

# Terms of reference for the Council of Derbyshire County Football Association

## Interpretation, Terms and References

1. In these Terms of reference:

### **"Association"**

means Derbyshire County Football Association Limited;

### **"Chairman"**

means the person who holds office as the Chairman of the Association in accordance with Clause 15;

### **"Chief Executive"**

means the person appointed from time to time to be the Chief Executive of the Association in accordance with Clause 19;

### **"Clear days"**

in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

### **"Co-opted Members"**

means the persons elected from time to time to be co-opted members of the appropriate Standing Committees of the Association in accordance with Clause 24;

**"The Council"** means the Council of the Association as constituted in Clause 3;

### **"Council Members"**

means the persons appointed or elected from time to time to be members of the Council in accordance with Clause 3;

### **"County"**

means the area comprised of the administrative county of Derbyshire;

### **"Directors or the Board"**

means the Directors of the Association for the purposes of the Act as appointed from time to time under the Articles of the Association;

**“Division”**

means such geographical area of the County as is determined from time to time by the Directors of the Board;

**“Divisional Committee”**

means the committee for each Division comprising the Divisional Representatives within that Division;

**“Divisional Council Member”**

means a Council Member elected;

**“Divisional Representative”**

means a person elected as a member of a Divisional Committee in accordance with Article 11;

**"Electronic communication"**

has the meaning ascribed to it in the Electronic Communications Act 2000;

**"FA Representative"**

means the person appointed in accordance with clause 25 to be the Association's representative from time to time at The Football Association under the Articles of The Football Association;

**"The Football Association"**

means The Football Association Limited of Wembley Stadium, Wembley, London, HA9 0WS;

**"Full Member Clubs"**

means the Affiliated Clubs which the Directors have from time to time designated as being Full Member Clubs;

**“League Representatives”**

means the persons appointed from time to time to represent the sanctioned Football Leagues in accordance with Clause 4;

**"Life Members"**

means the persons appointed from time to time to be Life Members of the Association in accordance with Clause 21;

**"Patron"**

means the person appointed from time to time to be the Patron of the Association in accordance with Article 22;

**"President"**

means the person appointed from time to time to be the President of the Association in accordance with Article 22;

**"Membership Rules"**

means the membership rules of the Association created and amended from time to time;

**"Named organisations"**

means the organisations listed in Clause 10;

**"Derbyshire FA Youth Council"**

means the Council created by the Association to ensure young people have a voice in order to make improvements and developments for the future;

**"Derbyshire Referees' Association"**

means the Derbyshire County Committee of the Referees' Association;

**"Derbyshire Schools' FA"**

means the Derbyshire County division of the English Schools' Football Association;

**"Rules"**

means the rules, regulations, terms of reference, 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;

**“Senior Independent Director”** means the Director appointed by the Board;

**"Standing Committees"**

means the standing committees of the Council created in accordance with Article 35 as amended from time to time in accordance with Clauses 36 and 38;

**“Vice-President”**

means the persons appointed from time to time to be the Vice-President of the Association in accordance with Article 23;

References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form. Words denoting the singular number include the plural number and vice versa; 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 Terms of Reference.

2. In accordance with the Articles of Association and, the Directors may from time to time make, vary and revoke Membership Rules relating to all aspects of membership of the Association including (without limitation) Membership Rules:

- (a) setting out different categories of membership of the Association;
- (b) setting out rights, privileges and obligations of the different categories of members;
- (c) relating to the organisation of members including (without limitation) rules of, finances of and financial and other records and minute books to be kept by members;
- (d) setting out which office holder(s) of a member may represent the member at general meetings of the Association;
- (e) setting out disciplinary procedures for members and participants.

**Council**

3. The Derbyshire County FA Council acts as a vital consultation body to both the Derbyshire County FA Board and staff, as well as providing direct input to the work of the organisation through specific groups.

The Council members represent football in Derbyshire and contribute by providing first-hand knowledge and experience to help to inform plans, priorities and programmes.

The Council shall comprise:

- I. the Chairman;
- II. the Senior Independent Director
- III. the FA Representative;
- IV. the President;
- V. the Patron;
- VI. the Vice-Presidents;
- VII. Chief Executive;
- VIII. the Life Members;
- IX. the Divisional Council Members;
- X. One representative each of those Leagues affiliated to the Association from time to time;
- XI. the National League system representative (Steps 1-6) pursuant to Clause 11;
- XII. the Derbyshire Schools' FA representative;
- XIII. the Derbyshire Referees' Association representative;
- XIV. the Derbyshire FA Youth Council representative;
- XV. the Derbyshire FA Inclusion Strategy Advisory Group (ISAG) representative;
- XVI. any appointed Directors not otherwise listed above;

### **League Representatives**

4. Each affiliated League shall be entitled to one Representative on Council in accordance with Clause 3. Each League shall be entitled to nominate one person to hold office as a Representative on Council. Elected individuals shall be a member of the Management Committee of the League they are being elected to represent and their nomination for Council must be signed by two members of the Management Committee, one of whom must be either the Chairman or Secretary of the League and sent to the Chief Executive within the time frame stipulated by the Directors.

5. Each League Management Committee must send to the Chief Executive approved minutes of the meeting at which the nomination for Representative on Council was agreed. These must be sent within six weeks of the nominated Representative's date of commencement in office.

6. Should any League Representative no longer remain a member of the respective League Management Committee they are representing they will cease to be a Derbyshire County FA Council Member with immediate effect.

7. At the end of each term or when it is necessary to appoint a replacement Representative in office, all individual leagues will be required to nominate their Representative by giving notice of such decision in accordance with Clause 4 to the Chief Executive by such date as the Directors shall from time to time prescribe.

8. Those individuals nominated or elected as members of Council in accordance with Clause 3 shall hold office for a three year term from the first Council meeting after the Annual General Meeting in the year of their nomination but shall be eligible for re-election. League representatives shall serve no more than three consecutive terms of office of three years. Any League representative who has served the maximum term of office of nine years may be nominated to stand for election as a League representative once three years have elapsed from the date of the end of the previous service in that capacity.

9. No person may be nominated as a Council Member if they have already been nominated in any other capacity.

**The Derbyshire Schools' FA, The Derbyshire Referees' Association and The Derbyshire FA Youth Council**

10. The Derbyshire Schools' FA, the Derbyshire Referees' Association, the Derbyshire FA Youth Council and the Derbyshire FA ISAG are entitled at their sole discretion to one representative on Council and, subject to Clause 3, each of those organisations shall decide for themselves whom they propose to nominate as a Council Member. Those persons proposed to be nominated as Council Members by the above organisations must be nominated in writing to the Chief Executive by such time as the Directors shall prescribe. Such persons shall hold office for a three year term from the first Council meeting after the Annual General Meeting in the year of their nomination but shall be eligible for re-election. Such persons shall serve no more than three consecutive terms of office of three years. Any such person who has served the maximum term of office of nine years may be nominated to be appointed once three years have elapsed from the date of the end of the previous service in that capacity.

All of those listed in the first paragraph of this Clause (hereinafter referred to as the named organisations) shall each be entitled to nominate one person to hold office as a Representative on Council in accordance with Clause 3. Those persons proposed to be nominated as Council Members by the named organisations must be nominated in writing to the Chief Executive by such time as the Directors shall prescribe. Each nomination for Council must be signed by two members of the respective Management Body, one of whom must be either the Chairman or Secretary and sent to the Chief Executive within the time frame stipulated by the Directors.

Each Management Body must send to the Chief Executive approved minutes of the meeting at which the nomination for representative on Council was agreed. These must be sent within six weeks of nominated Representative's date of commencement in office.

At the end of each term, or when it is necessary to appoint a replacement representative in office, each named organisation will be required to nominate their representative by giving notice of such decision in accordance with this Clause to the Chief Executive by such date as the directors shall from time to time prescribe.

### **Elections to Divisional Committees**

11. At the Association's third annual general meeting and at the annual general meeting in every fifth year thereafter all of the Divisional Representatives shall retire but be eligible for re-appointment.

In the year of an election the Chief Executive Officer shall send to the Affiliated Clubs within each Division a nomination form for the election of Divisional Representatives in the place of those retiring. A Divisional Representative retiring shall (unless he indicates otherwise to the Chief Executive Officer) be re-nominated for the position. Those other persons proposed to be nominated as Divisional Representatives to fill any vacancies that have arisen must be proposed and seconded by two Affiliated Clubs playing within the relevant Division on the nomination form prescribed by the Directors of the Board. Such form must be submitted to the Chief Executive Officer by such date as the Directors of the Board shall prescribe each year and must be signed by the chairman and secretaries of both the proposing and seconding Affiliated Clubs and counter-signed by the candidate himself. No Affiliated Club may nominate more than one candidate for any one vacancy.

Any person nominated as a Divisional Representative must reside or have a business address within the Division he represents. No person may be nominated as a Divisional Representative for more than one Division.

If there is an equal number of candidates nominated to be the Divisional Representatives for a particular Division as there are now vacancies, those candidates shall be declared elected unopposed as the Divisional Representatives for that particular Division at the next annual general meeting. If there are more candidates to be the Divisional Representatives for a particular Division, the Chief Executive Officer shall forthwith, after the time fixed for the close of nominations, call an election.

If there is to be an election, the names of the candidates and voting papers shall be sent at such time as the Directors of the Board shall prescribe to the Affiliated Clubs playing within the Division concerned and in the opinion of the Directors of the Board, eligible to vote. Each candidate shall be sent a list of the nominations in his Division.

Voting papers must be delivered via acceptable and agreed electronic means or in a sealed envelope by such time as the Directors of the Board shall prescribe to the office and shall be opened by such person or persons as the Directors of the Board shall decide. The candidates receiving the largest number of votes appropriate to the number of vacancies for each Division shall be declared elected at the next annual general meeting.

In the case of two or more candidates polling an equal number of votes the Council shall at its first Council meeting after the annual general meeting in the year of an election decide (in its discretion) which candidate(s) shall be the Divisional Representative(s) for that particular Division. In the event of no nomination having been received from a Division the representative for that particular Division may be appointed by the Council at the first Council meeting after the annual general meeting in the year of an election.

Those persons elected as Divisional Representatives shall hold office for a period of five years from the annual general meeting subsequent to their election, but shall be eligible for re-election. Collectively, the Divisional Representatives for each Division shall be known as the Divisional Committee for that Division.

In the event of a casual vacancy arising among the Divisional Representatives for a particular Division then the Affiliated Clubs within the Division concerned shall have power (but shall



not be obliged) to appoint in such manner as the Directors of the Board shall decide, a substitute Divisional Representative suitably qualified to represent that Division until the person who was replaced was due to retire and such person shall be eligible for re-appointment in accordance with these Articles.

Each year, the Divisional Committee for a particular Division shall decide, by such date as the Directors of the Board shall prescribe, which of its number shall be appointed as the Divisional Council Members for that Division. The number of Divisional Council Members for each Division shall be determined each year by the Directors of the Board in their absolute discretion. The persons appointed as Divisional Council Members shall hold office for a one year term from the second Council Meeting following the annual general meeting in each year.

### **National League System Representative**

12. All Clubs playing in Steps 1 to 6 of the National League System shall be represented by a person who is a member of the Management Committee of the League with the highest number of Derbyshire clubs participating therein. This appointment will be in line with all other League Representatives as provided in Clause 4.

The nomination of the representative must be signed by two members of the Management Committee, one of whom must be either the Chairman or Secretary of the League. Approved minutes of the League Management Committee meeting at which the nomination was agreed must be sent to the Chief Executive within six weeks of the elected Representative's commencement date in office. The representative shall hold office for a three year term from the first Council meeting after the Annual General Meeting in the year of their nomination but shall be eligible for re-election. Such persons shall serve no more than three consecutive terms of office of three years. Any such person who has served the maximum term of office of nine years may be nominated to be appointed once three years have elapsed from the date of the end of the previous service in that capacity.

Should the elected individual no longer remain a member of the respective League Management Committee, they will cease to be a Derbyshire County FA Council Member with immediate effect.

At the end of each term in office the League that matches the criteria in the first paragraph of this article will be required to nominate its representative by giving notice of such decision to the Chief Executive by such date as the directors shall from time to time prescribe.

The National League System Representative will be responsible for sharing information to all other Derbyshire Clubs competing within Steps 1 to 6 of the National League System.

### **Casual vacancies**

13. In the event of a casual vacancy occurring in relation to any representative of the named organisations, the Council shall have power (but shall not be obliged) to appoint a substitute representative on Council, suitably qualified to represent that named organisation and who will hold office until such time as the person who was replaced was due to retire and such person shall be eligible for re-appointment in accordance with these Articles. In the event of a casual vacancy occurring in relation to any of the League Representatives the Council shall have power, in discussion with the league in question (but shall not be obliged) to appoint a substitute representative, suitably qualified to represent the relevant body, who will hold office until such time as the person who was replaced was due to retire and such person shall be eligible for re-appointment in accordance with these Articles.

14. Council Members shall remain in office until their successors have been elected and appointed. In addition to the power set out in Clause 13, but subject to these Terms of Reference the Council shall have power to fill any other vacancy which may occur on the Council during the period in question. A Council Member so appointed to fill a vacancy shall hold office until such time as the person who was replaced was due to retire but shall be eligible for re-appointment in accordance with these Terms of Reference.

### **Chairman**

15. At the first Council meeting after the Annual General Meeting in every third year the Chairman shall retire and a new Chairman shall be elected or re-elected by the Council. No person shall be eligible for election as Chairman if s/he has not served at least three years as a Director. The Chairman shall serve no more than three consecutive terms of office of three years. Any person who has served the maximum term of office of nine years may be nominated to stand for election as Chairman once three years have elapsed from the date of the end of the previous service in that capacity.

16. Only Directors may be nominated for the office of Chairman. Nominations for the office of Chairman shall be made in writing and sent together with the names of the proposer and the seconder to the Chief Executive by such date as the Board shall prescribe in any year. Any Director may propose or second a nomination for Chairman. Such person shall hold office for a three year term from the Council meeting at which s/he is elected until the first Council meeting after the Annual General Meeting in the year of her/his retirement from office as Chairman. If only one candidate is nominated to be Chairman, the approval of her/his nomination must nevertheless be put to the vote at the relevant Council meeting. Where there is more than one nomination the candidate receiving the highest number of votes shall be declared elected provided s/he receives more than half of the votes cast. If a candidate does not receive more than half of the votes cast, the candidate with the lowest number of votes shall withdraw and a second vote be held. This process will be repeated until a single candidate receives more than half of the votes cast.

17. The Chairman shall be entitled to receive notices of, attend and vote at all Council meetings, Committee Meetings and at General Meetings that the position allows in accordance with the Articles. They shall have such rights and privileges as the Council shall from time to time prescribe. In the event of a casual vacancy in relation to the office of Chairman, the Council shall in its discretion appoint such Director as it thinks fit to fill the relevant office. A person so appointed shall hold office until the person s/he has replaced was due to retire.

18. The Chairman shall chair all meetings of the Council and any General meeting of the Association.

### **The Chief Executive**

19. The Chief Executive shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit. Any person appointed to the office of Chief Executive may be removed by the Directors at any time (subject to that Officer's contractual terms and employment legislation at the time). In the event of a vacancy in the position of Chief Executive, the Directors may at their discretion appoint a replacement on such terms and for such period as they think fit.

20. The Chief Executive shall be a member of Council. The Officer shall be entitled to attend and vote at all meetings of the Association. This includes General Meetings, Meetings of Council and Meetings of Committees, including sub and ad hoc Committees. The Officer shall

be a Director of the Company and entitled to attend and vote at Meetings of the Board of Directors.

### **Life Members**

21. A Council Member who has, in Council's sole opinion, provided exceptional and distinguished service to the Association shall be eligible to be appointed by Council as a Life Member. Nomination for the office of Life Member shall be made in writing and must be sent together with the names of a proposer and a seconder to the Chief Executive by such date as the Board shall prescribe in each year. Any Council Member may propose or second a nomination for the office of Life Member. Any retiring Director who has served in an Ex-Officio capacity for a minimum period of five years shall automatically be proposed as a Life Member. For the purpose of this Clause, Ex Officio shall mean the posts of Chairman, Chief Executive or Senior Independent Director.

### **President/Patron**

22. At each annual general meeting the President, Patron and Treasurer shall retire but shall be eligible for re-election. Nominations for the office of President, Patron and Treasurer shall be made in such manner and by such date as the Directors of the Board shall in their absolute discretion determine. Only the Council may propose the nominations of President, Patron or Treasurer. The President, Patron and Treasurer shall be elected at the annual general meeting each year. These persons appointed at President, Patron or Treasurer shall hold office for a one year term from the annual general meeting at which they are elected until the next annual general meeting but shall be eligible for re-election. The President, Patron and Treasurer shall have such rights and privileges as the Directors of the Board shall from time to time prescribe. A casual vacancy arising in any of these positions shall be filled in accordance with the process above (Casual Vacancies).

### **Vice-Presidents**

23. A director who has, in the Boards opinion, provided exceptional and distinguished service to the Association, shall be eligible to be appointed by the Board as a Vice-President. Vice-Presidents shall be entitled to receive notices to attend all Council meetings, Standing Committee meetings, of which they are members, and General Meetings. Vice-Presidents shall be entitled to remain on the Council for the rest of their lives without the need to be re-elected. Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe other than the right to vote at meetings.

24. Life Members shall be entitled to receive notices to attend all Council meetings, Standing Committee meetings of which they are members and General Meetings. 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 other than the right to vote at meetings.

### **Co-opted Members**

25. There shall be no more than two Co-opted members serving at any one time on each of the Standing Committees for Adult Football, Youth Football and Referees. Expressions of interest in being elected as a Co-opted member shall be sought by advertisement by a date determined by the Directors in each year of election. Applications to be appointed as a Co-opted member shall be made in writing and sent to the Chief Executive. The application must be received by the Chief Executive by no later than a date determined by Directors in that year. The Board shall consider the applications received and determine those to be recommended to the three Standing Committees for election as a Co-opted member.

In the event of a casual vacancy occurring in relation to the office of a Co-opted Member or where fewer than two nominations are received for any period the office may remain vacant and the Board shall be under no obligation to appoint a replacement.

### **The FA Representative**

26. At the first Board meeting after the Annual General Meeting in every third year the FA Representative shall retire but shall be eligible for re-election. Nominations for the office of FA Representative shall be made in writing and sent to both the Chief Executive & Chairman, together with a signed document from the proposer and the seconder indicating their support of the nomination by such date as the Board shall prescribe. Any Director may propose or second a nomination for FA Representative. The person holding office as FA Representative shall be automatically declared nominated (without the need for them to be proposed and seconded) for a further three year term at the end of each period unless they decline to hold office by giving notice of such decision to the Chief Executive by such date as the Board shall prescribe. Such person shall be appointed for a three year term and upon such terms and conditions as the Board thinks fit. Any person so appointed may be removed at any time by the Board. In the event of a casual vacancy occurring in relation to the office of FA Representative the Board shall have the power (but shall not be obliged) to appoint a substitute FA Representative from the Directors, to act as FA Representative until such time as the person who was replaced was due to retire and such person shall be eligible for re-

election in accordance with this Article. Only Directors may be nominated for election as the FA Representative.

No member may be elected as The FA Representative if they are within three years of the upper age limit or will have exceeded the term limit imposed by the FA.

### **Council Members requirements and restrictions**

27. All members of Council shall be required to complete relevant personal information documentation when they are elected or re-elected as a member of the Council, and also sign and agree to adhere to relevant policies, which may include, but are not limited to, The Council Handbook, Code of Conduct, The Anti Bribery & Corruption policy and The Social Media policy. The documentation must be completed and returned to the Chief Executive within 14 days of issue or updated in a timely manner if an individual's personal information changes.

28. Any member newly elected or appointed to Council must, at the request of the Chief Executive, provide a live email address which the member will use for the purpose of electronic communication with the Association.

29. Any Council Member, who breaches the Code of Conduct or other signed policies for Council Members, as approved by Council from time to time, may be removed as a member of Council by a simple majority of those members present and voting on a motion proposed and seconded and placed on the published agenda for that Council Meeting. A member subject to such a motion shall have the right to address Council before the motion is put to the vote. The decision of the Council on such a motion shall be final and conclusive. If a member who is removed is a representative of a League or other body, that League or body shall be entitled to appoint a further representative in accordance with the appropriate Article.

30. Any Council Member who shall without sufficient reason be absent, without the permission of the Directors, from three consecutive meetings of the Association whether they be General Meetings, Council Meetings, Meetings of any Standing Committee or any other Committee of which they are a member shall be deemed to have resigned their membership of the Council. Those who have been awarded a lifetime membership of the Association are excluded from this requirement.

## **Proceedings of Council**

31. Council Members are entitled to attend all Council meetings and General meetings and, subject to the provisions of these Terms of Reference, are entitled to vote at such meetings.

32. The Chief Executive may, but on the request of any 12 Council Members or the Board, shall call Council meetings. The notice shall be sent to all the Council Members individually. At least 7 clear days' notice shall be given of Council meetings and/or Development Days. 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. No business shall be transacted at any Council meeting unless a quorum of 12 Council Members is present.

33. The Council shall have the power to make standing orders for the conduct of Council meetings and the Council may otherwise regulate their proceedings as they think fit. Council meetings shall be conducted in accordance with those standing orders. Each Council Member shall have one vote.

34. The Council has the power to request the Board to consider any footballing matters including (without limitation) all disciplinary, selection, referees, league sanctions, safeguarding and other matters pertaining to the regulation and conduct of football in the County in accordance with the Articles.

## **Record of Decisions**

35. The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Council.

## **Standing Committees**

36. At the first Council meeting after the Annual General Meeting in every third year, the Directors shall appoint such Council Members as they think fit to the following committees of the Council to hold office until the last Board meeting before the next relevant Annual General Meeting:

- (a) Regulatory Services;
- (b) Adult Football;
- (c) Youth Football;
- (d) Referees.

37. The Directors may in their absolute discretion at any time amend or add to the list of Standing Committees in Clause 35 and the Directors may at any time dispose with the need for any of the Standing Committees set out in Clause 35. The Directors may create at any time such other ad hoc committees to deal with footballing matters as the Directors see fit. The Directors may also amend the name of any Standing Committee at any time. The Directors shall decide who shall act as secretary to each Standing Committee from time to time.

38. At the first meeting of each Standing Committee after the Annual General Meeting, each such Committee shall appoint one of its members to be Chairman of that Committee until the following Annual General Meeting. Nominations shall be made at the meeting with each nomination requiring a proposer and seconder. If necessary, a ballot will be taken with the candidate receiving the highest number of votes being declared elected as Chairman. In the case of an equality of votes which prevents one candidate from being elected, there shall be a second ballot and, if required, subsequent ballots involving only those candidates who received the equal number of votes in the previous round. The candidate receiving the highest number of votes shall be declared elected as Chairman.

39. Each Standing Committee may fill any casual vacancy in the position of its Chairman from amongst its number. Each Standing Committee and any ad hoc committee established shall conduct its business in accordance with any terms of reference and standing orders set by the Directors from time to time.

### **Directors' and Council Members Expenses**

40. This shall apply to the Directors and Council Members in respect of all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors, Council, committees and general meetings of the Association or otherwise in connection with the discharge of their duties only where approved by the Directors.

### **Proceedings of Directors**

41. The Chairman, the Chief Executive, the FA Representative and the Senior Independent Director shall be members of all Standing Committees ex officio and are entitled to receive notices of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings and shall be entitled to vote thereat. Save with the exception of the Chief



Executive this Article shall not apply to the Regulatory Services Committee referred to in Clause 35.

42. The Directors shall regularly report to the Council on all their activities.