

**NOTICE IS HEREBY GIVEN** that an **Extraordinary General Meeting** of the London Football Association Limited will be held at **The London Football Association Offices, Hurlingham Business Park, Sullivan Road, London, SW6 3DU**, on **28<sup>th</sup> May 2020** commencing at **16:00hrs**.

This Extraordinary General Meeting (EGM) is called for the transaction of three Special Resolutions proposed by the Board of the London Football Association, with 21 days clear notice as required by London FA Article 14, an agenda for which is given hereunder.

By order of the Board  
24 April 2020

Paul Bickerton  
Chief Executive Officer

## **AGENDA**

1. Chair to open meeting
2. Special Resolution 1: Postponement of the 2020 Annual General Meeting of the London FA
3. Special Resolution 2: Changing the dates for the London FA Council Appointment process
4. Special Resolution 3: Temporary powers for the London FA Board of Directors to respond to the Covid-19 crisis
5. Chair to close meeting.

Further detail is provided in the calling notice overleaf and in a separate document (London FA Member Communication EGM1). This document provides details of the arrangements for the EGM (conforming with current restrictions), the request to you to apply for proxy votes (London FA Proxy Form EGM2), and the London FA Board's request that if you are willing you confirm your agreement by email that you are willing for future notices of London FA Annual General Meetings and Extraordinary General Meetings to be sent by email to you, your club, league or organisation.

A full copy of the current London FA Articles of Association can be viewed at the link below:

<http://www.londonfa.com/about/london-fa-board>

Papers:

- London FA Member Communication EGM1
- London FA Proxy Form EGM2

## CALLING NOTICE

In summary, the general nature of the business at this meeting is to amend our Articles in order to allow the London FA:

1. to postpone the 2020 Annual General Meeting (AGM) to any month in 2020 after June 2020 (the month currently required in Article 14) and to give to the Board of Directors the power to determine the month in which the AGM will be held both in 2020 and in 2021, subject to the requirement that at least two months' notice of each AGM in 2020 and 2021 is given by the Board to Council and London FA members;
2. to change the date in 2020 for nominations for Council to a later date in 2020 (currently 31<sup>st</sup> May 2020 is required by Article 37), to change the date in 2020 when Council Members take up office to a later date in 2020 (currently it is from July 1<sup>st</sup>), and to change the length of service of the Council Members appointed and elected in 2020 (currently this is for three years, but as members of the new Council will take up office a few months later than at present is required, their term of office will be a few months shorter than three years); and
3. to allow the Board of Directors exceptionally and only for a period from the EGM in May 2020 until the AGM in 2022, to take any further decisions which are within the law of the land, which would otherwise need the agreement of Council and/or of members at an AGM or an EGM and which Board of Directors judge to be necessary either as a result of the coronavirus pandemic or as a result of other events which are beyond the control of the London FA.

The special resolutions are as follows:

### Special Resolution 1:

The London FA agrees that, because of the Covid-19 global pandemic in 2020, the following amendments are made to LFA Article 14:

- i. after 'in June of each calendar year' in line 1 add: '*, except in 2020 when the AGM may be held in any month from July to December inclusive and in 2021 when the AGM may be held in any month from April to December inclusive,*'
- ii. after 'at least 14 days' notice' in line 3 add: '*In 2020 and 2021 the time, date, month and place in which the AGM is to be held will be decided by the Board of Directors and the London FA Chair or Chief Executive shall give at least 60 days' notice to London FA Council Members and London FA members of the time, date, month and place of the AGM in each of these two years*'.

For clarity, the amended Article 14 would then read (additional words in italics):

Article 14 : An annual general meeting to be held in June of each calendar year, *except in 2020 when the AGM may be held in any month from July to December 2020 inclusive and in 2021 when the AGM may be held in any month from April to December inclusive*, and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other extraordinary general meeting shall be called by at least 14 days' notice. *In 2020 and 2021 the time, date, month and place at which the AGM will be held will be decided by the London FA Board of Directors and the London FA Chair or Chief Executive shall give at least 60 days' notice to London FA Council Members and London FA members of the time, date, month and place of the AGM in each of these two years.*

NOTE - the remainder of Article 14 is unchanged.

## Special Resolution 2

The London FA agrees that, because of the Covid-19 global pandemic in 2020, the following amendments are made to London FA Article 37:

- i. Article 37: In line 4 after 'the said date' add '*, except that in 2020 nominations shall be received before 30 November 2020*'.
- ii. In line 4 after 'shall take office from July 1<sup>st</sup> in each election year' add '*except in 2020 when Council Members shall take office from a date before December 31<sup>st</sup>, 2020 to be decided by the Board of Directors,*'
- iii. In line 5 after 'three years later' add '*except for those Council Members who take office in 2020 who shall serve for the remainder of the period until June 30<sup>th</sup>, 2023, and*'

For clarity, the amended Article 37 would then read (additional words in italics):

Article 37: Nominations for the Council shall be sought every three years (commencing from the first election year 2002) and shall be received in each election year before 31<sup>st</sup> May in that year, unless before January 31<sup>st</sup> in the same year the Board of Directors decides otherwise and informs the Council of the said date, *except that in 2020 nominations shall be received before 30 November 2020*. Council Members shall take office from July 1<sup>st</sup> in each election year *except in 2020 when Council Members shall take office from a date before December 31<sup>st</sup> 2020 to be decided by the Board of Directors*, and shall serve for three years until June 30<sup>th</sup> three years later, *except for those Council Members who take office in 2020 who shall serve for the remainder of the period until June 30<sup>th</sup> 2023, and* unless they resign or otherwise cease to hold office beforehand.

## Special Resolution 3

The London FA agrees that, because of the Covid-19 global pandemic, the London FA will give powers to the Board of Directors as follows:

- i. to prevent the need for one or more further emergency general meetings to deal with further consequences of this or other matters beyond the control of the London FA, for the period from May 2020 until the London FA AGM in 2022 only, the London FA will give powers to the Board of Directors exceptionally and only for a period from the EGM in May 2020 until the AGM in 2022 to take any further decisions which are within the law of the land and which would otherwise need the agreement of Council and/or of members at an AGM or an EGM and which Board of Directors judge to be necessary either as a result of the coronavirus pandemic or as a result of other events which are beyond the control of the LFA. This requires a new (Article 11A) to be inserted as follows:

New Article 11a: *All the Articles of Association of the London FA shall, for the period from the London FA EGM in May 2020 until the London FA AGM in 2022, be subject to the following qualification, namely that for the period from May 2020 until the London FA AGM in 2022 only, the London FA gives all necessary powers to the Board of Directors exceptionally and for this period only to take any further decisions which are within the law of the land and which would otherwise need the agreement of Council and/or of members at an AGM or an EGM and which the London FA Board of Directors judge to be necessary either as a result of the coronavirus pandemic or as a result of other events which are beyond the control of the London FA.*