

**Company Number: 03686948**

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION OF  
HERTFORDSHIRE FOOTBALL  
ASSOCIATION LIMITED**

Agreed at Extraordinary General Meeting on Monday 9<sup>th</sup> December 2024

These Articles shall come into effect on 1<sup>st</sup> April 2025

# PART 1: INTERPRETATION

## 1. Defined Terms

In the Articles, unless the context requires otherwise:

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

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

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

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

**“Affiliated Youth Club”** means youth football clubs which the Association has accepted may affiliate to the Association as affiliated youth club members;

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

**“Association”** – means the county football association called Hertfordshire FA;

**“Audit Committee”** – means a committee of the Board established as required by The Football Association with its terms of reference approved from time to time by directors

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

**“chair of the meeting”** - has the meaning given in Article 28

**“England Accredited Club”** - means an England Football Accredited Club who are currently recognised by the Association;

**“Committees”** shall be Committees of the Board or of the Council and shall include such sub-committees, ad hoc committees and working groups as shall be established in accordance with these Articles;

**“Council Elected Director”** – means a director appointed in accordance with Article 48.

**“Council Member”** means all those persons comprising the Council as described in Article 37 and shall include Officers, Past Presidents, Life Vice Presidents, Life Members, Geographical Representatives and Representatives nominated in accordance with these Articles;

**“Chief Executive Officer”** means the Chief Executive Officer of the Association appointed by the Directors in conjunction with the Football Association to perform the duties as from time to time assigned by the Directors and the Football Association who

shall from time to time undertake those duties and actions referred to in these Articles as being the duties and also actions of the Secretary with the approval of the Secretary save those specifically identified as the duties of a Secretary under the Act;

**“Competition”** means a competition of affiliated clubs which the Association has accepted may affiliate to the Association;

**“The Council”** means the Council of the Association as constituted under these Articles and any Rules made pursuant thereto;

**“Director”** – means a director of the Association and includes council elected directors and independent appointed directors;

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

**“Deputy Leader of Council”** means that person elected by Council in accordance with Article 44.

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

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

**“Equality Committee”** – means a committee of the Board established as required by The Football Association with its terms of reference approved from time to time by directors

**“Ex Officio”** – a person holds a position (e.g. as a Director or committee member) ‘ex officio’ if they do so by virtue of some other office they hold, and their position is therefore wholly dependent (and conditional) on them continuing to hold that office. For example, a Chief Executive Officer who is on the Board in an ex-officio capacity will automatically step down from the Board upon resignation as Chief Executive Officer.

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

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

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

**“Geographical Representatives”** - means those persons elected, to serve on Council, in accordance with these Articles and Rules of the Association by clubs affiliated within the local authority areas comprising the County of Hertfordshire;

**“Hertfordshire Schools FA”** – means the Hertfordshire division of the English Schools Football Association;

**“Honorary Member”** - means an honorary member of the Association elected in accordance with Article 46;

**“Honorary Past President”** - means an honorary past president of the Association who has been appointed in accordance with Article 41;

**“Leader of Council”** – means the person elected by the Council in accordance with Article 44;

**“Life Member”** - means the life members of the Association who have been appointed in accordance with Article 45;

**“Independent Appointed Director”** – means a director appointed under these Articles who is not a member of Council and has no direct relationship with the Association;

**“Member”** – has the meaning given in section 112 of the Act and shall include clubs, leagues and competitions affiliated to the Association and individuals admitted into membership of the Association;

**“Membership Rules”** - means the membership rules of the Association created and amended from time to time pursuant to Article 20.3

**“Model Articles”** – means the model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time;

**“Nominations Committee”** - means a committee of the Board established as required by The Football Association with its terms of reference approved from time to time by directors

**“Objects”** – the Association’s objects as set out in Article 2.1;

**“Office”** - means the registered office of the Association;

**“Officers of the Council”** - means the Leader and Deputy Leader of the Council appointed in accordance with Article 45 together with such other officers appointed in accordance with Article 51 as the Council consider appropriate for the effective governance of football;

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

**“President”** - means the elected president of the Council elected in accordance with Article 41.

**“Proxy Notice”** – has the meaning given in Article 34;

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

**“Rules”** - means the rules, regulations, standing orders and byelaws of the Association as amended from time to time;

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

**“Senior Independent Director”** – has the meaning given in Article 16.4;

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

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

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

**“Youth Council”** – means any committee, working group, or body established by the Association which has the purpose and functions of representing the views of young persons participating in the game of association football in the County.

- 1.1 Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.
- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.3 The model articles shall not apply to the Association.

## **PART 2: OBJECTS**

### **2. Objects**

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

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

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

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

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

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

### **4. The Association**

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

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

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

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

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

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

- 5.3.2 The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting; and
- 5.3.3 The remaining directors are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.

## **PART 4: DIRECTORS**

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

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

- 6.1 The directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association and do on behalf of the Association all such acts as may be done by the Association as are not by statutes or by the Articles required to be done by the Association in a general meeting.

#### **7. Directors may Delegate**

- 7.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
    - 7.1.1 To such person or committee;
    - 7.1.2 By such means (including by power of attorney);
    - 7.1.3 To such an extent;
    - 7.1.4 In relation to such matters or territories; and
    - 7.1.5 On such terms and conditions, as they think fit.
  - 7.2 Any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
  - 7.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.
- #### **8. Committees**
- 8.1 Committees to which the directors delegate any of their powers must contain at least three directors and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of

decisions by directors. The quorum for the transaction of business for any committee shall also be three directors.

- 8.2 The directors may make rules of procedure for all or any committees which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.
- 8.3 As a minimum the directors shall maintain an equality committee and any other committee required by the Rules from time to time. The directors shall also maintain an audit committee and a nominations committee unless the directors consider it appropriate for the directors to act in place of such committees, as well as other as the directors consider necessary to support them.

## **DECISION-MAKING BY DIRECTORS**

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

- 9.1 Subject to the provisions of these Articles, the directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 9.2 At any time, any director may, and the Secretary on the requisition of three directors shall, summon a meeting of the directors.
- 9.3 Any such notice shall specify where, when and how the meeting is to be held. Any director may waive notice of any meeting and such waiver may be retrospective.
- 9.4 All acts done in good faith by any meeting of the directors or of any committee shall, notwithstanding it being discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director or member of the committee as the case may be.

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

- 10.1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number, shall be six.
- 10.2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.



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

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

- 11.1 Subject to the Articles, directors "participate" in a directors' meeting, or part of a directors' meeting, when:
- 11.1.1 The meeting has been called and takes place in accordance with the Articles; and
  - 11.1.2 They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 11.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12. Resolutions in Writing**

- 12.1 A resolution executed by all the directors, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 12.2 For the purposes of this Article 12;
- 12.2.1 A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
  - 12.2.2 A written instrument is executed when the person executing it signs it;
  - 12.2.3 An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe;
  - 12.2.4 The directors, or (as the case may be) members of a committee of the Board constituted under these Articles, need not execute the same written instrument or electronic communication;

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

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

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

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

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

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

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

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

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

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

15.1 The number of directors shall be subject to a maximum of 12 but shall be not less than 6.

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

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

### **16. Methods of appointing Directors**

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

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

- 16.1.2 Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors;
- 16.2 No person may be appointed as a director:
  - 16.2.1 Unless they have attained the age of 18 years; or
  - 16.2.2 In circumstances such that, they already been a director, they would have been disqualified from acting under the provisions of Article 18.
- 16.3 The equality committee established pursuant to Article 8.3 shall be entitled to appoint one member who is not otherwise a director to attend director's meetings as an observer. In this capacity they shall be entitled to receive notice of, and attend and speak at, all director's meetings and to receive copies of all board papers as if they were a director, but shall not be entitled to vote on any resolutions proposed, shall not count towards the quorum for the meeting or have any rights of a director and shall not hold themselves out as a director in any way.
- 16.4 The directors shall nominate an independent non-executive director to act as the senior independent director. The senior independent director shall act as a sounding board for the chair, serve as an intermediary for the other directors when necessary, act as an alternative contact if the normal channels of communication to the directors through the chair or the Association's executive team fail to resolve matters or where the use of such channels may be inappropriate and lead on the process or appraising the performance of the Chair.

## **17. Term of Office**

- 17.1 At the third annual general meeting following the date of their appointment, an elected director shall retire from office and may offer themselves for re-appointment by the members. Elected Directors shall not be entitled to offer themselves for re-appointment at more than two annual general meetings at which they are eligible for re-appointment in accordance with this Article, provided that;
  - 17.1.1 An elected director may stand for further re-election and serve for a period of up to twelve years from the date of their first appointment as a director if they are appointed as chair or appointed to the Football Association Council during their period of office as a director; and
  - 17.1.2 The board may in exceptional circumstances permit an elected director to hold office for a period up to a further year beyond the date on which they would otherwise have retired without being eligible for re-election in accordance with this Article.

- 17.2 At the council meeting immediately preceding the third anniversary of their election as a council elected director, a council elected director shall retire from office as a director and may offer themselves for re-election by council. Council elected directors shall not be entitled to offer themselves for re-election at more than two such council meetings at which they are eligible for re-election in accordance with his Article, subject to the exceptions in Articles 17.1.1 and 17.1.2 also applying to council elected directors in the same way as elected directors.
- 17.3 If a director retires pursuant to articles 17.1 or 17.2 they shall not be eligible for re-appointment or re-election to the board until a period of four years has elapsed from the date of their retirement.
- 17.4 The term limits in Articles 17.1 and 17.2 shall apply from the date of the adoption of these Articles.

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

A person ceases to be a director:

- 18.1 If they cease to be a director by virtue of any provision of the Act or they becomes prohibited by law from being a director or in the case of a council elected director, they cease to be a Council Member;
- 18.2 If they have a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction or where he or she makes any arrangement or composition with their creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act;
- 18.3 If they die or they are, or may be, suffering from mental disorder and either:
- 18.3.1 They are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or any similar law in any jurisdiction; or
- 18.3.2 An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs;
- 18.4 If by notice in writing to the Association they resign (but only if at least two directors remain in office when the notice of resignation is to take effect);

- 18.5 If such person is subject to a decision of the Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club;
- 18.6 If they no longer comply with the provisions of any regulations of The Football Association relating to "Owners & Directors" as shall be in force from time to time pursuant to paragraph J(1)(f) of the Rules.
- 18.7 If they are the subject of a decision of the Football Association, UEFA or FIFA that he or she be suspended permanently or for a specified period from taking part in football management and/or football administration and/or any football related activity pursuant to any applicable disciplinary provisions under the rules or statutes of UEFA or FIFA (as appropriate);
- 18.8 If they no longer comply with a declaration of good character given by the director upon taking office or the Association's directors' code from time to time;
- 18.9 If they cease to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or by virtue of any provision of the statutes;
- 18.10 If they are removed by members of the Association by a majority vote;
- 18.11 If they are convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association; or
- 18.12 If they are absent from at least three meetings of the board in any period of twelve months, without providing a written explanation satisfactory to the board, shall be deemed to have resigned from board.

## **19. Directors' Indemnity**

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

anything to enable a director or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

## **PART 5: MEMBERS**

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

#### **20. Applications for Membership**

20.1 The subscribers to the memorandum shall be members of the Association and for the avoidance of doubt a Council Member, but any person who ceases to be a Council Member shall automatically cease to be a Member and their name shall be erased from the register of Members.

20.2 No person shall become a member of the Association unless:

20.2.1 That person has completed an application for membership in a form approved by the directors; and

20.2.2 That person has paid the annual subscription.

20.3 The directors may from time to time establish rules for membership of the Association setting out, inter alia, criteria for membership, categories of membership, rights and obligations of members, and fees payable by members, provided that such rules do not:

20.3.1 Conflict with the articles; and

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

#### **21. Termination of Membership**

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

21.1.1 If the member is removed by notice in writing to the Association signed by a majority of the remaining members;

21.1.2 If by notice in writing to the Association, the member resigns their membership;

21.1.3 If they die; or

21.1.4 If they fail to pay any subscription as soon as it is due and payable.

## **22. Transfer of Membership**

22.1 Membership of the Association is not transferable.

## **ORGANISATION OF GENERAL MEETINGS**

### **23. General Meetings**

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

23.2 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 notice calling it. The annual general meeting shall be held for the following purposes:

23.2.1 To receive from the Directors a full statement of financial accounts.

23.2.2 To receive from the Directors a report of the activities of the Association since the previous annual general meeting.

23.2.3 To elect Directors for appointment on a three-year term (where appropriate)

23.2.4 To transact such other business as may be brought before it in accordance with these Articles.

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

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

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

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

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

- 25.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.
- 25.2 There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a member of the Association.
- 25.3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a member to understand the purpose of, each ordinary resolution shall be set out in the notice.

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

- 26.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 26.2 A person is able to exercise the right to vote at a general meeting when:
  - 26.2.1 That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 26.2.2 That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 26.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 26.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 26.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.



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

- 27.1 No business shall be transacted at any meeting unless a quorum of 25 Members is present in person or by proxy. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

## **28. Chairing General Meetings**

- 28.1 If the members have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 28.1.1 The directors present; or
- 28.1.2 (If no directors are present) the meeting, must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 28.2 The person chairing a meeting in accordance with this Article is referred to as “the chair of the meeting”.

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

- 29.1 Directors may attend and speak at general meetings, whether or not they are members.
- 29.2 The chair of the meeting may permit other persons who are not:
- 29.2.1 Members of the Association; or
- 29.2.2 Otherwise entitled to exercise the rights of members in relation to a general meeting, to attend and speak at a general meeting.

## **30. Adjournment**

- 30.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chair of the meeting must adjourn
- 30.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 30.2.1 The meeting consents to an adjournment; or

- 30.2.2 It appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 30.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 30.4 When adjourning a general meeting, the chair of the meeting must:
  - 30.4.1 Either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
  - 30.4.2 Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
  - 30.5.1 To the same persons to whom notice of the Association's general meetings is required to be given; and
  - 30.5.2 Containing the same information which such notice is required to contain.
- 30.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

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

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

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

- 32.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 32.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

### **33. Poll Votes**

33.1 A poll on a resolution may be demanded:

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

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

33.2 A poll may be demanded by:

33.2.1 The chair of the meeting;

33.2.2 The directors;

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

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

33.3 A demand for a poll may be withdrawn if:

33.3.1 The poll has not yet been taken; and

33.3.2 The chair of the meeting consents to the withdrawal.

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

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

34.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

34.1.1 States the name and address of the member appointing the proxy;

34.1.2 Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed.

34.1.3 Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

34.1.4 Is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 34.2 The Association may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.
- 34.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 34.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 34.4.1 Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 34.4.2 Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

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

- 35.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 35.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 35.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 35.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **36. Amendments to Resolutions**

- 36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 36.1.1 Notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
- 36.1.2 The proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 36.2.1 The chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 36.2.2 The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 36.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.
- 37. Resolutions in Writing**
- 37.1 A resolution executed by such number of members as would have been required to vote for the resolution had it been proposed in general meeting at which all of the members were present and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held.
- 37.2 For the purposes of this Article:
- 37.2.1 A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect
  - 37.2.2 A written instrument is executed when the person executing it signs it;
  - 37.2.3 An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;
  - 37.2.4 The members need not execute the same written instrument or electronic communication;
  - 37.2.5 A resolution shall be effective when the secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article 37;
  - 37.2.6 If no secretary is appointed, the chair shall perform the functions of the secretary under this Article 37;

- 37.2.7 The resolution must be accompanied by a statement informing the member how to signify their agreement to it and the date by which this is to be done; and
- 37.2.8 A proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

## **PART 6: COUNCIL**

### **38. Body**

38.1 There shall be a body known as the Council of Hertfordshire County FA.

38.2 The following shall be members of the Council:

- i. the President;
- ii. the Past Presidents
- iii. the Leader of the Council;
- iv. the Deputy Leader of Council;
- v. the Senior Life Vice Presidents appointed prior to the 31st July 2024;
- vi. the Life Vice Presidents appointed prior to the 31st July 2024;
- vii. the Life Members appointed prior to the 31st July 2024;
- viii. such other officers as the Council shall require from time to time to assist in supporting and developing football in the County;
- ix. one representative for each of the local authority areas in the County (to be known as the Geographical Representative) elected in accordance with the procedure set out in the Articles of the Association;
- x. One representative from the Hertfordshire Schools Football Association for such time as the Association continues to exist and generally represents the interests of schools football in the County;
- xi. One representative from any group established to reflect the interests of referees in the County and where such a group is recognised by the Association;
- xii. One representative from any group established to reflect the interests of managers and coaches of clubs affiliated to the County and where such a group is recognised by the Association;

- xiii. One representative from each affiliated league sanctioned by the Association with at least 10 affiliated Clubs in Membership;
- xiv. One representative from affiliated senior clubs at Steps 1-4 and one representative from affiliated senior clubs at Steps 5-6 and Regional NLS Feeder League;
- xv. One representative from clubs playing affiliated disability football;
- xvi. One representative from affiliated clubs playing small-sided football;
- xvii. One representative from girls football who are associated with an affiliated club or league unless representation comes from Article 38.2 (xiii) above;
- xviii. One representative from the Women's game who are associated with an affiliated club or league unless representation comes from Article 38.2 (xiii) above;
- xix. One representative from the Youth Council;
- xx. One representative from any group established to improve inclusion in football and where such a group is recognised and approved by the Association;
- xxi. Two representatives from England Accredited Clubs with more than 40 teams affiliated to the Association and where such a group is recognised and approved by the Association;

### **39. Term Limits and Voting Rights**

- 39.1 Each council member shall serve as a council member for a three-year term period from the Council Meeting at which their election or appointment was confirmed. Each term shall run from the date of their election or appointment was confirmed until the third annual anniversary Council Meeting following, their election or appointment and subject to any provisions of any council terms, may offer himself or herself for re-appointment.
- 39.2 Unless otherwise prescribed in these Articles a council member shall serve for a maximum of three terms of three years at which point they shall retire.
- 39.3 All persons other than the Past Presidents, Senior Life Vice-Presidents, Life Vice-Presidents and Life Members shall retire from Council on reaching the age of 80 and thereafter only attend Council when invited to do so. Such persons as identified in Article 38.3 shall retain their titles and be entitled to such privileges as the Council shall determine.
- 39.4 Any person who holds a position on Council other than as a current representative of a stakeholder group of the Association as identified in Article 38.2 (viii) to (xxi)

above shall be entitled to attend Council but shall not be entitled to vote at council meetings.

#### **40. Nominated Representatives**

- 40.1 Each organisation or group of organisations entitled to nominate a person to be a Council Member pursuant to paragraphs (ix) to (xxi) of Article 38, shall submit to the Association by the date specified by them, the name or names of the person or persons (as the case may be) they propose to nominate as a Council Member or Council Members (as the case may be). Those persons proposed to be nominated as Council Members pursuant to paragraphs (ix) to (xxi) of Article 38 must be nominated on the nomination form prescribed by the Council and such form must be submitted to the Chief Executive by such time or times as the Council shall prescribe.
- 40.2 In the event of a casual vacancy occurring in relation to any Council Member nominated in accordance with Article 38 paragraphs (ix) to (xxi), the organisation or group of organisations concerned shall have power (but shall not be obliged) to nominate a substitute Council Member, suitably qualified to represent that organisation or group of organisations until such time as the person who was replaced was due to retire and such person shall be eligible for further nomination in accordance with these Articles.

#### **41. Geographical Representatives**

- 41.1 Member Clubs affiliated to the Association are entitled to elect one representative in each of the local authority areas in the County. Such representatives to be known as geographical representatives. The method of election shall be determined by the Association from time to time. Persons elected under this Article shall serve for a three-year term from the date of their first Council Meeting in the year in which they were elected and shall be eligible for re-election subject to Article 39 and to the provisions above.

#### **42. President, Past President and Honorary Past Presidents**

- 42.1 The Council shall decide who shall be the President. Such persons shall be elected by Council and hold office for a three-year term whereupon they shall become Past President and shall continue to be a member of Council and have such rights and privileges as the Council shall from time to time prescribe.

#### **43. Senior Life Vice-Presidents**

- 43.1 Senior Life Vice Presidents are former officers of the Association who prior to the 31st July 2024 had served as either Chair or Vice Chair of the Association and who were elected as Senior Life Vice Presidents prior to 31st July 2024. Senior



Life Vice-Presidents shall remain full Council Members until they reach the age of 80 whereupon they will become Honorary Senior Life Vice Presidents and shall then cease to be members of Council. Honorary Senior Life Vice Presidents and Senior Life Vice-Presidents shall be entitled to remain in that office for the rest of their lives without the need to be re-elected.

#### **44. Life Vice Presidents**

- 44.1 Life Vice President are Members of Council who prior to the 31st July 2024 had served as an administrative officer of the Association for at least 15 years and who were elected prior to the 31st July 2024 to be a Life Vice President in recognition of their service to the Association. Life Vice-Presidents shall be full Council Members until they reach the age of 80 whereupon they will become Honorary Life Vice Presidents and shall then cease to be members of Council. Honorary Life Vice-Presidents and Life-Vice Presidents shall be entitled to remain in that office for the rest of their lives without the need to be re-elected.

#### **45. Leader of Council & Deputy Leader**

- 45.1 The Council shall elect who shall be the Leader of Council and Deputy Leader of the Council. Such persons shall hold office for a three-year time period. Each term period shall run from the date of their election or appointment until the third annual anniversary Council Meeting immediately following the end of the time period of their term in office at which point, subject to any provisions of any council terms, he or she shall be eligible for re-election.

#### **46. Life Members**

- 46.1 Life Members of the Association are Council Members who prior to the 31st July 2024 had served as a Council Member for at least 20 years continuously or in aggregate, or were persons who, prior to the 31st July 2024, were in the opinion of the Council, had contributed outstanding and exemplary service to the Association. Life Members shall be entitled to receive notice of and attend all Council Meetings until they reach the age of 80 when they shall become an Honorary Life Member and thereafter only attend Council when invited to do so but shall not be entitled to vote thereat. Such persons as identified in Article 46 shall retain their titles and be entitled to such privileges as the Council shall determine.

#### **47. Honorary Members**

- 47.1 The Council may elect such persons as are considered appropriate to be Honorary Members of the Association. Such persons shall be resident or formerly resident in the County and, in the opinion of Council, have given exemplary service to association football. Honorary Members shall be entitled to receive notice of and

attend Council Meetings when invited to do so but shall not be entitled to vote thereat. The Council shall have the right to remove Honorary Membership.

#### **48. FA Representative**

- 48.1 The Association shall appoint a person to represent the Association on the Council of the Football Association who shall be referred to as the FA Representative. The appointment shall be made by the Board in accordance with the rules and requirements of The Football Association following an open, transparent and public advertisement inviting applications for the position. The FA Representative shall be entitled to attend all Board, Council and Council Committee Meetings but shall not be entitled to vote, if not already a Council Member.

#### **49. Council Elected Directors**

- 49.1 The Chief Executive, on request, shall send to Council Members a nomination paper on or before such date as shall be determined. Such nomination paper shall require such information as may be required to identify the skills and experience of the candidate to be a director and must be completed and returned to the Chief Executive not later than such date as the Board shall prescribe each year.
- 49.2 Any Council Member may nominate another Council Member to be a Director on the form provided, which must be seconded by another Council Member and signed by the candidate. Council Members may only nominate or second one candidate.
- 49.3 In the event that a ballot is necessary a voting paper containing the names of candidates will be provided to each Council Member entitled to vote. The ballot shall take place at the Council Meeting in such manner as the Association shall determine.
- 49.4 The requisite number of candidates recording the highest number of votes shall be declared elected to serve for a three-year term from the Council meeting at which the ballot was held subject to confirmation by the Board.

#### **50. Term of Office of Council Elected Directors**

- 50.1 The provisions of Article 17 shall apply to the term of office of Council elected directors.
- 50.2 The Council, subject to Board approval may elect a Council Member to fill any vacancy on the Board arising through resignation or otherwise of a council elected director elected under these Articles. The provisions of these Articles shall apply save that the election shall be held at such time as the Council shall determine.

## **51. Other Officers**

- 51.1 The Council may appoint such other Officers as the Council shall require from time to time to assist in supporting and developing football in the County. Such persons shall hold office for a three-year term and shall be eligible for re-appointment without a time limit on their term of office.

## **52. Powers of Council**

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

- 52.1 The Council may, subject to the approval of the Board regulate and manage all football matters referred to it to include (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the governance, regulation and conduct of football in the County in accordance with any appropriate Football Association Regulations.
- 52.2 The Council shall have rights to consult and challenge directors but in no event can Council make any contrary decisions on any financial or commercial matters or override the ultimate decision-making authority and powers of the directors in such matters.
- 52.3 The Council may remove any Council Member subject to the provisions of Articles 52.8
- 52.4 The Council may accept resignations, and to fill any vacancy which may occur during the year and make appointments subject to the provisions of these Articles.
- 52.5 The Council may reject the nomination of any organisation permitted to nominate a representative to serve on Council or the nomination of any person seeking election as a geographical representative where that person is considered liable to bring the association into disrepute or whose previous conduct is considered by Council to be inconsistent with the best interests of the Association.
- 52.6 The Council shall meet on at least three occasions each season with a meeting held in the summer period to be known as the summer council meeting at which the election and appointment of officers, council elected directors and members shall be conducted.
- 52.7 Any nominated or elected Member of Council who is absent from at least one quarter of the meetings of Council including the summer meeting and of the Committee(s) of which such a person is a member in any period of twelve months, without providing a written explanation satisfactory to the Council, shall be deemed to have resigned from Council. Council Members affected by this Article shall be entitled to address Council prior to any decision being taken.

- 52.8 Council Members shall conduct themselves in a manner which does not bring the good name of the Association into disrepute. Council Members whose actions or activities may prejudice the good name and reputation of the Association or fail to meet the requirements of the Football Association may be suspended, expelled from Council, or otherwise dealt with. Any member subject to action under this Article shall be entitled to a hearing and a right of appeal.

### **53. Role of Council**

- 53.1 The Council with agreement from the Board may establish such football committees as it considers appropriate from time to time to aid the administration of football in the County.
- 53.2 Where such football committees exist in accordance with 53.1, the football committees do not require Directors as a quorum as provided in 8.1.
- 53.3 Each year at the summer Council Meeting the Council shall appoint Council Members to the Committees of the Council to hold office for a one-year term until the next summer Council Meeting. Appointments to the Committees, including who shall Chair those Committees, shall be in accordance with the recommendations of a committee composed of the Leader of Council, Deputy Leader and the Council elected directors.

### **54. Proceedings of Council**

- 54.1 The Chief Executive Officer shall on the request of any five Council Members call a Council meeting. The notice shall be sent to all the Council Members individually. At least seven days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. No business shall be transacted at any meeting unless a quorum of 15 Council Members is present.
- 54.2 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.

### **55. Notice of Meetings and Minutes**

- 55.1 The Chief Executive Officer shall receive and distribute notices of all general meetings and all meetings of the Council and Committees. The Chief Executive Officer or their representative shall be entitled to attend and speak at all Board and Committee meetings but shall not be entitled to vote at any meetings.
- 55.2 The Council Members shall cause minutes to be made of all its proceedings

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

### **56. Liability of Members**

- 56.1 Each member undertakes that, if the Association is wound up while they are a member or within one year after he or she ceases to be a member, he or she will contribute an amount to the assets of the Association as may be required for:
- 56.1.1 Payment of the Association's debts and liabilities contracted before he or she ceases to be a member;
  - 56.1.2 Payment of the costs, charges and expenses of winding up; and
  - 56.1.3 Adjustment of the rights of the contributories among themselves, provided that such amount shall not in aggregate exceed £1.

## **PART 8: ADMINISTRATIVE ARRANGEMENTS**

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

- 57.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 57.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 57.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

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

- 58.1 Any notice, document or information sent or supplied by the Association to the members or any of them:

- 58.1.1 By post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;
- 58.1.2 By being left at a member's registered address, or such other postal address as notified by the member to the Association for the purpose of receiving Association communications, shall be deemed to have been received on the day it was left;
- 58.1.3 By electronic means, shall be deemed to have been received 24 hours after it was sent. Proof that a notice, document or information in electronic form was addressed to the electronic address provided by the member for the purpose of receiving communications from the Association shall be conclusive evidence that the notice, document or information was sent; and
- 58.1.4 By making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this Article or, if later, the date on which it is first made available on the website.

## **59. Secretary**

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

## **60. Accounts**

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

- 60.2 The books of account shall be kept at the registered office of the Association, or, subject to section 388 of the Act, at such other place or places as the directors shall think fit and shall always be open to the inspection of any director.
- 60.3 The Association must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every member, to every holder of the Association's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Act.
- 60.4 The Association must, pursuant to section 424 of the Act, comply with the obligations set out in this Article not later than:
- 60.4.1 The end of the period for filing accounts and reports to the Registrar of Companies; or
- 60.4.2 If earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

**61. No Right to Inspect Accounts and Other Records**

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

**62. Alterations to the Memorandum and Articles**

- 62.1 The Articles shall be as determined by the Members from time to time and the provisions in these Articles. Proposals to amend the Articles may be made by members pursuant to the 2006 Act or by the Board.
- 62.2 Proposals to amend the Articles under Article 62.3 may only be made if:
- 62.2.1 Such amendment complies with the Law
- 62.2.2 The Articles incorporating such amendment would not breach the Law
- 62.3 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 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).

**63. Rules and Bye-Laws**

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