

**THE COMPANIES ACT 2006**

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**A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION OF  
MIDDLESEX COUNTY FOOTBALL ASSOCIATION  
LIMITED  
(Company Registration 4738011)**

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Adopted by Members' Resolution 28 February 2022

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**INTERPRETATION**

1. The model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time shall not apply to the Association but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.
  
2. In these Articles:  

"the Act"	means the Companies Act 2006 as amended, restated or re-enacted from time to time insofar as the Companies Acts apply to the Association as a charity;
"Articles"	means these Articles of Association;
"Associate Member"	means a person who the Council has from time to time resolved may be an associate member of the Association;
"Association"	means, where used in the context of Middlesex football, Middlesex County Football Association Limited, a Charity recognised under the Companies Act 2006, the company intended to be regulated by these Articles;

"Chairman"	means the person appointed from time to time to be the Chairman of the Association in accordance with Article 54;
"Chief Executive"	means the person appointed from time to time to be the Chief Executive of the Association in accordance with Article 58;
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Club"	means a football club which the Council has from time to time accepted may affiliate to the Association;
"Competition"	means a competition of Clubs and/or clubs affiliated to another football association recognised by the Association which the Council has from time to time accepted may affiliate to the Association;
"connected person"	means in relation to a director any person falling within one (1) or more of the following categories:  (a) any spouse, civil partner, parent, child, sibling, grandparent or grandchild of a director;  (b) the spouse or civil partner of any person in paragraph (a) above;  (c) any person in a relationship with a director which may reasonably be regarded as equivalent to such a relationship as is referred to in paragraph (a) or (b) above;  (d) any company, partnership, limited liability partnership or firm of which a director is a paid director,

member, partner or employee or a shareholder holding more than one (1) per cent of the issued share capital;

(and in relation to a director “connected” has a corresponding meaning);

"Co-opted Council Members"	means a Council Member co-opted from time to time pursuant to paragraph (xii) of Article 38 and in accordance with Article 47;
"the Council"	means the Council of the Association as constituted under these Articles and any Rules made pursuant thereto;
"Council Members"	means the persons appointed, elected or co-opted from time to time to be members of the Council in accordance with these Articles;
"County"	means the area described in in Article 114(b);
"County Secretary"	means the person appointed from time to time to be the County Secretary of the Association in accordance with Article 57;
"directors" or "the Board"	means the directors of the Association for the purposes of the Act as appointed from time to time under these Articles;
"Elected Council Members"	means a Council Member elected from time to time pursuant to paragraph (xi) of Article 38 and in accordance with Articles 39 to 45;
"executed"	includes any mode of execution;
"Executive Officer"	means the person appointed from time to time to be the Executive Officer of the Association in accordance with Article 59;
"FA Representative"	means the person appointed from time to time in accordance with Article 60 to be the Association's Representative at

	The Football Association under the Articles of The Football Association;
"Finance Director"	means the person appointed from time to time to be the Finance Director of the Association in accordance with Article 56;
"The Football Association"	means The Football Association Limited of Wembley Stadium, Wembley, Middlesex HA9 0WS;
"Full Member"	means a person (including Clubs, Competitions and Council Members) who the Council has from time to time resolved may be a Full Member of the Association;
"Honorary Members"	means the persons appointed from time to time to be the Honorary Members of the Association in accordance with Article 53;
"independent"	<p>a person is independent if they are free from any close connection with the Association and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be "independent" even if they are a member of the Association and/or play the sport. Examples of a "close connection" include but are not limited to:</p> <ol style="list-style-type: none"><li>a) they are or have within the last four years been actively involved in the Association's affairs, e.g., as a representative of a specific interest group within the Association;</li><li>b) they are or have within the last four years been an employee of the Association, or;</li><li>c) they are a "connected person" and/or have close family ties with the directors or employees of the Association or its subsidiaries;</li></ol>

"Laws of the Game"	means the laws of Association Football as settled by the Federation Internationale de Football Associations ("FIFA") from time to time;
"Life Members"	means the persons appointed from time to time to be the Life Members of the Association in accordance with Article 52;
"Life Vice-Presidents"	means the persons appointed from time to time to be the Life Vice-Presidents of the Association in accordance with Article 50;
"members"	means those Clubs, Competitions, Associate Members and individuals admitted into membership of the Association from time to time in accordance with Article 5;
"Membership Rules"	means the Membership Rules of the Association created and amended from time to time pursuant to Article 8;

"office"	means the registered office of the Association;
"Past President"	means a person appointed from time to time to be a Past-President of the Association in accordance with Article 49;
"President"	means the person appointed from time to time to be the President of the Association in accordance with Article 48;
"Rules"	means the rules, regulations, standing-orders and bye-laws of the Association as amended from time to time;
"Rules of The Football Association"	means the rules of The Football Association as amended from time to time;
"seal"	means the common seal of the Association;
"secretary"	means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association pursuant to the Act, including a joint, assistant or deputy secretary;
"Standing Committees"	means the Standing Committees of the Council created in accordance with Article 63 as amended from time to time in accordance with Article 64;
"United Kingdom"	means Great Britain and Northern Ireland;
"Vice-Chairman"	means the person appointed from time to time to be the Vice-Chairman of the Association in accordance with Article 55;
"Vice-Presidents"	means the persons appointed from time to time to be the Vice-Presidents of the Association appointed in accordance with Article 51.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.

Words denoting the singular number include the plural 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.

Headings are inserted for convenience only and do not affect the construction of these Articles.

## **NAME**

3. The name of the Charity is “Middlesex County Football Association Limited” save that the Charity's name may be changed by special resolution or a unanimous decision of the directors in accordance with these Articles.

## **OFFICE**

4. The office of the Association is to be situated in England and Wales.

## **MEMBERS OF THE ASSOCIATION**

5. The members as at the date of adoption of these Articles of the unincorporated association known as Middlesex County Football Association and such other persons as are admitted to membership by the Council in accordance with the Articles shall be the members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council requires executed by him. The provisions of section 113 of the Act shall be observed by the Association and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration the number of members is declared to be unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 323 of the Act. Council Members shall be members but any person who ceases to be a Council Member shall automatically cease to be a member and his name shall be erased from the Register of Members and any person who ceases to be a member shall automatically cease to be a Council Member.
6. A member may withdraw from membership of the Association on seven days' clear notice to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of

the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or the Membership Rules.

7. The Council may, provided they follow the recommendations of the directors, from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members without the need to refer such Rules to a vote of the members in general meeting.
8. The Association will adopt as Membership Rules of the Association, the current rules relating to membership of the unincorporated association known as Middlesex County Football Association as amended by the Council. The Council may from time to time propose amendments, variations and revocations of those Membership Rules. Subject to Article 7, such amendments, variations and revocations will only be effectively passed by a vote of three quarters of the members present and voting at a general meeting. It shall be for the Council to decide if a matter is to be dealt with as a "Membership Rule" to be dealt with in accordance with this Article 8 or a "regulation" to be dealt with in accordance with Article 110.
9. It shall be the duty of the Council, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Council Members present and voting, which majority shall include one half of the total number of the Council Members for the time being.
10. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Council. The Council Members and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the Council Members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.
11. The members shall pay any subscription or affiliation fees set by the Council. Any member whose subscription or affiliation fee has not been paid by such date as the Council from time to time shall decide shall be deemed to have resigned his membership of the Association.

## GENERAL MEETINGS

12. The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:
- (a) to receive from the directors a full statement of account;
  - (b) to receive from the directors a report of the activities of the Association since the previous annual general meeting;
  - (c) to announce the appointment of the Elected Council Members pursuant to Articles 39 to 45;
  - (d) to appoint the President, Chairman, Treasurer, Life Vice-Presidents and Vice-Presidents (as appropriate);
  - (e) to appoint the Association's auditors;
  - (f) to consider any proposed amendments to the Membership Rules;
  - (g) to transact such other business as may be brought before it in accordance with these Articles.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

13. The directors or the Council may call general meetings and, on the requisition of one-tenth of the Full Members pursuant to the provisions of the Act, the directors shall within 21 days proceed to convene an extraordinary general meeting for a date not later than 28 days after the date of the notice convening the meeting. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the secretary may call a general meeting.

## NOTICE OF GENERAL MEETINGS

14. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other extraordinary general meeting shall be called by at least 14 days' notice. A general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together

holding not less than 90% of the total voting rights at the meeting of all the members.

15. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:
- (a) the consideration and adoption of the accounts and balance sheet and the reports of the directors and auditors and other documents required to be annexed to the accounts;
  - (b) the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.

The notice shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special resolution, specify the intention to propose the resolution as a special resolution.

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

17. No business shall be transacted at any meeting unless a quorum of 10 Full Members is present in person, by proxy or in the case of a corporate member by representative.
18. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
19. The President, if present, shall open the meeting and the Chairman or in his absence the Vice-Chairman shall preside as chairman of the meeting, but if neither the Chairman nor the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman of the meeting.
20. If no director is willing to act as chairman of the meeting, or if no director is present within 15 minutes after the time appointed for holding the meeting, the

members entitled to vote and present in person, by proxy or in the case of a corporate member by representative shall choose one of their number to be chairman of the meeting.

21. The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
22. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
  - (a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
  - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
23. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
24. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (a) by the chairman of the meeting; or
  - (b) by at least five members present in person, by proxy or in the case of a corporate member by representative and having the right to vote at the meeting.
25. Unless a poll is duly demanded a declaration by the chairman of the meeting

that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
27. A poll shall be taken at such time and place and in such manner as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, if the chairman of the meeting is a member of the Association then he shall be entitled to a casting vote in addition to any other vote he may have.
29. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
30. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
31. A resolution in writing executed by or on behalf of such number of members who would have been entitled to vote 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 and may consist of several instruments in the like form each executed by or on behalf of one or more members.

## **VOTES OF MEMBERS**

32. Each Full Member (other than a Council Member) is entitled to send two representatives to general meetings but only one of those representatives shall have a vote. In the event of any disagreement as to which representative should have the vote, the chairman of the meeting shall have the final

decision as to which one shall vote. Council Members may receive notice of, attend and vote at all general meetings. Subject to Article 28, on a show of hands every member who is present in person and who is entitled to vote, shall have one vote. On a poll every member present in person, by proxy or in the case of a corporate member by representative shall have one vote. Honorary Members and Associate Members shall not be entitled to receive notice of, attend or vote at general meetings.

33. Proxies may only validly be appointed by a notice in writing which:
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
34. 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. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
36. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

## **COUNCIL**

38. The Council shall comprise:
- (i) the President;
  - (ii) the Chairman;
  - (iii) the Life Vice-Presidents;
  - (iv) the Vice-Presidents;
  - (v) the Past Presidents;
  - (vi) the Life Members;
  - (vii) the Finance Director;
  - (viii) the Chief Executive;
  - (ix) the County Secretary;
  - (x) the Executive Officer;
  - (xi) up to 27 Elected Council Members;
  - (xii) up to nine Co-opted Council Members.

## **ELECTIONS TO COUNCIL**

39. Each year the Chief Executive shall on request send an application form to a person wanting to stand for election as an Elected Council Member. The completed application form must be submitted to the Chief Executive by such date as the Council shall prescribe each year for the Council to approve the candidate.
40. No person may be considered for election as an Elected Council Member unless such person is approved by the Council.
41. If the number of candidates approved by Council does not exceed the number of vacancies to be filled, the approved candidates shall be declared elected unopposed at the next annual general meeting. If the number of candidates approved by Council exceeds the number of vacancies, a voting paper shall be prepared and those eligible to vote who are in attendance at the annual general meeting shall be entitled to vote in the election, which shall be conducted in such manner as the Council shall in their absolute discretion from time to time prescribe. No Full Member may vote for more candidates than there are vacancies.

42. The candidates receiving the largest number of votes appropriate to the number of vacancies shall be declared elected at the annual general meeting as Elected Council Members.
43. In the case of two or more candidates polling an equal number of votes the Council shall at its first Council meeting after the annual general meeting each year elect (in its discretion) one such candidate to be an Elected Council Member.
44. Those persons elected as Elected Council Members shall hold office for a period of three years from the annual general meeting at which they were elected and shall retire at the annual general meeting held in the third year after their election but shall be eligible for re-election in accordance with these Articles.
45. In the event of a casual vacancy occurring in relation to any Elected Council Member, the Council shall have power (but shall not be obliged) to appoint a suitably qualified substitute as an Elected Council Member until the next annual general meeting and such person shall be eligible for re-election in accordance with these Articles.
46. The Council Members shall remain in office until the meeting at which they are due to retire. In addition to the power set out in Article 45, the Council shall have power to fill any other vacancy which may occur on the Council during the year. A Council Member so appointed to fill a vacancy shall hold office until such time as the person who was replaced was due to retire but shall be eligible for re-appointment in accordance with these Articles. Except that where a person has been appointed under this Article to fill a vacancy as President he shall serve only until the next annual general meeting of the Association but (subject to Article 48(e)) he shall then be eligible for reappointment.
47. The Council shall have power to co-opt up to nine persons to serve as Co-opted Council Members. Such Co-opted Council Members shall hold office for such term as Council shall determine and shall have the same rights and privileges as the Elected Council Members.

## **PRESIDENT**

48. The President shall be appointed by the members in general meeting in accordance with this Article 48.
  - (a) The President shall have such rights and privileges as the Council shall from time to time prescribe and shall be entitled to receive notice of, attend and vote at all meetings of the Standing Committees.

- (b) The Council shall nominate such person or persons as they shall from time to time think fit to stand for appointment as President. The members may only appoint as President a person who has been nominated by the Council.
- (c) Save as otherwise provided in this Article 48, a person who is appointed as President pursuant to this Article 48 shall hold office until the third annual general meeting following the date of his appointment. At that meeting he shall automatically retire from office.
- (d) A person retiring from office as President at any annual general meeting or (subject to Article 48(e) below) a person who has formerly held the office of President may be nominated by the Council for re-appointment as President by the members of the Association present in person at the meeting for a further term expiring on the date on which the next annual general meeting is held.
- (e) No person may hold office as President for more than six years (whether consecutively or in aggregate). A person shall automatically retire from office as President when he has held office as President (whether consecutively or in aggregate) for six years. Where a person has been appointed to fill a casual vacancy pursuant to Article 46, the time spent in fulfilling that vacancy shall not be included for the purposes of assessing whether he has six years service as President

## **PAST PRESIDENTS**

- 49. A person who has served as President of the Association shall become a Past President on ceasing to serve as President. The Past Presidents shall be entitled to receive notice of, attend and vote at Council meetings, general meetings and Standing Committee meetings for the rest of their lives. The Past Presidents shall have such rights and privileges as the Council shall from time to time prescribe and shall be members of the Standing Committees by virtue of their office.

## **LIFE VICE-PRESIDENTS**

- 50. The Council may nominate such persons as it thinks fit to be Life Vice-Presidents and such nomination shall be made by such date in each year as the Council shall from time to time prescribe. Only those persons nominated by the Council as Life Vice-Presidents may be appointed by the members at the next annual general meeting. Life Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings without the need to be re-appointed. Life Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe and shall be members of the Standing Committees by virtue of their office.

## **VICE-PRESIDENTS**

51. There shall be a maximum of eight Vice-Presidents at any time. The Council may nominate such persons as it thinks fit to be Vice-Presidents and such nominations shall be made by such date in each year as the Council shall from time to time prescribe. Only those persons nominated by the Council as Vice-Presidents may be appointed by the members at the Association's annual general meeting in each year to fill the vacancies arising. A person so appointed shall hold office for a period of three years from the annual general meeting at which he was appointed until the annual general meeting in the third year after his appointment and shall be eligible for re-appointment. The Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe and shall be members of the Standing Committees by virtue of their office.

## **LIFE MEMBERS**

52. A person who has served as a Council Member of the Association and/or the former organisations known as the Middlesex County Youth Football Association and the Middlesex County Football Association – Youth Division for 25 years either continuously or in aggregate shall be eligible to be appointed as a Life Member of the Association by the Council. This appointment shall be recorded at the next annual general meeting. Life Members shall be entitled to receive notice of, attend and vote at all Council meetings and general meetings. Life Members shall be entitled to remain on the Council for the rest of their lives without the need to be re-elected. Life Members shall have such rights and privileges as the Council shall from time to time prescribe.

## **HONORARY MEMBERS**

53. The Council may appoint such number of persons as it sees fit as Honorary Members. Honorary Members are not entitled to receive notice of, attend or vote at Council meetings, Standing Committee meetings or general meetings. The Honorary Members shall have such rights and privileges as the Council shall from time to time prescribe.

## **CHAIRMAN**

54. The Chairman shall retire at the annual general meeting each year. Only the Council may nominate a person to be Chairman and such nomination shall be made by such date in each year as the Council shall from time to time prescribe. The Chairman shall be appointed by the members at the Association's annual general meeting each year. A person so appointed shall hold office for a one year term until the next annual general meeting but shall be eligible for re-appointment. The Chairman shall have such rights and privileges as the Council shall from time to time prescribe.

## **VICE CHAIRMAN**

55. At the first Council meeting following the annual general meeting in each year, the Council shall appoint one of their number to be Vice Chairman of the Association. The person appointed as the Vice Chairman shall hold office for a one-year term until the first Council meeting following the next annual general meeting but shall be eligible for re-appointment.

## **FINANCE DIRECTOR**

56. The Finance Director shall retire at the annual general meeting each year. Only the Council may nominate a person to be Finance Director and such nomination shall be made by such date in each year as the Council shall from time to time prescribe. The Finance Director shall be appointed by the members at the Association's annual general meeting each year. A person so appointed shall hold office for a one year term until the next annual general meeting but shall be eligible for re-appointment. The Finance Director shall have such rights and privileges as the Council shall from time to time prescribe and shall be a member of the Standing Committees ex officio.

## **COUNTY SECRETARY**

57. The Council may appoint a person to be the County Secretary on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be exercised by him. The County Secretary shall be a Council Member by virtue of his office. The County Secretary shall be entitled to receive notice of and attend all directors' meetings. The County Secretary shall have such rights and privileges as the Council shall from time to time prescribe and shall be a member of the Standing Committees by virtue of his office.

## **CHIEF EXECUTIVE**

58. The Council may appoint a person to be the Chief Executive on such terms and for such period as they think fit and may delegate to the Chief Executive such of their powers as they think desirable to be executed by him.

## **EXECUTIVE OFFICER**

59. The Council may appoint a person to be the Executive Officer on such terms and for such period as they think fit and may delegate to the Executive Officer such of their powers as they think desirable to be executed by him.

## **FA REPRESENTATIVE**

60. The Council shall decide which person should be The FA Representative each year. Such person shall be appointed for a one-year term and upon such conditions as the Council thinks fit. Any person so appointed may be removed at any time by the Council and the Council may fill any casual vacancy in the position of FA Representative.

## **POWERS OF COUNCIL**

61. The Council has the power to appoint and remove the directors in accordance with these Articles.
62. Subject to Article 72, the Council has the power to regulate and manage all matters referred to it.
63. Pursuant to Article 62, at the first directors' meeting following the annual general meeting in each year the directors shall appoint such Council Members as they think fit to the following Standing Committees of the Council to hold office until the first Council meeting following the next annual general meeting:
- (a) Competitions;
  - (b) Football;
  - (c) Governance;
  - (d) Referees;
  - (e) such other Standing Committees to deal with matters as the Council sees fit.

The directors may, at their absolute discretion at any time appoint to, or remove from, the above Standing Committees of the Council such Council Members as they think fit.

64. The Council may in its absolute discretion at any time amend or add to the list of Standing Committees in Article 63 and the Council may at any time dispense with the need for any of the Standing Committees set out in Article 63. The Council may also amend the name of any Standing Committee at any time.
65. Each Standing Committee set out in Article 63 shall decide which of its number shall be chairman, which vice-chairman and which secretary of the Standing Committee. The persons appointed as chairman of the Standing Committees set out in paragraphs (a) to (e), of Article 63 shall be directors by virtue of their office. Each Standing Committee shall conduct its business in accordance with any terms of reference and standing orders set by the

Council from time to time. The directors, Life Members, Life Vice-Presidents, Past Presidents and Vice Presidents shall be entitled to receive notice of, attend and vote at all meetings of the Standing Committees set out in Article 63. Each Standing Committee and any sub-committee of a Standing Committee shall ensure that full and accurate minutes are made of all Standing Committee and sub-committee meetings. Such minutes shall be made promptly and shall be circulated to the directors as soon as practicable after the meeting to which they refer has taken place. No decision of any Standing Committee may be implemented unless such decision has been fully and correctly minuted, those minutes have been circulated to the directors and the decision approved by them. The directors may suspend the operation of and activities of the Standing Committees set out in Article 63 at any time.

66. Each Standing Committee shall have the power to appoint sub-committees from among its members and may delegate thereto any powers of the Standing Committee. The composition of any sub-committee shall be determined by the directors.

### **PROCEEDINGS OF COUNCIL**

67. Council Members are entitled to attend all Council meetings and general meetings and subject to the provisions of these Articles are entitled to vote at such meetings.
68. The Chief Executive may and, on the request of any 10 Council Members, shall call Council meetings. The notice shall be served on all the Council Members individually. At least three clear 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 Council meeting unless a quorum of 10 Council Members is present.
69. 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 except the Chairman who shall have a second and casting vote. All voting at Council meetings shall be conducted by a show of hands unless a ballot is demanded by at least 10 Council Members or the Chairman. All matters shall be decided by a simple majority.
70. Should any Council Member be absent from three consecutive Council meetings or three consecutive meetings of a Standing Committee without giving a reason satisfactory to the Council, the Council shall have power to declare the office held vacant and proceed to fill the vacancy in accordance with these Articles.

## DIRECTORS

71. Save where specifically set out in these Articles, the affairs of the Association shall be governed by the directors who may authorise all such acts and the exercise of all such powers of the Association by the directors, on whom executive management powers are conferred as directors, as may be required to give effect to the objects and which are not by statute or these Articles required to be done or exercised by the Association in general meeting or by the Council.
72. In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the directors, a matter shall be carried if supported by a simple majority of the directors present and voting.

## NUMBER OF DIRECTORS

73. Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of 12 but shall be not less than three.

## BOARD OF DIRECTORS

74. The directors shall be:
- (i) the President;
  - (ii) the Chairman;
  - (iii) the Vice-Chairman;
  - (iv) the Finance Director;
  - (v) the chairmen of the Standing Committees in accordance with Article 63;
  - (vi) up to four further persons elected by the Council.
  - (vii) up to four further independent persons appointed by the board of directors.
75. The directors set out in paragraphs (i), (ii) and (iv) of Article 74 shall retire at the annual general meeting but shall be eligible for re-election.
76. At the first meetings of the Standing Committees set out in Article 63 following the Association's annual general meeting the directors set out in paragraph (v) of Article 74 shall retire but are eligible for re-appointment if re-elected as the chairmen of the Standing Committees set out in Article 63. The persons who serve as chairmen of the Standing Committees set out in Article 63 shall be directors by virtue of their office and shall cease to be directors if they cease to hold the office of chairman of one of the Standing Committees set out in

Article 63. A director so appointed who retires or resigns as a director, shall also be deemed to have resigned his Standing Committee position. At the first Council meeting following the annual general meeting in each year the Council shall decide which other Council Members shall be elected as directors by the Council. The persons elected as directors shall hold office until the first Council meeting following the next annual general meeting but are eligible for re-election.

## **DELEGATION OF DIRECTORS' POWERS**

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

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

78. Without prejudice to the provisions of section 168 of the Act, the members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.
79. The Council may appoint a person who is willing to act to be a director to fill a casual vacancy among the directors appointed by it pursuant to paragraph (vi) of Article 74. A director so appointed shall hold office until the person he has replaced was due to retire but shall be eligible for re-election.
80. If any director is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

81. The office of a director shall be vacated if:
- (a) he ceases to be a Council Member; or
  - (b) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (d) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (e) he resigns his office by notice to the Association; or
- (f) he shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the directors and the Council resolve that his office be vacated; or
- (g) he is suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association; or
- (h) he is removed from office by a resolution duly passed pursuant to section 168 of the Act; or
- (i) he is removed from office by a majority of Council Members present and voting at the Council meeting at which the resolution to remove him is proposed.

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

82. The directors and Council Members may be paid all reasonable travelling and other expenses as approved by and at a rate set by Council properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise. The Association may also fund a director's expenditure for the purposes permitted under the Act and may do anything to enable a director to avoid incurring such expenditure as provided in the Act.

## **DIRECTORS' APPOINTMENTS AND INTERESTS**

83. Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the

Association) under the Association and he (or any firm of which he is a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him in consequence of so acting.

- (a) A director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Association unless it relates to a contract, transaction or arrangement with the Association or the matter has been authorised by the directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (b) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 83(a). Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted.
- (c) A director shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 83(b) (subject in any such case to any limits or conditions to which such authorisation was subject).
- (d) A director who becomes aware that he is in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the Association must declare the nature and extent of that interest to the other directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (e) Save as herein provided, or otherwise agreed in writing by all of the directors, a director shall not vote in respect of any contract, transaction or arrangement with the Association in which he has an interest which is to his knowledge a material interest otherwise than by virtue of being a member. A director shall not be counted in the quorum at the meeting in relation to any resolution on which he is debarred from voting.
- (f) Subject to the provisions of the Act and always to the provisions of Article 83 a director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning:
  - (i) the giving of any security, guarantee or indemnity in respect of a

- debt or obligation of the Association or any subsidiary for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or
- (ii) any arrangement for the benefit of directors or employees of the Association or directors or employees of any subsidiary which does not award him any privilege or benefit not generally awarded to the other persons to whom such arrangement relates.
- (g) If any question shall arise at any time as to the materiality of a director's interest or as to the entitlement of any director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting (or if the director concerned is the chairman to the other directors at the meeting) and his or their ruling (as the case may be) shall be final and conclusive except in a case where the nature or extent of the interests of such director has not been fairly disclosed.
- (h) Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Association) under the Association and he (or any firm of which he is a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him in consequence of so acting.

## **DIRECTORS' GRATUITIES AND PENSIONS**

84. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

## **PROCEEDINGS OF DIRECTORS**

85. The directors shall be members of all Standing Committees ex officio and are entitled to receive notice of all meetings of Standing Committees and shall be entitled to attend, speak and vote at such meetings.
86. The directors within 28 days of their meetings shall report to the Council on their activities.

87. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
88. Any director may participate in a meeting of the Board, or of a committee of directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.
89. A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally. The quorum for the transaction of the business of the directors shall be three.
90. 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.
91. The Chairman shall be the chairman of the Board of directors. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present. But if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman shall preside. If there is no Vice-Chairman or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
92. All acts carried out by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
93. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of

several documents in the like form each signed by one or more directors.

94. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association.
95. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
96. The Association may by ordinary resolution suspend or relax to any extent, in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
97. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
98. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

## **SECRETARY**

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

## **MINUTES**

100. The directors shall cause minutes to be made in books kept for the purpose:
  - (a) of all appointments made by the directors; and
  - (b) of all proceedings at meetings of the Association, which shall include without limitation proceedings of the Council, of the directors, of the Standing Committees listed in paragraphs (a) to (e) of Article 63 and of committees of directors, including the names of the directors present at each such meeting.

Any such minutes of any meeting, if purporting to be signed by the chairman

of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## ACCOUNTS

101. The directors shall cause accounting records of the Association to be kept in accordance with section 386 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered). No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

## NOTICES

102. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
103. The Association may give or deliver any notice or other documents on to a member:
- (a) personally;
  - (b) by sending it by post in a prepaid envelope addressed to the member at his registered address;
  - (c) by leaving it at that address;
  - (d) electronically to an electronic address (e-mail) or facsimile number notified by the Association by the member for this purpose; or
  - (f) by reference to a particular website.

A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

104. A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
105. Proof that an envelope containing a notice was properly addressed, prepaid

and posted shall be conclusive evidence that the notice was given. Proof that an e-mail containing a notice was properly addressed shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. Where a notice or document is sent by reference to a particular website, service or delivery is deemed to be effected when the recipient is notified of its availability on the website.

## DISSOLUTION

106. The members of the Association may at any time before and in expectation of its dissolution, resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

Subject to any such resolution of the members of the Association, the directors of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no resolution in accordance with Article 106 is passed by the members or the directors the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.

## RULES

107. The Association and its members shall be bound by and subject to and shall act in accordance with the Rules and the Rules of The Football Association and any regulations, standing orders, decisions, rulings or other findings or

orders of any nature made pursuant to the Rules or the Rules of The Football Association. In the case of any difference between provisions under these Articles, the Rules and the Rules of The Football Association, the Rules of The Football Association and any provisions made pursuant to them shall take precedence.

## **INDEMNITY**

108. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

## **ALTERATIONS TO THE ARTICLES**

109. Any proposal to alter the 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 ( $\frac{3}{4}$ ) of the members of the Association for the time being entitled to vote who may be present in person in accordance with the Act and (in the case of a winding-up) in accordance with the provisions of the Insolvency Act 1986 (as amended from time to time).

## **REGULATIONS**

110. The Council has the power to make, repeal and amend regulations for the sanction and control of leagues and competitions, regulations for disciplinary proceedings of players and members, regulations relating to referees and regulations for the better administration of the Association.
111. Any regulations made pursuant to Article 111 must be consistent with and subject to the Rules of The Football Association.

## **OBJECTS**

112. The objects for which the Association is established are:

To promote community participation in healthy recreation for the public benefit by providing facilities and coaching for the game of Association Football.

113. The objects stated in each part of Article 112 shall not be restrictively construed but shall be given the widest interpretation. In Article 112, the word "association" shall, except where used to refer to the Association, mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere. Except where the

context expressly so requires, none of the objects stated in Article 112, shall be limited by, or be deemed subsidiary or auxiliary to, any other object stated in Article 112.

## **MEMBERS' LIABILITY AND APPLICATION OF PROPERTY**

114. The liability of the members is limited.
115. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Association save that the provisions of Article 106 shall apply on the winding-up or dissolution of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:
- (a) of reasonable and proper remuneration to any director, member, officer, servant or consultant of the Association for any services rendered to the Association and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such director, member, officer, servant or consultant of the Association;
  - (b) to any director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other directors to act in that capacity on behalf of the Association;
  - (c) of interest on money lent by a member of the Association or its directors at a commercial rate of interest;
  - (d) to any director of reasonable and proper out-of-pocket expenses or other costs as permitted further to Article 82;
  - (e) of reasonable and proper rent for premises demised or let by any member of the Association or by any director;
  - (f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association.
116. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound-up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves.

## INCOME AND EXPENDITURE

117. The income and property of the Association shall be applied solely towards the promotion of the Objects.
118. No part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any members of the Association and no director shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association: provided that nothing in these Articles shall prevent any payment in good faith by the Association:
- (a) of a benefit to any member of the Association or to any director (or a connected person) in his or her capacity as a beneficiary of the Association;
  - (b) to any director of reasonable and proper out of pocket expenses reasonably and properly incurred in the discharge of their duties to the Association;
  - (c) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Association or a director (or a connected person) may also be a member holding not more than one (1) per cent of the issued share capital of that company;
  - (d) of reasonable and proper remuneration for any goods or services supplied to the Association by any member of the Association who is not a director (or a connected person);
  - (e) of reasonable and proper remuneration to any director (or a connected person) for any goods or services supplied to the Association on the instructions of the directors (excluding in the case of a director the service of acting as director and any services performed under a contract of employment with the Association) provided that this provision together with Article 118(c) may not apply to more than half of the directors in any financial year (and for these purposes this provision is also treated as applying to any director if it applies to a person connected with that director);
  - (f) of interest on money lent by any member of the Association or a director (or a connected person) at a reasonable and proper rate;
  - (g) of reasonable and proper rent or hire fee for premises demised or let or hired out by any member of the Association or a director (or a connected person);
  - (h) of reasonable and proper premiums in respect of Director indemnity insurance effected in accordance with Article 112(v);

- (i) to any director or other Officer of the Association of any indemnity effected in accordance with Article 108; or
- (j) of any benefit expressly authorised in Writing by the Commission;

so long as in the case of any benefit conferred on a director or a connected person under this Article the relevant director must comply with Article 121.

119. These Articles shall not prevent any payment in good faith by any Subsidiary Company:

- (a) of a benefit to any member of the Association or to any director (or connected person) in his or her capacity as a beneficiary of the Association or any Subsidiary Company;
- (b) to any director of reasonable and proper out of pocket expenses reasonably and properly incurred in the discharge of their duties to the Association or any Subsidiary Company;
- (c) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Association or a director (or connected person) may also be a member holding not more than one (1) per cent of the issued share capital of that company;
- (d) of reasonable and proper remuneration for any goods or services supplied to any Subsidiary Company by any member of the Association who is not a director (or a connected person);
- (e) of reasonable and proper remuneration to any director (or a connected person) for any goods or services supplied to any Subsidiary Company with the approval of the directors (excluding in the case of a director the service of acting as a director of the Association but including any other services performed by a director or a connected person under a contract of employment with any Subsidiary Company) provided that this provision together with Article 119(e) may not apply to more than half of the directors in any financial year (and for these purposes this provision is also treated as applying to any director if it applies to a person Connected with that director);
- (f) of interest on money lent by any member of the Association or a director (or a connected person) with the approval of the directors at a reasonable and proper rate;
- (g) of reasonable and proper rent or hire fee for premises demised or let or hired out by any member of the Association or a director (or a connected person);
- (h) of reasonable and proper premiums in respect of indemnity insurance effected in subject to the Companies Acts;

- (i) to any director or other officer of any Subsidiary Company of any indemnity effected subject to the Companies Acts; or
- (j) of any benefit expressly authorised in Writing by the Commission;

so long as, in the case of any benefit conferred on a director or a connected person under Articles 118(e), (f), (g) inclusive, the relevant Director must obtain the approval of the directors and comply with Article 84.

## **SCOPE AND POWERS PERMITTING DIRECTORS' OR CONNECTED PERSONS' BENEFITS**

120. A director or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association provided that a majority of the directors do not benefit in this way.
- (a) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
  - (b) Subject to sub-clause (a) of this Article a director or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the director or connected person.
  - (c) A director or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
  - (d) A director or connected person may receive rent for premises let by the director or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (e) A director or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

## **PAYMENTS FOR SUPPLY OF GOODS ONLY – CONTROLS**

121. The Association and its directors may only rely upon the authority provided by Article 119(e) if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Association or its directors (as the case may be) and the director or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Association.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the Association to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Association.
- (e) The supplier 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.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by Article 120.

## **LIABILITY OF MEMBERS**

122. The liability of the members is limited.

## **MEMBERS’ GUARANTEE**

123. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound up while he or she is a member or within one (1) year after he or she ceases to be a member for:

- (a) payment of the Association's debts and liabilities contracted before he or she ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributors among themselves.