

**ARTICLES OF ASSOCIATION OF BEDFORDSHIRE FOOTBALL
ASSOCIATION LIMITED**

INTERPRETATION

1. The model articles of Association for a Private Company Limited by guarantee set out in Schedule 2 of the Companies [Model Articles] Regulations 2008 [S12008/3229] and any amendment or replacement from time to time shall not apply to the Association but the regulations contained in the following clauses [as originally adopted or from time to time altered by Special Resolution] shall be the Articles.
2. In these Articles:

"the Act"	means the Companies Act 2006 as amended, restated or re-enacted from time to time;
"Affiliated Club"	means a football club which the Directors have accepted may affiliate to the Association;
"Affiliated League"	means a league of Affiliated Clubs which the Directors have accepted may affiliate to the Association;
"Articles"	means these Articles of Association;
"Association"	means Bedfordshire Football Association Limited; the registered office of the Association is to be situated in England.
"Chair"	means the Chairperson of the Association appointed in accordance with Article 49b
"Chief Executive "	means the person appointed from time to time to be the Chief Executive for the Association appointed in accordance with Article 100
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Competition"	means a competition of Affiliated Clubs which the Directors have accepted may affiliate to the Association;
"the Council"	means the Council of the Association as constituted under these Articles and any Rules made pursuant thereto;
"Council Members"	means the persons appointed or elected from time to time to be members of the Council in accordance with these Articles;
"County"	means the area described in Article 116[b]

"County Secretary / Company Secretary"	means the person appointed from time to time to be the County Secretary and / or the Company Secretary in accordance with Article 67
"Deputy Chair"	means the person appointed from time to time to be the deputy Chairperson of the Association in accordance with Article 49c;
"Directors of the Board"	means the directors of the Association for the purposes of the Act as appointed from time to time under these Articles;
"Division"	means a division of Affiliated Clubs, Competitions and Affiliated Leagues in such groups as is determined by the Directors; [Article 37]
"Divisional Representative"	means a Council Member elected pursuant to Article 37 and in accordance with Articles 38 to 44 [inclusive];
"executed"	includes any mode of execution;
"FA Representative"	means the person appointed in accordance with Article 51 to be the Association's representative from time to time at The Football Association under the articles of The Football Association;
"Honorary Solicitor"	means the Council Member [if appointed] appointed from time to time by the Directors to be the Honorary Solicitor in accordance with Article 67;
"The Football Association"	means The Football Association Limited
"Laws of the Game"	means the laws of association football as settled by the Federation Internationale de Football Associations ["FIFA"] from time to time;
"Life Members"	means the persons appointed from time to time to be the life members of the Association in accordance with Article 50d;
"Life Vice-Presidents"	means the persons appointed from time to time to be the life vice-presidents of the Association in accordance with Article 50b;
"Members"	means those Affiliated Clubs, Affiliated Leagues, Competitions, Associated Members and individuals admitted into membership of the Association in accordance with Article 3;
"Membership Rules"	means the membership rules of the Association created and amended from time to time pursuant to Article 6;
"office"	means the registered office of the Association;
"Patron"	means the person appointed from time to time to be the Patron in accordance with Article 50 [a];
"President"	means the person elected from time to time to be the president of the Association in accordance with Article 49a;

"Referees' Association"	means the association recognised by the Directors as representing the referees in the County;
"Rules"	means the rules, regulations, standing-orders and bye-laws of the Association as amended from time to time;
"Rules of The Football Association"	means the rules of The Football Association as amended from time to time;
"Seal"	means the common seal of the Association;
"Schools FA"	means the Bedfordshire division of the English Schools Football Association;
"Standing Committees"	means the standing committees of the Council created in accordance with Article 54 as amended from time to time in accordance with Article 55;
"United Kingdom"	means Great Britain and Northern Ireland;
"Vice-Presidents"	means the persons elected from time to time to be the vice-presidents of the Association appointed in accordance with Article 50 [c];

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.

Words denoting the singular number include the plural number and vice versa and words denoting persons include bodies corporate [however incorporated] and unincorporated, including unincorporated associations of persons and partnerships.

Headings are inserted for convenience only and do not affect the construction of these Articles.

MEMBERS OF THE ASSOCIATION

MEMBERSHIP

3. The Members as at the date of adoption of these Articles and such other persons as are admitted to membership by the Council in their absolute discretion in accordance with the Articles shall be the Members of the Association. Every person who wishes to become a Member shall deliver to the Association an application for Membership in such form as the Council requires executed by him. The provisions of section 113 of the Act shall be observed by the Association and every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member. For the purposes of registration the number of Members is declared to be unlimited. Every corporation and unincorporated Association which is admitted to Membership may exercise such powers as are prescribed by Section 323 of the Act. Council Members shall be Members but any person who ceases to be a Council Member shall automatically cease to be a Member and his name shall be erased from the Register of Members.
4. A member may withdraw from membership of the Association on seven days' clear notice to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or

to continue to comply with any condition of membership set out in these Articles or the Rules or the Membership Rules. The Directors shall in their absolute discretion admit such Members from time to time as they think fit.

RULES AND FEES

5. The directors may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members.
6. Subject to Article 5, the Council may from time to time make, vary and revoke Membership Rules relating to all aspects of membership of the Association including [without limitation] Membership Rules:
 - [a] setting out different categories of membership of the Association;
 - [b] setting out rights, privileges and obligations of the different categories of members;
 - [c] relating to the organisation of members including [without limitation] rules of, finances of and financial and other records and minute books to be kept by members;
 - [d] setting out which office holder[s] of a member may represent the member at general meetings of the Association;
 - [e] setting out disciplinary procedures for members and players.
7. It shall be the duty of the directors, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the directors for the time being.
8. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the directors. The directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in defence either verbally or in writing, and shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in defence, vote for the expulsion of the member, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, membership shall cease and the name of the member shall be erased from the register of members.
9. The members shall pay any subscription, affiliation fees or other fees set by the directors. Any member whose subscription or affiliation fee is in arrears 28 days after the due date shall be deemed to have resigned their membership of the Association.

GENERAL MEETINGS

10. The Association shall hold a general meeting in every calendar year as its Annual General meeting at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:
 - [a] to receive from the directors a full statement of account; pursuant to Article 103;

- [b] to receive from the directors a report of the activities of the Association since the previous annual general meeting;
- [c] to elect the President and Vice-Presidents;
- [d] to announce the results of any election of Divisional Representatives;
- [e] to appoint the Association's auditors; and
- [f] to transact such other business as may be brought before it in accordance with these Articles.

Any meeting other than the annual general meeting shall be known as a general meeting.

11. The Directors and Members may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than twenty one days after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the secretary may call a general meeting.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other general meeting shall be called by at least 14 days' notice. A general meeting may be called by shorter notice if it is so agreed:

- [a] in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- [b] in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all the members.

13. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. All business shall be deemed special that is transacted at a general meeting and also all business that is transacted at an annual general meeting with the exception of:

- (a) the consideration and adoption of the accounts and balance sheet and the reports of the directors and auditors and other documents required to be annexed to the accounts;
- [b] the appointment of auditors [and the fixing of their remuneration] where special notice of the resolution for such appointment is not required by the Companies Act.

The notice shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special specify the intention to propose the resolution as a special resolution, as the case may be.

14. 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 any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any meeting unless a quorum of 25 members is present in person or by proxy.
16. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and if at such adjourned meeting

a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

17. The Chair, or in his or her absence the Deputy Chair, shall preside as Chair~~of~~ of the meeting, but if neither the Chair nor the Deputy Chair be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be Chair of the meeting and, if there is only one director present and willing to act, that person shall be Chair of the meeting.
18. If no director is willing to act as Chair of the meeting, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members entitled to vote and present in person or by proxy shall choose one of their number to be Chair of the meeting.
19. The Chair of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. The Chair of the meeting may at any time without the consent of the meeting adjourn any meeting [whether or not it has commenced or a quorum is present] either without fixing a day for the meeting or to another time or place where it appears to him that:
 - [a] members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - [b] the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
 - [c] an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
21. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chair of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chair of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto [other than a mere clerical amendment to correct a typographical error] may in any event be considered or voted upon.
22. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - [a] by the Chair of the meeting; or
 - [b] by at least three members present in person or by proxy and having the right to vote at the meeting.
23. Unless a poll is duly demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
25. A poll shall be taken at such time and place and in such manner as the Chair of the meeting directs and he or she may appoint scrutineers [who need not be members] and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. In the case of an equality of votes, whether on a show of hands or on a poll, if the Chair of the meeting is a member of the Association he or she shall be entitled to a casting vote in addition to any other vote he or she may have.
27. A poll demanded on the election of a Chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
28. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
29. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which that member was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

30. Subject to Article 26, on a show of hands every member who is present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote.
- 31A. Proxies may only validly be appointed by a notice in writing which:
 - a) states the name and address of the member appointing the proxy;
 - b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 31B. A person who is entitled to attend, speak or vote [either on a show of hands or on a poll] at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 31C. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

32. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the Chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.

COUNCIL

34. The Council shall comprise:
- [i] the Patron
 - [ii] the President; [Article 49a]
 - [iii] the Chair; [Article 49b]
 - [iv] the Deputy- Chair; [Article 49c]
 - [v] the Chief Executive/Company Secretary [Articles 96 and 99]
 - [vi] the Life Vice-Presidents; [Article 50b]
 - [vii] the Vice Presidents; [Article 50c]
 - [viii] the Life Members [Article 50d]
 - [ix] the Divisional Representatives [Article 37]
 - [x] **one representative nominated by each of the following [Article 45]:**
 - **Referees' Association**
 - **Bedfordshire Schools F.A.**
 - **Bedfordshire FA Youth Council**
 - **Inclusion Advisory Group**
 - [xi] persons co-opted as Council Members pursuant to Article 48.
35. The Council Member set out in paragraph [xi] of Article 34 shall hold office until such time as he or she retires or is removed by the Directors pursuant to Article 96.
36. No person may be appointed or elected as a Council Member for the first time who has attained the age of 70. The President, Chair, Deputy Chair and Divisional Representatives shall retire from their respective offices on completion of their term of office beyond reaching the age of 75. On retirement from office a person may be elected as Patron, a Life Vice-President or Life Member in accordance with Articles 50a, 50b or 50d.
- ELECTIONS TO THE COUNCIL [DIVISIONAL REPRESENTATIVES]**
37. The Directors shall decide from time to time the number of Divisions and into which Division Affiliated Clubs, Affiliated Leagues and Competitions shall belong, **see APPENDIX A.**
The Directors shall number the Divisions appropriately and each Division shall elect a Divisional Representative every third year. Only Affiliated Clubs, Competitions and Affiliated Leagues designated by the directors as being within the appropriate Division may vote for candidates nominated by members within such Division.
38. At a date prescribed by the Board each year the Chief Executive shall send a nomination form for the election of a Divisional Representative to the Affiliated Leagues, Competitions, and Clubs where appropriate, within the Divisions whose Representative is due for re-election. The sitting Divisional Representative shall be eligible for re-election without further nomination.

Should an affiliated League, Competition or Club within a Division wish to nominate an alternative candidate for their Division they must use the nomination form issued. Such form must be submitted to the Chief Executive by such date as the Board shall prescribe each year and must be signed by the Chairman of the meeting, or secretary of the Affiliated Club, Competition and / or Affiliated League, at which the candidate was nominated. No Affiliated Club, Competition and / or Affiliated League may nominate more than one candidate for any one vacancy. No person who has attained the age of 70 may be nominated, appointed or elected to Council for the first time.

39. Any person nominated as a Divisional Representative must reside within the County, unless approved otherwise by the Board of Directors. Any person nominated as a Divisional Representative shall be subject to the approval of the Board of Directors. Any person nominated who is not approved shall be withdrawn from nomination and the Affiliated Clubs / Leagues/ Competitions shall be invited to nominate an alternative candidate. No person may be nominated as a Divisional Representative for more than one Division.
40. If there is only one candidate nominated to be the Divisional Representative for a particular Division, that candidate shall be declared elected unopposed as the Divisional Representative for that particular Division at the Annual General Meeting. If there is more than one candidate to be the Divisional Representative for a particular Division where there is more than one nominating authority, there shall be a postal ballot for that particular Division in accordance with the provisions of Articles 41 to 43. Any candidate may withdraw their name from the election providing that the intention to do so is signified before the date named therein.
41. If there is to be an election, the names of the candidates and voting papers shall be sent at such time as the Board shall prescribe each year to the Affiliated Clubs, Competitions and Affiliated Leagues of the Division concerned.
42. Voting papers must be delivered in a sealed envelope, identified and by such time as the Board shall prescribe, to the office and shall be opened by such person or persons as the Board shall decide. The candidate receiving the largest number of votes for each Division shall be declared elected at the next annual general meeting.
43. In the case of two or more candidates polling an equal number of votes and/or in the event of no nomination having been received from a Division the Council shall at its first Council meeting after the annual general meeting each year elect [in its discretion] one such candidate to be the Divisional Representative for that particular Division.
44. Those persons elected as Divisional Representatives shall hold office for a period of three years from the annual general meeting at which their election is announced but shall be eligible for re-election without further nomination.

APPOINTMENT TO THE COUNCIL

45. The Referees' Association, Bedfordshire Schools FA, Bedfordshire FA Youth Council and the Inclusion Advisory Group shall submit to the Chief Executive for approval by such time as the Board shall prescribe, the name of the person it proposes to nominate as a Council Member. The representatives must be nominated on the nomination form prescribed by the Directors and such form must be submitted to the Chief Executive by such time as the Directors shall prescribe. Such person if approved by the Council shall serve for a **three** year term from the first Council meeting after the annual general meeting in each year and shall be eligible for re-appointment. The Referees' Association, Bedfordshire Schools FA, Bedfordshire FA Youth Council and the Inclusion Advisory Group may fill any casual vacancy that arises in relation to its representative subject to the approval of such person by the Council. A person so appointed to fill a vacancy shall hold office until such time as the person who was replaced was due to retire and such person shall be eligible for re-appointment.

46. In the event of a casual vacancy occurring in relation to any Divisional Representative, the Council concerned shall have power [but shall not be obliged] to appoint a substitute Divisional Representative suitably qualified to represent that Division until such time as the person who was replaced was due to retire and such person shall be eligible for re-election in accordance with these Articles.
47. The Council Members shall remain in office until their successors have been elected and appointed. In addition to the power set out in Article 52, the Council shall have power to fill any other vacancy which may occur on the Council during the year. A Council Member so appointed to fill a vacancy shall hold office until such time as the person who was replaced was due to retire but shall be eligible for re-appointment in accordance with these Articles.
48. The Directors shall have the power, but shall not be obliged, to co-opt persons as Council Members. There shall be no limit set for the number of co-opted Members, but such persons shall hold office for so long as the Directors shall decide and may be removed by the Directors at any time.

PRESIDENT

- 49a. At every third Annual General Meeting the President shall retire but shall be eligible for re-election [Subject to Article 75h]. All other candidates for election shall be nominated in writing by two Council Members by such date as the Board shall prescribe. Only Council may nominate persons to the office of President. The President shall be selected by poll in accordance with Article 30 by the Members at the Council meeting prior to the appropriate Annual General Meeting and presented for election or confirmation at the Annual General Meeting each year, and shall hold office for a term of three years from that Annual General Meeting at which elected. The President shall have such rights and privileges as the Board shall from time to time prescribe. Any vacancy that may occur in the office of President may be filled by the Board until the next Annual General Meeting.

CHAIR

- 49b. At the first Council Meeting after every third annual general meeting, or as and when a vacancy arises, the Council shall elect by poll in accordance with Article 30 and from within their number a Chair. The Chair shall retire after three years but shall be eligible for re-election. All other candidates for election shall be nominated in writing by two Council Members by such date as the Board shall prescribe. Only the Council may nominate persons to the office of Chair. The Chair shall have such rights and privileges as the Board shall decide from time to time. Any vacancy that may occur in the office of Chair may be filled by the Council until the Council Meeting following the next annual general meeting.

DEPUTY CHAIR

- 49c. At the first Council Meeting after every third annual general meeting, or as and when a vacancy arises, the Council shall elect by poll in accordance with Article 30 and from within their number a Deputy Chair. The Deputy Chair shall retire after three years but shall be eligible for re-election. All other candidates for election shall be nominated in writing by two Council Members by such date as the Board shall prescribe. Only Council may nominate persons to the office of Deputy Chair. The Deputy Chair shall have such rights and privileges as the Board shall decide from time to time. Any vacancy that may occur in the office of Deputy Chair may be filled by the Council until the Council Meeting following the next annual general meeting.

PATRON

- 50a. The Council may, but is not compelled to appoint a Patron of the Association. An appointment may be made at any time. A Patron so appointed shall hold office until

such time as the Council decides otherwise. The Patron shall be a Member of Council. The Patron shall be entitled to attend and vote at all meetings of the Council. The Patron shall receive such other rights and privileges as decided by the Directors.

LIFE VICE-PRESIDENTS

- 50b. The Life Vice-Presidents may be elected at any time by the Council. No person shall be eligible for election as a Life Vice-President unless that person has served as a Council Member for at least 30 years in aggregate, and has retired from service as a Divisional Representative. Life Vice-Presidents shall be entitled to receive notice of and attend at all Council meetings where they shall be entitled to vote **provided they have been appointed to at least one Standing Committee**. Life Vice-Presidents shall, on being elected pursuant to this Article, be entitled to remain on the Council for the rest of their lives without the need to be re-elected. Life Vice-Presidents shall have such rights and privileges as the Board of Directors shall prescribe from time to time.

VICE-PRESIDENTS

- 50c. Vice-Presidents may be elected by the Members at an annual general meeting each year following a nomination in writing by two Council Members by such date as the Board shall prescribe. Such persons elected as Vice-President shall hold office for a term of **five** years from the annual general meeting at which they are elected, but shall be eligible for re-election unless that person has reached the age of 75. At the end of the season during which a Vice-President reaches the age of 75 that person shall retire but shall be eligible for appointment or election as a Life Vice-President or a Life Member in accordance with Articles 50b and 50d. No person may be nominated or elected as a Vice-President unless he or she is a serving Member Council and has served for at least **15** years in aggregate. Only the Council can nominate persons to be Vice-Presidents. Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings **provided they have been appointed to at least one Standing Committee**. Vice-Presidents shall have such rights and privileges as the Board of Directors shall prescribe from time to time.

LIFE MEMBERS

- 50d. A Council Member who has, in Council's sole opinion, provided exceptional and distinguished service to the Association, **and has retired from service as a Divisional Representative**, shall be eligible to be appointed by Council as a Life Member. Life Members shall be entitled to receive notices of and attend all Council meetings. Life Members shall, on being appointed pursuant to this Article, be entitled to remain on the Council for the rest of their lives without the need to be re-appointed. Life Members shall have such rights and privileges as the Board of Directors shall prescribe from time to time.

FA REPRESENTATIVE

51. At the Council Meeting prior to every third annual general meeting, or as and when a vacancy arises, the Council shall elect, by poll in accordance with Article 30 and from within their number, an FA Representative. Such person shall be appointed for a three year term and upon such conditions as the Directors think fit. Any person so appointed may be removed at any time by the Council. Any casual vacancy arising in the office of FA Representative may be filled by the Council. No full-time employee of the Association may be appointed to this position.

POWERS OF THE COUNCIL

52. The Council has the power to appoint and remove the Directors in accordance with these Articles.
53. The Council has the power to regulate and manage all footballing matters referred to it including [without limitation] all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County.

PROCEEDINGS OF THE COUNCIL

54. Pursuant to Article 53, at the first Council meeting following the annual general meeting in each year the Directors may appoint such persons, whether or not Council Members, as they think fit to Standing Committees of the Council, to hold office until the first Council meeting following the next Annual General meeting:
55. The Directors may in their absolute discretion at any time amend or add to the list of Standing Committees and the Directors may at any time dispense with the need for any Standing Committee. The Directors may also amend the name of any Standing Committee at any time.
56. Each Standing Committee appointed in accordance with Articles 54 and 55 shall have a Chair. At the first Council meeting following the annual general meeting, Council shall decide which of their number shall Chair each of the Standing Committees. If appointing Members to Standing Committees the Directors shall decide who shall be the Secretary of each such Standing Committee. Each Standing Committee shall conduct its business in accordance with any terms of reference and standing orders set by the Council from time to time.
57. Council Members are entitled to attend all Council meetings and general meetings and, subject to the provisions of these Articles, are entitled to vote at such meetings **provided they have been appointed to at least one Standing Committee. Each Council Member shall have one vote.**
58. The Chief Executive on the request of any 10 Council Members, shall call a Council meeting. The notice shall be sent to all the Council Members individually. At least seven clear days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. The Council shall meet at least four times in each calendar year. No business shall be transacted at any meeting unless a quorum of **50% of eligible voting** Council Members **are** present.
59. The Council shall have the power to **publish codes** for the conduct of Council meetings and the Council may otherwise regulate their proceedings as they think fit. Council meetings shall be conducted in accordance with those **codes**.
60. Any Council Member who shall **be absent**, without sufficient reason **and** without the permission of the Council, from **60% of all meetings** of which he or she is a member, shall be deemed to have **immediately** resigned their membership of the Council.

DIRECTORS

61. Subject to Articles 6 and 53, the affairs of the Association shall be governed by the Directors who may authorise all such acts and the exercise of all such powers of the Association by the directors, on whom executive management powers are conferred as Directors, as may be required to give effect to the objects as described in **these Articles**, and which are not by statute required to be done or exercised by the Association in general meeting or by the Council.
62. In the absence of any expression to the contrary in the Articles, rules or any regulations, or **codes**, or decisions of the Directors, a matter shall be carried if supported by a simple majority of the Directors present and voting.

NUMBER OF DIRECTORS

63. Unless otherwise determined by ordinary resolution, the number of Directors shall be subject to a maximum of ten but shall be not less than three. **The quorum for the transaction of the business of the Directors shall be three.**

BOARD OF DIRECTORS

64. The Directors shall be:

- [i] the President;
- [ii] the Chair;
- [iii] the Deputy Chair;
- [iv] the Chief Executive / Company Secretary
- [v] up to three further persons elected by the Council.
- [vi] any person appointed by the Board of Directors in accordance with Article 73

ELECTIONS TO THE BOARD

65. At the first Council meeting following the annual general meeting in each year, the persons appointed as directors pursuant to Article 64[v] shall retire if their three year term has elapsed but shall be eligible for re-election. Elections of Directors to fill the places of those retiring shall be held pursuant to Articles 68 to 72.
66. Only Council Members are eligible for election as a Director and only Council Members may participate in the election of directors. The Company Secretary shall send, on request, to Council Members a nomination paper on or before such date as the Directors shall prescribe each year. Such nomination paper must be completed and returned to the Company Secretary not later than such date as the Directors shall prescribe each year.
67. Any Council Member may nominate another Council Member to be a director on the form provided, which must be seconded by another Council Member and signed by the candidate. Council Members may only nominate or second one candidate.
- 68. Not used.**
69. In the event that a ballot is necessary, such ballot shall take place at the first Council meeting following the annual general meeting in such manner as the Directors shall prescribe.
70. The requisite number of candidates recording the highest number of votes shall be declared elected at the first Council meeting following the annual general meeting to fill the vacancies that have arisen, such persons to serve for a period of three years.

DELEGATION OF DIRECTORS' POWERS

71. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by that person. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

72. Without prejudice to the provisions of section 168 of the Act, the Members may by ordinary resolution remove any Director before the expiration of his or her period of office, and may by an ordinary resolution appoint another suitably qualified person in his or her stead; but any person so appointed shall retain office so long only as the Director in whose place he or she is appointed would have held if he or she had not been removed.
73. The Directors may appoint a person, whether a Council Member or not [Article 64[vi]],

who is willing to act to be a Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors. A Director so appointed shall hold office for a period of three years.

74. If any Director is not re-appointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

75. The office of a director shall be vacated if that person:
- [a] ceases to be a Council Member, unless elected under Article 73;
 - [b] ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - [c] becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - [d] is, or may be, suffering from mental disorder and either:
 - [i] is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health [Scotland] Act 1960, or
 - [ii] an order is made by a court having jurisdiction [whether in the United Kingdom or elsewhere] in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
 - [e] resigns his or her office by notice to the Association; or
 - [f] shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Directors and the directors resolve that his or her office be vacated; or
 - [g] is suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association; or
 - [h] reaches the age of 75, but shall be eligible for re-election in accordance with Articles 65 and 66 but for a one year term only. He or she shall be eligible for re-election in accordance with Articles 65 and 66 in every subsequent year;
 - [i] is removed from office by a resolution duly passed pursuant to section 168 of the Act; or
 - [j] is removed from office by three quarters majority of Council Members present and voting at the Council meeting at which the resolution to remove is proposed.

DIRECTORS' AND COUNCIL MEMBERS' EXPENSES

76. The Directors and Council Members may be paid all reasonable travelling and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or other meetings of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise. The Association may also fund a Director's expenditure for the purposes permitted under the Act and may do anything to enable a Director to avoid incurring such expenditure as provided in the Act.

DIRECTORS' APPOINTMENTS AND INTERESTS

77. Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and may hold and be remunerated in respect of any office or place of profit [other than the office of auditor of the Association] under the Association and

he or she [or any firm of which he or she is a member] may act in a professional capacity for the Association and be remunerated and in any such case [save as otherwise agreed] he or she may retain for his or her own absolute use and benefit all profits and advantages accruing to the director in consequence of so acting.

78. [a] A Director must declare to the other Directors any situation of which he or she is aware in which he or she has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Association unless it relates to a contract, transaction or arrangement with the Association or the matter has been authorised by the Directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

[b] The Directors may [subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation] authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 81[a]. Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

[c] A Director shall not, by reason of his or her office, be accountable to the Association for any benefit which he or she derives from any matter where the conflict or potential conflict has been authorised by the Directors pursuant to Article 81[b] [subject in any such case to any limits or conditions to which such authorisation was subject].

79. [a] A Director who becomes aware that he or she is in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the Association must declare the nature and extent of that interest to the other Directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.

[b] Save as herein provided, or otherwise agreed in writing by all of the Directors, a Director shall not vote in respect of any contract, transaction or arrangement with the Association in which he or she has an interest which is to his or her knowledge a material interest otherwise than by virtue of being a member. A Director shall not be counted in the quorum at the meeting in relation to any resolution on which he or she is debarred from voting.

[c] Subject to the provisions of the Act and always to the provisions of Article 81 a Director shall [in the absence of some other material interest than is indicated below] be entitled to vote [and be counted in the quorum] in respect of any resolution concerning:

- [i] the giving of any security, guarantee or indemnity in respect of a debt or obligation of the Association or any subsidiary for which he himself or her herself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or
- [ii] any arrangement for the benefit of Directors or employees of the Association or Directors or employees of any subsidiary which does not award him or her any privilege or benefit not generally awarded to the other persons to whom such arrangement relates.

[d] If any question shall arise at any time as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his or her voluntarily agreeing to abstain from voting, such question shall be referred to the Chair of the meeting [or if the Director concerned is the Chair to the other Directors at the meeting] and the Chair's, or their, ruling [as the case may be] shall be final and conclusive except in a case where the nature or extent of the interests of such Director has not been fairly disclosed.

[e] Subject as otherwise provided in the Act or these Articles, a Director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and may hold and be remunerated in respect of any

office or place of profit [other than the office of auditor of the Association] under the Association and- [or any firm of which he or she is a member] may act in a professional capacity for the Association and be remunerated and in any such case [save as otherwise agreed]-he may retain for his or her own absolute use and benefit all profits and advantages accruing to him or her in consequence of so acting.

DIRECTORS' GRATUITIES AND PENSIONS

80. The Directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his or her family [*including a spouse and a former spouse*] or any person who is or was dependent on that director, and may [as well before as after he or she ceases to hold such office or employment] contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

81. The President, Chair, Deputy Chair and Chief Executive shall be members of all Standing Committees ex officio and are entitled to receive notice of all meetings of Standing Committees and sub-groups and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.
82. The Company Secretary [if different from the Chief Executive] shall be entitled to receive notice of all general meetings, all meetings of the Council, all meetings of the Standing Committees and all Directors' meetings and shall be entitled to attend and speak at such meetings but shall not be entitled to vote at such meetings.
83. The Directors shall regularly report to the Council on all their activities.
84. The Board may at its discretion, award honoraria to such persons as it thinks fit.
85. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
86. Any Director may participate in a meeting of the Board, or of a committee of Directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chair of the meeting is.
87. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally.
88. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling Council meetings, filling vacancies or of calling a general meeting.
89. The Chair shall be the Chair of the Board of Directors. Unless he or she is unwilling to

do so, the Chair shall preside at every meeting of Directors at which he or she is present. But if there is no person holding that Office, or if the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Deputy Chair shall preside. If there is no Deputy Chair or if he or she is unwilling to preside, or if he or she is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting.

90. All acts carried out by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
91. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a Committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or [as the case may be] a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
92. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association.
93. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
94. The Association may by ordinary resolution suspend or relax to any extent, in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of Directors or of a committee of Directors.
95. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each Director separately and [provided he or she is not for another reason precluded from voting] each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.

COMPANY SECRETARY

96. The Directors shall decide who shall be appointed as the Company Secretary for such term and upon such conditions as they think fit. Any person so appointed may be removed by the Directors at any time. The Directors may fill any casual vacancy in the position of County Secretary. The Company Secretary and Chief Executive may be the same person.
97. If a question arises at a meeting of Directors or of a committee of directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and his or her ruling in relation to any Director other than himself or herself shall be final and conclusive.

MINUTES OF COUNCIL STANDING COMMITTEES AD-HOC COMMITTEES AND ADVISORY GROUPS

98. The Council Members shall cause minutes to be recorded and kept for:
 - All meetings of Council

- All meetings of Standing Committees
- All meetings of ad-hoc Committees
- All meetings of Advisory Groups

and these shall be presented at each Council Meeting following the meeting.

CHIEF EXECUTIVE

99. Subject to the provisions of the Act, the Chief Executive shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any person so appointed may be removed by them. The Chief Executive shall be entitled to attend all meetings of the Board of Directors, Council standing committees, advisory groups and ad-hoc committees' and shall be entitled to speak and vote at such meetings.

MINUTES OF BOARD MEETINGS

100. The Directors shall cause minutes to be made in books kept for the purpose:
- [a] of all appointments made by the Directors; and
 - [b] of all proceedings at meetings of the Association, which shall include without limitation of the Directors, and of committees of Directors, including the names of the directors present at each such meeting. Any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

THE SEAL

101. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

ACCOUNTS

102. The Directors shall cause accounting records of the Association to be kept in accordance with section 386 of the Act and any regulations made pursuant thereto [or as the same may be hereafter amended or altered]. No member shall [as such] have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

103. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
104. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be received shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
105. A member present at any meeting of the Association shall be deemed to have received

notice of the meeting and, where requisite, of the purposes for which it was called.

106. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

DISSOLUTION

107. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the Members of the Association equally.

RULES

108. The Association and its Members shall be bound by and subject to and shall act in accordance with the Rules and the Rules of The Football Association and any regulations, standing orders, decisions, rulings or other findings or orders of any nature made pursuant to the Rules or the Rules of The Football Association. In the case of any difference between provisions under these Articles, the Rules and the Rules of The Football Association, the Rules of The Football Association and any provisions made pursuant to them shall take precedence.

INDEMNITY

109. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

ALTERATIONS TO THE ARTICLES

110. Any proposal to alter the Articles not being such as by statute requires a special resolution or to wind-up the Association shall require the approval of the Association in general meeting and the same may be passed or approved by a resolution of the Association passed by a majority of not less than three-quarters [3/4] of the Members of the Association for the time being entitled to vote who may be present in person in accordance with the Act and [in the case of a winding-up] in accordance with the provisions of the Insolvency Act 1986 [as amended from time to time].
111. The Football Association shall, if invited by the directors to the meeting, have, all the rights of a member of the company in relation to receiving notice of, and attending and speaking at general meetings and to receiving minutes of general meetings but shall have no right to vote at general meetings.

RULES, CODES AND BYE-LAWS

112. The Directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.
113. The Council has the power to make, repeal and amend regulations for the sanction and control of leagues and Competitions, regulations for disciplinary proceedings of players and members, and regulations relating to referees.

114. Any such rules made pursuant to Articles 112 and 113 must be consistent with, and subject to, the Rules of The Football Association.

OBJECTS

115. The objects for which the Association is established are:

- [1] to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Bedfordshire Football Association and to indemnify Bedfordshire Football Association, its officers, members, members of its Council and any committees and its employees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Bedfordshire Football Association and in respect of all liabilities, obligations and commitments [whether legally binding or not] of Bedfordshire Football Association and also in respect of the costs and expenses and outgoings arising from or attributable to the transfer of assets and undertaking;
- [2] to promote, foster, develop and support the game of Association Football ["the game"] in every way, without discrimination, and to take all steps as shall be thought necessary or advisable for preventing infringements of the Laws of the Game as they apply from time to time, or any improper methods or practices in the game, and for protecting the game from abuses;
- [3] to make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of the game or otherwise within such area as shall be determined from time to time by The Football Association Limited ["the County"], and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye-laws and conditions;
- [4] to promote, foster, develop and support the principle of fair play in the game by encouraging everyone involved in the game to show respect to each other and to behave in a sporting manner both on and off the field of play;
- [5] to promote, foster, develop and support organisations designed in any way to promote, foster, develop and support the game, including playing the game, the training and regulation of players, coaches and referees, the promotion of sportsmanship, the promotion of security in relation to spectating and the advancement of science and medicine as they apply to the game, and in any way in relation to all other aspects of the game, including by subscribing for shares, loan stock, warrants and other instruments in such organisations, or becoming involved as a member or affiliate of such organisations, or facilitating the drafting and adoption of the constitution or memorandum and articles of association of such organisations or by making payments by way of grant or otherwise to such organisations;
- [6] to maintain, continue and provide for the affiliation and registration of competitions, clubs and other organisations for promoting or playing the game, and to take over and continue any present registers of such kept by the Bedfordshire Football Association;
- [7] to maintain, continue and provide for the affiliation and registration of players, referees, coaches and others involved in the game and to take over and continue any present registers of such as kept by Bedfordshire Football Association;

- [8] to take over and continue with such variations as from time to time may be decided all the rules, registers, books, accounts, regulations, bye-laws, conditions and other documents of Bedfordshire Football Association;
- [9] to promote, provide for, regulate and manage competitions and matches, in the County or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to such promotion, provision, regulation or management, including for the comfort, conduct, conveyance, convenience or benefit of players and of the public, and of any other persons concerned or engaged in such competitions or matches;
- [10] to accept, take over, or otherwise acquire all cups, shields and other prizes of or relating to Bedfordshire Football Association and to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any of the same;
- [11] to provide for representation at general meetings and on the Council of The Football Association of persons involved in the game within the County by such means and in such manner as shall be determined from time to time under the rules, regulations or bye-laws, conditions or articles of the Association;
- [12] to provide for, make and vary all such rules, regulations and bye-laws as they relate to persons involved in the game in the County from time to time;
- [13] to provide by rules, regulations, conditions, bye-laws, or otherwise, for deciding and settling all differences that may arise between associations, clubs, competitions, players or any persons who are members of or who are employed or engaged by any such association, competition or club, or any other person in reference to due compliance with the Laws of the Game, [as from time to time prescribed by The Football Association] or the rules, regulations, conditions or bye-laws of the Association or of The Football Association, or in reference to contracts, or to any other matter of dispute or difference arising between such, or persons, or any of them, and whether the Association is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as shall be thought proper;
- [14] to co-operate with or assist any association or club or competition or other person involved in the game in any way which the Association shall think proper, and to enter into or adopt any agreement or arrangements with such;
- [15] to co-operate with The Football Association Limited in all matters relating to the game, including compliance with the Rules of The Football Association Limited and the rules and regulations of any body to which The Football Association Limited is affiliated;
- [16] to adopt and carry out all such rules and regulations, conditions, bye-laws, agreements and arrangements of The Football Association Limited, as are now in existence and from time to time, and to comply with or to enforce the due compliance with the same unless and until the same shall have been duly varied in accordance with the terms thereof;
- [17] to acquire, lay out, improve, hold, use or turn to account in any way football grounds or other athletic or sports grounds, together with pavilions, buildings, erections and easements, facilities and all fixtures, fittings and accessories as shall be thought advisable;
- [18] to print and publish any newspapers, periodicals, books, articles or leaflets;

- [19] to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons whether on a full-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association;
- [20] to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- [21] to undertake and execute charitable trusts and to act as trustee for any association, competition, club or other organisation, and as such trustee to hold any real or personal property upon such trusts and with and subject to such powers and provisions as shall be thought fit;
- [22] to subscribe out of the funds of the Association to any fund, company, society, club or institution, charitable or otherwise, and in such manner as shall be thought fit;
- [23] to amalgamate or co-operate with any companies, institutions, societies, associations, clubs or other bodies having all or any of their objects similar to or compatible with any of the objects of the Association;
- [24] to carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges [including the whole or part of the business, property or liabilities of any other person or association] as may directly or indirectly advance the interests of the Association and to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking;
- [25] to carry on any other trade or business which can be advantageously carried on in connection with or ancillary to any of the above-mentioned businesses or as may directly or indirectly advance the interests of the Association;
- [26] to apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the intellectual property rights or information so acquired and to experiment with any such rights which the Association may propose to acquire;
- [27] to invest and deal with the moneys of the Association not immediately required in any manner and hold and deal with any investment so made and to delegate the exercise of this power upon such terms and with such remuneration as the Association shall think fit to professional investment managers;
- [28] to pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, loans, compensations or other awards or benefits, and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts, whether to or for the benefit of present employees of the Association or of the Bedfordshire Football Association or of any association which is a subsidiary association of the Association or is allied to or associated with or affiliated to or in membership of the Association or with any such subsidiary association, or to or for the benefit of persons presently or formerly involved in the game as a player or referee or assistant referee or otherwise, or to or for or for the benefit of persons who are or were

related to or connected with or dependants of any such persons, or otherwise as may be thought directly or indirectly to advance the interests of the Association;

- [29] to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments and to operate bank accounts;
- [30] to act as agents, brokers or trustees, and to enter into such arrangements [whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise] with other persons or associations as may be thought to advance the interests of the Association and to vest any property of the Association in any person or association on behalf of the Association and with or without any declaration of trust in favour of the Association;
- [31] to apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Association to carry any of its objects into effect or for extending any of the powers of the Association or for effecting any modification of the constitution of the Association or for any other purpose which may be thought expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Association;
- [32] to sell, lease, mortgage, dispose of, grant rights over or otherwise deal with the whole or any part of the undertaking, property or assets of the Association on such terms as may be thought fit and to execute any document and do all such acts and things which may be needed for the efficient management, development and administration of such property and assets;
- [33] to pay for any rights or property acquired by the Association and to remunerate any person or association, whether by cash payment or by any other method that may be thought fit;
- [34] to establish or promote associations and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on all or any of the shares, debentures, debenture stock or other securities or obligations of any association, company or undertaking and to pay or provide for brokerage, commission and underwriting in respect of any such issue on such terms as may be thought fit;
- [35] to co-ordinate, finance and manage all or any part of the operations of any association which is a subsidiary association of or otherwise under the control of the Association and generally to carry on the business of a holding Association;
- [36] to carry on through any subsidiary or associated association any activities which the Association is authorised to carry on and to make any arrangements whatsoever with such association [including any arrangements for taking the profits or bearing the losses of any such activities] as may be thought fit;
- [37] to raise or borrow money for the objects of the Association in such manner as may be thought fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Association's undertaking, property and assets [whether present or future], for such

purposes and in such circumstances and on such terms and conditions as may be thought fit;

- [38] to lend or advance money and to give credit and to enter [whether gratuitously or otherwise] into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or association, in such circumstances and on such terms and conditions as may be thought fit;
- [39] to effect insurances against risk of loss to the Association, or against risk or accident to any servants of the Association in the course of their employment by the Association or to any persons while participating in any way in the game or in connection with promoting, fostering or developing the game, and to pay premiums on any such insurance;
- [40] to pay out of funds of the Association or agree to pay all or any of the promotion, formation and registration expenses of the Association;
- [41] to make any donations in cash or assets or establish or aid in the establishment of or contribute to or support any public, general, political, charitable, benevolent or useful object which is thought to be in the interests of the Association or its members to contribute to or to support;
- [42] to do all or any of the things stated in this Clause C within the boundaries of the County whether as principal, agent or trustee or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise;
- [43] to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Clause C.

116. The objects stated in each part of Article 115 shall not be restrictively construed but shall be given the widest interpretation. In Article 115, the word "association" shall, except where used to refer to the Association, mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the objects stated in Article 115, shall be limited by, or be deemed subsidiary or auxiliary to, any other object stated in Article 115.

MEMBERS' LIABILITY AND APPLICATION OF PROPERTY

117. The liability of the Members is limited.
118. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Association save that the provisions of Article 121 shall apply on the winding-up or dissolution of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:
- a] of reasonable and proper remuneration to any Director, Member, Officer, Servant or consultant of the Association for any services rendered to the Association and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such director, member, officer, servant or consultant of the Association;

- b] to any Director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or her or his or her firm when instructed by the other directors to act in that capacity on behalf of the Association;
 - c] of interest on money lent by a member of the Association or its Directors at a commercial rate of interest;
 - d] to any Director of reasonable and proper out-of-pocket expenses or other costs as permitted further to Article 76;
 - e] of reasonable and proper rent for premises demised or let by any member of the Association or by any Director;
 - f] of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors [or any of them] in relation to the Association.
119. Every member of the Association undertakes to contribute such amount as may be required [not exceeding £10] to the Association's assets if it should be wound-up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Association's debts and liabilities contracted before he or she ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves.
120. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the Members of the Association equally.

APPENDIX A

List of Divisions:

DIVISION 1: Bedfordshire Senior Clubs

DIVISION 2: Bedfordshire County Football League

DIVISION 3: Bedford and District Sunday League

DIVISION 4: Leighton and District Sunday League

DIVISION 5: North Home Counties Sunday Football League

DIVISION 6: Bedfordshire FA Girls League

DIVISION 7: Bedfordshire Saturday Youth

DIVISION 8: Chiltern Youth Sunday Youth

DIVISION 9: Chiltern Juniors Sevens Youth League

DIVISION 10: Bedfordshire Mini Soccer League

DIVISION 11: North Bedfordshire Clubs [as listed by The Directors]

DIVISION 12: Central Bedfordshire Clubs [as listed by The Directors]

DIVISION 13: South Bedfordshire Clubs [as listed by The Directors]

January 2019