

## Notice of Extraordinary General Meeting (EGM)

I hereby give notice that the Extraordinary General Meeting of the Association will be held on **Tuesday 8<sup>th</sup> June 2021** by **Microsoft Teams, Online Video Conference facility**, commencing at 7pm. We would encourage all attendees to log on 10 minutes prior to the start time in case you experience any technical difficulties prior to the meeting.

All affiliated clubs, associations and competitions should be represented. Please note the enclosed admission card must be completed by two representatives of the organisation in attendance. The admission card must also be countersigned by the Secretary of the organisation to confirm that the representatives are bone fide members to [Rob.Smith@HertfordshireFA.com](mailto:Rob.Smith@HertfordshireFA.com) prior to the meeting.

In accordance with the Articles, members will be able to appoint either the Chair of the Association or a 'proxy' to cast your vote on their behalf. If it is your wish to appoint a proxy or indicate that you wish the Chair to cast a vote then you are required to annotate this on the enclosed proxy card and return by email to Rob Smith **by no later than Friday 4<sup>th</sup> June 2021:-**

Return to [Rob.Smith@HertfordshireFA.com](mailto:Rob.Smith@HertfordshireFA.com)

All the documents associated with the meeting can be found within the attachments on the email.

### Register for the EGM

Registration is required, once registered we will send you a link to the meeting 24 hours prior to the event. To register please click the link below:

**[Register for the EGM](#)**

Should you have any questions please email [contactus@hertfordshirefa.com](mailto:contactus@hertfordshirefa.com)

Yours sincerely,



Rob Smith  
**Company Secretary**

## **PROXY CARD EGM 2021**

**Name of Club/League** .....

**I / We hereby appoint the Chairman of the Meeting: YES/NO**

**Or the following person:** .....

**E-Mail Address:** .....

**Position in Club/League:** .....

**As proxy to exercise all or any of my/our rights to attend, speak and  
vote on my/our behalf at the Extraordinary General Meeting (EGM)  
of the Hertfordshire Football Association to be held on 8 June 2021  
and at any adjournment thereof.**

**Rob Smith  
Company Secretary  
Hertfordshire Football Association Limited**



**Hertfordshire Football Association  
Extraordinary General Meeting,  
Tuesday 8<sup>th</sup> June 2021,  
Video Conference, Microsoft Teams**

**Agenda**

- 1. Welcome and to receive Formal Notice of Meeting**
- 2. Apologies for absence**
- 3. To confirm the Minutes of the Annual General Meeting held on 11<sup>th</sup> August 2020** *(Appendix A)*
- 4. To receive the Annual Reports** *(Appendix B)*
- 5. To receive and adopt the Statement of Accounts for the period 1<sup>st</sup> July 2019 to 30<sup>th</sup> June 2020** *(Appendix C)*
- 6. To appoint the Association's Auditors**
- 7. To consider and approve amendments to the Rules of the Association** *(Appendix D)*
- 8. To consider and approve amendments to the Articles of Association by way of a Special Resolution** *(Appendix E)*

**A**



**Annual General Meeting  
Hertfordshire Football Association Limited  
Video Conference,  
11<sup>th</sup> August 2020**

**1. Welcome & Receive Formal Notice of the Meeting**

G Phillips welcomed everyone to the meeting and the first that has ever been carried out virtually and by way of Video Conference. G Phillips asked all those attending to take a moment to remember Brian Day and Dave Lewis from our football family who had passed away during the last 12 months.

**2. Apologies**

The following persons and Organisations submitted their apologies:

Cuffley FC	University of Hertfordshire
GTR Friendly Flexi Football League	Wheathampsted Wanderers FC
Herts Youth FC	Wymondley Park FC
Markyate Youth FC	Eddie Dowber
Mid Herts Rural Minors League	Richard Dowden
Royston Rangers FC	Robert Spooner
Stevenage FC	

**3. Minutes of meeting on 4<sup>th</sup> June 2019**

Acceptance of the minutes of the previous Annual General Meeting held on 4<sup>th</sup> June 2019 were proposed by A Wilson and seconded by S Robinson (Royston Town Youth FC) and signed as a true and accurate record of the meeting by the Chairman.

**4. To receive and adopt the Annual Reports**

The Annual reports were circulated in advance with the Notice of the meeting.

There being questions raised on the content of the reports. B Curtis proposed that they be adopted "en bloc" and this was seconded by M Cutmore (Bengeo Tigers FC) and agreed unanimously.

**5. To receive and adopt the Statement of Accounts for the period 1st July 2018 to 30th June 2019**

The Statement of Accounts were distributed in advance and had been confirmed by the Association's Accountants Wagstaffs.

There being no questions raised on the Accounts V Prowle (Ashwell Academical FC) proposed to adopt the Accounts and this was seconded by B Ferguson and agreed unanimously.

**6. To Appoint the Association's Auditors** and these were accepted

One of the requirements of the AGM is to confirm the appointment of the Auditors for the Company. Wagstaffs were proposed by S James and seconded by D Brock (Colney Heath FC) and agreed unanimously.

There being no further business, Graham thanked all that had attended, the meeting concluded at 7:15pm.

**B**

## Chairman's Report Season 2020-21

Firstly, may I welcome you to The Hertfordshire FA EGM which due to the Covid-19 Pandemic regulations has to be held virtually, a format that we have all become too familiar with in these difficult times. I hope that both you and your families are keeping safe and well as we start to emerge from lockdown.

At last year's AGM we were all looking forward to the summer with an easing of the restrictions that had come to define our family lives and leisure activities, and looking forward with both hope and trepidation at what the coming months would bring. Football was on course to return and Players, Clubs and Leagues all started to prepare with anticipation as to what the new Season would bring.

As preparations began for the new Season, we were able thanks to the help of Sport England to provide free affiliation and assistance towards Public Liability Insurance cover for all our Clubs. In addition, entry into County Cups was also provided at no cost and was voluntary.

September saw our Leagues return to playing football, though many chose to stagger their start dates, particularly Youth Leagues as the children started back to School. Unfortunately, the "spike" that we all feared arrived and once again we were faced with further restrictions, and we became familiar with the term "Tier", which prior to this was primarily used when discussing wedding cakes!

Then "Christmas was cancelled" and Lockdown 2 took us into the New Year. Then at last we had some good news we had a vaccine. The vaccination programme rollout began and then we received news of the Government's plans for the "Road out of Lockdown" and the news that Grassroots Football could restart on 29<sup>th</sup> March 2021.

Unfortunately, for many Leagues this had come too late, and their Seasons were declared "null and void", but the decision of The FA to extend the playing Season until the end of June offered some the chance of completing a League Programme or just getting people back to playing regular football again.

During the periods of "Lockdown" the Association was forced into closing the Headquarters and the CFC as Staff began working remotely. As the Pandemic took hold, we along with several businesses had to furlough Staff to protect the financial stability of the Association as we had no income coming in.

This, coupled with the major cut in our funding from The FA meant that we had to take the difficult decision to look at ways to make this saving and undertook a Workforce Review to ensure the sustainability of the Association. Regrettably, this saw some members of Staff leaving the Association to pursue alternative careers and some taking on new part-time roles within the organisation, but regrettably we were unable to avoid making any redundancies.

I am pleased to say that all Staff have now returned from furlough and are working full time preparing for the new Season, although their work will still be predominantly based on working from home with a planned phased safe return to the Office.

Throughout the entire period of this terrible pandemic the Staff have had to deal with the pressure of maintaining our services to our extended footballing family as well as the uncertainty and anxiety around their own personal circumstances. I would like to take the opportunity to thank them all for the professionalism they showed during this whole process.

I must also record my thanks to my fellow Directors for the time they have given up in attending additional Board meetings as we discussed how to deal with the challenges the pandemic caused. My thanks also go to the Members of the Finance Sub-Committee whose advice has been a key factor in managing our finances through this difficult period when we were unable to trade.

Safeguarding is at the centre of everything we as an Association, and every County must meet the FA's "Safeguarding Operative Standard (SOS) which is audited regularly to ensure compliance. In February, the Association underwent a Safeguarding Audit undertaken by Girling Hughes on behalf of the FA. Their remit is to review the work that is undertaken by the County FA and documents must be uploaded for them to review. In excess of 300 documents were required to be uploaded as part of the assessment, and in addition interviews were held with members of Staff and Officers of the Association.

The initial phase of the Audit prompted a development plan being issued to us by Girling Hughes. This consisted of basic low level administrative tasks which were completed within the required timeframe and I am pleased to say this resulted in a pass being attributed to Hertfordshire FA as we had met the Safeguarding Standard. My thanks and congratulations to all the Members of Staff and Officers who took part in this process.

Hertfordshire FA was also mentioned in the recent "Sheldon Report", the incidents reported were dealt with extremely well and has been documented as such. The three-part documentary broadcasted by the BBC was harrowing and safeguarding everyone in football will remain an essential target of The Football Association and all County Football Associations. We all have a vital role in football to protect children and vulnerable adults to ensure they can enjoy football in a safe environment.

With fingers firmly crossed we all look forward to the possibility of a "normal" and uninterrupted Season, if we can remember what that was. Hopefully, all our sacrifices will have been worth it and with everybody working together we will beat this epidemic.

I look forward to seeing our football pitches full of players enjoying the game we all love, so let us get ready to "Welcome back Football" and have a great season.

**Graham Phillips**  
**Chairman**



## **Chief Executive Officers Report Season 2020-21**

Thank you for joining us at the EGM which will be held online to ensure the safety of all participants. Hopefully it won't be too long before we can see you all again face to face.

I do hope you are safe and well and looking forward to the forthcoming European Championships and some better weather.

The past 14 months has been a challenging period for everyone, and as I have stated in previous reports, we have felt the financial impact of central FA budget cuts. We have had to make some difficult decisions and plan for the future with less resources than we'd like.

However, we are working hard to ensure that we can move forward into next season with a clear direction for the future.

All staff are now back to work after what has been a challenging and stressful time for them as they have had to come to terms with uncertainty, stress and anxiety with virtually all of them having to deal with long periods of furlough leave. I have to say that they have returned to their roles with great enthusiasm and professionalism. Many of them have had contact with clubs, leagues, referees and coaches to 'check in'.

The Chairman's report outlines our commitment to the Safeguarding of Children and vulnerable adults. This work is not just the responsibility of the Hertfordshire FA, but for everybody involved in grassroots football in the County, I'm pleased to say that our collective networks are strong and that everyone we work with is committed to making sure we work together to further strengthen our Safeguarding procedures.

Frequent readers of our website and Twitter feed will see the broad nature of the work we do. At the time of writing we have delivered our first COVID compliant referee course at the HFA HQ Community Football Centre (CFC) which was a great success with excellent feedback from the tutor about the positive environment created by the staff. The remaining Referee courses are sold out. Coach Education courses, which will now be run centrally by the FA will be advertised in the coming weeks and delivered predominantly online.

In addition, our commitment to facility development continues. On Monday 17<sup>th</sup> May the Wembley Stadium Head Groundsman will be visiting four facilities across the County to offer support to those crucial unsung heroes, club groundsman. This is in addition to our first online training event for those roles which was a great success (more details can be found on our website).

Clear plans to continue investment into facilities can be found in our 10 Local Facility Football Plans that outline how we will add to the previous £20m of investment into facilities in Hertfordshire. Grass pitch improvements and increased 3G pitch availability are the key priorities.

Finally, our commitment to good governance and who contribute to that objective can evidenced by the proposed changes outlined. In addition, we will shortly be advertising for membership to an Inclusion Advisory Group (IAG) that will guide and enhance our work on Inclusion, Diversity and anti-discrimination.

For further information and updates please visit our website or follow us on Twitter.

Finally, I would like to thank you for all your support and hard work throughout this difficult period.

Karl Lingham  
**Chief Executive Officer**

## **Competitions' Committee Report Season 2020-2021**

On behalf of the Competitions' Committee, I have pleasure in presenting the Annual Report.

The Covid-19 Pandemic has had a drastic impact on all of us, not only football, and has left us to come to terms with the loss of the ability to enjoy family and leisure activities we all took for granted and are now having to adjust to a different lifestyle choices, albeit for the right reasons.

The Committee have continued to meet regularly online from the end of the 2019/20 season and decided in September 2020 that all the Hertfordshire County Cups for 2020/21 would be suspended.

The main criteria in the safe return to football for The Association was to support our Leagues in retaining their Clubs and to get them playing football again on a regular basis so as they got back into the habit of playing every week. Many local and National Leagues had also suspended their own internal Cup Competitions to achieve this as well.

When making our decisions the Committee were mindful and kept up to date on Government, Public Health England and The FA's advice and guidance. We had to consider the impact the virus has had on everyone and whether we needed to adapt or change how we operate for 2021/22 Season.

As you are probably aware, due to Covid-19, and the resulting financial impact upon the Football Association, there has been a reduction in funding support to County Football Associations. Hertfordshire Football Association has been affected by this which has resulted in a reduction of staff directly employed, including the post of competitions officer.

It has always been our intention to reintroduce County Cup competitions for the 2021/22 season and in consultation with the Association's Board of Directors it was agreed that the administration of the 2021/22 County Cup Competitions would be handled by the volunteer workforce. The administration and work will be undertaken by members of the Competitions Committee, working alongside with Office staff, on a reduced format, with the intention that for the 2022/23 season a return to the full programme would result.

The Covid-19 pandemic played havoc with the grassroots football over the last two seasons and with the abandonment of County Cup competitions for season 2020-21 it was thought that a gradual return to competitions would be appropriate. There has been regular contact with players, clubs and leagues via online consultations and this has helped make our decisions.

There will be a reduced County Cup programme for only the 2021/22 to allow clubs to have regular league football and to assist them with their own domestic fixture lists. Youth County Cups will start at the Under 14 age groups and entry will be limited to three entrants per club per age group. There will be free entry to all competitions and entry will be optional for the forthcoming season only, as it is envisaged that a return to some form of normality will be there for the 2022/23 season.

A full information schedule will be completed soon and posted to the County FA website along with all Rule Changes and Guidance Notes. This will introduce the members of the Competitions Committee and explain the changes in full and how communication should be made going forward to alleviate the workload on the Office Staff.

My thanks go to the members of the Competitions Committee, Paddy Donovan, John Burlison, Keith Hicks, Steve Trulock, Jamie Cooper and Chris Spriggins for their help and guidance over the season, along with Karl Lingham (Chief Executive Officer), Rob Smith (Head of Commercial & Operations) and Lauren Halsey (Head of Football Services) for their guidance and support.

Finally, it is with great regret that I must report that Keith Hicks is standing down at the end of the season after serving over 17 years on the Committee to take up a role in the Berkhamsted Sunday League and our thanks and best wishes go to him, and will be greatly missed by us all.

With kind regards

Tony Butler

**Chairman, Competitions' Committee**

## Referees' Committee Report Season 2020-21

The 2020/21 Season has been the most difficult in memory because of the pandemic and the disruption it has caused.

Because of this, there have been several changes to the administration of refereeing in Hertfordshire.

In December we said farewell to our Referee Development Officer, Phil Sharp. The pandemic forced the Association to undertake a workforce review and unfortunately it was decided that the RDO position should be discontinued as part of this exercise. Phil gave great service to the Association over 15 years, in addition to a stellar career as an Assistant Referee where he officiated on the World Cup Final in 2002 and the Olympic Games Final in 2004. I cannot thank Phil enough for the support he gave to me, the Referees' Committee and the referees of Hertfordshire over this period.

As I mentioned in my notes to the 2020 AGM, Alan Willmott stood down at the end of the 2019/20 season after many years distinguished service. His replacement, Russell Jones, has had a baptism of fire in this disrupted season but has risen to the task admirably. The Promotions Scheme has again been a success and Level 6-5 and 7-6 promotions will be decided at a Referees' Committee meeting in early June. The FA have decided that Level 5-4 promotions will be decided over two seasons.

Steve Maker and his staff have taken over responsibility for referee recruitment, retention and development. To this end two well attended and very successful in-service training seminars have already been held, free of charge to Hertfordshire referees. The Referees' Committee retain responsibility for the Promotion Scheme, Mentoring and Appointments.

Basic Referee Training courses are set to resume in May which will enable us to clear the backlog of people waiting for a course to enable them to start refereeing.

This has been a very difficult season, let us hope that next season sees a return to something like normality.

Richard Dowden  
**Referees' Committee Secretary**

**C**

# Rules of the Hertfordshire Football Association Limited

## “The Association”

### 1. Definitions and Interpretation

**Association** means Hertfordshire Football Association Ltd.

**Chairman** means the Chairman of the Association appointed in accordance with the Articles of the Association.

**Council** means the Council of the Hertfordshire Football Association Ltd.

**Club** means any football club;

**Club Official** means any official, director, secretary, servant or representative of a Club;

**Competition** means any competition (whether a league or knock-out competition or otherwise) sanctioned by the Association;

**Football club** means any club which plays the game of football in England and is recognised as such by the Association;

**Management Committee Member** means a person responsible for the management and administration of an unincorporated Club;

**Manager** means the Official of a Club responsible for selecting a club team.

**Match** means a football match sanctioned by the Association.

**Match Official** means referees and assistant referees and includes reserve officials and fourth officials.

**Non Contract Player** means any Player (other than a player on a scholarship) who is eligible to play for a Club but has not entered into a written contract of employment.

**Official** means any official, director, secretary, servant or representative of an affiliated association or competition.

**Participant** means an Affiliated Association, Authorised Agent, Competition, Club, Club Official, Licensed Agent, Player, Official, Match Official, Management Committee Member, Member or Employee of an affiliated Club and all such persons who are from time to time participating in any activity sanctioned either directly or indirectly by the Association.

**Player** means any Contract Player, Out of Contract Player or Non-Contract Player or other player who plays or is eligible to play for a Club or is subject to any suspension from playing.

**Rules of the Football Association** means the Rules of the Football Association as amended from time to time and published in the Handbook of the Football Association.

**Standard Code of Rules** means those Rules approved and issued from time to time by The Football Association for the effective governance and operation of affiliated youth and open age football leagues

**The Chief Executive** means the Chief Executive Officer appointed by the Directors in accordance with the provisions of the Articles of Association

**Whole Game System** means that electronic system introduced and maintained by The Football Association

**The Football Association** means The Football Association Limited at their Registered Office

These Rules are to be read in conjunction with any relevant Rules and Regulations of The Football Association and if they differ in any way, those of The Football Association will take precedence.

## **2. Qualification**

- (a) All clubs playing according to the rules of The Football Association, having their ground and/or headquarters within the County of Hertfordshire, and all Competitions and Associations having their Headquarters within the County of Hertfordshire, are eligible for membership, subject to the approval of Council. Clubs which do not have a recognised playing ground, or which cannot obtain a suitable ground within the area of the Association, are eligible for membership provided they are bona fide Hertfordshire Clubs.
- (b) Youth Clubs conforming to the foregoing and all players under the age of eighteen (18) on 31 August of the current season and over the age of six (6) years shall be eligible for membership, subject to the approval of Council.

## **3. Affiliation of Clubs**

- (a) Any club seeking affiliation shall complete the electronic affiliation process using the 'Whole Game System' in accordance with the requirements of the Football Association and this Association and submit the appropriate fees as determined by the Association for affiliation and insurance.
- (b) Affiliation fees are due by the date provided by the Association each year. Any affiliations received after the stipulated date will be liable to a late fee as determined by time to time by the Association.
- (c) Clubs are required, in accordance with Football Association Regulations, to be a member of a players' personal accident insurance scheme covering each of their teams, which meets or exceeds the minimum criteria set by the Association.



Any Club not fulfilling this criteria will have their affiliation withheld until they are able to comply.

#### **4. Sanction of Competitions**

- (a) All Competitions seeking sanction by the Association must satisfy the requirements for sanction as determined by the Association.
- (b) All Competitions seeking sanction shall each year complete the electronic affiliation/sanction process using the 'Whole Game System' in accordance with the requirements of the Football Association and this Association and submit the appropriate sanction fees as determined by the Association.
- (c) Each Competition seeking sanctioning by the Association shall forward to the Association copies of the Rules of the Competition in such format as the Association shall require showing clearly any changes and the rationale proposed to the Competition Rules.
- (d) Each Competition in determining the Rules for the forthcoming season shall follow the format and content of the relevant Standard Code of Rules issued from time to time by The Football Association. Competitions which have rules which conflict with the Standard Code of Rules shall not be sanctioned until such time as the Competition Rules are in accordance with the Standard Code of Rules or have been specifically agreed by the Association.
- (e) The Association may attach such conditions to the sanction of any Competition as it considers necessary.
- (f) It shall be the responsibility of each Competition to ensure that the conditions of sanction are met. Failure to comply with conditions of sanction will be regarded as Misconduct and dealt with accordingly by the Association.
- (g) Each Competition sanctioned by the Association shall on request forward to the Association copies of the minutes and notes of such Meetings of the Competition and details of any financial information as the Association shall require.  
  
Such copies shall be submitted within 14 days of any such meeting. Email transmission may be used provided a receipt of acknowledgement is also obtained.
- (h) Each Competition sanctioned by the Association shall forward to the Association such information as the Association may require from time to time to enable the Association to fulfil its obligations to The Football Association, any other Sports Governing Body or statutory authority. Failure to comply will be regarded as Misconduct and dealt with accordingly by the Association.

## **5. Conduct of Clubs and Competitions**

- (a) A Child under the age specified by The Football Association must not play and shall not be permitted to play, or encouraged to play, in a match where any other player is in breach of the age ranges specified within the Football Association Rule C4.
- (b) No Child under the age specified by The Football Association shall be permitted to play or encouraged to play in open age football
  - (i) The age ranges and provisions relating to players under 16 years of age as specified from time to time by The Football Association shall apply.

## **6. Financial Records**

### **(a) Records to be kept**

Competitions and Clubs in membership of the Association shall keep accounting records for recording the fact and nature of all payments and receipts so as to disclose with reasonable accuracy, at any time, the financial position including the assets and liabilities of the Affiliated Competition or Club.

### **(b) Records to be Retained**

An affiliated Competition or Club must retain accounting records including all books and vouchers for at least two years.

### **(c) Corporate Bodies – Accounts**

An affiliated Competition or Club which is formed and registered under the Act shall, on demand, forward to the Association a copy of its annual accounts most recently approved by its Board of directors.

Such Competitions and Clubs formed and registered under the Act shall meet the requirements of The FA in respect of their accounts as set out in The Rules of The FA.

### **(d) Unincorporated Bodies – Financial Statements**

An affiliated Competition or Club which does not prepare annual accounts in accordance with the Act shall prepare annual accounts in a form acceptable to the Association.

Such accounts must:

- (i) be forwarded to the Association on demand,
- (ii) prepared in accordance with the constitution of the affiliated Competition or Club;  
and
- (iii) have been laid before the members of the Affiliated Competition or Club at a general meeting called in accordance with its constitution.

Notwithstanding any provision in the Standard Code of Rules any affiliated Competition or Club with gross assets exceeding £10,000 shall have its accounts audited in a form accepted to the Association and such audit accounts shall be laid before members as described in paragraph (iii) above.

Any material errors or omissions in the accounting records of an affiliated Competition or Club must be reported by such a body to the Association within 28 days of the error or omissions being first identified.

## **7. Misconduct**

- (a) The Association may act against a Participant in respect of any “Misconduct”, which is defined as being a breach of the following:
  - (i) the Laws of the Game;
  - (ii) the Rules and regulations of the Association
  - (iii) the rules or regulations of an Affiliated Association or Competition; and
  - (iv) an order, requirement, direction or instruction of The Association.
- (b) The same facts or matters may constitute a breach of more than one rule, regulation, statute or law referred to above, The Association may bring a charge or such charges as it sees fit.
- (c) No Participant may be fined or otherwise dealt with, for any breach of Rule, or misconduct, until they have first been advised in writing of the charges laid against them and have had an opportunity to be heard by, or to submit their observations to, a Disciplinary Panel appointed by the Association to deal with the matter.
- (d) It is misconduct for players to join, play for, or register with any Club other than that of which they were members at the time of fining or suspension without the special consent of the Association, and in these respect players contravening this Rule will be liable to further suspension and/or fine.
- (e) It is the duty of any affiliated Club, when signing on, or registering, players as members, to secure from the players a written declaration that they are not under any form of suspension from football and that they have no outstanding fines, or costs, against them. Any Club found guilty of playing, registering, or accepting into membership any player with an unexpired period of suspension will be deemed itself to be guilty of misconduct and dealt with accordingly.
- (f) Any Club, Official or Player in Default of Payment of any fine or official cost to an Affiliated Competition or Club shall be suspended until such monies have been paid.

- (g) Any fines or costs due to the Association or Competitions from defunct Clubs shall be the responsibility of all the registered players and Club Officers of that Club on a pro rata basis and subject to the procedures as in Rule 7(f).
- (h) No action will be taken by the Association to assist in the recovery of debt unless an application is received in accordance with the Football Debt Recovery process detailed in the Football Association handbook.
- (i) Affiliated Members must reply to all correspondence as directed by the Association.
- (j) All cases of misconduct will be liable for the administration charge in force at the time.
- (k) All instructions of the Association or any of its officers or servants must be carried out.
- (l) A player having taken part in matches for any Club affiliated to any County Football Association shall not be allowed to join, be transferred to, or sign for any Club without first proving to the officials of the intended Club that the player has discharged all reasonable financial liabilities to the previous Club or Clubs and a Club official may not accept any players signature without first ascertaining whether such claims have been discharged to the satisfaction of the Club or Clubs, for which the player last played.
- (m) Members of this Association are prohibited from playing with or against unaffiliated Clubs, Associations or Competitions.

## **8. General Behaviour**

A Participant shall at all times act in the best interests of the game and shall not act in any manner which is improper or brings the game into disrepute or use any one, or a combination of, violent conduct, serious foul play, threatening, abusive, indecent or insulting words or behaviour.

## **9. Discrimination**

A Participant shall not carry out any act of discrimination by reason of ethnic origin, colour, race, nationality, religion or belief, gender, gender reassignment, sexual orientation, disability, age, pregnancy, maternity, marital status or civil partnership.

## **10. Compliance with Decisions, including Suspensions**

- (a) Each Participant shall comply with a decision made pursuant to the Rules and regulations of the Association.
- (b) A Participant shall not participate in any activity with another Participant suspended from carrying out such activity.

- (c) A Club shall do all things necessary to ensure that a Player associated with it complies with a penalty or order imposed pursuant to the Rules and regulations of The Association.
- (d) An Affiliated Association, Competition, or Club shall not appoint to any position, or allow to continue in such position, any individual who has been suspended from holding such position.

## **11. Reporting Misconduct**

- (a) A Participant shall immediately report to the Association any incident, facts or matters which may constitute Misconduct.
- (b) A report to the Association of any incidents, facts or matters shall not be made for vexatious or frivolous reasons.

## **12. Attendance at and Participation in Matches**

- (a) An individual may take part in or attend at a Match only on condition that such individual observes the Rules, and each Affiliated Association, Competition and Club is required to observe and enforce such Rules.
- (b) Each Affiliated Association, Competition and Club shall be responsible for ensuring:
  - (i) that its directors, players, officials, employees, servants, representatives, spectators, and all persons purporting to be its supporters or followers, conduct themselves in an orderly fashion and refrain from any one or combination of the following: racist, violent, threatening, abusive, obscene or provocative behaviour, conduct or language whilst attending at or taking part in a Match in which it is involved, whether on its own ground or elsewhere; and
  - (ii) that no spectators or unauthorised persons are permitted to encroach onto the pitch area, save for reasons of crowd safety, or to throw missiles, bottles or other potentially harmful or dangerous objects at or on to the pitch.

## **13. Appeals against decisions by the Association**

- (a) A Club that is expelled from the County Cup Competitions may appeal against that decision to an appeal board in accordance with the procedures for County Cup Competitions.
- (c) For the avoidance of doubt, a Club may not appeal against any penalty imposed on it other than expulsion from the County Cup Competitions.

**14. Appeals against Decisions of other affiliated Associations, Competitions or Clubs.**

- (a) Appeals from decisions of other affiliated Associations, Competitions and Clubs within the County shall be directed to The Chief Executive of the Hertfordshire Football Association. The Association shall decide in what manner and by whom such appeals shall be heard; but the operation of such decisions shall not be suspended pending the hearing of an Appeal, unless the appellant has submitted a written application for the setting aside of the decision and the application has been granted by the Association after consultation with the appropriate Competition, Club or other affiliated Association.
- (b) When an Appeal has been made to an Appeals Board of The Association, in respect of a decision of a Competition sanctioned by that Association, the decision of that Appeals Board is final and binding. There is no further Appeal to the Association against the decision of the Appeals Board.
- (c) Appeals shall not be entertained with regard to matters arising out of affiliated Competitions whose Rules provide that their decisions shall be final.
- (d) Appeals from decisions of a Competition, Club or other affiliated Associations made in accordance with this Rule shall be permitted only on the following grounds that the relevant body whose decision is appealed against:-
  - (i) failed to give the appellant a fair hearing;
  - (ii) failed to comply with the disciplinary procedures relevant to the hearing of the charge
  - (iii) came to a decision on the facts of the case that no reasonable body could have reached;
  - (v) imposed an award, order or any other sanction that is excessive.
- (e) Every Appeal under this section of the Rule must be lodged within fourteen (14) days of the date of the written notification of the decision and be accompanied by an appeal fee £35.00
- (f) In the event of an Appeal being successful, the appeal fee shall be returned to the appellant.
- (g) Unless the Association shall otherwise determine, an Appeals Board consisting of three Members of the Association shall hear such Appeals.
- (h) Such Appeals shall not be withdrawn except by leave of the Association or the Appeals Board appointed. The Hearing of the Appeal shall not be conducted as a re-hearing of the case, neither shall fresh evidence be permitted.

- (i) The Appeals Board shall have power to adjourn the Hearing wholly or in part, and having heard the contention of both parties shall make one of the following decisions:
  - (i) to allow or dismiss the Appeal;
  - (ii) to vary the decisions of the affiliated Association, competition or Club; or
  - (iii) to order a re-hearing of the original case by the affiliated Association, Competition or Club or by another Association whose decision shall be final and binding on all parties.
- (j) Further, in the event of the Appeals Board dismissing the Appeal or varying the decision of the affiliated Association, Competition or Club, the Appeals Board may order the appeal fee to be forfeited towards the cost of the Board of Appeal and may make a further order for payment of costs.
- (k) An affiliated Association, Competition or Club shall not be ordered to pay costs, unless the Appeals Board find that it has acted wholly unreasonably and/or failed to comply with the Memorandum of Procedures (see F.A. Handbook) when dealing with a case concerning alleged field offences.

## **15. Representation**

A Competition, Club Director, Manager, Club Official, Referee, Assistant Referee or Player may only be legally represented at a Personal Hearing or at an Appeal, Complaint, Claim or Enquiry after written notification to the Association of the intention to be so represented and then only following written consent of the Association.

## **16. Powers of the Association**

- (a) Affiliation fees shall be as decided by the Board of the Association or as decreed by the Football Association from time to time and be effective from such date as the Executive shall decide.
- (b) The Association shall have power to call upon Associations, Competitions, Clubs or players to produce any books, letters or documents including electronic documents or records, and other evidence Council may desire. The parties to a dispute or against whom a charge of infringement of the Rules has been made are entitled to be present when evidence affecting such charge or dispute is given.
- (c) A sub committee appointed by the Association shall inspect the books and accounts of up to twelve (12) selected Clubs or Competitions affiliated to the Association. This Committee shall report on the condition of such books and accounts to Council as soon as possible after the inspection. The Association shall be entitled to publish in the public Press, or any other manner it shall think fit, reports of its proceedings, acts and resolutions, whether the same shall, or shall not, reflect on the character or

conduct of any Competition, Club, Official, player or spectator, and every such Competition, Club, Official, player or spectator shall be deemed to have assented to such publication.

- (d) The Association shall have powers to promote Clubs to Senior rank, and also to permit Clubs to return to Junior rank after having become Senior.

## **17. Privileges of Council Members**

The Honorary Past Presidents, the Honorary Life Vice-Presidents, all Members of Council and Life Members shall annually be provided with a pass, which is not transferable, and all Clubs, Associations and Competitions affiliated to the Association shall admit the holder to their grounds and stands upon production of such pass without requiring any other authority.

## **18. Representative Matches**

- (a) Any player shall be eligible to represent the Association in matches, provided the player is qualified by 1) Birth and 2) a playing member of a Club affiliated to the Hertfordshire Football Association together with any other qualification laid down in the Rules of the Competition(s) in which the Representative Teams play.
- (b) Awards shall be made to all Players representing the Association in Inter-County matches. Such Awards, as approved by the Representative Football Committee, shall be made after playing one match, after playing four (4) matches and after playing seven (7) matches at the appropriate level.
- (c) The Association shall have the first call upon all players under its jurisdiction. A Club affiliated to this Association shall not, without special permission, play a player on the same day as a match played by this Association and in the event of that player being a member of that squad selected to represent the Association. A breach of this rule shall be treated as misconduct and dealt with accordingly by the Association.
- (d) Any Club having two or more players selected to represent a Hertfordshire County Representative Squad (including Youth) shall be permitted, if it so wishes, to postpone the League, Cup or other affiliated competition fixture scheduled to be played on the same day as that played by the Association. Such postponement must be made in writing to the affiliated competition within 48 hours of receipt of notice of the players selection and at least 14 days prior to the scheduled affiliated competition fixture.
- (e) The colours of the Association shall be royal blue and white or as determined from time to time by Council.



## **19. Referee Appointments**

Associations and Competitions may appoint Referees for Competitions conducted by them, but such appointments may be made only from a current list of Affiliated Match Officials.

Match Officials will be permitted to wear coloured Referee shirts in Competitions that are sanctioned by the County Association and the County Cups. Black is the predominate colour to be worn by match officials and must be worn when there is a clash of colours with either team, but coloured referee shirts will be permitted to be worn. Bibs or similar clothing will not be permitted to be worn by match officials at any time.

## **20. Alteration of Rules**

- (a) In the event of any alterations being considered necessary to these Rules, notice of the proposed alterations shall be sent in writing to The Chief Executive of the Association, with the name of the proposer and seconder, on or before 1st March. Notice of such proposed alteration with any alterations proposed by Council shall be sent to each affiliated Club, Association or Competition with the notice convening the Annual General Meeting.
- (b) No amendments or alterations may be made at a general meeting to any resolutions proposed at that general meeting other than to correct a typographical error. No alterations shall be made to these Rules unless supported by at least two-thirds of those present and voting at the meeting at which such alterations are submitted.

## **21. Fair Play in Football**

- (a) Fair play in football means that EVERYONE connected with football:
  - (i) shows understanding of and respect for the Laws of the Game;
  - (ii) supports the belief that the game should be played in an entertaining and positive way; and
  - (iii) behaves on and off the field in a sporting manner towards all others involved, be they players, officials or spectators, irrespective of results.

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED  
COMPANY LIMITED BY GUARANTEE**

**REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 2020**

Wags LLP t/a Wagstaffs  
Chartered Accountants and Statutory Auditors  
Richmond House  
Walkern Road  
Stevenage  
Hertfordshire  
SG1 3QP

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**CONTENTS OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30TH JUNE 2020**

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**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED  
COMPANY LIMITED BY GUARANTEE**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 30TH JUNE 2020**

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**DIRECTORS:**

P F Mallett  
G Phillips  
S Trulock  
B M Curtis  
N Lucas  
G M Heaton  
A M Butler  
A D Eden  
R Dowden  
J Burlison  
R Doshi

**SECRETARY:**

R C Smith

**REGISTERED OFFICE:**

County Ground  
Baldock Road  
Letchworth  
Hertfordshire  
SG6 2EN

**REGISTERED NUMBER:**

03686948 (England and Wales)

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED  
COMPANY LIMITED BY GUARANTEE**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 30TH JUNE 2020**

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**AUDITORS:**

Wags LLP t/a Wagstaffs  
Chartered Accountants and Statutory Auditors  
Richmond House  
Walkern Road  
Stevenage  
Hertfordshire  
SG1 3QP

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 30TH JUNE 2020**

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The directors present their report with the financial statements of the company for the year ended 30th June 2020.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1st July 2019 to the date of this report.

P F Mallett  
G Phillips  
S Trulock  
N Lucas  
G M Heaton  
A M Butler  
A D Eden

Other changes in directors holding office are as follows:

M L Miller - resigned 27th April 2020  
C Spriggins - resigned 27th April 2020  
B M Curtis - appointed 27th April 2020  
K J Coniam - resigned 19th April 2020

R Dowden , J Burlison and R Doshi were appointed as directors after 30th June 2020 but prior to the date of this report.

**RESERVES POLICY**

The company's policy on reserves is to achieve general reserves of approximately a quarter of annual operating expenditure as a contingency for any fluctuations in future grants receivable.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the surplus or deficit of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 30TH JUNE 2020**

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**STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued**

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

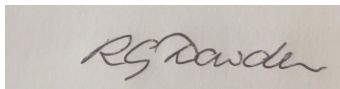
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

The auditors, Wags LLP t/a Wagstaffs, are deemed to be reappointed in accordance with Section 487(2) of the Companies Act 2006.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

**ON BEHALF OF THE BOARD:**



.....  
R Dowden - Director

Date: .....11th January 2021.....

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED**

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**Opinion**

We have audited the financial statements of Hertfordshire Football Association Limited (the 'company') for the year ended 30th June 2020 which comprise the Income Statement, Statement of Financial Position, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30th June 2020 and of its surplus for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

**Other information**

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED**

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**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

**Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on pages three and four, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**Auditors' responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Auditors.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED**

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**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Nilesh Savjani (Senior Statutory Auditor)  
for and on behalf of Wags LLP t/a Wagstaffs  
Chartered Accountants and Statutory Auditors  
Richmond House  
Walkern Road  
Stevenage  
Hertfordshire  
SG1 3QP

Date: .....

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**INCOME STATEMENT  
FOR THE YEAR ENDED 30TH JUNE 2020**

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
<b>REVENUE</b>	<b>1,004,746</b>	960,294
Administrative expenses	<b>(944,075)</b>	(958,251)
	<b>60,671</b>	2,043
Other operating income	<b>63,270</b>	32,319
<b>OPERATING SURPLUS</b>	<b>123,941</b>	34,362
Interest receivable and similar income	<b>409</b>	372
	<b>124,350</b>	34,734
Interest payable and similar expenses	<b>(2,287)</b>	(1,829)
<b>SURPLUS BEFORE TAXATION</b>	<b>122,063</b>	32,905
Tax on surplus	<b>(3,380)</b>	-
<b>SURPLUS FOR THE FINANCIAL YEAR</b>	<b>118,683</b>	32,905

The notes form part of these financial statements

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**STATEMENT OF FINANCIAL POSITION  
30TH JUNE 2020**

	Notes	2020 £	2019 £
<b>FIXED ASSETS</b>			
Property, plant and equipment	5	1,551,917	1,633,791
<b>CURRENT ASSETS</b>			
Inventories		1,607	1,607
Debtors	6	21,487	65,461
Cash at bank and in hand		371,025	168,694
		<u>394,119</u>	<u>235,762</u>
<b>CREDITORS</b>			
Amounts falling due within one year	7	(385,515)	(360,582)
<b>NET CURRENT ASSETS/(LIABILITIES)</b>		<u>8,604</u>	<u>(124,820)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,560,521</u>	<u>1,508,971</u>
<b>CREDITORS</b>			
Amounts falling due after more than one year	8	(778,775)	(845,908)
<b>NET ASSETS</b>		<u>781,746</u>	<u>663,063</u>
<b>RESERVES</b>			
Capital and revaluation reserve		382,024	382,024
Development Fund		-	10,000
Benevolent and charity fund		9,500	11,881
Income and expenditure account		390,222	259,158
		<u>781,746</u>	<u>663,063</u>

The notes form part of these financial statements

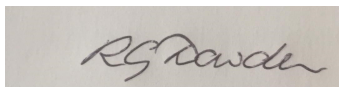
**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**STATEMENT OF FINANCIAL POSITION - continued  
30TH JUNE 2020**

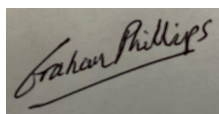
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The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors and authorised for issue on .....11 January 2021..... and were signed on its behalf by:



.....  
R Dowden - Director



.....  
G Phillips - Director

The notes form part of these financial statements

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30TH JUNE 2020**

	Retained earnings £	Capital and revaluation reserve £	Development Fund £	Benevolent and charity fund £	Total equity £
<b>Balance at 1st July 2018</b>	138,285	382,024	97,177	12,672	630,158
<b>Changes in equity</b>					
Total comprehensive income	120,873	-	(87,177)	(791)	32,905
<b>Balance at 30th June 2019</b>	259,158	382,024	10,000	11,881	663,063
<b>Changes in equity</b>					
Total comprehensive income	131,064	-	(10,000)	(2,381)	118,683
<b>Balance at 30th June 2020</b>	390,222	382,024	-	9,500	781,746

The notes form part of these financial statements

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30TH JUNE 2020**

---

**1. STATUTORY INFORMATION**

Hertfordshire Football Association Limited is a private company, limited by guarantee, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

**2. STATEMENT OF COMPLIANCE**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006.

**3. ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

The financial statements are prepared on a going concern basis and under the historical cost convention.

**Significant judgements and estimates**

No significant judgements or estimates have had to be made by the directors in preparing these financial statements.

**Turnover**

Turnover represents amounts received from various bodies by way of grant income. This income is recognised when the relevant expenditure is incurred.

Grants in relation to capital are deferred and released in line with depreciation.

Turnover includes subscriptions received from affiliated clubs which are recognised on an accruals basis.

Course income is recognised on an accruals basis when the course takes place.

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 30TH JUNE 2020**

---

**3. ACCOUNTING POLICIES - continued**

**Property, plant and equipment**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Leasehold land & buildings - 2% on cost and 10% on cost  
Fixtures, fittings and equipment - 10% on cost and 25% reducing balance

Land and buildings were professionally valued in the year to 31st December 2015 by Brown & Lee, Chartered Surveyors. The company previously adopted a policy of revaluing freehold land and buildings and they were stated at their revalued amount less any subsequent depreciation and accumulated impairment losses. The company has adopted the transition exemption under FRS 102 paragraph 35.10(d) and has elected to use the previous revaluation as deemed cost.

Where any permanent diminution of property value is incurred, a provision is made to the profit and loss account. The directors' estimate of residual value is based on prices prevailing at the time of acquisition or subsequent revaluation.

**Inventories**

Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

**Tax**

Tax for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred tax assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

**Deferred tax**

Deferred tax is recognised in respect of all material timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.



**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 30TH JUNE 2020**

**3. ACCOUNTING POLICIES - continued**

**Pension costs and other post-retirement benefits**

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the income statement in the period to which they relate.

**4. EMPLOYEES AND DIRECTORS**

The average number of employees during the year was 20 (2019 - 20).

**5. PROPERTY, PLANT AND EQUIPMENT**

	Land and buildings £	Plant and machinery etc £	Totals £
<b>Cost</b>			
At 1st July 2019	1,716,289	217,461	1,933,750
Additions	17,568	3,410	20,978
	<u>1,733,857</u>	<u>220,871</u>	<u>1,954,728</u>
<b>Depreciation</b>			
At 1st July 2019	102,235	197,724	299,959
Charge for year	97,313	5,539	102,852
	<u>199,548</u>	<u>203,263</u>	<u>402,811</u>
<b>Net book value</b>			
At 30th June 2020	<u>1,534,309</u>	<u>17,608</u>	<u>1,551,917</u>
At 30th June 2019	<u>1,614,054</u>	<u>19,737</u>	<u>1,633,791</u>

Included within land and buildings above are assets over which security is held.

**6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2020 £	2019 £
Trade debtors	90	6,562
Other debtors	21,397	58,899
	<u>21,487</u>	<u>65,461</u>

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 30TH JUNE 2020**

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2020</b>	2019
	<b>£</b>	£
Other loans	<b>18,820</b>	26,782
Trade creditors	<b>9,651</b>	45,778
Corporation tax	<b>3,380</b>	-
Social security and other taxes	<b>36,144</b>	10,570
VAT	<b>1,232</b>	4,826
Other creditors	<b>123,095</b>	136,701
Accruals and deferred income	<b>129,923</b>	72,654
Deferred grants	<b>63,270</b>	63,271
	<b>385,515</b>	360,582

**8. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>2020</b>	2019
	<b>£</b>	£
Other loans - 1-2 years	<b>28,337</b>	27,278
Other loans - 2-5 years	<b>84,266</b>	84,723
Other loans more 5yrs instal	<b>30,957</b>	43,633
Deferred grants	<b>635,215</b>	690,274
	<b>778,775</b>	845,908

Amounts falling due in more than five years:

Repayable by instalments		
Other loans more 5yrs instal	<b>30,957</b>	43,633

**9. LEASING AGREEMENTS**

Minimum lease payments under non-cancellable operating leases fall due as follows:

	<b>2020</b>	2019
	<b>£</b>	£
Within one year	<b>4,235</b>	4,235
Between one and five years	<b>16,940</b>	16,940
In more than five years	<b>319,743</b>	319,743
	<b>340,918</b>	340,918

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 30TH JUNE 2020**

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**10. SECURED DEBTS**

The following secured debts are included within creditors:

	<b>2020</b>	2019
	<b>£</b>	£
Other loans	<b><u>162,380</u></b>	<u>182,416</u>

The loan of £162,380 (2019 : £182,416) is secured by a fixed charge over the leasehold premises shown within land and buildings.

**11. COMPANY LIMITED BY GUARANTEE**

The company is limited by guarantee. In the event of the company being wound up, the liability in respect of the guarantee is limited to £10 per member of the company.

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**DETAILED INCOME AND EXPENDITURE ACCOUNT  
FOR THE YEAR ENDED 30TH JUNE 2020**

	2020		2019	
	£	£	£	£
<b>Turnover</b>				
FA distribution	70,002		52,745	
FA office staffing	355,851		344,000	
FA administration	4,994		4,203	
County competitions	15,541		24,937	
Members affiliation fees	28,679		31,730	
Other income	104,560		10,440	
Referees' income	58,014		55,369	
Merchandise allowance	5,350		5,350	
Ground, stadium and office hire	83,569		59,566	
Coaching and development income	159,428		201,292	
Disciplinary income	99,757		152,026	
Bar and cafe sales	19,001		18,636	
		1,004,746		960,294
<b>Other income</b>				
Capital grants	63,270		32,319	
Deposit account interest	409		372	
		63,679		32,691
		1,068,425		992,985
<b>Expenditure</b>				
Rates	12,681		14,256	
Insurance	9,266		7,679	
Light and heat	14,870		12,321	
Honoraria payments	2,700		2,850	
Wages and salaries	502,493		482,954	
Staff pension costs	16,335		14,900	
Telephone	8,845		12,643	
Printing, postage and stationery	7,679		11,760	
Travel and meeting expenses	12,849		23,935	
Computer expenses	6,678		2,343	
Staff training	1,702		729	
Repairs and renewals	42,987		44,440	
County plan expenditure	7,489		20,562	
Coaching and development	129,529		138,506	
Referees' expenditure	23,564		36,880	
Carried forward	799,667	1,068,425	826,758	992,985

This page does not form part of the statutory financial statements

**HERTFORDSHIRE FOOTBALL ASSOCIATION  
LIMITED (REGISTERED NUMBER: 03686948)  
COMPANY LIMITED BY GUARANTEE**

**DETAILED INCOME AND EXPENDITURE ACCOUNT  
FOR THE YEAR ENDED 30TH JUNE 2020**

	2020		2019	
	£	£	£	£
Brought forward	799,667	1,068,425	826,758	992,985
Discipline expenses	887		1,488	
County competitions	348		11,049	
Corporate merchandise	6,589		6,431	
Sundry expenses	1,952		2,533	
Irrecoverable VAT	(5,630)		1,624	
Bar and cafe purchases	11,206		16,002	
Accountancy	5,774		5,850	
Legal and professional fees	6,102		8,087	
Auditors' remuneration	5,200		5,400	
Depreciation of tangible fixed assets				
Freehold property	97,313		55,288	
Fixtures and fittings	5,539		6,401	
Subscriptions	747		714	
		935,694		947,625
		132,731		45,360
<b>Finance costs</b>				
Bank charges	8,381		10,626	
Other interest	2,287		1,829	
		10,668		12,455
<b>NET SURPLUS</b>		122,063		32,905

This page does not form part of the statutory financial statements

**D**

**E**

## **Agenda Item 8: Proposed amendments to the Articles of Association**

### **Introductory Note**

The Extraordinary General Meeting (EGM) of the Association is invited to approve the revised Articles of Association as set out in the notice of meeting by adopting a Special Resolution proposed by Brian Curtis, Vice Chairman and seconded by Paul Mallett, FA Representative on behalf of the Council of the Association who recommend and support the changes proposed.

### **Explanatory Note**

A Special Resolution is the legal term used under the Companies Act (2006) for Limited Companies such as the Association to amend the Articles under which they operate.

The extensive changes to the current Articles of the Association are necessary to ensure that the HFA adopts and implements the changes required by The Football Association to modernise the governance of the HFA consistent with best practice to comply with Sport England and the FA Code of Governance for County Football Associations.

Further information will be provided at the EGM to assist with the adoption of the Special Resolution.

The changes proposed do not have any adverse implications for member clubs or affiliated competitions. The changes proposed enable the Council of the HFA to better represent all elements of the football community in the Council by increasing the opportunities for membership and participation in the governance of grassroots football in the County.

The revised format and layout of the Articles differs significantly from the existing Articles and it will be necessary to consider the changes en bloc, although the meeting is invited to seek any clarification or explanation for the changes before doing so.

This conforms to the Sport England requirements for governance of sporting bodies.



# **Articles of Association**

**Company Number: 03686948**

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE**

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## **ARTICLES OF ASSOCIATION OF HERTFORDSHIRE FOOTBALL ASSOCIATION LIMITED**

**Approved at Extraordinary General Meeting held 8<sup>th</sup> June 2021**

[Explanatory Note: The references to other Articles in the following text cannot be completed until the Articles have been approved]

[Some inconsistencies may be found in the numbering of the paragraphs which does materially affect their meaning and any such inconsistencies will be corrected once the Articles have been approved]

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## Defined Terms

In the Articles, unless the context requires otherwise:

**"1986 Act"** – or any numbered section of it, means the **Insolvency Act 1986** or such section as amended, restated or re-enacted from time to time;

**"Act"** – or any numbered section of it, means the **Companies Act 2006** or such section as amended, restated or re-enacted from time to time;

**"Affiliated Club"** means a football club which the Association has accepted may affiliate to the Association as an affiliated club member;

**"Affiliated League"** means a league of affiliated clubs which the Association has accepted may affiliate to the Association as an affiliated league member;

**"Affiliated Youth Club"** means youth football clubs which the Association has accepted may affiliate to the Association as affiliated youth club members;

**"Articles"** – means the Association's articles of association, as amended from time to time;

**"Associated Member"** – means the county football association called Hertfordshire County FA;

**"Chairman"** – means the Chairman of the Association appointed in accordance with these Articles;

**"Community Clubs"** means an England Football Accredited Club who are currently recognised by the Association as a Community Club;

**"Company Secretary"** – means the Association Company Secretary (if any) and includes any joint, assistant or deputy Company Secretary whose duties and actions may from time to time be undertaken by the Chief Executive Officer with the approval of the Company Secretary;

**"Committees"** shall be Committees of the Board or of the Council and shall include such sub-committees, ad hoc committees and working groups as shall be established in accordance with these articles;

**"Council Elected Director"** – means a director appointed in accordance with Article?;

**"Council Member"** means all those persons comprising the Council as described in Article ? and shall include Officers, Past Presidents, Life Members, geographical representatives and representatives nominated in accordance with Articles ? and ?

**"Chief Executive Officer"** means the Chief Executive Officer of the Association appointed by the Directors in conjunction with the Football Association to perform the duties as from time to time assigned by the Directors and the Football Association who shall from time to time undertake those duties and actions referred to in these Articles as being the duties and also actions of the Company Secretary with the approval of the Company Secretary save those specifically identified as the duties of a Company Secretary under the Act;

**"Competition"** means a competition of affiliated clubs which the Association has 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;

**"Director"** – means a director of the Association and includes council elected directors and independent appointed directors;

**"document" or "notice"** – includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;

**"electronic communication"** – means any document or information sent or supplied in

electronic form within the meaning of section 1168 of the Act;

**“the Football Association”** – means the company called “Football Association Limited” registered in England and Wales with company registration number 00077797;

**“the Football Association Council”** – means the Council of the Football Association;

**“the Football Association Representative”** – means the person appointed in accordance with these Articles to be the Association’s representative at The Football Association under the Articles of The Football Association;

**“Geographical Representatives”** - means those persons elected, to serve on Council, in accordance with these Articles and Rules of the Association by clubs affiliated within the local authority areas comprising the County of Hertfordshire;

**“Hertfordshire Schools FA”** – means the Hertfordshire division of the English Schools Football Association;

**“Honorary Member”** - means an honorary member of the Association elected in accordance with Article ?;

**“Honorary Past President”** - means an honorary past president of the Association appointed in accordance with Article ?;

**“Life Member”** - means the life members of the Association appointed in accordance with Article ?;

**“Independent appointed director”** – means a director appointed under these Articles who is not a member of Council and has no direct relationship with the Association;

**“member”** – has the meaning given in section 112 of the Act;

**“Membership Rules”** - means the membership rules of the Association created and amended from time to time pursuant to Article ?;

**“model articles”** – means the model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time;

**“objects”** – the Association’s objects as set out in Article ?;

**“Office”** - means the registered office of the Association;

**“Officers”** - means the Chairman, Vice Chairman and Treasurer appointed in accordance with Articles ? and ? together with such other officers appointed in accordance with Article ? as the Council consider appropriate for the effective governance of football;

**“ordinary resolution”** – has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;

**“President”** - means the president of the Association elected in accordance with Article ?;

**“proxy notice”** – has the meaning given in Article 34;

**“Rules of The FA”** – means the provisions for the regulation of football matters known as the “Rules of The Football Association Limited” as applicable from time to time and any regulations, standing orders, decisions, rulings, findings, penalties or orders of any nature made pursuant to the Rules;

**“Rules”** - means the rules, regulations, standing orders and byelaws of the Association as amended from time to time;

**“Senior Independent Director”** – has the meaning given in Article ?;

**“special resolution”** – has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;

**“statutes”** – means the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Association;

**“Vice Chairman”** - means the Vice Chairman of the Association appointed in accordance with Article ?;

**“writing”** – means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and Words denoting the singular number include the plural number and vice versa;

- 1.1 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.
- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.3 The model articles shall not apply to the Association.

## **PART 2: OBJECTS**

### **2. Objects**

The primary objects for which the Association is established is to operate the county football association and promote participation in football in Hertfordshire, but this shall not restrict the objects of the Association. The directors may do all such other things in furtherance of these objects as they consider fit.

## **PART 3: APPLICATION OF INCOME AND PROPERTY AND DIRECTORS' BENEFITS**

### **3. Application of Income and Property**

- 3.1. The income and property of the Association shall be applied solely towards the promotion of the objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Association. This does not prevent:
  - 3.1.1. A member of the Association receiving a benefit from the Association in the capacity of a beneficiary of the Association; or
  - 3.1.2. Reasonable and proper remuneration to any member of the Association for any goods or services provided to the Association.

### **4. The Association**

- 4.1. The members and directors of the Association shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business affairs of the Association are carried out in accordance with the Rules for the time being in force.

### **5. Conflicts of Interest**

- 5.1. 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 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.
- 5.2. An interest of a director to be disclosed under Article ? may be declared at a meeting

of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.

- 5.3. If a conflict of interest arises for a director and the conflict is not authorised by virtue of any other provision in the Articles, the remaining directors may authorise such a conflict of interest if each of the following conditions is satisfied:
- 5.4. 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;
- 5.5. The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting; and
- 5.6. The remaining directors are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.

## **PART 4: DIRECTORS: POWERS AND RESPONSIBILITIES**

### **6. Directors' General Authority**

Subject to Article ?, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association and do on behalf of the Association all such acts as may be done by the Association as are not by statutes or by the Articles required to be done by the Association in a general meeting.

### **7. Directors may Delegate**

- 7.1. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
  - 7.1.1. To such person or committee of the Board;
  - 7.1.2. By such means (including by power of attorney);
  - 7.1.3. To such an extent;
  - 7.1.4. In relation to such matters or territories; and
  - 7.1.5. On such terms and conditions, as they think fit.
- 7.2. Any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 7.3. The directors may revoke any delegation in whole or part or alter its terms and conditions.

### **8. Committees of the Board**

- 8.1. Committees of the Board to which the directors delegate any of their powers must contain at least one director and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
- 8.2. The directors may make rules of procedure for all or any committees of the Board, which prevail over any rules derived from the Articles if they are not consistent with them.

## **DECISION-MAKING BY DIRECTORS**

### **9. Meetings of Directors**

- 9.1. Subject to the provisions of these Articles, the directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 9.2. At any time, any director may, and the Company Secretary on the requisition of three directors shall, summon a meeting of the directors.
- 9.3. Any such notice shall specify where, when and how the meeting is to be held. Any director may waive notice of any meeting and such waiver may be retrospective.
- 9.4. All acts done in good faith by any meeting of the directors or of any committee shall, notwithstanding it being discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director or member of the committee as the case may be.

### **10. Quorum for Meetings and Voting**

- 10.1. The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number, shall be six.
- 10.2. A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.
- 10.3. Questions arising at any meeting of the directors shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote .

### **11. Participation in Directors' Meetings**

- 11.1. Subject to the Articles, directors "participate" in a directors' meeting, or part of a directors' meeting, when:
  - 11.1.1. The meeting has been called and takes place in accordance with the Articles; and
  - 11.1.2. They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 11.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **12. Resolutions in Writing**

- 12.1. A resolution executed by all the directors, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 12.2. For the purposes of this Article 12:

- 12.2.1. A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the Company Secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
- 12.2.2. A written instrument is executed when the person executing it signs it;
- 12.2.3. An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Company Secretary shall prescribe;  
The directors, or (as the case may be) members of a committee of the Board constituted under these Articles, need not execute the same written instrument or electronic communication;
- 12.2.4. A resolution shall be effective when the Company Secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article; and
- 12.2.5. If no Company Secretary is appointed, the chairman shall perform the functions of the Company Secretary under this Article.

### **13. Chairing of Directors' Meetings**

The Chairman of the Association shall be the chairman of the board of directors. Unless he/she is unwilling to do so, the chairman 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 Chairman holding it 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/she is unwilling to preside, or if he/she 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.

### **14. Records of Decisions to be Kept**

The directors must ensure that the Association keeps minutes, in writing, for at least 10 years, of every meeting of directors including meetings of sub committees held by the directors.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **15. Number of Directors**

- 15.1 The number of directors shall be subject to a maximum of 12 but shall be not less than six.
- 15.2 No less than one third of the directors from time to time shall be independent.
- 15.3 The number of council elected directors shall not exceed one third of the directors holding office from time to time.

## **Board of Directors**

- 16.** The directors shall be:
- a. the Chairman;
  - b. the Vice Chairman;
  - c. the Treasurer, if such appointment is determined by Council, who shall act as Director of Finance if so determined by the Board;
  - d. the FA Representative, if that person is not a director by virtue of paragraphs a to c above;
  - e. up to five further persons elected by the Council referred to in these Articles as a council elected director; (including the FA Representative if that person is not a director by virtue of paragraphs a to c above);
  - f. up to four non-executives referred to in these Articles as independent appointed director who in the opinion of the Board have the specialist skill and expertise or satisfy such other criteria required by the Board subject to approval by the Council;
- 16.1.1.** 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;
- 16.2.** No person may be appointed as a director:
- 16.2.1.** Unless he or she has attained the age of 18 years; or
  - 16.2.2.** In circumstances such that, had he or she already been a director, he or she would have been disqualified from acting under the provisions of Article 18.
- 17.** The Chief Executive Officer on behalf of the Company Secretary shall receive and distribute notices of all directors' meetings. The Chief Executive Officer and the Company Secretary shall be entitled to attend and speak at all meetings of directors but shall not be entitled to vote at any meetings. The directors shall regularly report to the Council on all their activities

## **Council Elected Directors**

- 18.** The Company Secretary, on request, shall send 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 Chief Executive not later than such date as the Directors shall prescribe each year.
- 19.** 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.



20. In the event that a ballot is necessary a voting paper containing the names of candidates will be provided to each Council Member. The ballot shall take place at the first Council Meeting after the Annual General Meeting in such manner as the Association shall prescribe.
21. The requisite number of candidates recording the highest number of votes shall be declared elected at the first Council Meeting after the Annual General Meeting such persons to serve for a one-year term from that Council meeting. For the benefit of doubt any person approved by Council under these Articles shall serve for one year and any renewal shall be subject to approval by the Council

#### **Appointing Independent Directors**

22. Save as otherwise provided in the Articles, the independent appointed directors of the Association shall be such persons as the Association may appoint who are willing to act to as an independent director.
23. The procedure and process of appointment of an independent director shall be determined by the Board in accordance with best practice and consistent with the role and responsibilities of volunteers.
- 23.1. The directors shall nominate an independent non-executive director to act as the senior independent director. The senior independent director shall act as a sounding board for the chairman, serve as an intermediary for the other directors when necessary, act as an alternative contact if the normal channels of communication to the directors through the chairman or the Association's executive team fail to resolve matters or where the use of such channels may be inappropriate.

#### **Term of Office**

24. The Council may elect a Council Member to fill any vacancy on the Board arising through resignation or otherwise of a council elected director elected under these Articles. The provisions of these Articles shall apply save that the election shall be held at such time as the Board shall prescribe.
- 24.1. Directors elected by Council under these Article shall serve for a maximum of nine (9) years and shall not be entitled to be candidates for re-election for a further period of three (3) years thereafter. No more than two council elected directors shall be required to retire under this Article in any one year commencing at the first Council Meeting after the Annual General Meeting. This Article shall not apply to officers elected by Council i.e. Chairman, Vice Chairman, Treasurer and the FA Representative.
25. Independent directors appointed under these Articles shall serve for a period of one year and shall be eligible for re-appointment. Directors shall serve for a maximum of six (6) years and shall not be entitled to be re-appointed for a period of 3 years thereafter.

## **26. Termination of Director's Appointment**

A person ceases to be a director:

- If, in the case of a council elected director, he or she ceases to be a Council Member;
- 26.1. If he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director;
- 26.2. If he or she has a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction or where he or she makes any arrangement or composition with his or her creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act;
- 26.3. If he or she dies or he or she is, or may be, suffering from mental disorder and either:  
He or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or any similar law in any jurisdiction; or
- 26.4. 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;
- 26.5. If by notice in writing to the Association he or she resigns (but only if at least two directors remain in office when the notice of resignation is to take effect);
- 26.6. If such person is subject to a decision of the Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club;
- 26.7. If he or she is the subject of a decision of the Football Association, UEFA or FIFA that he or she be suspended permanently or for a specified period from taking part in football management and/or football administration and/or any football related activity pursuant to any applicable disciplinary provisions under the rules or statutes of UEFA or FIFA (as appropriate);
- 26.8. If he or she no longer complies with a declaration of good character given by the director upon taking office or the Association's directors' code from time to time;
- 26.9. If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or by virtue of any provision of the statutes;
- 26.10. If he or she is removed by the members of the Association by a majority vote;
- 26.11. If he or she is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association; or
- 26.12. If he or she is absent from at least three meetings of the board, without providing a written explanation satisfactory to the board, shall be deemed to have resigned from board.

## **27. Directors' Indemnity**

- 27.1. Subject to the provisions of the Act, and so far, as may be consistent with the statutes:
  - 27.1.1. Every director and every other officer other than the Association's auditor or the reporting accountant may be indemnified out of the assets of the Association against all

costs, charges, losses, expenses and liabilities incurred by him or her in the actual or purported execution and/or discharge of his or her duties and/or the actual or purported exercise of his or her powers and/or otherwise in relation to, or in connection with, his or her duties, powers or offices, in each case to the extent permitted by section 232 of the Act; and

- 27.1.2. The Association may also provide funds to any director or any other officer (other than the Association's auditor or reporting accountant) or do anything to enable a director or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

## **PART 5: MEMBERS: BECOMING AND CEASING TO BE A MEMBER**

### **28. Applications for Membership**

- 28.1. The subscribers to the memorandum shall be members of the Association.
- 28.2. No person shall become a member of the Association unless:
- 28.2.1. That person has completed an application for membership in a form approved by the directors; and
- 28.2.2. That person has paid the annual subscription.
- 32.3 The directors may from time to time establish rules for membership of the Association setting out, inter alia, criteria for membership, categories of membership, rights and obligations of members, and fees payable by members, provided that such rules do not:
- 32.3.1 Conflict with the articles; and
- 32.3.2 Allow open membership to all without discrimination on any grounds.

### **29. Termination of Membership**

- 29.1. A person shall immediately cease to be a member (provided that at least one member remains on the Register of Members thereafter):
- 29.1.1. If the member is removed by notice in writing to the Association signed by a majority of the remaining members;
- 29.1.2. If by notice in writing to the Association, the member resigns his or her membership;
- 29.1.3. If he or she dies; or
- 29.1.4. If he or she fails to pay any subscription as soon as it is due and payable.

### **30. Transfer of Membership**

Membership of the Association is not transferable.

## **ORGANISATION OF GENERAL MEETINGS**

### **31. General Meetings**

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;
- (b) to receive from the directors and the Council a report of the activities of the Association since the previous annual general meeting;
- (c) to appoint the Association's auditors; and
- (d) to transact such other business as may be brought before it in accordance with these Articles. All general meetings other than annual general meetings shall be called extraordinary general meetings.

31.1 The Chief Executive (and in their absence the Company Secretary) shall call general meetings at the request of the directors or of Council. On the requisition of one-tenth of the members pursuant to the provisions of the Act, the Chief Executive (and in their absence the Company Secretary) shall within twenty-one days proceed to convene an extraordinary general meeting for a date not later than twenty-eight days after the date of the notice convening the meeting. Such requisition must state the object of the meeting.

## **32. Calling General Meetings**

- 32.1. An annual general meeting of the Association shall be called by at least 14 days' clear notice. Such notice shall also be given for an extraordinary general meeting called for the passing of a special resolution and every other extraordinary general meeting shall be called by at least 14 days' notice.
- 32.2. The Association may give such notice by any means or combination of means permitted by the Act.
- 32.3. A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.

## **33. Notice of General Meetings**

- 33.1. Every notice calling a general meeting shall specify the place and the day and hour of the meeting.
- 33.2. There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a member of the Association.
- 34. 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 resolution, specify the intention to propose the resolution as a special resolution.
- 35. The text of each special resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a member to

understand the purpose of, each ordinary resolution shall be set out in the notice.

- 36.** 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 an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:-

- 36.1. 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;
- 36.2. 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.

**37. Attendance and Speaking at General Meetings**

- 37.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 37.2. A person is able to exercise the right to vote at a general meeting when:
  - 37.2.1. That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 37.2.2. That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 37.3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 37.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 37.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

**38. Quorum for General Meetings**

If the Association only has one member that member shall be a quorum. In any other case twenty members entitled to vote upon the business to be transacted or one-tenth of the total number of such persons for the time being, whichever is the greater, 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.

**39. Chairing General Meetings**

- 43.1 The Chairman, or in his absence the Vice Chairman, shall preside as chairman of the meeting, but if neither the Chairman nor the Vice Chairman 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 chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman of the meeting.

- 39.1.1. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 39.2. The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

#### **40. Attendance and Speaking by Directors and Non-Members**

- 40.1. Directors may attend and speak at general meetings, whether or not they are members.
- 40.2. The chairman of the meeting may permit other persons who are not:
  - 40.2.1. Members of the Association; or
  - 40.2.2. Otherwise entitled to exercise the rights of members in relation to a general meeting, to attend and speak at a general meeting.

#### **41. Adjournment**

If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.

- 41.1. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
  - 41.1.1. The meeting consents to an adjournment; or
  - 41.1.2. It appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 41.2. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 41.3. When adjourning a general meeting, the chairman of the meeting must:
  - 41.3.1. Either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
  - 41.3.2. Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 41.4. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
  - 41.4.1. To the same persons to whom notice of the Association’s general meetings is required to be given; and
  - 41.4.2. Containing the same information which such notice is required to contain.

- 41.5. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **42. Voting: General**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

### **43. Errors and Disputes**

- 43.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 43.2. Any such objection must be referred to the chairman of the meeting, whose decision is final.

### **44. Poll Votes**

- 44.1. A poll on a resolution may be demanded:
- 44.1.1. In advance of the general meeting where it is to be put to the vote; or
  - 44.1.2. At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 44.2. A poll may be demanded by:
- 44.2.1. The chairman of the meeting;
  - 44.2.2. The directors;
  - 44.2.3. Two or more persons having the right to vote on the resolution; or
  - 44.2.4. A person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 44.3. A demand for a poll may be withdrawn if:
- 44.3.1. The poll has not yet been taken; and
  - 44.3.2. The chairman of the meeting consents to the withdrawal.
- 44.4. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **45. Content of Proxy Notices**

- 45.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 45.1.1. States the name and address of the member appointing the proxy;
  - 45.1.2. Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 45.1.3. Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 45.1.4. 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.

- 45.2. The Association may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.
- 45.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 45.4. Unless a proxy notice indicates otherwise, it must be treated as:
  - 45.4.1. Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 45.4.2. Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **46. Delivery of Proxy Notices**

- 46.1. 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.
- 46.2. 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.
- 46.3. 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.
- 46.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **47. Amendments to Resolutions**

- 47.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 47.1.1. Notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
  - 47.1.2. The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 47.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 47.2.1. The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 47.2.2. The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 47.3. If the chairman of the meeting, acting in good faith, wrongly decides that an



amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

#### **48. Resolutions in Writing**

48.1. A resolution executed by such number of members as would have been required to vote for the resolution had it been proposed in general meeting at which all of the members were present and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held.

48.2. For the purposes of this Article:

A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the Company Secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

A written instrument is executed when the person executing it signs it;

An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Company Secretary shall prescribe;

The members need not execute the same written instrument or electronic communication; A resolution shall be effective when the Company Secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article;

52.2.6 If no Company Secretary is appointed, the chairman shall perform the functions of the Company Secretary under this Article;

52.2.7 The resolution must be accompanied by a statement informing the member how to signify his or her agreement to it and the date by which this is to be done; and

52.2.8 A proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

### **PART 6: COUNCIL**

#### **53. Bodies**

53.1 There shall be a body known as the Council of Hertfordshire County FA. The Council shall comprise:

- i) the President;
- ii) the Chairman;
- iii) the Vice Chairman;
- iv) the Senior Life Vice Presidents;
- v) the Life Vice Presidents;
- vi) the Treasurer who shall act as Director of Finance if so determined by the Board;
- vii) such other officers as the Council shall from time to time consider appropriate for the effective governance and administration of football who in the opinion of Council shall be regarded as members of Council;

- viii) one representative for each of the local authority areas in the County (to be known as the Geographical Representative) elected in accordance with the procedure set out in the Rules of the Association;
  - ix) the Life Members;
  - x) A maximum of four retained members approved by Council in accordance with these Articles
  - (xi) One representative from the Hertfordshire Schools Football Association for such time as the Association continues to exist and generally represents the interests of schools football in the County;
  - (xii) One representative from any group established to represent the interests of referees in the County and where such a group is recognised by the Council
  - (xiii) One representative from any group established to promote the interests of managers and coaches of clubs affiliated to the County and where such a group is recognised by the Council;
  - (xiv) One representative from each affiliated league sanctioned by the Association with at least 10 affiliated Clubs in Membership;
  - (xv) One representative from affiliated senior clubs at Steps 1-4 and one representative from affiliated senior clubs at Steps 5-6 and Regional NLS Feeder League;
  - (xvi) One representative from affiliated clubs playing football for the disabled;
  - (xvii) One representative from affiliated clubs playing small-sided football;
  - (xviii) One representative from girls football who are associated with an affiliated club or league unless representation comes from Article 33 (xiii) above;
  - (xix) One representative from Women's football who are associated with an affiliated club or league unless representation comes from Article 33 (xiii) above;
  - (xx) One representative from any group established to improve the views of young persons in football and where such a group is recognised and approved by Council;
  - (xxi) One representative from any group established to improve inclusion in football and where such a group is recognised and approved by Council;
  - (xxii) Two representatives from the Community Clubs with more than 40 teams affiliated to the Association and where such a group is recognised and approved by Council;
- 54.** With the exception of the Past Presidents, Senior Life Vice Presidents, Life Vice Presidents and the Life Members all the Council Members shall hold office for a one-year term and may be re-appointed or re-elected in accordance with these Articles.

**55.** All Officers other than the Honorary Past President, Life Vice-Presidents and Life Members shall retire from Council on reaching the age of 80 and thereafter only attend Council when invited to do so. This Article shall have effect on all officers first appointed after the 1<sup>st</sup> July 2021.

**56. Nominated Representatives**

56.1 Each organisation or group of organisations entitled to nominate a person to be a Council Member pursuant to paragraphs (xi) to (xxi) of Article ?, shall submit to the Association by the date specified by them the name or names of the person or persons (as the case may be) they propose to nominate as a Council Member or Council Members (as the case may be). Those persons proposed to be nominated as Council Members pursuant to paragraphs (xi) to (xxi) of Article ? must be nominated on the nomination form prescribed by the Association and such form must be submitted to the Chief Executive by such time or times as the Association shall prescribe. Those persons nominated pursuant to paragraphs (xi) to (xxi) of Article ? shall serve for a one-year term from the first Council Meeting after the Annual General Meeting in each year and shall be eligible for renomination subject to Article ?.

56.2 In the event of a casual vacancy occurring in relation to any Council Member nominated in accordance with Article ?, the organisation or group of organisations concerned shall have power (but shall not be obliged) to nominate a substitute Council Member, suitably qualified to represent that organisation or group of organisations until such time as the person who was replaced was due to retire and such person shall be eligible for further nomination in accordance with these Articles.

**Geographical Representatives**

**57.** Member Clubs affiliated to the Association are entitled to elect one representative in each of the local authority areas in the County. Such representatives to be known as geographical representatives. The method of election shall be determined by the Association from time to time.

**Retained Member**

**58.** Subject to the approval of Council, members of the Association who were serving on Council on 1 January 2016 and who are unable to secure election as a geographical representative shall remain as a member of council with all the powers and privileges associated with membership of Council until such time as they secure election or until the last Council Meeting in 2027 when they shall be deemed to have resigned. The maximum number of retained members to be approved by Council shall not exceed four.

### **President, Past President and Honorary Past Presidents**

- 59.** At the first Council Meeting after the Annual General Meeting in each year the Council shall decide who shall be the President. Such persons shall be elected by Council and hold office for a one-year term until the first Council Meeting after the next Annual General Meeting but are eligible for annual re-election for a maximum of three years, commencing 1<sup>st</sup> July 2021, in office whereupon they shall become either Past President or Honorary Past President as determined by these Articles.
- 60.** If a person elected as President ceases to be President, in accordance with these Articles, before the age of 80 he/she shall become a Past President and shall hold office until he/she reaches the age of 80 when he/she shall become an Honorary Past President. If a President reaches the age of 80 he/she shall resign their position as President at the first Council meeting after the annual general meeting and shall become an Honorary Past President. Past Presidents shall continue to be a member of Council until they reach the age of 80 and have such rights and privileges as the Council shall from time to time prescribe.

### **Life Vice-Presidents**

- 61.** No person shall be eligible for election as a Life Vice-President unless he or she has served as an administrative officer of the Association for at least 15 years. The Council shall appoint the Life Vice-Presidents from the Council Members eligible at the first Council Meeting after the Annual General Meeting in each year. Life Vice-Presidents shall be full Council Members until they reach the age of 80 whereupon they will become Honorary Life Vice Presidents and shall then cease to be members of Council. Life Vice Presidents and Honorary Life Vice-Presidents shall be entitled to remain in that office for the rest of their lives without the need to be re-appointed.

### **Senior Life Vice Presidents**

- 62.** No person shall be eligible for election as a Senior Life Vice-President unless they have served as either Chairman or Vice Chairman of the Association. The Council shall appoint the Senior Life Vice-Presidents from the Council Members eligible at the first Council Meeting after the Annual General Meeting in each year. Senior Life Vice-Presidents shall be full Council Members until they reach the age of 80 whereupon they will become Honorary Senior Life Vice Presidents and shall then cease to be members of Council. Honorary Senior Life Vice-Presidents and Senior Life-Presidents shall be entitled to remain in that office for the rest of their lives without the need to be re-appointed.

### **Honorary Members**

- 63.** The Council shall, taking account of the recommendation of the Board, elect such persons as are considered appropriate to be Honorary Members of the

Association'. Such persons shall be resident or formerly resident in the County and, in the opinion of the Board, have given exemplary service to association football. Honorary Members shall be entitled to receive notice of and attend all Council Meetings when invited to do so but shall not be entitled to vote thereat. Honorary Membership may be removed by Council on the recommendation of the Board.

#### **Chairman and Vice Chairman**

64. At the first Council Meeting after the Annual General Meeting in each year the Council shall, taking account of the recommendation of the Board, elect who shall be the Chairman, and the Vice Chairman. Such persons shall hold office for a one-year term until the first Council Meeting after the next Annual General Meeting but are eligible for re-appointment.

#### **Treasurer**

65. The Council shall, taking account of the recommendation of the Board, at the first Council Meeting after the Annual General Meeting, appoint or re-appoint a person to hold the position of Treasurer of the Association. Such person shall be a director by virtue of Article ? and shall also act as the Finance Director. The person appointed by Council to act as the Treasurer of the Association shall hold office for a one-year term until the first Council Meeting after the next Annual General Meeting but shall be eligible for re-appointment if so recommended by the Board.

#### **Life Members**

66. If a Council Member has served as a Council Member for at least 20 years continuously or in aggregate, the Council may elect such a person a Life Member. Council Members who have completed at least 10 years continuously or in aggregate may be elected a Life Member if in the opinion of the Council the member has contributed outstanding and exemplary service to the Association. Life Members shall be entitled to receive notice of and attend and vote at all Council Meetings until they reach the age of 80 when they shall become an Honorary Life Member and lose the right to attend Council except when invited to do so.

#### **FA Representative**

67. The Council shall, taking account of the recommendation of the Board, decide which member of Council should be the FA Representative. Such persons shall be elected by Council and hold office for a one-year term but are eligible for re-election. The timing of the election shall be determined by The Football Association.

#### **Other Officers**

68. The Council shall appoint such Officers as it considers appropriate for the effective governance and administration of football. Such persons shall hold office for a one-

year term until the first Council meeting after the next Annual General Meeting but are eligible for re-appointment. The procedure and process of appointments shall be determined by the Council in accordance with best practice and consistent with the role and responsibilities of volunteers.

### **Powers of Council**

- 69.** The Council has the power to regulate and manage all football matters referred to it to include (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the governance, regulation and conduct of football in the County.
- 70.** The Council shall have the powers set out in Article ? above and shall have rights to consult and challenge directors but in no event can Council make any contrary decisions on any financial or commercial matters or override the ultimate decision making authority and powers of the directors in such matters.
- 71.** Council shall have the power to appoint and remove the Chairman, Vice-Chairman, FA Representative and directors from office at any time if a proposal at a meeting of Council to do so is supported by three-quarters or more of those present and voting.
- 72.** The Council has the power to remove any Council Member subject to the provisions of Articles ? and ?.
- 73.** The Council shall have power to accept resignations, and to fill any vacancy which may occur during the year and make appointments subject to the provisions of these Articles.
- 74.** The Council shall have the power to reject the nomination of any organisation permitted to nominate a representative to serve on Council or the nomination of any person seeking election as a geographical representative where that person is considered liable to bring the association into disrepute or whose previous conduct is considered by Council to be inconsistent with the best interests of the Association.
- 75.** Any Council Member who is absent from at least one quarter of the meetings of Council including the Annual General Meeting and of the Committee(s) of which such a person is a member in any period of twelve months, without providing a written explanation satisfactory to the Council, shall be deemed to have resigned from Council. Council Members affected by this Article shall be entitled to address Council prior to any decision being taken.
- 76.** Council Members shall conduct themselves in a manner which does not bring the good name of the Association into disrepute. Council Members whose actions or activities may prejudice the good name and reputation of the Association or fail to meet the requirements of the Football Association may be suspended, expelled from

Council, or otherwise dealt with. The Council shall determine the process by which any allegations are investigated and determined. Any member subject to action under this Article shall be entitled to a hearing and a right of appeal.

### **Committees of the Council**

- 77.** The Council has the power to establish such committees as it considers appropriate from time to time for the effective governance and administration of football in the County.
- 78.** Each year at the first Council meeting after the Annual General Meeting the Council shall appoint Council Members to the Committees of the Council to hold office for a one-year term until the first Council Meeting after the Annual General Meeting. Appointments to the Committees, including who shall Chair those Committees, shall be in accordance with the recommendations of a committee composed of the Chairman, Vice Chairman, and the Council elected directors.

### **Proceedings of Council**

- 79.** The Chief Executive Officer shall on the request of any five Council Members call a Council meeting. The notice shall be sent to all the Council Members individually. At least four 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 three times each year. No business shall be transacted at any meeting unless a quorum of 15 Council Members is present.
- 80.** The Council shall have the power to make standing orders for the conduct of Council meetings and Council may otherwise regulate their proceedings as they think fit. Council meetings shall be conducted in accordance with those standing orders. Each Council Member shall have one vote.

### **Notice of Meetings & Minutes**

- 81.** The Chief Executive Officer shall receive and distribute notices of all general meetings and all meetings of the Council and Committees. The Chief Executive Officer or their representative shall be entitled to attend and speak at all Committee meetings but shall not be entitled to vote at any meetings.
- 82.** The Council Members shall cause minutes to be made of all its proceedings.

## **PART 7: LIABILITY OF MEMBERS AND DISSOLUTION**

### **Liability of Members**

- 83.** Each member undertakes that, if the Association is wound up while he or she is a

member or within one year after he or she ceases to be a member, he or she will contribute an amount to the assets of the Association as may be required for:

- i. Payment of the Association's debts and liabilities contracted before he or she ceases to be a member;
- ii. Payment of the costs, charges and expenses of winding up; and
- iii. Adjustment of the rights of the contributories among themselves, provided that such amount shall not in aggregate exceed £1.

## **PART 8: ADMINISTRATIVE ARRANGEMENTS**

### **84. Means of Communication to be Used**

- a. Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- b. Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- c. A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **85. When Notice or Other Communications are Deemed to Have Been Received**

- a. Any notice, document or information sent or supplied by the Association to the members or any of them:
  1. By post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;
  2. By being left at a member's registered address, or such other postal address as notified by the member to the Association for the purpose of receiving Association communications, shall be deemed to have been received on the day it was left;
  3. By electronic means, shall be deemed to have been received 24 hours after it was sent. Proof that a notice, document or information in electronic form was addressed to the electronic address provided by the member for the purpose of receiving communications from the Association shall be conclusive evidence that the notice, document or information was sent; and
  4. By making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been



received in accordance with this Article or, if later, the date on which it is first made available on the website.

**86. Company Secretary**

A Company Secretary may be appointed by the directors for such time, at such remuneration and upon such conditions as the directors may think fit, and any Company Secretary so appointed may be removed by the directors. The directors may from time to time by resolution appoint an assistant or deputy Company Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.

**87. Accounts**

- a. The directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act and the statutes. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time
- b. The books of account shall be kept at the registered office of the Association, or, subject to section 388 of the Act, at such other place or places as the directors shall think fit and shall always be open to the inspection of any director.
- c. The Association must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every member, to every holder of the Association's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Act.
- d. The Association must, pursuant to section 424 of the Act, comply with the obligations set out at Article ? not later than:
  - i. The end of the period for filing accounts and reports to the Registrar of Companies; or
  - ii. If earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

**88. No Right to Inspect Accounts and Other Records**

Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

**Alterations to the Memorandum and Articles**

- 89.** The Articles shall be as determined by the Members from time to time and the provisions in these Articles. Proposals to amend the Articles may be made by members pursuant to the 2006 Act or by the Council.

- 90.** Proposals to amend the Articles under Article ? may only be made if:
- (a) Such amendment complies with the Law
  - (b) The Articles incorporating such amendment would not breach the Law
- 91.** 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 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).
- 92. Rules and Bye-Laws**
- The directors, subject to approval of the Council, may from time to time make (and vary) such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The members shall have power to alter, add to or repeal any such rules or bye- laws and the directors shall adopt such means as they think sufficient to bring to the notice of the members all such rules or bye-laws, which shall be binding on all members provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.
- 93.** 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 and any provisions made pursuant to them shall take precedence.