

Notice of Annual General Meeting 2020



Essex County Football Association Limited



Notice is hereby given that the Annual General Meeting of the Essex County FA Limited will be held virtually on **Thursday 10th September 2020 at 7:30pm**, for the transaction of the ordinary and special business of the company, an agenda of which can be found below. The Chairman of the Association, **A Chaplin**, will preside and the Chief Executive will read the notice convening the meeting.

By order of the Board,

BJ Walshe

Chief Executive and Company Secretary

Only **one representative** of a league, competition or club will be entitled to vote. Proxy Forms must be completed and returned by 7:00pm on Wednesday 9th September 2020. A copy of the 2018/19 Annual Report can be downloaded from our website at www.essexfa.com/about.

Registered Office: The County Office, Springfield Lyons Approach, Springfield, Chelmsford, Essex, CM2 5LB.
Registered in Cardiff: No 3843186.

AGENDA

Chairman's Remarks

Business of the Meeting

Ordinary Business

1. To consider the accounts and balance sheet of the company for the year ended and to receive the report of the directors.
2. To appoint LB Group as auditors and to authorise the directors to fix their remuneration.

Special Business

3. To consider and, if thought fit, pass, as a special resolution, the amendments to the Articles of Association of Essex County Football Association Limited (as set out later in this document).

Directors' Report

For the Year Ended 30th June 2019

The directors present their annual report and financial statements for the year ended 30 June 2019.

Principal activities: The principal activity of the company continued to be that of administration and support of football in the county of Essex. The Directors were pleased to continue to demonstrate the ongoing commitment of Essex County FA to support grassroots football by contributing a total of £67,844 to subsidise the costs of the Public Liability Insurance for each member club, and Personal Accident Insurance for each member team, in the 18/19 season.

Directors: The directors who held office during the year and up to the date of signature of the financial statements were as follows: WA Deller, BJ Fitzgerald, A Chaplin, DJ Emerton, Mrs T Higgs (Appointed 9 October 2018)

Directors' insurance: The company maintains insurance policies on behalf of all the directors against liability arising from negligence, breach of duty and breach of trust in relation to the company.

Auditor: In accordance with the company's articles, a resolution proposing that Rickard Luckin Limited be reappointed as auditor of the company will be put at a General Meeting.

Statement of directors' responsibilities: The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the surplus or deficit of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor: So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware.

Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board,

WA Deller

Director

18th September 2019

Independent Auditors' Report

Opinion: We have audited the financial statements of Essex County Football Association Limited (the 'company') for the year ended 30 June 2019 which comprise the income and expenditure account, the balance sheet, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice). In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2019 and of its surplus for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis For Opinion: We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions Relating To Going Concern: We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other Information: The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions On Other Matters Prescribed By The Companies Act 2006: In our opinion, based on the work undertaken in the course of our audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters On Which We Are Required To Report By Exception: In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities Of Directors: As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities For The Audit Of The Financial Statements: Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use Of Our Report: This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose.

To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Joanna Southon (*Senior Statutory Auditor*) for and on behalf of Rickard Luckin Limited (*Chartered Accountants, Statutory Auditor*), Aquila House, Waterloo Lane, Chelmsford, Essex, CM1 1BN. 30th September 2019

Income and Expenditure Account

For the Period Ended 30th June 2019

	Notes	Year ended 30 June 2019 £	Year ended 30 June 2018 as restated £
Turnover		938,145	868,818
Cost of sales		(618,158)	(564,849)
		<hr/>	<hr/>
Gross Surplus		319,987	303,969
Administrative expenses		(929,041)	(923,326)
Other operating income		671,502	646,412
		<hr/>	<hr/>
Operating Surplus/(Deficit)		62,448	27,055
Interest receivable and similar income		25,023	23,480
Amounts written off investments		5,552	27,864
		<hr/>	<hr/>
Surplus/(Deficit) Before Taxation		93,023	78,399
Tax on surplus/(deficit)	3	4,748	(1,548)
		<hr/>	<hr/>
Surplus for the financial year		97,771	76,851
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Schedule of Administrative Expenses

As At 30th June 2019

		2019		2018 as restated	
	Notes	£	£	£	£
Fixed assets					
Tangible assets	4		672,844		673,326
Investments	5		1,152,306		1,140,807
			<u>1,825,150</u>		<u>1,814,133</u>
Current assets					
Debtors	6	79,275		66,224	
Cash at bank and in hand		1,095,492		970,501	
			<u>1,174,767</u>	<u>1,036,725</u>	
Creditors: amounts falling due within one year	7	(338,518)		(268,469)	
			<u>836,249</u>	<u>768,256</u>	
Total assets less current liabilities			<u>2,661,399</u>	<u>2,582,389</u>	
Creditors: amounts falling due after more than one year	8		(121,909)	(125,495)	
Provisions for liabilities			<u>(30,941)</u>	<u>(40,491)</u>	
Net assets			<u>2,508,549</u>	<u>2,416,403</u>	
Reserves					
Other reserves	10		54,952		60,577
Income and expenditure account	10		2,453,597		2,355,826
Members' funds			<u>2,508,549</u>	<u>2,416,403</u>	

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

Under Section 454 of the Companies Act, on a voluntary basis, the directors can amend these financial statements if they are subsequently proved to be defective.

The financial statements were approved by the board of directors and authorised for issue on 18 September 2019 and are signed on its behalf by:

WA Deller **A Chaplin**
Director Director

Company Registration No. 03843186

Proposed Article Changes 2020/21

Proposed Article Changes 2020/21

These Article changes are to enable the structure of the Association to be updated. Some of these changes are proposed to satisfy the FA's Code of Governance (CoG) requirements

Existing text (deletions in red & striked)

Revised text (additions in blue & bold)

NUMBER OF DIRECTORS

<p>66. Unless otherwise determined by ordinary resolution the number of directors shall be subject to a maximum of five but shall not be less than three.</p>	<p>66. Unless otherwise determined by ordinary resolution the number of directors shall be subject to a maximum of seven but shall not be less than three.</p>
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Reason – To increase maximum number of Directors to seven. The current maximum of five does not give sufficient scope to recruit Independent Members to achieve the appropriate balance of skills, experience, independence and knowledge required by the CoG. (requirement 1.9)

BOARD OF DIRECTORS

<p>67. The directors shall be: The Chairman of the Council — Up to four other directors elected in accordance with Article 68.</p> <p>68. The Directors, as set out in Article 67, shall be appointed by Council either (a) from Council Members or (b) Independent Directors at the last Council Meeting before the Annual General Meeting. The term of office shall be for four years.</p> <p>Nominations from Council members seeking election as a Director must be submitted in writing to the Chief Executive by the 1st March or by such other date prescribed by the Directors. Such nominations shall be signed by the candidate and proposed and seconded by two other members of the Council.</p> <p>The Board may recommend to the Council the election of a maximum of two Independent Directors. Candidates for such position(s) shall be recruited from an openly advertised and transparent process with full details of the recommendations being made open to the</p>	<p>67. The directors shall be: Up to four “Football” directors appointed from Council in accordance with Article 68(a). Up to four Independent directors appointed in accordance with Article 68(b). Transitional Provision: For season 2020/21 the number of Directors appointed by Council may be five.</p> <p>68. The Directors, as set out in Article 67, shall be appointed at the last Council Meeting before the Annual General Meeting. The term of office shall be for three years.</p> <p>(a) Council members seeking appointment as a Football Director must complete the Board Director Application Pack and be submitted in writing to the Chief Executive by the 1st March or by such other date prescribed by the Directors. Applications will be reviewed by the Nomination and Appointment Working Group. The Working Group will provide recommendations for the Board to appoint.</p> <p>(b) Candidates for Independent Director positions will be recruited via an open application process and candidates will complete the Board Director Application Pack. Applications will be reviewed by the Nomination and Appointment Working</p>
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Council for their consideration.	Group. The Working Group will provide recommendations for the Board to appoint.
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Reason – To allow for up to four directors appointed from Council and up to four "independent" directors. The CoG requirement (1.4) is that the Council should not appoint more than one third of the Directors. Currently, Council have the ability to elect 100% of Directors. This change allows the Board to move closer to the CoG requirement. The Appointment Working Group will have no representation from Board but representation from Council.

70. The Chairman shall be a member of all standing Committees ex-officio and is entitled to receive notice of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.	70. The Chairman shall be appointed from the Board by the Directors.
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Reason – To remove redundant article and add the appointment process for the Chairman. (requirement 1.17). The CoG requires that the Chairman must be appointed from the Board by the Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. Without prejudice to the provisions of section 168 of the Act, the members may by ordinary resolution remove any director before the expiration of their period of office and may by an ordinary resolution appoint another suitably qualified person in their stead. Any person so appointed, shall hold office for four years.	73. Without prejudice to the provisions of section 168 of the Act, the members may by ordinary resolution remove any director before the expiration of their period of office and may by an ordinary resolution appoint another suitably qualified person in their stead. Any person so appointed, shall hold office for three years.
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Reason – To amend the term of office to 3 years in line with Article 68.

74. The Council may appoint a member to fill any vacancy on the Board in the position of director as set out in Article 67. In the event of a vacancy in the position of director, the Council may appoint a Council Member who is willing to act as a director to fill such a vacancy. Any person so appointed, shall hold office until the last Council Meeting before the AGM.	74. The Board may appoint a member to fill any vacancy on the Board in the position of Director as set out in Article 67. In the event of a vacancy in the position of Football Director, the Board may appoint a Council Member who is willing to act as a director to fill such a vacancy. Any person so appointed, shall hold office until the last Council Meeting before the AGM.
75. If any director is not re-appointed, he shall retain office until someone is appointed in their place.	75. If any Director is not re-appointed, they shall retain office until someone is appointed in their place.

Reason – to allow Board to fill a vacancy of a Football Director from Council membership. This is a clarification following the proposed amendment to Article 67.

PROCEEDINGS OF DIRECTORS

83. A meeting of the directors at which a quorum is	83. A meeting of the directors at which a quorum is
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<p>present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally. The quorum for the transaction of the business of the directors shall be three.</p>	<p>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. More than 50% of directors shall constitute a quorum for the transaction of the business of the directors.</p>
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Reason – To amend the quorum for meetings of the directors.

FA REPRESENTATIVE

<p>52. Council shall decide which person from its membership shall be the FA Representative. The person elected shall serve for three years and providing the qualification of Article 35 is met, shall be eligible for re-election.</p> <p>The FA Representative will attend Board Meetings but will not be entitled to vote.</p>	<p>52. The Board shall decide which person shall be the FA Representative. The person appointed shall serve for three years (unless determined otherwise by The Football Association) and providing the qualification of Article 35 is met, shall be eligible for re-appointment.</p> <p>The FA Representative will attend Board Meetings but will not be entitled to vote.</p>
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Reason – To amend the appointment for the FA Representative. The CoG requirement 2.14 states that the FA Representative shall be appointed by the Board. The term of office and eligibility criteria are defined within the Articles of The FA.

POWERS OF COUNCIL

<p>54. Council has the power to regulate and manage all footballing matters referred to it to include (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County.</p>	<p>54. Council has the right to be consulted and the power to challenge the Board on all footballing matters including (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County.</p>
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Reason – To ensure that the Council has reasonable rights to consultation and power to challenge the Board on all footballing matters. (CoG requirement 1.3)

GENERAL MEETINGS

<p>10. The Association shall hold a general meeting in June (or such other month as the directors prescribe) of 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:</p> <p>(a) to receive from the directors a full statement of account;</p>	<p>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:</p> <p>(a) to receive from the directors a full statement of account;</p> <p>(b) to receive from the directors a report</p>
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<ul style="list-style-type: none"> (b) to receive from the directors a report of the activities of the Association since the previous annual general meeting; (c) to elect the Vice-Presidents, Life Members pursuant to these Articles (if a vacancy has arisen); (d) to appoint the Association's auditors; and (e) to transact such other business as may be brought before it in accordance with these Articles. <p>All general meetings other than annual general meetings shall be called extraordinary general meetings.</p>	<ul style="list-style-type: none"> of the activities of the Association since the previous annual general meeting; (c) to elect the Vice-Presidents, Life Members pursuant to these Articles (if a vacancy has arisen); (d) to appoint the Association's auditors; and (e) to transact such other business as may be brought before it in accordance with these Articles. <p>All general meetings other than annual general meetings shall be called extraordinary general meetings.</p>
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Reason – To allow the Annual General Meeting to be held at a time that is beneficial to the Company.

Proxy Form



ANNUAL GENERAL MEETING

to be held on Thursday 10th September 2020 at 7:30pm

1. Name of Member:

2. I/We hereby appoint the chairman of the meeting (**strongly recommended**, please tick)

or the following person:

Name of Proxy:

Alternate Proxy (if required):

as proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Essex County Football Association Limited to be held on Thursday 10th September 2020 and at any adjournment thereof.

3. I/We would like the proxy to vote the resolution(s) proposed at the AGM as indicated on this form. Unless otherwise instructed, the proxy may vote as they see fit or abstain in relation to any business at the meeting.

Agenda Item 1	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Agenda Item 2	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Agenda Item 3	
Article 66	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 67	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 68	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 70	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 73	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 74	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 75	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 83	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 52	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 54	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
Article 10	FOR / AGAINST / VOTE WITHHELD (delete as appropriate)

4. Signed: Date:

Name and Address:

If appointing a proxy, you must complete this form and return a scanned and signed version via E-Mail to info@essexfa.com by 7:00pm on Wednesday 9th September 2020. Alternatively, you may send this to the

registered office of the Essex County FA.

Essex County Football Association

The County Office,
Springfield Lyons Approach,
Chelmsford, Essex,
CM2 5LB.

www.essexfa.com



Incorporated in Cardiff. No. 3843186



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