



EGM - CHANGES TO THE ARTICLES OF ASSOCIATION [EGM 1 JULY 2021]



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[EGM 1 JULY 2021]



29 February 2024



19:00 GMT Europe/London



EGM to consider the changes to the Articles of Association [EGM 1 July 2021] version.



AGENDA

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1. NOTICE OF MEETING

 Standing item  Chair  7.00pm

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Birmingham County Football Association Limited will take place as follows:

Date: Thursday, 29 February 2024

Venue:

Online by way of MS TEAMS

Meeting Link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_MWM1ZGY3NzAtNTgzNy00ZDQ2LTkxMjgt-ODUxMTY5MmQ4ODAz%40thread.v2/0?context=%7b%22Tid%22%3a%2245c92590-ccc6-46f9-80ff-9-fc8d9edde39%22%2c%22Oid%22%3a%22dae475a3-8726-4613-a55d-bcc48e54028b%22%7d

Time: 7.00pm



FOR ALL

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Birmingham County Football Association Limited will take place as follows:

Date: Thursday, 29 February 2024

Venue: Online by way of MS TEAMS

MS TEAMS: Meeting Link - https://teams.microsoft.com/l/meetup-join/19%3ameeting_MWM1ZGY3NzAtNTgzNy00ZDQ2LTkxMjgtODUxMTY5MmQ4ODAz%40thread.v2/0?context=%7b%22Tid%22%3a%2245c92590-ccc6-46f9-80ff-9fc8d9edde39%22%2c%22Oid%22%3a%22dae475a3-8726-4613-a55d-bcc48e54028b%22%7d

Time: 7.00pm

Agenda:

1. To adopt by way of Special Resolution the Board of Directors proposed changes to the Articles of Association of Birmingham County Football Association [EGM 1 July 2021] as detailed in the Meeting Pack and circulated to all Members of the Association.
2. **Article of Association 13 – Chairing of Directors Meeting**
3. **Article of Association 16 – Methods of Appointing Directors**
4. **Article of Association 27 – Quorum for General Meetings**

Signed on behalf of the Board of Directors

David J Nixon
Board Secretary

2. TO ADOPT BY WAY OF SPECIAL RESOLUTION THE BOARD OF DIRECTORS PROPOSED CHANGES TO THE ARTICLES OF ASSOCIATION OF BIRMINGHAM COUNTY FOOTBALL ASSOCIATION [EGM 1 JULY 2021] AS DETAILED IN THE MEETING PACK AND CIRCULATED TO ALL MEMBERS OF THE ASSOCIATION.

● Decision Item



Proposed Changes to the Articles of Association [EGM 1 July 2021]

The Board of Directors is proposing the following changes to the Articles of Association [EGM 1 July 2021] by way of Special Resolution at an Extraordinary General Meeting called for this purpose and to be held on **Thursday, 29 February 2024 at 7.00pm.**

Article of Association 13 – Chairing of Directors Meeting

Current:

13.1 The members may appoint a director to chair directors' meetings (the "chairman"). The chairman shall not be the chief executive officer of the Association (or any equivalent office holder).

Proposed:

13.1 The members **must** appoint a director to chair directors' meetings (the "chairman"). The chairman shall not be the chief executive officer of the Association (or any equivalent office holder).

Reason:

In accordance with The FA's Code of Governance for County Football Associations, the Board of Directors "must" appoint a chair.

Article of Association 16 – Methods of Appointing Directors

Current:

- 16.1 Save as otherwise provided in the Articles, the directors of the Association shall be:
- 16.1.1 Such persons as the Association may by ordinary resolution appoint who are willing to act to as a director.
 - 16.1.2 Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors.
 - 16.1.3 The Chief Executive Officer

Proposed:

- 16.1 Save as otherwise provided in the Articles, the directors of the Association shall be:
- 16.1.1 Such persons as the Association may by ordinary resolution appoint who are willing to act to as a director.
 - 16.1.2 Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors.
 - 16.1.3 The Chief Executive Officer (*Ex-Officio*)
 - 16.1.4 **The Football Development Manager, or their equivalent (Ex-Officio)**
 - 16.1.5 **The Football Services Manager, or their equivalent (Ex-Officio)**

Reason:

As from 1 July 2022, the Football Development Manager and the Football Services Manager, or their equivalents, were appointed as Ex-Officio Directors of Birmingham County Football Association Limited. In accordance with The FA's Code of Governance for County Football Associations, the method of appointing these Ex-Officio Directors, along with the Chief Executive Officer, are required to be recorded in the Articles of Association.

Article of Association 27 – Quorum for General Meetings**Current:**

27.1 If the Association only has one [1] member that member shall be a quorum. In any other case twenty-five [25] members entitled to vote upon the business to be transacted shall be a quorum. A proxy or an authorised representative of a member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Proposed:

27.1 If the Association only has one [1] member that member shall be a quorum. In any other case **two [2]** members entitled to vote upon the business to be transacted shall be a quorum. A proxy or an authorised representative of a member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Reason:

Since the adoption of the Articles of Association in 2021, the Annual General Meeting of the Association has, in the first instance, been adjourned by the Chair to a later date as no quorum was formed. This has stifled the Executive from managing the affairs of the Association. The proposed change is in accordance with the Companies Act 2006 and will ensure that the business is not hindered by the memberships, non-mandatory, attendance at the Annual General Meeting. The business transacted at the Annual General Meeting is by ordinary resolution, one member, one vote, by majority.

Signed on behalf of the Board of Directors



David J Nixon
Board Secretary

2.1 ARTICLE OF ASSOCIATION 13 - CHAIRING OF DIRECTORS MEETING

● Decision Item

Current:

13.1 The members may appoint a director to chair directors' meetings (the "chairman"). The chairman shall not be the chief executive officer of the Association (or any equivalent office holder).

Proposed:

13.1 The members must appoint a director to chair directors' meetings (the "chairman"). The chairman shall not be the chief executive officer of the Association (or any equivalent office holder).

2.2 ARTICLE OF ASSOCIATION 16 - METHODS OF APPOINTING DIRECTORS

● Decision Item

Current:

16.1 Save as otherwise provided in the Articles, the directors of the Association shall be:

16.1.1 Such persons as the Association may by ordinary resolution appoint who are willing to act to as a director.

16.1.2 Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors.

16.1.3 The Chief Executive Officer

Proposed:

16.1 Save as otherwise provided in the Articles, the directors of the Association shall be:

16.1.1 Such persons as the Association may by ordinary resolution appoint who are willing to act to as a director.

16.1.2 Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors.

16.1.3 The Chief Executive Officer (Ex-Officio)

16.1.4 The Football Development Manager, or their equivalent (Ex-Officio)

16.1.5 The Football Services Manager, or their equivalent (Ex-Officio)

2.3 ARTICLE OF ASSOCIATION 27 - QUORUM FOR GENERAL MEETINGS

● Decision Item

Current:

27.1 If the Association only has one [1] member that member shall be a quorum. In any other case twenty-five [25] members entitled to vote upon the business to be transacted shall be a quorum. A proxy or an authorised representative of a member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Proposed:

27.1 If the Association only has one [1] member that member shall be a quorum. In any other case two [2] members entitled to vote upon the business to be transacted shall be a quorum. A proxy or an authorised representative of a member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

VOTING

☐ Other

Votes for each of the proposed changes to the Articles shall be cast by way of the online Voting Form which can be accessed here:

https://forms.office.com/Pages/ResponsePage.aspx?id=kCXJRcbM-UaA_5_I2e3eOXzAjo9Z4sVPnMC-TD5ucaIBUOU43R1lwUDZIUKI4UThDSjY2NkcyMFBWMy4u

The vote is now open and the vote closes at 23.59 on Tuesday, 27 February 2024.

Any un-retuned Voting Forms will be considered as "APPOINT CHAIR AS PROXY TO CAST THIS MEMBERS VOTES AS THEY SEE FIT".