

Constitution of International Gay Rugby

an England Charity

As amended on May 25th 2016

Constitution of International Gay Rugby – an England Charity

1. Name

The name of the Charitable Incorporated Organisation is International Gay Rugby, hereby notated further in this document as IGR.

2. National location of principal office and Operating Languages

The principal office of IGR is in England and the Operating Languages are English, French and Spanish.

3. Objects

To promote equality and diversity – in particular, the elimination of discrimination on the grounds of sexual orientation or identification and to promote good health through the playing of rugby both for the public benefit by:

- providing opportunities for members of the Lesbian, Gay, Bisexual and Transgender community (LGBT) to compete in rugby through tolerant and accepting clubs and teams, both primarily LGBT and LGBT-friendly and by eliminating homophobia in rugby through community outreach, competitive play and tournament events that stand for tolerance and acceptance in sports; and
- working with the rugby governing bodies and other partner organisations worldwide to improve tolerance and acceptance of LGBT athletes at all levels of the sport of rugby ensuring that no individual shall be excluded from participating in rugby on the basis of sexual orientation or identification.

4. Powers

IGR has the power to do anything which is calculated to further its objects or is conducive or incidental to do so under the Charities Act 1993. In particular, IGR's powers include power to:

1. Own and hold trademarks and other intellectual property assets.
2. Sell, lease or otherwise dispose of all or any part of the property belonging to IGR. In exercising this power, IGR must comply as appropriate with sections 36 and 37 of the Charities Act 1993.
3. Deposit or invest funds and arrange for the investments or other property to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of Income and property

1. The income and property of IGR must be applied solely towards the promotion of the objects
 - a. IGR Trustees and Board Directors are entitled to be reimbursed from the property of IGR or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of IGR
 - b. IGR Trustees may benefit from trustee indemnity insurance cover purchased at IGR expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
2. None of the income or property of IGR may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of IGR. This does not prevent a member who is not also a charity trustee receiving
 - a. A benefit from IGR as a beneficiary of IGR;
 - b. Reasonable and proper remuneration for any goods and services supplied to IGR
3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

General provisions

No Charity trustee or connected person may:

- a. Buy or receive any goods or services from IGR on terms preferential to those applicable to members of the public;
- b. Sell goods, services or any interest in land to IGR;
- c. Be employed by or receive any remuneration from IGR;
- d. Receive any other financial benefit from IGR.

Scope and powers permitting trustees' or connected persons' benefits

- a. An IGR trustee or connected person may receive a benefit from IGR as a beneficiary of IGR provided that a majority of the trustees do not benefit in this way.
- b. An IGR trustee or connected person may take part in the normal trading and fundraising activities of IGR on the same terms as the members of the public.

7. Conflict of interest and conflicts of loyalty

An IGR trustee must:

1. Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with IGR or in any transaction or arrangement entered into by IGR which has not previously been declared; and
2. Absent himself or herself from any discussions of the IGR trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the organisation and any personal interest (including but not limited to any financial interest).

Any IGR trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members if IGR is wound up

If IGR is wound up, the Member Clubs of IGR, IGR Board Directors, and the IGR Trustees have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of IGR

Types of voting membership

There are three different types of voting membership in IGR

1. Associate Membership;
2. Full Membership;
3. Worldwide Team Membership
4. Society Membership

And, one type of non-voting membership:

1. Affiliate Membership

Membership Types and Requirements

1. Associate member clubs must:
 - a. Be a primarily gay identifying rugby club;
 - b. Support the aims and objectives of IGR;
 - c. Have played at least one rugby match in their current or most recent rugby season, or an IGR Tournament, refereed by a qualified referee sanctioned by the corresponding local union.
 - d. Be entitled to one vote in any official IGR board resolution or decision.
2. Full member clubs must:
 - a. Satisfy the requirements of Associate Membership;

- b. Have a formalised governance structure with constitution and elected officers and have statements related to tolerance and inclusion in their club mission statement;
 - c. Be registered with their National and Local Rugby unions;
 - d. Have played at least 3 7s tournaments, 10s Tournaments, 15s rugby matches or IGR tournaments, refereed by a qualified referee sanctioned by the corresponding local union in their current or most recent rugby season.
 - e. Be entitled to two votes in any official IGR board resolution or decision.
3. Worldwide member clubs:
- a. Consist of individual members who support the aims and objectives of IGR who may not be able to reasonably participate with any other established IGR club.
 - b. Be entitled to one vote for the first twenty-five listed members with a maximum of two votes after the documented membership reaches fifty members.
 - i. Each worldwide team appoints their IGR board director annually. Nominations must be submitted to the IGR secretary by a proposer and with the approval of the nominee before 20 January each year. Both nominee and proposer must be paid up affiliated members of that worldwide team.
 - ii. In the event of more than one nomination being received there will be a ballot of that team's members conducted by IGR's secretary, held by post and email. Ballot papers must be sent no later than 1 February and the ballot papers counted no sooner than 28 February.
 - iii. If an officer resigns or is replaced by a club IGR's board may appoint an immediate replacement. If a worldwide team director resigns the IGR Board of Directors may appoint a temporary replacement and a call for nominations circulated among that team's members. In the event of more than one nomination there will be a ballot held.
4. Society member organisations must:
- a. Be a primarily gay identifying rugby organisation, such as but not limited to groups of coaches, referees, and/or administrators;
 - b. Support the aims and objectives of IGR;

- c. Have a formalised governance structure with constitution and elected officers and have statements related to tolerance and inclusion in their club mission statement;
 - d. Be registered with their National and Local Rugby unions if registration is possible. If registration is not possible, then the trustees have discretion to recommend membership to the board.
 - e. Be entitled to one vote in any official IGR board resolution or decision.
5. Affiliate member clubs must:
- a. Be any established rugby club, regardless of orientation;
 - b. Be registered with their National and Local Rugby unions;
 - c. Support the aims and objectives of IGR through means such as statements related to tolerance and inclusion in their club mission statement;
 - d. Have a formalised governance structure with constitution and elected officers.

Admission procedure

IGR Board Members:

1. May require applications for membership to be made in any reasonable way that they decide;
2. Shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
3. May refuse an application for membership if they believe that it is in the best interests of IGR to do so;
4. Shall, if they decide to refuse an application for membership, give the applicant club their reasons for doing so within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
5. Shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

Board Membership and Management

1. The management of IGR will be effected by an executive committee of trustees, in accordance with the general and specific instructions of the IGR board.
2. Each member club admitted into membership will appoint one representative towards the board at the club leadership's discretion;
3. Clubs can change their representative at any time by giving notice to the IGR secretary from the club's chairman or president;

4. Each worldwide team admitted into membership of IGR will appoint one director towards the board by annual ballot;
5. Each representative can nominate alternates from their club membership to attend board meetings and vote on their behalf;
6. IGR Trustees can permit non-voting observers to attend board meetings.

Transfer of membership

Club Membership in IGR cannot be transferred to any other individual or corporate body representing an organization.

Duty of Member Clubs

It is the duty of each Member Club of IGR to exercise their powers as a member of IGR in the way they decide in good faith would be most likely to further the purposes of IGR.

Termination of membership

1. Membership in IGR comes to an end if:
 - a. The member club ceases to exist (as determined by a simple majority vote of Member Clubs); or
 - b. The member club sends a notice of resignation to the IGR trustees; or
 - c. Any sum of money owed by the member club to IGR is not paid in full within six months of its falling due; or
 - d. The IGR Board of Directors decides that it is in the best interests of IGR that the member club in question should be removed from membership, and pass a resolution to that effect by a 2/3 majority.
2. Before the IGR Board of Directors can take any action to remove a member club from the membership of IGR, they must:
 - a. Inform the member club of the reasons why it is proposed to remove it from membership;
 - b. Give the member club at least 21 clear days notice in which to make representations to the IGR board as to why it should not be removed from membership;
 - c. At a duly constituted meeting of the charity trustees, consider whether or not the member club should be removed from membership;
 - d. Consider at that meeting any representations which the member club makes as to why the member club should not be removed; and
 - e. Allow the member club's leadership and Board Director to make those representations in person at that meeting, if the member club so chooses.

Membership fees

IGR may require member clubs to pay reasonable membership fees for continued membership with a vote of 75% or more, similar to the requirement for a constitutional change.

Non-voting Membership

1. IGR Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members, including payment of membership fees, and the conditions for admission to, and termination of membership of any such class of members.
2. Other references in this constitution to "members", "member clubs" or "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Board of Directors decisions

1. General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 4 of this clause, decisions of the IGR Board of Directors may be taken either by vote at a general meeting as provided in sub-clause 2 of this clause and clause 11(6); or by written or electronic resolution as provided in sub-clause 3 of this clause.

2. Taking ordinary decisions by vote

Subject to sub-clause 4 of this clause, any decision of the Board of Directors may be taken by means of a resolution at a general meeting in accordance with clause 11(6).

3. Taking ordinary decisions by written resolution without a general meeting

- a. Subject to sub-clause 4 of this clause, any decision of the IGR Board of Directors may be adopted by resolution in writing agreed as follows:
 - i. A copy of the proposed resolution has been sent to all the Board Directors eligible to vote;
 - ii. Board Directors may vote in favour or against the proposed resolution by indicating their vote within the period of 21 days beginning with the circulation date;
 - iii. A proposed resolution is treated as being adopted when:
 - (a) a simple majority of all Board Directors eligible to vote have signified their agreement to the proposed resolution; or

(b) once the period for voting has expired and not all Board Directors have cast a vote, a simple majority of all Board Directors who have voted have signified their agreement to the proposed resolution.

- b. The resolution in writing may comprise several copies to which one or more Board Directors has signified their agreement.
- c. Eligibility to vote on the resolution is limited to Board Directors of IGR on the date when the proposal is first circulated in accordance with paragraph a. above.
- d. Not less than 10% of the Board Directors may request the IGR trustees to make a proposal for decision by the IGR Board of Directors.
- e. The IGR trustees must within 21 days of receiving such a request comply with it if:
 - i. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the IGR Board of Directors; and
 - iii. Effect can lawfully be given to the proposal made at the request of IGR Board of Directors.
- f. Sub-clauses a to c of this clause apply to a proposal made at the request of the Board Directors.

4. Decisions that must be taken in a particular way

- a. Any decision to remove a trustee must be taken in accordance with clause 15.2
- b. Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- c. Any decision to wind up or dissolve IGR must be taken in accordance with clause 29 of this constitution (Voluntary winding up of dissolution). Any decision to amalgamate or transfer the undertaking of IGR to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 1993

5. Delegation by IGR Board of Directors

- a. The IGR Board of Directors may delegate any of their powers or functions to a committee or committees, and if they do, they must determine the terms and conditions on which the delegation is made. The IGR Board of Directors may at any time alter those terms and conditions or revoke the delegation

- b. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the IGR Board of Directors, but is subject to the following requirements
- i. A committee may consist of two or more persons, but at least one member of each committee must be a voting Board Director of IGR.
 - ii. The acts and proceedings of any committee must be brought to the attention of the IGR Board of Directors as a whole as soon as it is reasonably practicable; and
 - iii. The IGR Board of Directors shall from time to time review the arrangements which they have made for the delegation of their powers.

11. General Meetings of the IGR Board of Directors

1. Types of general meeting

There must be an annual general meeting (AGM) of the IGR Board of Directors within 18 months of registration as a CIO, and subsequent AGMs must be held at intervals of not more than fifteen months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the IGR Board of Directors may be held at any time.

2. Calling general meetings

- a. The IGR trustees:
 - i. Must call the annual general meeting of the member clubs of IGR in accordance with sub clause 1 of this clause, and identify it as such in the notice of the meeting; and
 - ii. May call any other general meeting of the member clubs of IGR at any time.
- b. The IGR trustees must, within 21 days, call a general meeting of the member clubs of IGR if:
 - i. They receive a request to do so from at least 10% of the voting Board Directors of IGR; and
 - ii. The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

- c. If, at the time of any such request, there has not been any general meeting of the IGR Board of Directors for more than 12 months then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%
- d. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- e. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- f. Any general meeting called by the IGR trustees at the request of the members must be held within 28 days from the date on which it is called.
- g. If the charity trustees fail to comply with this obligation to call a general meeting at the request of its Board Directors, then the Board Directors who requested the meeting may themselves call a general meeting.
- h. A general meeting called in this way must be held not more than three months after the date when the Board Directors first requested the meeting.
- i. IGR must reimburse any reasonable expenses incurred by the Board Directors calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but IGR shall be entitled to be indemnified by the IGR trustees who were responsible for such failure.

3. Notice of general meetings

- a. The IGR trustees, or, as the case may be, the relevant Board Directors of IGR, must give at least fourteen clear days notice of any general meeting to all of the members and to any charity trustee of IGR who is not a member.
- b. If it is agreed by not less than 90% of all Board Directors of IGR, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 3a of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution by the Charities Act 1993 or by the General Regulations.
- c. The notice of any general meeting must:
 - i. State the time and date of the meeting;
 - ii. Give the address at which the meeting is to take place;
 - iii. Give particulars of any resolution which is to be moved at the meeting and of the general nature of any other business to be dealt with; and
 - iv. If a proposal to alter the constitution is to be considered at the meeting, include the text of the proposed alteration;
 - v. Include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing

for election or re-election as trustee or where allowed under clause 21 (use of electronic communication), details of where the information may be found on the IGR website

- d. Proof that electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- e. The proceedings of a meeting shall not be invalidated because a Member Club who was entitled to receive notice of the meeting did not receive it because of accidental omission by the IGR trustees.

4. Chairing of general meetings

The duly elected chairman under clause 12 shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, a duly elected Vice-chairman will preside as chair of the meeting.

5. Quorum at general meetings

- a. No business may be transacted at any general meeting of the Member Clubs of IGR unless a quorum is present when the meeting starts.
- b. Subject to the following provisions, the quorum for general meetings shall be one vote above 50% of the potential votes of the weighted Board Director votes.
- c. If the meeting has been called by or at the request of the Board of Directors and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- d. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the IGR membership at least seven clear days before the date on which it will resume.
- e. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- f. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned

6. Voting at general meetings

- a. Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting or any poll. Board Directors have voting rights as specified in clause 9 (Types of membership).
- b. A resolution put to the vote of a meeting shall be decided on voice vote, unless (before or on the declaration of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by a seconded motion by members present at the meeting.
- c. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matters shall be taken and the result of the poll shall be announced, in such a manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced within 21 days of the demand for the poll
- d. A poll may be taken:
 - i. At the meeting at which it was demanded; or
 - ii. At some other time and place specified by the chair; or
 - iii. Through the use of electronic mail or other electronic polling technology.
- e. In the event of an equality of votes, whether by show of hands or on a poll, the chair of the meeting shall have a casting vote.
- f. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

7. Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present adjourn the meeting to another time and/or place and/or format. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

8. Participation in general meetings by electronic means

- a. A general meeting may be held by suitable electronic means agreed by the IGR board in which each participant may communicate with all the other participants.
- b. Any IGR member participating at a general meeting by suitable electronic means agreed by the IGR board in which a participant or

participants may communicate with all the other participants shall qualify as being present at the meeting.

- c. General meetings held by electronic means must comply with rules for general meetings, including chairing and the taking of minutes.

9. Proxies for meeting attendance

- a. A member club representative may appoint another member club representative as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- b. Any signed proxies will count in quorate for the purposes of meeting attendance. The appointment of a proxy must be in writing and signed by the member making the appointment.
- c. The member appointing the proxy must give specific directions as to how the proxy is to vote on his or her behalf based on the issues included in the notice for the Annual General Meeting.
- d. If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- e. Notice of a general meeting given to a member under Article 11, Section 3 must
 - i. state that the member may appoint another member as a proxy for the meeting;
 - ii. and, include a copy of any form that the Committee has approved for the appointment of a proxy.
- f. A form, either physical or in electronic form appointing a proxy must be given to the Chairperson of the meeting before the call to order of the meeting.

12. IGR trustees

1. Functions and duties of IGR trustees

IGR trustees shall manage the affairs of IGR and may for that purpose exercise all the powers of IGR, in accordance with the general and specific instructions of the IGR Board of Directors. It is the duty of each IGR trustee:

- a. To exercise his or her powers and to perform his or her functions as a trustee of IGR in the way he or she decides in good faith would be most likely to further the purposes of IGR; and

- b. To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. Any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. If he or she acts as a charity trustee of IGR in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

2. Eligibility for trusteeship

- a. Every IGR trustee must be a natural person.
- b. Every IGR trustee must be affiliated with an IGR member club, either Associate, Full, or Worldwide.
- c. No one may be appointed as an IGR trustee
 - i. if he or she is under the age of sixteen years
 - ii. If he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- d. No one is entitled to act as an IGR trustee whether on appointment or on any reappointment until he or she has expressly acknowledged his or her acceptance of the office of IGR trustee in accordance with the election process stated.

3. Number and positions of IGR trustees

- a. There should be five elected trustees: chairman, two vice-chairmen, treasurer and secretary.
 - i. The chairman is responsible for chairing all IGR's meetings and the conduct of any board votes and representation of IGR to all external organizations.
 - ii. The secretary is responsible for recording and distributing the minutes of all meetings and maintaining IGR's records other than those relating to finance and membership. The secretary is responsible for the conduct of worldwide team voting.
 - iii. The Vice-Chairmen are responsible for the internal affairs of the organization as determined by the IGR Board of Member Clubs and/or the Chairman of the trustees/
 - iv. The Treasurer is responsible for maintaining the financial and membership records of IGR. Copies of membership details should be provided to the secretary and chairman upon request.

- b. Each elected trustee will hold a two/three year term, elected at an in-person General Meeting held during the same weekend as the Bingham Cup tournament.
- c. The IGR board can appoint sub-committees and other non-voting officers at its discretion with a motion, a second, and simple majority vote.

4. First charity trustees of IGR

The first charity trustees of IGR are Jeffrey Wilson, Chairman; Matthew Whiteley, Vice-Chairman; Andrew Purchas, Vice-Chairman; Nicholas Limerick, Treasurer; and, Jonathan Glassmeyer, Secretary.

13. Appointment of IGR trustees

- a. At the Annual General Meeting in Manchester in June 2012, the terms of the first charity trustees of IGR were up for election.
- b. The vacancies so arising were filled by the decision of the Member Club Representatives at the Manchester Bingham Cup General Meeting. Any vacancies not filled at this meeting may be filled as provided in sub-clause c of this clause.
- c. The IGR Board of Directors may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (retirement and removal of charity trustees) per the term description of sub clause 3 of this clause.
- d. A person so appointed by the members of IGR shall retire in accordance with sub-clauses (a) and (b) of this clause.

14. Information for IGR trustees

The IGR trustees will make available to each new IGR trustee on or before their election:

- a. A copy of this constitution and any amendments made to it; and
- b. A copy of IGR's latest trustees' annual report and statement of accounts.

15. Retirement and removal of IGR trustees

- 1. An IGR trustee ceases to hold office if he or she
 - a. Retires by notifying IGR in writing
 - b. Is absent without the permission of the IGR trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.
 - c. Dies;

- d. Becomes incapable by reason of mental disorder, illness, or injury of managing and administering his or her own affairs.
 - e. Is removed by the members of IGR in accordance with sub clause 2 of this clause or
 - f. Is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993.
2. An IGR trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11 and the resolution is passed by a two-thirds majority of votes cast at the meeting.
3. A resolution to remove an IGR trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been given a reasonable opportunity of making oral and/or written representations to the members of IGR.

16. Reappointment of IGR trustees

Any person who retires as an IGR trustee at the end of their term or by giving notice to IGR is eligible for re-election.

17. Taking of decisions by IGR trustees

Any decision may be taken either at a meeting of the IGR trustees (in accordance with clause 18(3)); or by resolution in writing or electronic form agreed by consensus of the IGR trustees which may comprise either a single or several documents containing the text of the resolution in like form to each of which one or more IGR trustees has signified their agreement.

18. Delegation by IGR trustees

1. The IGR Trustees may delegate any of their powers or functions to a committee or committees, and if they do, they must determine the terms and conditions on which the delegation is made. The IGR trustees may at any time alter those terms and conditions or revoke the delegation
2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the IGR trustees, but is subject to the following requirements
 - a. A committee may consist of two or more persons, but at least one member of each committee must be a Board Director of IGR.

- b. The acts and proceedings of any committee must be brought to the attention of the IGR Board of Directors as a whole as soon as it is reasonably practicable; and
- c. The IGR Board of Directors shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of IGR trustees

1. Calling meetings

- a. Any IGR trustee may call a meeting of the IGR trustees
- b. Subject to that, the IGR trustees shall decide how their meetings will be called and what notice is required.

2. Chairing of meetings

The IGR Trustee meetings will be chaired by the duly elected Chairman. In their absence, a Vice-Chairman will chair the meeting.

3. Procedure at meetings

- a. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three trustees.
- b. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- c. In the case of an equality of votes, the chair shall have a casting vote.

4. Participation in trustee meetings by electronic means

- a. A trustee meeting may be held by suitable electronic means agreed by the IGR trustees in which each participant may communicate with all the other participants.
- b. Any IGR trustee participating at a trustee meeting by suitable electronic means agreed by the IGR trustees a participant or participants may communicate with all the other participants shall qualify as being present at the trustee meeting.
- c. Trustee Meetings held by electronic means must comply with rules for trustee meetings, including chairing and the taking of minutes.

20. Saving provisions

- 1. Subject to sub-clause 2 of this clause, all decisions of the IGR Board of Directors and trustees or a committee of IGR members and/or trustees, shall be valid notwithstanding the participation in any vote of a member or trustee:
 - a. Who was disqualified from holding office;

- b. Who had previously retired or who had been obliged by the constitution to vacate office;
- c. Who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;

If, without the vote of that member and that member counted in the quorum, the decision has been made by a majority of the membership or trustees at a quorate meeting.

2. Sub-clause 1 of this clause does not permit a member or trustee to keep any benefit that may be conferred upon him or her by a resolution of the IGR membership or of a committee of members if, but for clause 1, the resolution would have been void or if the member or trustee has not complied with clause 7 (conflicts of interest).

21. Execution of documents

1. IGR shall execute formal documents by signature or electronic signature;
2. A document is validly executed by signature or electronic signature if it is signed by at least two of the IGR trustees.

22. Use of electronic communications

IGR will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- a. The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise in hard copy form;
- b. Any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of registers

IGR must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and trustees.

24. Minutes

The IGR trustees must keep minutes of all:

1. Appointments of officers made by the IGR trustees
2. Proceedings at the IGR General Meetings;
3. Meetings of IGR Trustees and committees of general membership including:
 - a. The names of trustees and members present at the meeting;

- b. The decisions made at the meetings; and
 - c. Where appropriate, the reasons for the decision;
4. Decisions made by the IGR Member Clubs or Trustees otherwise than in meetings.
5. Minutes will be circulated to all Board Directors through acceptable means as defined by resolution of the IGR Board of Directors

25. Accounting Records, accounts, annual reports and returns, register maintenance

1. The IGR trustees must comply with the requirements of Part 6 of the Charities Act 1993 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of IGR, within ten months of the financial year end.
2. The IGR trustees must inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

IGR trustees and Board Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any IGR Board Director or Member Club upon request.

27. Disputes

If a dispute arises between members of the IGR Board Directors and/or Trustees about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by clauses 14 and 15 of Schedule 5b to the Charities Act 1993:

1. This constitution can only be amended:
 - a. By resolution agreed in writing by all Board Directors; or
 - b. By a resolution passed by a 75% majority of votes cast at a general meeting of the IGR Board of Directors.

2. Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by IGR trustees, or IGR member clubs or Board Directors, or persons connected with them, requires the prior written consent of the Charity Commission.
3. No amendment that is inconsistent with the provisions of the Charities Act 1993 or the General Regulations will be valid.
4. A copy of any resolution altering the constitution, together with a copy of the IGR constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

1. As provided by the Dissolution Regulations, IGR may be dissolved by resolution of its Board of Directors. Any decision by the Board of Directors to wind up or dissolve IGR can only be made:
 - a. At a general meeting of the IGR Board of Directors called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. By a resolution passed by a 75% majority of those voting, or
 - ii. By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - b. By a resolution agreed in writing by all member clubs of IGR.
2. Subject to the payment of IGR's debts:
 - a. Any resolution for the winding up of IGR, or for the dissolution of IGR without winding up, may contain a provision directing how any remaining assets of IGR shall be applied.
 - b. If the resolution does not contain such a provision, the IGR trustees must decide how any remaining assets of IGR shall be applied.
 - c. In either case, the remaining assets must be applied for charitable purposes the same as or similar to those of IGR.
3. IGR must observe the requirements of the Dissolution Regulations in applying to the Commission for IGR to be removed from the Register of Charities, and in particular:
 - a. IGR trustees must send with their application to the Commission:
 - i. A copy of the resolution passed by the IGR Member Club Representatives;

- ii. A declaration by the IGR trustees that any debts or any other liabilities of IGR have been settled or otherwise provided for in full; and
 - iii. A statement by the IGR trustees setting out the way in which any property of IGR has been or is to be applied prior to its dissolution in accordance with this constitution;
- b. IGR trustees must ensure that a copy of the application is sent within seven days to every member club's leadership and representative, to every employee of IGR, and to any IGR trustee who was not privy to the application.
- 4. If IGR is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“connected person” means:

- a. A child, parent, grandchild, grandparent, brother or sister of the IGR trustee or Member Club Representative;
- b. The spouse or civil partner of the IGR trustee or Member Club Representative or of any person falling within sub-clause a above;
- c. A person carrying on business in partnership with the IGR trustee or with any person falling within sub-clause a or b above;
- d. An institution which is controlled –
 - i. By the charity trustee or any connected person falling within sub-clause a, b, or c above; or
 - ii. By two or more persons falling within sub-clause d i, when taken together
- e. A body corporate in which –
 - i. The IGR trustee or any connected person falling within sub clauses a to c has a substantial interest; or
 - ii. Two or more persons falling within sub-clause e i who, when taken together, have a substantial interest.

Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2011.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2011.

The **“Communications Provisions”** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations

“IGR Trustee” means an elected IGR charity trustee.

“Board Director” means an elected or appointed representative of an IGR Member Club as defined in Clause 9 of this document.

“Board of Directors” means the combined group of Board Directors.

“poll” means a counted vote or ballot, usually in electronic, verbal or written form.

“gay” includes all members of the LGBTQ community, regardless of identification.

“rugby” includes all forms of the sport, including, but not limited to, Union, League, Sevens, Touch, Tackle, U19, Men’s, Women’s, Youth, Collegiate, Fifteens, Tens, Quad and Wheelchair Rugby.

Document History

Date	Article	Description
1 March 2013		Initial Constitution Passed
16 October 2013	Ammend Objects	Constitution amendment to Object passed based on feedback from Charities Commission
28 August 2014	Add Article 11, Section 9	Proxies for meeting attendance to allow for proxy voting during IGR Annual General Meetings
25 May 2016	Amended Article 1	Changed legal name of organisation to International Gay Rugby.
	Amended Article 9	Membership of IGR qualification criteria and eligible votes. Amended membership criteria to reflect current standards of acceptance, including 7s Tournaments, 10s Tournaments and match criteria
	Amend Article 9,	Allow for a Society Membership
	Amend Article 12, section 3, part b	Amend the description of the roles and responsibilities of the Trustees.