



Berks & Bucks Football Association – Articles of Association

Updated July 2019 – Approved at the Annual General Meeting – Tuesday 23rd July 2019

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.
	DEFINITIONS
	Affiliated club means a football club which the Council has accepted may affiliate to the Association
	Area means such geographical area of the county as determined from time to time by Council
	Area Lead means a Council member elected pursuant to articles 36-40
	Association means Berks & Bucks Football Association Limited
	Berks & Bucks Referees Association means the body recognised by the Directors as being a representative body for the referees operating in the county;
	Berks & Bucks FA Ambassador means a Council member selected pursuant to the article 36
	Chairperson means the Chairperson of the Association appointed in accordance with Article 55
	Chief Executive means the person appointed from time to time to be the Chief Executive of the Association, appointed in accordance with Article 70
	Clear days in relation to the period of notice means that period excluding the day when the notice is given of deemed to be given and the day for which it is given or on which it takes effect;
	Committees means the Committees, advisory groups, working groups and any such group meeting of the council created & amended from time to time in accordance with Article 47
	Company Secretary means the person appointed pursuant to article 93 to perform the duties of company secretary of the Association and to perform the duties of County Secretary for the Association or any other person appointed to perform the duties of the company secretary of the Association pursuant to section 283 of the Act, including a joint, assistant or deputy secretary.
	Competition means a competition of Affiliated Clubs operating within the County which the Council has accepted may affiliate to the Association
	Co-opted Council Member means any such person co-opted to Council pursuant to Article 40
	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;
	County means the area described in Article 100 (b)
	Deputy Chairperson means the person elected from time to time to be the Deputy Chairperson of the Association in accordance with Article 55;
	Division means such geographical area of the county as determined by the directors;
	Divisional Representative means a Council Member elected pursuant to paragraph (vi) of Article 33 and in accordance with Articles 35-42
	executed means any means of execution



	FA Representative means the person appointed in accordance with the Articles of Association of the Football Association
	First Council Meeting means the first meeting of the council to be held after the Association's first Annual General Meeting;
	Finance Director means the person appointed from time to time to be the Finance Director of the Association in accordance with Article 86;
	The Football Association means the football Association Limited of Wembley Stadium, Wembley, London, HA9 0WS
	Last Council Meeting means the last meeting of the Council to be held before the Association's first Annual General Meeting;
	Laws of the Game means the laws of Association Football as settled by the Federation Internationale de Football Associations (FIFA) from time to time.
	League Representative means a Council Member elected pursuant to Articles 36
	Life Members means the persons appointed from time to time to be the life members of the Association in accordance with Article 41
	Members means those Affiliated Clubs, Competitions and individuals admitted into membership of the Association in accordance with Article 3;
	Membership Rules means the membership rules of the Association created and amended from time to time pursuant to Article 6;
	Office means the registered office of the Association;
	President means the person appointed from time to time to be the president of the Association in accordance with Article 41
	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
	United Kingdom means Great Britain and Northern Ireland;
	Vice Presidents means the persons appointed from time to time to be the Vice Presidents of the Association appointed in accordance with Article 42.
	Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding and 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 indicate the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.
	Headings are inserted for convenience only and do not affect the construction of these Articles.
3	The members as at the date of adoption of these Articles and such other persons as are admitted to membership by the Council, in its absolute discretion, in accordance with the Articles shall be the members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council requires executed by him. 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 375 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 name shall be erased from the Register of Members



For All

4	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.
5	The 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.
6	Subject to Article 5, the Council 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:
	(a) setting out different categories of membership of the Association.
	(b) setting out rights, privileges and obligations of the different categories of members;
7	It shall be the duty of the directors, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing, 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.
8	If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the directors. The directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.
9	The members shall pay any subscription or affiliation fees set by the directors. Any member whose subscription or affiliation fee is in arrears at such date as the directors shall prescribe shall be deemed to have resigned his membership of the Association.
	GENERAL MEETING
10	The Association shall hold a general meeting in every calendar year as its Annual General meeting at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it. The Annual General meeting shall be held for the following purposes:
	a) to receive from the directors a full statement of accounts;
	b) to receive from the directors a report of the activities of the Association since the previous Annual General meeting;
	c) to elect the President and Vice Presidents;
	d) to approve the Chairperson & Deputy Chairperson (as the case may be) pursuant to Article 55;
	(e) to appoint a professional body to audit or verify the Associations accounts.
	f) to transact such other business as may be brought before it in accordance with these Articles.
11	The directors may call a general meeting 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 a general meeting for a date not later than twenty eight days after the date of the requisition. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any Director or the Company secretary may call a general meeting.
	NOTICE OF GENERAL MEETING



For ALL

12	An Annual General meeting and any general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other 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:
	a) in the case of an Annual General meeting, by all the members entitled to attend and vote thereat; and
13	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 a general meeting and also all business that is transacted at an Annual General meeting with the exception of:
	a) the consideration and adoption of the accounts and balance sheet and the reports of the directors and an authorised body and other documents required to be annexed to the accounts;
	b) the appointment of a professional body (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.
	c) 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,
14	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 MEETING
15	No business shall be transacted at any meeting unless a quorum of 40 members (excluding Associate Members) is present in person, by proxy or in the case of a corporate member by representative.
16	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 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.
17	The Chairperson of the Board of Directors or in his absence the Deputy Chairperson shall preside as Chairperson of the meeting, but if neither the Chairperson nor the Deputy Chairperson be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be Chairperson of the meeting and, if there is only one Director present and willing to act, he shall be Chairperson of the meeting.
18	If no Director is willing to act as Chairperson of the meeting, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members entitled to vote and present in person, by proxy or in the case of a corporate member by representative shall choose one of their number to be Chairperson of the meeting.
19	The Chairperson 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.
20	The Chairperson 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 him that:
	a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
	b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
	c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.



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21	If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairperson of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chairperson 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, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
22	If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairperson of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chairperson 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, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
	a) by the Chairperson of the meeting; or
	b) by at least five 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.
23	Unless a poll is duly demanded a declaration by the Chairperson 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.
24	The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson 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.
25	A poll shall be taken at such time and place and in such manner as the Chairperson of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26	In the case of an equality of votes, whether on a show of hands or on a poll, if the Chairperson of the meeting is a member of the Association then he shall be entitled to a casting vote in addition to any other vote he may have.
27	A poll demanded on the election of a Chairperson of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairperson of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll 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.
28	No notice need be given of a poll 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 poll is to be taken.
29	A resolution in writing executed by or on behalf of such number of members who would have been entitled to vote for the resolution it had been proposed in a general meeting at which all of the members were present and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
	VOTES OF MEMBERS
30	Subject to Article 26, on a show of hands every member who is present in person shall have one vote and on a poll every member present in person by proxy
31	Proxies may only validly be appointed by a notice in writing which:
	a) states the name and address of the member appointing the proxy;
	b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;



	c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
	d) 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.
32	A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person
33	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. 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 Chairperson of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing 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 Chairperson 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 Chairperson of the meeting whose decision shall be final and conclusive.
	COUNCIL
36	The Council shall comprise:
	i) the President;
	ii) the Chairperson;
	iii) the Deputy Chairperson;
	iv) the Finance Director
	v) the Life Members;
	vi) the BBFA Ambassadors
	vi) the League Representatives
	vii) The Area Leads
	viii) the Co-Opted Council Members;
	ix) the Chief Executive
	x) the representative of the Berks and Bucks Referees' Association.
	xi) The Berks & Bucks FA Development Representative
	xii) The Berks & Bucks FA Football Governance Representative
37	No person may be appointed or elected as a Council Member for the first time who has attained the age of 70. For the avoidance of doubt the President shall not be a Director by virtue of office.
38	The County shall be divided in to 4 areas or such numbers as the directors think fit. The directors shall decide when the Area Leads of any new area shall retire and may amend the order in which Area Leads retire at any time including [without limitation] if the number of areas change.



FOR ALL

39	Pursuant to Article 36 (Vii), at the last Council meeting prior to the Annual General Meeting each year the Council shall be entitled to appoint such a person (whether or not a Council Member) to be a Co-opted Council Member. A person so appointed shall hold office for a three year term from the Council meeting at which they were appointed. A current list of Co-opted members can be found in the Standing Orders of the Association.
40	The Council shall have power to co-opt such further persons as it thinks fit as Council Members at any time. Such persons shall hold office until the Annual General meeting following their appointment
41	At the Association's first Annual General meeting and at the Annual General meeting in every third year thereafter the President shall retire but shall be eligible for re-election. Only Council Members may propose or second a nomination for President. The President shall be elected at the Association's first Annual General meeting and at the Annual General meeting in every third year thereafter. Such person shall hold office for a three year term from the Annual General Meeting at which he is elected or until the third Annual General Meeting after his election (as the case may be).The President shall have such rights and privileges as the directors shall from time to time prescribe.
42	Vice Presidents may be appointed each year by the members at the Annual General meeting. Only Council Members may nominate people to be Vice Presidents. Vice Presidents shall not be Council Members. Vice Presidents shall be entitled to receive notice of, attend and vote at general meeting. Vice Presidents shall have such rights and privileges as the directors shall from time to time prescribe.
43	A Council Member who has served as a member for at least 20 years continuously may be appointed as a Life Member at the Annual General meeting immediately following his qualification. The Member can also continue to act as the League Representative, Area Lead or Ambassador until such time as he was due to retire. Life Members shall be entitled to remain on the Council for the rest of their lives without the need to be re-elected. Life Members shall have such rights and privileges as the Council shall, from time to time prescribe.
44	The Board shall decide which of their number shall be the FA Representative. Such person shall be appointed for a three year term and upon such conditions as the Board thinks fit. Any person so appointed may be removed at any time by the Board. Board may fill any casual vacancy in the position of FA Representative.
45	The Council has the power to appoint and remove the directors in accordance with these Articles.
46	The Council has the power to regulate and manage all footballing matters referred to it.
47	The Board & Council may in its absolute discretion at any time appoint such other ad hoc Committees to deal with footballing matters and the Board & Council may at any time dispense with the need for any of the Committees. The Board & Council may also amend the name of a Committee at any time. Each Committee shall conduct its business in accordance with any terms of reference and standing orders set by the Council from time to time and the name of any Committee at any time.
48	Council Members are entitled to attend all Council meeting and general meetings and subject to the provisions of these Articles are entitled to vote at such meeting.
49	The Company Secretary may and on the request of any twelve Council Members, call Council meeting. The notice shall be sent to all the Council Members individually. At least seven clear days' notice shall be given of Council meeting. 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 20 Council Members is present.
50	The Council shall have the power to make standing orders for the conduct of Council Meeting and the Council may otherwise regulate their proceedings as they think fit. Council Meeting shall be conducted in accordance with those standing orders. Each Council Member shall have one vote.
	DIRECTORS



FOR ALL

51	Subject to Articles 6 and 46, the affairs of the Association shall be governed by the directors who may authorise all such acts and the exercise of all such powers of the Association by the directors, on whom executive management powers are conferred as directors, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting or by the Council.
52	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.
	NUMBER OF DIRECTORS
53	Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of ten but shall be not less than three.
	BOARD OF DIRECTORS
54	The Directors shall be:
	i) Chairperson;
	ii) Deputy Chairperson;
	iii) Finance Director
	iv) Chief Executive and
	v) Two Council Members.
	vi) FA Representative
	The president shall be invited to attend meetings as appropriate to the business being discussed.
55	The Chairperson, Deputy Chairperson and Finance Director shall all be appointed at the Associations first Annual General meeting by the members, the Chairperson to serve for THREE years the Deputy Chairperson to serve for TWO years and the Finance Director to serve for ONE year
56	Only the Council may nominate The Chairperson & the Deputy Chairperson
57	Persons appointed to any of these offices shall be eligible for re-appointment if nominated by the Council
58	After the expiration of the appointment of the Chairperson, thereafter each appointment to the position of Chairperson or Deputy Chairperson shall be for Terms of three years.
59	Directors may co-opt, by a majority vote, additional directors for specific areas of expertise. A Co-opted director may participate fully in and vote at all Board meetings at which he or she is in attendance. Directors co-opted on to the Board pursuant to this article may also be removed by a majority vote of the directors. For the avoidance of doubt, the co-opted Director need not be a member of Council.
60	At the First Council Meeting the directors set out in paragraphs Article 65 shall retire but are eligible for re-appointment. At the First Council Meeting following the Annual General meeting the council shall elect two Council members, one member to serve for three years, and one to serve for two years. After the expiration of the first appointment of the Council Members, thereafter the appointments shall be for a THREE year term.
	DELEGATION OF DIRECTORS' POWERS
61	The directors may delegate any of their powers to any Committee consisting of one or more directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying
	APPOINTMENT AND RETIREMENT OF DIRECTORS



For All

62	Without prejudice to the provisions of section 168 of the Act, the members may by ordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.
63	The directors may appoint a person who is willing to act to be a Director to fill a casual vacancy provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors. A Director so appointed shall hold office until the person he has replaced was due to retire but shall be eligible for re-election.
64	If any Director is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
	DISQUALIFICATION AND REMOVAL OF DIRECTORS
65	The office of a Director shall be vacated if:
	a) he ceases to be a Council Member;
	b) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
	c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
	d) 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, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
	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 the Association; or
	f) he shall without sufficient reason for more than two consecutive Board Meeting have been absent without permission of the directors and the directors resolve that his office be vacated; or
	g) he is suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association; or
	h) at the Annual General meeting immediately following his reaching the age of 75.
	i) he is removed from office by a resolution duly passed pursuant to section 168 of the Act; or
	j) he is removed from office by three quarters majority of Council Members present and voting at the Council meeting at which the resolution to remove him is proposed;
	DIRECTORS' AND COUNCIL MEMBERS' EXPENSES
66	The directors and Council Members may be paid all reasonable travelling and other expenses properly incurred by them in connection with their attendance at Meeting of directors or Committees of directors or general meeting or other meeting of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise. The Association may also fund a Director's expenditure for the purposes permitted under the Act and may do anything to enable a Director to avoid incurring such expenditure as provided in the Act.
	DIRECTORS' APPOINTMENTS AND INTERESTS
67	Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and he 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 he (or any firm of which he is a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him in consequence of so acting.



	a) A Director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or 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.
	b) 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 67
	(c). 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.
	d) A Director shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 72(b) (subject in any such case to any limits or conditions to which such authorisation was subject).
	e) A Director who becomes aware that he is 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
	f) 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 he has an interest which is to his knowledge a material interest otherwise than by virtue of being a member. A Director shall not be counted in the quorum at the meeting in relation to any resolution on which he is debarred from voting.
	g) Subject to the provisions of the Act and always to the provisions of Article 67 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:
	i) the giving of any security, guarantee or indemnity in respect of a debt or obligation of the Association or any subsidiary for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security or
	ii) any arrangement for the benefit of directors or employees of the Association or directors or employees of any subsidiary which does not award him any privilege or benefit not generally awarded to the other persons to whom such arrangement relates.
	h) If any question shall arise at any time as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairperson of the meeting (or if the Director concerned is the Chairperson to the other directors at the meeting) and his or 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.
	i) Subject as otherwise provided in the Act or these Articles, a Director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and he 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 he (or any firm of which he is a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him in consequence of so acting.
	DIRECTORS' GRATUITIES AND PENSIONS
68	The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.



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PROCEEDINGS OF DIRECTORS	
69	Chairperson, Deputy Chairperson, Finance Director and Chief Executive shall be members of all Committees ex officio and are entitled to receive notice of all Meeting of Committees and shall be entitled to attend and speak at such Meeting and shall be entitled to vote at such Meeting. The President, shall not be a Director but if appropriate shall be appointed as an ex officio member on any Committees and shall also be entitled to receive notice of and attend and speak at such Meeting and shall be entitled to vote.
70	The directors shall appoint such person as they think fit to be Chief Executive upon such terms and conditions as they think fit. The Chief Executive shall be entitled to receive notice of all general meetings, all Meetings of the Council, all meetings of the Committees and all directors' meetings and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings. The Chief Executive shall on being appointed pursuant to this Article, agree with the Board any other positions held by them in other footballing organisations.
71	The directors shall regularly report to the Council on all their activities.
72	The Board may at its discretion, award payments to such persons as it thinks fit
73	Subject to the provisions in these Articles, the directors may regulate their proceedings as they think fit. A director may, and the Company Secretary at the request of a Director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
74	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 Chairperson of the meeting is.
75	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 five.
76	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 Meeting, filling a vacancy in the office of Company Secretary or of calling a general meeting.
77	The Chairperson shall be the Chairperson of the Board of directors. Unless he is unwilling to do so, the Chairperson shall preside at every meeting of directors at which he is present. But if there is no person holding that office or if the Chairperson is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Deputy Chairperson shall preside. If there is no Deputy Chairperson or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of the number to be Chairperson of the meeting.
78	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. 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.



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79	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.
80	Save as otherwise provided by the Articles, a Director shall not vote at a meeting of directors or of a Committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association
81	A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
82	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.
83	Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Association or anybody corporate in which the Association is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
84	If a question arises at a meeting of directors or of a Committee of directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.
	COMPANY SECRETARY
85	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 Company Secretary so appointed may be removed by them. The directors may fill any casual vacancy in the position of Company Secretary.
	FINANCE DIRECTOR
86	Subject to the provisions of the Act, the Finance Director shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Finance Director so appointed may be removed by them. The directors may fill any casual vacancy in the position of Finance Director.
	MINUTES
87	The directors shall cause minutes to be made in books kept for the purpose:
	(a) of all appointments made by the directors; and
	(b) of all proceedings at meeting 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 Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
	ACCOUNTS
88	The 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 of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association. 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 body. A professional body shall be appointed and their duties regulated in accordance with the Act.
	NOTICES
89	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.



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90	The Association may give any notice to a member by any means deemed appropriate by the Board of Directors.
91	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.
	DISSOLUTION
92	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
93	The Association and its members shall be bound by and subject to and shall act in accordance with the Rules and the Rules of The Football Association and any regulations, standing orders, decisions, rulings or other findings or orders of any nature made pursuant to the Rules or the Rules of The Football Association. In the case of any difference between provisions under these Articles, the Rules and the Rules of The Football Association, the Rules of The Football Association and any provisions made pursuant to them shall take precedence.
	INDEMNITY
94	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 appointed professional body of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.
	ALTERATIONS TO THE ARTICLES
95	Any proposal to alter the 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).
96	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 meeting and to receiving minutes of general meeting but shall have no right to vote at general meeting.
	RULES, STANDING ORDERS AND BYE-LAWS
97	The directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.
99	Any such rules made pursuant to Articles 105 and 106 must be consistent with and subject to the Rules of The Football Association.
	OBJECTS
100	The objects for which the Association is established are:
	a) 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;
	b) to make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of the game or otherwise within the county boundaries of Berkshire and Buckinghamshire (as defined on 31 March 1974) or such other area as shall be determined from time to time by The Football Association Limited ("the County"), and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye-laws and conditions;



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	c) 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;
	d) 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;
	e) to maintain, continue and provide for the affiliation and registration of Competitions, clubs and other organisations for promoting or playing the game;
	f) to maintain, continue and provide for the affiliation and registration of players, referees, coaches and others involved in the game;
	g) 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;
	h) 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 [Berkshire and Buckinghamshire Football Association];
	i) to provide for representation at general meeting 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;
	j) 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;
	k) 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;
	l) 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;
	m) 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 any body to which The Football Association Limited is affiliated; and
	n) 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.



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101	The objects stated in each part of Article 100 shall not be restrictively construed but shall be given the widest interpretation. In Article 100, 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 100, shall be limited by, or be deemed subsidiary or auxiliary to, any other object stated in Article 100.
MEMBERS' LIABILITY AND APPLICATION OF PROPERTY	
102	The liability of the members is limited.
103	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 93 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:
	a) 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 b) 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;
	b) 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 him or his firm when instructed c) by the other directors to act in that capacity on behalf of the Association;
	c) of interest on money lent by a member of the Association or its directors at a commercial rate of interest;
	d) to any Director of reasonable and proper out-of-pocket expenses or other costs as permitted further to Article 67;
	e) of reasonable and proper rent for premises demised or let by any member of the Association or by any director;
	f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the d(or any of them) in relation to the Association.
104	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 he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he 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.