Notice of Annual General Meeting 2023





Essex County Football Association Limited

Notice is hereby given that the Annual General Meeting of the Essex County FA Limited will be held on **Thursday 8th June 2023 at 7:30pm** at Chelmsford City Football Club, Salerno Way, Chelmsford, Essex, CM1 2EH, 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 7th June 2023. A copy of the 2021/22 Annual Report can be downloaded from our website at www.essexfa.com/about.

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

AGENDA

Chairman's Remarks
Business of the Meeting

Ordinary Business

1. To consider the accounts and balance sheet of the company for the year ended and to receive the report of the directors.



- 2. To appoint LB Group as auditors and to authorise the directors to fix their remuneration.
- 3. To elect Roger Crane as Vice President of the Essex County Football Association in accordance with the standing orders for council.

Special Business

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

Directors' Report

For The Year Ended 30th June 2022

The directors present their annual report and financial statements for the year ended 30 June 2022.

<u>Principal activities:</u> 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.

<u>Directors:</u> 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 A Chaplin
Mrs S Macrae
Mr A French (Appointed 1 July 2021)
Mr M Clare
Mrs H Patel
Mr C Leverington (Appointed 18 August 2021)

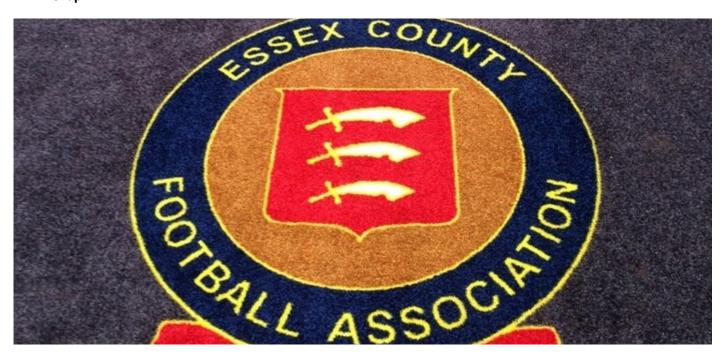
<u>Auditor:</u> LB Group Limited (Chelmsford) were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

<u>Statement of disclosure to auditor:</u> 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.

<u>Small Companies Exemption</u>: This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board,

Mr A Chaplin



Page 3 - Essex County Football Association: Notice of Annual General Meeting 2023

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 2022 which comprise the income and expenditure account, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 2022 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.

<u>Basis for opinion:</u> 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.

<u>Conclusions relating to going concern:</u> In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information: The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

<u>Opinions on other matters prescribed by the Companies Act 2006:</u> 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.

<u>Matters on which we are required to report by exception:</u> 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 in relation to which 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 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.

<u>Auditor's responsibilities for the audit of the financial statements:</u> 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, incorporated the following:

- * The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- * We identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the sports industry;
- * We focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including the Companies Act 2006, taxation legislation, data protection, money laundering, employment, and health and safety legislation;
- * We assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence;
- Identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- * Making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- * Considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, our work included:

- * Performance of analytical procedures to identify any unusual or unexpected relationships;
- * Testing journal entries to identify unusual transactions. Investigated the rationale behind significant or unusual transactions;
- * Observation and identification of internal controls in place, specifically around unfulfilled orders, refunds, payroll and bank transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

Agreeing financial statement disclosures to underlying supporting evidence;
Reading the minutes of meetings of those charged with governance;
Enquiring of management as to actual and potential litigation and claims; and
Reviewing correspondence with HMRC and reviewing for evidence of correspondence with legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

<u>Use Of Our Report</u>: 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.



Page 6 - Essex County Football Association: Notice of Annual General Meeting 2023

Income and Expenditure Account

INCOME AND EXPENDITURE ACCOUNT FOR THE YEAR ENDED 30 JUNE 2022

		2022	2021
	Notes	£	£
Income		667,581	477,654
Cost of sales		(345,671)	(244,533)
Gross surplus		321,910	233,121
Administrative expenses		(860,256)	(886,593)
Other operating income		547,457	648,921
Operating surplus/(deficit)		9,111	(4,551)
Interest receivable and similar income		19,273	16,474
Market value movement of investments		(72,018)	165,740
(Deficit)/surplus before taxation		(43,634)	177,663
Tax on (deficit)/surplus	4	(4,065)	6,600
(Deficit)/surplus for the financial year		(47,699)	184,263



Balance Sheet

AS AT 30 JUNE 2022

		20	2022		2021	
	Notes	£	£	£	£	
Fixed assets						
Tangible assets	5		662,411		651,754	
Investments	6		1,228,383		1,300,038	
			1,890,794		1,951,792	
Current assets						
Debtors	7	83,718		68,701		
Cash at bank and in hand		993,781		910,986		
		1,077,499		979,687		
Creditors: amounts falling due within one year	8	(327,861)		(243,475)		
Net current assets			749,638		736,212	
Total assets less current liabilities			2,640,432		2,688,004	
Creditors: amounts falling due after more than one year	9		(107,679)		(111,152	
Provisions for liabilities			(24,200)		(20,600	
Net assets			2,508,553		2,556,252	
Reserves						
ncome and expenditure account			2,508,553		2,556,252	
Members' funds			2,508,553		2,556,252	

These financial statements have been prepared 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 23/11/22 and are signed on its behalf by:

Mr A Chaplin

Director

Company Registration No. 03843186

Proposed changes to Articles 2023

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

Existing text (deletions struck through)

Revised text (additions in bold)

PART 6: COUNCIL AND YOUTH COUNCIL

38. Bodies

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

38.2 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 appointed 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

Reason – To change from a nomination/election process to an application/appointment process.

38.3 Commencing from the Annual Genera 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.

Reason – To remove redundant Article

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.

38.3 The current groups of the Association are:

38.**3**.1 Group 1 - Tendring, Colchester, Braintree, and Maldon

38.**3**.2 Group 2 - Chelmsford, Uttlesford, Harlow, Epping Forest and Brentwood.

38.**3**.3 Group 3 - Rochford, Southend, Castle Point, Basildon and Thurrock

38.**3**.4 Group 4 - London Boroughs of Havering, Redbridge, Barking & Dagenham, Newham and Waltham Forest

38.3.5 Group 5 - Veterans' Football

38.3.6 Group 6 – Disability Football

38.3.7 Group 7 - Futsal

38.3.8 Group 8 - Walking Football

38.3.9 Group 9 - Future Participation

38.4 Groups 1 to 4 will each be represented by up to two open age and one youth representative for male football and up to one representative for Women's and Girls football. Group 5 will be represented by up to one person. Group 6 will be represented by up to two people. Group 7 will be represented by up to one person. Group 8 will be represented by up to one person. Group 9 will be represented by up to 4 people to represent additional football participation areas as identified by the Board.

Reason – To revise Council membership to better reflect the current football participation profile and allow future flexibility.

38.6 to 38.8 Renumbered as 38.5 to 38

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.

39.1. Those persons applying to be appointed as Group Representative to fill any vacancies that have arisen must be supported by two Members within the relevant Group on the application 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 application form. The application form must be signed by the chairman or secretary of both such Members and by the candidate. The applicants shall be verified by the directors to ensure that the provisions of these Articles have been complied with. No Member may support 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.

- 39.2. No person shall be eligible for **appointment** 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 **application**. Any person **appointed** must reside within the County and must not be over the age of 65 when **appointed** for the first time. No person may **be appointed** for more than one Group.
- 39.3. No person shall be **appointed** or serve as a council member if they are a member of the council of any other County Association, either at the time of **application** or after **appointment**.
- 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/club can serve at any given time as a Group Representative of the Association.
- 39.6. Applications will be considered by the Appointments and Nominations Working Group.

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.

Reason – To change from a nomination/election process to an application/appointment process.

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.

39.7. 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.

Reason – To correct numbering.

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.]

39.8. 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 appointed 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: As at 10 June 2021, all Group Representatives were deemed to be serving their first term of office under this Article commencing from their most recent appointment.]

Reason – To change from a nomination/election process to an application/appointment process.

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.

39.9. 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 **39.8** beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with Article **39.8**.

Reason – To correct numbering.

Essex County Football Association Limited

Annual General Meeting

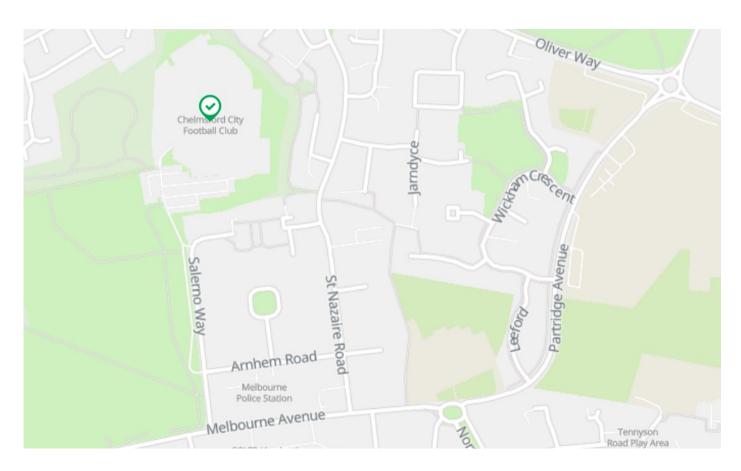
Admission Slip

To be held on Thursday 8th June 2023 at 7:30pm

Chelmsford City Football Club Salerno Way Chelmsford Essex CM1 2EH

Admit			
Representative of			
	••••••	•••••	••••••

(Association, League, Competition or Club)



Page 14 - Essex County Football Association: Notice of Annual General Meeting 2023



Essex County Football Association Limited

Annual General Meeting

Proxy Form

To be held on Thursday 8th June 2023 at 7:30pm

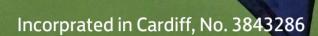
1. Name of Member
2. I/we, being a member of the Essex County Football Association Ltd (the "Company"), entitled to attend and vote at the Annual General Meeting ("AGM") of the company hereby appoint the chair of the meeting or the following person:
Name of Proxy
Alternate Proxy (if required)
as proxy 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 8th June 2023 and at any adjournment thereof.
3. I/We would like the proxy to vote the resolution(s) proposed at the AGM as indicated on this form. Unless otherwise instructed, the proxy may vote as they see fit or abstain in relation to any business at the meeting.
Agenda Item 1 FOR / AGAINST / VOTE WITHHELD (delete as appropriate) Agenda Item 2 FOR / AGAINST / VOTE WITHHELD (delete as appropriate) Agenda Item 3 FOR / AGAINST / VOTE WITHHELD (delete as appropriate) Agenda Item 4 FOR / AGAINST / VOTE WITHHELD (delete as appropriate)
4. Signed: Date:
Name and Address:
If appointing a proxy, you must complete this form and return a scanned and signed version via E-Mail to info@essexfa.com by 7:00pm on Wednesday 7th June 2023.

Essex County Football Association

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



www.essexfa.com







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