

# Notice of Annual General Meeting 2021



# 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 17th June 2021 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 16th June 2021. A copy of the 2019/20 Annual Report can be downloaded from our website at [www.essexfa.com/about](http://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.
3. To elect Alec R Berry as a Life Member of the Essex County Football Association in accordance with Article 51.
4. To elect David A Threadgold as a Life Member of the Essex County Football Association in accordance with Article 51.
5. To elect Wayne A Deller as a Vice President of the Essex County Football Association in accordance with Article 50.

### **Special Business**

6. To consider and, if thought fit, adopt the proposed new Articles of Association of the company (as set out later in this document) in replacement, and to the exclusion of, the existing articles.

# Directors' Report

## **For The Year Ended 30th June 2020**

The directors present their annual report and financial statements for the year ended 30 June 2020.

Principal activities: The principal activity of the company continued to be that of administration and support of football in the county of Essex and is a public benefit entity. The directors were pleased to continue to demonstrate the ongoing commitment of Essex County FA to support grassroots football by contributing a total of £73,846 to subsidise the costs of Public Liability Insurance for each member club and Personal Accident Insurance for each member team in the 19/20 season.

Directors: The directors who held office during the year and up to the date of signature of the financial statements were as follows: Mr B Fitzgerald, Mr D Emerton, Mr W Deller, Mr A Chaplin, Mrs T Higgs (Resigned 2 March 2020).

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: LB Group Limited (Chelmsford) were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

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*

*11th October 2020*

# Independent Auditors' Report

Opinion: We have audited the financial statements of Essex County Football Association Limited (Company limited by guarantee) (the 'company') for the year ended 30 June 2020 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 2020 and of its deficit 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.

**Stuart Sheldrick** (*Senior Statutory Auditor*) for and on behalf of *LB Group Limited (Chelmsford) (Chartered Accountants, Statutory Auditor), Swift House, Ground Floor, 18 Hoffmanns Way, Chelmsford, Essex, UK, CM1 1GU*

# Income and Expenditure Account

## For the Period Ended 30th June 2020

	Notes	Year ended 30 June 2020 £	Year ended 30 June 2019 £
<b>Income</b>		606,709	938,145
Cost of sales		(435,293)	(618,158)
		<hr/>	<hr/>
<b>Gross Surplus</b>		171,416	319,987
Administrative expenses		(948,534)	(929,041)
Other operating income		700,703	671,502
		<hr/>	<hr/>
<b>Operating (deficit)/surplus</b>		(76,415)	62,448
Interest receivable and similar income		26,412	25,023
Amounts written off investments		(21,254)	5,552
		<hr/>	<hr/>
<b>(Deficit)/surplus before taxation</b>		(71,257)	93,023
Tax on (deficit)/surplus	3	8,543	4,748
		<hr/>	<hr/>
<b>Surplus for the financial year</b>		(62,714)	97,771
		<hr/> <hr/>	<hr/> <hr/>

# Balance Sheet

As At 30th June 2020

		2020		2019	
	Notes	£	£	£	£
<b>Fixed assets</b>					
Tangible assets	3	663,721		672,844	
Investments	4	1,135,930		1,152,306	
			<u>1,799,651</u>		<u>1,825,150</u>
<b>Current assets</b>					
Debtors	5	17,086		79,275	
Cash at bank and in hand		1,023,485		1,095,492	
			<u>1,040,571</u>		<u>1,174,767</u>
<b>Creditors: amounts falling due within one year</b>	6	(326,295)		(338,518)	
			<u>714,276</u>		<u>836,249</u>
<b>Net current assets</b>					
			<u>714,276</u>		<u>836,249</u>
<b>Total assets less current liabilities</b>			2,513,927		2,661,399
<b>Creditors: amounts falling due after more than one year</b>	7		(114,738)		(121,909)
<b>Provisions for liabilities</b>			(27,200)		(30,941)
			<u>(27,200)</u>		<u>(30,941)</u>
<b>Net assets</b>			<u>2,371,989</u>		<u>2,508,549</u>
<b>Reserves</b>					
Other reserves			-		54,952
Income and expenditure account			2,371,989		2,453,597
			<u>2,371,989</u>		<u>2,453,597</u>
<b>Members' funds</b>			<u>2,371,989</u>		<u>2,508,549</u>

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

The financial statements were approved by the board of directors and authorised for issue on 11th October 2020 and are signed on its behalf by:

**Mr W Deller**      **Mr A Chaplin**  
Director              Director

Company Registration No. 03843186

## **Special Business**

Agenda Item 6. To consider and, if thought fit, adopt the proposed new Articles of Association of the company in replacement, and to the exclusion of, the existing articles.

# **Existing Articles of the Association**

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

~~—————  
**THE COMPANIES ACT 2006**  
—————  
**COMPANY LIMITED BY GUARANTEE**~~

~~—————  
**ARTICLES OF ASSOCIATION OF**  
**ESSEX COUNTY FOOTBALL ASSOCIATION LIMITED**~~

~~Adopted by Members' resolution 6th June 2013~~

## **INTERPRETATION**

- ~~1. The model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time shall not apply to the Association but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.~~
- ~~2. In these Articles:  
"Act" means the Companies Act 2006 as amended, restated or re-enacted from time to time;  
"Affiliated Club" means a football club which the Council has accepted may affiliate to the Association as an affiliated club member;  
"Affiliated League" means a league of Affiliated Clubs which the Council has accepted may affiliate to the Association as an affiliated league member;  
"Articles" means these Articles of Association;  
"Association" means Essex County Football Association Limited;  
"Board or directors" means the directors of the Association for the purposes of the Act and who are appointed under these Articles from time to time;  
"Chairman" means the Chairman of the Association appointed from time to time in accordance with Articles 67 and 68;  
"Chief Executive" means the person appointed as the chief executive of the Association pursuant to Article 72;  
"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;  
"Competitions" means a competition of Affiliated Clubs (or football clubs affiliated to another association recognised by the Football Association) which the Council has accepted may affiliate to the Association as a competition member;  
"Co-opt" means a person or persons who are not elected Council Member of the Association;  
"the Council" means the Council of the Association as constituted under these Articles;  
"Council Members" means the persons appointed or elected from time to time to be members of the Council in accordance with these Articles;  
"County Association" means a county football association approved by The Football Association for a county other than the County.  
"Essex County Schools FA" means the Essex division of the English Schools Football Association;  
"Essex Referees' Association" means the representative body of the football referees in Essex;  
"executed" includes any mode of execution;  
"FA Representative" means the person appointed in accordance with Article 52 to be the Association's representative at The Football Association under the articles of The Football Association;~~



“Group” means a group of Affiliated Clubs and/or Competitions designated by the Council in such geographical area in the County as is determined by the directors. For the avoidance of doubt, there shall be no more than 20 such Groups in Essex at any one time and the Groups shall be numbered from one to 20;

“Group Representative” means a Council Member pursuant to Article 34[iv] and in accordance with Articles 36 to 47;

“Independent Director” means a non-Executive Director of the Board who is appointed from time to time by the Council in accordance with these articles;

“Laws of the Game” means the laws Association Football as settled by the Federation Internationale de Football Associations (“FIFA”) from time to time;

“Life Members” means the life members of the Association appointed in accordance with Article 51;

“Life Vice-Presidents” means the life vice-presidents of the Association appointed in accordance with Article 49;

“members” means those Affiliated Clubs, Affiliated Leagues, Competitions, Honorary Members and Council Members admitted into membership of the Association in accordance with Article 3;

“office” means the registered office of the Association;

“President” means the president of the Association elected in accordance with Article 48;

“Rules” means the rules of the Association as amended from time to time;

“Rules of The Football Association” means the rules of the Football Association as amended from time to time;

“seal” means the common seal of the Association;

“Season” means the football season from 1 July to 31 May in each year or such other period in each year as The Football Association may prescribe as being the football season in any year;

“secretary” means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association pursuant to the Act, including a joint, assistant or deputy secretary;

“The Football Association” means the Football Association Limited of Wembley Stadium, Wembley, HA9 0WS.

“United Kingdom” means Great Britain and Northern Ireland;

“Vice-presidents” means the vice-presidents of the Association appointed in accordance with Article 50;

“Working Group(s)” means a number of people or a member appointed By Council upon the recommendation of The Directors to deal with specific business of the Association.

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

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

Words denoting the singular number include the plural number and vice versa; 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.

## **MEMBERS OF THE ASSOCIATION**

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 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 directors require executed by the individual. The provisions of section 113 of the Act shall be observed by the Association and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration the number of members is declared to be unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 323 of the Act. Council Members shall be members of the Association but any person who ceases to be a Council Member shall, unless otherwise qualified, automatically cease to be a member and their name shall be erased from the Register of Members.
4. A member may at any time withdraw from membership of the Association by giving at least seven clear days' 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.
5. The directors may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees and any other fees, to raise funds for the finances of the Association, 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 including Rules for Associate Members;
  - (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 players.
7. It shall be the duty of the Council, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of a majority of at least three quarters of the Council Members present and voting at such a meeting.
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 their resignation, or if at any time after receipt of the notice requesting the individual 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 their defence either verbally or in writing, and they shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a member and their name shall be erased from the register of members.

9. The members shall pay any subscription or affiliation fees set by the directors. Any member whose subscription or affiliation fee is more than three months in arrears shall be deemed to have resigned their membership of the Association.

#### **GENERAL MEETINGS**

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 account;
- (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.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The directors may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, shall within twenty one days proceed to convene a general meeting for a date not later than twenty eight days after the date of the notice convening the meeting. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the secretary may call a general meeting.

#### **NOTICE OF GENERAL MEETINGS**

12. An annual general meeting and a 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
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all the members.

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 auditors and other documents required to be annexed to the accounts;
- (b) the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.

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

14. The notice may be given to every member and every director by (i) personally; (ii) by sending it by post in a prepaid envelope addressed to the member at the registered address of the person held; (iii) by leaving it at the address referred to above; (iv) electronically to an electronic address or facsimile number notified to the Association; or (v) by reference to a particular website.

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

#### **PROCEEDINGS AT GENERAL MEETINGS**

16. No business shall be transacted at any meeting unless a quorum of 10 members is present in person, by proxy or in the case of a corporate member by representative.

17. 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.

18. The Chairman shall preside as chairman of the meeting but if the Chairman is not present within 15 minutes appointed for holding the meeting and is willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, they shall be chairman.

19. If no director is willing to act as chairman, 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 chairman.

20. The chairman 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.

21. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to the individual 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.

22. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.

- ~~23. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:~~
- ~~(a) by the chairman of the meeting; or~~
  - ~~(b) by at least three members present in person, by proxy or in the case of a corporate member by representative and having the right to vote at the meeting.~~
- ~~24. Unless a poll is duly demanded a declaration by the chairman 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.~~
- ~~25. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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.~~
- ~~26. A poll shall be taken at such time and place and in such manner as the chairman 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.~~
- ~~27. In the case of an equality of votes, whether on a show of hands or on a poll, if the chairman 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.~~
- ~~28. A poll demanded on the election of a chairman 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 chairman 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.~~
- ~~29. 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.~~
- ~~30. A resolution in writing executed by or on behalf of such number of members who would have been entitled to vote for the resolution had it been proposed in general meeting at which all of the members were present shall be as 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~~**

- ~~31. Subject to Article 27, on a vote on a resolution on a show of hands or on a poll every member who is present in person, by proxy or, in the case of a corporate member, by representative shall have one vote.~~
- ~~31A. 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.

31B. 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.

31C. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

32. 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 chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

33. 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 chairman whose decision shall be final and conclusive.

## **COUNCIL**

34. The Council shall comprise:

The Chairman

The Life Members as defined under article 51

Group Representatives for each Group elected in accordance with Articles 36 to 47

One person nominated by the Essex Referees' Association

One person nominated by the Essex County Schools FA

The Independent Directors elected in accordance with Articles 66 & 67

(N.B. The position regarding the FA representative is defined under article 52)

Commencing from the Annual General Meeting 1st June 2017 the Group Representative for open age football who retire under article 35, or for other reasons their position on Council becomes vacant, will not be replaced if there are two other continuing representatives for the group concerned.

As from 1st June 2021, all Open Age Groups will have a maximum of 2 Members. In any Group which exceeds this figure, those in office at that time will be required to retire and be eligible for re-election in accordance with Articles 36 and 37.

The current groups of the Association as defined under article 2 are:

Group 1 - Tendring, Colchester, Braintree, and Maldon

Group 2 - Chelmsford, Uttlesford, Harlow, Epping Forest and Brentwood.

Group 3 - Rochford, Southend, Castle Point, Basildon and Thurrock

Group 4 - London Boroughs of Havering, Redbridge, Barking & Dagenham, Newham and Waltham Forest

The above groups will be represented by two open age and one youth representative

Group 5 - Veterans' Football

Group 6 - Women's and Girls Football

Groups 5 & 6 will each be represented by 1 member.

35. All Council Members shall retire at the end of the season in which they reach the age of 70.

#### **APPOINTMENT TO COUNCIL**

36. Those persons proposed to be nominated as Group Representative to fill any vacancies that have arisen must be nominated by two members within the relevant Group on the nomination form prescribed by the directors and such form must be delivered to the Chief Executive or their nominee by such time prescribed by the directors on the date prescribed by the directors and a receipt obtained confirming delivery of the nomination form. The nomination form must be certified and signed by each of the chairmen of the meetings of the two members at which the candidate is nominated and must be counter-signed by the secretaries of both such members and by the candidate. The nominees proposed shall be verified by the directors to ensure that the provisions of these Articles have been complied with. No member may nominate more than one candidate.

37. No person shall be eligible for election as a Group Representative for their particular Group for the purposes of Article 34 unless they have been a member of a Competition or Affiliated Club parented by Essex within that Group for two years immediately preceding their nomination. Any person nominated must reside within the County and must not be over the age of 65 when nominated for the first time. No person may be nominated for more than one Group.

38. No person shall be elected or serve as a Council Member if they are a member of the council of any other County Association, either at the time of nomination or after election.

39. No person who is an employee of the Association or member of the Company Pension scheme may serve as a Council Member.

40. If there are less or the same number of candidates nominated to be a Group Representative for a particular Group, then that/those candidate(s) shall be declared elected unopposed to be the Group Representative(s) for that particular group. If there are more candidates nominated than there are vacant positions to be the Group Representative(s) for a particular group, there shall be a postal ballot for that particular group in accordance with the provisions of articles 41 to 43. No more than two persons who are Officers or Management Committee members of a particular league/competition can serve at any given time as a Group Representative of the Association.

41. The names of the candidates and voting papers shall be sent not later than 22 April each year (or such other date each year as the directors shall prescribe) to the members in the Group concerned as were in affiliation on 1 July (or such other date each year as the directors shall prescribe) preceding the current season. Each candidate shall be sent a list of the nominations in their Group.

42. Voting papers must be delivered individually in a sealed envelope post marked not later than 14 May each year (or such other date each year as the directors shall prescribe) to the Chief Executive who, together with the Chairman or their nominee, shall open the envelopes and examine the voting papers, and declare the results of the election publicly.

43. In the case of two or more candidates polling an equal number of votes the Council shall at its first Council meeting after the next annual general meeting elect (in its discretion) one such candidate to be the Group Representative for that particular Group. In the event of no nomination having been received from a Group, the Group Representative for that particular Group shall be selected by the Council at the first Council meeting after the next annual general meeting.

44. Those persons elected as Group Representatives shall hold office for a period of four years.

45. In the event of a casual vacancy occurring in relation to any Group Representative, the Council shall have power to appoint a substitute Group Representative, suitably qualified to represent that Group 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 these Articles.

46. The Council Members shall remain in office until their successors have been elected and appointed. Council shall have power to fill any vacancy which may occur on Council during the year. 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 Articles.

47. The persons proposed to be nominated to be Council Members each year by Essex County Schools FA and Essex Referees' Association shall be submitted to the Chief Executive by 1 March each year (or such other date each year as the directors shall prescribe). Subject to those persons being approved by Council they shall be appointed as Council Members at the first Council meeting following the annual general meeting each year to serve for a one year term. The person nominated to serve on Council by the Essex Referees Association is to represent all referees so registered with the County Football Association. Any person nominated must reside within the County and must not be over the age of 65 when nominated for the first time, and shall retire at the end of the season in which they reach the age of 70.

#### **PRESIDENT**

48. The directors may recommend to the Council who (whether or not an existing Council Member) shall be elected as the President. The President may be elected at the last Council meeting before the Annual General Meeting. Each term of office shall be for four years commencing from the Annual General Meeting immediately after their election. The President shall have such rights and privileges as the directors shall from time to time prescribe.

#### **LIFE VICE-PRESIDENTS**

49. Life Vice Presidents shall be a Member of the Association and shall have such rights and privileges as the directors from time to time prescribe.

#### **VICE-PRESIDENTS**

50. There may be up to six Vice-Presidents at any one time. If there is any vacancy in the position of Vice-President, a person may be elected to fill the vacancy at the next annual general meeting. No person may be elected as a Vice-President unless he is a former Council Member who has been a member of Council for a minimum of 15 years. Only the Council may recommend persons to be elected as Vice-Presidents at the annual general meeting. Vice-Presidents shall not be Council Members. Vice-Presidents shall have such rights and privileges as the directors shall from time to time prescribe.



## **LIFE MEMBERS**

51. There may be up to eight Life Members. Life Members may be elected at an Annual General Meeting on the nomination of Council. To be eligible for election those nominated must have been a Council member in aggregate for at least 21 years. Upon election the member shall resign as a group representative. Life members who have not met the condition of article 35 will retain the right to vote at Council meetings. Life members shall remain a member of Council without voting rights until the end of the season they reach the age of 75. Those Life Members elected prior to 1st June 2017 shall remain a member of Council without voting rights until the end of the season they reach the age of 80. Life members once retired from Council shall continue as a Member of the Association and have such rights and privileges as the Directors from time to time prescribe.

## **FA REPRESENTATIVE**

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.

The FA Representative will attend Board Meetings but will not be entitled to vote.

## **POWERS OF COUNCIL**

53. The Council has the power to appoint and remove the directors in accordance with these Articles.

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.

55. The Council shall upon the recommendation of the Directors appoint a working group(s) or members to deal with set business of the Association whether a football or other such business.

56. The Council may upon recommendation of the Directors co-opt from outside its membership a person or persons for football or business matters. Such person(s) shall have the rights of Council membership but be excluded from voting on any matter before the Council and must be under the age of 65 when appointed and retire in accordance with Article 35

57. Council may at its discretion, award honoraria to such persons as it thinks fit on the recommendations as to the level of such honoraria from the Board.

58. The directors as set out in Article 67 responsible for a working group, together with the Chief Executive or their delegated deputy will have executive responsibility for the working group's management. The director or the duly appointed secretary shall where the business warrants keep a record of the proceedings, and present a report to the Council of its findings.

## **PROCEEDINGS OF COUNCIL**

59. The directors may and on the request of any two Council Members, the directors shall call Council meetings. The notice shall be sent to all the Council Members individually. At least seven days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to or the non-receipt of notice of a meeting by any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. No business shall be transacted at any meeting unless a quorum of 50% of the voting members of Council is present.

60. The Council shall have the power to make standing orders for the conduct of Council meetings and 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.

61. Council Members are entitled to attend all Council meetings and general meetings and, subject to the provisions of these Articles, are entitled to vote thereat.

62. If any Council Member is absent from 3 consecutive meetings of the Council, without providing a written explanation satisfactory to the Council, the Council may declare their seat vacant. If such person is a Group Representative the Council shall have the power to fill the vacancy in accordance with Article 45.

#### **MINUTES**

63. The Council Members shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of the directors and any officers; and
- (b) of all its proceedings.

#### **DIRECTORS**

64. Subject to Articles 6 and 54, 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 Article 109, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting or by Council.

65. 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**

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.

#### **BOARD OF DIRECTORS**

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.

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.

(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.

(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 Group. The Working Group will provide recommendations for the Board to appoint.

69. No person may be a Director for more than 12 years, consecutively or otherwise.

70. The Chairman shall be appointed from the Board by the Directors.

#### **DELEGATION OF DIRECTORS' POWERS**

71. 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 the individual. 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.

#### **CHIEF EXECUTIVE**

72. The directors may appoint a person to be the Chief Executive on such terms and for such period as they think fit and may remove such person and may delegate to the Chief Executive such of their powers as they think desirable to be executed by the individual. The Chief Executive shall, unless the directors otherwise decide, also be appointed as the secretary.

#### **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 three years.

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, they shall retain office until someone is appointed in their place.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

76. The office of a director shall be vacated if:

(a) they cease to be a Council Member;

(b) they cease to be a director by virtue of any provision of the Act or they become prohibited by law from being a director; or

(c) they becomes bankrupt or makes any arrangement or composition with their creditors generally; or

(d) they are, or may be, suffering from mental disorder and either:

(i) they are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

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

(e) they resign their office by notice to the Association; or

- (f) they shall without sufficient reason for more than three consecutive meetings have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that their office be vacated; or
- (g) they retire at the end of the season in which they reach the age of 70; or
- (h) they are suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association; or
- (i) they are removed from office by a resolution of the members duly passed pursuant to section 168 of the Act; or
- (j) they are removed from office by a vote passed by two thirds' majority of the Council Members present and voting at a Council meeting; or
- (k) they are requested to resign by all the other directors acting together.

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

77. The directors and Council Members may be paid all reasonable travelling and other expenses properly incurred by them in connection with their attendance at meetings of the directors or of committees of the directors or of general meetings or of other meetings 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**

78. Subject as otherwise provided in the Act or Articles 79 and 80 (Conflicts of interest), 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 their own absolute use and benefit all profits and advantages accruing to the individual in consequence of so acting.

79. (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 79(a). 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.

(c) A director shall not, by reason of their 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 79(b) (subject in any such case to any limits or conditions to which such authorisation was subject).

80. (a) 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.

(b) 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 their 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.

(c) Subject to the provisions of the Act and always to the provisions of Article 80 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 the individual 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 the individual any privilege or benefit not generally awarded to the other persons to whom such arrangement relates.

(d) 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 their voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting (or if the director concerned is the chairman to the other directors at the meeting) and their 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.

(e) 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 their own absolute use and benefit all profits and advantages accruing to the individual in consequence of so acting.

## **PROCEEDINGS OF DIRECTORS**

81. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the 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 chairman shall be entitled to a casting vote in addition to any other vote he may have.

82. The directors may invite persons to attend their meetings as observers. Such persons shall be entitled when asked by the directors to express an opinion on the issues raised at such meetings but shall not be entitled to vote thereat.

83. 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. More than 50% of directors shall constitute a quorum for the transaction of the business of the directors.

84. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of member of the directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of admitting persons to membership, filling vacancies, calling a Council Meeting or calling a general meeting.

~~85. The Chairman shall be the chairman of the directors. Unless he is unwilling to do so, the chairman shall preside at every meeting of directors at which he is present. But if there is no person holding that office, or if the Chairman holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.~~

~~86. All acts carried out by a meeting of the directors, or of a committee of the directors, or by a person acting as a member of the directors 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.~~

~~87. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of the directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.~~

~~88. Save as otherwise provided by the Articles, a director shall not vote at a meeting of the directors or of a committee of the 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~~

~~89. 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.~~

~~90. 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 the directors or of a committee of the directors.~~

~~91. 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 their own appointment.~~

~~92. If a question arises at a meeting of the directors or of a committee of the 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 their ruling in relation to any director other than the individual shall be final and conclusive.~~

#### ~~SECRETARY~~

~~93. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. For the avoidance of doubt the Chief Executive shall (unless the directors otherwise decide) be appointed as the secretary in accordance with Article 72.~~

94. The directors shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Association, which shall include without limitation proceedings of the directors and of committees of the directors, including the names of directors present at each such meeting but shall not include proceedings of Council. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### **THE SEAL**

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

#### **ACCOUNTS**

96. 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 auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **NOTICES**

97. 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.

98. The Association may give any notice to a member

(i) personally

(ii) by sending it by post in a prepaid envelope addressed to the member at their registered address

(iii) by leaving it at that address

(iv) electronically to an electronic address notified to the Association for this purpose or

(v) by reference to a particular website.

A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to the individual shall be entitled to have notices given to the individual at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

99. 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.

100. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### **DISSOLUTION**

101. 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 OF THE FOOTBALL ASSOCIATION**

102. 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**

103. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by the individual in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which he is acquitted or in connection with any application in which relief is granted to the individual 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**

104. 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, by proxy or by representative 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).

105. Notwithstanding any provision in the Articles to the contrary, a resolution to effect the following shall be effective only with the consent in writing of The Football Association and without such consent shall not do or cause to be done any of the following:

- (i) the amendment, or removal, or the alteration of the effect of (which for the avoidance of doubt, shall be taken to include the ratification of any breach of) all or any of these articles; or
- (ii) these Articles;

106. The Football Association shall have:

- (a) all the rights of a member of the Association in relation to receiving notice of, and attending and speaking at general meetings and to receiving minutes of general meetings; and
- (b) all the rights of a director to receive notices of and minutes of meetings of the directors and the rights of a director of the company in relation to the Accounts and the inspection of any accounting records or other book or document of the Association pursuant to these Articles.

The Football Association shall have no right to vote at general meetings.

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

107. Subject to Article 54 and 60, the directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.

108. Any such rules made pursuant to Articles must be consistent with and subject to the Rules of The Football Association.

## **OBJECTS**

109. 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 Essex or such other area as shall be determined from time to time by The Essex County 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;
- (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 Essex County Football Association;
- (i) to provide for representation at general meetings and on the Council of The Football Association Limited of persons involved in the game within the County by such means and in such manner as shall be determined from time to time under the rules, regulations or bye-laws, conditions or articles of the Association;
- (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 anybody 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.

110. The objects stated in each part of Article 109 shall not be restrictively construed but shall be given the widest interpretation. In Article 109, 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 109, shall be limited by, or be deemed subsidiary or auxiliary to, any other object stated in Article 109.

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

111. The liability of the members is limited.

112. 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 114 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 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 the individual or their firm when instructed 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 78;
- (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 directors (or any of them) in relation to the Association.

113. 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.

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

# Proposed New Articles of the Association

## THE COMPANIES ACT 2006 COMPANY LIMITED BY GUARANTEE

### ARTICLES OF ASSOCIATION OF ESSEX COUNTY FOOTBALL ASSOCIATION

#### PART 1: INTERPRETATION

##### 1. Defined Terms

In the Articles, unless the context requires otherwise:

**“1986 Act”** – or any numbered section of it, means the **Insolvency Act 1986** or such section as amended, restated or re-enacted from time to time;

**“Act”** – or any numbered section of it, means the **Companies Act 2006** or such section as amended, restated or re-enacted from time to time;

**“Affiliated Club”** – means a football club which has been accepted may affiliate to the Association as an affiliated club member;

**“Affiliated League”** – means a league of Affiliated Clubs which has been accepted may affiliate to the Association as an affiliated league member;

**“Articles”** – means the Association’s articles of association, as amended from time to time;

**“Association”** – means the county football association called Essex County Football Association Limited;

**“Chairman”** – has the meaning given in Article 13;

**“Chairman of the meeting”** – has the meaning given in Article 28;

**“Chief Executive”** – means the person appointed as the chief executive of the Association pursuant to Article 44.2;

**“Council”** – means the Council of the Association as constituted under these Articles;

**“council elected director”** – means a director appointed in accordance with Article 16.1.5;

**“council terms”** – means any standing orders or terms of reference regulating the conduct of business of council adopted by the council from time to time pursuant to Article 40.1;

**“County”** – means the County of Essex as defined by the Football Association;

**“director”** – means a director of the Association;

**“document” or “notice”** – includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;

**“elected director”** – means a director appointed in accordance with Article 16.1.1;

**“electronic communication”** – means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;

**“FA Representative”** – means the person appointed in accordance with Article 44.3 to be the Association’s representative at The Football Association under the articles of the Football Association;

**“the Football Association”** – means the company called “Football Association Limited” registered in England and Wales with company registration number 00077797;

**“the Football Association Council”** – means the Council of the Football Association;

**“Group”** – means a group of Affiliated Clubs and/or Competitions designated by the Council in such geographical area in the County as is determined by the directors. For the avoidance of doubt, there shall be no more than 20 such Groups in Essex at any one time and the Groups shall be numbered from 1 to 20;

**“Group Representative”** – means a Council Member pursuant to Article 38 and appointed in accordance with Article 39;

**“Independent Director”** – means a non-Executive Director of the Board who is appointed from time

to time in accordance with these articles;

**“Life Members”** – means the life members of the Association appointed by Council;

**“Member”** – has the meaning given in section 112 of the Act;

**“model articles”** – means 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;

**“objects”** – the Association’s objects as set out in Article 2;

**“ordinary resolution”** – has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;

**“proxy notice”** – has the meaning given in Article 34;

**“Rules”** – means the provisions for the regulation of football matters known as the “Rules of The Football Association Limited” as applicable from time to time and any regulations, standing orders, decisions, rulings, findings, penalties or orders of any nature made pursuant to the Rules;

**“Season”** – means the football season from 1 July to 31 May in each year or such other period in each year as The Football Association may prescribe as being the football season in any year;

**“secretary”** – means the Association secretary (if any) and includes any joint, assistant or deputy secretary;

**“senior independent director”** – has the meaning given in Article 16.3;

**“special resolution”** – has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;

**“statutes”** – means the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Association;

**“Working Group(s)”** – means a number of people or a member appointed by Council upon the recommendation of the directors to deal with specific business of the Association;

**“writing”** – means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and

**“youth council terms”** – means any standing orders or terms of reference regulating the conduct of business and membership of youth council adopted by the youth council from time to time pursuant to Article 40.3.

1.1 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.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

1.3 The model articles shall not apply to the Association.

## **PART 2: OBJECTS**

### **2. Objects**

The primary objects for which the Association is established is to operate the county football association and promote participation in amateur football in the county of Essex in England, but this shall not restrict the objects of the Association. The directors may do all such other things in furtherance of these objects as they consider fit.

## **PART 3: APPLICATION OF INCOME AND PROPERTY AND DIRECTORS’ BENEFITS**

### **3. Application of Income and Property**

3.1 The income and property of the Association shall be applied solely towards the promotion of the objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Association. This does not prevent:

3.1.1 A member of the Association receiving a benefit from the Association in the capacity of a beneficiary of the Association; or

3.1.2 Reasonable and proper remuneration to any member of the Association for any goods or services provided to the Association.

#### **4. The Association**

4.1 The members and directors of the Association shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business affairs of the Association are carried out in accordance with the Rules for the time being in force.

4.2 No proposed alteration to the provisions set out herein shall be effective unless the proposed alteration has been approved in writing by the Football Association 14 days or more before the day on which the alteration is proposed to take place.

4.3 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, by proxy or by representative 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).

#### **5. Conflicts of Interest**

5.1 A director must declare to the other directors any situation of which he or she is aware in which he or she has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Association unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

5.2 An interest of a director to be disclosed under Article 5.1 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.

5.3 If a conflict of interest arises for a director and the conflict is not authorised by virtue of any other provision in the Articles, the remaining directors may authorise such a conflict of interest if each of the following conditions is satisfied:

5.3.1 The director is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;

5.3.2 The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting; and

5.3.3 The remaining directors are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.

### **PART 4: DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **6. Directors' General Authority**

The directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association and do on behalf of the Association all such acts

as may be done by the Association as are not by statutes or by the Articles required to be done by the Association in a general meeting.

## **7. Directors may Delegate**

7.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

- 7.1.1 To such person or working group;
- 7.1.2 By such means (including by power of attorney);
- 7.1.3 To such an extent;
- 7.1.4 In relation to such matters or territories; and
- 7.1.5 On such terms and conditions, as they think fit.

7.2 Any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

7.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.

## **8. Working groups**

8.1 Working groups to which the directors delegate any of their powers must contain at least one director and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

8.2 The directors may make rules of procedure for all or any working groups, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.

8.3 As a minimum the directors shall maintain an equality working group and any other working groups required by the Rules from time to time. The directors shall also maintain an audit working group and a nominations working group unless the directors consider it appropriate for the directors to act in place of such working groups, as well as such other working groups as the directors consider necessary to support them.

## **DECISION-MAKING BY DIRECTORS**

### **9. Meetings of Directors**

9.1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

9.2 At any time any director may, and the secretary on the requisition of a director shall, summon a meeting of the directors.

9.3 Any such notice shall specify where, when and how the meeting is to be held. Any director may waive notice of any meeting and such waiver may be retrospective.

9.4 All acts done in good faith by any meeting of the directors or of any working group shall, notwithstanding it being discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director or member of the working group as the case may be.

9.5 The directors may invite persons to attend their meetings as observers. Such persons shall be entitled when asked by the directors to express an opinion on the issues raised at such meetings but shall not be entitled to vote thereat.

### **10. Quorum for Meetings and Voting**

10.1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number shall be no less than 50%.

10.2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.

10.3 Questions arising at any meeting of the directors shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

10.4 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of member of the directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of admitting persons to membership, filling vacancies, calling a council meeting or calling a general meeting.

10.5 If a question arises at a meeting of the directors or of a working group of the 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 their ruling in relation to any director other than the individual shall be final and conclusive.

## **11. Participation in Directors' Meetings**

11.1 Subject to the Articles, directors "participate" in a directors' meeting, or part of a directors' meeting, when:

11.1.1 The meeting has been called and takes place in accordance with the Articles; and

11.1.2 They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

11.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12. Resolutions in Writing**

12.1 A resolution executed by all the directors, or by all the members of a working group constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that working group, which in every case was duly convened and held.

12.2 For the purposes of this Article 12:

12.2.1 A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

12.2.2 A written instrument is executed when the person executing it signs it;

12.2.3 An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;

12.2.4 The directors, or (as the case may be) members of a working group constituted under these Articles, need not execute the same written instrument or electronic communication;

12.2.5 A resolution shall be effective when the secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article 12; and

12.2.6 If no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 12.

## **13. Chairing of Directors' Meetings**

13.1 The directors may appoint a director to chair directors' meetings (the "chairman"). The chairman shall not be the chief executive officer of the Association (or any equivalent office holder).

13.2 The chairman shall immediately cease to hold such appointment upon ceasing to be a director.

13.3 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

#### **14. Records of Decisions to be Kept**

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 directors.

### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

#### **15. Number of Directors**

15.1 The number of directors shall be subject to a maximum of 9 (nine).

15.2 No less than one third of the directors from time to time shall be independent.

15.3 The number of council elected directors shall not exceed one third of the directors holding office from time to time.

15.4 Notwithstanding Article 15.3, council elected directors be a maximum of four until 2024. The number of council elected directors will reduce to three in 2024 unless a council elected director ceases to be a director pursuant to Article 18 prior to 2024.

#### **16. Methods of Appointing Directors**

16.1 Save as otherwise provided in the Articles, the directors of the Association shall be:

16.1.1 Such persons as the Association may by ordinary resolution appoint who are willing to act to as a director;

16.1.2 Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors;

16.1.3 One member of the equality working group established pursuant to Article 8.3;

16.1.4 Independent directors. 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 Group. The Working Group will provide recommendations for the Board of Directors to appoint.

16.1.5 Council members. Council members shall be appointed at the last Council meeting before the Annual General Meeting. Council members seeking appointment as a council elected 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 of Directors to appoint.

16.2 No person may be appointed as a director:

16.2.1 Unless he or she has attained the age of 18 years; or

16.2.2 In circumstances such that, had he or she already been a director, he or she would have been disqualified from acting under the provisions of Article 18.

16.3 The directors shall nominate an independent non-executive director to act as the senior independent director. The senior independent director shall act as a sounding board for the chairman, serve as an intermediary for the other directors when necessary, act as an alternative contact for members of council if the normal channels of communication to the directors through the chairman or the Association's executive team fail to resolve matters or where the use of such channels may be inappropriate, and lead on the process of appraising the performance of the chairman.

#### **17. Term of Office**

17.1 At the third annual general meeting following the date of his or her appointment, an elected director shall retire from office and may offer himself or herself for re-appointment by the Board of Directors. Elected directors shall not be entitled to offer themselves for re-appointment at more than



two annual general meetings at which he or she is eligible for re-appointment in accordance with this Article, provided that:

17.1.1 An elected director may stand for further re-election and serve for a period of up to twelve years from the date of his or her first appointment as a director if he or she is appointed as chairman or appointed to the Football Association Council during his or her term of office as a director; and

17.1.2 The board may in exceptional circumstances permit an elected director to hold office for a period up to a further year beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with this Article.

17.2 At the council meeting immediately preceding the third anniversary of his or her appointment as a council elected director, a council elected director shall retire from office as a director and may offer himself or herself for re-appointment by council. Council elected directors shall not be entitled to offer themselves for re-appointment at more than two such council meetings at which he or she is eligible for re-appointment in accordance with this Article, subject to the exceptions in Articles 17.1.1 and 17.1.2 also applying to council elected directors in the same way as elected directors.

17.2.1 As a transitional provision, on adoption of these articles, all existing council elected directors will be deemed to be serving their first term of office under this Article and, subject to serving a maximum of 12 years as a director since their first appointment, may be re-appointed.

17.3 If a director retires pursuant to Article 17.1 or 17.2, he or she shall not be eligible for re-appointment to the board until a period of four years has passed from the date of his or her retirement.

17.4 The term limits in Articles 17.1 and 17.2 shall apply retrospectively from the date of the relevant director's appointment, whether before the date of adoption of these Articles or not.

## **18. Termination of Director's Appointment**

A person ceases to be a director:

18.1 If he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director;

18.2 If he or she has a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction or where he or she makes any arrangement or composition with his or her creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act;

18.3 If he or she dies or he or she is, or may be, suffering from mental disorder and either:

18.3.1 He or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or any similar law in any jurisdiction; or

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

18.4 If by notice in writing to the Association he or she resigns (but only if at least two directors remain in office when the notice of resignation is to take effect);

18.5 If such person is subject to a decision of the Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club;

18.6 If he or she no longer complies with the provisions of any regulations of the Football Association relating to "Owners and Directors" as shall be in force from time to time pursuant to paragraph J(1)(f) of the Rules;

18.7 If he or she is the subject of a decision of the Football Association, UEFA or FIFA that he or she be suspended permanently or for a specified period from taking part in football management and/or

- football administration and/or any football related activity pursuant to any applicable disciplinary provisions under the rules or statutes of UEFA or FIFA (as appropriate);
- 18.8 If he or she no longer complies with a declaration of good character given by the director upon taking office or the Association's directors' code from time to time;
- 18.9 If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or by virtue of any provision of the statutes;
- 18.10 If he or she is removed by the Members of the Association by a majority vote;
- 18.11 If he or she is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association; or
- 18.12 Where he or she is an ex officio director, if he or she ceases to hold the office by which he or she became entitled to be a director.
- 18.13 Where he or she is a council elected director, if he or she ceases to be a council member.
- 18.14 If, at the end of the season, they have reached the age of 70.
- 18.15 Where he or she is a council elected director, if he or she is removed from office by a vote passed by two thirds' majority of the council members present and voting at a council meeting.
- 18.16 If they are removed by all the other directors acting together.

## **19. Directors' Indemnity**

- 19.1 Subject to the provisions of the Act, and so far as may be consistent with the statutes:
- 19.1.1 Every director and every other officer other than the Association's auditor or the reporting accountant may be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him or her in the actual or purported execution and/or discharge of his or her duties and/or the actual or purported exercise of his or her powers and/or otherwise in relation to, or in connection with, his or her duties, powers or offices, in each case to the extent permitted by section 232 of the Act; and
- 19.1.2 The Association may also provide funds to any director or any other officer (other than the Association's auditor or reporting accountant) or do anything to enable a director or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

## **PART 5: MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

## **20. Applications for Membership**

- 20.1 The Members as at the date of adoption of these Articles and such other persons as are admitted to membership by the directors in accordance with the Articles shall be the Members of the Association. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 323 of the Act. Council members shall be Members of the Association but any person who ceases to be a council member shall, unless otherwise qualified, automatically cease to be a Member and their name shall be erased from the Register of Members.
- 20.2 No person shall become a Member of the Association unless:
- 20.2.1 That person has completed an application for membership in a form approved by the directors; and
- 20.2.2 That person has paid the annual subscription.
- 20.3 The directors may from time to time establish rules relating to subscriptions or fees payable by Members and Council may from time to time establish rules for membership of the Association setting out, inter alia, criteria for membership, categories of membership, rights and obligations of Members, provided that such rules:
- 20.3.1 Do not conflict with the articles; and

20.3.2 Allow open membership to all without discrimination on any grounds.

## **21. Termination of Membership**

21.1 A person shall immediately cease to be a Member (provided that at least one Member remains on the Register of Members thereafter):

- 21.1.1 If the Member is removed by notice in writing to the Association signed by a majority of the remaining Members;
- 21.1.2 If by notice in writing to the Association, the Member resigns his or her membership;
- 21.1.3 If he or she dies; or
- 21.1.4 If he or she fails to pay any subscription as soon as it is due and payable.

## **22. Transfer of Membership**

Membership of the Association is not transferable.

## **ORGANISATION OF GENERAL MEETINGS**

### **23. General Meetings**

The directors may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith.

### **24. Calling General Meetings**

24.1 A general meeting of the Association shall be called by at least 14 days' clear notice.

24.2 The Association may give such notice by any means or combination of means permitted by the Act.

24.3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.

### **25. Notice of General Meetings**

25.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.

25.2 There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a Member of the Association.

25.3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a Member to understand the purpose of, each ordinary resolution shall be set out in the notice.

25.4 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.

### **26. Attendance and Speaking at General Meetings**

26.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

26.2 A person is able to exercise the right to vote at a general meeting when:

- 26.2.1 That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

26.2.2 That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

26.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

26.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

26.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **27. Quorum for General Meetings**

If the Association only has one Member that Member shall be a quorum. In any other case ten Members entitled to vote upon the business to be transacted shall be a quorum. A proxy or an authorised representative of a Member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

## **28. Chairing General Meetings**

28.1 If the Members have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

28.1.1 The directors present; or

28.1.2 (If no directors are present) the meeting,

must appoint a director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

28.2 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

## **29. Attendance and Speaking by Directors and Non-Members**

29.1 Directors may attend and speak at general meetings, whether or not they are Members.

29.2 The chairman of the meeting may permit other persons who are not:

29.2.1 Members of the Association; or

29.2.2 Otherwise entitled to exercise the rights of Members in relation to a general meeting, to attend and speak at a general meeting.

## **30. Adjournment**

30.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.

30.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

30.2.1 The meeting consents to an adjournment; or

30.2.2 It appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

30.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

30.4 When adjourning a general meeting, the chairman of the meeting must:

30.4.1 Either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and

30.4.2 Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

30.5.1 To the same persons to whom notice of the Association's general meetings is required to be given; and

30.5.2 Containing the same information which such notice is required to contain.

30.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **31. Voting: General**

31.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

31.2 Unless a poll is duly demanded a declaration by the chairman 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.

31.3 In the case of an equality of votes, whether on a show of hands or on a poll, if the chairman 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.

### **32. Errors and Disputes**

32.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

32.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

32.3 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 chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

### **33. Poll Votes**

33.1 A poll on a resolution may be demanded:

33.1.1 In advance of the general meeting where it is to be put to the vote; or

33.1.2 At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

33.2 A poll may be demanded by:

33.2.1 The chairman of the meeting;

33.2.2 The directors;

33.2.3 Two or more persons having the right to vote on the resolution; or

33.2.4 A person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

33.3 A demand for a poll may be withdrawn if:

33.3.1 The poll has not yet been taken; and

33.3.2 The chairman of the meeting consents to the withdrawal.

33.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **34. Content of Proxy Notices**

- 34.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- 34.1.1 States the name and address of the Member appointing the proxy;
  - 34.1.2 Identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
  - 34.1.3 Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 34.1.4 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.
- 34.2 The Association may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.
- 34.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 34.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 34.4.1 Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 34.4.2 Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **35. Delivery of Proxy Notices**

- 35.1 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.
- 35.2 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.
- 35.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 35.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **36. Amendments to Resolutions**

- 36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 36.1.1 Notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
  - 36.1.2 The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 36.2.1 The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 36.2.2 The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 36.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman’s error does not invalidate the vote on that resolution.

### **37. Resolutions in Writing**

37.1 A resolution executed by such number of Members as would have been required to vote for the resolution had it been proposed in 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.

37.2 For the purposes of this Article 37:

37.2.1 A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

37.2.2 A written instrument is executed when the person executing it signs it;

37.2.3 An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;

37.2.4 The Members need not execute the same written instrument or electronic communication;

37.2.5 A resolution shall be effective when the secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article 37;

37.2.6 If no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 37;

37.2.7 The resolution must be accompanied by a statement informing the Member how to signify his or her agreement to it and the date by which this is to be done; and

37.2.8 A proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

## **PART 6: COUNCIL AND YOUTH COUNCIL**

### **38. Bodies**

38.1 There shall be a body known as the council of Essex County Football Association

38.2 The following shall be members of council:

38.2.1 The Chairman

38.2.2 Life Members as elected by council

38.2.3 Group Representatives for each Group elected in accordance with Article 39

38.2.4 One person nominated by the Essex Referees' Association

38.2.5 One person nominated by the Essex County Schools FA

38.2.6 One person appointed by the youth council

38.3 Commencing from the Annual General Meeting 1st June 2017 the Group Representative for open age football who retire under article 38.6, or for other reasons their position on Council becomes vacant, will not be replaced if there are two other continuing representatives for the group concerned. As from 1st June 2021, all Open Age Groups will have a maximum of 2 members. In any Group which exceeds this figure, those in office at that time will be required to retire and be eligible for re-election in accordance with Articles 39.1 and 39.2.

38.4 The current groups of the Association as defined under Article 1 are:

38.4.1 Group 1 - Tendring, Colchester, Braintree, and Maldon

38.4.2 Group 2 - Chelmsford, Uttlesford, Harlow, Epping Forest and Brentwood.

38.4.3 Group 3 - Rochford, Southend, Castle Point, Basildon and Thurrock

38.4.4 Group 4 - London Boroughs of Havering, Redbridge, Barking & Dagenham, Newham and Waltham Forest

38.4.5 Group 5 - Veterans' Football

38.4.6 Group 6 - Women's and Girls Football

38.5 Groups 1 to 4 will each be represented by two open age and one youth representative. Groups

5 and 6 will each be represented by 1 member.

38.6 All council members shall retire at the end of the season in which they reach the age of 70.

38.7 Any person who holds a position on council other than as a current representative of a stakeholder group of the Association shall only be entitled to be an honorary member of council, entitled to attend but not vote at council meetings.

38.8 There shall be a body known as the youth council of Essex County Football Association, to represent the interests of young people.

### **39. Appointment to Council**

39.1. Those persons proposed to be nominated as Group Representative to fill any vacancies that have arisen must be nominated by two Members within the relevant Group on the nomination form prescribed by the directors and such form must be delivered to the Chief Executive or their nominee by such time prescribed by the directors on the date prescribed by the directors and a receipt obtained confirming delivery of the nomination form. The nomination form must be certified and signed by each of the chairmen of the meetings of the two Members at which the candidate is nominated and must be counter-signed by the secretaries of both such Members and by the candidate. The nominees proposed shall be verified by the directors to ensure that the provisions of these Articles have been complied with. No Member may nominate more than one candidate.

39.2. No person shall be eligible for election as a Group Representative for their particular Group for the purposes of Article 38 unless they have been a member of a Competition or Affiliated Club parented by Essex within that Group for two years immediately preceding their nomination. Any person nominated must reside within the County and must not be over the age of 65 when nominated for the first time. No person may be nominated for more than one Group.

39.3. No person shall be elected or serve as a council member if they are a member of the council of any other County Association, either at the time of nomination or after election.

39.4. No person who is an employee of the Association or an active member of the Company Pension scheme may serve as a council member.

39.5. No more than two persons who are Officers or Management Committee members of a particular league/competition can serve at any given time as a Group Representative of the Association.

39.6. If there are less or the same number of candidates nominated to be a Group Representative for a particular Group, then that/those candidate(s) shall be declared elected unopposed to be the Group Representative(s) for that particular group. If there are more candidates nominated than there are vacant positions to be the Group Representative(s) for a particular group, there shall be a postal ballot for that particular group in accordance with the following provisions:

39.6.1. The names of the candidates and voting papers shall be sent not later than 22 April each year (or such other date each year as the directors shall prescribe) to the Members in the Group concerned as were in affiliation on 1 July (or such other date each year as the directors shall prescribe) preceding the current season. Each candidate shall be sent a list of the nominations in their Group.

39.6.2. Voting papers must be delivered individually in a sealed envelope post marked not later than 14 May each year (or such other date each year as the directors shall prescribe) to the Chief Executive who, together with the Chairman or their nominee, shall open the envelopes and examine the voting papers, and declare the results of the election publicly.

39.6.3. In the case of two or more candidates polling an equal number of votes the Council shall at its first Council meeting after the next annual general meeting elect (in its discretion) one such candidate to be the Group Representative for that particular Group. In the event of no nomination having been received from a Group, the Group Representative for that particular Group shall be selected by the Council at the first Council meeting after the next annual general meeting.

39.7. In the event of a casual vacancy occurring in relation to any Group Representative, the Council



shall have power to appoint a substitute Group Representative, suitably qualified to represent that Group 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 these Articles.

39.8. The council members shall remain in office until their successors have been elected and appointed. Council shall have power to fill any vacancy which may occur on Council during the year. 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 Articles.

39.9. The persons proposed to be nominated to be council members each year by Essex County Schools FA and Essex Referees' Association shall be submitted to the Chief Executive by 1 March each year (or such other date each year as the directors shall prescribe). Subject to those persons being approved by Council they shall be appointed as council members at the first Council meeting following the annual general meeting each year to serve for a one year term. The person nominated to serve on Council by the Essex Referees Association is to represent all referees so registered with the County Football Association. Any person nominated must reside within the County and must not be over the age of 65 when nominated for the first time, and shall retire at the end of the season in which they reach the age of 70.

39.10 Each council member shall serve as a council member from the date of his or her appointment until his or her replacement or vacation of office in accordance with these Articles. A council member elected as a Group Representative shall serve office for a maximum of three terms of three years, at which point he or she shall retire. Each term shall run from the date of his or her appointment or most recent re-appointment until the council meeting immediately preceding the end of the time period of a term of office at which point, subject to any provisions of any council terms, he or she shall be eligible for re-appointment at such council meeting.

[Transitional provision: On adoption of these articles, all group representatives will be deemed to be serving their first term of office under this Article commencing from their most recent appointment.]

39.11 The board may in exceptional circumstances where a suitable replacement cannot be found permit a council member to serve for a further term of the same length as set out in Article 39.10 beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with Article 39.10.

#### **40. Powers of Council and Youth Council**

40.1 Subject to approval of the directors, the council may amend or adopt standing orders or terms of reference regulating the conduct of business of council ("council terms").

40.2 The council shall have the powers set out in the council terms, and may have rights to consult and challenge the directors on matters agreed in the council terms, but in no event can the council make any decision on any financial or commercial matter or override the ultimate decision making authority and powers of the directors.

40.3 Subject to approval of the directors, the youth council may amend or adopt standing orders or terms of reference regulating the business and membership of youth council ("youth council terms").

40.4 The youth council shall have the powers set out in the youth council terms, and may have rights to consult and challenge the directors on matters agreed in the youth council terms, but in no event can the youth council make any decision on any financial or commercial matter or override the ultimate decision making authority and powers of the directors.

### **PART 7: LIABILITY OF MEMBERS AND DISSOLUTION**

#### **41. Liability of Members**

41.1 Each Member undertakes that, if the Association is wound up while he or she is a Member or within one year after he or she ceases to be a Member, he or she will contribute an amount to the assets of the Association as may be required for:

- 41.1.1 Payment of the Association's debts and liabilities contracted before he or she ceases to be a Member;
  - 41.1.2 Payment of the costs, charges and expenses of winding up; and
  - 41.1.3 Adjustment of the rights of the contributories among themselves;
- provided that such amount shall not in aggregate exceed £10.

## **PART 8: ADMINISTRATIVE ARRANGEMENTS**

### **42. Means of Communication to be Used**

42.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

42.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

42.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **43. When Notice or Other Communications are Deemed to Have Been Received**

43.1 Any notice, document or information sent or supplied by the Association to the Members or any of them:

43.1.1 By post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;

43.1.2 By being left at a Member's registered address, or such other postal address as notified by the member to the Association for the purpose of receiving Association communications, shall be deemed to have been received on the day it was left;

43.1.3 By electronic means, shall be deemed to have been received 24 hours after it was sent. Proof that a notice, document or information in electronic form was addressed to the electronic address provided by the Member for the purpose of receiving communications from the Association shall be conclusive evidence that the notice, document or information was sent; and

43.1.4 By making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this Article or, if later, the date on which it is first made available on the website.

### **44. Secretary, Chief Executive and FA Representative**

44.1 A secretary may be appointed by the directors for such time, at such remuneration and upon such conditions as the directors may think fit, and any secretary so appointed may be removed by the directors. The directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

44.2 The directors may appoint a person to be the Chief Executive on such terms and for such period as they think fit and may remove such person and may delegate to the Chief Executive such of their

powers as they think desirable to be executed by the individual. The Chief Executive shall, unless the directors otherwise decide, also be appointed as the secretary.

44.3 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 they have not reached the age of 70, shall be eligible for re-appointment. The FA Representative will attend Board Meetings but will not be entitled to vote.

#### **45. Accounts**

45.1 The directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act and the statutes. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time.

45.2 The books of account shall be kept at the registered office of the Association, or, subject to section 388 of the Act, at such other place or places as the directors shall think fit and shall always be open to the inspection of any director.

45.3 The Association must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every Member, to every holder of the Association's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Act.

45.4 The Association must, pursuant to section 424 of the Act, comply with the obligations set out at Article 45.3 not later than:

45.4.1 The end of the period for filing accounts and reports to the Registrar of Companies;

or

45.4.2 If earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

#### **46. No Right to Inspect Accounts and Other Records**

Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

#### **47. Rules and Bye-Laws**

47.1 The directors may from time to time make (and vary) such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The Members shall have power to alter, add to or repeal any such rules or bye-laws and the directors shall adopt such means as they think sufficient to bring to the notice of the Members all such rules or bye-laws, which shall be binding on all Members provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

47.2 Any such rules made pursuant to Articles must be consistent with and subject to the Rules of The Football Association.

# Proxy Form



## ANNUAL GENERAL MEETING

to be held on Thursday 17th June 2021 at 7:30pm

1. Name of Member: .....

2. I/we, being a member of the Essex County Football Association Ltd (the "Company"), entitled to attend and vote at the Annual General Meeting ("AGM") of the company hereby appoint the chair of the meeting 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 AGM of the Company to be held on Thursday 17th June 2021 and at any adjournment thereof. (See Note 1 below)

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.

<b>Agenda Item 1</b>	<b>FOR / AGAINST / VOTE WITHHELD (delete as appropriate)</b>
<b>Agenda Item 2</b>	<b>FOR / AGAINST / VOTE WITHHELD (delete as appropriate)</b>
<b>Agenda Item 3</b>	<b>FOR / AGAINST / VOTE WITHHELD (delete as appropriate)</b>
<b>Agenda Item 4</b>	<b>FOR / AGAINST / VOTE WITHHELD (delete as appropriate)</b>
<b>Agenda Item 5</b>	<b>FOR / AGAINST / VOTE WITHHELD (delete as appropriate)</b>
<b>Agenda Item 6</b>	<b>FOR / AGAINST / VOTE WITHHELD (delete as appropriate)</b>

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](mailto:info@essexfa.com) by 7:00pm on Wednesday 16th June 2021. Alternatively, you may send this to the registered office of the Essex County FA.

### Notes on Completion

1. If you insert no name then you will have appointed the chair of the meeting as your proxy. Please note that only Essex County FA Council Members will be permitted access to the AGM, one of which will be the chair of the meeting. If the appointed proxy is not one of these individuals, they will not be able to attend the AGM.

**You are strongly advised to appoint the chair of the meeting as your proxy.**

**Essex County Football Association**

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

[www.essexfa.com](http://www.essexfa.com)



Incorporated in Cardiff. No. 3843186

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