

THE COMPANIES (GUERNSEY) LAWS, 1994 and 1996 as amended

AND

THE GUARANTEE COMPANIES ORDINANCE 1997

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

**THE GUERNSEY FOOTBALL ASSOCIATION LBG**

Sent to Members on 7<sup>th</sup> April 2023

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**INTERPRETATION**

- 1) In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

Affiliated Association	means an association of Affiliated clubs, societies, associations and leagues which the Board of Directors have accepted may affiliate to the Association;
Affiliated Club	means a football club which the Board of Directors have accepted may affiliate to the Association;
Affiliated League	means a league of Affiliated Clubs which the Board of Directors have accepted may affiliate to the Association;
Articles	means these Articles of Association;
Associate Member	means a person which the Board of Directors have resolved may be an associate member of the Association;
Association	means The Guernsey Football Association LBG;
Bailiwick	means the Bailiwick of Guernsey as determined in accordance with Clause 3(3) of the Memorandum of Association;
Chairman	means the person appointed from time to time to be the Chairman of the Association in accordance with Article 56;
Chief Executive Officer	means the person appointed from time to time to be the Chief Executive Officer of the Association in accordance with Article 56;

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;
Combination	means a combination of Affiliated Clubs which the Board of Directors have accepted may affiliate to the Association;
Company Secretary	means the Company Secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association, including a joint, assistant or deputy secretary;
Competitions	means a competition of Affiliated Clubs which the Board of Directors have accepted may affiliate to the Association;
the Directors	means the Directors of the Association for the purposes of the Statutes as appointed from time to time under these Articles, the Directors assembled as a board or a committee of the board;
Division, District, Group	means a division, district, or group of Affiliated Clubs, Affiliated Associations, Combinations, Competitions and Affiliated Leagues in such geographical area as is determined by the directors;
executed	includes any mode of execution;
Finance Director	means the person appointed from time to time to be the Finance Director of the Association in accordance with Article 56;
Honorary Members	means the persons appointed from time to time to be the honorary members of the Association in accordance with Article 46;
Independent	means a person who is free from any close connection to the Association and who, from the perspective of an objective outsider, would be viewed as independent, in accordance with such guidance or Code of Governance from time to time issued by the Football Association;
Inter insular Delegates	Means the persons appointed from time to time to be the Association's delegates on the Channel Island Inter Insular Committee.
Laws of the Game	means the laws of Association football as settled by the Federation Internationale de Football Associations ("FIFA"), or its successors in title, from time to time;
Members	means those Affiliated Clubs, Affiliated Leagues, Affiliated Associations, Competitions, Combinations, and individuals admitted into membership of the Association in accordance with Articles 2) to 9;

Membership Rules	means the membership rules of the Association created and amended from time to time pursuant to Article 5;
office	means the registered office of the Association;
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;
Senior Independent Director	means the person elected to that office under Article 56 and who shall act as a sounding board for the Chairman, serve as an intermediary for the other directors when necessary and lead on the process of appraising the performance of the Chairman;
Senior Men's League Structure	Means the men's senior football leagues in the Bailiwick of Guernsey currently known as the Priaulx League, Jackson League and Railway League (with or without sponsorship) as organised by the Association, and as may be amended from time to time.
Senior Women's League Structure	Means the women's football league in the Bailiwick of Guernsey currently known as the Women's League (with or without sponsorship) as organised by the Association, and as may be amended from time to time.
The Football Association	means The Football Association Limited of 25 Soho Square, London, W1D 4FA
United Kingdom	means Great Britain and Northern Ireland
Vice Chairman	Means the person elected from time to time to be the Vice Chairman of the Association appointed in accordance with the provisions of these Articles
Youth League Structure	Means the football leagues in the Bailiwick of Guernsey, which cater for male and female players between the ages of 12 and 18 as at 31 August each year, Currently the Youth 1 League, Youth 2 League and Youth 3 League (with or without sponsorship ) as organised by the Association, and as may be amended from time to time.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies (Guernsey) Law, 2008.

References in 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; words denoting the masculine gender include the feminine gender; 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 constitution of these Articles.

A reference to the Companies (Guernsey) Law, 2008, includes a reference to that Law as amended, extended or replaced,

## **MEMBERS OF THE ASSOCIATION**

- 2) The subscribers to the Memorandum of Association of the Association, the members as at the date of incorporation of the unincorporated association known as the Guernsey Football Association and such other persons as are admitted to membership by the Directors 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 Directors require executed by him. For the purposes of registration the number of members is declared to be unlimited.
- 3) A member may withdraw from membership of the Association by giving 14 days clear notice to the Association at its registered office. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules as amended from time to time.
- 4) The Directors shall at their discretion admit such members from time to time as they think fit.
- 5) The Members, in General Meeting, 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) The Members in General Meeting may from time to time propose amendments, variations and revocations of those Membership Rules. Such amendments, variations and revocations will only be effectively passed by a vote of a simple majority of all the members present and voting at a general meeting.
- 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.
- 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 his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, 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, he shall thereupon cease to be a member and his name shall be erased from the register of members.
- 9) The members shall pay any subscription or affiliation fees set by the Members in General Meeting. Any member whose subscription or affiliation fee is more than 6 months in arrears shall be deemed to have resigned his membership of the Association.

## **GENERAL MEETINGS**

- 10) An Annual General Meeting shall be held on a date to be fixed by the Directors during June each year. The Directors shall give the members at least fifty days notice of the date of the Annual General Meeting. Any proposed amendments to the Memorandum and Articles of Association and / or Rules and Bye Laws shall be delivered in writing to the Company Secretary not less than twenty one days before the day of the Annual General Meeting. The Company Secretary shall ensure that all members shall be provided with an Agenda for the meeting together with the details of any proposals, to be tabled at the Annual General Meeting, at least ten days prior to the date of the meeting.
- 11) A Special General Meeting shall be convened by the Company Secretary either upon the authority of the Directors or upon a requisition signed by at least six members.

- 12) A requisition shall state the precise object for which the meeting is required and shall be accompanied by a sum of £25.00 which shall be forfeited if the object of the requisition is not granted.
- 13) A Special General Meeting shall be held as soon as reasonably possible after the receipt by the Company Secretary of the direction by the Directors or the receipt of the requisition, by way of notice to the members of at least 10 clear days.
- 14) Representatives (duly appointed by the members under their own separate rules or constitution) shall be entitled to attend a General Meeting and to have a voice on all matters. In addition any member which is a club taking part in the league competitions under direct management of the Association may be represented by a further two Representatives (ie a maximum of three in total for any such club) who shall have a voice on all matters.
- 15) Salaried Officers of the Association may attend in an advisory and consultative capacity and have a voice on all matters in such capacity.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 16) The Chairman shall have an original vote and a casting vote.
- 17) Each Director shall have one vote.
- 18) Each member club that takes part in league competitions under the direct management of the Association shall be allotted one vote per league structure that the club participated in the previous season ie one vote for each of the Senior Men's League Structure, the Senior Women's League Structure and the Youth League Structure and therefore a maximum of three votes.
- 19) Votes attaching under these Articles shall be exercised by the member of the Association or their duly appointed representative.
- 20) All other members shall each be entitled to one vote.
- 21) A Representative of the GFA Disciplinary Committee and the County Child Protection Officer shall be entitled to attend and have voice on all matters.
- 22) At the Annual General Meeting, the Directors in accordance with Articles 53 to 55, Inter Insular Delegates, the members of the Disciplinary Committee, and (except where a Waiver Resolution is or has been passed in accordance with Article 83) Auditors shall be elected. Those in office shall be eligible for re-election without nomination in writing but names of new candidates duly proposed and seconded shall be delivered in writing to the Company Secretary not less than twenty one days before the day of the Annual General Meeting.
- 23) Where there is more than one candidate for any vacancy, no candidate shall be declared elected unless he has secured a simple majority of the votes recorded.
- 24) All contested elections shall require a secret ballot. Where more than one ballot becomes necessary the candidate with the lesser or least number of votes shall be eliminated from the next ballot.

25) The matters to be discussed at an Annual General Meeting shall be taken in the following order:-

- a) Roll Call.
- b) Minutes of previous Annual General Meeting.
- c) Chairman's Report
- d) Company Secretary's Report
- e) Finance Director's Report
- f) Auditors' Report (if any) and adoption of accounts.
- g) Alterations to Memorandum and Articles of Association and Rules and Bye Laws.
- h) Elections.
- i) Any other regular business accepted by the Chairman

26) Retiring officials or any person not re-elected to office shall not vacate office until the conclusion of the Annual General Meeting.

27) The Chairman of the Annual General Meeting shall accept no substantive amendments to propositions to alter these Memorandum and Articles of Association, nor further nominations for vacant positions. Any vacancy not filled at the Annual General Meeting shall be dealt with by Directors as soon as possible and the name of any appointee notified to the Members with 7 days.

28) Alterations to the Memorandum and Articles of Association passed at the Annual General Meeting shall be effective forthwith. Any adjustment to entry fees or other sums specified in the Rules of the Association shall also be immediately effective and any increase shall be paid to the Finance Director within one calendar month of the Annual General Meeting having been held.

29) The quorum for conduct of business at an Annual General Meeting or Special General Meeting shall be the representatives of at least 5 Members for the time being and 3 Directors entitled to attend and vote at any such meeting.

#### **POWERS OF THE DIRECTORS**

30) The Directors shall have power to exclude any club (affiliated or otherwise) from taking part in one or all of its competitions.

31) The Directors shall have the power to order the playing of any match which it may deem necessary for the funds of the Association.

32) The Directors shall have power to appoint such officers of the Association as they deem necessary and to fix the terms and conditions of employment of such officers.

33) Officers appointed under Article 32 shall hold office until otherwise decided by the Directors.

#### **DUTIES OF THE COMPANY SECRETARY**

34) The Company Secretary shall give notice of and attend all general meetings of the Association and keep a regular minute of all that is done in and for the Association and shall keep a register of all Members and Affiliated Clubs.

35) He shall prepare all notices and cause them to be delivered in due time, and have charge of the books of the Association.

36) All company related communications of the Association shall be dealt with by the Company Secretary who shall bring them to the notice of the Directors where appropriate.

37) With the consent and approval of Directors he may nominate Assistants to cover various areas of administrative responsibility and may delegate any responsibility conferred upon him under the provisions of these Articles of Association.

## **DUTIES OF THE FINANCE DIRECTOR**

- 38) The Finance Director shall attend all meetings of the Association.
- 39) He shall make all arrangements for the collection of gate monies which are due to the Association and shall be empowered to make necessary disbursements therefrom.
- 40) All cheques or payment instructions shall be signed by any two Directors or any one Director and an authorised signatory of the Association as determined by the Board of Directors from time to time.
- 41) He shall take charge of the funds of the Association and lodge receipts promptly with a recognised bank approved by the Directors.
- 42) He shall keep proper books of account, which shall be available for inspection at any meeting of the Association.
- 43) He shall produce or have produced an Income and Expenditure Account and a Balance Sheet made up for the year ended 30 June annually. These accounts shall be laid before the Annual General Meeting for approval and a copy of these accounts shall be forwarded to each Member not later than 10 days before the Annual General Meeting.
- 44) With the consent and approval of Directors he may nominate assistants to cover various areas of financial responsibility and may delegate any responsibilities conferred on him under the provisions of the Association Rules to an Officer appointed by the Directors
- 45) The Members in General Meeting shall fix the remuneration of the Finance Director annually.

## **HONORARY MEMBERS**

- 46) Up to two persons may be appointed at any time by the Members in General Meeting as Honorary Members. Honorary Members are entitled to receive notice of and attend General meetings but do not have a vote thereat.

## **DIRECTORS**

- 47) Subject to the provisions of these Articles, 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 the provisions of the Memorandum of Association, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting.
- 48) In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the directors, a matter shall be carried if supported by a simple majority of the directors present and voting.
- 49) The majority of the Directors must be ordinarily resident in Guernsey or Alderney.
- 50) Each member of the Board of Directors shall:
  - (a) be a person of integrity and probity who has suitable and appropriate skills and experience,
  - (b) have a duty to act in good faith at all times and a general duty of care,
  - (c) (without prejudice to the exercise of such other duties arising by way of statute or otherwise) have a duty to act only in accordance with the powers conferred under these Articles,
  - (d) have a duty to ensure that there are measures in place to enable the Association to achieve its purpose and objectives effectively, to fulfil its other obligations under the Memorandum and Articles and to discharge any legal obligations to which the Association is subject,



- (e) have a duty to review from time to time the activities of the Association, as well as its own performance, to ensure that the Association continues to achieve, fulfil and discharge the matters referred to in paragraph (d) of this Article, and
- (f) have a duty to take all reasonable measures with the objective of ensuring that the financial position of the Association is satisfactory and prudent for the purpose and objectives of the Association.

## **NUMBER OF DIRECTORS**

- 51) Unless otherwise determined by ordinary resolution, the number of Directors shall be subject to a maximum 10 but shall be not less than 4 and no less than one third of the Directors from time to time shall be independent.

## **BOARD OF DIRECTORS**

- 52) The directors shall be:

- (a) the Chairman;
- (b) the Senior Independent Director;
- (c) the Finance Director;
- (d) the Chief Executive Officer;
- (e) up to six further persons who may be nominated and elected by the Members in General Meeting from time to time, and
- (f) such other persons as the Directors may from time to time co-opt to the Board 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,

and (subject to absence due to illness, holiday or other good cause) meetings of the Board of Directors shall be attended by the Chairman, the Finance Director and the Company Secretary or such other Directors to whom the functions of those offices may from time to time, with the consent and approval of the Board, have been delegated by the holders of the respective offices.

## **ELECTIONS TO THE BOARD**

- 53) At the Annual General Meeting elections shall be held to elect directors in place of those retiring pursuant to Article 55.
- 54) Any member may nominate another person for the position of Director. Any nomination must be seconded by another member and signed by the nominee. Any member may only nominate or second one candidate and second one other candidate.
- 55) The requisite number of candidates recording the highest number of votes shall be declared elected to fill the vacancies that have arisen, such persons to serve for terms of office determined as follows:
- (a) Subject to Article 55(c), at the third annual general meeting following the date of his or her appointment, a Director shall retire from office and may offer himself or herself for re-appointment by the members. Directors shall not be entitled to offer themselves for re-appointment at more than two annual general meetings at which they are eligible for re-appointment in accordance with this Article, provided that:
    - (i) a Director may stand for further re-election and serve for a period of up to twelve years from the date of his first appointment as a Director if he is appointed as Chairman during his term of office as a Director; and
    - (ii) the Board may in exceptional circumstances permit a Director to hold office for a period up to a further year beyond the date on which he would otherwise have retired without being eligible for re-appointment in accordance with this Article,
  - (b) If a Director retires pursuant to Article 55(a), he shall not be eligible for re-appointment to the Board until a period of four years has passed from the date of his retirement,
  - (c) The term limit under Article 55(a):

- (i) shall not apply in relation to the person holding the office of Chief Executive Officer, for so long as they continue to hold that office, and
  - (ii) shall apply to Directors, who are in office as at the date of adoption of these Articles, as if they had been appointed at the Annual General Meeting immediately preceding that date.
- 56) The Board will appoint Directors to be the Chairman of the Association, the Senior Independent Director, the Finance Director and the Chief Executive Officer; provided that no Director may be appointed to more than one such office and the Finance Director shall have no material business or family connection with the Chairman or the Company Secretary.
- 57) Except as otherwise provided for under these Articles, the Chairman will be responsible for allocating responsibility to each of the Directors elected to the Board.

#### **DELEGATION OF DIRECTORS' POWERS**

- 58) The Directors may delegate any of their powers to any committee consisting of one or more Directors and shall establish and maintain an equality committee, an audit committee, a nominations committee and a youth council. 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 him. 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.
- 59) The equality committee established pursuant to Article 58 shall be entitled to appoint one member who is not otherwise a Director to attend meetings of the Directors as an observer. In this capacity, he shall be entitled to receive notice of, and attend and speak at, all meetings of the Directors and to receive copies of all Board papers as if he were a Director, but shall not be entitled to vote on any resolutions proposed, shall not count towards the quorum for the meeting or have any rights as a Director and shall not hold himself out as a Director in any way.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 60) The members may by ordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.
- 61) The Directors may appoint a person who is willing to act to be a Director, either to fill a casual vacancy or as an additional 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 until the person he has replaced was due to retire but shall be eligible for re-election.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 62) The office of a Director shall be vacated if:
- (a) he ceases to be a Director by virtue of any provision of the Companies (Guernsey) Law, 2008 or any other enactment for the time being relating thereto or he becomes prohibited by law from being a Director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either;
    - (i) becomes a patient or is forcibly detained within a mental hospital or institution within the meaning of any relevant statute for the time being in force concerning mental health in the Bailiwick of Guernsey or;

- (ii) an order is made by a court having jurisdiction (whether in the Channel Islands, United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a guardian, curateur, receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Association; or
- (e) he 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 office be vacated; or
- (f) he 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
- (g) he reaches the age of 75;
- (h) he is requested to resign by all the other Directors acting together;
- (i) he no longer complies with a declaration of good character given by the Director upon taking office or the Association's Director's code from time to time.

### **DIRECTORS' EXPENSES**

- 63) The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or Committees of Directors or General Meetings or separate meetings of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise.

### **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 64) The Directors may enter into an agreement or arrangement with any Director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim for damages for breach of the contract of service between the Director and the Association.
- 65) Provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
  - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

### **CONFLICTS OF INTEREST**

- 66)
- (a) A Director must declare to the other Directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Association unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
  - (b) An interest of a Director to be disclosed under Article 66(a) may be declared at a meeting of Directors or by notice in writing given to the other Directors.
  - (c) If a conflict of interest arises for a Director and the conflict is not authorised by virtue of any other provision of these Articles, the remaining Directors may authorise such a conflict of interest if each of the following conditions is satisfied:

- (i) the Director is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;
- (ii) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum is present at the meeting; and
- (iii) the remaining Directors are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest that has arisen.

## **PROCEEDINGS OF DIRECTORS**

- 67) The Directors shall regularly report to the Members on all their activities.
- 68) The Directors may at their discretion, award honoraria to such persons as it thinks fit.
- 69) Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Company Secretary at the request of any other 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 Bailiwick of Guernsey. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman of any such meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 70) 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 chairman of the meeting is.
- 71) 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. The quorum for the transaction of the business of the Directors shall be one-half of the total number of Directors appointed under Article 52(a) to (e), plus one. Where this formula does not result in a whole number, the quorum shall be the nearest whole number above the result produced by the formula ie if there were 8 Directors, the quorum would be 5; if there were 7 Directors the quorum would be 4.
- 72) 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 admitting persons to membership, calling Council meetings, filling vacancies or of calling a general meeting.
- 73) Unless he is unwilling to do so, the Chairman shall preside at every meeting of Directors at which he is present. But if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman shall preside. If there is no Vice-Chairman or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of the number to be Chairman of the meeting.
- 74) 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.
- 75) 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.
- 76) 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 has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the

Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by any relevant statutory authority for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purposes (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a Director shall be treated as an interest of the Director.

- 77) A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 78) The Association may by ordinary resolution suspend or relax to any extent, either generally or 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.
- 79) Where proposals are under consideration concerning the appointment of two or more Directors to offices or employment 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 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 own appointment.
- 80) 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 Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

## **MINUTES**

- 81) 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 proceedings 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 Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **THE SEAL**

- 82) 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 Company Secretary or by a second director.

## **ACCOUNTS**

- 83) The Directors shall cause accounting records of the Association to be kept by the Finance Director. Subject to Article 84, 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. Unless the Company is eligible pursuant to the Companies (Guernsey) Law, 2008 and the Members pass or have passed a Waiver Resolution exempting the Company from the requirement under that Law to have the Company's accounts audited, the Company shall appoint an auditor and the Company's accounts shall be audited in accordance with the Law.

- 84) A member who, by written notice given to the Chief Executive Officer requesting to see the same, shall be entitled, within the period of 6 months following the end of the relevant accounting period, to see the accounts of the Company prepared further to Article 43.
- 85) The Directors shall, at least annually, review the necessity for the accounts of the Company to be audited or examined and, as part of that review, shall take into account the size, nature and complexity of the Company and its operations.

## **NOTICES**

- 86) 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.
- 87) The Association may give any notice to a member in any newsletter or other publication of the Association distributed to the members or may be given in a newspaper circulating throughout the Bailiwick or notice may be affixed to the premises of the member or may be given either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by sending notice in electronic form. A member whose registered address is not within the Bailiwick and who gives to the Association an address within the Bailiwick at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
- 88) A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 89) 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**

- 90) 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 transferred to another body with objects similar to that of the Association, or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the Association).

## **RULES**

- 91) 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 which apply 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 provision 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**

- 92) 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 him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him 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 MEMORANDUM AND ARTICLES**

- 93) Any proposal to alter the Memorandum or 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 and (in the case of a winding-up) in accordance with the provisions of the Companies (Guernsey) Law, 2008.

**REGULATIONS, RULES, STANDING ORDERS AND BYE-LAWS**

- 94) The Directors have the power from time to time to make, repeal and amend rules for the better administration of the Association.
- 95) The Directors have the power to make, repeal and amend rules for the sanction and control of leagues and competitions, rules for disciplinary proceedings of players and members, rules relating to child protection and best practice guidelines and rules relating to referees.
- 96) Any such rules made pursuant to Articles 94 and 95 must be consistent with and subject to the Rules of the Football Association.