

Sheffield and Hallamshire County Football Association Limited
Articles of Association

The Companies Act 2006
Company number: 04236669

Adopted by Members' Resolution 8th September 2022

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Company number: 04236669

The Companies Act 2006
Company Limited by Guarantee
and not having a Share Capital

Articles of Association
of
Sheffield and Hallamshire County Football Association Limited

1. **Definitions and Interpretation**

1.1.1 In these Articles, unless the context requires otherwise:

Affiliated Club	means a football club which has affiliated in the manner prescribed by the Association from time to time may affiliate to the Charity;
Affiliated League	means a league of Affiliated Clubs which has affiliated in the manner prescribed by the Association from time to time may affiliate to the Charity;
Annual General Meeting	has the meaning given in Article 14;
Articles	means these articles of association of the Charity;
Associate Member	means a person who the Charity from time to time has admitted as an associate member of the Charity in accordance with these Articles and any Rules (and Associate Membership shall be construed accordingly);
Benevolent Fund	means Sheffield & Hallamshire County FA Benevolent Fund;
CA 2006	means the Companies Act 2006 including any statutory re-enactment or modification for the time being in force;

Chair	means the person appointed in accordance with Article 29 from time to time to be the Chair of the Trustees;
Charity	means the company intended to be regulated by these Articles;
Circulation Date	in relation to a written resolution has the meaning given in Section 290 of the CA 2006;
Clear Days	in relation to the period of a notice means the 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;
Commission	means the Charity Commission for England and Wales (or its successor);
Companies Acts	has the meaning given to it in Section 2 of the CA 2006 insofar as the Companies Acts apply to the Charity;
Competition	means a competition of Affiliated Clubs which the Council have accepted from time to time may affiliate to the Charity;
Connected Person	in relation to a Trustee means any person falling within 1 (one) or more of the following categories: <ul style="list-style-type: none"> (a) any spouse, civil partner, parent, child, sibling, grandparent, or grandchild of a Trustee. (b) the spouse or civil partner of any person in paragraph (a) above. (c) any person in a relationship with a Trustee 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 Trustee is a paid director, member, partner or employee or a shareholder holding more than 1 (one) per cent of the issued share capital.

(And in relation to a Trustee **Connected** has a corresponding meaning);

Council means the council of the Charity as constituted under these Articles and any Rules;

Council Member means a person appointed or elected from time to time to be a member of the Council in accordance with these Articles and any Rules (and **Council Membership** shall be construed accordingly);

Council Rules means the rules governing (amongst other things) the composition, appointment, powers, and proceedings of the Council created and amended from time to time under these Articles;

County means the area having a radius of 20 miles from Sheffield Cathedral, Church Street, Sheffield, or such other geographical area as is determined from time to time by the Trustees;

County FA means a county football association (or non-geographical equivalent) as recognised from time to time by The Football Association;

District means such geographical area within the County as is determined from time to time by the Trustees;

Document	includes a summons, notice, order, or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
Elected Council Member	means a person elected from time to time to be a member of the Council in accordance with these Articles and any Rules (and Elected Council Membership shall be construed accordingly);
Elected Trustees	means the persons appointed in accordance with Article 27 to be the Elected Trustees;
Electronic Form and Electronic Means	have the meanings respectively given to them in Section 1168 of the CA 2006;
Executed	includes any mode of execution.
Ex Officio	an individual who holds a position if they do so by way of some other office they hold, and their position is therefore wholly dependent (and conditional) on them continuing to hold that office. Any Ex Officio individual shall have no voting rights.
FA Representative	means the person appointed in accordance with these Articles and any Rules to be the Charity's Representative from time to time at The Football Association under the articles of association of The Football Association
Financial Expert	means an individual, company, or firm who or which is authorised to give investment advice under the Financial Services and Markets Act 2000 including any statutory re-enactment or modification of it;
Football League Club	means an Affiliated Club designated by the Charity as competing within the competition known as The Football

League Limited or such other competition as the Trustees may from time to time recognise;

Game

means the game of Association Football;

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have the meanings respectively given to them in Section 1168 of the CA 2006;

Independent Trustees

means the persons appointed as Trustees and being considered by the Trustees to be independent in accordance with current Football Association definitions and additionally, if not included in such Football Association definition, excluding (for the avoidance of doubt) any person who upon appointment is:

- (a) a Council Member.
- (b) a director, officer, or employee (other than an honorary officer) of any Competition, any County FA, any Affiliated Club, any Affiliated League, The Football Association, the Union of European Football Associations (**UEFA**) or the Fédération Internationale de Football Association (**FIFA**).
- (c) a person having a material business relationship with any such person or organisation as is referred to in paragraph (a) or (b) above
- (d) a person Connected with a Trustee who would be excluded under paragraph (a), (b) or (c) above.
- (e) any person having a relationship which may reasonably be regarded as equivalent to such a relationship as is referred to in paragraph (a), (b), (c) or (d) above;

Laws of the Game	means the laws of association football as settled by FIFA IFAB from time to time;
League Representative	means a Council Member nominated and appointed to represent an Affiliated League in accordance with these Articles and any Rules;
Life Members	means the persons appointed from time to time to be life members of the Charity in accordance with these Articles and any Rules;
Members	means the members of the Charity for the purposes of these Articles and the Companies Acts (and Membership shall be construed accordingly);
Membership Rules	means the rules governing membership of the Charity (if any) created and amended from time to time under these Articles;
Memorandum	means the memorandum of association of the Charity;
Office	means the registered office of the Charity;
Officers	includes the Trustees and the Secretary of the Charity;
Premier League Club	means an Affiliated Club designated by the Charity as competing within the competition known as The FA Premier League Limited or such other competition as the Trustees may from time to time recognise;
President	means the person elected from time to time to be President of the Charity in accordance with Article 28 and any Rules;
Public Holiday	means Christmas Day, Boxing Day, New Year's Day, Good Friday, Easter Monday, Early May Bank Holiday, Spring bank holiday and summer bank holiday and any day that is a public holiday or a bank holiday under the Banking

and Financial Dealings Act 1971 in the part of the United Kingdom where the Charity is registered;

Register of Members

has the same meaning as in section 113 of the CA 2006;

Rules

means the rules, regulations, standing orders and byelaws of the Charity as amended from time to time including the Council Rules and the Membership Rules;

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 Charity (if any);

Secretary

means the company secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint, assistant or deputy secretary (if any). Unless the Trustees determine otherwise, the Secretary will be the CEO;

**Sheffield and Hallamshire County
Referees' Association**

means the association for all referee's associations operating within the County and recognised from time to time by the Trustees;

**Sheffield and South Yorkshire
Schools FA**

means the Sheffield and South Yorkshire County division of the English Schools' Football Association (charity number: 306003);

Subsidiary Company

means any company in which the Charity holds more than 50 (fifty) per cent of the shares, controls more than 50 (fifty) per cent of the voting rights attached to the shares or has the right to appoint a majority of the board of directors;

The Football Association

means The Football Association Limited, a private company limited by shares (company number: 00077797);

Trustees	means the directors of the Charity, who are charity trustees as defined by Section 177 of the Charities Act 2011 (and Trustee has a corresponding meaning);
United Kingdom	means Great Britain and Northern Ireland.
Vice Chair	means the person appointed in accordance with Article 29 from time to time to be the Vice Chair of the Trustees;
Vice Presidents	means the persons elected from time to time to be the vice presidents of the Charity in accordance with the Articles and any Rules;
Writing	includes the representation or reproduction of words, symbols, or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and
Year and Years	means the period between an Annual General Meeting and the next one.

- 1.2 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Acts as in force on the day on which the Articles become binding on the Charity.
- 1.3 Subject to Article 1.2 any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or modified from time to time by statute and to subordinate legislation made under it.
- 1.4 Words denoting the masculine gender only shall include any gender. Use of the singular includes the plural and vice versa. Words denoting persons include bodies corporate (howsoever incorporated) and unincorporated including unincorporated associations of persons and partnerships.
- 1.5 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

- 1.6 The terms **charity**, **charitable purpose** and **public benefit** shall be construed in accordance with section 1, 2 or 4 respectively of the Charities Act 2011 having due regard to any guidance issued by the Commission from time to time.
- 1.7 Headings are inserted for convenience only and do not affect the construction of these Articles.
- 1.8 The model articles of association for a 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 Charity and are hereby expressly excluded.

2. **Name and Office**

- 2.1 The name of the Charity is 'Sheffield and Hallamshire County Football Association Limited' save that the Charity's name may be changed by special resolution or a unanimous decision of the Trustees in accordance with these Articles.
- 2.2 The Office of the Charity is to be situated in England and Wales.

3. **Objects**

The Charity's objects (**Objects**) are for the public benefit generally but with reference to the inhabitants of the County and its surrounding areas:

- 3.1 to promote, develop and support community participation in healthy recreation by providing or assisting in the provision of facilities for the playing of the Game and such other sports or physical activities which improve fitness and health (**facilities** in this Article 3 means land, buildings, equipment and organising sporting activities);
- 3.2 to advance amateur sport by promoting the amateur playing of the Game and such other sports or games which promote health by involving physical or mental skill or exertion and which are undertaken on an amateur basis.
- 3.3 to advance education (including academic and physical education) by such means as the Trustees think fit including helping and educating children and young people by providing facilities for the playing of the Game and other sports as to develop their physical, mental, and social capacities that they may grow to full maturity as individuals and members of the community; and

- 3.4 to seek to improve the health and well-being of all by the provision of facilities for the playing of the Game and other sport, recreation, or leisure time occupation in the interests of social welfare and with the object of improving the conditions of life of all people.

4. **Exercise of Powers**

In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

- 4.1 to provide for, organise and deal with the affiliation and registration of clubs and other organisations, leagues, cup competitions, and tournaments.
- 4.2 to provide for the affiliation and registration of players, referees, coaches, and others involved in the Game.
- 4.3 to provide for sports coaching and training, holding matches and organising related activities.
- 4.4 to take steps as shall be thought necessary to prevent infringement of the Laws of the Game or any improper methods of practices of the Game.
- 4.5 to make, adopt, vary, and publish Rules for regulation of the Game within the County or such other area as the Trustees shall determine.
- 4.6 to support the principle of fair play in the Game by encouraging everyone involved to show respect to each other and to behave in a sporting manner both on and off the field.
- 4.7 to promote, foster, develop, and support organisations designed to promote, foster, develop, and support the Game, including playing, training and regulation of players, coaches and referees, the promotion of sportsmanship, the advancement of sciences and medicine as they apply to the Game and in any way in relation to all other aspects of the Game.
- 4.8 to cooperate with The Football Association in all matters relating to the Game including compliance with the Rules of The Football Association.
- 4.9 to promote and carry out research (provided that such research shall be made available to the public).
- 4.10 to provide information, advice, and guidance.
- 4.11 to publish or distribute information including by means of reports, books, leaflets, films, videos, websites, and any other media.
- 4.12 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments and to operate bank accounts in the name of the Charity.
- 4.13 to accept or disclaim gifts of money or any other property.

- 4.14 to raise funds and to invite and receive contributions (provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations).
- 4.15 to purchase, take on, lease, acquire, alter, improve, construct, and maintain property and equip it for use.
- 4.16 to sell, charge, let, mortgage, or otherwise dispose of property and buildings (subject to such consents as may be required by law including Part 7 of the Charities Act 2011).
- 4.17 (Subject to Article 5 below) to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provisions for the payment of pensions and superannuation to staff and their dependants.
- 4.18 to support or establish or aid in the establishment of any charities formed for all or any of the Objects.
- 4.19 to acquire, merge, collaborate, amalgamate, or co-operate with other charities or voluntary bodies operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.
- 4.20 alone or with other organisations to seek to influence public opinion and to make representations to and to seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation, and regulations (provided that at all times all such activities shall be confined to those which a charity may properly undertake).
- 4.21 (Subject to Section 189 of the Charities Act 2011) to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity and the Trustees when required including:
- 4.21.1 the provision of indemnity insurance to cover the liability of the Trustees and other Officers:
- 4.21.1.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity.
- 4.21.1.2 to make contributions to the assets of the Charity in accordance with the provisions of Section 214 of the Insolvency Act 1986.
- 4.21.2 any such insurance in the case of Article 4.21.1.1 above shall not extend to:

- 4.21.2.1 any liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Charity, or which the Trustees did not care whether it was in the best interests of the Charity or not.
- 4.21.2.2 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees.
- 4.21.2.3 any liability to pay a fine.
- 4.21.3 any insurance in the case of Article 4.21.1.2 shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is the persons knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation,
- 4.22 to establish or acquire subsidiary companies to assist or act as agents for the Charity or to carry on any trading activity.
- 4.23 to borrow money and give security for loans subject always to and in accordance with the Trustee Act 2000 and the Charities Act 2011.
- 4.24 to deposit or invest the Charity's funds in or upon any investments, securities, or property of any kind or in any other manner as the Trustees may think fit.
- 4.25 to employ or engage a Financial Expert or Experts and to arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
- 4.26 to deposit documents or other physical assets with any company or other body registered or having a place of business in England and Wales as custodian and to pay any reasonable fee required.
- 4.27 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation of the Charity and its registration with the Charity Commission and HM Revenue & Customs and the maintenance of a policy of trustee indemnity insurance (as the Trustees may require from time to time in accordance with Article 4.21 above);

- 4.28 to lend money and give credit and take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 4.29 to apply the capital or income of the Charity:
- 4.29.1 to make loans (either free of interest or at such rate(s) of interest and on such terms as the Trustees shall at their sole discretion decide) of such amount as the Trustees may determine; and
- 4.29.2 to make grants, prizes, awards, scholarships, or bursaries to such person(s), association, club, company, or other organisation in furtherance of the Charity's Objects as the Trustees shall at their sole discretion decide.
- 4.30 to set aside income for special purposes or as a reserve against future expenditure but only in accordance with a policy in Writing on reserves determined by the Trustees; and
- 4.31 to do all such other lawful things as may further the Objects.

5. Income and Expenditure

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2 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 Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, except in the sole exception of the CEO / General Manager who is primarily an employee but who may be on the Board of Trustees in an ex officio capacity
- 5.2.1 provided that nothing in these Articles shall prevent any payment in good faith by the Charity:
- 5.2.1.1 of a benefit to any Member of the Charity, Council Member or to any Trustee (or a Connected Person) in the persons capacity as a beneficiary of the Charity.
- 5.2.1.2 to any Council Member or Trustee (or Connected Person) of reasonable and proper out of pocket expenses reasonably and properly incurred in the discharge of their duties to the Charity.
- 5.2.1.3 of fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Charity, a Council Member, or a Trustee

(or a Connected Person) may also be a member holding not more than 1 (one) per cent of the issued share capital of that company.

- 5.2.1.4 of reasonable and proper remuneration for any goods or services supplied to the Charity by any Member of the Charity or Council Member who is not a Trustee (or a Connected Person).
- 5.2.1.5 of reasonable and proper remuneration to any Council Member or Trustee (or a Connected Person) for any goods or services supplied to the Charity on the instructions of the Trustees (excluding in the case of a Trustee the service of acting as Trustee and any services performed under a contract of employment with the Charity) provided that this provision together with Article 5.3.5 may not apply to more than half of the Council Members or Trustees in any financial year (and for these purposes this provision is also treated as applying to any Council Member or Trustee if it applies to a person Connected with that Council Member or Trustee);
- 5.2.1.6 of interest on money lent by any Member of the Charity, Council Member, or a Trustee (or a Connected Person) at a reasonable and proper rate.
- 5.2.1.7 of reasonable and proper rent or hire fee for premises demised or let or hired out by any Member of the Charity, Council Member, or a Trustee (or a Connected Person).
- 5.2.1.8 of reasonable and proper premiums in respect of trustee indemnity insurance effected in accordance with Article 4.21;
- 5.2.1.9 to any Council Member, Trustee or other Officer of the Charity of any indemnity effected in accordance with Article 52;
- 5.2.1.10 of any benefit expressly authorised in Writing by the Commission; or
- 5.2.1.11 subject to Article 5.2.2, a Trustee or a Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or a Connected Person,
 - so long as in the case of any benefit conferred on a Trustee or a Connected Person under this Article 5.2 the relevant Trustee must comply with Article 35.

5.2.2 The Charity and its Trustees may only rely upon the authority provided by Article 5.2.1.11 if each of the following conditions is satisfied:

5.2.2.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee 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 Charity.

5.2.2.2 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.

5.2.2.3 the other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.

5.2.2.4 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 the person or it with regard to the supply of goods to the Charity.

5.2.2.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

5.2.2.6 the reason for their decision is recorded by the Trustees in the minute book; and

5.2.2.7 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 5.

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

5.3.1 of a benefit to any Member of the Charity, Council Member or to any Trustee (or Connected Person) in the persons capacity as a beneficiary of the Charity or any Subsidiary Company.

5.3.2 to any Council Member or Trustee (or Connected Person) of reasonable and proper out of pocket expenses reasonably and properly incurred in the discharge of their duties to the Charity or any Subsidiary Company.

5.3.3 of fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Charity, Council Member, or a Trustee (or Connected Person) may also

be a member holding not more than 1 (one) per cent of the issued share capital of that company.

5.3.4 of reasonable and proper remuneration for any goods or services supplied to any Subsidiary Company by any Member of the Charity or Council Member who is not a Trustee (or a Connected Person).

5.3.5 of reasonable and proper remuneration to any Council Member or Trustee (or a Connected Person) for any goods or services supplied to any Subsidiary Company with the approval of the Trustees (excluding in the case of a Trustee the service of acting as a Trustee of the Charity but including any other services performed by a Trustee or a Connected Person under a contract of employment with any Subsidiary Company) provided that this provision together with Article 5.2.1.5 may not apply to more than half of the Council Members or Trustees in any financial year (and for these purposes this provision is also treated as applying to any Council Member or Trustee if it applies to a person Connected with that Council Member or Trustee);

5.3.6 of interest on money lent by any Member of the Charity, Council Member, or a Trustee (or a Connected Person) with the approval of the Trustees at a reasonable and proper rate.

5.3.7 of reasonable and proper rent or hire fee for premises demised or let or hired out by any Member of the Charity, Council Member, or a Trustee (or a Connected Person).

5.3.8 of reasonable and proper premiums in respect of indemnity insurance effected in subject to the Companies Acts.

5.3.9 to any Council Member, Trustee, or other officer of any Subsidiary Company of any indemnity effected subject to the Companies Acts; or

5.3.10 of any benefit expressly authorised in Writing by the Commission.

so long as, in the case of any benefit conferred on a Trustee or a Connected Person under Articles 5.3.5 to 5.3.7 inclusive, the relevant Trustee must obtain the approval of the Trustees and comply with Article 35.

6. Liability of Members

The liability of the Members is limited.

7. Members' Guarantee

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

- 7.1 payment of the Charity's debts and liabilities contracted before the person ceases to be a member.
- 7.2 payment of the costs, charges, and expenses of winding up; and
- 7.3 adjustment of the rights of the contributors among themselves.

8. Residual Assets

8.1 At any time before, and in expectation of, the winding up or dissolution of the Charity the Members of the Charity or, subject to any resolution of the Members, the Trustees may resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on the dissolution or winding up of the Charity be applied or transferred in any of the following ways:

- 8.1.1 directly for the Objects of the Charity.
- 8.1.2 to any charity or charities for purposes falling within the Objects of the Charity; or
- 8.1.3 to any charity or charities for purposes similar to the Objects of the Charity.

8.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity under this Article 8 (except to any Member which is itself a charity chosen to benefit under this Article 8).

8.3 If no resolution is passed in accordance with Article 8.1, the net assets of the Charity shall be transferred to the Benevolent Fund or a local charitable football club or shall be applied for such charitable purposes as directed by the Commission.

9. Members

9.1 The Trustees and such other persons or organisations as are admitted to Membership in accordance with the Membership Rules made under Article 53 shall be the Members of the Charity from time to time, unless those Membership Rules deem that Membership is not granted.

9.2 The Trustees shall be admitted to Membership upon appointment as a Trustee (and shall be deemed to have consented to being admitted to Membership) and shall cease to be a Member

(unless otherwise entitled to Membership under the Membership Rules) upon ceasing to be a Trustee.

9.3 The Association must keep and maintain a Register of Members.

10. **Classes of Membership**

- 10.1 The Trustees may make Membership Rules under Article 53 establishing classes of Membership with different rights and obligations and shall record such rights and obligations in the Register of Members.
- 10.2 The Trustees may not directly or indirectly alter the rights or obligations attached to a class of Membership.
- 10.3 The rights attached to a class of Membership may only be varied if:
- 10.3.1 three-quarters of the Members of that class consent in writing to the variation; or
 - 10.3.2 a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.
- 10.4 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

11. **Associate Membership**

The Trustees may make Rules under Article 53 establishing such classes of Associate Membership (if any) with such description and with such rights and obligations (including the obligation to pay a subscription or affiliation fee) as they think fit and may admit and remove such Associate Members in accordance with such Rules as the Trustees shall make provided that no such Associate Members shall in such capacity be Members of the Charity for the purposes of these Articles or the Companies Acts.

12. **Admission to Membership**

- 12.1 Subject to Article 9, no person may become a Member of the Charity unless:
- 12.1.1 the Member is eligible for Membership in accordance with the Membership Rules.
 - 12.1.2 the person has applied for Membership in a manner approved by the Trustees; and
 - 12.1.3 the Trustees have approved the application.

- 12.2 Unless the Charity in general meeting shall make other provision under Article 54, the Trustees may in their reasonable discretion decline any application for Membership of the Charity.
- 12.3 Membership is not transferable to anyone else.

13. Cessation of Membership

13.1 A Member may resign from Membership of the Charity by giving at least 7 (seven) days' notice in Writing to the Charity provided that upon such retirement taking effect the number of Members is not less than 1 (one).

13.2 Membership shall terminate if:

13.2.1 the Member dies or, if it is an organisation, ceases to exist.

13.2.2 the Member, being an individual, is convicted of a criminal offence which involves dishonesty.

13.2.3 the Member resigns in accordance with Article 13.1;

13.2.4 the Member is in arrears to the Charity and the persons subscriptions or affiliation fees or any other payments to the Charity are at least 6 (six) months overdue.

13.2.5 the Member is removed from Membership by a resolution of the Trustees on the grounds that it is in the best interests of the Charity that the persons Membership is terminated. A resolution to remove a Member from Membership may only be passed if:

13.2.5.1 the Member has been given at least 21 (twenty-one) days' notice in Writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and

13.2.5.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed the opportunity to make representations to the meeting; or

13.2.6 the Member no longer satisfies the applicable eligibility criteria or conditions of membership set out in the Membership Rules.

13.2.7 The Member is removed from office by the Trustees on the grounds that the person is in material or persistent breach of the Charity's code of conduct as amended from time to time, or it is deemed by the Trustees (in their sole discretion), to be in the best interests of the Charity. A decision to remove a Member from office under this Article 32.11 may only

be passed if the Member has been given at least 21 (twenty one) Clear Days' notice in

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writing of the meeting of the Trustees at which the decision will be made and the reasons why it is to be proposed; and the Member or, at the option of the Member, the Members representative (who need not be a Member) has been allowed to make representations to the meeting;

14. **Annual General Meeting**

14.1 The Trustees shall call an annual general meeting of the Charity (**Annual General Meeting**) each year and not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting and the next. The Trustees will determine the format of the Meeting.

14.2 The business of the Annual General Meeting shall include the following items:

14.2.1 receive the Trustees' report on the Charity's activities since the previous Annual General Meeting.

14.2.2 receive the accounts of the Charity for the previous financial year or if appropriate, the most up to date audited accounts.

14.2.3 consider any proposed amendments to the Articles or Rules of the Charity.

14.2.4 accept the retirement of those Trustees who wish to retire or who are retiring under these Articles.

14.2.5 elect persons eligible for election in accordance with these Articles and any Rules, by members who are eligible to have such a vote.

14.2.6 appoint the auditors of the Charity and;

14.2.7 discuss and determine any issues of policy or deal with any other business put before them.

15. **Calling General Meetings**

15.1 The Trustees may call a general meeting at any time.

15.2 On the requisition of Members pursuant to the provisions of the Companies Acts the Trustees shall call a general meeting within 21 (twenty-one) days from the date of receipt of the requisition and the general meeting shall be held no later than 28 (twenty-eight) days after the date of the notice calling the meeting.

15.3 If there are not within the United Kingdom sufficient Trustees to call a general meeting any Trustee or any Member of the Charity may call a general meeting

16. Notice of General Meetings

- 16.1 An Annual General Meeting and a general meeting called for the passing of a special resolution shall be called by at least 21 (twenty-one) Clear Days' notice. Any other general meeting shall be called by at least 14 (fourteen) Clear Days' notice, but any general meeting may be called by shorter notice if it is agreed by a majority in number of Members having a right to attend and vote being a majority together holding not less than 95 (ninety-five) per cent of the total voting rights at the meeting of all the Members.
- 16.2 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. If a special resolution is to be proposed, the notice must include the text of the proposed resolution and specify that it is proposed as a special resolution. The notice must also contain a statement setting out the right of Members to appoint a proxy under Section 324 of the CA 2006.
- 16.3 Notice of any general meeting shall be given to every Member, to the Trustees and to the auditors of the Charity.

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

17. Proceedings at General Meetings

17.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise determined by ordinary resolution, 20 (twenty) persons entitled to vote upon the business to be transacted (being a Member, a proxy, or a duly authorised representative of an organisational Member) shall constitute a quorum

17.2 If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting 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 as the Trustees may determine.

17.3 The Chair or in the persons absence the Vice Chair or on their absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the Chair, the Vice Chair nor such other Trustee is present within 15 (fifteen) minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect 1 (one) of their number to be chair of the meeting and if there is only 1 (one) Trustee present and willing to act, the person shall be chair of the meeting. If no Trustee is willing to act as chair of the meeting or if no Trustee is present within 15 (fifteen) minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose 1 (one) of their number to be chair of the meeting.

17.4 The chair 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 adjournment not taken place. When a meeting is adjourned for 14 (fourteen) days or more at least 7 (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.

17.5 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at the general meeting

and in particular 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 whether directly or by telephone communication or by video conference, an internet video facility or similar electronic method allowing visual and/or audio participation.

18. Voting Procedure at General Meetings including the Annual General Meeting

18.1 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.

18.2 Subject to the provisions of the Companies Acts, a poll may be demanded:

18.2.1 by the chair of the meeting; or

18.2.2 by at least 2 (two) Members having the right to vote at the meeting; or

18.2.3 by a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

18.3 Unless a poll is duly demanded a declaration by the chair 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.

18.4 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

18.5 A poll shall be taken as the chair of the meeting directs and the person may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

18.6 An ordinary resolution may only be passed by a simple majority in accordance with Section 282 of the CA 2006. A special resolution may only be passed by a majority of not less than 75 (seventy-five) per cent in accordance with Section 283 of the CA 2006.

18.7 In the case of an equality of votes whether on show of hands or on a poll the chair of the meeting shall be entitled to a casting vote in addition to any other vote the person may have.

- 18.8 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs not being more than 30 (thirty) days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business or other than the question on which the poll is 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.
- 18.9 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least 7 (seven) Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 18.10 Prior to any Meeting, the Board of Trustees shall determine what methods of Voting shall be used. This may be a single method, or a combination of methods deemed suitable, which may include online voting taken prior to the Meeting.
- 18.11 If it has been determined prior to the meeting that votes cast electronically are eligible, these votes will be duly included. A member who has submitted an electronic vote is not allowed a further vote by virtue of then attending the meeting.

19. Votes of Members

- 19.1 Every Member shall have 1 (one) vote at any meeting (subject to the requirements of any casting vote) and be entitled to appoint another person as the persons proxy to exercise any of the persons rights to attend and speak and vote at a general meeting of the Charity. No Member shall be entitled to vote at any general meeting unless all monies then payable by the person to the Charity have been paid.
- 19.2 Each Member is entitled to appoint no more than 1 (one) person as the persons proxy to exercise all or any of the persons rights to attend and to speak and vote at a general meeting of the Company. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

- 19.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meetings 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 chair of the meeting whose decision shall be final and conclusive.
- 19.4 A vote given or poll demanded by the duly authorised representative of an organisational Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 19.5 Any organisation which is a Member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which the person represents as the organisation could exercise if it were an individual Member of the Charity.

20. Proxies

- 20.1 An instrument appointing a proxy shall be in Writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve from time to time):

“I/We,, of, being a Member/Members of the above-named charity, hereby appoint of, or in his absence, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/general meeting of the charity to be held on20[], and at any adjournment thereof.

Signed on 20[]”

- 20.2 Where it is desired to afford Members an opportunity of instructing the proxy how the person shall act, the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

“I/We,, of, being a Member/Members of the above-named charity, hereby appoint of, or in his absence, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the charity, to be held on 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No. 1 *for *against*

*Resolution No. 2 *for *against.*

**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 20[]”

- 20.3 The instrument appointing a proxy and any authority under which it is signed, or a copy of such authority certified by a notary or in some other way approved by the Trustees may:
- 20.3.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice calling the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 (forty-eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - 20.3.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 (twenty-four) hours before the time appointed for the taking of the poll.
 - 20.3.3 where the poll is not taken forthwith but is taken not more than 48 (forty-eight)) hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of the meeting or to the Secretary or to any Trustee.
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 20.4 A vote given or poll demanded by proxy or by the duly authorised representative of a corporate Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote

given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

21. **Amendments to Resolutions**

21.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

21.1.1 notice of the proposed amendment is given to the Charity in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

21.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

21.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

21.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

21.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

21.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

22. **Written Resolutions**

22.1 Subject to this Article 22 and the Companies Acts, a written resolution agreed by:

22.1.1 in the case of an ordinary resolution Members representing more than 50 (fifty) per cent; or

22.1.2 in the case of a special resolution Members representing not less than 75 (seventy-five) per cent.

of the total voting rights of Eligible Members shall be as effective as if passed at a duly convened general meeting. For the purposes of this Article 22 the **Eligible Members** are the Members

who would have been entitled to vote on the written resolution on the Circulation Date of the resolution.

- 22.2 Subject to Article 19.1, on a written resolution each Member shall have one vote.
- 22.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 22.4 A Members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of the persons term of office may not be passed as a written resolution.
- 22.5 A copy of the proposed written resolution must be sent to every Eligible Member together with a statement informing the Member how to signify the persons agreement and the date by which the resolution must be passed if it is not to lapse.
- 22.6 The required majority of Eligible Members must signify their agreement to the written resolution within the period of 28 (twenty-eight) days beginning with the Circulation Date.

23. The Trustees

- 23.1 The number of Trustees shall be not less than 6 (six) and shall not be more than 12 (twelve).

The Board of Trustees composition should be representative, so far as reasonably practicable, of the gender and ethnicity balance that prevails within the participants of the Sheffield and Hallamshire County FA, the extent of such balance being determined by information available from sources such as, but not limited to, information from registration details of participants and other information gathering exercises that may be undertaken from time to time. If such balance becomes unrepresentative, any vacancies shall be filled by a suitable candidate that promotes such balance. Only after extensive efforts have been undertaken to fill such vacancy with a candidate that promotes the balance of such mix can consideration be given to an appointment outside of those parameters.

- 23.2 Save as otherwise provided in the Articles, The Trustees may comprise the following:
- The Chair (if any) appointed in accordance with Article 29.
- The Vice Chair (if any) appointed in accordance with Article 29.
- Independent Safeguarding Trustee

Independent Finance Trustee

Independent Inclusion Trustee

Youth Council Representative (Ex-Officio)

The CEO (Ex-Officio)

Up to seven (7) other trustees of which no more than four (4) shall come from Council, provided that the maximum number shall not exceed 12. The number of Council Elected Trustees, voted for by the Members, shall not exceed one third of the Directors holding office from time to time.

No less than one third of the Trustees from time to time shall be Independent.

23.3 A Trustee may not appoint an alternate director or anyone to act on the persons behalf at meetings of Trustees.

23.4 The Trustees shall consider the mix of skills, knowledge, and experience which the Board needsto govern, lead, and deliver the Charity's purposes effectively and reflect this mix in Trustee appointments, balancing the need for continuity with the need to refresh the composition. The Board, led by the Chair, shall review collective performance of committees and that of individualTrustees annually with external evaluation every 3 (three) years. Such evaluation shall considerthe collective balance of skills, experience and knowledge, diversity, how Trustees work together and any other factors which Trustees deem relevant to evaluate the Board's effectiveness.

23.5 The Charity shall adopt a Trustee code of conduct, which shall, along with other Board policies,be reviewed at least every 3 (three) years.

24. **Power of Trustees**

24.1 Subject to the provisions of the Companies Acts and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity.

24.2 No alteration of the Articles and no such direction by the Members shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.

24.3 The powers given by this Article 24 shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

24.4 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers namely:

24.4.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity; and

24.4.2 to enter into contracts on behalf of the Charity.

25. **Eligibility to be a Trustee**

25.1 Any person who is eligible and willing to act as a Trustee may be appointed to be a Trustee in accordance with these Articles and any Rules.

25.2 No person may be appointed as a Trustee:

25.2.1 unless the person also consents to admission as a Member of the Charity.

25.2.2 unless the person has attained the age of 18 (eighteen) years

25.2.3 if he or she is an employee of the Charity or a director, officer, or employee of any other County FA (except the Chief Executive Officer who shall be Ex-Officio).

25.2.4 if (had the person already been a Trustee) the person would have been disqualified from acting under the provisions of Article 33; or

25.2.5 the persons appointment would result in the number of Trustees exceeding the maximum set by or in accordance with these Articles

25.2.6 if he or she is otherwise ineligible according to any Rules made by the Trustees from time to time, such Rules to be made available on request from the Secretary.

25.2.7 who is not compliant with any current safeguarding requirements as may from time to time be required (agreeing to become Safeguarding Compliant within 30 days of appointment) and whose qualification in such regard has lapsed more than 30 days without reasonable explanation

25.3 There shall be no retirement age for Trustees in office, whether at the date of adoption of these Articles or otherwise.

26. Independent Trustees & Term Limits

26.1 The Trustees shall nominate a person for appointment as an Independent Trustee and will seek endorsement from The Council. The Council, with sufficient reason may decline to make an endorsement whereupon the Trustees may make 1 (one) or more alternative nominations for consideration by the Council.

26.2 The Trustees shall nominate an independent Trustee to act as The Senior Independent Trustee. The Senior Independent Trustee shall act as a sounding board for the chairman, serve as an intermediary for the other Trustees, when necessary, act as an alternative contact for members of council if the normal channels of communication to the Trustees 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. It should be noted for avoidance of doubt, The Senior Independent Trustee is a different role to that of the Vice Chair.

26.3 At the third annual general meeting following the date of his or her appointment, an Independent Trustee shall retire from office and may offer himself or herself for re-appointment by the Trustees. Independent Trustees shall not be entitled to offer themselves for re-appointment at more than two annual general meetings at which he or she is eligible for re-appointment in accordance with this Article, provided that:

26.3.1 An Independent Trustee 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 Trustee if he or she is appointed as chairman or appointed to the Football Association Council during his or her term of office as a Trustee; and

26.3.2 The board may in exceptional circumstances permit an Independent Trustee 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.

26.4 If the retirement of an Independent Trustee under Article 26.3 causes the number of Trustees to fall below the minimum specified in Article 23.2, the retiring Independent Trustee may remain in office but only until a new appointment is made.

26.5 If a Trustee retires pursuant to Article 26.3.1, 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.

27. Elected Trustees & Term Limits

27.1 The Elected Trustees shall be appointed by the Members of the Charity in accordance with this Article 27 and any Rules.

27.2 At the third annual general meeting following the date of his or her appointment, an Elected Trustee shall retire from office and may offer himself or herself for re-appointment by the members. Elected Trustees shall not be entitled to offer themselves for re-appointment at more than two annual general meetings at which he or she is eligible for re-appointment in accordance with this Article, provided that:

27.2.1 An Elected Trustee 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 Trustee if he or she is appointed as chair or appointed to the Football Association Council during his or her term of office as a Trustee; and

27.2.2 The board may in exceptional circumstances permit an Elected Trustee 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.

27.3 If the retirement of an Elected Trustee under Article 27.2 causes the number of Trustees to fall below the minimum specified in Article 23.2, the retiring Elected Trustee may remain in office but only until a new appointment is made.

27.4 If a Trustee retires pursuant to Article 27.2.1, 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.

28. **President**

28.1 The President, (if appointed and the Trustees shall not be bound to appoint) shall be appointed by the Trustees in accordance with this Article 28 and any Rules. The President Shall not be a Trustee.

28.2 The President shall hold office as President of the Charity and shall have such rights and privileges and duties as the Trustees shall from time to time prescribe.

28.3 Only the Trustees may nominate a person as President. Such nominations shall be made by such date as the Trustees shall prescribe in each year.

28.4 A person elected as President shall hold office until the conclusion of the 3rd Annual General Meeting following the persons appointment but shall be eligible for re-appointment. If the President has been appointed for a maximum of 9 years, then they will retire the position of President and become a life member of the charity if they so wish.

28.5 In the event of a casual vacancy occurring the Trustees shall have the power (but shall not be obliged) to appoint a substitute President for the remainder of the term of office.

29. **Chair and Vice Chair**

29.1 The Chair of the Trustees shall be appointed by the Trustees in accordance with this Article 29.

29.2 The Vice Chair shall be appointed by decision of the Trustees.

29.3 The Trustees shall appoint any person (whether already a Trustee or not) as the Chair of the Trustees and may remove the person at any time.

29.4 The Chair and Vice Chair shall hold office until the conclusion of the first meeting of the Trustees following the third Annual General Meeting after his or her appointment, but the person shall then be eligible for re-appointment.

29.5 The Chair shall:

29.5.1 cease to be a Trustee if the person resigns or is removed as the Chair for any reason; and

29.5.2 cease to be the Chair if the person ceases to be a Trustee for any reason.

29.6 The Vice Chair shall deputise for the Chair in his or her absence or if the Chair (if present) is unable or unwilling to preside at any meeting.

29.7 The Chair may hold the position of Chair for a maximum of 3 x 3-year terms (consecutively), save in exceptional circumstances, the Chair may hold office for 1 (one) further year.

29.8 The Chair shall not be the CEO of the Association (or any equivalent office holder)

30. Ex Officio

The Chief Executive Officer and a Youth Council Representative, or any person as determined from time to time by the Trustees may be appointed in an Ex-Officio capacity and may serve on the Board for the duration of their holding the relevant office but will not be entitled to any voting rights and not considered to be part of the Board of Trustees as determined under Article 23.

31. Transitional Arrangements for Trustees

31.1 This Article 31 applies to those Trustees in office on the date of adoption of these Articles (Date of Adoption) who also held office in 2020 and shall vary these Articles in respect of such Trustees.

31.2 Where on the Date of Adoption a Trustee has held office for a period of 3 (three) years or more consecutively:

31.2.1 the person shall be deemed to have served only 1 x 3-year term regardless of the person's actual date of election

31.2.2 the person shall retire from office at the conclusion of the 1st Annual General Meeting following such date but shall then be eligible for reappointment; and

31.2.3 the maximum period in office set out in Articles 26 and 27 (as the case may be) shall be interpreted accordingly.

31.2.4 Where on the Date of Adoption a Trustee has held office for a period of less than 3 years

31.2.5 the person shall retire from office at the conclusion of the 3rd Annual General Meeting following date of appointment but shall then be eligible for reappointment; and

31.2.6 the maximum period in office set out in Articles 26 and 27 (as the case may be) shall be interpreted accordingly.

32. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if the person:

32.1 ceases to be a director by virtue of any provision in the Companies Acts or the Insolvency Act 1986 or is disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act 2011.

32.2 is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of a charity.

32.3 becomes incapable by reason of illness or injury of managing and administering the persons own affairs.

32.4 is suspended or prohibited by a decision of The Football Association from holding office or from taking part in any footballing or related activities relating to the administration or management of the Charity.

32.5 If he or she no longer complies with a declaration of good character given by the director upon taking office or the Association's directors' code from time to time.

32.6 resigns from the persons office by notice to the Charity (but only if at least the minimum number specified in Article 23.1 will remain in office when the notice of resignation is to take effect)

32.7 is absent without sufficient reason from 3 (three) consecutive meetings of the Trustees and the Trustees resolve that his or her office be vacated.

32.8 is the subject of a bankruptcy order or an order is made against the person in individual insolvency proceedings in a jurisdiction other than England and Wales which has an effect similar to that of bankruptcy;

32.9 makes a composition with the persons creditors generally in satisfaction of the persons debts.

32.10 ceases to be a Member of the Charity for any reason.

32.11 is removed from office by the Trustees on the grounds that the person is in material or persistent breach of the Charity's code of conduct as amended from time to time, or it is deemed by the Trustees (in their sole discretion), to be in the best interests of the Charity.

A decision to remove a Trustee from office under this Article 32.11 may only be passed if:

32.11.1 the Trustee has been given at least 21 (twenty-one) Clear Days' notice in writing of the meeting of the Trustees at which the decision will be made and the reasons why it is to be proposed; and

32.11.2 the Trustee or, at the option of the Trustee, the Trustee's representative (who need not be a Trustee) has been allowed the opportunity to make representations to the meeting.

32.12 is removed from office in accordance with these Articles or any Rules; or

32.13 is removed from office in accordance with Section 168 of the CA 2006.

33. **Trustees' Appointments**

33.1 Subject to the provisions of the Companies Acts and to Article 5, the Trustees may appoint 1 (one) or more of their number to the unremunerated office of managing director or to any other unremunerated executive office of the Charity. Any such appointment may be made upon such terms as the Trustees shall determine. Any appointment of a Trustee to an executive office shall terminate if the person ceases to be a Trustee.

33.2 Except to the extent permitted by Article 5, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

34. **Proceedings of Trustees**

34.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.

34.2 The Trustees shall meet not less than 4 (four) times each year.

- 34.3 Two Trustees or the Chair may (and the Secretary shall upon such request) call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.
- 34.4 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or 3 (three) Trustees, whichever is the greater.
- 34.5 If authority is delegated to an individual by the Board, then the terms of the delegation should be clearly and fully recorded.
- 34.6 The Trustees may act notwithstanding any vacancies in their number but if the number of Trustees is less than the number fixed as the quorum the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 34.7 Unless the person is unwilling to do so, the Chair (or in the persons absence the Vice Chair) shall preside at every meeting of Trustees at which the person is present but, if there is no Trustee holding such office or if the Chair (and the Vice Chair) is unwilling to preside or is not present within 5 (five) minutes after the time appointed for the meeting, the Trustees present may appoint 1 (one) of the number to be chair of the meeting.
- 34.8 Questions arising at a meeting shall be decided by a majority of votes but in the case of an equality of votes the chair of the meeting shall (subject to Article 35) have a second or casting vote.
- 34.9 A meeting of the Trustees at which business is to be transacted may consist of a conference between Trustees who are not all in the same place, but of whom each is able (whether directly or by telephonic communication or by video conference, an internet video facility or similar electronic method allowing simultaneous visual and/or audio participation) to speak to each of the others and to be heard by each of the others simultaneously. A person participating in this way 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 chair of the meeting is.

35. Declaring Conflicts of Interest

35.1 Unless Article 35.2 below applies, a Trustee must declare the nature and the extent of:

35.1.1 any direct or indirect interest which the person (or a Connected Person) has in a proposed or existing transaction or arrangement with the Charity or any Subsidiary Company; and

35.1.2 any duty owed to a third party or any direct or indirect interest which the person (or a Connected Person) has which conflicts or possibly may conflict with the persons duties to the Charity or the interests of the Charity.

35.2 There is no need to declare any interest or duty:

35.2.1 of which the other Trustees are, or ought reasonably to be, already aware; or

35.2.2 of which the Trustee is not aware (but for this purpose a Trustee is treated as being aware of matters of which the person ought reasonably to be aware).

35.3 If the interest or duty of the Trustee (or the Connected Person) cannot reasonably be regarded as likely to give rise to a conflict of interests or duties with, or in respect of, the Charity, the Trustee is entitled to participate in any decision-making process, to be counted in the quorum and to vote under the normal procedures but may recuse himself or herself from any such participation. Any uncertainty about whether an interest or duty of a Trustee (or a Connected Party) is reasonably likely to give rise to a conflict of interests or duties with, or in respect of, the Charity shall be determined by the other Trustees acting reasonably and in good faith. *For the avoidance of doubt, if a conflict is deemed to be material, then the conflicted Trustee may not participate in the discussion of, or vote in respect of, the matter in which they have a material conflict of interest.*

35.4 Unless Article 35.5 below applies, whenever a Trustee (or a Connected Person) has an interest or duty which conflicts (or may reasonably be regarded as likely to give rise to a conflict of interests or duties) with, or in respect of, the Charity, the relevant Trustee must:

35.4.1 withdraw from that part of the meeting unless expressly invited to remain but only for the purposes of providing information to the meeting.

35.4.2 not be counted in the quorum for that part of the meeting; and

35.4.3 withdraw during the vote and have no vote on the matter.

35.5 The provisions of Articles 35.4.1 to 35.4.3 inclusive shall not apply in relation to any discussion or decision in relation to the following payments or other benefits:

35.5.1 any benefit received by a Trustee or a Connected Person in the persons capacity as a beneficiary of the Charity under Article 5.2.1.1 and which is generally available to the beneficiaries of the Charity.

35.5.2 reimbursement of a Trustee's expenses permitted under Article 5.2.1.2;

35.5.3 the purchase of any premium in respect of trustee indemnity insurance permitted under Article 5.2.1.8; or

35.5.4 payment to a Trustee or other Officer of an indemnity permitted under Article 5.2.1.9; unless in the circumstances the other Trustees decide to the contrary.

36. Authorising Conflicts of Interest

36.1 The Trustees may, in accordance with the requirements set out in this Article 36, authorise any matter proposed to them by any Trustee which would, if not authorised, involve a Trustee breaching the persons duty under Section 175 of the CA 2006 to avoid a conflict of interests.

36.2 Any authorisation under this Article 36 shall be effective only if:

36.2.1 the matter is proposed to the Trustees in accordance with these Articles or as otherwise agreed by the Trustees.

36.2.2 the Trustees comply with the procedure set out at Article 35; and

36.2.3 the unconflicted Trustees consider it in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

36.3 Any authorisation of a matter under this Article 36 may:

36.3.1 extend to any actual or potential conflict of interests which may reasonably be expected to arise out of the matter so authorised.

36.3.2 be subject to such terms and for such duration or to such limits or conditions as the Trustees may determine; and

36.3.3 be terminated or varied by the Trustees at any time (but this will not affect anything done by the Trustee in accordance with the terms of authorisation prior to such termination or variation).

- 36.4 In authorising a conflict of interests under this Article 36, the Trustees may decide (whether at the time of giving the authority or subsequently) that, if the relevant Trustee has obtained any information through the persons involvement in the conflict of interests otherwise than as a Trustee of the Charity and in respect of which the person owes a duty of confidentiality to another person, the relevant Trustee shall be under no obligation to:
- 36.4.1 disclose such information to the Trustees or to any Trustee, Officer, or employee of the Charity.
- 36.4.2 where, to do so, would amount to a breach of that duty of confidentiality.
- 36.5 Where the Trustees authorise a conflict of interests under this Article 36, they may provide without limitation (whether at the time of giving the authority or subsequently) that the relevant Trustee is not given any document or other information relating to the conflict of interests.
- 36.6 Where the Trustees authorise a conflict of interests under this Article 36, the relevant Trustee:
- 36.6.1 will be obligated to conduct himself or herself in accordance with any terms imposed by the Trustees in relation to the conflict of interests; and
- 36.6.2 will, notwithstanding such authorisation, always comply with the persons overriding obligation not to infringe any duty the person owes to the Charity by virtue of Sections 171 to 177 of the CA 2006.
- 36.7 A Trustee is not required, by reason of being a Trustee (or because of the fiduciary relationship established by being a Trustee) of the Charity to account to the Charity for any remuneration, profit or other benefit which the person derives from or in connection with a relationship involving a conflict of interests which has been authorised by the Trustees or by the Charity in general meeting (subject in each case to any terms, durations, limits or conditions attaching to that authorisation) and no contract shall be avoided on such grounds.
- 36.8 Without prejudice to Articles 36.1 to 36.7, the Members may unanimously authorise or ratify any matter proposed to them which would, if not authorised, involve a Trustee breaching the persons duty under Section 175 of the CA 2006 to avoid a conflict of interests.
- 36.9 For the avoidance of doubt a Trustee's duty under Section 175 of the CA 2006 to avoid conflict of interests with the Charity shall be disapplied in relation to all transactions and

arrangements permitted under or by virtue of Article 5 and described in Articles 5.2.1.1 to 5.2.1.10 inclusive and Articles 5.3.1 to 5.3.10 inclusive but nothing in this Article 36 shall permit or authorise the conferral of any payment or other benefit from the Charity not expressly permitted under Article 5.

37. Validity of Trustees' Acts

37.1 Subject to Article 37.2, all acts done by a meeting of the Trustees, or of a committee of Trustees, shall be as valid notwithstanding the participation in any vote of a Trustee:

37.1.1 whose appointment was defective.

37.1.2 who was disqualified from holding office?

37.1.3 who had previously retired or who had been obliged by the constitution to vacate office; or?

37.1.4 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise?

as if that person was qualified and had been duly appointed and had continued to be a Trustee and had been entitled to vote.

37.2 Article 37.1 does not permit a Trustee to keep any benefit that may be conferred upon the person by a resolution of the Trustees or of a committee of Trustees if the Trustee has not complied with Article 35 or if, but for Article 37.1, the resolution would have been void or not duly passed.

38. Written Resolutions of Trustees

38.1 A resolution in Writing signed by all the Trustees entitled to vote on a matter (or all the committee members entitled to vote on a matter) shall be as valid and effective as if it had been passed at a meeting of Trustees (or a committee of Trustees) duly convened and held.

38.2 Such a resolution may consist of several documents in the same form each signed by 1 (one) or more of the Trustees (or committee members) or to which 1 (one) or more of the Trustees (or committee members) has indicated agreement in Writing.

39. Council

39.1 The Charity shall make Rules under Article 53 to establish and regulate the Council and shall determine the composition and terms of reference of and the procedures applicable to the conduct of business by the Council always provided that (for the avoidance of doubt) the Council shall have no authority to bind the Trustees or to direct the Trustees to do or refrain from doing any act.

39.2 Without prejudice to Article 39.1, the Trustees may from time-to-time delegate such of its powers and functions to the Council in accordance with Articles 40 and 41.

40. Delegation by the Trustees

40.1 Subject to the Articles, the Trustees may delegate to any person or committee:

40.1.1 any of their powers or functions.

40.1.2 the implementation of any of their decisions; and

40.1.3 the day-to-day management of the affairs of the Charity.

by such means, to such an extent, in relation to such matters or territories and on such terms as they think fit.

40.2 The terms of delegation may permit sub-delegation.

40.3 The Trustees may at any time revoke any such delegation in whole or in part or alter the terms and conditions of any such delegate.

40.4 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such terms and conditions as they determine.

41. Delegation to Committees/Working Groups

41.1 Where the Trustees delegate to a committee/working group:

41.1.1 the terms of delegation shall specify those who may serve or be asked to serve on the committee/working group (although the delegation may also allow the committee/working group to make co-options up to a specified number).

41.1.2 the composition of any committee/working group shall be at the discretion of the Trustees but must include at least 1 (one) of their number.

41.1.3 the acts and proceedings of any committees/working groups shall be fully and promptly reported to the Trustees; and

41.1.4 no committee/working group shall knowingly incur expenditure or liability on behalf of the Charity except as authorised by the Trustees or in accordance with a budget approved by the Trustees.

41.2 The meetings and proceedings of any committee/working group shall be governed by those Articles regulating the meetings and proceedings of the Trustees insofar as they apply and are not superseded by any Rules to the contrary.

42. Delegation of Management Powers

42.1 Where the Trustees delegate management powers to the *CEO/GM* or any other manager:

42.1.1 the delegated powers shall be to manage the Charity by implementing the policies and strategies adopted by and within the budget approved by the Trustees and to advise the Trustees in relation to such policies, strategies, or budget.

42.1.2 the Trustees shall provide the Secretary or any other manager with a description of the persons role and the extent of the persons authority; and

42.1.3 the Secretary or any other manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts and narrative reports (as the case may be) sufficient to explain the financial position and performance of the Charity (as the case may be).

43. Delegation of Investment Management

43.1 The Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

43.1.1 the investment policy is set out in Writing for the Financial Expert or Experts by the Trustees.

43.1.2 timely reports of all transactions are provided to the Trustees.

43.1.3 the performance of the investments is reviewed regularly with the Trustees.

43.1.4 the Trustees are entitled to revoke such delegation arrangement at any time.

43.1.5 the investment policy and the delegation arrangements are reviewed regularly.

43.1.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance; and

43.1.7 the Financial Expert or Experts must not do anything which is outside the powers of the Trustees.

44. Bank Account

Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from any such account shall be signed by:

44.1.1 the CEO/General Manager up to a certain specified amount determined and agreed by the Trustees at a duly convened meeting of the Trustees; and/or

44.1.2 at least 2 (two) Trustees or 2 (two) duly authorised signatories appointed by the Trustees from time to time for the purpose of this Article 44.

45. Secretary to The Trustees

The Trustees may appoint a Secretary to The Trustees for such term at such remuneration (subject to Article 5) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The powers of the Secretary may be delegated in accordance with Article 42.

46. FA Representative

46.1 The Trustees shall decide which person should be the FA Representative each year.

46.2 Such person shall be appointed for 1 (one) year and upon such conditions as the Trustees thinks fit. Such person shall be eligible for re-election each year, subject to FA Rules. Such person shall not be an employee.

46.3 A person so appointed may be removed at any time by the Trustees.

46.4 In the event of a casual vacancy occurring the Trustees shall have the power (but shall not be obliged) to appoint a replacement FA Representative at any time.

47. **Seal**

The Seal (if any) shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

48. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

49. **Minutes**

The Trustees must cause minutes to be made in books kept for the purpose:

- 49.1 of all appointments of officers made by the Trustees.
- 49.2 of all resolutions of the Charity and of the Trustees (including decisions of the Trustees made without a meeting); and
- 49.3 of all proceedings and reports of meetings of the Charity and of the Trustees, the Council and of committees of Trustees, including the names of the Trustees present at each such meeting.

50. **Records and Accounts**

- 50.1.1 The Trustees shall comply with the requirements of the CA 2006 and the Charities Act 2011 as to maintaining a Register of Members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the registrar of companies and the Commission of:
 - 50.1.2 annual reports.
 - 50.1.3 annual returns; and
 - 50.1.4 annual statements of account.

50.2 No Member shall (in such capacity) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by any rule of law or authorised by the Trustees or by ordinary resolution of the Members.

51. Communications by the Charity

51.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report, or accounts) sent or supplied by the Charity under the Articles, or the Companies Acts may be sent or supplied in any way in which the CA 2006 provides for Documents or information which are authorised or required by any provision of the CA 2006 to be sent or supplied by the Charity, including:

51.1.1 in Hard Copy Form.

51.1.2 in Electronic Form; or

51.1.3 by making it available on a website.

51.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

51.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

51.4 A Member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called. Where any Document or information is sent or supplied by the Charity to the Members:

51.4.1 where it is sent by post it is deemed to have been received 48 (forty-eight) hours (excluding Saturdays, Sundays, and Public Holidays) after it was posted.

51.4.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent.

51.4.3 where it is sent or supplied by means of a website, it is deemed to have been received when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

51.5 Proof that an envelope containing a Document, a notice or information was properly addressed, prepaid, and posted shall be conclusive evidence that such Document, notice, or information was sent. Proof that a Document, a notice, or information was properly addressed and sent or supplied by Electronic Means shall be conclusive evidence that such Document, notice, or information was sent or supplied.

51.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a member) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 (forty-eight) hours.

51.7 Copies of the Charity's annual accounts and reports need not be sent to a person for whom the Charity does not have a current address. Notices of general meetings need not be sent to a member who does not register an address with the Charity or who registers only a postal address outside the United Kingdom, or to a member for whom the Charity does not have a current address.

52. **Indemnity**

Subject to the provisions of the Companies Acts, every Trustee or other Officer of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by the person in that capacity in defending any proceedings (whether civil or criminal) in which judgment is given in the persons favour or in which the person is acquitted or in connection with any application in which relief is granted to the person by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

53. **Rules**

53.1 The Trustees may from time to time make, alter, and revoke such Rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of Membership and AssociateMembership in particular, they may by such Rules regulate:

53.1.1 the admission and classification of Members and Associate Members of the Charity.

53.1.2 the rights, privileges and obligations of such Members and Associate Members and the conditions of Membership and Associate Membership.

53.1.3 the terms on which Members and Associate Members may resign or have their Membership and Associate Membership terminated.

53.1.4 the entrance fees, subscriptions, affiliation fees and other fees or payments to be made by Members, Associate Members.

53.1.5 the conduct of Members and Associate Members of the Charity in relation to one another and to the Charity's Officers or servants and any disciplinary procedures.

53.1.6 the setting aside of the whole or any part of parts of the Charity's premises at anytime or times or for any particular purpose or purposes.

53.1.7 the procedure at general meetings and meetings of the Trustees and Committee/Working Groups of the Trustees insofar as such procedure is not regulated by the Articles.

53.1.8 to resolve or establish procedures to assist the resolution of disputes or complaints within the Charity.

53.1.9 generally, all such matters as are commonly the subject matter of company rules.

53.2 The Charity in general meeting shall have power to alter, add to or repeal the Rules and the Trustees shall adopt such means as they think sufficient to bring to the notice of the Members and Associate Members of the Charity (as applicable) all such Rules, which shall be binding on all Members and Associate Members of the Charity (as applicable): provided that (unless otherwise expressly provided for in these Articles) no Rule shall be inconsistent with or shall affect or repeal anything contained in the Articles and in the event of any conflicting provisions the Articles shall prevail over the Rules.

53.3 The Charity and its Members and Associate 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 event of any

inconsistency the Rules of The Football Association shall take precedence (provided that such Rule shall not cause the Charity to cease to be a charity or be in breach of the law of charity or any other rule of law from time to time).

54. Committees/Working Groups

54.1 The Board of Trustees shall establish any committee groups or working groups which it considers necessary to support its work, or any other groups as may be required by the rules and regulations of The Football Association from time to time. Any group established by the Board shall each have its own terms of reference and shall report to the Board in accordance with such terms.

54.2 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.

55. Equality, Inclusion and Diversity Group (IAG)

The Trustees shall maintain an Equality, Inclusion and Diversity Advisory Group to lead on equality, inclusion, and diversity matters. The Inclusion Advisory Group shall be independent and advisory in nature, and therefore is not able to bind the Board. The Independent Inclusion Trustee will be Chair of the Inclusion Advisory Group

56. Youth Council

The Trustees shall maintain a Youth Council to lead on matters affecting young people within the County. The Youth Council shall be independent and advisory in nature, and therefore is not able to bind the Board. The chair of the Youth Council shall be appointed via an open and publicly advertised recruitment process and managed by the Trustees, and where not restricted by age under the Companies Acts, shall be a Trustee on an Ex-Officio basis.

57 Responsibilities of Council Members

57.1 All Trustees, Members and Members of Council or any person acting for or representing the County Football Association must be in full compliance with all standards required, for example including but not limited to, Safeguarding Standards and Codes of Conduct or any other standards as deemed necessary by the Trustees. Any person who, having been given reasonable opportunity (One Calendar month Maximum), fails to meet or comply with any standard will be removed from membership. **If a person has become ineligible for membership because of failing to comply with Safeguarding or other criteria that person shall not become eligible for membership again, in any capacity, until at least 6 calendar months has elapsed and then only with the approval of the Trustees, and shall not return in any capacity until the start of the season following the point at which 6 calendar months has elapsed and only then when the appropriate affiliation and/or nominations window is available.**

58 Responsibilities of Affiliated Leagues

58.1 All Affiliated Leagues must be always compliant with Football Association requirements regarding Safeguarding standards. Failure to meet such requirements, after reasonable opportunity to remedy any deficiencies, will result in Affiliation being withdrawn.

59. Alteration of the Articles

- 59.1 No additions, alterations or amendments shall be made to or in the provisions of these Articles except by special resolution passed in general meeting or by written resolution in accordance with these Articles.
- 59.2 No additions, alterations or amendments shall be made to or in the provisions of the Articles which would have the effect that the Charity would cease to be a company to which section 60 of the CA 2006 applies or would cease to be a charity.
- 59.3 The Charity shall make no regulated alterations (as defined in section 198 of the Charities Act 2011) to or in the provisions of the Articles without the prior written consent of the Commission.

60. Winding Up

60.1 The Charity may be wound up voluntarily at a general meeting called on not less than 21 (twenty-one) days' notice subject to the passing of a special resolution.

60.2 In the event of the winding up of the Charity in accordance with Article 0 above the Trustees after settlement of all financial obligations shall distribute the proceeds of the Charity's residual assets in accordance with Articles 7 and 8 above.

Company number: 04236669

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Membership Rules

of

Sheffield and Hallamshire County Football Association Limited
Rules adopted by Members' resolution dated 8th September 2022

Company number: 04236669

1. Basis of Rules

These Membership Rules are made pursuant to Article 9 of the Charity's Articles and may be altered, added to, or revoked by the Charity in accordance with Article 53.

2. Definitions and Interpretation

2.1 In these Membership Rules, unless the context requires otherwise, the definitions and rules of interpretation set out in the Articles shall apply.

2.2 In these Membership Rules, unless the context requires otherwise, references to a Rule are to a Rule in these Membership Rules.

2.3 Except where expressly permitted in the Articles, no Rule in these Membership Rules shall be inconsistent with or shall affect or repeal anything contained in the Articles and in the event of any such inconsistency the Articles shall prevail.

2.4 Subject to the Articles and these Membership Rules, in the event of any ambiguity the Trustees shall have the power to rule on the interpretation of these Membership Rules.

3. Members

3.1 Article 9 sets out which individuals and organisations may be entitled to Membership of the Charity.

3.2 Without prejudice to Article 9, the Trustees shall be admitted to Membership upon appointment as a Trustee (and shall be deemed to have consented to being admitted to Membership) and shall cease to be a Member (unless otherwise entitled to Membership under the Membership Rules) upon ceasing to be a Trustee.

3.3 Without prejudice to Article 9, the following persons and organisations may also be admitted as Members of the Charity under Article 9 and these Membership Rules:

3.3.1 the Affiliated Clubs.

3.3.2 the Affiliated Leagues.

3.3.3 the Competitions;

3.3.4 the Council Members and ;

3.3.5 any other individuals admitted to Membership by the Trustees.

- 3.4** Except as otherwise set out in these Membership Rules, for the purposes of Article 10 each of the above classes of Members shall have the same and equal rights and privileges under the Articles and the Companies Acts.
- 3.5** For the avoidance of doubt the Associate Members and the Life Members shall not in such capacity be Members of the Charity.
- 3.6** No person shall be a member who has not complied with the Safeguarding criteria in force from time to time. If a person has become ineligible for membership because of failing to comply with Safeguarding criteria that person shall not become eligible for membership again, in any capacity, until at least 6 calendar months has elapsed and then only with the approval of the Trustees.
- 3.7** The Association must keep and maintain a Register of Members.

4. Associate Members

- 4.1** Article 11 sets out which individuals and organisations may be entitled to Associate Membership of the Charity.
- 4.2** Without prejudice to Article 11, the following shall also be entitled to Associate Membership of the Charity under Article 11:
- 4.2.1** Life Members; and
- 4.2.2** any other individuals admitted to Associate Membership by the Trustees.
- 4.3** Associate Members shall have no rights or privileges under the Companies Acts but shall have such rights and privileges as these Membership Rules may prescribe.
- 4.4** Except as otherwise set out in these Membership Rules, for the purposes of Article 11 each of the above classes of Associate Members shall have the same and equal rights and privileges under these Membership Rules.
- 4.5** Associate Members are entitled to receive notice of, and to attend and speak at, Council meetings and general meetings of the Charity but shall have no right to vote in such capacity.
- 4.6** For the avoidance of doubt the Associate Members shall not in such capacity be Members of the Charity.
- 4.7** The Association must keep and maintain a register of Associate Members.

Company number: 04236669

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Council Rules

of

Sheffield and Hallamshire County Football Association Limited
Rules adopted by members' resolution dated 8th September 2022

1. Basis of Rules

These Council Rules are made pursuant to Article 39 of the Charity's Articles and may be altered, added to, or revoked by the Charity in accordance with Article 53.

2. Definitions and Interpretation

2.1 In these Council Rules, unless the context requires otherwise, the definitions and rules of interpretation set out in the Articles shall apply.

2.2 In these Council Rules, unless the context requires otherwise, references to a Rule are to a Rule in these Council Rules.

2.3 Except where expressly permitted in the Articles, no Rule in these Council Rules shall be inconsistent with or shall affect or repeal anything contained in the Articles and in the event of any such inconsistency the Articles shall prevail.

2.4 Subject to the Articles and these Council Rules, in the event of any ambiguity the Trustees shall have the power to rule on the interpretation of these Council Rules.

3. The Council

3.1 The Council shall be established and regulated by these Council Rules pursuant to Article 39 including its composition, terms of reference and the procedures applicable to the conduct of business by the Council.

3.2 The Council shall have no authority to bind the Trustees or to direct the Trustees to do or refrain from doing any act.

3.3 Without prejudice to Rule 3.2, the Trustees delegate the powers set out in these Council Rules to the Council subject to, and in accordance with, Articles 40 to 41.

4. Composition of the Council

4.1 The Council shall comprise:

4.1.1 the President (if elected and in post).

4.1.2 the Chair and all the other Trustees

4.1.3 up to 4 (four) Vice-Presidents appointed under Rules 6.6 to 6.12 below

4.1.4 up to 10 (ten) Elected Council Members appointed under Rules 6.13 to 6.19 below, no more than 5 of any Gender

4.1.5 the Affiliated League Representatives (including Universities and any other organisation or body that organise leagues, that the Trustees may determine from time

to time) appointed under Rules 6.20 to 6.22 below; Any Bona Fide League (or University and any other organisation or body that organise leagues, that the Trustees may determine from time to time)) with 50 Teams or more may appoint 2 representatives.

- 4.1.6 up to 1 (one) representative nominated by each Football League Club and each Premier League Club appointed under Rules 6.23 to 6.24 below.
 - 4.1.7 up to 1 (one) representative nominated by Sheffield and South Yorkshire Schools FA appointed under Rules 6.23 to 4 below.
 - 4.1.8 up to 1 (one) representative nominated by Sheffield and Hallamshire County Referees' Association appointed under Rules 6.23 to 6.24 below.
 - 4.1.9 up to 1 (one) representative nominated by the Youth Council
 - 4.1.10 One representative appointed by women's & girls' clubs (being clubs classified as such).
 - 4.1.11 One representative appointed by disability football clubs (being clubs classified as such).
 - 4.1.12 One representative appointed by the IAG, who need not be Chair of the Group who by Right is an Independent Trustee).
 - 4.1.13 One representative of recreational football (being forms of football which are less regulated including for example futsal, walking football and 9x9).
 - 4.1.14 Up to three members co-opted in accordance with Article 39 and 4.3 of these rules.
- 4.2 Subject 6.20 to 6.24 (inclusive), the Council shall have power to fill any other vacancy which may occur on the Council during the year. A Council Member so appointed 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 Council Rules.
- 4.3 The Council shall have power to co-opt up to three persons at any time as it thinks fit. 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 the Council at any time but shall not serve for more than 1 year without re-election and shall not serve for more than 3 years successively.

5. Eligibility to be a Council Member

5.1 No person shall be appointed or elected to serve as a Council Member if they are a member of the council or governing body of any other County Association, either at the time of nomination or after election, or if they are employed by any County Football Association.

6. Appointment of Council Members

President

6.1 The provisions dealing with the retirement and appointment of the President are set out at Article 28.

6.2 The President shall hold office as President of the Charity and shall have such rights and privileges and duties as the Trustees shall from time to time prescribe.

6.3 In the event of a casual vacancy occurring the Trustees shall have the power (but shall not be obliged) to appoint a substitute, President.

Chair

6.4 The provisions dealing with the appointment and removal of the Chair are set out at Article 29.

Vice-Presidents

6.5 There shall be no more than four Vice-Presidents in office at any one time.

6.6 At the Annual General Meeting to be held in each year, half of the persons appointed as Vice-Presidents or if their number is not a multiple of two, the number nearest above half shall retire but are eligible for re-election. The Vice-Presidents to retire shall be those who have served longest in office since their last appoint or re-appointment. As between Vice-Presidents who have served for an equal length of time the Vice-Presidents to retire shall (unless they otherwise agree) be determined by lot.

6.7 At the Annual General Meeting to be held in each year, half of the persons appointed as Vice-Presidents or if their number is not a multiple of two, the number nearest above half shall retire but are eligible for re-election. The Vice-Presidents to retire shall be those who have served longest in office since their last appoint or re-appointment. As between Vice-Presidents who

have served for an equal length of time the Vice-Presidents to retire shall (unless they otherwise agree) be determined by lot.

- 6.8** Only the Trustees may nominate, by such time as the Trustees shall prescribe each year, a person to be a Vice-President and such person shall be a serving Council Member.
- 6.9** If there are as many or fewer nominations as there are vacancies the Vice-Presidents shall be declared elected at the next Annual General Meeting. In the event of there being a greater number of nominations for Vice-Presidents than vacancies, an election shall be held at the Annual General Meeting.
- 6.10** In the event of a casual vacancy occurring the Association shall have the power (but shall not be obliged) to appoint a substitute Vice-President or Vice-Presidents.
- 6.11** Those persons elected as Vice-Presidents shall hold office for a two-year term but shall be eligible for re-election in accordance with these Articles. Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings. Vice-Presidents shall have such other rights and privileges as the Council shall from time to time prescribe.

Elected Council Members

- 6.12** At each Annual General Meeting the Elected Council Members shall retire but shall be eligible for re-election in accordance with these Articles. Each retiring Elected Council Member shall be nominated to serve for a further term without the need for a nomination form to be completed in accordance with Rule 6.14, unless the person indicates otherwise to the Secretary by such date as the Trustees shall decide each year.
- 6.13** At the Annual General Meeting each year elections shall be held to elect Elected Council Members in place of those retiring. Only Affiliated Clubs may nominate a person to serve as an Elected Council Member. The Secretary shall send to an Affiliated Club, on request, the nomination form from time to time prescribed by the Trustees for the election of an Elected Council Member. Those persons proposed to be nominated as Elected Council Members (other than those retiring Elected Council Members nominated under Rule 6.12 above) must be nominated by two Affiliated Clubs. The nomination form must be completed and returned to the Secretary by such date as the Trustees shall prescribe each year and must be signed by the secretary or other authorised person from each nominating Affiliated Club and signed by the nominee. No Affiliated Club may nominate or second more than one candidate. For the

avoidance of doubt this should be interpreted as meaning that if a Club nominates a candidate, it cannot therefore second another candidate and vice versa.

- 6.14 If the number of candidates nominated pursuant to Rules 6.12 and 6.14 above is 10 or less, those candidates shall be declared elected unopposed at the next Annual General Meeting. If the number of candidates nominated is greater than 10, an election shall be held at the Annual General Meeting in accordance with Rule 6.15 below.
- 6.15 If there is to be an election, voting papers listing the names and the candidates will be given to each Member present and entitled to vote at the Annual General Meeting in that year. Each Member must vote for 10 candidates subject to the gender balance preventing this (*No more than 5 of one Gender subject to Rule 4.1.3*) or the voting paper will be declared void. The election shall be carried out in such manner as the Trustees think fit.
- 6.16 The candidates recording the highest number of votes (subject to Rule 4.1.3 re Gender) shall be declared elected at the Annual General Meeting and shall serve as Elected Council Members for a one-year term from that meeting until the next Annual General Meeting but shall be eligible for re-election in accordance with these Articles.
- 6.17 In the case of 2 or more candidates polling an equal number of votes (for the last remaining vacancy), the Council shall at its first Council meeting after the Annual General Meeting each year elect (in its discretion) one such candidate to fill the vacancy, subject to Rule 4.1.3.
- 6.18 In the event of less than 10 nominations having been received for Elected Council Members in any year, the Council may at the first Council meeting after the Annual General Meeting in that year appoint such person or person (as the case may be) as it thinks fit to be Elected Council Members, subject to Rule 4.1.3

League Representatives

- 6.19 Each Affiliated League in the County comprising at least 12 (twelve) Affiliated Clubs (none of which are affiliated to another Affiliated League) which has been affiliated to the Charity for at least 1 (one) year in aggregate shall be entitled to nominate a person to be a League Representative. Any Bona Fide League with 50 or more Teams may appoint 2 representatives, subject to the said conditions above.

- 6.20 Each Affiliated League shall submit to the Trustees for approval by such time as the Trustees shall prescribe each year the name of the person(s) it proposes to nominate as its League Representative. Such person(s), if approved by the Trustees, shall serve for 1 (one) year from the first Council meeting after the Annual General Meeting in each year until the first Council meeting after the next Annual General Meeting but shall then be eligible for re-appointment in accordance with these Articles.
- 6.21 In the event of a casual vacancy occurring in relation to a League Representative, the Affiliated League concerned shall have power (but shall not be obliged) to fill such vacancy.

Other organisations

- 6.22 Each organisation or group of organisations entitled to nominate a person to be a Council Member pursuant to Rules 4.1.6 to 4.1.14 shall submit to the Trustees for approval by such time as the Trustees shall prescribe each year the name of the person(s) it proposes to nominate as its League Representative. Such person(s), if approved by the Trustees, shall serve for 1 (one) year from the first Council meeting after the Annual General Meeting in each year until the first Council meeting after the next Annual General Meeting but shall then be eligible for re-appointment in accordance with these Articles.
- 6.23 In the event of a casual vacancy occurring in relation to any Council Members appointed under Rule 6.22 above, the organisation concerned shall have power (but shall not be obliged) to fill such vacancy.

7. Removal from Council Membership

- 7.1 The Trustees may, if they are of the opinion that the interests of the Charity so require, give notice to any member of the Council requesting that the person withdraw from membership of the Council within a time specified in such notice.
- 7.2 If on the expiry of the time specified in such notice the Council Member has not withdrawn from membership of the Council by submitting notice of the persons resignation, or if the Council Member so requests in writing, the matter shall be referred to a meeting of the Trustees.
- 7.3 The Trustees and the Council Member shall be given at least 14 (fourteen) days' written notice of the meeting, and such notice shall specify the matter to be discussed.

7.4 The Council Member shall at the meeting be entitled to present a statement in the persons defence either verbally or in writing and shall not be required to withdraw from membership of the Council unless more than half of those present and voting shall then vote for the persons removal, or unless the person fails to attend the meeting without sufficient reason being given. If so, the person shall thereupon cease to be a member of the Council and the person's name shall be removed from the list of Council Members.

8. Powers of the Council

8.1 The Council has the power to advise the Board of Trustees on footballing matters referred to it is including (but without limitation to) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County. The Council shall not be able to override a decision by the Board of Trustees but has all reasonable rights to consultation and constructive challenge.

The Board of Trustees, following election and appointment of Council Members, shall allocate Council Members to all Committees/Working Groups established by these Articles.

8.2 Each year at the first Council meeting following the Annual General Meeting, the Trustees shall appoint such persons (whether or not Council Members) as they think fit to Committees/Working Groups of the Council to hold office until the first Council meeting following the next Annual General Meeting:

8.3 Each Committee/Working Group appointed in accordance with Rule 8.2 shall decide which of its number shall be chair and vice-chair and which secretary of the Committee.

8.4 Each Committee/Working Group shall conduct its business in accordance with any terms of reference and standing orders set by the Trustees from time to time.

8.5 Without prejudice to its other powers under these Council Rules, the Council may, on the recommendation of the Trustees appoint Life Members in accordance with Rule 9.

9. Life Members

9.1 Council on the recommendation of the Trustees may appoint, at any time, such persons as it thinks fit to be Life Members of the Charity.

9.2 Life Members are entitled to receive notice of, and to attend, Council meetings or general meetings but are not entitled to vote at such meetings.

10. **FA Representative**

- 10.1 The Trustees shall decide which person should be the FA Representative each year.
- 10.2 Such person shall not be an employee and shall be appointed on such terms and upon such conditions as the Trustees thinks fit.
- 10.3 A person so appointed may be removed at any time by the Trustees.
- 10.4 In the event of a casual vacancy occurring the Trustees shall have the power (but shall not be obliged) to appoint a substitute FA Representative.

11. **Proceedings of Council**

- 11.1 Council Members are entitled to attend all Council meetings and general meetings and subject to the provisions of these Council Rules are entitled to vote at such meetings.
- 11.2 The secretary may (and, on the request of any 15 Council Members, the secretary shall) call Council meetings.
- 11.3 The notice of a Council meeting shall be sent to all the Council Members individually.
- 11.4 At least seven Clear Days' notice shall be given of Council meetings.
- 11.5 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.
- 11.6 The Council shall meet at least three times each calendar year.
- 11.7 No business shall be transacted at any Council meeting unless a quorum of no less than 15 Council Members eligible to vote are present.
- 11.8 Each Council Member shall have one vote.
- 11.9 Any Council Member who shall, without apology, be absent from three consecutive Council meetings shall be deemed to have resigned his/her membership of the Council.

12. **Term Limits**

- 12.1 Each council member shall serve as a council member from the date of his or her appointment until his or her replacement or vacation of office in accordance with these Articles.
- 12.2 A council member shall serve office for a maximum of **three terms of three years**, at which point that person shall retire. Each term shall run from the date of that person's appointment or most recent re-appointment until the council meeting

immediately preceding the end of the time period of a term of office at which point, subject to any provisions of any council terms, that person shall be eligible for re-appointment at such council meeting.

12.3 A council member who is a director shall be entitled to remain on council as an honorary member of council, entitled to attend but not vote at council meetings, for such period beyond which he or she would otherwise be required to retire in accordance with Article as he or she remains a director.

12.4 The board may in exceptional circumstances where a suitable replacement cannot be found permit a council member to serve for a further term of the same length as set out in Article 12 beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with Article.

13. Responsibilities of Council Members

13.1 All Trustees and Members of Council or any person acting for or representing the County Football Association must be in full compliance with all standards required, for example including but not limited to, Safeguarding Standards and Codes of Conduct or any other standards as deemed necessary by the Trustees. Any person who, having been given reasonable opportunity (One Calendar month Maximum), fails to meet or comply with any standard will be removed from membership. **If a person has become ineligible for membership because of failing to comply with Safeguarding or other criteria that person shall not become eligible for membership again, in any capacity, until at least 6 calendar months has elapsed and then only with the approval of the Trustees,** but will, in any event, not be permitted to return to membership until such compliance has been achieved.

14. Responsibilities of Affiliated Leagues

- 14.1 All Affiliated Leagues must be always compliant with Football Association requirements regarding Safeguarding standards. Failure to meet such requirements, after reasonable opportunity to remedy any deficiencies (One Calendar month Maximum), will result in Affiliation being withdrawn.**