

Company Number:04088537

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF
KENT COUNTY FOOTBALL ASSOCIATION LIMITED**

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 League" means a league of Affiliated Clubs which the Council has accepted from time to time may affiliate to the Association;

"Affiliated League Representative" means a Council Member representing an Affiliated League appointed from time to time by the Affiliated League pursuant to Article 45.9 and in accordance with Article 46.1

"Articles" – means the Association's articles of association, as amended from time to time;

"Association" – means the county football association called Kent County FA;

"Chair" – has the meaning given in Article 13;

"Chair of the meeting" – has the meaning given in Article 13;

"Competition" means a competition of Affiliated Clubs which the Council has accepted may affiliate to the Association;

"council elected director" – means a director appointed in accordance with Article 16.1.5;

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

"director" – means a director of the Association;

"division" means a division of Affiliated Clubs, Affiliated Leagues and Affiliated Competitions in such geographical area of the County as is determined from time to time by the directors;

"divisional Representatives" means Council Members elected from time to time pursuant to Article 45.8 and in accordance with Articles 48 and 49

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

"elected director" – means a director appointed in accordance with Article 16.1.1;

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

"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 FA Representative" means the person appointed in accordance with Article 51 to be the Association's representative from time to time at The Football Association under the Articles of The Football Association;

"Honorary Vice-Presidents" means the persons appointed from time to time to be the honorary vice-presidents of the Association in accordance with Article 50;

"Independent Director" means a director who is not a council elected director

"Kent Schools FA" means the association recognised by the directors as being responsible for the area covering Kent County Schools Football Association as defined by the English Schools Football Association;

"Life Members" means the persons appointed from time to time to be the life members of the Association in accordance with Article 50;

"member" – has the meaning given in section 112 of the Act;

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

replacement from time to time;

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

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

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

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

“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;

“Standing Committees” means the standing committees of the Council created in accordance with Article 52.3 as amended from time to time in accordance with Article 52.4;

“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;

“Vice-Chair” means the person appointed from time to time to be the vice-chair of the Association in accordance with Article 13.3;

“Vice-Presidents” means the persons appointed from time to time to be the vice-presidents of the Association in

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

“youth council terms”

– means any standing orders or terms of reference regulating the conduct of business and membership of youth council adopted by the youth council from time to time.

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

PART 2: OBJECTS

2. Objects

The primary objects for which the Association is established is to operate the county football association and promote participation in amateur football in Kent, 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 which shall extend to honoraria to such persons the board of directors decides.

4. The Association

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 he or she is aware in which he or she has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Association unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 5.2. An interest of a director to be disclosed under Article 5.1 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.
- 5.3. If a conflict of interest arises for a director and the conflict is not authorised by virtue of any other provision in the Articles, the remaining directors may authorise such a conflict of interest if each of the following conditions is satisfied:
 - 5.3.1. The director is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company, or person;
 - 5.3.2. The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting; and
 - 5.3.3. The remaining directors are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.

PART 4: DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' General Authority

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

7. Directors may Delegate

- 7.1. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
 - 7.1.1. To such person or 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 one director and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
- 8.2. The directors may make rules of procedure for all or any 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 committees required by the Rules from time to time.
- 8.4. 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 such other committees 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 a director shall, summon a meeting of the directors.
- 9.3. Any such notice shall specify where, when and how the meeting is to be held. Any director may waive notice of any meeting and such waiver may be retrospective.
- 9.4. All acts done in good faith by any meeting of the directors or of any 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 three.
- 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.
- 10.4. 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 calling Council meetings, filling vacancies or of calling a general meeting.

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 constituted under these Articles, need not execute the same written instrument or electronic communication;
 - 12.2.5. A resolution shall be effective when the secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article 12; and
 - 12.2.6. If no secretary is appointed, the chair shall perform the functions of the secretary under this Article 12.

13. Chairing of Directors' Meetings and the appointment of Chair & Vice-Chair

- 13.1. The Chair of council shall also be the chair of the board of directors and therefore be entitled 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 will be elected by Council according to the standing orders of the association in place at that time.
- 13.3. The Vice-Chair of the board of directors shall also be elected by Council according to the standing orders of the association in place at that time.
- 13.4. Where there are more than two candidates for any elected position a ballot shall take place. Where any candidate fails to achieve more than 50% of the votes cast, the candidate receiving the least number of votes shall withdraw. If there is more than one candidate who receives the lowest number of votes, there shall be a ballot to determine who should withdraw and a further ballot or ballots be taken until a candidate is elected.
- 13.5. If the chair is not in attendance at the meeting, then the vice chair shall chair the directors' meeting.
- 13.6. If neither the chair nor vice chair are in attendance, then the Senior Independent Director shall chair the meeting. If they are not available, the remaining directors must appoint one of themselves to chair it.
- 13.7. The Chair and Vice-Chair shall immediately cease to hold such appointments upon ceasing to be a director.

14. Records of decisions to be kept

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

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. Number of Directors

- 15.1. The number of directors shall be subject to a maximum of 12.
- 15.2. No less than one third of the directors from time to time shall be independent.
- 15.3. The number of council elected directors shall not exceed one half of the director's 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 to as a director;
 - 16.1.2. Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors;
 - 16.1.3. The Chief Executive Officer shall be elected ex-officio.
 - 16.1.4. Council elected directors
 - 16.1.5. Independent directors appointed from time to time by the board of directors in accordance with recruitment policies in place at that time.
- 16.2. No person may be appointed as a director:
 - 16.2.1. Unless he or she has attained the age of 18 years;
 - 16.2.2. He or she has reached 72 years of age; or
 - 16.2.3. In circumstances such that, had he or she already been a director, he or she would have been disqualified from acting under the provisions of Article 18.
- 16.3. The equality committee established pursuant to Article 8.3 shall be entitled to appoint one member who is not otherwise a director to attend directors' meetings as an observer. In this capacity, he or she shall be entitled to receive notice of, and attend and speak at, all directors' meetings and to receive copies of all board papers as if he or she 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 himself or herself 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 for members of council 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 of appraising the performance of the chair.

17. Term of Office

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

themselves for re-appointment at more than two such council meetings at which he or she is eligible for re-appointment in accordance with this Article, subject to the exceptions in Articles 17.1.1 and 17.1.2 also applying to council elected directors in the same way as elected directors.

- 17.3. If a director retires pursuant to Articles 17.1 or 17.2, he or she shall not be eligible for re-appointment to the board of directors until a period of four years has passed from the date of his or her retirement.
- 17.4. The term limits in Articles 17.1 and 17.2 shall not apply retrospectively from the date of the relevant director's appointment, but will take effect from 6th July 2022

18. Termination of Director's Appointment

- 18.1. A person ceases to be a director:
 - 18.1.1. If he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director;
 - 18.1.2. If he or she has a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction or where he or she makes any arrangement or composition with his or her creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act;
 - 18.1.3. If he or she dies or he or she is, or may be, suffering from mental disorder and either:
 - 18.1.4. He or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or any similar law in any jurisdiction; or
 - 18.1.5. An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs.
- 18.2. If by notice in writing to the Association, he or she resigns (but only if at least two directors remain in office when the notice of resignation is to take effect);
- 18.3. 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;
- 18.4. If he or she is the subject of a decision of the Football Association, UEFA, or FIFA that he or she be suspended permanently or for a specified period from taking part in football management and/or football administration and/or any football related activity pursuant to any applicable disciplinary provisions under the rules or statutes of UEFA or FIFA (as appropriate);
- 18.5. If he or she no longer complies with a declaration of good character given by the director upon taking office or the Association's directors' code from time to time;
- 18.6. If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or by virtue of any provision of the statutes;
- 18.7. If he or she is removed by the members of the Association by a majority vote;
- 18.8. If he or she is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association;
- 18.9. Where he or she is an ex officio director, if he or she ceases to hold the office by which he or she became entitled to be a director; or
- 18.10. Reaches the age of 72 where he or she shall retire and the next Annual General meeting

19. Directors' Indemnity

- 19.1. Subject to the provisions of the Act, and so far, as may be consistent with the statutes:
 - 19.1.1. Every director and every other officer other than the Association's auditor or the reporting accountant may be indemnified out of the assets of the Association against all costs, charges, losses, expenses, and liabilities incurred by him or her in the actual or purported execution and/or discharge of his or her duties and/or the actual or purported exercise of his or her powers and/or

otherwise in relation to,
or in connection with, his or her duties, powers, or offices, in each case to the extent permitted by section 232 of the Act; and

- 19.1.2. The Association may also provide funds to any director or any other officer (other than the Association's auditor or reporting accountant) or do anything to enable a director or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

PART 5: MEMBERS: BECOMING AND CEASING TO BE A MEMBER

20. Applications for Membership

- 20.1. The subscribers to the memorandum shall be members of the Association.
- 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 his or her membership;
 - 21.1.3. If he or she dies; or
 - 21.1.4. If he or she fails to pay any subscription as soon as it is due and payable.

22. Transfer of Membership

Membership of the Association is not transferable.

ORGANISATION OF GENERAL MEETINGS

23. General Meetings

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

24. Calling General Meetings

- 24.1. The Association shall hold a general meeting in each calendar year which will be designated as the Annual General Meeting (AGM).
- 24.1.1. The AGM shall contain, but not be limited to the following items on the agenda;
 - 24.1.1.1. To receive from the directors a report on the association's activities since the previous AGM;

- 24.1.1.2. To elect new divisional representatives to council as outlined in article 48.6 subject to vacancies being available;
- 24.1.1.3. To elect the president;
- 24.1.1.4. To elect the vice presidents and honorary vice presidents;
- 24.1.1.5. To appoint the Associations auditors;
- 24.2. A general meeting of the Association shall be called by at least 14 days' clear notice.
- 24.3. The Association may give such notice by any means or combination of means permitted by the Act.
- 24.4. 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 can 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, if in attendance at a general meeting shall retain their rights to speak and vote at that meeting.

27. Quorum for General Meetings

If the Association only has one member that member shall be a quorum. In any other case 25 members entitled to vote upon the business to be transacted shall be a quorum. A proxy or an authorised representative of a member shall count for the purposes of the quorum. No business other than the appointment of the 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. The chair shall chair the general meeting. In the event of the chair being unable to chair the meeting within ten minutes of the time at which a meeting was due to start the general meeting shall be chaired by;
 - 28.1.1. The vice chair;
 - 28.1.2. One of the directors presents; or

- 28.1.3. (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 it.
- 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

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.

33.2. Any such objection must be referred to the chair 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:
 - 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) are 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 his or her agreement to it and the date by which this is to be done; and
 - 37.2.8. A proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

PART 6: LIABILITY OF MEMBERS AND DISSOLUTION

38. Liability of Members

- 38.1. Each member undertakes that, if the Association is wound up while he or she is a member or within one year after he or she ceases to be a member, he or she will contribute an amount to the assets of the Association as may be required for:
- 38.1.1. Payment of the Association's debts and liabilities contracted before he or she ceases to be a member;
 - 38.1.2. Payment of the costs, charges, and expenses of winding up;
 - 38.1.3. Adjustment of the rights of the contributories among themselves, provided that such amount shall not in aggregate exceed £10 and
 - 38.1.4. 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.

PART 7: ADMINISTRATIVE ARRANGEMENTS

39. Means of Communication to be Used

- 39.1. 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.
- 39.2. 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.
- 39.3. 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.

40. When Notice or Other Communications are Deemed to Have Been Received

- 40.1. Any notice, document or information sent or supplied by the Association to the members by the following methods:
 - 40.1.1. 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;
 - 40.1.2. 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;
 - 40.1.3. 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
 - 40.1.4. 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.

41. Secretary

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. For the avoidance of doubt, the role of secretary shall not be eligible to vote on any business.

42. Accounts

- 42.1. The directors shall cause proper and adequate books of account to be kept enabling 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.
- 42.2. 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.
- 42.3. 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.
- 42.4. The Association must, pursuant to section 424 of the Act, comply with the obligations set out at Article 42.3 not later than:
 - 42.4.1. The end of the period for filing accounts and reports to the Registrar of Companies; or
 - 42.4.2. If earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

43. No Right to Inspect Accounts and Other Records

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

44. Rules and Bye-Laws

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.

PART 8: COUNCIL AND YOUTH COUNCIL

45. Bodies

- 45.1. There shall be a body known as the council of Kent County FA.
- 45.2. The following shall be members of council:
 - 45.2.1. President;
 - 45.2.2. Chair;
 - 45.2.3. Vice Chair;
 - 45.2.4. Vice Presidents in accordance with Article 50;
 - 45.2.5. Life Members;
 - 45.2.6. Divisional Representatives;
 - 45.2.7. Affiliated League Representatives;

- 45.2.8. One representative appointed by Kent Schools' Football Association;
- 45.2.9. Two representatives appointed by the Youth Council;
- 45.2.10. One representative to represent participants In Higher Education;
- 45.2.11. One representative to represent Kent Referees;
- 45.3. No person may be elected or appointed as a Council Member for the first time who has attained the age of 70.
- 45.4. Except for Life Members, any person reaching the age of 75 must retire at the next annual general meeting.
- 45.5. No employee of a County FA is eligible to become a Council Member.

46. Appointment to Council

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

47. Term Limits

- 47.1. Each council member shall serve as a council member from the date of his or her appointment until his or her replacement or vacation of office in accordance with these Articles
- 47.2. A council member, who is a director, shall be entitled to remain on council as an honorary member of council, entitled to attend but not vote at council meetings, for such period beyond which he or she would otherwise be required to retire in accordance with Article 47.1 as he or she remains a director.

48. Elections to Council

- 48.1. The directors shall decide into which Division an Affiliated Club, Affiliated League or Affiliated Competition shall belong. The Council shall decide how many Divisional Representatives each Division is entitled to have from time to time. At the annual general meeting one third of the Divisional Representatives in each Division or if their number is not two or a multiple two, the number nearest to one-third shall retire but shall be eligible for re-appointment. Those to retire shall be those who have served longest in office since their last election. As between those who have served for an equal length of time the Divisional Representatives to retire shall (unless they otherwise agree) be determined by lot.
- 48.2. The existing Divisional Representatives due to retire at the annual general meeting are automatically deemed to be re-nominated without the need for a nomination form unless such Divisional Representative declares otherwise. The Chief Executive Officer shall, on request from an Affiliated Club, Affiliated League, Affiliated Competition, send to that Affiliated Club or Affiliated League or Affiliated Competition a nomination form for the election of the Divisional Representatives in the place of those retiring. Those persons proposed to be nominated as Divisional Representatives to fill any vacancies that have arisen must be proposed by an Affiliated Club or Affiliated League or Affiliated Competition and seconded by another Affiliated Club or Affiliated League or Affiliated Competition playing within the relevant Division on the nomination form prescribed by the board of directors. Such form must be submitted to the Chief Executive Officer by such date as the board of directors shall prescribe each year and must be signed by the chair of the meeting of the Affiliated Club or Affiliated League or Affiliated Competition at which the candidate was proposed or seconded and counter-signed by the secretary of that Affiliated Club or Affiliated League or Affiliated Competition. No Affiliated Club or Affiliated League or Affiliated Competition may nominate more than one candidate for any one vacancy.
- 48.3. Any person nominated or re-nominated as a Divisional Representative must reside within the Division he represents. No person may be nominated or re-nominated as a Divisional Representative for more than one Division.
- 48.4. If there are as many candidates nominated to be the Divisional Representatives for a particular Division as there are vacancies, those candidates shall be declared elected unopposed as the Divisional Representatives for that particular Division at the next annual general meeting. If there are more candidates nominated to be the Divisional Representatives for a particular Division than there are vacancies, there shall be an election for that particular Division at the annual general meeting

in accordance with the provisions of Article 49.

- 48.5. At the annual general meeting Council Members may vote for the election of Divisional Representatives in the Division in which they serve. In addition, the Affiliated Clubs, Affiliated Leagues and Affiliated Competitions playing within the Division (but not any other Affiliated Club, Affiliated League or Affiliated Competitions) may vote in the election of Divisional Representatives to represent that Division
- 48.6. The candidates receiving the largest number of votes appropriate to the number of vacancies for each Division shall be declared elected at the annual general meeting. In the event of a tie between candidates for any vacancy there shall be a supplementary vote of all the Council Members and the Affiliated Clubs, Affiliated Leagues and Affiliated Competitions entitled to vote in that particular Division and shall be held in such manner as the directors shall decide to choose between those candidates. If after the supplementary vote the candidates still poll an equal number of votes the chair of the meeting shall have a casting vote to decide which candidate shall be elected.
- 48.7. In the event of no nominations or fewer nominations than the number of vacancies having been received from the Affiliated Clubs and Affiliated Leagues and Affiliated Competitions within a Division or if a Divisional Representative vacates office for any reason during his term the number of Divisional Representatives for that Division shall be reduced accordingly until the following annual general meeting. Any such vacancy which was either not filled at a preceding annual general meeting or which arises subsequently may be filled at the annual general meeting. The vacancies which were due to arise in any event at that following annual general meeting for that Division in accordance with Article 49 shall be filled first by the candidates securing the highest number of votes. Those persons elected as the Divisional Representatives shall hold office for a period of three years in accordance with Article 48.8. Any vacancy which should have been filled at a preceding annual general meeting or which arose subsequently shall be filled by the candidate securing the next highest number of votes at this following annual general meeting, but such a candidate shall only hold office until such time as;
 - 48.7.1. he would have served had he been elected to serve for three years at the annual general meeting when the vacancy originally arose; or
 - 48.7.2. the candidate he is replacing was due to retire (as the case may be).
- 48.8. Subject to Article 48.7, those persons elected as Divisional Representatives shall hold office for a period of three years following the annual general meeting at which they are elected but shall be eligible for re-election. The Divisional Representatives appointed to fill a vacancy or interim vacancy as provided in Articles 48.7 shall hold office for the appropriate period as therein provided.

49. Appointment to Council & Election Regulations

- 49.1. Each organisation or group of organisations, entitled to nominate a person or persons to be Council Members pursuant to Articles 45.2, shall decide for themselves which person they propose to nominate as a Council Member. Those persons appointed as Affiliated League Representatives must be elected Officers or elected members of the League Management Committee and may only represent one Affiliated League. Those persons proposed to be nominated as Council Members pursuant to Articles 45.2 must be nominated on the nomination form prescribed by the board of directors and such form must be submitted to the Chief Executive Officer by such time as the Directors shall prescribe. Such persons if approved by the Council shall serve for a one-year term from the first Council meeting after the annual general meeting in each year and shall be eligible for re-appointment.
- 49.2. Subject to Article 48, the Council shall have power to fill any 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 re-appointment in accordance with these Articles.
- 49.3. A candidate shall not, neither 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 or she 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. If any Divisional Representative ceases to reside within the Division, he represents such person shall be deemed to resign at the next annual general

meeting and the position may be filled as provided in Article 48 (unless he was due to retire at that meeting in any event).

- 49.4. No person shall be elected or serve as a Council Member if they are a member of the council of any other county football association, either at the time of nomination or after election. No employee of the Association shall be eligible to serve as an Elected Member of Council.

50. President, Honorary Vice-Presidents, Vice-Presidents, and Life Members

- 50.1. At each annual general meeting the President shall retire but shall be eligible for re-election. Nominations for the office of President shall be made to the Chief Executive Officer by such date as the board of directors shall prescribe in each year. Any member of the Association may propose or second a nomination for President. Nominations shall be subject to the approval of Council. Any person serving as President shall automatically be deemed to be re-nominated unless he has reached the age of 75 where a formal nomination will be required. If there is only one nomination such person shall be declared elected unopposed at the annual general meeting. If there is more than one nomination, an election shall be held at the annual general meeting. The person elected shall hold office for a one-year term until the next annual general meeting but shall be eligible for re-election. The President shall be entitled to receive notice of; attend, speak and vote at all Council meetings. The President shall have such additional rights and privileges as the Council shall from time to time prescribe.
- 50.2. The Honorary Vice-Presidents shall be appointed by the members at the annual general meeting. Only Council may nominate a person to be an Honorary Vice-President. No person shall be eligible for appointment as an Honorary Vice-President unless he has served as a Council Member for at least 10 years or has, in the opinion of Council, made a significant contribution to football. Honorary Vice-Presidents shall be entitled to receive notice of and attend and speak at all Council meetings but shall not have a vote. Honorary Vice-Presidents shall, on being appointed pursuant to this Article be entitled to remain as Honorary Vice-Presidents without the need to be re-appointed until they reach the age of 75 where a formal nomination will be required. Honorary Vice-Presidents shall have such additional rights and privileges as the Council shall from time to time prescribe.
- 50.3. Up to a maximum of 12 Vice-Presidents shall be appointed by the members at the annual general meeting in each year. Only the Council may nominate a person to be a Vice-President. No person shall be appointed as a Vice-President unless he is a current elected Council Member whose services, in the sole opinion of Council have a strong claim to recognition initially through length of service followed by merit. Such persons appointed as Vice-Presidents shall hold office for a one-year term from the annual general meeting at which they are appointed until the next annual general meeting but shall be eligible for re-appointment. Vice-Presidents shall be entitled to receive notice of, attend, speak and vote at all Council meetings. Vice-Presidents shall have such additional rights and privileges as the Council shall from time to time prescribe.
- 50.4. Persons may be appointed at any time by the Council as Life Members. No person shall be eligible to be appointed as a Life Member unless he is a Council Member, who in the opinion of Council has given outstanding service to football in the County and who, save in exceptional circumstances as recognised by the board of directors and reported to Council, has reached the age of 75. Life Members are entitled to receive notice of, attend, speak and vote at Council meetings. Life Members shall have such additional rights and privileges as the Council shall from time to time prescribe.

51. The Football Association Representative

The Council shall decide which person should be the FA Representative. Such person shall be appointed for such term and upon such conditions as the Council thinks fit. Any person so appointed may be removed at any time by the Council. If a vacancy arises during the term the Council may appoint a replacement.

52. Power of Council

- 52.1. The Council has the power to appoint and remove the Directors in accordance with these Articles.
- 52.2. The Council has the power to regulate and manage all footballing matters referred to it is including (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County.

- 52.3. Pursuant to Article 52.4, at the first Council meeting following the annual general meeting in each year the Council shall appoint such 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:
- 52.3.1. Referees Committee;
 - 52.3.2. Competitions Committee;
 - 52.3.3. Governance Committee;
 - 52.3.4. Development Committee;
 - 52.3.5. Strategy & Partnerships Committee and
 - 52.3.6. such other ad hoc committees to deal with footballing matters as the Council sees fit.
- 52.4. The Council may in its absolute discretion at any time amend or add to the list of Standing Committees in Article 52.3 and the Council may at any time dispense with the need for any of the Standing Committees set out in Article 52.3. The Council may also amend the name of any Standing Committee at any time
- 52.5. Each Standing Committee appointed in accordance with Article 52.3 shall decide which of its number shall be chair and which vice-chair of the Standing Committee. No person may be appointed as chair or vice chair if they have reached the age of 72. Each Standing Committee shall conduct its business in accordance with any terms of reference and standing orders set by the Directors from time to time. Each Standing Committee may create working groups subject to approval of the Directors. Membership of such groups will be open to non- Council members.

53. Proceedings of Council

- 53.1. Council Members are entitled to attend all Council meetings and all Council Members shall be entitled to attend all general meetings and except for Honorary Vice-Presidents are entitled to vote at such meetings.
- 53.2. The Chief Executive Officer may and on the request of at least eight Council Members, shall call Council meetings. The notice shall be sent to all the Council Members individually. At least seven days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. The Council shall meet at least four times a year. No business shall be transacted at any meeting unless a quorum of 20 voting Council Members are present.
- 53.3. The Council shall have the power to make standing orders for the conduct of Council meetings and the 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.
- 53.4. Any Council Member who shall without sufficient reason be absent, without the permission of the Council, from three consecutive Council meetings shall be deemed to have resigned his membership of the Council.