Dear All

**BRFC – Rule changes**

**Background**

In the months leading up to the Annual General Meeting on 30 September 2024 (AGM24), and at AGM24 itself, it became clear that certain of the Rules that govern Beaconsfield Rugby Union Football Club do not reflect how the Club operates and/or are not aligned to how the Club would like to operate. In brief, the Rules do not reflect the fact that the role of Chair is the most important role in terms of day-to-day operations of the Club and nor are the Rules aligned to the structure of a smaller Executive Committee, with operational sub-committees, as was voted in by the Members at AGM24.

Accordingly, at AGM24, the Committee elected for the 2024/25 season undertook to review the Rules and, where it thought fit, propose changes for the Members to vote upon at a Special General Meeting in order that the proposed changes are in place for the AGM to be held in 2025 (AGM25).

Below are the changes the Committee wish to put to the Members and the reasoning for them. At the outset, I would note that several provisions in the Rules are somewhat outdated (e.g. notices by post) but, where an up-to-date alternative is provided (e.g. electronic communication), the Committee have decided to leave the Rules as drafted in order to reduce the number of changes being made.

A copy of the Rules is available on the Governance page of the Club’s website. Changes to the Rules require a special resolution (Rule 11.1) which requires at least a two-thirds majority (Rule 8.6.1) of those voting in person or by proxy. Accordingly, if you are in favour of the changes but cannot, or do not want to, attend the meeting, please complete and return the Proxy Voting Form.

**Summary of Proposals**

**Key Proposals**

The Committee proposes that the following changes are made to the Rules:

1. Chair - at present there is no position of Chair of the Club; the Chair being the Chair of the Committee who is voted for by the Committee after it is elected by the AGM (Rule 15.2). We propose to add the position of Chair of the Club as an Officer of the Club voted for by the Members at the AGM and that person is then Chair of the Committee for the relevant period.

2. Immediate Past President - this is a position which is currently an Officer of the Club (together with President, Secretary and Treasurer - Rule 14.1), with the obligations and liability such a position entails. We propose to remove this position as an Officer. The position of Immediate Past President would remain but as an Honorary position.

3. Committee – as touched on above, last year it was felt by the Committee that the large number of committee members in previous seasons was counterproductive to the good and efficient running of the Committee. Accordingly, at AGM24 the Committee proposed, and the Members approved, a reduction in the Committee to 8 persons on the basis that more of the day-to-day operations were conducted at smaller, more-focussed sub-committees. Accordingly, following the reduction in Committee numbers this year, we propose to amend the suggested number of committee members in addition to Officers to 3 (currently 7 (Rule 15.1.2)) and also reduce the quorum for Committee meetings from 7 to 4 (Rule 15.3).

4. Tenure - the Rules state that each Officer (Rule 14.3) and Committee member (Rule 15.1.2) is elected for one year and is eligible for election each year. We propose that an individual is elected for a three-year term and is eligible for election for further three-year terms. An individual would need to sit out a 12 month period if they resign (even if returning in a different role).

**Other proposals**

5. Register - we propose to define the Register of Members as the Club’s online database from time to time (currently Sportmember).

**Proposals not to be Made**

There were three matters discussed at the AGM24 where the Committee has decided not to make changes to the Rules.

6. Independent Officer - we do not propose to create this position and, if such a person or persons is thought to be a useful addition, use the powers of the Committee to co-opt members under Rule 12.2.

7. Dates - the Rules (Rule 9.1) state that the AGM must be held by 30 September every year and that nominations to Officer/Committee positions (Rule 9.3.1) and any Member-motions (Rule 9.5) must be made by 30 June. We propose this remains unchanged.

8. Committee - we propose to keep the concept that Members can propose individuals to the Committee but that the Committee can propose more than one member, i.e. the Committee can propose a committee en masse.

**Reasoning for Proposals**

1. Chair

This is the area that brought most debate before and during the AGM. It is clear that, whatever the Rules state, the Members see the Chair as the Chair of the Club and not just in a role as Chair of the Committee. As such, it is right that the Members vote for the person for this position as it is arguably the most important position within the Club. It is also in keeping with how other clubs and the RFU run. As it is the most important position in the Club, the incumbent should be an Officer of the Club.

2. Immediate Past President

If we introduce the proposals regarding length of tenure, these would not fit with the concept of the retiring President continuing to be an Officer as the Immediate Past President. Furthermore, having two “presidents” as Officers and Committee members is unnecessary as the President is the figurehead of the Club, therefore the Immediate Past President is superfluous.

3. Committee

There was discussion as to whether the Committee nominations should be made individually or en masse. The Rules state that a Member may make a nomination to a Committee position but that the Committee may make an unlimited number of suggestions (Rule 9.4). We propose to keep this as is as it should be incumbent on the Committee to propose a new committee as a whole for the good running of the Club.  If the Committee could not propose a committee en masse, it would run the risk of having individual elections or, in fact, elections with no opposing candidate and, therefore, potentially having a vacant position at the outset. This would not be good practice. Please note that this will be affected by what is decided on tenure.

4. Tenure

It is non-standard for there to be no length of tenure provisions. It is not good from a Governance perspective for one or more persons to be in position for a long period of time. Also, it is not good from a Governance perspective for there to potentially be an annual turnover of Officers or Committee members. Therefore, the Committee think it sensible to introduce a length of tenure. The actual length is open to debate and opinion but election and re-election is a standard process. The Committee feel that two years is too short a period and five years is too long and, therefore, proposes a three-year term. This would mean that each committee member is appointed for three years and, although they may resign or be asked to stand down, their position is not automatically up for re-election until the end of that period.

The Committee also believe it makes sense not to have every member on the same three-year cycle as the whole Committee would then change at once and so to use the current Committee’s dates of appointment. For transparency, the effect of this on the current Committee is as follows:

Mike Wood, President – retiring at AGM25;

Laurence Sargent, Chair – retiring at AGM25; \*

Francis Kucera, Secretary – appointed AGM23, up for re-election AGM26;

Mike Tackley, Treasurer – appointed by the committee after resignation of the Treasurer; up for election at AGM25;

Noel O’Mahony, Director of Rugby – retiring at AGM25;\*\*

Matt Jordan, Junior section Chair – appointed AGM21, re-elected AGM24, retiring AGM26;

Roger Levesley, Operations – appointed AGM23, up for re-election AGM26;\*\*\*

Laurence Sargent, Commercial – appointed AGM23, up for re-election AGM26;

Andy Gallaghan, Safeguarding – appointed AGM23, up for re-election AGM26.

* Laurence intends to stand down as Chair at AGM25 but to continue on the Committee in his role as head of Commercial Operations.
* Noel intends to stand down as Director of Rugby at AGM25 and to stand for election as Chair.
* Roger was on the Committee in a different capacity in the 22/23 season during which he took on the Clubhouse Operations role. Accordingly, he was appointed by the Members to this role at AGM23.

7. Independent Officer

This role was proposed in a Member Motion to AGM24 and provoked much debate. There was a weight of opinion at the AGM that a ‘truly independent' person could be of benefit to the Club if that person had the right credentials and performed an overseeing role akin to a non-executive director in a corporate organisation. However, as it is thought there is only potential merit in the role, rather than making changes unnecessarily, the Committee believe it better to rely on the co-opting provisions already in the Rules (Rule 12.2).

8. Dates

It was argued that the AGM should be held in the season to which it relates and also that the deadline for nominations is too far in advance of the AGM. The 30 September date for an AGM is a deadline and, therefore, there is nothing to stop the Committee having the AGM in the season to which it relates (ie. by, say, 31 July). However, the 30 September date does give flexibility in case there are issues such as have presented themselves in 2023 (the audit being delayed) and 2024 (the arrangement regarding the running of the bar). Accordingly, the Committee propose to keep the dates as is albeit aim for an AGM by 31 July in each year.

9. Committee

We believe it right for the good running of the Club that the Committee has succession and continuation in mind and, therefore, it should each year propose its ‘committee’ (continuing members and new members) for the following season to the Members albeit only with the new members up for election at each AGM.

If anyone would like to discuss any of the above, please contact me on francis.kucera@btinternet.com or 07917 436260.

Francis J. Kučera

Honorary Seretary