Whistler Trophy; and anything else the Induction Officer deems appropriate at the time.

TERMINATION OF MEMBERSHIP

12. Members are always expected to act in the best interests of the Society. In accordance with Article 31, the Board may terminate the membership of any person or impose any other sanction they determine to be appropriate in connection with the breach of any condition of membership. Art 31 sets out the conditions for the Board terminating a person's membership should that be in the interest of the Society.

13. Under Article 31.2, a member may withdraw his/her membership by giving seven days' notice.

14. A member may resign at any time by advising the General Secretary. A member who resigns shall not be entitled to any refund of subscription.

15. Complaints against members from internal or external sources shall be investigated and resolved by the Committee with reference to the Board as necessary. The investigation shall be conducted in accordance with the Society Referee Complaints Procedure.

16. The Committee may offer Life Membership to any person whose contribution to the Society, in the opinion of the Committee, merits such recognition. Life Membership becomes effective from the date of acceptance by the person concerned.

LIABILITY OF MEMBERS

17. The liability of each member is limited to £1 in accordance with Article 4.

THE EXECUTIVE COMMITTEE

18. Directors, when their terms of office expire in accordance with Article 19, and the members of the Society Executive Committee shall be elected at an annual general meeting (AGM) in accordance with Art 32. A committee member may hold more than one appointment. Directors and officers who intend to stand for election/re-election at an AGM are to notify the Secretary 21 days before the AGM with the names of a proposer and seconder.

19. Where two or more nominations are received for a directorship or committee appointment, a show of hands shall be taken amongst those present at the AGM while the

nominees are not present. A secret ballot may be held if the Committee so decrees. The nominee with the highest number of votes shall be elected. Proxy votes are outlined at Art 41 are to be notified in writing to the Secretary one week before the AGM.

20. The Committee, whose powers are delegated by the Board in accordance with Article 6 is to comprise the following:

Chairman
Vice Chairman
Immediate Past Chairman*
General Secretary
Finance Director
Referee Development Officer
Match Observer Development Officer
Disciplinary Officer
Members' Representative
Appointments Secretary
Induction Officer
Recruitment and Retention Officer
Young Match Official Co-ordinator

* Only in the year immediately following the retirement of an incumbent Chairman: the appointment shall be automatic but shall receive formal confirmation by members at the AGM.

21. The Executive Committee is delegated powers by the Board in accordance with Article 6 and must follow procedures based the provisions of the Articles of Association. The Board may make rules of procedure for the Executive Committee and any sub committee formed from time to time. The quorum for a meeting of the Executive Committee shall be five.

22. Responsibilities of Committee members are shown in the Schedule to this Constitution. The Committee are invested with powers, and shall exercise these powers provided that it shall do nothing inconsistent with the Constitution and Rules or the general policy of the Society as determined by a general meeting.

23. Any member of the Society who wishes to meet with the Committee should apply through the Company Secretary indicating the matter to be discussed.

24. The Committee may invite a representative of any organisation to attend its meetings.

25. The Committee may form standing or ad-hoc working groups. The functions of each working group shall be defined by the Committee. The Chairman of the working group shall report on its activities as required by the Committee.

26. Each Committee member should, where possible, appoint a deputy in order to provide continuity in the absence of that Committee member. The deputy may attend Committee meetings and, in the absence of the Committee member, will have full voting rights. In the absence of the Appointments Secretary, another member of the Committee is always assigned to manage referee appointments.

27. The Committee may invite other members to accept responsibility for specific functions in support of individual Committee members. Committee members may form sub-committees to help undertake their responsibilities. In both cases, the Committee member responsible for the activity shall be accountable to the Committee for any actions of a non-committee member.

28. The Committee may nominate a member to represent the Society as required. The representative shall be guided by, and be answerable to, the Committee.

29. The Committee may co-opt members to fill any vacancy occurring on the Committee or its working groups. Co-opted membership shall lapse at the next AGM. A co-opted member may be elected to the Committee by the membership at an AGM or EGM called for that specific purpose.

30. The prior agreement of the Committee is required for unplanned expenditure by a Committee member of over £100. No other member of the Society has any power of unplanned expenditure or commitment to expenditure.

31. The Schedule to the Constitution and Rules may be changed by the Committee as and when required. Such changes are to be notified to members.

32. At any meeting of the Committee each member is entitled to one vote. A majority vote on any proposal will suffice with the Chair having the casting vote in the event of equality.

MEETINGS

Annual General Meeting

33. The AGM shall be held in accordance with Article 32 for the following purposes: to receive a Treasurer/Finance Director’s report as to the financial position of the Society; to receive from the Board an Annual Report on the activities of the Society since the previous AGM; to announce the election of the Chairman, Vice Chairman, Secretary and

Treasurer/Finance Director as members of the board; to elect members of the Executive Committee; and to transact any other business including the appointment of Life Members (in recognition of outstanding contribution or long service to the Society in accordance with Art 32.2.4.

34. The Chairman shall chair the AGM but other Directors shall preside if necessary in accordance with Article 35. Attendance and speaking at an AGM are based on Article 33 but in general terms members can vote and voice their opinion on the business of the meeting. In accordance with Article 34, the quorum at an AGM, subject to Article 37.6, is five members present in person.

35. The Society shall hold an AGM of members on a date to be decided by the Committee. The agenda for the AGM shall be agreed by the Committee and not less than 21 days' notice shall be given to members.

36. In accordance with Article 27.1 any Society member may nominate another member for the directorships of Chairman, Vice Chairman, General Secretary, Treasurer/Finance Director or an elected director. Executive Committee nominations are to be made in the same way by members. Nominations for Directorships and Committee membership are to be made on the form prescribed by the Board and made available on the Society website. Nominations are to be seconded by another member and notified to the Company Secretary at least seven days before the AGM. The proposer or seconder should be present at the AGM or inform the General Secretary of their absence at least seven days in advance of the meeting. Members may nominate more than one candidate for each post. In all cases, nominees must have declared a willingness to stand for election.

37. The Annual Report on the activities of the Society during the previous year shall be prepared by the Committee members with each contributing as necessary. Directors and Committee members are to submit their sections of the Annual Report to the General Secretary two weeks before the AGM to facilitate its collation.

38. Voting at an AGM shall be in accordance with Article 38 based on one member one vote in a show of hands

39. Outgoing Board and Executive Committee officers are to assist their successors by briefing them on the current issues being discussed by the Board or Executive Committee and their roles and duties that may be outstanding. The handover should normally be done within one month of the change of office incumbent.

Extraordinary General Meeting

40. An EGM shall be called when requested by a majority of the Committee or following a request by not fewer than twenty members. The request, specifying the matter to be raised, must be in writing and addressed to the Society's General Secretary.

41. An EGM shall take place within two months of the date on which a request is received by the General Secretary. The agenda for the EGM shall be agreed by the Committee and must be dispatched to Society members with not less than 21 days' notice of the meeting.

Ordinary General Meetings

42. With the exception of the months of May, June and July, the Society will usually meet monthly at a time and place determined by the Committee.

PRESIDENT

43. The President of the Society is an honorary appointment normally for a two-year period. The President shall be nominated and elected by a resolution of the Board (Article 27.2). The President's duties shall be determined by the Committee.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION ANDCONSTITUTION

44. Amendments to the Articles of Association and the Constitution are to be approved by members at an AGM or EGM, by a simple majority vote of those present. Proposals for any amendments must be submitted in writing to the General Secretary no fewer than 14 days before the date of the AGM/EGM.

DISSOLUTION

45. In accordance with Article 48, the Society can be dissolved by resolution of an AGM or an EGM, and this will take effect if a simple majority of members present so agree.

46. In the event of the Society being dissolved, the Committee shall realise the assets of the Society and shall distribute them on the basis approved by members who attend an EGM called to agree the disbursement of the Society's funds and assets.

Jonathan Chatfield — 19th March 2024
Company Secretary

SCHEDULE 1

BOARD AND EXECUTIVE COMMITTEE RESPONSIBILITIES

The terms of reference in generic terms are outlined for the Board and Committee in the following paragraphs. More specific duties can be found in the Society Operating Plan.

1. Chairman (Board Member)

- The Chairman of the Board is responsible for achieving the objects of the Society in accordance with Article 2. In so doing he is responsible for the management of the Society and its overall relationships with external organisations.
- Strategic and business planning.
- In alternate two-year periods, to chair the Gloucestershire Federation of Rugby Union Referees in conjunction with the Chairman of the Bristol Referees Society

2. Vice Chairman (Board Member)

- Assist and deputise for Chairman.
- Chairman of Gradings Committee.
- Member of Appointments Committee.
- Maintenance of the Society Plan.
- Gladref co-ordinator.
- Society County Badge administrator.
- County Badge Examination Panel.
- Whistler Trophy Co-ordinator.

3. General Secretary (Board Member)

- Maintain currency of Society Constitution
- Maintain currency of the Company's Articles of Association
- Meeting administration.
- General administration.
- GRFU Handbook.
- Liaison with outside bodies.
- Complaints policy.
- Legal matters.
- Child protection policy.
- Record members' joining date and date of birth.

4. Treasurer/Finance Director (Board Member)

- Reporting at the AGM on the Society's financial situation.

- Management of Society finances and accounts.
- Collection of subscriptions and fees.
- Payment of expenses.
- Budgetary planning and control.
- Sponsorship.
- Overseeing merchandising officer.
- Insurance.
- Work with other Committee members to ensure accurate record keeping for invoice and subscriptions.
- Maintenance of the Society Inventory

5. Referee Development Officer

- Development of referees and assistant referees.
- Points of law.
- Fitness training and testing.
- Member of the Gradings Committee.
- Member of Appointments Committee.
- Training programmes, equipment and materials.
- Courses and examinations administration and training.
- Liaison with Federation on referee development.

6. Society Match Observer Development Officer

- Liaise with Society Referee Appointments Committee SW Group and Federation on appointments for match observers.
- Liaise with Society and SW Group RDOs.
- Member of Appointments Committee.
- Administration of referee reports.
- Member of Gradings Committee
- Liaison with Federation on MO development.
- Match observer training.

7. Society Discipline Officer

- Liaison with GRFU, RFU on all disciplinary matters.
- Attendance at disciplinary hearings as necessary.
- Oversight of and giving advice on all dismissal and Referee Abuse forms.
- General discipline administration and archives.

8. Appointments Secretary

- Administration of local and exchange appointments.
- Updating ‘Who’s the Ref’ with fixtures for various competitions:
- Appointment and re-appointment of referees.
- Notification of appointments to referees and clubs.

- Oversight and liaison with the exchange, midweek and Sunday junior appointers.
- Liaison with the Federation and SW Group as necessary.
- Maintain records on 'Who's the Ref' of Society member and club contact details.
- Member of Gradings Committee.
- Member of Appointments Committee.

9. Members' Representative

- Represent members' views and concerns to the Committee.
- Assist with the induction process of new members.
- Member of Appointments Committee.
- Member of Gradings Committee.
- RFU Annual Lottery - sale of tickets.

10. Young Match Official Coordinator

- Recruitment, induction and retention of young match officials.
- Assist with the training and development of YMO in conjunction with RDO.

11. Induction Officer

- To ensure new members are inducted into the Society efficiently.
- To assist new members with preparation for their first game.
- To provide ad hoc training to ab initio members in conjunction with RDO.
- To liaise closely with the Recruitment Officer and RDO to ensure new members are provided with the necessary information and training.

12. Recruitment and Retention Officer

- To recruit new members and retain present members.
- To liaise with the General Secretary, Induction Officer, YMO Coordinator (where applicable), Finance Director, Appointments Secretary and RDO regarding new members.
- Initial administration of new members.
- Publicity and advertising as necessary to promote Society.
- Oversee any member's rewards scheme.
- To oversee Society schemes for new referees and to aid retention.