STANDING ORDERS FOR THE CONDUCT OF BUSINESS AT MEETINGS OF COUNCIL OF THE FOOTBALL ASSOCIATION LIMITED (THE "COUNCIL") AND COMMITTEES OF COUNCIL adopted by Council on 29 May 2007 as revised on 3 April 2012 ("THE STANDING ORDERS")

General

1 The powers and duties of Council shall be as stated in the Articles of Association ("the Articles") of The Football Association Limited ("The Association" or "the Company"), the Rules of The Association and these Standing Orders.

Meetings of Council

2 Save where expressly stated to the contrary, Council may exercise any power or carry out any duty only at a meeting of Council.

3 There shall generally be not more than 6 meetings of Council in any period from 1 August – 31 July in any given year (the "Council Year").

4 Council shall determine the dates for meetings of Council at the first meeting in any Council Year, provided that a meeting takes place in June or July (the "Summer Meeting") and a meeting takes place immediately before the annual general meeting of The Association.

5 The time and venue of each meeting of Council shall be fixed by Council and shall ordinarily take place in London.

6 At any time the Board may (and on the request of 5 or more Members of Council shall) call an extraordinary meeting of Council over and above those referred to in Standing Orders 3 and 4 by giving no less than 14 days' notice to each Member of Council.

7 The Board may at any time postpone a meeting of Council and give no less than 4 days' notice to each Member of Council of such postponement.

Notice and Business of Meetings

8 No less than 7 days before a meeting of Council, each Member of Council shall receive an agenda of the business to be conducted. A matter which is not on the agenda shall not be considered at a meeting of Council unless accepted as an extraordinary item by a majority of 75% or more of the Members of Council present at the meeting.

9 A Member of Council may propose that a matter be an item on the agenda of a meeting of Council by giving no less than 14 days' written notice before the proposed date of the meeting. A matter which is proposed in compliance with this Standing Order shall be an agenda item.

10 The accidental omission to give notice of a Council meeting (or any committee meeting) to, or the non-receipt of notice of a meeting by, any Member of Council shall not invalidate any resolution passed or the proceedings at such meetings.

Quorum

11 The quorum of a meeting of Council shall be 50% or more of the Members of Council entitled to attend and vote.

Conduct of Meetings of Council

12 The Leader of Council or, in his absence, a Vice-Chairman shall preside as chairman at a meeting of Council.

13 If at any meeting neither the Leader of Council nor a Vice-Chairman is present within fifteen minutes after the time appointed for holding the meeting, the

Members of Council present shall choose one of their number to be chairman of the meeting.

14 The chairman of the meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

15 The chairman 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 setting a time or to another time or place where it appears to him that:

(a) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or

(b) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.

16 The conduct of a meeting of Council and the order of proceedings shall be at the discretion of the chairman of the meeting. The order of proceedings at a meeting of Council shall generally be as follows:

(a) the minutes of the previous meeting of Council shall be presented to the meeting and voted upon. Where the minutes are approved, the chairman of the meeting shall sign them;

(b) any apologies or other correspondence the chairman of the meeting deems necessary or appropriate to present to the meeting shall be read out;

(c) the chairman of the meeting shall make a general report on matters considered by the Board and its committees since the previous meeting of Council, including a report on any changes to the Board's strategic plan for The Association;

(d) a member of the Board shall present any written report from the Board to Council;

(e) an authorised representative of the Football Regulatory Authority shall make a verbal report on regulatory issues arising since the previous meeting of Council and shall be available to answer questions on matters on the operation of the Football Regulatory Authority;

(f) the chairman of the meeting may invite debate by Council on any current and significant issues relating to football;

(g) the minutes and reports of all meetings of Committees of Council shall be presented to the meeting for debate and for adoption by the chairman of each Committee of Council, or, in his absence, a member of such Committee of Council, who shall make a summary report on matters of particular interest in the minutes and reports. The meeting shall consider the minutes and reports and any Member of Council may speak on any matter mentioned in the minutes and reports and may make a motion thereon, provided that notice of any question has been given in writing 3 days or more before the meeting. A report of a committee meeting may not be made in the absence of written minutes and reports, save with the consent of the chairman of the meeting. Where such consent is given, the meeting of Council may consider such matter as an extraordinary item;

(h) any proposals to amend the Memorandum of Association, the Articles, the Rules or any regulations shall be considered and, if thought fit, approved;

(i) any proposals put forwards by any of the Committees of Council, including changes to composition of Council originating from the Protocol Committee (as referred to in Standing Order 53), shall be considered and, if thought fit and be approved;

(j) if relevant, the appointment, re-appointment or removal of the Chairman and Leader of Council and any other appointments, removals or elections (as required) shall be considered; and

(k) where possible, the balance sheet, the profit and loss account and the Directors' and the auditors' reports of The Association and the appointment of the auditors of The Association shall be considered and debated before they are laid before the Company in general meeting.

17 A Member of Council wishing to speak on any matter shall be entitled to do so only at the invitation of the chairman of the meeting. A Member of Council who is invited to speak shall rise and address the chairman of the meeting. All Members of Council other than the one speaking shall remain seated unless raising a point of order. Whenever the chairman of the meeting speaks, no other Member of Council may rise.

18 A Member of Council may at any time raise a point of order. Such shall be dealt with by the chairman of the meeting in such manner as he considers appropriate.

19 A Member of Council may at any time move that a matter be voted upon. If the chairman of the meeting requires, such motion shall be put in writing and signed by the mover. Such written motion shall be handed to the chairman of the meeting. Any such motion shall be read out by the mover before he speaks on it. A Member of Council may speak on a motion. A Member of Council shall be entitled to speak only once on the same motion unless permitted by the chairman of the meeting to speak more than once. The mover of a motion shall be entitled to reply to any point made. The mover may only answer points made by other Members of Council and may not make additional points.

20 A Member of Council may at any time move an amendment to a motion. Any such motion to amend shall be put in writing if required by the chairman of the meeting as if an original motion. Any number of motions to amend may be considered in relation to any motion. If any motion to amend is voted upon and carried, it shall form the motion to be considered by the meeting. Motions to amend this motion may then be considered as if it were the original motion. The mover of a motion to amend which is carried shall be entitled to reply to points made in relation to the motion.

21 Council may by vote resolve itself into a committee of the whole Council, and whilst in committee, there shall be no restriction as to the number of times a Member of Council may speak on a motion.

Voting

22 All questions shall be determined by a show of hands, unless either: (a) a ballot; or (b) the recording of votes, is requested by any Member of Council, supported by at least 2 others. In the event of votes being recorded under (b), the names for, and against, shall be registered and entered in the minutes. In the event of there being validly supported requests for both procedures (a) and (b), the procedure to be applied shall first be determined by a ballot.

23 (a) Save where provided specifically to the contrary: (i) a matter shall be passed if supported by more than 50% of those Members of Council present and voting; and (ii) a Member of Council may vote only if he is present at a meeting of Council. (b) A Member of Council may appoint another Member of Council as proxy to vote

on his behalf in any one or more of the following matters: (i) for the appointment of the Chairman; (ii) for the appointment of the Leader of Council; (iii) for elections for Vice-Chairmen; and (iv) for the appointment of the Independent Non-Executive Directors. The form of the proxy and procedures to be employed shall be as determined by Council from time to time.

24 A declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by any particular majority, or lost, or not carried by a particular majority, and an entry to that effect made in the minutes of the proceedings 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 such resolution.

25 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote.

Who May Take up Business Under Notice

26 Except by the consent of Council, business under any notice upon the agenda shall not be proceeded with in the absence of the Member of Council in whose name it stands, unless the member has given written authority for it to be taken up by another member.

Objectionable Business

27 If the chairman of the meeting determines that any matter raised or motion moved to be made is of an objectionable character, the chairman of the meeting shall have the power either before or after the same is brought forward, to put it to the vote (on which no discussion shall be allowed) as to whether the same shall be brought forward or not. If 75% or more of the members present and voting decide not to allow such motion to be brought forward, then it shall be considered as disposed of for that day.

Reconsidering a Decision

28 A decision of Council made at a meeting of Council may be reconsidered at the meeting of Council at which it has been made if any motion to reconsider is carried by 75% or more of the members present and voting.

29 No decision made at a meeting of Council may be considered within a period of 12 months from the date on which it was decided unless 75% or more of Members of Council present at a subsequent meeting vote in favour of a motion to allow reconsideration.

Leader of Council

30 Members of Council shall elect one of the non-executive Directors to be the Leader of Council. Nominations, proposed and seconded by Members of Council, shall be given to the Secretary in writing at least 21 days in advance of the date on which the election is to be held.

31 Subject to Standing Orders 33 and 40, the term of office of the Leader of Council shall be three years. No person may be the Leader of Council for more than two terms. Where appointed at a Summer Meeting, the first term shall be deemed to have commenced at the date of the Summer Meeting. Where appointed at any other time, the term of office shall be deemed to have commenced at the date of the next Summer Meeting.

32 A the end of his first term, the Leader of Council shall be eligible for reappointment without further nomination. Other candidates may be proposed

and seconded by Members of Council and given to the Secretary in writing at least 21 days in advance of the date on which the election is to be held.

33 Council shall have the power to remove the Leader of Council from his office at any time if a proposal at a meeting of Council to do so is supported by 66% or more of those present and voting.

34 Any vacancy arising upon the death, retirement due to age, removal or any other such vacation from office of the Leader of Council under the Articles (save for where the Leader of Council is retiring at the end of his first term) shall be filled as soon as practicable at an extraordinary meeting of Council convened pursuant to these Standing Orders. Prior to such appointment for a new Leader of Council at the extraordinary meeting of Council, a Vice-Chairman (if he is a Director) appointed by the Board, and if he is not a Director any other Director appointed by the Board, shall act as Leader of Council. For the avoidance of doubt, any acting Leader of Council shall only hold such a position until the new Leader of Council is appointed or until he himself is removed or resigns or if the Board resolves to appoint another acting Leader of Council, whichever is the earlier.

Vice-Chairmen

35 The National Game Representatives and the Professional Game Representatives shall each elect annually at the Summer Meeting one of their number to be a Vice-Chairman of The Association.

President, Vice-Presidents, Life Vice-Presidents and Senior Vice-Presidents

36 There shall be a President who shall be appointed annually by Council at the Summer Meeting and whose position shall be honorary. The President shall neither be entitled to notice of nor to attend at nor to vote at meetings of Council.

37 There shall be not more than six Members of Council to serve as Vice-Presidents, who shall be elected annually by Council at the Summer Meeting. Pursuant to the Articles, any organization who appointed that Member of Council who is elected as a Vice-President may, at any time, elect for the Vice-President to become a non-voting non-representative Member of Council, such election to be final. A non-voting, non-representative Vice-President shall be entitled to receive notice of and attend at meetings of Council but not vote at such meetings. For the avoidance of doubt, he or she shall be entitled to receive notice of and attend and vote at meetings of Committees of Council if appointed to any such Committees.

38 Pursuant to the Articles, any organisation who appointed a Member of Council who becomes a Life Vice-President or Senior Vice-President may, at any time, elect for the Life Vice-President or Senior Vice-President to become a non-voting, non-representative Member of Council, such election to be final. For the avoidance of doubt, he or she shall be entitled to receive notice of and attend at meetings of Council but not vote at such meetings. A non-voting non-representative Life Vice-President or Senior Vice-President shall be entitled to receive notice of and attend and vote at meetings of Committees of Council if appointed to any such Committees.

Honorary Vice-Presidents and Honorary Members

39 Council shall have the power to appoint and remove Honorary Vice-Presidents and Honorary Members. The criteria for appointment to the position of either an Honorary Vice-President or an Honorary Member shall be determined from time to time by the Protocol Committee, and as a minimum such persons will have made a significant contribution to football and may include retiring Members of

Council who have (i) served 15 years or more on Council (save for those who have been Members of Council as of 2012 for whom a minimum service of 10 years applies); and (ii) served as a Chairman or a Vice-Chairman of an FA Committee for a minimum of 3 years. Such person, if appointed, shall not be entitled to notice of nor to attend nor to vote at meetings of Council.

Age Limits

40 (a) No person shall be capable of being first appointed a Member of Council if at the time of appointment that person has attained the age of 70 years.

(b) A person who was a Member of Council in or before 1990, and since 1990 has ceased at any time to be a Member of Council, may not be re-appointed as a Member of Council if he has attained the age of 75.

(c) A Member of Council shall vacate office at midnight on the day before the next Summer Meeting after he has attained the age of 75 years (save for those who have been Members of Council continuously since 1990).

Remuneration and Expenses of Members of Council

41 The Members of Council may be paid (in accordance with the practice and procedures that the Board shall determine from time to time) an attendance allowance in respect of his attendance at meetings of Council, all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Council, or meetings of Committees of Council or otherwise in connection with the discharge of their duties as Members of Council.

42 No Member of Council shall receive remuneration as such.

Interests

43 Provided that he has disclosed to the chairman of any meeting of Council or committee meeting (as applicable) the nature and extent of any interest, a Member of Council may be a party to, or otherwise interested in, any decision or arrangement which indirectly relates to that interest.

44 A Member of Council shall not attend or vote at a meeting of Council or of a Committee of Council (or any part thereof) on any matter in which he has, directly or indirectly, a material conflicting interest or duty save where authorised by a resolution passed by the members of Council or the committee (other than the Member of Council so interested). A Member of Council shall not be counted in the quorum in relation to a resolution on which he is not entitled to vote.

45 If a question arises at a meeting of Council or of a Committee of Council as to the right of a Member of Council to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Member of Council other than himself shall be final and conclusive. An issue in relation to the chairman of the meeting shall be determined by the meeting itself.

Vacation of Office

46 The office of a Member of Council shall be vacated if:

(a) subject to Articles 129 and 130, he ceases to hold the position or office by virtue of which he became eligible to be a Member of Council; or

(b) if, being a voting representative Member of Council, he is removed by notice in writing by the organisation which appointed him, save where such an organisation elects that he becomes a non-voting representative of Council pursuant to Standing Orders 37 and 38; or

(c) he has a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction, or he makes any arrangement or composition with his creditors generally, or he applies for an interim order under section 253 of the Insolvency Act 1986, as amended or re-enacted from time to time, in connection with a voluntary arrangement under that Act; or

(d) he dies or he is, or may be, suffering from mental disorder and either:

(i) he 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;

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(e) he resigns his office by notice to Council;

(f) he is absent for more than six consecutive months from meetings of Council without the permission of the Leader of Council; or

(g) he no longer complies with the provisions of any regulations of The Association relating to"Fit and Proper Persons" as shall be in force from time to time pursuant to paragraph J(1)(f) of the Rules; or

(h) he is subject of a decision of The Association, UEFA or FIFA that he be suspended permanently or temporarily 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 the statutes of UEFA or FIFA (as appropriate).

Validating of Council Decisions

47 All acts done by a meeting of Council or of a committee shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of Council and had been entitled to vote notwithstanding that it afterwards be discovered that there was a defect in the appointment of any Member of Council or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote. Council and any committee may act notwithstanding any vacancy in their body.

48 No alteration of the Memorandum of Association or Articles and no decision of Council or the Company in general meeting shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that decision or direction had not been taken. A meeting of Council at which a quorum is present may exercise all powers exercisable by Council.

Minutes

49 Minutes of all meetings of Council, and of all Committees of Council as well as any Sub committees and commissions, shall be kept, to include the names of all present at each meeting.

Committees

50 Subject to Article 133, Council may delegate consideration and management of matters within its jurisdiction (as referred to in Article 134), to any committee, group or panel described in these Standing Orders.

51 Council shall establish the Football Regulatory Authority as a division of The Association and shall also establish the Judicial Panel and shall delegate to them such powers relating to regulatory, disciplinary and judicial matters in connection

with The Association as Council shall see fit and Council shall make provisions for their terms of reference, composition and manner of operation, which shall not otherwise be subject to these Standing Orders.

52 The following shall be the Committees of Council:

(a) Referees Committee;
(b) Protocol Committee;
(c) Leagues Committee;
(d) Membership Committee;
(e) Sanctions and Registrations Committee;
(f) Alliance Committee;
(g) Women's Football Committee;
(h) Youth Committee;
(i) Representative Matches Committee; and
(j) Committees Appointment Panel.

53 The powers and duties of the Committees of Council listed immediately in Standing Order 52 above shall be as follows:

Referees Committee

To consider all policy matters relating to the registration, control and development of refereeing.

To propose to Council amendments to the Rules and Regulations in relation to referees and assistant referees and to make decisions on matters arising out of the Rules and Regulations.

To make recommendations to Council regarding the Laws of the Game of association football.

To recommend to FIFA referees and assistant referees to be placed on the "International Panel".

To be responsible for the appointment of referees and assistant referees to association football matches.

To liaise as appropriate with other bodies having responsibilities for refereeing issues.

Protocol Committee

To determine all issues relating to the privileges of Council Members, with regard but not limited to issues of protocol, travel, seating and hospitality, at matches, Council meetings including the Summer Meeting and special events such as the Buckingham Palace Garden Party, including relating to personal guests.

In each case, initially to liaise with the Leader of Council and Chairman of The Association and, subsequently if necessary, the General Secretary, regarding the relationship between Council Members and the staff of The Association respectively.

To consider and approve proposals in respect of amendments to, and applications for, membership to Council.

To agree and set criteria for the positions of Honorary Vice-Presidents and Honorary Members.

Leagues Committee
To control and manage the National League System and to ensure that leagues within the National League System comply with the agreed regulations. To promote, assist and monitor leagues beneath the National League System as required.

To control all promotion and relegation issues relating to the movement of clubs both within The National League System and of clubs wishing to enter the National League System.

To develop and implement the "National Ground Grading" document and to liaise with such committees as when necessary and appropriate.

To control and manage The FA Inter League Cup including the development of the regulations for the conduct of the competition, accepting entries, making exemptions, making the draw and to represent Council at all relevant competition matches and events and to nominate the winners of The FA Inter League Cup to represent The Association in the UEFA Regions Cup and, jointly with the Representative Matches Committee, to offer support to the team so nominated to participate in the UEFA Regions Cup.

To appoint members to attend meetings of other working groups where appropriate.

To promote and assist veterans football.

To appoint three to five Members of the Committee to deal with matters arising to meet the ongoing demands of the game. Such Members to meet on no more than four occasions per year, with additional meetings to be authorised by the Leader of Council.

To nominate two Members at the start of the season to serve on the Ground Grading Technical Panel. Where a nominated Member may be unable to attend a meeting, a named substitute Member could attend and this person must also be nominated at the start of the Season and must be a Member of FA Council.

Membership Committee
To propose to Council the criteria for the grant of status as a Full Member Club and Associate Member Club.

To consider the privileges attaching to such status.

To consider applications for Full Member Club and Associate Member Club membership and matters relating to any such membership, and to report on the same to Council.

To approve the transfer, supervision and removal in respect of Full Member Club and Associate Member Club membership and report the same to Council.

To approve the transfer of football membership of any non member club where the rules and/or regulations of the relevant League requires The Association to provide such approval. Such approval to be considered at the entire discretion of Council and in accordance with the requirements for the transfer of membership of Full Member Clubs and Associate Member Clubs as set out in the Rules.

To consider matters pertaining to The Association's Rules on Clubs' financial records and Clubs' names and constitutions and report on the same to Council.

Sanctions and Registrations Committee
To consider all policy matters relating to the sanction of competitions and matches in England and overseas and to propose to Council any amendments to the Rules and Regulations in relation to such issues.

To make decisions on matters arising out of the Rules and Regulations, including considering, and where appropriate approving requests, for sanction of competitions and matches, including competitions and matches staged in England involving foreign clubs and matches and competitions abroad involving clubs from England.

To consider all matters relating to the boundaries of jurisdiction of County Associations and other Football Associations and recommend to Council as appropriate.

To consider all policy matters relating to the status and registration of players.

To undertake periodic reviews of the Standardised Rules, Standard Code of Rules and Standard Code of Rules for Youth Competitions as required, making recommendations to Council for adoption.

To propose to Council amendments to the Rules and Regulations with regard to player registrations, following liaison with relevant internal and external bodies.

To act as the relevant Committee for the purposes of the Rules and the determination of any issues arising relating to illegal approaches to players; transfer tribunals to determine compensation fees and disputes relating to players' registrations and contracts.

To adjudicate in hearings and appeals affecting all football sanctioned by the Association.

To oversee policy in relation to International Transfer Certificate procedures in accordance with FIFA Regulations at all levels of the game and manage the English arm of the FIFA Transfer Matching System.

Alliance Committee
To manage football at Steps 1 to 4 of the National League System in conjunction with the Leagues Committee to ensure that the constituent leagues comply with the agreed regulations.

To manage all promotion, relegation and other issues relating to the movement of clubs within Steps 1 to 4 of the National League System in conjunction with the Leagues Committee.

To agree the movement of clubs between Step 4 and Step 5 of the National League System.

To manage, in conjunction with the Leagues Committee, the development and implementation of the National Ground Grading document as it affects Steps 1 to 4 of the National League System.

To liaise with the Leagues Committee and other Committees where there is no direct representation as and when necessary and appropriate.

To appoint members to attend other Working Groups where appropriate.

To appoint three to five Members of the Committee to deal with matters arising to meet the ongoing demands of the game. Such Members to meet on no more than four occasions per year, with additional meetings to be authorised by the Leader of Council.

To nominate two Members at the start of the season to serve on the Ground Grading Technical Panel. Where a nominated Member may be unable to attend a meeting, a named substitute Member could attend and this person must also be nominated at the start of the Season and must be a Member of FA Council.

Women's Football Committee
To consider all policy matters relating specifically to the development of women's and girls' football.

To represent Council at all women's and girls' international representative team matches.

To control and manage the "Women's Challenge Cup Competition", the "Women's Premier League" and the "Women's Premier League Cup", and to represent Council at all relevant competition matches and events.

To appoint committee members to meetings of the "Women's Football Conference". These members shall have the right to vote at meetings of the Conference.

To appoint members to the Management Committee of the FA Women's Premier League.

To propose to Council amendments to the regulations for the conduct of the women's competitions and generally on rules and regulations in relation to women's and girls' football.

To make decisions on matters arising out of the women's competitions and the regulations, including accepting entries, making exemptions and making the draw.

Youth Committee
To control and manage the "Youth and County Youth Cup Competitions".

To propose to Council amendments to the regulations for the conduct of the competition.

To make decisions on matters arising out of the competition and the regulations, including accepting entries, making exemptions and making the draw.

To represent Council at all relevant competition matches and events.

To represent Council at all boys' international team matches involving teams at Under 16, Under 17 and Under 18 levels.

To implement and manage The Association's policy in relation to mini-soccer.

To implement and manage The Association's policy in relation to child protection policies and initiatives.

To appoint 3 to 5 members to serve on a sub-committee to deal with protests, disputes or investigations.

Representative Matches Committee
To represent the Council at all men's 11-a-side representative matches involving players outside the FA Premier and Football Leagues.

To manage the organisation and administration of the following representative England teams - England C, England Amateur XI and FA Representative XI.

Committees Appointment Panel
To appoint the members to each group, panel or Committee of Council save for the Committees Appointment Panel which shall be appointed by Council, subject to the relevant provisions in Standing Order 58.
To appoint Members of Council to the Football Regulatory Authority and the Judicial Panel, where appropriate.

54 Each Committee of Council shall appoint a chairman and a vice-chairman who shall be elected by ballot and shall each serve for a term of one year.

55 Candidates for the post of chairman and vice-chairman of the Committees of Council shall be proposed and seconded at the first meeting of the Committee which shall take place on the date of and immediately following the Summer Meeting, at which the sitting committee chairman and vice-chairman shall retire. If only one candidate is proposed, he shall be deemed to be elected. Where there are two or more candidates, there shall be an election by ballot. All members of the Committee shall be entitled to vote. A candidate shall be elected if he receives more than 50% of the votes cast in the ballot. Where no candidate has more than 50% of the votes cast, a further ballot or ballots shall be made until a candidate receives more than 50% of the votes cast. Any member of the Committee may be proposed as a candidate for each ballot, save as set out below. Where a chairman or vice chairman vacates office other than at the expiry of term of office, a replacement shall be elected at the next meeting of the Committee. A candidate for the office of chairman of a Committee who has been chairman for the previous two years shall not be elected unless he receives two thirds or more of the votes. No person may act as chairman of more than one Committee of Council.

56 Subject to final approval from the Committees Appointment Panel, the Board shall have power to co opt on to committees not more than four persons, who because of their particular knowledge and experience can make a valuable contribution. The maximum consecutive period of any co-opted member shall not exceed three years. Subject to final approval from the Committees Appointment Panel, the Board shall also have the power to appoint not more than four persons as ambassadors to committees that represent Council at competition and representative matches. Ambassadors shall not be members of the committee. Each Council Member shall only be able to be appointed to a maximum of 1 ambassadorial role.

57 The maximum number of members of each Committee of Council shall be 12 (excluding co-opted members), save that additional members may be appointed on an exceptional basis with the approval of the Leader of Council and Vice-

Chairmen of Council. The quorum for Committee of Council meetings shall be three members.

58 Committees of Council shall be appointed for a term of one year. Other than the Committees Appointment Panel, the membership of any Committee of Council shall be determined by Committees Appointment Panel, who may at any time amend the membership of such a Committee where it considers it appropriate. At the very least, the Committees Appointment Panel shall comprise the Leader of Council, any two of the Life Vice-Presidents or Senior Vice-Presidents and the Vice-Presidents, any two of the National Game Representatives, any two of the Professional Game Representatives and two others. The maximum number of Committees of Council, the National Game Board and the Professional Game Board upon which a Member of Council may serve in a Council Year shall be 3, save that the maximum for Council Members aged 75 or over as at the date of the Summer Meeting shall be 2. The restriction shall not apply in respect of appointments to: (i) the Committees Appointment Panel; (ii) The FA Board and its sub-committees: (iii) the National Game Board; (iv) the Professional Game Board; and (v) sub-committees of each of Committees of Council, National Game Board committees, Professional Game Board committees and the Football Regulatory Authority. A committee member need not be a Member of Council. The Committees Appointment Panel shall have regard, as their sole principle in considering the appointment of Committees of Council, to an individual's talents and expertise and the contribution therefore that an individual may make to a particular Committee of Council. The Leader of Council and the General Secretary shall be entitled to receive notice of and attend at all Committee of Council meetings but shall have no vote.

59 Each Committee of Council shall have a secretary appointed as such by the General Secretary who shall be an employee of The Association. A meeting of any Committee of Council shall be convened by the secretary giving notice to the members of such Committee.

60 A member of a Committee of Council may only participate in a meeting of that Committee if present at a meeting either in person or by telephonic communication or some other communication equipment, so that he can speak to each of the others, and to be heard by each of the others simultaneously. Such a meeting shall be deemed to take place where the chairman of the meeting then is.

61 In the event that a Committee of Council meeting is or becomes temporarily inquorate the chairman of the Committee meeting shall be entitled at his discretion to adjourn the commencement or conduct of the Committee meeting for a period of up to 30 minutes, and to commence or recommence the meeting when a quorum has been achieved. If a quorum is not achieved, or cannot be sustained the chairman of the committee shall declare the Committee meeting at an end.

A quorum will be deemed to be present even if a member or members of the Committee is or are obliged to retire temporarily from the Committee meeting for any reason and provided that at least three members remain, the Committee shall conduct the business in question.

62 In the absence of the chairman of the Committee of Council from any Committee meeting, the vice chairman shall chair a Committee meeting and if neither is present then the members present shall nominate one of their number to act as chairman for the purposes of that Committee meeting.

63 In exceptional circumstances, the chairman of a Committee of Council may ask each member of a Committee to make a decision in writing on a specific matter. In

such exceptional circumstances, a meeting shall not be required. A decision in writing signed by more than 50% of the members of a Committee entitled to receive notice of a meeting of that Committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held, and may consist of several documents in the like form each signed by one or more member or members of the committee, provided that such will be effective only if it can be demonstrated that every member of the Committee received notice of the proposed matter. Any such decision shall be minuted as a written decision of the committee and shall be signed by the chairman of the Committee meeting.

64 Subject to any relevant provision in the Articles, Rules or these Standing Orders to the contrary, a committee or any panel, any division or any board or any sub-committee or any commission of Council may adopt such procedures for the consideration of a matter as it considers appropriate. The chairman of a meeting shall be responsible for all matters of procedure relating to such meeting and his decision on such matters will be final and binding. Each member of a committee shall have one vote and the chairman of the committee meeting shall, in the event of a tie, have a casting vote.

Minutes

65 All resolutions and proceedings of Committees of Council in meetings or otherwise, and the names of those present at any meeting, shall be minuted and be submitted to Council and shall be subject to the approval of Council (save where expressly stated in the Rules or Standing Orders to the contrary).

66 The minutes of a meeting of a Committee of Council if signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be conclusive evidence of the matters stated in such minutes.

67 The minutes of all committee meetings shall be printed and a copy sent with the notice calling the next meeting of Council.

Standing Orders (Interpretation and Amendment)

68 In these Standing Orders, and unless otherwise expressed, defined terms shall have the same meanings as set out in the Articles and in the event of any conflict between these Standing Orders and the Articles, the provisions of the Articles shall prevail.

69 Subject to the powers given to Council in the Articles, these Standing Orders shall be as recommended by Council from time to time. Proposals to amend the Standing Orders may only be made by the Board or Council.

Divisions

70 In May each year, the Secretary shall send a form of nomination with a list of all the Divisions and the Full Member Clubs comprising them to each Full Member Club. The form shall invite nomination of candidates. To be valid, such form must be duly completed and returned to the Secretary within 14 days of the date that the Secretary sent such form out (such form may be returned by post, e-mail or fax). The relevant deadline will be set out on the form and no form received after this time will be accepted.

71 A candidate for election as a relevant Divisional Representative shall be a member of a Full Member Club within the relevant Division and shall be required to abide by a Code of Conduct to be agreed by Council from time to time. A candidate must be nominated by three Full Member Clubs in the Division. Full Member Clubs shall only nominate one candidate. Such nomination shall be signed by the chairman, General

Secretary or secretary for and on behalf of the Full Member Club. If in any Division no candidate is nominated, the Secretary shall report the circumstances to Council who may fill the vacancy or act in such other manner as it considers appropriate.

72 If only one candidate is nominated for a Division, the Secretary shall declare the candidate elected. If more than one candidate is nominated for any Division the Secretary shall forthwith, after the time fixed for the close of nominations to be a Divisional Representative, send a list of the candidates nominated and a form of voting paper to each Full Member Club in every such Division, and such voting paper shall be duly completed and returned to the Secretary not later than seven days from the day after the date upon which the same is sent by the Secretary (such voting paper may be returned by fax, e-mail or post). The relevant deadline shall be set out on the voting paper and no voting papers received after this time will be accepted.

73 Where there are two candidates for any Division, the candidate receiving the greater number of votes shall be declared duly elected. If there is a tie, a further election shall be held and if there is still a tie, election shall be by the drawing of lots. Where there are more than two candidates for any Division, unless one candidate has more than 50% of the votes cast in the Division, the candidate receiving the least number of votes shall withdraw. In the event that there is more than one candidate who receives the lowest number of votes, there shall be a ballot to determine who should withdraw and a further ballot or ballots be taken until a candidate is elected in accordance with these Standing Orders. All voting shall be by way of a secret ballot. The Leader of Council (or his nominee) shall be authorised to rule on all matters of procedure relating to Standing Orders 70 to 73 (inclusive) and his decision on such matters shall be final and binding.

Transitional Provisions

74 The foregoing Standing Orders are to be read having regard and subject to the transitional provisions set out immediately below.

75 Those Members of Council who are Vice-Presidents as at the date of adoption of these Standing Orders or who are Vice-Presidents at the date of adoption of these Standing Orders and who subsequently become Life Vice-Presidents or Senior Vice-Presidents are not subject to either Article 130 or Standing Order 37. Such persons shall continue to be able to vote in their capacities as Vice-Presidents and/or Life Vice-Presidents or Senior Vice-Presidents until they are no longer Members of Council.

76 Those Members of Council who are Life Vice-Presidents or Senior Vice-Presidents who hold such positions as at the date of adoption of these Standing Orders shall not be subject to either Article 129 or Standing Order 38. Such persons shall continue to be able to vote in their capacities as Life Vice-Presidents or Senior Vice-Presidents until they are no longer Members of Council.