

THE RUGBY PLAYERS ASSOCIATION CONSTITUTION

1 Name

The trade union shall be called the **RUGBY PLAYERS ASSOCIATION** (hereinafter “**the RPA**”)

2 Head Office

The head office of the RPA shall be at Regal House, London Road, Twickenham, TW1 3QS or such other place as the Players Board may from time to time determine.

3 Objects

The objects of the RPA are:

- 3.1 to protect, promote and represent the interests of its Members;
- 3.2 to assist and enable its Members to establish and maintain better conditions of employment as professional rugby players;
- 3.3 to negotiate and promote the settlement of disputes arising between its Members and their employers and employers' associations and between its Members themselves;
- 3.4 to seek the introduction of legislation to advance the interests of the RPA and its Members and to oppose the introduction of legislation contrary to those interests;
- 3.5 to provide legal advice and/or assistance to its Members at the discretion and on such terms as may be determined by the Players Board in matters concerning the employment of Members as professional rugby players or for securing compensation for Members who suffer injury by accident in the course of their employment as professional rugby players or travelling to or from said employment;
- 3.6 to provide financial or other assistance and to promote such schemes as may be appropriate at the discretion of and on such terms as may be determined by the Players Board to a Member or where appropriate the Member's dependants in respect of any matters arising out of:
 - 3.6.1 the sickness of a Member;
 - 3.6.2 any matter appertaining to the employment of a Member as a professional rugby player;
 - 3.6.3 any injury suffered by a Member during the course of their employment as a professional rugby player; or
 - 3.6.4 the death of a Member during the course of their employment as a professional rugby player;
- 3.7 to provide Members with career education guidance and advice;
- 3.8 to provide Members with general financial information and assistance in procuring financial advice;
- 3.9 to provide Members with an affinity services programme providing access to approved suppliers and special offers;
- 3.10 to provide retired players with the benefits available to alumni members from time to time;
- 3.11 to establish a commercial programme to service Members as determined by the Players Board;
- 3.12 to negotiate with and to become affiliated to or associated with societies, associations or other trades unions concerned with matters of interest to the RPA and/or its Members;

- 3.13 to purchase or by any other means take options over or interests in any property whatsoever and any rights and privileges of any kind over and in respect of any property;
- 3.14 to sell, improve, manage, prepare, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the RPA;
- 3.15 to invest and deal with the funds of the RPA not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- 3.16 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing in such manner as may be determined by the Players Board;
- 3.17 to indemnify the Members or officers of the RPA against losses, damages, costs and demands made against them in respect of any authorised acts or omissions done by them in the course of their official duties for the RPA, to the extent that such indemnity is not prohibited by law; and
- 3.18 to do all such things not deemed unlawful as are incidental or conducive to the attainment of the above objects or any of them as the Players Board consider necessary and in the interests of the Members or otherwise likely directly or indirectly to benefit the RPA or any Member of it.

4. Membership

- 4.1 A person shall only be eligible for membership of the RPA if as at 1st June in any year he is (or shall during the previous twelve months have been) employed by a member club of the competition currently known as the Aviva Premiership as a rugby player or who shall become employed by such a club during the period 1st June – 31st May in any year. In the event that the competition shall cease to be known as the “Aviva Premiership” then the persons eligible for membership shall be players from those clubs in the competition that most nearly represents the Aviva Premiership. All references in this Constitution to the “Aviva Premiership” shall include any such successor or replacement competition.
- 4.2 No person shall be eligible for membership if such person has previously been expelled from the RPA for misconduct.
- 4.3 Every candidate for admission as a Member shall complete an application form for membership in the form as may from time to time be determined by the Players Board and send or deliver the same to the General Secretary (or for the purposes of addressing the application, the Chief Executive Officer) at the Head Office of the RPA. On the application form the candidate must nominate an address, whether the home address, a work address or otherwise, to which postal voting paperwork should be sent. Once accepted, Members must update address details (both home and work), and the nomination of the address at which to receive postal voting paperwork, as soon as reasonably practicable following a change of address.
- 4.4 The Players Board shall decide whether to accept or reject the application and shall communicate to the candidate their decision within fourteen days of receipt by the General Secretary of the application form. Rejection of an application will only be because the candidate does not meet the eligibility criteria contained in these rules, particularly rules 4.1 and 4.2 above, or for a reason specified in section 174 of the Trade Union and Labour Relations (Consolidation) Act 1992 (“**the TULR(C)A**”).
- 4.5 If a candidate is accepted for membership, then upon receipt from the candidate of a subscription payable under rule 12.3 below, the candidate's name and address shall be entered upon the register of Members by the General Secretary and he shall be a Member.
- 4.6 If the application of a candidate is rejected, the candidate shall be notified of his rejection and of the reasons for his rejection. Despite the rejection, the candidate shall be eligible to reapply for membership by submitting a further application for membership stating, where appropriate, any reasons for believing that any previous application should not have been rejected or any change in circumstances arising since the last application, as the case may be.

- 4.7 A Member's full membership shall cease automatically on that person no longer remaining eligible for membership under rule 4.1 above, at which time that person shall become eligible for alumni membership.
- 4.8 The membership of a person shall, subject to rule 4.9 below, cease upon:
- 4.8.1 the expiry of notice of resignation given under rule 4.12 below;
 - 4.8.2 expulsion by order of the Players Board;
 - 4.8.3 the Member not having paid the annual contribution on or before 1st October in any year subject always to the discretion of the Players Board set out in rule 12.5 below;
 - 4.8.4 the Member being employed in a senior executive post within professional rugby which in the opinion of the Players Board makes continuing membership of the RPA inappropriate.
- 4.9 Notwithstanding rule 4.8 above, any officer of the RPA shall continue in membership of the RPA until the termination of the meeting of the Players Board next following the happening of the events specified in rule 4.8 above.
- 4.10 Any notice required to be sent to a Member shall be sent to the address entered upon the register of Members and any notice sent by post to that address shall be sufficiently served.
- 4.11 The Players Board may appoint on such terms and conditions as it may determine honorary life Members who (unless also an ordinary Member of the RPA) shall not be entitled to a vote in any ballot or at any meeting of the RPA.
- 4.12 A Member may resign from membership of the RPA on giving one month's prior written notice to the General Secretary.
- 4.13 The Players Board may from time to time designate different classes of membership with different eligibility criteria for each class, but no such class of membership shall be equal in status or carry the voting rights of the full or senior Membership set out in rule 4.1 above unless otherwise determined by the Annual General Meeting of the RPA.
- 4.14 Immediately upon becoming ineligible for full membership pursuant to rule 4.1 above, all Members shall automatically be admitted as alumni members of the RPA. The only rules of this constitution which shall apply to alumni members are rules 4.8.1, 4.8.2 and 13.3 and alumni members shall not otherwise enjoy any of the rights or benefits of full Members, including without limitation the right to vote.

5 Responsibilities

All Members of the RPA shall abide by the rules of the RPA during their Membership and all liabilities whatsoever of the RPA in respect of such Membership shall cease upon termination thereof.

6 The Players Board

- 6.1 Subject to rule 7 below the affairs relating to matters including but not limited to, RPA policy, strategy and communication to Membership of the RPA shall be under the control of the Players Board which shall be composed of:
- 6.1.1 the General Secretary, who will also be the RPA CEO;
 - 6.1.2 up to 16 Members; and
 - 6.1.3 RPA Management Board Chairman.

The Players Board is the executive of the RPA as defined in sections 46(2)(a) and (3) of the TULR(C)A.

- 6.2 Only the following Members shall be eligible to stand for election to a position on the Players Board referred to in rule 6.1.2:
- 6.2.1 12 Members each representing a separate member club who must in turn be part of a group of not less than five players that make up a Players' Committee at the member club, the election of such representatives to be nominated and seconded by two Members belonging to that Member's Players' Committee;
 - 6.2.2 one Member representing the member club most recently relegated from the Aviva Premiership to the Championship who must in turn be part of a group of not less than five players that make up a Players' Committee at the member club, the election of such representative to be nominated and seconded by two members belonging to that Players' Committee;
 - 6.2.3 one Member representing the England Mens Sevens team who must in turn be part of a group of not less than five players that make up a Players' Committee of the England Sevens team, the election of such representative to be nominated and seconded by two members belonging to that members Players' Committee; and
 - 6.2.4 Two Members representing the England Women Sevens and England Women teams who must in turn be part of a group of not less than five players that make up a Players' Committee of the England Women's teams, the election of such representative to be nominated and seconded by two members belonging to that members Players' Committee.

Given that the number of nominees equates to the number of positions available, there will be no requirement for further elections to be held beyond those referred to above. Only the members of the Players Board referred to in rule 6.1 shall be entitled to vote at meetings of the Players Board.

- 6.3 The Members referred to in rule 6.2 above shall be entitled to receive an annual honorarium for an amount as may from time to time be determined by the Annual General Meeting of the RPA in return for the Members agreeing to fulfil their obligations as members of the Players Board including but limited to compliance with the RPA's "Representatives' Roles and Responsibilities Guidelines" set out in Annexure A.
- 6.4 The Players Board shall at its first meeting immediately following the commencement of the Aviva Premiership season:
- 6.4.1 appoint from its number the Chairman and Vice-Chairman such appointments to be elected by an email vote of the members of the Players Board conducted in accordance with the RPA's "Rules for Conduct of Email Ballot for Appointing Chairman and Vice-Chairman" set out in Annexure B;
 - 6.4.2 appoint the Honorary Treasurer who for the avoidance of doubt may or may not be a Member of the RPA but who if he is not a Member shall not be entitled to a vote in any ballot or at any meeting of the RPA. For the avoidance of doubt, the appointee will not be a member of the executive as defined by the TULR(C)A;
 - 6.4.3 co-opt any number of non-executive, non-voting members, who may or may not be Members of the RPA, to give guidance and opinion to the Players Board when needed. For the avoidance of doubt, those co-opted will not be members of the executive as defined by the TULR(C)A; and
 - 6.4.4 delegate powers to the RPA Management Board in accordance with the Scheme of Delegation set out in Annexure C.
- 6.5 The Chairman, Vice Chairman or any four or more members of the Players Board may cause a meeting of the Players Board to be convened. Notice of any meeting of the Players Board shall be sent by the General Secretary to every member of the Players Board upon at least ten days' notice or such shorter notice as may subsequently be accepted by all members of the Players Board entitled to attend and vote. The accidental omission to give notice of a meeting to or the non-receipt of notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 6.6 The Players Board will meet at least three times in each calendar year and may adjourn or otherwise regulate its meetings as the members of the Players Board shall think fit.
- 6.7 In addition to the three annual meetings provided for in rule 6.6 above each member of the Players Board shall attend one regional meeting in each calendar year as well as the Annual General Meeting of the RPA.
- 6.8 The quorum necessary for the transaction of business by the Players Board shall be eight members of the Players Board. In calculating the quorum neither the Honorary Treasurer nor the non-executives who are co-opted to the Players Board shall be taken into account.
- 6.9 Questions arising at a Players Board meeting shall be decided by a majority of votes cast and the Chairman shall, in addition to the Chairman's ordinary vote, have a casting vote.
- 6.10 Each member of the Players Board will use reasonable endeavours to attend any meeting of the Players Board. Any member of the Players Board who is not able to attend the meeting shall be able to appoint a delegate to attend and vote on such issues as that member would be entitled to vote in that member's place. Any member fulfilling the criteria contained in rule 6.2 must ensure that their delegate also fulfils such criteria if appropriate.
- 6.11 The Chairman or, in his absence or incapacity, the Vice-Chairman, shall preside at all meetings of the Players Board and the Chairman or, in his absence or incapacity, the Vice-Chairman, shall be able to delegate their authority to an alternate person to act as the Chair should both the Chairman and Vice-Chairman be unable to attend any meeting or otherwise be unable or unwilling to act as the Chair. For the avoidance of doubt, any person who is appointed as an alternate Chair under this rule 6.11 shall not have a casting vote in any resolution of the Players Board.
- 6.12 The Players Board has full authority to act in the name of the RPA and exercise all such powers of the RPA and do on behalf of the RPA everything it is legally entitled to do and which is not by the rules of the RPA required to be exercised or done by the RPA in General Meetings. Without limitation to the foregoing the Players Board shall have power to:
- 6.12.1 direct the trustees and the administration, investment and application of the funds of the RPA as the Players Board shall consider necessary or advisable in carrying out the objects of the RPA;
 - 6.12.2 direct the General Secretary to appoint, employ and remove such staff as it considers necessary for the conduct of the business of the RPA and to fix and pay such salaries, fees and other remuneration as it deems fit;
 - 6.12.3 direct the General Secretary to reimburse members of the Players Board (or their delegates) reasonable out of pocket expenses incurred in the performance of their role;
 - 6.12.4 invite to a meeting of the Players Board any Member or person as it considers necessary for the purpose of that Member or persons providing the Players Board with factual information or with technical or professional advice with respect to matters to be taken into account by the Players Board in carrying out its functions; and
 - 6.12.5 appoint such other committees as it considers necessary from time to time to investigate, consider and report back upon any matters referred to it by the Players Board. If authorised to do so in writing, a subcommittee appointed by the Players Board may exercise any power otherwise vested in the Players Board subject to any requirements or regulations made or imposed by the Players Board. A subcommittee may co-opt of its own motion any Member of the RPA to assist with its deliberations but such co-opted Member shall not have a vote.
- 6.13 No person may act in the name of the RPA or with the authority of the RPA save with the permission of the Players Board or with the subsequent ratification of the act by the Players Board. Without prejudice to the generality of the foregoing, no person other than the Players Board may authorise or endorse the taking of any industrial action in the name of or on behalf of the RPA.

- 6.14 A member of the Players Board shall vacate office:
- 6.14.1 immediately prior to the appointment of the new members of the Players Board taking effect;
 - 6.14.2 if such member ceases to be a Member of the RPA for whatever reason;
 - 6.14.3 if such Member ceases to be a member of the Players' Committee at their respective member club or otherwise ceases to be a professional rugby player;
 - 6.14.4 if by notice in writing to the RPA such member resigns from membership of the Players Board; or
 - 6.14.5 if such member is absent from three consecutive meetings of the Players Board without apology or special leave of absence.
- 6.15 All acts bona fide done by any meeting of the Players Board or any person acting as a member of the Players Board shall be valid notwithstanding that it be subsequently discovered that there was some defect in the appointment of the Players Board or of any member of the Players Board.
- 6.16 A resolution in writing signed by the members of the Players Board for the time being entitled to receive notice of the meeting of the Players Board shall be as valid and effective as if it had been passed at a meeting of the Players Board duly convened and held.
- 6.17 The Players Board shall cause records to be kept of:
- 6.17.1 the appointment, removal and resignation of members of the Players Board;
 - 6.17.2 the names of members present at each meeting of the Players Board; and
 - 6.17.3 all orders resolutions and proceedings of general meetings, meetings of the Players Board and sub committees.
- 6.18 The members of the Players Board may act, notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by the rules of the RPA as the necessary quorum of the Players Board the continuing members may act for the purpose only of determining a timetable for an election to fill the vacancies but for no other purpose.
- 6.19 In the event of a casual vacancy occurring in the members of the Players Board for whatever reason the Players Board may hold an election by arrangement with the relevant constituency of voting Members to replace the departed Players Board member.

7 The Chairman and Vice-Chairman

- 7.1 The RPA shall have a Chairman and Vice-Chairman who shall be appointed/elected in accordance with rule 6.4 above. The role of the Vice-Chairman will be to act in place of the Chairman in accordance with rule 7.5 below and to assist the Chairman generally in carrying out his duties.
- 7.2 The Chairman shall have authority to act and to transact business in the name of the RPA between meetings of the Players Board provided that:
- 7.2.1 the Chairman's powers under this rule shall not arise unless it is not reasonably practicable to defer consideration of the action or transaction in question to the next meeting of the Players Board;
 - 7.2.2 any action or transaction done by or entered into by the Chairman pursuant to this rule shall be subject to ratification by the Players Board at its meeting next following the action or transaction;
 - 7.2.3 the Chairman shall not have authority to authorise or endorse the taking of any strike or other industrial action in the name of or on behalf of the RPA in any event.

- 7.3 The Chairman shall vacate office immediately prior to the first meeting of the Players Board following the commencement of the Aviva Premiership season (when the person, if a member of the Players Board, shall be eligible for reappointment) or upon the termination of the next meeting of the Players Board after the Chairman ceases to be a member of the Players Board for whatever reason whichever shall first occur.
- 7.4 In the event of a casual vacancy in the office of Chairman by reason of the person appointed Chairman ceasing to be a member of the Players Board, the members for the time being of the Players Board shall appoint from their members a new Chairman who shall hold office for the remainder of the term of office of the person previously in that office.
- 7.5 In the event of any absence or incapacity of the Chairman, the Vice-Chairman will, during such times and as necessary, have all the responsibilities and powers of the Chairman, and all references to "Chairman" or "Chair" in this Constitution, will be deemed to mean Vice-Chairman when he is acting pursuant to the terms of this rule 7.5,

8 Honorary President

The Players Board may from time to time appoint on such terms as it thinks fit an Honorary President of the RPA who shall not be entitled to a vote in any ballot or at any meeting of the RPA.

9 The General Secretary

- 9.1 The General Secretary shall be responsible to the RPA for the supervision and control of the administration of the RPA and of its officers and staff.
- 9.2 The General Secretary's duties shall be to:
- 9.2.1 convene and attend all General Meetings of the RPA and meetings of the Players Board and of its sub committees (including the RPA Management Board), including power to appoint a member of the Players Board or another employee of the RPA as his deputy so to attend;
 - 9.2.2 arrange for minutes of all General Meetings of the RPA and meetings of the Players Board and its sub committees to be taken;
 - 9.2.3 supervise the general accounts of the RPA and if so authorised to counter sign cheques in settlement of accounts presented to the General Secretary;
 - 9.2.4 arrange for the conduct of the RPA correspondence including the preservation of all documents, books and papers received by the General Secretary and for the preparation of memoranda, circulars, rules, membership cards and other documents as required for issue as necessary to Members of the RPA and to others;
 - 9.2.5 maintain a register of Members and alumni members;
 - 9.2.6 maintain adequate organising and publicity arrangements;
 - 9.2.7 supervise the preparation of the agenda for General Meetings of the RPA and the preparation of adequate reports to the Annual General Meeting of the RPA of the business conducted on behalf of the RPA since the previous Annual General Meeting including therein audited statements of account of the RPA's funds;
 - 9.2.8 engage such staff as may be necessary to conduct the work of the RPA and report individual appointments to the Players Board; and
 - 9.2.9 uphold and propagate the policies and actions of the RPA as propounded by the General Meetings of the RPA or by the Players Board from time to time.
- 9.3 In addition to the duties contained in rule 9.2, the General Secretary shall also have authority to act and to transact business in the name of the RPA between meetings of the Players Board provided that:

- 9.3.1 the General Secretary's powers under this rule shall not arise unless it is not reasonably practicable to defer consideration of the action or transaction in question to the next meeting of the Players Board;
 - 9.3.2 any action or transaction done by or entered into by the General Secretary pursuant to this rule shall be subject to ratification by the Players Board at its meeting next following the action or transaction;
 - 9.3.3 the General Secretary shall not have authority to authorise or endorse the taking of any strike or other industrial action in the name of or on behalf of the RPA in any event;
 - 9.3.4 the General Secretary's powers under this rule do not extend to actions or transactions where the value of the action or transaction exceeds £10,000;
 - 9.3.5 the General Secretary's powers under this rule do not extend to actions or transactions which involve decisions of strategic importance or any matter that may have implications as to the future financial viability of the RPA or the position of the RPA within the sports industry.
- 9.4 The General Secretary shall be elected by the Members at least every five years and thereafter appointed by the Players Board upon such terms (including such terms as to notice) and at such remuneration as it may determine. The election of the General Secretary shall be conducted in accordance with the procedure set out in rules 15.5, 15.6 and 15.7 and Annexure D below.
- 9.5 All staff engaged by the General Secretary shall be engaged as employees of the RPA and shall be engaged upon such terms and upon such remuneration as the General Secretary, acting at the direction of the Players Board, may agree.

10 The Trustees

- 10.1 The current General Secretary and two current members of the Management Board (selected from within their number) shall be the trustees of the RPA, in whom all the property and funds of the RPA shall be vested. In the event that the General Secretary is unable to fulfil the role of trustee, for whatever reason, a further member of the Management Board shall be selected to perform the role in place of the General Secretary.
- 10.2 The duties of the trustees shall be:
- 10.2.1 as directed by the Players Board, to invest, safeguard and keep all funds and property of the RPA received by them in such manner as may, from time to time, be authorised by Act of Parliament for the investment of trust funds;
 - 10.2.2 to examine and approve audited accounts and ensure proper records of income and expenditure are maintained and that adequate financial controls are in place;
 - 10.2.3 as and when required by the Players Board to direct a bank, at which all cash not immediately required by the RPA is placed in an account, to honour not less than any two of the joint signatures of the persons (not being any of the trustees), named in the direction whereupon the trustees shall be relieved from all liability in respect of payments made in the nature authorised by the direction while it is in force;
 - 10.2.4 to defray from the funds of the RPA the expenditure incurred by the Players Board and General Secretary and in respect of such expenditure as may from time to time be authorised by the General Secretary or Players Board;
 - 10.2.5 to make payments out of the funds of the RPA of all and any premiums on any insurance Policy or fidelity guarantee taken out by the Players Board.
- 10.3 The trustees shall have authority to enter into such transactions and to execute such documents as may be necessary for the proper management and investment of the funds of the RPA and, acting on the direction of the Players Board, shall have the power to borrow money on security or otherwise and to dispose of any assets of the RPA.

- 10.4 The trustees shall be authorised to take such professional advice as they shall deem necessary, from time to time, to ensure the proper investment and management of the funds of the RPA and to defray any expense of taking such advice out of the funds of the RPA.
- 10.5 The Players Board may remove a person from the office of trustee for any reason. In the event of such a removal, the remaining members of the Management Board shall select a replacement.

11 General Meetings

- 11.1 The RPA shall hold General Meetings at which Members shall be entitled to attend and vote. For clarity, General Meetings shall constitute the main policy making body within the RPA.
- 11.2 The RPA shall in each year hold an Annual General Meeting in addition to any other General Meetings in that year and shall specify the meeting as such in the notice calling it.
- 11.3 Not more than twenty months shall elapse between the date of one Annual General Meeting of the RPA and that of the next but, subject to the above, the Annual General Meeting shall be held at such time and places as the Players Board shall appoint.
- 11.4 In addition to the Annual General Meeting of the RPA the Players Board may at any time convene an Extraordinary General Meeting of the RPA and must convene an Extraordinary General Meeting of the RPA if requested to do so, in writing, for a stated purpose by at least 10% of the membership of the RPA for the time being within two months of receipt by the General Secretary of such requisition.
- 11.5 A General Meeting of the RPA shall be convened by the giving of, in the case of the Annual General Meeting, at least one months notice, and in the case of all other General Meetings, at least ten days' notice. In both cases, such notice shall be in writing from the General Secretary to every Member at the address listed for that Member in the register of Members such notice to be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. Such notice shall specify the date and place, day and the hour of the meeting and in the case of an Extraordinary General Meeting, the general nature of the business of that meeting.
- 11.6 A General Meeting of the RPA shall notwithstanding that it is called by shorter notice than that specified in rule 11.5 above deemed to have been duly called if it is so agreed:
- 11.6.1 in the case of a meeting called as the Annual General Meeting by all Members entitled to attend and vote at it and actually attending at it;
- 11.6.2 in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote and actually attending at the meeting.
- 11.7 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.
- 11.8 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and:
- 11.8.1 save as otherwise provided in these rules ten Members entitled to attend and vote at the meeting shall be a quorum;
- 11.8.2 if within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of 10% of the membership shall be dissolved and in any other case shall stand adjourned to such other day time and place as the Players Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
- 11.9 Notwithstanding the provisions of rule 7.5 above, the Chairman of the RPA shall preside as Chair at every General Meeting but if the Chairman or, in his absence or incapacity, the Vice-Chairman, shall not be present within 15 minutes after the time appointed for the

holding of the meeting or wishes to stand down on a particular issue the Members present shall elect a Chair of the meeting.

- 11.10 The Chair of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place and if a meeting is adjourned for four days or more notice of the adjourned meeting shall be given as in the case of an original meeting but no other notice shall be necessary for an adjournment or of the business to be transacted at an adjourned meeting.
- 11.11 The business of a General Meeting shall be conducted in accordance with the rules and such standing orders and may from time to time be determined by the Players Board provided always that:
- 11.11.1 at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chair of the meeting or by any one half of the delegates present in person having the right to vote at the meeting;
- 11.11.2 unless a secret ballot be so demanded declaration by the Chair of the meeting that a resolution has on a show of hands been carried out or carried unanimously or by a particular majority or lost an entry to that effect in the minutes shall be conclusive evidence of the fact;
- 11.11.3 the demand for a secret ballot may be withdrawn;
- 11.11.4 if a secret ballot is duly demanded it shall be taken in such manner as the Chair of the meeting directs and its result shall be deemed to be the resolution of the meeting at which it was demanded;
- 11.11.5 in the case of an equality of votes whether on a show of hands or on a secret ballot the Chair of the meeting at which the show of hands takes place or at which the secret ballot is demanded shall be entitled only to a casting vote;
- 11.11.6 at any Annual General Meeting no proposition may be debated unless either the proposition has been notified to the General Secretary in accordance with rule 11.12.2 below or the proposition is in writing and it is agreed by at least two-thirds of those present and voting at the Annual General Meeting to admit the proposition for debate and a vote. No emergency propositions may be admitted at an Extraordinary General Meeting.
- 11.12 Prior to the day appointed for the commencement of the Annual General Meeting the following procedure shall apply:
- 11.12.1 the Players Board shall publish to Members its report and statement of accounts for the year not less than one week before the date fixed for the commencement of the Annual General Meeting;
- 11.12.2 any Members desiring to put any proposition before the Annual General Meeting shall notify the General Secretary in writing not less than four weeks before of such proposition provided that each proposition shall deal with one subject only;
- 11.12.3 the Players Board may alter or amend any proposition which offends against the rules of the RPA but not otherwise and may composite any two or more propositions which, in the opinion of the Players Board, constitutes in substance the same proposition or which deals with the same subject matter and is to the same effect. The Players Board shall inform, in writing, any Members whose proposition is altered, amended or composited in accordance with this rule and shall then arrange for the final agenda to be prepared and sent to each Member not later than one clear week before the commencement of the Annual General Meeting.

- 11.13 Prior to any meeting any Member wishing to propose any amendment to any proposition set out in the Agenda of any General Meeting shall if possible give notice in writing of the proposed amendment to the General Secretary not less than one week before the date fixed for the commencement of the General Meeting but the Member shall, in any event, be entitled to propose any amendment orally at the General Meeting
- 11.14 No proposition shall be debated by the RPA in a General Meeting unless it is seconded by another Member. A proposition may be seconded orally at the General Meeting.
- 11.15 Any Member attending a General Meeting who conducts himself in a disorderly manner may be expelled from the meeting upon a majority of votes of those attending the meeting and entitled to vote.

12 Funds

- 12.1 The funds of the RPA shall be divided into:
- 12.1.1 the general fund; and
 - 12.1.2 the benevolent fund.
- 12.2 All Members shall pay by direct debit an annual contribution on or before 1st September in every year to the General Secretary of the RPA. The amount of the annual contribution will be determined each year by the Players Board, who will, by 31st July each year, notify the members of the amount of the annual contribution due the following 1st September.
- 12.3 The Players Board may from time to time direct that persons on admission to membership of the RPA pay an admission fee of such sum as it may determine.
- 12.4 In addition to the contribution set out in rule 12.2 above, the Players Board shall have the power, from time to time, to call upon each Member to pay an additional contribution by way of levy for the purpose or purposes set out in the notice calling for the additional contribution.
- 12.5 Notwithstanding anything to the contrary contained in rule 12.2 above the Players Board may, in its discretion, waive the duty of a Member to pay contributions or extend the Member's time for payment of contributions save that this power should only be exercised in cases where the Players Board is satisfied that the payment of contributions will cause serious financial hardship to the Member concerned.

13 Benefits

- 13.1 All fully paid up Members of the RPA shall, in the absolute discretion of the Players Board and within the constraints of funding, be eligible to receive the following benefits:
- 13.1.1 access to representation and advice on matters arising from their employment as professional rugby players (including where appropriate legal advice and assistance);
 - 13.1.2 access to a career education programme;
 - 13.1.3 an affinity services programme providing access to suppliers and special offers;
 - 13.1.4 access to financial support following life altering injury or illness at the Players Boards discretion;
 - 13.1.5 access to financial advice and assistance;
 - 13.1.6 access to all RPA Members publications; and
 - 13.1.7 such other benefits as the Annual General Meeting of the RPA shall decide.
- 13.2 In addition to the benefits contained in rule 13.1, all fully paid up Members who are registered with the Rugby Football Union as a senior squad member of a member club (and such other classes of Members of the RPA as may from time to time be determined in the

absolute discretion of the Players Board) shall, in the absolute discretion of the Players Board and within the constraints of funding, be eligible to receive the following benefits:

- 13.2.1 access to advice for securing compensation for Members who suffer injury by accident in the course of their employment as professional rugby players or travelling to or from said employment; and
 - 13.2.2 such other benefits as the Annual General Meeting of the RPA shall decide.
- 13.3 All alumni members of the RPA shall, in the absolute discretion of the Players Board and within the constraints of funding, be eligible to receive the following benefits:
- 13.3.1 access to the RPA alumni personal development programme;
 - 13.3.2 access to Restart Rugby (the RPA's official charity);
 - 13.3.3 access to general welfare support and advice; and
 - 13.3.4 access to certain RPA membership offers and events.

14 Accounts

- 14.1 The General Secretary acting in association with the Honorary Treasurer shall publish to Members a report and statement of accounts for the year not less than one week before the date fixed for the commencement of the Annual General Meeting and shall also ensure that proper books of accounts are kept during such time which set out:
- 14.1.1 all sums of money received and expended by the RPA and the matters in respect of which the receipt and expenditure takes place;
 - 14.1.2 all sales and purchases of goods and services by the RPA;
 - 14.1.3 all assets and liabilities of the RPA; and
 - 14.1.4 all such other matters as, according to generally accepted accountancy RPA practice in the UK, should be set out in the books of accounts
- 14.2 Proper books shall not be deemed to have been kept where such books of accounts do not adequately provide a true and fair view of the state of the RPA's affairs and/or explain its transactions.
- 14.3 The books of accounts shall be kept at the head office of the RPA and should be open to inspection by the following:
- 14.3.1 members of the Players Board;
 - 14.3.2 any Member who wishes to inspect the accounts of the RPA provided the Member gives seven days' prior notice, in writing, to the General Secretary of the Member's wish and indicates so far as the Member can the reason for and the object of the Member's request.
- 14.4 At each Annual General Meeting there shall be appointed an auditor who shall, from time to time and not less than once in each calendar year, prepare, at the discretion of the Players Board, a profit and loss account, balance sheet and such other accounts as may be required to be prepared under statute.
- 14.5 Upon completion of the annual accounts the General Secretary shall:
- 14.5.1 cause the accounts to be published in the RPA's Annual Report not less than one week before the commencement of Annual General Meeting of the RPA next following; and
 - 14.5.2 cause to be sent to the Certification Officer an annual return as required by the Trade and Labour Relations (Consolidation) Act 1992.

15 Elections and ballots

- 15.1 The following officers of the RPA shall be elected to the office to which they hold:
- 15.1.1 the General Secretary. The said election is to be conducted in accordance with the procedure set out below and in Annexure D;
 - 15.1.2 the RPA Management Board Chairman. The said election is to be conducted in accordance with the procedure set out in Schedule 2 to Annexure C; and
 - 15.1.3 the members of the Players Board referred to in rule 6.2. Eligible candidates to stand are as defined in rule 6.2. There shall be no requirement for further elections to the position of members of the Players Board if the number of candidates does not exceed the number of positions available.
- 15.2 Any person elected a member of the Players Board (other than the General Secretary) shall take up office for the period of one year, commencing with the first meeting of the Players Board in the next financial year following their election and terminating immediately prior to the first meeting of the Players Board in the financial year next following, unless re-appointed following successful candidature in a second or subsequent election.
- 15.3 Every Member shall be entitled to one vote in the election of the General Secretary.
- 15.4 The procedure for election to the office of General Secretary shall be in accordance with rules 15.5, 15.6 and 15.7 below and Annexure D.
- 15.5 Not less than one month before the date fixed for the General Secretary election the Players Board shall draw up and publish to all Members a timetable:
- 15.5.1 for seeking and receiving nominations;
 - 15.5.2 for checking and approving nominations by the Players Board;
 - 15.5.3 for the compilation and circulation of election addresses;
 - 15.5.4 for the printing, distribution and return of voting papers;
 - 15.5.5 for the counting of voting papers and for the declaration of the result; and
 - 15.5.6 for the receipt and resolution of any complaints alleging breach of the election procedure.
- 15.6 Eligibility to stand for election to the position of General Secretary shall be restricted to a class of Members comprised of the following: (a) current members of the Players Board; and (b) the existing and standing General Secretary. All candidates must be nominated and seconded by existing Members
- 15.7 Nominations, drawn from the class identified in rule 15.6 above, shall be made in writing and shall be signed by the candidate and by the nominator and seconder. The completed nomination shall be sent to the head office and shall thereafter be checked and approved by the Players Board (excluding any member of the Players Board who is standing for election). The Chairman shall in an election for General Secretary, draw up a list of the properly nominated candidates.

16 Amalgamation

The RPA may amalgamate with any other union or unions of employees and/or workers if so determined, or may affect a transfer of engagements to or from any other trade union under the provisions of the statutes regulating such amalgamations and transfers from time to time in force. Save as stated above, the RPA may resolve to enter into such an amalgamation or transfer upon a proposition introduced at an Annual General Meeting or other General Meetings of the RPA convened for the purpose.

17 Dissolution

The RPA may not be dissolved except by approval of a proposition to that effect by a postal ballot of all Members of the RPA. A proposition to dissolve the RPA shall not be deemed to be approved unless:

17.1 not less than two thirds of all fully paid up Members of the RPA cast a vote; and

17.2 the proposition is approved by two thirds of those Members voting.

18 Alteration of the Constitution

18.1 The constitution of the RPA, including the name of the RPA, may subject to rule 18.2 below, be altered by a proposition introduced at an Annual General Meeting or other General Meetings of the RPA convened for the purpose.

18.2 A proposition for alteration, as stated above, may be made by the Players Board of the RPA or by any Member at the Annual General Meeting of the RPA.

18.3 The constitution of the RPA shall be altered in accordance with any such proposition upon two thirds of the Members present voting in favour of the proposition, such alteration to take immediate effect.

18.4 No General Meeting shall be convened for the sole purpose of altering the constitution of the RPA save upon the motion of or with the consent of the Players Board and only if the Players Board is satisfied that there is an urgent reason why the proposed alteration of the constitution may not be dealt with at the Annual General Meeting of the RPA next following.

19 Remuneration

Except as specifically provided for by this constitution, or by agreement made, no person, whether an officer or Member, shall be entitled to any remuneration for any services rendered to or on behalf of the RPA provided always that the Players Board may from time to time and in its absolute discretion make provision for Members to be reimbursed reasonable expenses reasonably incurred on behalf of the RPA.

20 Interpretation and definitions

20.1 Any dispute regarding the interpretation of this constitution or arising in a matter where this constitution is silent shall be referred to the Players Board and its decision upon any matter of interpretation shall be final.

20.2 Words importing the masculine gender shall include the feminine and the neuter and words importing the singular number the plural and vice versa.

20.3 A copy of this constitution shall be supplied to each Member of the RPA upon their acceptance as a Member of the RPA and upon payment by them of any fee determined, from time to time, by the Players Board.

21 Notice

Notices to be given under this constitution shall be sent by prepaid first class mail or delivered by the relevant party to the other and shall be deemed to be served, if posted, the day after posting and, if personally delivered, at the time of delivery.

Annexure A

RPA Representatives' Roles and Responsibilities Guidelines

The RPA representatives' role (set out below) is vital to the successful running of the RPA, and they now receive a small annual fee to assist in their role. To ensure we continue to deal with your issues quickly and effectively, please contact your club rep if you have any queries.

Responsibilities

- To table the views of the RPA members.
- To communicate RPA business to members and report back to and from Players Board Meetings.
- To assist RPA Staff in the arrangement of squad/player meetings.
- To be an ambassador of the RPA.

Duties

- To use best endeavours to ensure a 100% sign up to the RPA at the club.
- To sit on an active players' committee at the club. Please inform the RPA offices of the five representatives constituting your Players' Committee by 1st August of each year.
- To attend all RPA Board Meetings:
 - two Players Board Meetings
 - AGM
- To attend a minimum of one RPA event per year.
- To ensure all members return awards voting forms within deadline.
- To help market RPA events.
- To provide maximum of two articles for the RPA Journal, Newsletters and websites when required.

Annexure B

Rules for Conduct of Email Ballot for Appointing Chairman and Vice-Chairman

1. These Rules are referred to in rule 6.4 of the Constitution. They refer exclusively to the appointment of the Chairman and the Vice-Chairman. Rules and procedures for appointing the General Secretary and other members of the Players Board are dealt with in rule 15 of the Constitution.
2. Emails will be sent to all members of the Players Board attaching ballot forms showing those persons nominated to be Chairman and Vice-Chairman, not less than ten (10) days prior to the first meeting of the Players Board immediately following the commencement of the Aviva Premiership season ("**the First Meeting**").
3. The ballot forms shall be returned by the members of the Players Board duly completed at least the day before the First Meeting. In the case of Members representing the member clubs, the vote shall represent the majority view of the Players' Committee at the member club.
4. For the avoidance of doubt voting is not delegable.
5. The nominee with the most votes by the start of the First Meeting shall be appointed Chairman and Vice-Chairman, as appropriate, provided always that the General Secretary and at least 10 of the 12 Members representing member clubs (or proportionately the same if less than 12 are current Members, rounded down) have returned their ballot forms and voted properly.

Annexure C

Scheme of Delegation

The RPA Players Board shall have the power to delegate responsibilities to the RPA Management Board in accordance with the rules set out in this Scheme of Delegation.

1. RPA MANAGEMENT BOARD

1.1 The RPA Management Board shall consist of up to ten (but not less than eight) members and shall include:

1.1.1 the RPA Chairman (elected by the Players Board, as above);

1.1.2 the RPA Vice Chairman (elected by the Players Board, as above);

1.1.3 up to four (but not less than three) Non-Executive Directors; and

1.1.4 up to four (but not less than three) full-time employees of the RPA comprised of the internal Executive Management Team.

2. POWERS AND DUTIES DELEGATED BY THE RPA PLAYERS BOARD

2.1 Subject to paragraph 2.2 below, the RPA Players Board may delegate to the RPA Management Board the roles and responsibilities as set out in Schedule 1 to this Scheme of Delegation.

2.2 The delegation of any powers must be ratified by the RPA Players Board on an annual basis and may be revoked in whole or in part at any point following a majority vote of the RPA Players Board.

2.3 By virtue of delegation under this Scheme of Delegation it is understood that, for the purposes of the TULR(C)A, the RPA Management Board shall be required to perform the functions of the executive of the RPA.

3. ELECTIONS AND APPOINTMENTS

3.1 The election of the following representatives shall be in accordance with the procedures as set out in the Constitution above and such representatives shall, by virtue of election to such a position, be automatically appointed to the RPA Management Board:

3.1.1 the RPA Chairman; and

3.1.2 the RPA Vice Chairman.

4. GENERAL

4.1 Any person selected as a member of the RPA Management Board shall take up office for a maximum period of five years, commencing with the first meeting of the RPA Management Board in the next financial year following their selection and terminating immediately prior to the first meeting of the RPA Management Board in the financial year five years thereafter, unless re-appointed.

4.2 All members of the RPA Management Board shall also be appointed as Directors of RPA Management Limited for the duration of their membership.

4.3 The RPA Management Board shall at its first meeting immediately following commencement of the Aviva Premiership season appoint from its number the RPA Management Board Chairman, such appointment to be elected by an email vote of the members of the RPA Management Board conducted in accordance with the procedure set out in Schedule 2 to this Scheme of Delegation.

4.4 The Chairman or any four or more members of the RPA Management Board may cause a meeting of the RPA Management Board to be convened. Notice of any meeting of the RPA Management Board shall be sent by the General Secretary to every member of the RPA Management Board

upon at least ten days' notice or such shorter notice as may subsequently be accepted by all members of the RPA Management Board entitled to attend to vote. The accidental omission to give notice of a meeting to or the non receipt of notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 4.5 The RPA Management Board shall meet at least six times in each calendar year and may adjourn or otherwise regulate its meetings as the members of the RPA Management Board shall think fit.
- 4.6 In addition to the six annual meetings provided for at paragraph 4.5 above, each member of the RPA Management Board shall attend each meeting of the Players Board and the Annual General meeting of the RPA, both in a non-voting capacity.
- 4.7 The quorum necessary for the transaction of business by the RPA Management Board shall be 6 members of the RPA Management Board.
- 4.8 Questions arising at a RPA Management Board meeting shall be decided by a majority of votes cast and the Chairman shall, in addition to the Chairman's ordinary vote have a casting vote.
- 4.9 Each member of the RPA Management Board shall use reasonable endeavours to attend any meeting of the RPA Management Board.
- 4.10 Each member of the RPA Management Board shall be entitled to receive an annual honorarium for an amount as may from time to time be determined by the Annual General Meeting of the RPA in return for the member agreeing to fulfil their obligations as members of the RPA Management Board.
- 4.11 The Chairman shall preside at all meetings and shall be able to delegate their authority to an alternate person to act as the Chair should the Chairman be unable to attend any meeting or otherwise be unable or unwilling to act as the Chair. For the avoidance of doubt, any person who is appointed as an alternate Chair under this paragraph shall not have a casting vote in any resolution of the RPA Management Board.
- 4.12 A member of the RPA Management Board shall vacate office:
 - 4.12.1 immediately prior to the appointment of the new members of the RPA Management Board taking effect;
 - 4.12.2 if such member ceases to be a Member of the RPA for whatever reason;
 - 4.12.3 if by notice in writing to the RPA such member resigns from membership of the RPA Management Board;
 - 4.12.4 if such member is absent from three consecutive meetings of the RPA Management Board without apology or special leave of absence; or
 - 4.12.5 if by notice in writing is required to do so by the Player's Board following a majority vote.
- 4.13 All acts bona fide done by any meeting of the RPA Management Board or any person acting as a member of the RPA Management Board shall be valid notwithstanding that it be subsequently discovered that there was some defect in the appointment of the RPA Management Board or of any member of the RPA Management Board.
- 4.14 A resolution in writing signed by the members of the RPA Management Board for the time being entitled to receive notice of the meeting of the RPA Management Board shall be as valid and effective as if it had been passed at a meeting of the RPA Management Board duly convened and held.
- 4.15 The RPA Management Board shall cause records to be kept of:
 - 4.15.1 the appointment, removal and resignation of members of the RPA Management Board;
 - 4.15.2 the names of members present at each meeting of the RPA Management Board; and

4.15.3 all orders resolutions and proceedings of general meetings, meetings of the RPA Management Board and sub committees.

4.16 The members of the RPA Management Board may act, notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by the rules of the RPA as the necessary quorum of the RPA Management Board the continuing members may act for the purpose only of determining a timetable for an election to fill the vacancies but for no other purpose.

SCHEDULE 1

1. The Players Board shall have the power to delegate the following roles and responsibilities to the RPA Management Board:
 - 1.1 the formulation and implementation of RPA policy, strategy and corporate governance;
 - 1.2 the governance, management and regulation of the finances, accounts, investments, property, business and all the affairs of the RPA and for that purpose to appoint bankers and any other officers or agents whom it may seem expedient to appoint; and
 - 1.3 the authority to act in the name of the RPA and exercise all such powers of the RPA and do on behalf of the RPA everything it is legally entitled to do and which is not by the rules of the RPA required to be exercised or done by the RPA in General Meetings. Without limitation to the foregoing the RPA Management Board shall have power to:
 - 1.3.1 direct the trustees and the administration, investment and application of the funds of the RPA as the RPA Management Board shall consider necessary or advisable in carrying out the objects of the RPA;
 - 1.3.2 direct the General Secretary to appoint, employ and remove such staff as it considers necessary for the conduct of the business of the RPA and to fix and pay such salaries, fees and other remuneration as it deems fit;
 - 1.3.3 direct the General Secretary to reimburse members of the RPA Management Board (or their delegates) reasonable out of pocket expenses incurred in the performance of their role;
 - 1.3.4 invite to a meeting of the RPA Management Board any Member or person as it considers necessary for the purpose of that Member or persons providing the RPA Management Board with factual information or with technical or professional advice with respect to matters to be taken into account by the RPA Management Board in carrying out its functions; and
 - 1.3.5 appoint such other committees as it considers necessary from time to time to investigate, consider and report back upon any matters referred to it by the RPA Management Board. If authorised to do so in writing, a subcommittee appointed by the RPA Management Board may exercise any power otherwise vested in the RPA Management Board subject to any requirements or regulations made or imposed by the RPA Management Board. A sub-committee may co-opt of its own motion any Member of the RPA to assist with its deliberations but such co opted Member shall not have a vote.
- 1.4 For the avoidance of doubt, the Players Board shall retain sole responsibility for the following:
 - 1.4.1 Negotiations in connection with RPA funding;
 - 1.4.2 Player Development Programmes;
 - 1.4.3 Membership Categories; and
 - 1.4.4 Material financial commitments.

SCHEDULE 2

Rules For Conduct Of Email Ballot For The Appointment Of Chairman

1. These Rules are referred to in paragraph 4.3 of the Scheme of Delegation and refer exclusively to the appointment of the Chairman of the RPA Management Board.
2. Emails will be sent to all members of the RPA Management Board attaching ballot forms showing those persons nominated to be Chairman, not less than ten (10) days prior to the first meeting of the RPA Management Board immediately following the commencement of the Aviva Premiership season ("**the First Meeting**").
3. The ballot forms shall be returned by the members of the RPA Management Board duly completed at least the day before the First Meeting.
4. For the avoidance of doubt voting is not delegable.
5. The nominee with the most votes by the start of the First Meeting shall be appointed Chairman, as appropriate, provided always that at least 9 of the 11 Members representing have returned their ballot forms and voted properly.

Annexure D

Rules for the Conduct of Election to the Office of General Secretary

1. These Rules are for the conduct of elections to the Office of General Secretary.
2. Elections are to be held every 5 years or upon the incumbent General Secretary leaving office, if earlier.
3. An independent scrutineer will be appointed in order to oversee the conduct of the election. The independent scrutineer will produce a Report after the election has been conducted.
4. An independent teller will be appointed to oversee the distribution of postal ballot papers and to count votes that are cast. For the avoidance of doubt, the independent teller can be, but need not be, the same individual as the independent scrutineer.
5. All properly nominated candidates will have the right to produce an election address of not more than 750 words and for the same to be circulated to Members at the RPA's cost.
6. The election will be conducted by way of secret postal ballot with each ballot paper bearing a unique serial number. It shall be one Member one vote.
7. No election will be held in the event that there is only one nominated candidate and the election is uncontested.