



DUBAI EXILES RFC

CONSTITUTION

September 2020

DUBAI EXILES RUGBY FOOTBALL CLUB CONSTITUTION

1. Name

The club shall be called the DUBAI EXILES RUGBY FOOTBALL CLUB (hereafter referred to as “the Club”)

2. Colours

The Club’s playing colours shall be black, white and red in a playing kit combination and design to be decided annually by the Board of Directors.

3. Mission

The mission of the Club shall be to promote interest and participation in the game of rugby union within Dubai specifically and the United Arab Emirates in general.

4. General

- a) The Club is a not for profit entity run by a regularly elected Board of Directors that is drawn from its membership; any profit gained through its activities shall be reinvested back into the Club or into the game for its greater good at the Board’s discretion.
- b) Club membership shall not be denied to any person who is willing to abide by the Constitution and who accepts the authority of the Board of Directors or Club Officers as appointed by the Board.
- c) No member shall be expelled except by resolution of the Board of Directors, the member having previously been given not less than seven clear day notice in writing of such intention.
- d) The member will have the right to appeal the decision within the seven day notice period. The decision of the Board of Directors will be final and binding.
- e) Honorary members may be elected by resolution of the Board of Directors
- f) Honorary members will be classed as non-voting members
- g) On the recommendation of the Board of Directors, the position of Honorary Vice President may be offered to a long serving member of the Club who, by virtue of his continued interest in the Club and standing in Dubai, shall be deemed suitable at the Annual General Meeting.
- h) Honorary Vice Presidents will be classed as a voting member

5. Amendments to the Constitution:

- a) Any proposed amendment to the Constitution must be submitted to the Board of Directors for their review and approval.
- b) Once approved by the Board any amendments must then be presented to a General Assembly (either an AGM or SGM) which has the right to accept or reject the proposed amendments. In case of approval by at least two-thirds of the members at the General Assembly, the proposed amendments shall be presented to the respective regulatory authority (currently the Community Development Authority) for final approval.

6. Board of Directors:

- a) The Board of Directors should be responsible for overseeing the operations of the Club.
- b) The Board of Directors shall have a minimum of five members and a maximum of nine.
- c) All Directors must be at least 21 years old.
- d) All Directors should be resident in the United Arab Emirates, and must either be a UAE citizen or an expatriate UAE resident who enjoys full civil capacity and demonstrates good conduct.
- e) The Board of Directors will consist of the following appointments:
 - i. Chairman
 - ii. Vice Chairman
 - iii. Treasurer
 - iv. Director 1
 - v. Director 2
 - vi. Director 3
 - vii. Director 4
 - viii. Director 5
 - ix. Director 6
- f) An Executive Committee (EXCOM) shall be formed to oversee the daily activities of the Club and its appointed Club Officers. This will consist of the President, Vice President, Secretary and Treasurer. The President will have a personal and casting vote on all matters considered by EXCOM. EXCOM will be empowered to make decisions on all matters up to and including a financial value of 50,000 aed and to sign all paperwork, cheques and vouchers and contracts and agreements therein. All matters over that value need to be approved and actioned by the full Board.
- g) A General Assembly of Club members will elect the Board of Directors by a secret voting process once every two years at the AGM for that second season
- h) Directors can be re-elected to serve on the Board in one role for up to a maximum of 4 years.
- i) Given the broad and diverse range of teams (or groups) that make up the Club's general membership, it is generally acknowledged that the Club's members are best served by a Board that is comprised broadly of members from each of these representative teams (or groups). Without bias or prejudice, it is generally accepted that all the main teams (or groups) active within the club will be encouraged to field at least one candidate to serve on the Board.
- j) The replacement of any Board member will be appointed through a nomination and election procedure. In case of a vacancy occurring on the Board of Directors for any reason, the succeeding members in votes at the previous election will be considered for membership on the Board of Directors through a nomination and election procedure. If those members have not been accepted or if they were not available, an invitation to hold an extraordinary General Assembly shall take place for the election to fill such a position/positions.
- k) A Director's Membership can or will be terminated in the following cases:
 - i. Death or resignation.
 - ii. For non-UAE nations,³ cancellation of their UAE residence visa.

- iii. At the CDA's request
- iv. If expelled from the Club
- v. If not re-elected as per 6 f
- vi. After 4 years of service in their current role on the Board

7. The Duties of the Board of Directors

a) Chairman

The President will chair the meetings of the Board of Directors and the General Assembly, and will be responsible for managing the Club and carry out all the directives set by the Board. He or she will represent the Club in all transactions with the public and authorities or will delegate that responsibility to another Director or Club Officer as his or her discretion. Moreover, the President shall have the casting vote and he or she is authorized to call for a meeting at the time he or she deems appropriate. Specific duties for the President include but are not limited to:

- i. To formulate long term and short term objectives for the Club and to ensure that they are achieved using their best endeavours
- ii. To oversee and coordinate the efforts of all Club officials ensuring that they are fulfilling their individual roles and responsibilities as required.
- iii. To represent the Club in official, legal and other matters or delegate that responsibility to another Director or Club Officer as his or her discretion.
- iv. Chairing all meetings of the Board and the Club subject to the provisions below.
- v. Acting as chief spokesman for the Club in all contact with other clubs, the appropriate rugby governing body, sponsors, authorities etc. The President can delegate that responsibility to another Director or Club Officer at his or her discretion
- vi. To sign all agreements and contracts entered into with the Club by third parties after having been approved by EXCOM (for matters under 50,000aed) or the full Board of Directors (for matters over 50,000aed).
- vii. To sign jointly with the Vice President, Treasurer or Secretary or Club Officers employed and duly authorised by the Board all payment vouchers or cheques.
- viii. In the event of a temporary absence of an officer, appointing a Representative to act in his or her place.

b) Vice Chairman

- i. The Vice President will assist the President in the performance of his or her duties.
- ii. He or she will also be responsible for preparing the agenda for the meeting of the Board of Directors, the General Assembly meetings and overseeing the keeping all records of the meetings.
- iii. He or she will the assist the President in the general management and proper running of the affairs of the Club.
- iv. He or she will support the President in responsibility for all the assets of the Club, including its inventory and records.
- v. He or she can also call Board or General Assembly meetings when he or she

sees fit to do so.

c) Treasurer

The Treasurer is responsible for:

- i. Ensuring there are appropriate accounting systems in place for payments and receipts, record keeping, etc.
- ii. Presenting and reporting the accurate and timely historical financial information of the Club
- iii. Overseeing the Club's financial condition,
- iv. Identifying how to invest the Club's money, taking into consideration risk and liquidity.
- v. Overseeing the capital structure of the Club, determining the best mix of debt, equity and internal financing.
- vi. proposing the annual subscription, match fees and any monies payable by members
- vii. Economic and strategic forecasting.
- viii. Presenting annual accounts to the auditor on a timely basis.
- ix. Reconciling the Club's cash books with the Bank statements on a monthly basis.

8. Sub-committees:

The Board of Directors may appoint sub-committees for special and specific purposes that contain a number of Club members, when appropriate and necessary, and overseen by a nominated Director. Such a committee should be terminated after achieving its goal for which it was formed or at the end of the period of their appointment.

9. Accounts

- a) The Board of Directors shall annually appoint an auditor to audit the annual financial accounts and submit it to the Board of Directors for review and approval.
- b) All the records of the Club are subject to annual audit by an auditor that will be appointed by the Board of Directors. The auditor's report will be submitted to the Board of Directors for review and approval.
- c) The approved audit report is presented at the Annual General Meeting and to the Community Development Authority.

10. Board Meetings

- a) The President or Vice President manages all meetings of the Board, and in their absence it is administered by the Secretary of the Board. The President shall have both a personal and a casting vote. The Vice President is responsible for informing all Board of Directors of the time, place and date for Board meetings by email.
- b) The duties of the Board of Directors shall be inter alia:
 - i. to order the Annual General Meeting and Special General Meetings as may be called for
 - ii. to facilitate the provision of suitable facilities for playing and training for all sections and to oversee the Club Officials performing this role
 - iii. to arrange such events of a social nature and may be deemed desirable
 - iv. to be responsible for the upkeep of all Club property and to oversee the Club Officials performing this role
 - v. to approve the annual subscription, match fees and any monies payable by members as proposed by the Treasure
 - vi. to appoint such sub-Committees as may be necessary
 - vii. and to ensure that the Club is run on sound financial principles having due regard to its debt obligations, all in order to further the interests of members and the mission of the Club
- c) All Board of Directors positions are voluntary, unpaid positions. To avoid any conflict of interest, no Director may be paid, or accept reward of any kind for services or duties carried out in their capacity unless at the unanimous decision of the Board in order to recognise exemplary service in the best interests of the Club.
- d) Notice: The Board of Directors will be given five working days' notice of holding a Board meeting. In the case of emergency meetings as much notice as possible will be given by email.
- e) Absence: If any Director refuses or is unable to attend Board Meetings for 3 consecutive meetings, or 6 separate meetings in a year without valid reason, he or she will be considered to have resigned automatically.
- f) Minutes of meetings: The Secretary shall prepare the minutes of meetings and the draft will be circulated to the Board of Directors within five working days after the end of any meeting for approval.
- g) Quorum: A Board meeting is considered legal in the presence of at least 60% of the Board members with the President or his nominated representative in attendance.
- h) Meeting schedule of the Board of Directors. The first meeting of the Board of Directors should be within a week from the date their election results confirmation as a Board, in this meeting the administrative tasks will be distributed among the members. The Board of Directors must hold 12 meetings a year at least, upon the request of the President or the Secretary.

11. Annual General Meeting

- a) The Annual General Meeting ('AGM') shall be held at the end of each playing season and before the start of the new playing season. The objective of the AGM shall be to:
 - i. approve the minutes of the previous AGM

- ii. every 2 years to elect the Directors to the Board
 - iii. to approve the audited accounts of the Club
 - iv. to appoint Auditors
 - v. and to deal with any other business as may be provided by the agenda
- b) In the best interests of the Club, all members are asked to collectively share the responsibility of ensuring that the Club is fairly, evenly and equitably represented at the AGM.
- c) Notice of the Annual General Meeting will be posted at least three weeks before the meeting via email and Club social media stating the time, place and date of the AGM.
- d) The notice will post details of the Board positions up for election and invite nominations, proposals and seconds, from the general membership. Nominations will also be accepted in writing (with proposer and seconded) by the Vice President, up until the time of the commencement of the meeting. The Vice President may ask for nominations, at the time of elections, from the floor
- e) Only voting members will be eligible to stand for Board posts.
- f) Only voting members will be eligible to propose or second a nomination
- g) Members that have previously been expelled from the Board or that have any outstanding investigation pending regarding club affairs are not eligible to stand for the Board.
- h) A Quorum at the AGM shall require at least 10% of the clubs paid up voting membership to be in attendance. Should the Quorum not be achieved then the meeting may continue with the unanimous approval of the Board members present supported by a majority vote of those members that are attending.
- i) Voting on any issues shall be by a simple majority of the voting members present at the AGM.
- j) The President shall have both a personal and casting vote.
- k) Voting shall be restricted to those eligible in attendance once the meeting has been convened, as recorded by the Vice President

12. Membership

- a) The Annual Subscription shall be approved by the Board of Directors and shall become due for payment on the 1st of September of each year.
- b) There shall be two classes of membership; Voting members and Non-voting members.
- c) Voting members will have the right to vote at AGM's and SGM's. They consist of members who paid their annual club subscriptions in line with current club policy.
- d) Non-Voting members are Honorary Members that have been nominated and approved by the Board to bear that title.

13. Voting Rights

- a) All new members to the club must be fully paid up members of their section (Rugby, Netball, Touch Rugby, Cricket) by the time the AGM is held.
- b) All renewing members from previous years automatically continue to have voting rights subject to having paid their club subscriptions by the end of the season for which the AGM is being held
- c) No proxy votes will counted at any AGM or other club meeting

- d) For the Mini & Youth section of the club the above applies with the following conditions:
- i. Where the parent of a Mini & Youth player is already a full member of the club themselves, then that parent can only exercise their one vote on club matters.
 - ii. The other parent of that Mini & Youth member will then need to be present at any meeting to exercise a voting right on behalf of their playing child/children.
 - iii. In the event of a parent of a Mini & Youth player (s) not being a full member of the club then that one parent will be granted a maximum of one full voting right on behalf of their playing child / children.
 - iv. In any event any family will therefore have a maximum of two votes irrespective of the number of playing Mini & Youth members and senior playing or non-members within that family.
 - v. All voting members must be 18 years of age or older.

14. Temporary Membership

A pro-rata subscription shall be fixed by the Board or Club Officers for persons not resident in the area for over six months. (Note: Temporary members will not have voting rights in the season they join)

15. Special General Meeting

- a) A Special General Meeting ('SGM') shall be held on the resolution of the Board or by a petition in writing signed by not less than 10% in number of the fully paid up voting members.
- b) A petition for a Special General Meeting shall be handed to the President or in her absence to the Vice President or in his or her absence to a member of the Board for the Board to then action.
- c) Members entitled to attend shall be given not less than seven calendar days' notice in writing of the SGM; such notice shall incorporate full details of the proposed amendment or amendments together with the time and place of meeting.
- d) A quorum at the Special General Meeting shall require at least 10% of the club's paid up, voting membership to be in attendance in order for any voting motion to be passed and actioned by the Board.

16. Dissolution

The Club can only be dissolved through a meeting of the General Assembly for any reason it deems appropriate. Such a motion must receive the unanimous approval of the full Board of Directors and be supported by a majority of members votes from members that are the present in the meeting in question. In the case of dissolution and liquidation of the organization for any reason, the remaining amount from the sale of assets and payment of liabilities will be allocated for charitable purposes after CDA approval.