

No. 4102875

THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE

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ARTICLES OF ASSOCIATION

- of -

LONDON FOOTBALL ASSOCIATION LIMITED

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Adopted by Members' Resolution 16<sup>th</sup> January 2019

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## THE COMPANIES ACT 2006

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### ARTICLES OF ASSOCIATION OF LONDON FOOTBALL ASSOCIATION LIMITED

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#### INTERPRETATION

1. The model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time shall not apply to the Association but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.

2. In these Articles:

“the Act”	means the Companies Act 2006 as amended, restated or re- enacted from time to time;
“Affiliated Club”	means a football club which the Council has accepted may affiliate to the Association as an Associate Member;
“Affiliated League”	means a league of Affiliated Clubs which the Council has accepted may affiliate to the Association;
“Area”	means such a geographical area of the County as is determined from time to time by the Board of Directors;
“Articles”	means these Articles of Association;
“Associate Member”	means an Affiliated Club which or other person who the Council has resolved may be an associate member of the Association;
“Association”	means London Football Association Limited;
“Board of Directors”	means the Board of Directors of the Association for the purposes of the Act as appointed from time to time under these Articles in accordance with Article 57,58,59 and 61;
“Chair”	means the Chair of the Association appointed from time to time in accordance with Articles 57 and 60;
“Chief Executive Officer”	means the person who is from time to time the Chief Executive Officer for the Association appointed in accordance with Article 64;
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“competition”	means a competition of Affiliated Clubs which the Council 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;
“Council Members”	means the persons appointed or elected from time to time to be members of the Council in accordance with these Articles;
“the County”	means the county boundaries of the London Football Association (as defined on 31 March 1974) or such other area as shall be determined from time to time by The Football Association Limited;
“Deputy Chair”	means the person elected by the Board of Directors from time to time to be the Deputy Chair of the Association;
“Division”	means a geographical group comprising members of the Council and London FA staff whose purpose is to support and contribute to the effective delivery of the London FA strategic plan;
“ex officio”	means that a person holds a position ‘ex officio’ if (e.g. as a director or Committee Member) they do so by virtue of some other office they hold, and their position is therefore wholly dependent (and conditional on) them continuing to hold that office;
“executed”	includes any mode of execution;
“FA Representative”	means the person appointed from time to time in accordance with Article 53 to be the Association’s representative at The Football Association under the Articles of The Football Association;
“Finance and Risk Director”	means the person appointed by the Board of Directors with responsibility for financial governance of the Association in accordance with Article 57;
“first Council meeting”	means the first meeting of the Council to be held after the Association Limited Company’s first annual general meeting;
“The Football Association”	means The Football Association Limited of Wembley Stadium, Wembley, London HA9 0WS;
“independent”	<p>a person is independent if they are free from any close connection with the Association and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be ‘independent’ even if they are a member of the Association and/or play the sport. Examples of a ‘close connection’ include:</p> <p>(i) they are or have within the last four years been actively involved in the Association’s affairs, e.g. as a representative of a specific interest group within the Association such as a</p>

sporting discipline, a region or a home country

(ii) they are or have within the last four years been an employee of the Association, or

(iii) they have close family ties with any of the Association's directors or senior employees

"Inner London Schools' County FA (ILSCFA)"	means the ILSCFA division of the English Schools Football Association;
"laws of the game"	means the laws of Association Football as settled by the Federation Internationale de Football Associations ("FIFA") from time to time;
"Life Members"	means the persons elected from time to time to be the life members of the Association in accordance with Article 52;
"members"	means those Local Associations, Affiliated Leagues, Competitions, Senior Clubs, Associate Members and individuals admitted into the membership of the Association in accordance with Article 5;
"Membership Rules"	means the membership rules of the Association created and amended from time to time pursuant to Article 7 and 8;
"nominated director"	means a director whose appointment to the Board arises from provisions in the Articles of Association of the LFA permitting the election or nomination of directors by the membership of the LFA Council;
"office"	means the registered office of the Association;
"President"	means the person elected from time to time to be the President of the Association in accordance with Article 51;
"Rules"	means the rules, regulations, standing orders and bye-laws of the Association as amended from time to time;
"Rules of The Football Association"	means the rules of The Football Association as amended from time to time;
"seal"	means the common seal of the Association;
"secretary"	means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association pursuant to the Act, including a joint, assistant or deputy secretary;

“Senior Independent Director”	means an independent director who is appointed as such by the Board of Directors, and whose responsibilities include: <ul style="list-style-type: none"> <li>(i) providing a sounding board for the Chair;</li> <li>(ii) serving as an intermediary for the other directors when necessary;</li> <li>(iii) acting as an alternative contact for stakeholders to share any concerns if the normal channel of the Chair is inappropriate or the Association’s management fail to resolve a matter or in cases where such contact is inappropriate, and</li> <li>(iv) leading on the process to appraise the Chair’s performance;</li> </ul>
“Standing Committees”	means the Standing Committees as established in accordance with Article 66;
“United Kingdom”	means Great Britain and Northern Ireland;
“Youth Division”	means the committee of the Association with responsibility for Youth Football and appointed pursuant to the Membership Rules from time to time.

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

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

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

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

## **OBJECTS**

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

- (i) to promote, foster, develop and support the game of Association Football ("the game") in every way, without discrimination, and to take all steps as shall be thought necessary or advisable for preventing infringements of the Laws of the Game as they apply from time to time, or any improper methods or practices in the game, and for protecting the game from abuses;
- (ii) to make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of the game or otherwise within the County, and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye-laws and conditions;

- (iii) to promote, foster, develop and support the principle of fair play in the game by encouraging everyone involved in the game to show respect to each other and to behave in a sporting manner both on and off the field of play;
- (iv) to promote, foster, develop and support organisations designed in any way to promote, foster, develop and support the game, including playing the game, the training and regulation of players, coaches and referees, the promotion of sportsmanship, the promotion of security in relation to spectating and the advancement of science and medicine as they apply to the game, and in any way in relation to all other aspects of the game, including by subscribing for shares, loan stock, warrants and other instruments in such organisations, or becoming involved as a member or affiliate of such organisations, or facilitating the drafting and adoption of the constitution or memorandum and articles of association of such organisations or by making payments by way of grant or otherwise to such organisations;
- (v) to maintain, continue and provide for the affiliation and registration of competitions, clubs and other organisations for promoting or playing the game;
- (vi) to maintain, continue and provide for the affiliation and registration of players, referees, coaches and others involved in the game;
- (vii) to promote, provide for, regulate and manage competitions and matches, in the County or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to such promotion, provision, regulation or management, including for the comfort, conduct, conveyance, convenience or benefit of players and of the public, and of any other persons concerned or engaged in such competitions or matches;
- (viii) to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any of the cups, shields and other prizes of or relating to the London Football Association;
- (ix) to provide for representation at general meetings and on the Council of The Football Association Limited of persons involved in the game within the County by such means and in such manner as shall be determined from time to time under the rules, regulations or bye-laws, conditions or articles of the Association;
- (x) to provide for, make and vary all such rules, regulations and bye-laws as they relate to persons involved in the game in the County from time to time;
- (xi) to provide by rules, regulations, conditions, bye-laws, or otherwise, for deciding and settling all differences that may arise between associations, clubs, competitions, players or any persons who are members of or who are employed or engaged by any such association, competition or club, or any other person in reference to due compliance with the Laws of the Game (as from time to time prescribed by The Football Association Limited) or the rules, regulations, conditions or bye-laws of the Association or of The Football Association Limited, or in reference to contracts, or to any other matter of dispute or difference arising between such, or persons, or any of them, and whether the Association is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as shall be thought proper;
- (xii) to co-operate with or assist any association or club or competition or other person involved in the game in any way which the Association shall think proper, and to enter into or adopt any agreement or arrangements with such;

(xiii) to co-operate with The Football Association Limited in all matters relating to the game, including compliance with the Rules of The Football Association Limited and the rules and regulations of anybody to which The Football Association Limited is affiliated, and

(xiv) to adopt and carry out all such rules and regulations, conditions, bye-laws, agreements and arrangements of The Football Association Limited, as are now in existence and from time to time, and to comply with or to enforce the due compliance with the same unless and until the same shall have been duly varied in accordance with the terms thereof.

4. The objects stated in each part of Article 3 shall not be restrictively construed but shall be given the widest interpretation. In Article 3, the word "association" shall, except where used to refer to the Association, mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the objects stated in Article 3, shall be limited by, or be deemed subsidiary or auxiliary to, any other object stated in Article 3.

## **MEMBERS OF THE ASSOCIATION**

5. The members as at the date of adoption of these Articles and such other persons as are admitted to membership by the Board of Directors in their absolute discretion in accordance with the Articles shall be the members of the Association. Every person who wishes to become a member shall submit online or by post to the Association an application for membership in such form as the Board of Directors requires. The provisions of section 113 of the Act shall be observed by the Association and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration the number of members is declared to be unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 323 of the Act. Council Members shall be members but any person who ceases to be a Council Member shall automatically cease to be a member and his/her name shall be erased from the Register of Members.
6. A member may withdraw from membership of the Association on seven days' clear notice to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or the Membership Rules.
7. The Board of Directors may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members.
8. The Board of Directors may from time to time make, vary and revoke Membership Rules relating to all aspects of membership of the Association including (without limitation) Membership Rules:
- (i) setting out different categories of membership of the Association including Rules for Associate Members;
  - (ii) setting out rights, privileges and obligations of the different categories of members;
  - (iii) relating to the organisation of members including (without limitation) rules of, finances of and financial and other records and minute books to be kept by members;
  - (iv) setting out which office holder(s) of a member may represent the member at general meetings of the Association, and

- (v) setting out disciplinary procedures for members and players.
9. It shall be the duty of the Board of Directors, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the directors for the time being.
  10. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of their resignation, or if at any time after receipt of the notice requesting them to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the directors. The Board of Directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in writing, and they shall not be required to withdraw from membership unless half of the Board of Directors present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a member and their name shall be erased from the register of members.
  11. The members shall pay any subscription, affiliation and other fees set by the Board of Directors. Any member whose subscription or affiliation fee is more than one month in arrears shall be deemed to have resigned their membership of the Association.

## **GENERAL MEETINGS**

12. The Association shall hold a general meeting every calendar year as its annual general meeting at such time and place as may be determined by the Board of Directors and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:
  - (i) to receive from the Board of Directors a financial report;
  - (ii) to receive from the Board of Directors a report of the activities of the Association since the previous annual general meeting;
  - (iii) to elect the President in an election year;
  - (iv) to appoint the Association's auditors, and
  - (v) to transact such other business as may be brought before it in accordance with these Articles. General meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Board of Directors may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, 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. If there are



not within the United Kingdom sufficient Board of Directors to call a general meeting, any director or the Chief Executive Officer may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

14. An annual general meeting to be held in June of each calendar year 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. A general meeting may be called by shorter notice if it is so agreed:
  - (i) in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting, and
  - (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all the members.
15. 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 the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.

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

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

17. No business shall be transacted at any meeting unless a quorum of 25 members (excluding Associate Members) is present in person, by proxy or in the case of a corporate member by representative.
18. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board of Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
19. The Chair or in their absence the Deputy Chair shall preside as chair of the meeting, but if neither the Chair nor the Deputy Chair are present within 15 minutes after the time appointed for holding the meeting and willing to act, the Board of Directors present shall elect one of their number to be chair of the meeting and, if there is only one director present and willing to act, they shall be chair of the meeting.
20. If no director is willing to act as chair of the meeting, or if no director is present within 15 minutes after the time appointed for holding the meeting, the meeting will be adjourned and rescheduled to take place within 14 days.

21. The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
22. The chair of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced, or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to the Chair that:
  - (i) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
  - (ii) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - (iii) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
23. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chair of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chair of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
24. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a ballot is duly demanded. Subject to the provisions of the Act, a ballot may be demanded:
  - (i) by the chair of the meeting, or
  - (ii) by at least three members present in person, by proxy or in the case of a corporate member by representative and having the right to vote at the meeting.
25. Unless a ballot is duly demanded a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
26. The demand for a ballot may, before the ballot is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
27. A ballot shall be taken at such time and place and in such manner as the chair of the meeting directs and they may appoint scrutineers (who need not be members) and fix a time and place for

declaring the result of the ballot. The result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

28. In the case of an equality of votes, whether on a show of hands or on a ballot, if the chair of the meeting is a member of the Association then they shall be entitled to a casting vote in addition to any other vote they may have.
29. A ballot demanded on a question of adjournment shall be taken forthwith. A ballot demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs not being more than 14 days after the ballot is demanded. The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the ballot was demanded. If a ballot is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
30. No notice need be given of a ballot not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the ballot is to be taken.

## **VOTES OF MEMBERS**

31. Subject to Article 28, on a show of hands every member who is present in person shall have one vote and in a ballot every member present in person, by proxy or in the case of a corporate member by representative shall have one vote. Associate Members shall not be entitled to receive notice of, attend or vote at general meetings.
32. Proxies may only validly be appointed by a notice in writing which:
  - (i) states the name and address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
  - (iv) 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.
33. A person who is entitled to attend, speak or vote (either on a show of hands or on a ballot) 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.

An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

34. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

## **COUNCIL**

36. The Council shall comprise:
- (i) the President;
  - (ii) the Chair and the Board of Directors;
  - (iii) the Life Members;
  - (iv) the Past Presidents;
  - (v) the Vice-Presidents;
  - (vi) the Council Members;
  - (vii) one representative nominated by each of the Professional Clubs appointed in accordance with Article 42, and
  - (viii) the Honorary Vice-Presidents.

## **ELECTIONS AND APPOINTMENTS TO COUNCIL**

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 May 31st in that year, unless before January 31st in the same year the Board of Directors decides otherwise and informs the Council of the said date. Council Members shall take office from July 1st in each election year and shall serve for three years until June 30th three years later unless they resign or otherwise cease to hold office beforehand.

Upon election, all Council Members must complete all the required safeguarding training, a declaration of good character, not be under any suspension from the Football Association and complete any other training / requirements of the Board of Directors / Football Association.

38. In the year of an election all of the Council Members nominated and appointed under Article 36 (vi) shall retire but shall be eligible for reappointment through the open recruitment process subject to a term limit of a maximum of three terms of three years of consecutive service. This term limit for Council Members applies from 2017 onwards. The Chief Executive Officer shall send, on request, to those wishing to become Council Members the application form by post or by sending a link to the application form. On the form the applicant, in addition to other information, will be required to supply details of their service in football with a London FA affiliated league or club, reasons why they wish to become a Council Member and an indication of the voluntary work they wish to contribute to the Association. Any person nominated as a Council Member to fill any vacancy that has arisen must complete an application form for consideration by the Board through the open recruitment process. Such form must be submitted to the Chief Executive Officer by such date as the Board shall prescribe and signed by the candidate themselves.

No person who has been a Council Member for three successive terms of three years is eligible for re-election and/or reappointment as a Council Member until four years have elapsed since the end of their previous term of office.

39. All applications to become a member of Council shall be considered by the Nominations and Remunerations Committee which shall make recommendations to the full Board of Directors and successful applicants selected will be appointed on to Divisions in accordance with Article 40.
40. The Board of Directors shall determine the Divisions into which the Area shall be divided from time to time. The Board of Directors shall determine how many Council Members will be placed in each Division and to which Division a Council Member shall belong. Each Division shall choose their own chair, vice-chair and secretary.
41. Those persons nominated and appointed from 2017 onwards as Council Members under Article 36, 37, 38 and 39 shall hold office until the next election year following their appointment by the Board of Directors but shall be eligible for re-election and re-appointment in accordance with Articles 36, 37, 38 and 39.
42. Each affiliated Professional Club (i.e. those playing in the Premier League or Football League) shall decide for themselves which person they wish to stand as a representative on Council under Article 36(vii). In the absence of a nomination by the due date, the club secretary of that Professional Club shall be deemed to be the representative on Council and to serve until a replacement is notified by the Professional Club. In the event of a vacancy in a Professional Club's nominee as representative on Council the Professional Club concerned shall have the power to fill this vacancy and until any such decision the club secretary of that Professional Club shall be deemed to be the Club's representative on Council.
43. No person shall be appointed or elected to serve as a Council Member if they are a Member of the Council of any other County Association or a paid employee of any other County Association, either at the time of nomination, appointment or election or after nomination, appointment or election.
44. The Board of Directors shall decide on the maximum number of Council Members to be appointed under Article 37(vi) above.

#### **POWERS OF COUNCIL**

45. The Council has the power to nominate and remove the President, Vice-Presidents and Honorary Vice-Presidents in accordance with these Articles.
46. The Council has the power to advise the Board of Directors on footballing matters referred to it including (but without limitation to) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County. The Council shall not be able to override a decision by the Board of Directors but has all reasonable rights to consultation and constructive challenge.

The Board, following election and appointment of Council Members, shall allocate Council Members to all the Standing Committees established by these Articles.

## **PROCEEDINGS OF COUNCIL**

47. Council Members are entitled to attend all Council meetings and general meetings and subject to the provisions of these Articles are entitled to vote at such meetings.
48. At the request of 20 Council Members, the Chief Executive Officer shall call a Council meeting. The notice shall be emailed or, when requested, posted to all the Council Members individually. At least 14 clear days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. The Council shall meet at least three times in each calendar year. No business shall be transacted at any meeting unless a quorum of one quarter (25%) of Council Members is present.
49. The Board of Directors shall have the power to make Standing Orders for the conduct of Council meetings and the Council may otherwise regulate their proceedings as they think fit. Council meetings shall be conducted in accordance with those Standing Orders. Each Council Member shall have one vote.
50. If any Council Member is absent from three consecutive Council meetings, and/or three consecutive meetings of a Standing Committee, and/or three Divisional meetings without reasonable excuse, the Board of Directors shall have the power to declare their seat vacant, in which case the Council shall proceed to fill the vacancy.

## **PRESIDENT**

51. At each annual general meeting in an election year the President shall retire but shall be eligible for re-election for a maximum of three continuous terms of three years. All candidates for election as President shall be nominated in writing by two Council Members by such date as the Board of Directors shall prescribe. Only Council Members may nominate persons to the office of President. The President shall be elected by the members (excluding the Affiliated Clubs) at the annual general meeting in each election year. The President shall have such rights and privileges as the Board of Directors shall from time to time prescribe. Any vacancy in the position of President shall be filled in accordance with the same procedures as those for election as President set out earlier in Article 51 above.

## **LIFE MEMBERS, PAST PRESIDENTS, VICE-PRESIDENTS, HONORARY VICE-PRESIDENTS**

52.
  - (i) The President or Vice-Presidents, having served meritoriously as a Council Member of this Association and having served on a Standing Committee, shall have the option of requesting Life Membership. Recipients of the Football Association 50 Year Long Service Award may also be made a Life Member provided they have served a minimum of 10 years on the Council of the London Football Association. Life Members may only be proposed and elected by Council. Life Members will have the right to attend Council meetings and will have the right to vote. There may be up to six Life Members at any one time.
  - (ii) Any President either not re-elected or who retires is automatically a Past President. The Past Presidents shall have such rights and privileges as the Board of Directors shall from time to time prescribe.
  - (iii) The Association may have a maximum of 10 Vice-Presidents at any one time. Vice-Presidents shall be elected by the members at the annual general meeting in each election year. No person may be elected as a Vice-President unless they have been nominated as a Vice-President by the

Council. Vice-Presidents may serve on one Standing Committee if co-opted and a Division if invited. Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings. In the event of a casual vacancy arising for a position of Vice-President, such vacancy may be filled by the same procedure as that set out above in Article 52 (iii).

- (iv) Honorary Vice-Presidents may be elected by the members at the annual general meeting in each election year. No person shall be eligible for appointment as an Honorary Vice-President unless they have served as a Council Member of this Association for at least 20 years in total. Only the Council may nominate persons to be Honorary Vice-Presidents. Honorary Vice-Presidents shall be entitled to receive notice of and attend all Council meetings but may not vote at these meetings. Honorary Vice-Presidents shall have such rights and privileges as the Board of Directors shall from time to time prescribe.

## **FA REPRESENTATIVE**

- 53. The Board of Directors shall decide, by an open and transparent process which involves Council, which person should be the FA Representative from each election year. The person chosen to be the FA representative must hold an active position in the LFA and the LFA may appoint only a person who complies with all the requirements at the time of the Football Association. If the FA clarifies and redefines its requirements in the future, the LFA will comply also with any new requirements in force at the time of each election. Such person shall be appointed for a three-year term and on such conditions as the Board of Directors thinks fit. Any person so appointed may be removed at any time by the Board of Directors. Any casual vacancy arising in the office of FA Representative will be filled by the Board of Directors by an open and transparent process which involves Council and according to the same requirements set out above in Article 53.

## **BOARD OF DIRECTORS**

- 54. Pursuant to Articles 7,8,46 and 49, all affairs of the Association shall be governed by the directors who may authorise all such acts and the exercise of all such powers of the Association by the directors, on whom executive management powers are conferred as directors, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting or by the Council.

The Board of Directors is ultimately responsible and accountable, in Company Law, for effective and efficient corporate governance of the Association.

- 55. Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of twelve but shall be not less than eight. Directors are required to take part in appropriate directors' role training or receive appropriate directors' role training within six months of being appointed and subject at all times to other requirements set out in the Football Association minimum operating standards.
- 56. In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the directors, a matter shall be carried if supported by a simple majority of the directors' present and voting.
- 57. Subject to article 58, the directors shall include:

- (i) The Chair (who is also Chair of Council), who shall be selected through an open and public process, nominated by the Nominations and Remunerations Committee and appointed by the Board of Directors, and who may be a football director or an independent director;
- (ii) The Deputy Chair, who shall be elected by the Board of Directors from the directors elected to the Board of Directors from the Council ('Council-elected directors') and those other directors who are football directors. Independent directors are not eligible to be elected as Deputy Chair;
- (iii) The Finance and Risk Director, who shall be selected through an open and public process, nominated by the Nominations and Remunerations Committee on the basis of a specific role profile and appointed by the Board of Directors, and who may be a Council-elected director, a football director or an independent director;
- (iv) A minimum of three (3) directors with football and required business skill and experience ('football directors') who shall be selected through an open and public process, nominated by the Nominations and Remunerations Committee, and appointed by the Board of Directors;
- (v) A minimum of three (3) independent directors ('independent directors'), who shall be selected through an open and public process, nominated by the Nominations and Remunerations Committee, and appointed by the Board of Directors;
- (vi) From the date of elections in 2020, four (4) directors with football and required business skill and experience who shall all be elected from and by the Council ('Council-elected directors') according to rules agreed by the Board of Directors after consultation with the Council and which shall include requirements for a secret ballot, a short written statement from each candidate and an opportunity for Council to hear from and question each candidate. Such elections will take place in 2020 and thereafter every three years at the first Council meeting after each new Council takes office.
- (vii) From 1 January 2019, any vacancies on the Board of Directors up to a maximum of four (4) , shall be filled by directors to be elected from and by the Council ( Council-elected directors ) following the rules and procedure set out earlier in Article 57(vi). From the date of elections in 2020, when any vacancies arise on the Board of Directors as a result of any Council-elected directors ceasing to be directors, then these vacancies will be filled by Council-elected directors to be elected following the rules and procedure set out earlier in Article 57(vi).
- (viii) When more than two Council-elected directors are members of the Board of Directors, at least one of these directors must be female and one must be male.
- (ix) In advance of all elections to the Board of Directors from and by the Council, the names of those seeking election as Council-elected directors shall be submitted to the Nominations and Remunerations Committee for confirmation as candidates.
- (x) All Council-elected directors shall also be regarded as football directors and no Council-elected director may serve as an Independent Director.

58.

- (i) At least 30% of the Board of Directors shall be female and at least 30% shall be male.
- (ii) No director may stand for or take up two or more positions on the Board of Directors.



- (iii) No paid employee of the Association may serve as a London Football Association director.

59.

- (i) Subject to Article 60 below, the directors referred to in Article 57 (ii) to (vi) and Article 58 above shall retire in each election year but shall be eligible for re-election and/or re-appointment subject to a maximum term of three terms of three years, with this term limit calculated from the date of their first election to the Board of Directors.
- (ii) Subject to Article 60 below, no person who has been a director for three successive terms of three years is eligible for re-election and/or reappointment as a director until four years have elapsed since the end of their previous term of office

60. From 2019, the Chair will serve for a term of three years and is eligible to serve for two further terms of three years if reappointed. The Chair is also eligible to serve for one additional year in exceptional circumstances, in addition to three terms of three years in succession, if expressly approved by the Board of Directors. No person who has been the Chair for three successive terms of three years, and whether or not they served for one additional year as permitted above, is eligible for reappointment as the Chair or another director until four years have elapsed since the end of their previous term of office

61. The Board of Directors will decide at its first meeting after its appointment in each election year on the length of the term of office of each member of the Board of Directors with the exception of the Chair, and whether a third of the board should retire each year and if so which board members should retire after the first or second years of the three year term.

62. In exceptional circumstances a director may be co-opted on to the Board of Directors if this is necessary to make sure that the Board has the experience and/or skills necessary to fulfil its role, provided that the total number of directors does not exceed the number decided under Article 55.

63. The selection of the Chair, all football directors other than those who are Council-elected directors and all independent directors shall be through an open and public process.

64. The Board of Directors shall appoint the Chief Executive Officer for such term and upon such conditions as it thinks fit. Any person so appointed may be removed by the Board of Directors at any time.

65. At the first meeting of the Board of Directors in 2019 and thereafter at the first meeting of the Board of Directors following the date when new Council Members take office in each subsequent election year, the Board of Directors shall appoint such persons as they think fit, whether Council Members or others, and who they decide are appropriate, to the Standing Committees established by Article 66 to hold office for the remainder of the term of the Board of Directors and the Council then in office. The Board of Directors shall make sure that at all times at least one director is appointed to each Standing Committee.

66.

- (i) The Board of Directors will appoint Council Members to the following four (4) Standing Committees: Cups and Competitions, Judicial, Referees and Rules and Sanctions. Non-Council members may be appointed or co-opted to these Committees for their specific skills and knowledge. All these Standing Committees will report regularly and be accountable to the Board and report and be answerable to the Council. Clear terms of reference for each Standing Committee which identify the responsibilities of the Standing Committees and any powers delegated to them by the Board of Directors are to be agreed by the Board of Directors and a

robust process for selection for these Standing Committees is to be agreed by the Board of Directors and communicated to all members.

- (ii) The Board of Directors may also establish and appoint to other committees, such as a Risk and Audit Committee and an Inclusion Advisory Committee, as it thinks fit.

- 67. Each Standing Committee and other committee established by Article 65 and 66 shall elect their own Chair, Deputy Chair and Secretary at the earliest suitable opportunity after the appointment of the members of the Committee.

## **DELEGATION OF DIRECTORS' POWERS**

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

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 69. All directors will remain Council members automatically for as long as they are Board members. When a Council-elected director resigns from the Council they cease immediately to be a Board member. When a Council - elected director resigns from the Board this does not affect their right to continue as a member of the Council.
- 70. Without prejudice to the provisions of section 168 of the Act, the members may by ordinary resolution remove any director before the expiration of their period of office, and may by an ordinary resolution appoint another suitably qualified person in their stead; but any person so appointed shall retain their office so long only as the director in whose place they are appointed would have held the same if they had not been removed.
- 71. The roles of chair and chief executive shall not be exercised by the same individual, and the division of responsibilities shall be agreed by the Board of Directors.
- 72. The Board of Directors or the Nomination and Remunerations Committee shall inform the FA and Sport England of any appointment process being carried out by the London FA in relation to any directors, and the chief executive, and shall permit the FA and Sport England to observe any such process. On appointment, each director shall be given a written statement of their responsibilities.
- 73. If any director is not re-appointed, they shall retain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.
- 74. Upon election, all directors must complete all the required safeguarding training, a declaration of good character, not be under any suspension from the Football Association, and complete any other training / requirements of the Board / Football Association.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 75. The office of a director shall be vacated if:

- (i) they cease to be a director by virtue of any provision of the Act or become prohibited by law from being a director;
- (ii) they become bankrupt or make any arrangement or composition with their creditors generally;
- (iii) they are or may be, suffering from mental disorder and either:
  - a) they are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
  - b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs;
- (iv) they resign their office by notice to the Association;
- (v) they shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the directors and the directors resolve that their office be vacated;
- (vi) they are suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association;
- (vii) they are removed from office by a resolution duly passed pursuant to section 168 of the Act;
- (viii) they are removed from office by three quarters majority of Board Members present to remove them is proposed, or
- (ix) they breach the statutory director's code/director's code required by the Football Association.

## **DIRECTORS' ROLES AND RESPONSIBILITIES**

- 76. The Chair, Deputy Chair & Finance and Risk Director shall be members of all Standing Committees *ex officio* and are entitled to receive notice of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.
- 77. The directors shall regularly report to the Council on all their activities.
- 78. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
- 79. Any director may participate in a meeting of the Board, or of a committee of directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chair of the meeting is.

80. A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally. The quorum for the transaction of the business of the directors shall be three (3).
81. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling Council meetings or of calling a general meeting.
82. The Chair shall be the chair of the Board of Directors. Unless they are unwilling to do so, the Chair shall preside at every meeting of directors at which they are present. But if there is no person holding that Office, or if the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Deputy Chair shall preside. If there is no Senior Independent Director or if they are unwilling to preside, or if they are not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.
83. All acts carried out by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
84. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
85. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association.
86. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
87. The Association may by ordinary resolution suspend or relax to any extent, in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
88. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Association or any corporate body in which the Association is interested the proposals may be divided and considered in relation to each director separately and (provided they are not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
89. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of

the meeting and their ruling in relation to any director other than themselves shall be final and conclusive.

## **NOMINATIONS AND REMUNERATIONS COMMITTEE**

90. The Nominations and Remunerations Committee shall comprise up to five members of the Board of Directors, and shall include the Chair or their nominee, the Finance and Risk Director and the Senior Independent Director and up to another two directors, and shall be appointed to make sure of the best gender balance, ethnic mix and other diversity, and the Committee may co-opt no more than a further four members to the Committee. The Chair shall play no part in the discussion and voting on any recommendation for future Chair. The Nominations and Remunerations Committee shall be chaired by the Chair except when it is dealing with the appointment of a successor to the Chair, when it shall be chaired by the Senior Independent Director or, in their absence, another Independent Director. With the exception of the Chair, the Finance and Risk Director and the Senior Independent Director, the other Members of the Nominations and Remunerations Committee shall be appointed from other members of the Board of Directors to serve in rotation for no more than one year at any one time. From the time that at least one nominated and Council- elected director is elected to the Board of Directors, at least one of the Nominations and Remunerations Committee shall be a nominated and Council- elected director.

## **DIRECTORS' AND COUNCIL MEMBERS' EXPENSES**

91. The Directors and Council Members may be paid all reasonable travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or other meetings of the Association or otherwise in connection with the discharge of their duties, provided that the category of expenses has been approved by the Board of Directors and save where the rules provide otherwise. The Association may also fund a director's expenditure for the purposes permitted under the Act within any limits fixed by the Board of Directors and may do anything to enable a director to avoid incurring such expenditure as provided in the Act.

## **DIRECTORS' AND COUNCIL MEMBERS' APPOINTMENTS AND INTERESTS**

92. Subject as otherwise provided in the Act or these Articles, a director or Council Member may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and they may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Association) under the Association and they (or any firm of which they is a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) they may retain for their own absolute use and benefit all profits and advantages accruing to them in consequence of so acting.
- 93.
- (i) A director or Council Member must declare to the other directors any situation of which they is aware in which they has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Association unless it relates to a contract, transaction or arrangement with the Association or the matter has been authorised by the directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
  - (ii) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 93(i), provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting

pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

- (iii) A director or Council member shall not, by reason of their office, be accountable to the Association for any benefit which they derive from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 93(ii) (subject in any such case to any limits or conditions to which such authorisation was subject).

94.

- (i) A director who becomes aware that they are in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the Association must declare the nature and extent of that interest to the other directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (ii) Save as herein provided, or otherwise agreed in writing by all of the directors, a director shall not vote in respect of any contract, transaction or arrangement with the Association in which they have an interest which is to their knowledge a material interest otherwise than by virtue of being a member. A director or Council Member shall not be counted in the quorum at the meeting in relation to any resolution on which they are debarred from voting.
- (iii) Subject to the provisions of the Act and always to the provisions of Article 85 a director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning:
  - a) the giving of any security, guarantee or indemnity in respect of a debt or obligation of the Association or any subsidiary for which they have assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or
  - b) any arrangement for the benefit of directors or Council Members or employees of the Association or directors or employees of any subsidiary which does not award them any privilege or benefit not generally awarded to the other persons to whom such arrangement relates.
- (iv) If any question shall arise at any time as to the materiality of a director's or Council Member interest or as to the entitlement of any director/Council Member to vote and such question is not resolved by their voluntarily agreeing to abstain from voting, such question shall be referred to the chair of the meeting (or if the director concerned is the chair to the other directors at the meeting) and their ruling (as the case may be) shall be final and conclusive except in a case where the nature or extent of the interests of such director has not been fairly disclosed.
- (v) Subject as otherwise provided in the Act or these Articles, a director or Council Member may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and they may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Association) under the Association and they (or any firm of which they are a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) they may retain for their own absolute use and benefit all profits and advantages accruing to them in consequence of so acting.

## **DIRECTORS AND EMPLOYEES GRATUITIES AND PENSIONS**

95. Remuneration of all directors and employees, if any, shall be determined in accordance with a formal procedure agreed by the Board of Directors.

#### **CHIEF EXECUTIVE OFFICER**

96. The Chief Executive Officer shall be entitled to receive notice of all general meetings, all meetings of the Council, all meetings of the Standing Committees and all directors' meetings and shall be entitled to attend and speak at such meetings but shall not be entitled to vote at such meetings.

#### **SECRETARY**

97. Subject to the provisions of the Act, the Company Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. For the avoidance of doubt the Chief Executive Officer may be appointed as the Company Secretary.

#### **MINUTES**

98. The directors shall cause minutes to be made:
- (i) of all appointments made by the directors, and
  - (ii) of all proceedings at meetings of the Association, which shall include without limitation proceedings of the Council, and of the directors, and of committees of directors, including the names of the directors present at each such meeting. Any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### **THE SEAL**

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

#### **ACCOUNTS**

100. The Board of Directors will prepare annual accounts which:
- (i) comply with legal requirements and recognised accounting standards;
  - (ii) give specific disclosure of income received from public investors and clearly account for the expenditure of such funding, and
  - (iii) are audited.
  - (iv) The audited annual accounts must be published on the Association's website.
101. The Board of Directors shall cause accounting records of the Association to be kept in accordance with section 386 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered). No member shall (as such) have any right to inspect any accounting records or other book or document of the Association except as conferred by statute or authorised

by the Board of Directors or by ordinary resolution of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

## **NOTICES**

102. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
103. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given them shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
104. A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
105. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **DISSOLUTION**

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

## **RULES**

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

## **INDEMNITY**

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

## **ALTERATIONS TO THE MEMORANDUM AND ARTICLES**

- 109.



- (i) Any proposal to alter the Memorandum or Articles not being such as by statute requires a special resolution or to wind-up the Association shall require the approval of the Association in general meeting and the same may be passed or approved by a resolution of the Association passed by a majority of not less than three-quarters (3/4) of the members of the Association for the time being entitled to vote who may be present in person 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).
- (ii) Notwithstanding any provision in any other Articles, all proposals to alter the Memorandum or Articles shall not be put to a general meeting of members or to the annual general meeting until there has been sufficient consultation with members, Council and the Board of Directors, and the Chief Executive and/ or the Board of Directors are entitled to require up to three months for consultation before any such proposal is submitted to members ahead of a general meeting or the annual general meeting.

110. The Football Association shall, if invited by the directors to the meeting, have, all the rights of a member of the company in relation to receiving notice of and attending and speaking at general meetings and to receiving minutes of general meetings but shall have no right to vote at general meetings.

#### **COMMUNICATION AND CONSULTATION**

111. The Association will at all times have a strategy for engaging with and listening to all of its stakeholders.
112. The Association will undertake annually a survey of members, Council, board and staff and report annually all results to members, Council, board and staff.

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

113. The Board of Directors have the power from time to time to make, repeal and amend regulations for the better administration and effectiveness of the Association.
114. Any such rules made pursuant to Articles 7 and 8 must be consistent with and subject to the Rules of The Football Association.

#### **MEMBERS' LIABILITY AND APPLICATION OF PROPERTY**

115. The liability of the members is limited.
116. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Association save that the provisions of Article 106 shall apply on the winding-up or dissolution of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:
- (i) of reasonable and proper remuneration to any director, member, officer, servant or consultant of the Association for any services rendered to the Association and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such director, member, officer, servant or consultant of the Association;

- (ii) to any director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by them or their firm when instructed by the other directors to act in that capacity on behalf of the Association;
- (iii) of interest on money lent by a member of the Association or its directors at a commercial rate of interest;
- (iv) to any director of reasonable and proper out-of-pocket expenses or other costs as permitted further to Article 91;
- (v) of reasonable and proper rent for premises demised or let by any member of the Association or by any director;
- (vi) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association.

- 117. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound-up while they is a member or within one year after they ceases to be a member, for payment of the Association's debts and liabilities contracted before they ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves.
- 118. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the members of the Association equally.