



CONFLICTS OF INTEREST POLICY

Directors, committees and appointed officers

Document control	Detail
Version	1.0
First issued	August 2026
Status	Approved
Review cycle	Annually, and whenever the Articles of Association are amended
Next review due	August 2027
Policy owner	Company Secretary
Approved by	Board of Trustees
Applies to	Directors (trustees), Senior and Junior Committee members, Executive-appointed members, and staff or contractors with financial or contractual decision-making authority

Approval and signature

Adopted by the Board of Trustees.

	President and Chair Board of Trustees
Name	Peter Heslin
Signature	<i>Peter Heslin</i>
Date	19 th August 2026

1. Policy statement

Directors of Hackney Rugby Football Club Limited, who are also its charity trustees, must act only in the interests of the club. Each must identify, declare and manage any conflict of interest, consistent with the duty under section 175 of the Companies Act 2006, the Charity Commission's guidance for charity trustees, and Articles 77–86 of the club's Articles of Association.

This policy explains how that duty operates in practice at Hackney RFC. It does not create obligations beyond the Articles; it sets out how the Articles are applied.

2. Legal and constitutional basis

- Article 79 — a Director must declare a Conflict of Interest to the Directors as soon as it is reasonably likely to arise.
- Article 80 — a conflicted Director remains only for the part of a meeting needed to inform the discussion, is not counted in the quorum for that item, and withdraws for the vote.
- Article 82 — the Directors may authorise a conflict, including allowing the conflicted Director to participate, by a specific, minuted decision, subject to the limits in the Memorandum of Association.
- Article 83 — a conflicted Director may instead choose to absent themselves from the relevant part of a meeting.



- Article 85 — the Directors must keep a register of Directors' interests.
- Article 32 — extends the Article 77–83 procedure to members of the Senior Committee and Junior Committee.
- Memorandum clauses 5.2.3 and 5.2.4 — set the procedure and limits for any payment to a Director, or to a person connected to a Director, for goods, services or employment.

The club's governing Articles are those adopted on 28 May 2009 and amended at the 2014 AGM. Further amendments passed by special resolution at the EGM of 25 February 2025 are conditional on Charity Commission consent to a regulated alteration of objects, and had not been filed at Companies House as at August 2026. This policy is written against the currently filed Articles and will be updated once that consent is confirmed.

3. Who this applies to

- Directors (trustees)
- Senior Committee and Junior Committee members, under Article 32
- Members appointed to the Executive under Article 11 (currently the Membership Secretary and the men's section representative)
- Any employee, contractor or volunteer with authority to commit club funds or award contracts

4. What counts as a conflict of interest

Article 1.7 defines a Conflict of Interest as any direct or indirect interest of a Director, whether personal, by virtue of a duty of loyalty to another organisation, or otherwise, that conflicts or might conflict with the interests of the club. In practice at Hackney RFC this includes:

- A financial interest in a decision — for example a contract, a payment, or a grant
- A close personal relationship with someone affected by a decision — the Articles define “Connected Person” at 1.8
- A role or loyalty to another organisation that could conflict with the club's interests — for example a role at, or connection to, a body the club is seeking funding or approval from
- A paid role held alongside a role with decision-making authority — for example a Director who also receives payment for coaching
- A role that could be asked to oversee, investigate or decide on a matter concerning the holder's own conduct or work

Holding several unpaid roles is not, by itself, a conflict of interest. Concentration of roles in one person is a continuity and segregation-of-duties matter, addressed in the Roles, Structure and Accountability paper, not by this policy.

5. Declaring a conflict

- Standing declarations — every Director, Senior/Junior Committee member and Article 11 appointee completes a declaration on appointment and reviews it annually.
- In-meeting declarations — anyone who identifies a conflict on a specific agenda item declares it before the item is discussed, under Article 79.
- Declarable connections — a relevant professional or personal connection to a funder, partner or supplier is declared even where no vote is involved, so the register stays complete and the connection can be considered when work is routed.



6. Managing a conflict

- The conflicted person follows Article 80: remains only for the part of the discussion needed to inform it, is not counted in the quorum, and withdraws for the vote.
- The Directors may authorise a conflict under Article 82, subject to the Memorandum limits. This requires a specific, minuted decision — it is not automatic.
- A conflicted Director may instead leave the meeting for the relevant item, under Article 83.
- Every conflict identified, and how it was managed, is recorded in the minutes of the meeting at which it arose.

7. Register of Directors' interests

Maintained under Article 85 by the Company Secretary, and reviewed at least annually and whenever a new interest arises.

Each Director's approval of this policy constitutes their declaration of the entry recorded against their name. The date of declaration is the date of adoption. A Director whose entry is not accurate must say so before approving.

Name	Role	Nature of interest	Date declared	Management action
Peter Heslin	President / Director	None declared		—
Lamees Idris	Director, Chair of Seniors	None declared		—
Mary Impey	Director, Club Safeguarding Officer, Community Programme Lead, paid coach	Receives payment from the club for coaching	19/08/26	Memorandum 5.2.3 and Articles 77–83 apply to any decision on her coaching engagement, rate or hours. Withdraws from those decisions. Where a safeguarding or disciplinary matter concerns her own coaching work, it is referred to another officer
Steven Bailey	Director, Chair of Juniors	None declared		—
Christopher Dominy	Director, Treasurer	None declared		—

8. Declarable connections outside the Directors' register

Not every declarable connection involves a Director. Where a non-Director connection could affect the club's dealings with a funder, partner or supplier, it is recorded here and taken into account when routing work.

Connection	Context	Management action



9. Paid arrangements with Directors or connected persons

- Any payment to a Director, or to a person connected to a Director, for goods, services or employment follows the Article 77–83 procedure and the conditions at Memorandum clauses 5.2.3 and 5.2.4.
- Such arrangements may not apply to more than half the Directors in any financial year, treating a payment to a Connected Person as applying to the relevant Director for this purpose.
- Current paid arrangements within scope of this clause are set out in the Roles, Structure and Accountability paper (v1.0, August 2026) and are not repeated here.
- Managing or administering a paid engagement on the club's behalf, without payment, is not a conflict of interest. Where the same officer both controls spending and manages the post, that is a segregation-of-duties matter for the club's financial controls, not a declarable interest.

10. Application to grant and funding submissions

Before any grant or funding application is submitted, the trustee or member responsible checks the register at Sections 7 and 8 for any declarable connection to the funder's staff, and confirms the application is not routed through a connected individual.

11. Review

This policy is reviewed annually, and whenever the Articles of Association are amended or a new category of conflict arises.

Related documents

Document	Status
Articles of Association	Adopted 28 May 2009, amended at the 2014 AGM; 2025 EGM amendments conditional on Charity Commission consent
Memorandum of Association	As filed
Roles, Structure and Accountability	v1.0 DRAFT, August 2026
Charity Commission guidance CC29 — Conflicts of interest: a guide for charity trustees	Updated May 2026