

Company Number: 03813707

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
NORTHAMPTONSHIRE
FOOTBALL ASSOCIATION
LIMITED**

Adopted by Special Resolution of the Members on Tuesday 6th April 2021

PART 1: INTERPRETATION

1. Defined Terms

In the Articles, unless the context requires otherwise:

"1986 Act" – or any numbered section of it, means the [Insolvency Act 1986](#) or such section as amended, restated or re-enacted from time to time;

"Act" – or any numbered section of it, means the [Companies Act 2006](#) or such section as amended, restated or re-enacted from time to time;

"affiliated club"-means a football club which the council has accepted may affiliate to the Association;

"affiliated league"-means a league of affiliated clubs which the council has accepted may affiliate to the Association;

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

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

"associate member"-means an affiliated club or other person who the council has resolved may be an associate member of the Association;

"board safeguarding champion"-means the appropriately qualified person appointed by the Association in the role of the board safeguarding champion in compliance with The Football Associations Safeguarding Operating Standard or any other subsequent requirement of the Football Association;

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

"chairman of the meeting" – has the meaning given in Article 28.2;

"chief executive"-means the person employed as the chief executive of the Association or such other person as the directors shall designate to fulfil that role for the purposes of these Articles.

"council"-means the council of the association as constituted under these Articles and any rules, regulations, standing orders and bye-laws of the association from time to time;

"council elected director" – means a director appointed by the council pursuant Articles 16.3 and for the purposes of Article 17.3 a director who has been elected by the council prior to the adoption of these Articles;

"council terms" – means any standing orders or terms of reference regulating the constitution, membership and conduct of business of council adopted by the council from time to time pursuant to Article 40.5;

"County of Northamptonshire"- means the area within the county boundaries of Northamptonshire (as defined on 31st March 1974) or such other area as shall be determined by the Football Association;

"deputy chairman"-has the meaning given in Article 13;

"director" – means a director of the Association;

"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;

"eligible organisation"- means each of the organisations or group of organisations specified in Article 38.2.6 to Article

38.2.19 (inclusive) who are entitled to elect or appoint one or more representatives;

“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;

“FA Representative”- means the person appointed from time to time in accordance with Article 39.7 to be the Association’s representative on The Football Association Council under the Articles of The Football Association;

“Life-Members”- means the persons appointed as life members in accordance with Article 39.5;

“Life Vice-Presidents”-means the persons appointed from time to time to be the life vice-presidents of the Association in accordance with Article 39.6;

“member” – has the meaning given in section 112 of the Act when referring to a member of the Association;

“member of the Council”-means a person appointed or elected or nominated from time to time to be a member of the council in accordance with these Articles;

“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;

“President”-means the person elected from time to time to be president of the Association In accordance with Article 39.1

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

“representative”- means a member of the council elected, appointed or nominated pursuant to Article 38;

“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;

“special resolution” – has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;

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

“Vice-Presidents”-means the persons elected from time to time to be the vice-presidents of the Association appointed in accordance with Article 39.4;

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

“youth council”- has the meaning given In Article 38.10; 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 pursuant to Article 40.7;

- 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 the County of Northamptonshire 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 save that the provisions of Article 47 shall apply on the winding-up or dissolution of the Association. This does not prevent:
 - 3.1.1. A member of the Association receiving a benefit from the Association in the capacity of a beneficiary of the Association; or
 - 3.1.2. Reasonable and proper remuneration to any member of the Association for any goods or services provided to the Association.

4. The Association

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

Subject to Article 20.3 (council to make membership rules) and Article 40.1 (council competence over footballing matters), 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 statute or these Articles required to be done by the Association in a general meeting or by the Council.

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 (which in these Articles is called the Inclusion Advisory Group and abbreviated to IAG) and any other committees required by the Rules from time to time. The directors shall also maintain an audit committee and a nominations committee unless the directors consider it appropriate for the directors to act in place of such committees, as well as 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 four (4).

- 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 chairman of the meeting shall have a second or casting vote.

11. Participation in Directors' Meetings

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

12. Resolutions in Writing

- 12.1. A resolution executed by all the directors, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 12.2. For the purposes of this Article 12:
 - 12.2.1. A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
 - 12.2.2. A written instrument is executed when the person executing it signs it;
 - 12.2.3. An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;
 - 12.2.4. The directors, or (as the case may be) members of a committee 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 chairman (and if the chairman shall refuse or be unable to do so, the deputy chairman) shall perform the functions of the secretary under this Article 12.

13. Chairing of Directors' Meetings

- 13.1. The council may appoint a director to chair director's meetings (the "chairman") as specified by and in accordance with Article 39.3 and thereafter the directors may appoint a director to be the chairman following a formal, open, transparent and publicly advertised recruitment process. The chairman so appointed shall also be chairman of the council.
- 13.2. The directors may appoint director to chair director's meetings in the absence of the chairman (the "deputy chairman"). The deputy chairman shall be appointed following a formal, open, transparent and advertised recruitment process. The deputy chairman so appointed shall also be deputy chairman of the council.
- 13.3. Neither the chairman nor the deputy chairman shall be the chief executive of the Association (or any equivalent office holder).
- 13.4. The chairman and deputy chairman shall immediately cease to hold such appointment upon ceasing to be a director.
- 13.5. If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the deputy chairman shall chair that director's meeting. If both the

chairman and deputy chairman are not participating in a director's meeting within ten minutes of the time at which it was to start the directors must appoint one of themselves to chair it.

13.6. The term of office for the chairman and deputy chairman shall be;

13.6.1 For the chairman and deputy chairman appointed as at the date of adoption of these Articles the period until the first meeting of the council after adoption;

13.6.2 For the next chairman and deputy chairman for the period commencing on appointment until the appointment of a chairman and deputy chairman by the directors following the annual general meeting of the Association in 2022; and

13.6.3 Thereafter three (3) years or such shorter period as shall be co-terminus with his or her term of office as director;

13.7. The chairman and deputy chairman shall retire from their respective offices prior to the first annual general meeting of the association after reaching the age of seventy-five (75);

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 ten (10) until the annual general meeting of the Association in 2023 and thereafter nine (9) which number may be increased by the co-option of one (1) director in accordance with Article 16.1.2

15.2. No less than three (3) of the directors from time to time shall be independent.

15.3. The number of council elected directors, until the elections contemplated by Article 17.3 shall not exceed five (5), thereafter until the annual general meeting of the Association in 2023 shall not exceed four (4) and thereafter shall not exceed three (3).

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 following a formal, open, transparent and publicly advertised recruitment process;

16.1.2. One person as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any such 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. One member of the IAG established pursuant to Article 8.3 (who unless otherwise agreed by the directors shall be the chairman of IAG who shall be appointed by a formal open and transparent process) who shall be an ex officio director;

16.1.4. The chief executive officer of the Association (or any equivalent office holder) who shall be an ex officio director;

16.1.5. The board safeguarding champion; and

16.1.6. Council elected directors (in the numbers referred to in Article 15.3).

16.2. Only members of the council (from and including the annual general meeting of the Association in 2022 being only those members of the council who are representatives of an eligible organisation) are eligible for election as a council elected director and only members of the council may participate in the election of such directors in accordance with the procedure set down in Article 16.3.

16.3. The election of council elected directors shall follow a formal, open, transparent and advertised

recruitment process which shall include the following procedure;

- 16.3.1 The secretary or the chief executive shall, prior to each election on the date prescribed by the directors, send to members of the council a nomination paper;
 - 16.3.2 The nomination paper shall be completed and returned to the secretary or chief executive not later than the date as the directors shall prescribe;
 - 16.3.3 Any member of the council may nominate another member of the council to be a director on the form prescribed by the directors, which must be seconded by another member of the council and signed by the candidate;
 - 16.3.4 Members of the council may only nominate or second one candidate;
 - 16.3.5 A voting paper containing the names of all candidates shall be given to each member of the council at such time as the directors shall prescribe prior to the election;
 - 16.3.6 The name of any person nominated as a director who has failed to be re-appointed as a member of the council at the annual general meeting of the council shall be withdrawn from the election;
 - 16.3.7 In the event that a ballot is necessary, such ballot shall take place at the meeting of the council immediately preceding the annual general meeting of the Association in the relevant year in such manner as the directors shall prescribe; and
 - 16.3.8 The candidate or requisite number of candidates recording the highest number of votes shall be declared elected at the relevant meeting of the council to fill the director vacancies that have arisen.
- 16.4. No person may be appointed as a director:
- 16.4.1. Unless he or she has attained the age of 18 years or; or
 - 16.4.2. 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.
- 16.5. The deputy chairman shall act as a sounding board for the chairman, serve as an intermediary for the other directors when necessary, act as an alternative contact for members of the council if the normal channels of communication to the directors through the chairman 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 chairman.

17. Term of Office

- 17.1. At the annual general meeting of the Association in 2023 the two elected directors who have served the longest in office but only if he or she has served at least two years from the date their appointment shall retire from office as director and may offer himself or herself or themselves for re-appointment by the members. As between elected directors who have served an equal length of time the director or directors to retire shall (unless they otherwise agree) be determined by lot. At the annual general meeting of the Association in 2024 the remaining elected director or elected directors serving in office shall retire from office as director and may offer himself or herself or themselves for re-appointment by the members.
- 17.2. Thereafter at the third annual general meeting following the date of his or her appointment, an elected director shall retire from office as director 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 Article 17.1 and this Article 17.2 as shall be applicable, provided that:
 - 17.2.1. 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 chairman or appointed to the Football Association Council during his or her term of office as a director; and

- 17.2.2. The board may in exceptional circumstances permit an elected director to hold office for a period up to a further year beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with this Article.
- 17.3. At the first meeting of the council following the adoption of these Articles all existing council elected directors shall retire from office as director but may offer themselves for re-appointment by the council and the council may elect up to four (4) members of the council to be directors. One office of council elected director shall, for the purposes of transition, be for a fixed term expiring on the day of the annual general meeting of the Association in 2023 and shall thereafter cease to exist. The council elected director who shall receive the lowest number of votes in the election shall be elected to this office but shall not be prevented from standing for other offices of director.
- 17.4. After the expiry of the fixed term office of director the number of council elected directors shall not exceed 3 and the council elected director with the second lowest number of votes in the election referred to in Article 17.3 shall retire (but may offer himself or herself for re-appointment) at the meeting of the council immediately prior to the annual general meeting of the Association in 2023 with the remaining council elected directors retiring (but may offer themselves for re-appointment) at the equivalent meeting of the council in 2024
- 17.5. Thereafter at the council meeting on 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 Article 17.4 and this Article 17.5 as shall be applicable, subject to the exceptions in Articles 17.2.1 and 17.2.2 also applying to council elected directors in the same way as elected directors.
- 17.6. If a director retires pursuant to Articles 17.2 or 17.5 and is not entitled to re-appointment, he or she shall not be eligible for re-appointment to the board until a period of four years has passed from the date of his or her retirement.

18. Termination of Director's Appointment

A person ceases to be a director:

- 18.1. 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;
- 18.2. If he or she has a bankruptcy order made against him or her 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;
- 18.3. If he or she dies or he or she is, or may be, suffering from mental disorder and either:
- 18.3.1. 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
- 18.3.2. 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;
- 18.4. 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);
- 18.5. If such person is subject to a decision of the Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club;
- 18.6. If he or she no longer complies with the provisions of any regulations of the Football Association relating to "Owners and Directors" as shall be in force from time to time pursuant to paragraph J(1)(f) of the Rules;
- 18.7. 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);

- 18.8. 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;
- 18.9. 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;
- 18.10. If he or she is removed by the members of the Association by a majority vote;
- 18.11. 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;
- 18.12. 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;
- 18.13. Where he or she is a council elected director, if he or she ceases to be a member of the council;
- 18.14. Where he or she is the director appointed under 16.1.5 on the date which is three years after the date of his or her appointment; or
- 18.15. At the annual general meeting of the Association or (in the case of a council elected director) the meeting of the council immediately prior to the annual general meeting of the Association as may be applicable following the date upon which he or she reaches the age of seventy-five (75).

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 members of the Association as at the date of adoption of these Articles and such other persons as are admitted to membership by the council in their absolute discretion in accordance with the Articles shall be the members of the Association. Every person who wishes to become a member of the Association shall deliver to the Association an application for membership in such form as the council requires executed by him or her and pay the subscription and/or affiliation fees. 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. Members of the council shall be members of the Association but any person who ceases to be a member of the council shall automatically cease to be a member of the Association and his or her name shall be erased from the Register of Members.
- 20.2. The directors may from time to time make, vary and revoke rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members
- 20.3. Subject to Article 20.2, the council may from time to time make, vary and revoke rules for membership of the Association including:
 - 20.3.1. Setting out different categories of membership including rules for associate members;
 - 20.3.2. Setting out rights, privileges and obligations of the different categories of members;
 - 20.3.3. Relating to the organisation of members including (without limitation) rules of, finances of and financial and other records and minute books to be kept by members;
 - 20.3.4. Setting out which office holder(s) of a member may represent the member at general

meetings of the Association;
20.3.5. setting out disciplinary procedures for members and players.

20.4. The rules for membership of the Association and for levels or subscriptions and affiliation fees shall not:

20.4.1. Conflict with the articles; and

20.4.2. 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 of the Association (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.

21.2 It shall be the duty of the directors, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the directors for the time being.

21.3 If, on the expiry of the time specified in a notice described In Article 21.2, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the directors. The directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless at least half of the directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.

22. Transfer of Membership

Membership of the Association is not transferable.

ORGANISATION OF GENERAL MEETINGS

23. General Meetings

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

23.2 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:

23.1.1 to receive from the directors a report of the activities of the Association since the previous annual general meeting;

23.1.2 to elect the President;

- 23.1.3 to announce the appointment of the Representatives elected to the Council pursuant to Article 38;
- 23.1.4 to appoint the Association's auditors; and
- 23.1.5 to transact such other business as may be brought before it in accordance with these Articles.

24. Calling General Meetings

- 24.1. An annual general meeting and a general meeting calling for the passing of a special resolution of the Association shall be called by at least 21 days' clear notice and every other general meeting shall be called by at least 14 days' notice.
- 24.2. The Association may give such notice by any means or combination of means permitted by the Act.
- 24.3. A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.

25. Notice of General Meetings

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

26. Attendance and Speaking at General Meetings

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

27. Quorum for General Meetings

Twenty-five (25) members (excluding associate members) 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 chairman 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 President, or in his absence the Chairman, or in his absence the Deputy Chairman shall

preside as chairman of the meeting, but if neither the President, the Chairman nor the Deputy Chairman be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present (and if no directors are present the meeting) shall elect one of their number to be chairman of the meeting. If there is only one director present and willing to act, he shall be chairman of the meeting. The appointment of the chairman 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 chairman 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 chairman 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 chairman of the meeting must adjourn it.
- 30.2. The chairman 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 chairman 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 chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 30.4. When adjourning a general meeting, the chairman 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. Associate Members shall not be entitled to receive notice of, attend or vote at general meetings. In the case of 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, he or she shall have a second or casting vote.

32. Errors and Disputes

- 32.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

32.2. Any such objection must be referred to the chairman of the meeting, whose decision is final.

33. Poll Votes

33.1. A poll on a resolution may be demanded:

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

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

33.2. A poll may be demanded by:

33.2.1. The chairman 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 chairman of the meeting consents to the withdrawal.

33.4. Polls must be taken immediately and in such manner as the chairman 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 chairman of the meeting may determine); and
 - 36.1.2. The proposed amendment does not, in the reasonable opinion of the chairman 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 chairman 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 chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman'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) is to the same effect;
 - 37.2.2. A written instrument is executed when the person executing it signs it;
 - 37.2.3. An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;
 - 37.2.4. The members need not execute the same written instrument or electronic communication;
 - 37.2.5. A resolution shall be effective when the secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article 37;
 - 37.2.6. If no secretary is appointed, the chairman 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: COUNCIL AND YOUTH COUNCIL: CONSTITUTION

38. Council Members

- 38.1. There shall be a body known as the council of Northamptonshire County FA.
- 38.2. The following shall be members of the council:
 - 38.2.1. President
 - 38.2.2. Chairman of the Association;
 - 38.2.3. Deputy Chairman of the Association;

- 38.2.4. Life Vice Presidents;
 - 38.2.5. Up to four Vice-Presidents;
 - 38.2.6. One representative appointed by each affiliated league. Affiliated leagues with a membership exceeding 50 affiliated teams shall be entitled to appoint a second representative;
 - 38.2.7. One representative appointed by Peterborough Football and Sports Development Foundation;
 - 38.2.8. Two representatives appointed by Northampton Town Football Association;
 - 38.2.9. One representative appointed by Northamptonshire County School's FA (being the Northamptonshire division of the English Schools Football Association);
 - 38.2.10. One representative appointed by Northamptonshire referees (being those referees registered with the Association and recognised from time to time by the directors);
 - 38.2.11. One or more representatives appointed by such football bodies and for such areas of Northamptonshire as the directors may specify from time to time;
 - 38.2.12. One representative appointed by women's & girls' clubs (being clubs classified as such);
 - 38.2.13. One representative appointed by professional clubs (being those affiliated clubs competing in the Premier League, The Football League and at levels 1-4 of the Football Association National League System);
 - 38.2.14. One representative appointed by senior clubs (being affiliated clubs competing at Steps 5 and 6 of the Football Association National League System);
 - 38.2.15. One representative appointed by disability football clubs (being clubs classified as such);
 - 38.2.16. One representative appointed by the IAG ;
 - 38.2.17. One representative appointed by the Association's youth council;
 - 38.2.18. One representative of recreational football (being forms of football which are less regulated including futsal, walking football and 9x9);
 - 38.2.19. One representative of qualified coaches; and
 - 38.2.20. Up to five members co-opted in accordance with Article 38.8;
- 38.3. No person may be elected or appointed as a member of the council for the first time who has attained the age of 70. No employee of the Association is eligible to become a member of the Council. Any person nominated as a representative in respect of an area under Article 38.2.11 must reside within the area containing the affiliated club or other football body that he or she represents and no person may be nominated as a representative for more than one area.

APPOINTMENT OF REPRESENTATIVES TO COUNCIL

- 38.4. Each eligible organisation shall be entitled to propose one or more representatives (as the case may be) for election or appointment or nomination (as the case may be) to the council. Those representatives specified in Article 38.2.6 to Article 38.2.10 (inclusive) shall hold office for a period of one year from the annual general meeting of the Association at which their appointment is announced and they shall retire at the following annual general meeting of the Association but shall be eligible for re-election. Those representatives specified in Article 38.2.11 to Article 38.2.19 (inclusive) shall hold office for a period of three years from the annual general meeting of the Association at which their appointment was announced and they shall retire at the third annual general meeting of the Association following their appointment but shall be eligible for re-election.
- 38.5. The procedure relating to election of representatives to the council shall be as follows;
- 38.5.1 In the year of an election the secretary or the chief executive shall, on request from an eligible organisation and by such time as the directors shall prescribe from time to time, send to such eligible organisation a nomination form for the election of a representative(s) to take the place of the representative(s) who shall be retiring.
 - 38.5.2 Those persons proposed to be nominated as representative(s) to fill any vacancy that has arisen in respect of an area under Article 38.2.11 must be nominated by two affiliated clubs playing within the relevant area on the nomination form prescribed by the directors. Such form must be submitted to the secretary or the chief executive by such date as the directors shall prescribe each year and must

be signed by the chairman and secretary of both affiliated clubs. No affiliated club may nominate more than one candidate for any one vacancy. The secretary or the chief executive shall on receipt of a nomination form write to the candidate to verify that the candidate is willing to stand for election. Any person nominated must reside within the area containing the affiliated club or other football body that he or she represents. No person may be nominated as a Representative for more than one area.

- 38.5.3 If there are an equal or lesser number of candidates nominated to be the representative(s) as there are vacancies for a particular appointment to the council, those candidate(s) shall be declared elected unopposed as the representative(s) for that appointment to the council at the next annual general meeting of the Association. If there are more candidate(s) to be the representative(s) as there are vacancies for a particular appointment to the council, the secretary or the chief executive shall immediately, after the time fixed for the close of nominations, send a list of the names of the various candidates nominated to each of the eligible organisations and candidates concerned and there shall be a postal ballot for that particular appointment to the council in accordance with the provisions of Article 38.5.4.
- 38.5.4 If there is to be a postal ballot, the names of the nominated candidates and voting papers shall be sent by the secretary or the chief executive to the relevant eligible organisation. Completed voting papers must be delivered in a sealed envelope to the secretary or the chief executive by such time as the directors shall prescribe. The candidate receiving the largest number of votes appropriate to the relevant vacancy shall be declared elected at the next annual general meeting. In the case of two or more candidates polling an equal number of votes the council shall at the first meeting of the council after the annual general meeting of the Association In the year when representatives are to be appointed elect (in its discretion) one such candidate to be the representative for that particular appointment to the council. In the event of no nomination having been received for any particular appointment to the council a representative(s) may be appointed for such by the council at the aforementioned first meeting of the council.
- 38.6. Each eligible organisation entitled to nominate a person to be a representative pursuant to Article 38.2.6 to Article 38.2.9 shall decide which person they propose to nominate as a representative. Such persons shall hold office until such time as the eligible organisation responsible for their appointment notifies the chief executive of their replacement. In the event of a casual vacancy arising amongst the representatives, the eligible organisation concerned shall, subject to the subsequent provisions of this Article, have power to fill the vacancy until such time as the person who was replaced was due to retire and such person shall be eligible for re-election in accordance with these Articles. In the event of a casual vacancy occurring in relation to any representative appointed pursuant to Article 38.2.11, the council shall have the power in its absolute discretion (but shall not be obliged) to hold an election in such manner and at such time as council shall decide involving affiliated clubs or other football bodies within the relevant area to fill the vacancy or to appoint a substitute representative, suitably qualified to represent that area until such time as the person who was replaced was due to retire and such person shall be eligible for re-election in accordance with these Articles.
- 38.7. Subject to Article 38.6, 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.
- 38.8. The council shall have power to co-opt up to five persons as they think fit to serve as members of the council. Those persons co-opted to the council shall serve for such term and on such conditions as the council thinks fit and may be removed by council at any time.
- 38.9. The directors may in exceptional circumstances where a suitable replacement cannot be found permit a member of the council to serve for a further term of the same length as set out in Article 38.4 beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with Article 38.4.

YOUTH COUNCIL

- 38.10. There shall be a body known as the youth council of Northamptonshire County FA, to represent the interests of young people and the composition of such shall be as determined by the directors.

OFFICES

39. President, Chairman, Deputy Chairman, Vice Presidents, Life members, Life Vice-Presidents and FA Representative

- 39.1. The President, shall hold office for a one-year term from the annual general meeting of the Association at which he or she was elected until the next annual general meeting when he or she shall retire but shall be eligible for re-election. All other candidates for election shall be nominated in writing by two members of the council by such date as the directors shall prescribe. Only the members of the council may nominate persons to the office of President. The President shall be elected by the members of the Association at the annual general meeting of the Association. The President shall have such rights and privileges as the council shall from time to time prescribe. Any vacancy in the position of President of the council shall be filled in accordance with Article 38.7.
- 39.2. The chairman and deputy chairman who shall be appointed in accordance with Article 13 and (in relation to the chairman only) Article 39.3 shall be respectively the chairman and deputy chairman of the council.
- 39.3. At the first meeting of the council after the adoption of these Articles the chairman shall retire but shall be eligible for re-election. The chairman shall be elected by the council from the 4 council elected directors. If no council elected director wishes to be elected as chairman the council may (subject to compliance with Article 13.3) elect as chairman a director who is not a council elected director. If no director wishes to be elected as chairman then the chairman shall be appointed by the Council following a formal, open, transparent and publicly advertised recruitment process. The term of office of the chairman so elected in accordance with this Article shall commence upon his or her appointment and terminate upon the appointment by the directors of a chairman following the annual general meeting of the association in 2022. The chairman shall have such rights and privileges as the council shall from time to time prescribe. Any vacancy in the position of chairman shall be filled in accordance with Article 38.7.
- 39.4. Up to a maximum of four Vice-Presidents may be elected by the council at the first meeting of the council after the annual general meeting of the Association in each year. No person may be elected as a Vice-President unless he or she is a member of the Council who, in opinion of the council, has given valuable service to the Association and is expected to continue to do so. The persons elected as Vice-Presidents shall hold office from the meeting of the council at which they are elected for a one-year term, but shall be eligible for re-election. Vice-Presidents shall be entitled to receive notice of, attend and vote at all meetings of the council. Vice Presidents shall have such rights and privileges as the directors shall from time to time prescribe. In the event of a casual vacancy arising among the Vice-Presidents, the council shall have the power to fill such vacancies on the recommendation of the directors.
- 39.5. A member of the council who has served as such for at least 15 years either continuously or in aggregate and who wishes to retire shall be eligible to be appointed as a Life Member. A member of the council who has, in the opinion of the council, given substantial service to the Association and who has reached the age of 70 shall be eligible to be appointed as a Life Member. The council may appoint Life Members at any time. Life Members shall be entitled to receive notices of and attend all council meetings but shall not be entitled to vote. Life

Members shall have such rights and privileges as the directors shall from time to time prescribe.

39.6. The council may appoint Life Vice-Presidents. No person shall be eligible for election as a Life Vice-President unless he or she has held one of the offices of chairman, deputy chairman, FA Representative or as a Vice-President. In exceptional circumstances, the Board at its discretion and in line with criteria it sets, may recommend to the council the appointment of further Life Vice Presidents outside these terms of eligibility. Life Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings. Life Vice-Presidents shall, on being elected pursuant to this Article, be entitled to remain on the council for the rest of their lives without the need to be re-appointed. Life Vice-Presidents shall have such rights and privileges as the directors shall from time to time prescribe.

39.7. The directors may decide;

39.7.1 Which director should be appointed as the FA Representative at such time as the directors shall determine and following a formal, open and transparent procedure;

39.7.2 The conditions which the appointment may be subject to; and

39.7.3 To fill any casual vacancy arising in the office of FA Representative with another director.

39.8. The term of office for the FA Representative shall be;

39.8.1 For the FA Representative appointed as at the date of adoption of these Articles the period until the first meeting of the council after adoption;

13.6.2 For the next FA Representative the period commencing on appointment until the appointment of a FA Representative by the directors after the annual general meeting of the Association in 2022; and

13.6.3 Thereafter three (3) years or such shorter period as shall be co-terminus with his or her term of office as director;

POWERS

40. Powers of Council and Youth Council

40.1. The council has the power to regulate and manage all footballing matters referred to it including (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County of Northamptonshire.

40.2. Pursuant to Article 40.1, at the first meeting of the council after the annual general meeting of the Association in each year the council shall appoint such members of the council as they think fit to the following committees of the council to hold office until the first meeting of the council following the next annual general meeting;

40.2.1 Disciplinary Committee;

40.2.2 County Cup Committee;

40.2.3 Rules Revision and Sanction Committee;

40.2.4 Swain Benevolent Fund Committee;

40.2.5 Football Strategy Committee;

40.2.6 Youth, Leagues and Clubs Committee;

40.2.7 Referees Committee; and

40.2.8 such other ad hoc committees to deal with footballing matters as the Council sees fit

and the Council may in its absolute discretion at any time amend or add to the list of standing committees in this Article 40.2 and the Council may at any time dispense with the

need for any of the standing committees set out in this Article 40.2. The Council may also amend the name of any standing committee at any time.

- 40.3. Each standing committee appointed in accordance with Article 40.2 shall decide which of its number shall be chairman and which deputy chairman of the standing committee. The chief executive or his or her nominee shall be the secretary of each such standing committee. 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.
- 40.4. Members of the council are entitled to attend all meetings of the council and all general meetings of the association and subject to the provisions of these Articles are entitled to vote at such meetings. The chief executive may, and on the request of any eight (8) members of the council, shall call meetings of the council. The notice shall be sent to all the members of the council. At least seven clear days' notice shall be given of meetings of the council. The accidental omission to give notice of a meeting of the council to, or the non-receipt of notice of a meeting by, any member of the council shall not invalidate any resolution passed or the proceedings at that meeting. The council shall meet at least four times in each calendar year. No business shall be transacted at any meeting unless a quorum of fifteen (15) members of the council is present.
- 40.5. The council may amend or adopt standing orders or terms of reference regulating the conduct of business of the council ("council terms") and the council may otherwise regulate their proceedings as they think fit. Meetings of the council shall be conducted in accordance with those standing orders. Each member of the council shall have one vote.
- 40.6. Any member of the council who shall without sufficient reason be absent, without the permission of the council, from two consecutive meetings of the council and/or three consecutive meetings of the same Standing Committee of which he or she is a member (excluding a member of the council who is a member of that Standing Committee ex officio pursuant to these Articles shall be deemed to have resigned his membership of the council].
- 40.7. Subject to approval of the directors the youth council may amend or adopt standing orders or terms of reference regulating the business and membership of youth council ("youth council terms").
- 40.8. The youth council shall have such powers as directors shall specify or approve and may have rights to consult and challenge the directors on matters within their powers but in no event can the youth council make any decision on any financial or commercial matter or override the ultimate decision-making authority and powers of the directors.

PART 7: LIABILITY OF MEMBERS AND DISSOLUTION

41. Liability of Members

- 41.1. 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:
 - 41.1.1. Payment of the Association's debts and liabilities contracted before he or she ceases to be a member;
 - 41.1.2. Payment of the costs, charges and expenses of winding up; and
 - 41.1.3. Adjustment of the rights of the contributories among themselves, provided that such amount shall not in aggregate exceed £10.

PART 8: ADMINISTRATIVE ARRANGEMENTS

42. Means of Communication to be Used

- 42.1. 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.
- 42.2. 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.
- 42.3. 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.

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

- 43.1. Any notice, document or information sent or supplied by the Association to the members or any of them:
- 43.1.1. 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;
 - 43.1.2. 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;
 - 43.1.3. 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
 - 43.1.4. 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.

44. 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.

45. Accounts

- 45.1. The directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act and the statutes. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time.
- 45.2. 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.
- 45.3. 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.
- 45.4. The Association must, pursuant to section 424 of the Act, comply with the obligations set out at Article 45.3 not later than:
- 45.4.1. The end of the period for filing accounts and reports to the Registrar of Companies; or
 - 45.4.2. If earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

46. 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.

47. Winding Up

If upon the winding-up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the members of the Association equally upon the winding-up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the members of the Association equally.

48. 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 Art