



London Football Association Member Communication Document EGM1

London FA

INTRODUCTION

The purpose of this paper is to communicate to London FA members a proposed amendment to the agreed timetable for Board and Council appointments and elections in this election year (2020). This amendment is necessary as a result of the ongoing Covid-19 crisis and will require some minor changes to the London FA Articles of Association, as set out in the 28th May 2020 Extraordinary General Meeting (EGM) agenda and calling notice.

In summary, the proposal is to shift all dates back by one quarter (three months), and to agree at the EGM on the 28th May 2020 that this timetable can continue to be amended flexibly should the Covid-19 crisis last longer than currently anticipated.

The process for agreeing this, the legal basis for making this recommendation and an example amended timeline is all set out for London FA members below.

RELEVANT LONDON FA ARTICLES OF ASSOCIATION AND WHAT THEY MEAN:

Under our present Articles:

- We now must hold our annual general meeting (AGM) in June in each year (Article 14).
- Nominations for the Council shall be sought every three years starting in 2002 and shall be received in each election year before May 31st in that year unless the Board have decided otherwise before January 31st in the same year and told the Council of the new date (Article 37).
- Council Members shall take office from 1st July in each election year and shall serve for three years until June 30th three years later. (Article 37).
- In an election year all externally recruited Council members shall retire but shall be eligible for reappointment subject to a maximum of three consecutive terms of three years starting from 2017 (Article 38).
- From 2020, four directors with football and required business skill and experience shall be elected from and by the Council, and these elections shall take place in 2020 and from then on, every three years (Article 57(vii)).
- At the first board meeting following the date when new Council members take office from 2020 onwards the Board shall appoint to Standing Committees for the remainder of the term of the board and Council (Article 65).
- Any proposal to alter the Memorandum or Articles shall require the approval of the London FA in a general meeting and may be passed or approved by a resolution passed by a majority of not less than 3/4 of the members entitled to vote who may be present in person (Article 109).
- All proposals to alter the Memorandum or Articles shall not be put to a general meeting until there has been enough consultation with members, Council and Board (Article 109).

- An extraordinary general meeting (EGM) called for the passing of a special resolution shall be called by at least 21 clear days' notice (Article 14). No amendment to a special resolution may be considered or voted upon (Article 23).
- No business shall be transacted at an extraordinary general meeting unless a quorum of 25 members is present in person or by proxy (Article 17).

It is now not possible for the London FA to comply with the dates for the AGM and for the timetable laid down in the Articles and by the process for recruiting the new Council, as a result of the Covid-19 pandemic.

To give the London FA maximum flexibility and to comply with its Articles, and having checked with the law as it applies under the Coronavirus Act and other legislation, the London FA Board is proposing the following to London FA members:

- Before the end of April 2020, an EGM will be called for the 28th May 2020, giving the required notice of 21 clear days.
- Two special resolutions will be put to this meeting by the Board to allow the date of the AGM to be moved this year to any month from July to December, and to change the timetable for recruiting the Council in similar way, to allow it to start in any month from June to October, and for the new Council to take office at any date from September to December.
- A third resolution will allow the Board, for a limited period up to the end of 2022, to take any further necessary decisions within the limits allowed by law and which would otherwise need the agreement of Council or an AGM or EGM, and which are necessary because of events which the board judge to be beyond the control of the London FA such as events which are as a result of the coronavirus pandemic.

The Board and London FA Council has been consulted as required by Article 109 and has agreed to put forward these three special resolutions. The proposals, together with this explanation, will be emailed to London FA members and posted on our website to comply with our duty to consult with all of these groups. The Chair or the Chief Executive will report at the EGM on the responses to the consultation and before the resolutions are formally proposed.

The EGM is being called by a postal mailing (which we are still obliged to do) to all members, except where members have previously given their agreement to receiving general meetings by email. Postal notices will be sent by (second class) post, as the law requires.

Because gatherings of more than two are not permitted in these exceptional circumstances we will in this mailing ask all members to give their proxy votes to the Chair, the Deputy Chair, the Finance & Risk Director or the Senior Independent Director, and name which of those they wish to act for them. The meeting will take place with two directors present in person (at a safe distance) and with the Chief Executive also present at a safe distance to act as Secretary. Other board members, council members, or members can of course be linked virtually if they wish and if this is practical, but only those present at the meeting will be able to vote for themselves or for those for whom they have been given proxies.

Provided there are at least twenty-three proxy votes (and we expect there to be many more) and two directors present we will be quorate. This will also meet the remaining requirements of Article 109.

As a result of the above, an example amended timetable and process for Board and Council appointments is set out in the table below.

As indicated above, if members approve our recommendations at an EGM on 28th May 2020, this timetable can be amended at any time as permitted by the changes made by our Articles by the Special Resolutions, ensuring that as an organisation we can respond appropriately and flexibly to ongoing developments regarding Covid-19.

COUNCIL APPOINTMENTS

Process	Date
Consultation with Council on proposed governance changes, either face to face or by a virtual meeting (Microsoft Teams)	29 June 2020
Recruitment for London FA Council opens (expressions of interest of no more than 300 words to the CEO)	01 July 2020
Deadline for expressions of interest to be received	31 st July 2020
Nominations & Remunerations Committee to interview shortlisted candidates	August 2020
New London FA Council members selected and proposed to London FA Board	September 2020
New London FA Council members introduced at London FA AGM	5 th October 2020 (date tbc)
Last day of office for existing London FA Council members	30 th September 2020
First day of office for new London FA Council members	1 st October 2020

BOARD APPOINTMENTS

Process	Date
Recruitment for London FA Board opens (cover letter and CV to the CEO for openly recruited positions, expressions of interest of no more than 300 words for Council-elected Directors)	01 October 2020
Deadline for applications and expressions of interest to be received	31 st October 2020
Nominations & Remunerations Committee to interview openly recruited shortlisted candidates and meet to confirm Council members wishing to stand for election.	November 2020
Elections for Council-elected Directors at London FA Council meeting	December 2020
Last day of office for existing London FA Board members	31 st December 2020
First day of office for new London FA Board members	1 st January 2021

Friday 24th April 2020