



# ARTICLES OF ASSOCIATION

Issued February 2017



## THE COMPANIES ACT 2006

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### ARTICLES OF ASSOCIATION OF HEREFORDSHIRE FOOTBALL ASSOCIATION LIMITED

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#### 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:

“the Act	means the Companies Act 2006 as amended, stated or re-enacted from time to time
“Affiliated League”	means a league which the Directors have accepted may affiliate to the Association:
“Affiliated Member”	means those clubs and leagues admitted into membership of the Association in accordance with Article 3:
“Articles”	means these Articles of Association:
“Associate Members”	means those clubs whose grounds are outside the County and who the Directors resolve may affiliate to the Association as associate members but who shall not have the right to vote at general meetings of the Association:
“Association”	means Herefordshire Football Association Limited
“Chairman”	means the chairman of the Association appointed in accordance with Article 98:
“Board”	means the Board of Directors of the Association
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect:
“Co-opted Council Members”	means Council Members elected to the Council in accordance with Article 35:
“the Council”	means the Council of the Association as constituted under these Articles and any Rules made pursuant thereto:

“Council Members”	means the members of the Council appointed or elected in accordance with Articles 34 to 51:
“Chief Executive”	means the Chief Executive for the Association appointed in accordance with Article 102:
“Directors”	means the Directors of the Association for the purposes of the Act as appointed from time to time under these Articles.
“executed”	includes any mode of execution:
“FA Representative”	means the person appointed in accordance with Article 54 to be the Association’s representative at The Football Association under the Articles of The Football Association:
“Football League Club”	means a club designated by the Directors as being a Football League Club that plays above Step 1, the Conference, and having its ground or headquarters within the County.
“Full Member”	means those individuals as specified as Council Members in Article 34.
“The Football Association”	means The Football Association Limited of Wembley Stadium, Wembley, London HA9 0WS
“Herefordshire Referees’ Association”	means the association of referees who are based in the County:
“Herefordshire Schools FA”	means the Herefordshire division of the English Schools Football Association:
“Honorary Solicitor”	means the Council Member (if appointed) from time to time by the Directors to be the honorary solicitor in accordance with Article 34.
“Laws of the Game”	means the laws of 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 52:
“office”	means the registered office of the Association:
“Officers”	means the Chairman, Vice-Chairman, Treasurer and Chief Executive together:
“President”	means the President of the Association elected in accordance with Article 53:

“Role Profiles”	means the role profiles set by Council and amended from time to time.
“Rules”	means the rules, regulations, standing-orders and bye-laws of the Association as amended from time to time:
“Rules of The Football Association”	means the rules of The Football Association as amended from time to time:
“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:
“Treasurer”	means the Treasurer for the Association appointed in accordance with Article 101:
“United Kingdom”	means Great Britain and Northern Ireland:
“Vice-Chairman”	means the Vice-Chairman of the Association appointed in accordance with Article 99:

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 numbers 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 subscribers to the Memorandum of Associations of the Association, the full members as at the date of incorporation of the unincorporated association known as Herefordshire Football Association 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 club that wishes to become an affiliated member shall deliver to the Association an application for membership in such form as the Directors require execute by them. 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 full 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 but any person who ceases to be a Council Member shall automatically cease to be a member and his name shall be erased from the Register of Members.

**4**

A member may at any time withdraw from membership of the Association by giving at least seven clear days' notice of 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**

Subject to Article 6, the Council may from time to time make, vary and revoke Rules relating to all aspects of membership of the Association including (with limitation) 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 disciplinary procedures for members

**6**

The Directors shall in their discretion admit members and may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members.

**7**

It shall be the duty of the Directors, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing 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 the majority of the Directors present and voting, which majority shall include one half of the total number of the Directors for the time being.

**8**

If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Directors. The Directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the Directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.

**9**

The members shall pay any subscription or affiliation fees set by the Directors. Any member whose subscription or affiliation fee is more than three months in arrears shall be deemed to have resigned his 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 announce the appointment of the Council Members elected pursuant to Articles 38 to 51;
- (d) to elect Life Members;
- (e) to elect the President.
- (f) to appoint the Association's auditors: and
- (g) to transact such other business as may be brought it in accordance with these Articles.

### **11**

The Directors shall call general meetings and, on the requisition of fifteen Full Members pursuant to the provisions of the Act, the Directors shall call the general meeting within 21 days of the requisition and the Directors then have to convene that meeting within 28 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 any general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other general meeting shall be called by at least 14 days' notice. A general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the full members entitled to attend and vote thereat: and
- (b) in the case of any other meeting, by a majority in number of the Full 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 Full 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 an extraordinary 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, as the case may be.

**14**

The notice may be given in (i) in hard copy, (ii) in electronic form, or (iii) by means of a website or partly by one and partly by another of those means to every Member and Director.

**15**

The accidental omission to give notice of such 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 on the proceedings at that meeting.

**PROCEEDINGS AT GENERAL MEETING****16**

No business shall be transacted at any meeting unless a quorum 12 full members is present. Proxies will apply as defined in Article 31a.

**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 full members present shall be a quorum.

**18**

The Chairman, or in his absence the Vice-Chairman, shall preside as chairman of the meeting, but if neither the Chairman or the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he 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 full members present and entitled to vote 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 him that:

- a members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting.
- b the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
- c an adjournment is otherwise necessary, so that the business of the meeting may be properly conducted.



**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 but before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary 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 two full members present or by proxy 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 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, the chairman of the meeting 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 of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

**29**

No notice need be given 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 behalf of Full Member's who would have been entitled to vote upon it if it had been proposed at a general meeting at which they 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 Full Members.

**VOTES OF MEMBERS****31**

Subject to Article 28, on a show of hands every member who is present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote. Associate Members shall not be entitled to receive notice of, attend or vote at general meetings.

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 of the meeting whose decision shall be final and conclusive.

## **COUNCIL**

### **34**

The Council shall comprise:

- (i) the Chairman
- (ii) the Vice- Chairman
- (iii) the Treasurer
- (iv) the Secretary
- (v) ten persons elected by Affiliated Clubs in accordance with Articles 38 to 51:
- (vi) one person nominated by each Football League Club:
- (vii) one person nominated by each Affiliated League comprising of at least twelve (12) teams, playing eleven-a-side football:
- (viii) one person nominated by the Herefordshire Girls Football League
- (ix) the Life Members
- (x) one person nominated by the Herefordshire Referees' Association:
- (xi) one person nominated by the Herefordshire Schools FA:
- (xii) up to three Co-opted Members
- (xiii) any Council Members of The Football Association resident within the County.
- (xiv) the Honorary Solicitor;
- (xv) the Chief Executive Officer

### **35**

Only Council Members may make nominations for persons to be appointed as Co-opted Council Members. All nominations for Co-opted Council Members must be made to the Chief Executive in writing by 1 July in each year. All such nominations will be considered by the Directors and recommendations shall be made at the first meeting of Council following the Annual General Meeting in each year. Council shall decide which persons shall be Co-opted Council Members based on the recommendation of the Directors. Any person appointed as a Co-opted Council Member shall hold office from the Council Meeting at which he is appointed until the first Council Meeting following the next annual general meeting and shall be entitled to vote at Council and all committees to which they are appointed. Such person may be eligible for re-appointment as a Co-opted Council Member.

### **36**

The Council Member set out in paragraph (iv) of Article 34 shall hold office until such time as he retires or is removed by the Directors pursuant to Article 100

### **37**

No person may be appointed or elected as a Council Member for the first time who has attained the age of 70.

## **ELECTIONS TO COUNCIL**

### **38**

Of the ten persons elected to the Council pursuant to Article 34 (v) above, five shall retire at each Annual General Meeting of the Association. All shall be eligible to stand for re-election. The persons to retire shall be those who have been longest in office since election.

### **39**

The Chief Executive shall display notices inviting nominations for persons to be elected to the Council by the 31<sup>st</sup> March of each year.

### **40**

There is no restriction on who may nominate a candidate. No person may nominate more than one candidate.

### **41**

No person shall be eligible to be nominated unless they reside within Herefordshire. Council will approve Role Profiles with which candidates must agree to comply with before accepting nomination.

### **42**

All nominations must be received by the Chief Executive within 21 days of the date of the notice asking for such nominations. The Chief Executive shall forthwith, after the time fixed for the close of nominations, send a list of the names of the various candidates nominated to each of the candidates concerned. Any candidate may withdraw his name from the election providing that he signifies his intention to do so before the date therein named

Each candidate should provide an election address of no more than 300 words to be distributed with voting papers.

### **43**

If there are fewer candidates nominated than there are vacancies available there shall be no need for an election and those candidates may be appointed unopposed at the annual general meeting. If there are more candidates nominated than there are vacancies available, there shall be an election in accordance with Articles 45 to 51.

### **44**

If there is to be an election, the names of the candidates and voting papers shall be sent to each affiliated member entitled to vote, not less than 17 days before the date of the annual general meeting. Each affiliated member who receives such a voting paper shall ensure that it is completed as prescribed from time to time by the Association, and is returned to the Chief Executive on or before a date to be therein named (not less than three days prior to the date of the annual general meeting), enclosed in a sealed envelope marked on the outside "Voting Paper". The accidental omission to give a voting paper to, or the non-receipt of a voting paper by, any member entitled to receive a voting paper, shall not invalidate any election of candidates to the Council.

## **ELECTION REGULATIONS**

### **45**

A candidate for election shall not, nor shall any person on behalf of any candidate, offer any bribe, consideration or other improper inducement to any member for the purpose of procuring the vote of the said member in the election of such candidates to the Council. Breach of this Article shall be deemed serious misconduct. In addition to any other penalty which the Council may deem fit to impose, this offence shall render void the election of such candidate, if he shall

be elected as a Council Member. In case of an objection to any election the Council may order a new election if they shall think proper.

**46**

Only affiliated members may vote for nominated candidates. Affiliated members will be able to cast the same number of votes as there are vacancies with the proviso that only one vote is allocated to any one candidate.

**47**

The voting papers submitted by the affiliated members shall be opened at the annual general meeting by the chairman of the meeting.

**48**

The candidates receiving the largest number of votes shall be declared duly elected, appropriate to the number of vacancies.

**49**

Those persons elected as members shall hold office for a period of two years from the annual general meeting subsequent to their election but shall be eligible for re-election.

**50**

In the case of two or more candidates polling an equal number of votes the Council shall elect (in its discretion) one such candidate.

In the event of fewer nominations than there are vacancies having been received a member may be appointed by the Council at the first Council meeting after the Annual General Meeting.

**51**

Subject to Article 50, the Council shall have power to fill any other vacancy which may occur on the 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 election in accordance with these Articles.

## **LIFE MEMBERS**

**52**

If the Council is of the opinion that a person has given meritorious service in relation to the administration of the work of the Council and such a person has served on the Council for at least 25 years, the Council may recommend that such a person shall become a Life Member. Life Members shall be elected at the annual general meeting. No person shall be eligible for election as a Life Member unless he has been recommended by the Council. Life Members shall be entitled to remain on the Council for the rest of their life without the need to be re-elected. (Members elected to Council before 2005 will be eligible after 21 years service.)

Any Life Member may apply to the Chairman for privileged status. A Privileged life Member will retain all Council privileges but will not be required to attend meetings.

## **PRESIDENT**

**53**

The Chief Executive shall send notices, asking for nominations for a person to stand as President of the Association to all Council Members (with the exception of co-opted members) by 1<sup>st</sup> May of each year. Only Council Members may make nominations for a person to be elected as President. All nominations must be made to the Chief Executive in writing by 1<sup>st</sup> June of each year. The current President will automatically be nominated unless he has indicated to

the Chief Executive, in writing, by 15<sup>th</sup> May that he intends to stand down. Election to be by ballot at the first Council meeting following the AGM.

The President shall be elected at each annual general meeting and shall serve for a one-year term but shall be eligible to stand for re-election. For the avoidance of doubt, the President is not a Council Member but is permitted to attend Council meetings. The President shall be entitled to such rights and privileges as the Council shall from time to time decide.

## **LIFE VICE-PRESIDENT**

### **53 (a)**

The Chief Executive shall send notices, asking for nominations to become a Life Vice-President of the Association to all Council Members (with the exception of co-opted members) by 1<sup>st</sup> May of each year. Only Council Members may make nominations for a person to be elected as a Life Vice-President. All nominations must be made to the Chief Executive in writing by 1<sup>st</sup> June of each year. The Board of Directors will recommend to Council any person they feel should be awarded the honour of Life Vice-President of the Association. If the Council is of the opinion that the person has given eminent service to the Association, then the Council may grant that person the honour of the title Life Vice- President.

## **FA REPRESENTATIVE**

### **54**

The Chief Executive shall send notices, asking for nominations for persons to be appointed as FA Representative to all Council Members (with the exception of Co-opted Members) by 7<sup>th</sup> April of each year when a vacancy occurs. Only Council Members may make nominations for persons to be appointed as FA Representative. All nominations for FA Representative must be made to the Chief Executive in writing by 1<sup>st</sup> May in any year where a vacancy arises. Any person so nominated must have received at least two nominations to stand for election.

The Council shall decide which person should be the FA Representative and any person so appointed may be removed by them. Such person shall serve as the FA Representative for the following three years, as defined by The Football Association, but shall be eligible for re-election. Any casual vacancy arising in the office of FA Representative may be filled by the Council in accordance with Article 51.

## **POWERS OF COUNCIL**

### **55**

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

### **56**

Committee membership will be considered by the Directors and recommendations made to the first meeting of Council following the annual general meeting in each year. Council shall appoint such persons whether or not Council Members as they think fit to the following committees of the Council to hold office until the first Council meeting following the next annual general meeting:

- (a) Business Committee:
- (b) Development Committee:
- (c) Governance Committee:
- (d) Disciplinary Committee:
- (e) Such other ad hoc committees to deal with matters as the Board sees fit.

**57**

The Board may, at its discretion, award honoraria to any person they consider appropriate.

**58**

Each Committee appointed in accordance with Article 56 shall have a Board member as chairman. Each committee shall conduct its business in accordance with any terms of reference, role profiles and standing orders set by the Council from time to time.

**PROCEEDINGS OF COUNCIL**

**59**

Council Members are entitled to attend all Council meetings and general meetings and subject to the provisions of these Articles are entitled to vote at such meetings.

**60**

The Directors may, or on the request of any six Council Members shall, call Council Meetings. The notice shall be sent to all the Council Members individually. At least five 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. The Council shall meet quarterly. No business shall be transacted at any meeting unless a quorum of five Council Members is present.

**61**

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.

**62**

Any Council Member who shall without sufficient reason be absent, without the permission of the Council, from three consecutive meetings of Council, Board and Standing Committee of which he is a member, shall be deemed to have resigned his membership of the Council.

A Life member who is absent from three consecutive meetings of Council, Board and Standing Committee of which he is a member, without sufficient reason, without the permission of Council, shall lose all privileges associated with being a Life Member.

**MINUTES**

**63**

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

a of all appointments of its Officers and

b of all of its proceedings

**DIRECTORS**

**64**

Subject to Article 5 the affairs of the Association shall be governed by the Directors who may authorise all such acts and the exercise of all such powers of the Association by the Directors, on whom executive management powers are conferred as Directors, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting.

## **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 10 but shall be not less than three.

In addition the Board may Co-opt a further three members for specific expertise.

For clarity any such co-opted member would not be a Council Member but would be entitled to vote at a Board meeting. Any person so co-opted should sit only until the next AGM. They may be eligible to be re-appointed.

## **BOARD OF DIRECTORS**

### **67**

The Directors shall be

- a. Chairman:
- b. Vice-Chairman:
- c. Financial Director:
- d. Chief Executive:
- e. Secretary
- f. Association Representative to The F.A.
- g. Four further persons to be elected by the Council.

No person may be elected as a Board Member for the first time who has attained the age of 70.

A member of the Board shall vacate office at midnight on the day before the first Council meeting following the AGM after they have attained the age of 75 years.

### **68**

At the First Council Meeting following the Annual General Meeting in each year, the Council shall decide who shall be appointed as the Chairman, Vice Chairman and a further four persons shall be elected as Directors.

For the sake of clarification where a vacancy arises:-

the Chairman shall be appointed as set out in Article 98.

the Vice Chairman shall be appointed as set out in Article 99.

the Secretary shall be appointed as set out in Article 100

the Financial Director shall be appointed as set out in Article 101

the Chief Executive shall be appointed as set out in Article 102

the Directors shall be appointed as set out in Article 103.

### **69**

The Officers if not already Council Members, shall be Council Members ex officio.

### **70**

The Officers shall be entitled to receive notice of all meetings of committees of the Council and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.



## 71

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

## DELEGATION OF DIRECTORS POWERS

### 72

The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

## APPOINTMENT AND RETIREMENT OF DIRECTORS

### 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 his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

### 74

The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the first Council meeting following the next annual general meeting. If not re-appointed to any position at that first Council meeting, he shall vacate office at the conclusion thereof.

### 75

If any Director is not re-appointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

## DISQUALIFICATION AND REMOVAL OF DIRECTORS

### 76

The office of a Director shall be vacated if:

- a he ceases to be a Council Member;
- b he ceases to be a Director by virtue of any provision of the **Companies** Act or he becomes prohibited by law from being a Director: or
- c he becomes bankrupt or makes any arrangement or composition with his creditors generally: or
- d he is, or may be, suffering from mental disorder and either:
  - i. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
  - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the

- appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs: or
- e he resigns his office by notice to the Association: or
- f he shall without sufficient reason for three consecutive Board meetings have been absent without permission of the Directors and the Directors resolve that his office be vacated: or
- g he is suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association: or
- h he reaches the age of 75 or
- i he is removed from office by a resolution duly passed pursuant to section **168** of the Act: or
- j he is removed from office by three quarters majority of Council Members present and voting at the Council meeting at which the resolution to remove him is proposed.

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

### **77**

The Directors and Council Members may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise. Scope of such expenses to be approved in advance by the Board.

## **DIRECTORS' APPOINTMENTS AND INTERESTS**

### **78**

Subject to the provisions of the Act and Articles 79 to 80 below, the Directors may enter into an agreement or arrangement with any Director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director without prejudice to any claim to damages for breach of the contract of service between the Director and the Association.

### **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 80(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 his office, be accountable to the Association for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the Directors pursuant to Article 80(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 his knowledge a material interest otherwise than by virtue of being a member. A director shall not be counted in the quorum at the meeting in relation to any resolution on which he is debarred from voting.
- (c) Subject to the provisions of the Act and always to the provisions of Article 79 a director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning:
  - (i) the giving of any security, guarantee or indemnity in respect of a debt or obligation of the Association or any subsidiary for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or
  - (ii) any arrangement for the benefit of Directors or employees of the Association or Directors or employees of any subsidiary which does not award him any privilege or benefit not generally awarded to the other persons to whom such arrangement relates.
- (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 his 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 his or their ruling (as the case may be) shall be final and conclusive except in a case where the nature or extent of the interests of such director has not been fairly disclosed.
- (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 his own absolute use and benefit all profits and advantages accruing to him in consequence of so acting.

## **DIRECTORS' GRATUITIES AND PENSIONS**

### **81**

The Directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or

employment with the Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependant on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

## **PROCEEDINGS OF DIRECTORS**

### **82**

The Chairman, Vice Chairman, Chief Executive and Financial Director shall be members of all Standing Committees ex officio and are entitled to receive notice of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.

### **83**

The Chief Executive and the Secretary shall be entitled to receive notice of all general meetings, all meetings of the Council, all meetings of the Standing Committees and all Directors' meetings and shall be entitled to attend and speak at such meetings but shall not be entitled to vote at such meetings.

### **84**

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

### **85**

The Board may at its discretion, award honoraria to such persons as it thinks fit.

### **86**

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 of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

### **87**

Any director may participate in a meeting of the Board, or of a committee of Directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is situated.

### **88**

A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally. The quorum for the transaction of the business of the Directors shall be three.

### **89**

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

**90**

The Chairman shall be the chairman of the Board of 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 Vice-Chairman shall preside. If there is no Vice-Chairman, or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.

**91**

All acts carried out by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

**92**

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

**93**

Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest on duty which is material and which conflicts or may conflict with the interests of the Association.

**94**

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.

**95**

The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.

**96**

Where proposals are under consideration concerning the appointment of two or more Directors to offices or employment with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

**97**

If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

## **CHAIRMAN**

### **98**

The Chief Executive shall send notices, asking for nominations for a person to stand as Chairman of the Association to all Council Members (with the exception of Co-opted Members) by 30<sup>th</sup> May of each year where a vacancy occurs.

For the avoidance of doubt the Chairman of Council shall be the Chairman of the Board.

Only Council Members may make nominations for a person to be elected as Chairman.

All nominations must be made to the Chief Executive in writing by 15<sup>th</sup> June of each year where a vacancy occurs. Any person so nominated must have received at least two nominations to stand for election.

The current Chairman will automatically be nominated unless he has indicated to the Chief Executive, in writing, by 15<sup>th</sup> May that he intends to stand down.

Nominees must comply with the current role profile for the Chairman as determined by Council.

Election to be by ballot at the first Council meeting following the AGM.

Such person shall serve as a Chairman for the following three years.

Such person shall be eligible for re-election but after two consecutive terms shall stand down and should not be eligible for re-election for at least three years.

Such person shall vacate office at midnight on the day before the first council meeting following the AGM after they have attained the age of 75 years.

## **VICE - CHAIRMAN**

### **99**

The Chief Executive shall send notices, asking for nominations for a person to stand as Vice-Chairman of the Association to all Council Members (with the exception of co-opted members) by 30<sup>th</sup> May of each year. Only Council Members may make nominations for a person to be elected as Vice-Chairman. All nominations must be made to the Chief Executive in writing by 15<sup>th</sup> June of each year. The current Vice-Chairman will automatically be nominated unless he has indicated to the Chief Executive, in writing, by 15<sup>th</sup> May that he intends to stand down. Election to be by ballot at the first Council meeting following the AGM.

Nominees must comply with the current role profile for the Vice Chairman as determined by Council.

## **SECRETARY**

### **100**

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. The Secretary will automatically be a member of the Council of the Association. For the avoidance of doubt the Chief Executive may be appointed as the Secretary.

## **TREASURER**

### **101**

Subject to the provisions of the Act, the Financial Director shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Financial Director so appointed may be removed by them. For the avoidance of doubt the Financial Director may be appointed as the treasurer.

## **CHIEF EXECUTIVE**

### **102**

Subject to the provisions of the Act, the Chief Executive shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Chief Executive so appointed may be removed by them.

For the avoidance of doubt the Chief Executive may be appointed as the Secretary.

## **DIRECTORS**

### **103**

The Chief Executive shall send notices, asking for nominations for person(s) to stand as Directors of the Association to all Council Members (with the exception of Co-opted Members) by 1<sup>st</sup> June of each year when vacancies occur.

Only Council Members may make nominations for a person to be elected as a Director.

All nominations for position of Director must be made to the Chief Executive, in writing by 20<sup>th</sup> June. Any person so nominated must have received at least two nominations to stand for election. Nominees should comply with the current role profile for a Director as determined by Council. Elections to be by ballot at the first Council meeting following the Annual General Meeting. Such person shall serve as a Director for the following two years and shall be eligible for re-election.

Such person shall vacate office at midnight on the day before the first council meeting following the AGM after they have attained the age of 75 years.

## **MINUTES**

### **104**

The Directors shall cause minutes to be made in books kept for the purpose:

- a) of all appointments of officers made by the Council: and
- b) of all proceedings at meetings of the Association, which shall include without limitation proceedings of the Council, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting. Any such minutes of any meeting, if purporting to be signed by the 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.

## **ACCOUNTS**

### **105**

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**

### **106**

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.

### **107**

The Association may give any notice to a member either personally, electronically to those members providing an email address or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. 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 him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association

### **108**

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.

### **109**

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**

### **110**

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**

### **111**

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**

### **112**

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 him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.



## **ALTERATIONS TO THE MEMORANDUM AND ARTICLES**

### **113**

Any proposal to alter the Memorandum or Articles not being such as by statute requires a Special Resolution or to wind-up the Association shall require the approval of the Association in General Meeting and the same may be passed or approved by a resolution of the Association passed by a majority of not less than three-quarters (3/4) of the members of the Association for the time being entitled to vote who may be present in person in accordance with the Act and (in the case of a winding-up) in accordance with the provisions of the Insolvency Act 1986 (as amended from time to time).

### **114**

The Football Association shall, if invited by the Directors to the meeting, have, all the rights of a member of the company in relation to receiving notice of, and attending and speaking at general meetings and to receiving minutes of general meetings but shall have no right to vote at general meetings.

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

### **115**

The Directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.

### **116**

The Council may from time to time make, repeal and amend standing orders for the conduct of Council meetings.

### **117**

Any such rules made pursuant to Articles 115 and 116 must be consistent with and subject to the Rules of the Football Association.

## **OBJECTS**

### **118.**

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 Herefordshire or such other area as shall be determined from time to time by The Football Association Limited ("the County"), and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye-laws and conditions;
- (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 Herefordshire 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 any body to which The Football Association Limited is affiliated; and
- (n) to adopt and carry out all such rules and regulations, conditions, bye-laws, agreements and arrangements of The Football Association Limited, as are now in existence and from time to time, and to comply with or to enforce the due compliance with the same unless and until the same shall have been duly varied in accordance with the terms thereof.

**119**

The objects stated in each part of Article 118 shall not be restrictively construed but shall be given the widest interpretation. In Article 118, 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 118, shall be limited by, or be deemed subsidiary or auxiliary to, any other object stated in Article 118.

**MEMBERS' LIABILITY AND APPLICATION OF PROPERTY****120.**

The liability of the members is limited.

**121.**

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 123 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 him or his 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 77) 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.

**122.**

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.

**123.**

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.

