



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION FOR

STAFFORDSHIRE FOOTBALL ASSOCIATION

COMPANY NUMBER: 3799658

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PART 1: INTERPRETATION

Defined Terms

1 In the Articles, unless the context requires otherwise:

“1986 Act” – or any numbered section of it, means the Insolvency Act 1986 or such section as amended, restated or re-enacted from time to time

“Act”– or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time

“the Association” – means the Staffordshire Football Association Limited

“The Football Association” – means the company called “The Football Association Limited” registered in England and Wales with company registration number 00077797

“Board” – means the Association’s Board of Directors

“Council Members” – means the persons specified in Article 91

“Council Terms” – means any standing orders or terms of reference regulating the conduct of business of Council adopted by the Council from time to time pursuant to Article 108

“Director” – means a Director of the Association

“Director, Co-opted” – means a Director appointed by the Board pursuant to Article 33(f)

“Director, Independent” – means a Director appointed by the Board pursuant to Article 33(b)

“Director, Nominated” – means a Director appointed by the Association’s Council pursuant to Article 33(c)

“Director, Senior Independent” – has the meaning given in Article 37

“document” or “notice” – includes, unless otherwise specified, any document or notice sent or supplied by electronic communication

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

“Honorary Member” – means a Council Member as defined in Article 102

“Members” – means those Affiliated Leagues and Competitions, and Sections thereof, Clubs, Associate Members and individuals admitted into membership in accordance with Article 43

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

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

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

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

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

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

“Youth Council Terms” – means any standing orders or terms of reference regulating the conduct of business and membership of Youth Council adopted by the Youth Council from time to time pursuant to Article 110

Words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.

Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Act.

The model articles shall not apply to the Association.

PART 2: OBJECTS

Objects

2 The Objects for which the Association is established are:

- (a) to promote, foster, develop and support the Game of Association Football (“the Game”) in every way, without discrimination, and to take all steps as shall be thought necessary or advisable for preventing infringements of the Laws of the Game as they apply from time to time, or any improper methods or practices in the Game, and for protecting the Game from abuses;
- (b) to make, adopt, vary and publish rules, regulations and bye-laws and conditions for the regulation of the Game or otherwise within the County Boundaries of Staffordshire as defined on 31st March 1925 or such other area (“the County”) as shall be determined from time to time by The Football Association, and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye-laws and conditions;
- (c) to promote, foster, develop and support the principle of fair play in the Game by encouraging everyone involved in the Game to show respect to each other and to behave in a sporting manner both on and off the field of play;
- (d) to promote, foster, develop and support organisations designed in any way to promote, foster, develop and support the Game, including playing the Game, the training and regulation of players, coaches and referees, the promotion of FairPlay, the promotion of security in relation to spectating and the advancement of science and medicine as they apply to the Game, and in any way in relation to all other aspects of the Game, including by subscribing for shares, loan stock, warrants and other instruments in such organisations, or becoming involved as a Member or affiliate of such organisations, or facilitating the drafting and adoption of the constitution and articles of association of such organisations or by making payments by way of grant or otherwise to such organisations;
- (e) to maintain, continue and provide for the affiliation and registration of competitions, clubs and other organisations for promoting or playing the Game;
- (f) to maintain, continue and provide for the affiliation and registration of players, referees, coaches and others involved in the Game;
- (g) promote, provide for, regulate and manage competitions and matches, in the County or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to such promotion, provision, regulation or management, including for the comfort, conduct, conveyance, convenience or benefit of players and of the public, and of any other persons concerned or engaged in such competitions or matches;

- (h) to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any of the cups, shields, and other prizes of or relating to the Association;
 - (i) to provide for representation at General Meetings and on the Council of The Football Association of persons involved in the Game within the County by such means and in such manner as shall be determined from time to time under the rules, regulations or bye-laws, conditions or articles of association;
 - (j) to provide for, make and vary all such rules, regulations and bye-laws as they relate to persons involved in the Game in the County from time to time;
 - (k) to provide by rules, regulations, conditions, bye-laws, or otherwise, for deciding and settling all differences that may arise between associations, clubs, competitions, players or any persons who are Members of or who are employed or engaged by any such association, competition or club, or any other person in reference to due compliance with the Laws of the Game (as from time to time prescribed by The Football Association) or the rules, regulations, conditions or bye-laws of the Association or of The Football Association, or in reference to contracts, or to any other matter or dispute or difference arising between such, or persons, or any of them, and whether the Association is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as shall be thought proper;
 - (l) to co-operate with or assist any association or club or competition or other person involved in the Game in any way which the Association shall think proper, and to enter into or adopt any agreement or arrangements with such;
 - (m) to co-operate with The Football Association in all matters relating to the Game, including compliance with the Rules of The Football Association and the rules and regulations of anybody to which The Football Association is affiliated; and
 - (n) to adopt and carry out all such rules and regulations, conditions, bye-laws, agreements and arrangements of The Football Association, as are now in existence and from time to time, and to comply with or to enforce the due compliance with the same unless and until the same shall have been duly varied in accordance with the terms thereof.
- 3** The Directors may do all such other things in furtherance of these objects as they consider fit.

PART 3: APPLICATION OF INCOME AND PROPERTY AND DIRECTORS' BENEFITS

Application of Income and Property

- 4** The income and property of the Association shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Association. This does not prevent:
- (a) a Member of the Association receiving a benefit from the Association in the capacity of a beneficiary of the Association; or
 - (b) reasonable and proper remuneration to any Member of the Association for any goods or services provided to the Association.

The Association

- 5** The Members and Directors of the Association shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business affairs of the Association are carried out in accordance with the Articles and Rules which are then in force.

Conflicts of Interest

- 6** A Director shall declare to the other Directors any situation of which they are aware in which they have, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Association unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 7** An interest of a Director to be disclosed under Article 6 may be declared at a meeting of Directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.
- 8** If a conflict of interest arises for a Director and the conflict is not authorised by virtue of any other provision in the Articles, the remaining Directors may authorise such a conflict of interest if each of the following conditions is satisfied:
 - (a) the Director is absent from the part of any meeting at which there is discussion of the conflict of interest, any arrangement or transaction affecting that other organisation, company or person;
 - (b) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting; and
 - (c) the remaining directors are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.

PART 4: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' General Authority

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

Directors may Delegate

- 10** Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions, as they think fit.
- 11** Any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 12** The Directors may revoke any delegation in whole or part or alter its terms and conditions.

Committees

- 13** Committees to which the Directors delegate any of their powers shall contain at least one Director and shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 14** The Directors may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.

- 15 The Directors shall maintain an Equality Committee and any other committees required by the Rules from time to time. The Directors shall also maintain an Audit Committee and a Nominations Committee unless the Directors consider it appropriate for the Directors to act in place of such committees, as well as such other committees as the Directors consider necessary to support them.

DECISION-MAKING BY DIRECTORS

Meetings of Directors

- 16 Subject to the provisions of the Articles, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 17 At any time, any Director may, and the Chief Executive on the requisition of a Director shall, summon a meeting of the Directors.
- 18 Any such notice shall specify where, when and how the meeting is to be held. Any Director may waive notice of any meeting and such waiver may be retrospective.
- 19 All acts done in good faith by any meeting of the Directors or of any committee shall, notwithstanding it being discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or Member of the committee as the case may be.

Quorum for Meetings and Voting

- 20 The quorum necessary for the transaction of business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two.
- 21 A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
- 22 Questions arising at any meeting of the Directors shall be determined by a majority of votes. In case of an equality of votes the Board Chair shall have a second or casting vote.

Participation in Directors' Meetings

- 23 Subject to the Articles, Directors "participate" in a Directors' meeting, or part of a Directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 24 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 25 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Resolutions in Writing

- 26 A resolution executed by all the Directors, or by all the Members of a committee constituted under the Articles, shall be as valid and effectual as if it had been passed at a meeting of the Directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 27 For the purposes of Article 26:

- (a) A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the Chief Executive, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
- (b) A written instrument is executed when the person executing it signs it;
- (c) An electronic communication is executed when the person executing it sends it, provided that it has been authenticated in such manner (if any) as the Chief Executive shall prescribe;
- (d) The Directors, or (as the case may be) Members of a committee constituted under the Articles, need not execute the same written instrument or electronic communication;
- (e) A resolution shall be effective when the Chief Executive certifies that sufficient evidence has been received by himself that the resolution has been executed in accordance with Article 26; and
- (f) If no Chief Executive is appointed, the Board Chair shall perform the functions of the Chief Executive under this Article.

Chairing of Directors' Meetings

- 28** The Board Members shall appoint a Director to chair Directors' meetings (the "Board Chair"). The Board Chair shall not be the Chief Executive Officer of the Association (or any equivalent officeholder).
- 29** The Board Chair shall immediately cease to hold such appointment upon ceasing to be a Director.
- 30** If the Board Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors shall appoint one of themselves to chair it.

Records of Decisions to be Kept

- 31** The Directors shall ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

Number of Directors

- 32** The Directors as at the date of adoption of these Articles shall be the Directors of the Association, subject to the provisions of Article 102.
- 33** Save as otherwise provided in the Articles, the Directors of the Association shall be:
 - (a) not more than twelve in number;
 - (b) such persons appointed by the Board as Independent Directors, provided that not less than one third of the Directors from time to time shall be independent as defined by The Football Association's Code of Governance for County Football Associations;
 - (c) such persons appointed by the Council as Nominated Directors, provided that the number of Nominated Directors shall not exceed one third of the Directors holding office from time to time;
 - (d) one Member of the Equality Committee established pursuant to Article 15;
 - (e) the Association's Chief Executive Officer, *ex-officio*;

- (f) such persons as the Directors may from time to time co-opt to the Board on a temporary basis, provided that any Co-opted Director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the Directors.

Methods of Appointing Directors

- 34** Save as otherwise provided in the Articles, the Directors of the Association shall be such persons as the Association may by ordinary resolution appoint who are willing to act as a Director;
- 35** The Association's Council may appoint such persons as they consider appropriate to act as a Nominated Director by ordinary resolution at the Council meeting immediately following the Annual General Meeting, subject to Article 33.
- 36** No person shall be appointed as a Director unless:
 - (a) they have attained the age of 18 years; or
 - (b) in circumstances such that, had they already been a Director, they would have been disqualified from acting under the provision of Article 41.
- 37** The Directors shall nominate an independent non-executive Director to act as the Senior Independent Director. The Senior Independent Director shall act as a sounding board for the Board Chair, serve as an intermediary for the other Directors when necessary, act as an alternative contact for Members of Council if the normal channels of communication to the Directors through the Board Chair or the Association's executive team fail to resolve matters, or where the use of such channels may be inappropriate, and lead on the process of appraising the performance of the Board Chair.

Directors' Term of Office

- 38** An Independent Director shall serve for an initial term of three years following the date of their appointment by the Board. At the end of this three year term they shall retire from office but may offer themselves for re-appointment by the Board. Independent Directors may offer themselves for re-appointment in the same manner for two further terms each of three years to a maximum of nine years in total, provided that:
 - (a) an Independent Director may stand for further re-election and serve for a period up to twelve years from the date of their first appointment as a Director if they are appointed as Board Chair or appointed to the Football Association Council during their term of office as a Director; and
 - (b) the Board may in exceptional circumstances permit an Independent Director to hold office for a period up to a further year beyond the date on which they would otherwise have retired without being eligible for re-appointment in accordance with this Article.
- 39** A Nominated Director shall serve for an initial term of three years following their appointment at the Council Meeting immediately following the Annual General Meeting. At the end of this three year term they shall retire from office as an Nominated Director but may offer themselves for re-appointment in the same manner for two further terms each of three years to a maximum of nine years in total, provided that:
 - (a) a Nominated Director may stand for further re-election and serve for a period up to twelve years from the date of their first appointment as a Director if they are appointed as Board Chair or appointed to the Football Association Council during

- their term of office as a Director; and
- (b) the Board may in exceptional circumstances permit a Nominated Director to hold office for a period up to a further year beyond the date on which they would otherwise have retired without being eligible for re-appointment in accordance with this Article.

40 When a Director has completed their maximum term, at least four years shall elapse before they can be eligible to stand again as a Director for the Association.

Termination of Director's Appointment

41 A person ceases to be a Director if:

- (a) they cease to be a Director by virtue of any provision of the Act or they become prohibited by law from being a Director;
- (b) they have a bankruptcy order made against them;
- (c) a composition is made with their creditors generally in satisfaction of their debts;
- (d) a registered medical practitioner who is treating them gives a written opinion to the Association stating that that they have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) by reason of their mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights they would otherwise have;
- (f) notification is received by the Association from the Director that they are resigning from office, and such resignation has taken effect in accordance with its terms and provided that at least two Directors remain in office when the notice of resignation is to take effect;
- (g) they are the subject of a decision of the Football Association that they be suspended from holding office or from taking part any aspect of football management or football administration pursuant to any applicable disciplinary provision under any rules or statutes then in force.
- (h) they no longer comply with the provisions of any regulations of the Football Association relating to "Owners and Directors" as shall be in force from time to time.
- (i) they no longer comply with a declaration of good character given by them upon taking office or the Association's Directors' code from time to time;
- (j) they cease to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or by virtue of any provision of the statutes;
- (k) a Nominated Director is removed by the Members of the Association by a majority vote;
- (l) they are convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association; or
- (m) where they are an *ex-officio* Director, they cease to hold the office by which they become entitled to be a Director.

Directors' Indemnity

42 Subject to the provisions of the Act, and so far as may be consistent with the statutes:

- (a) Every Director and every other Officer other than the Association's Auditor or the reporting accountant may be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by themselves in the actual or purported execution and/or discharge of their and/or the actual or purported exercise of their powers and/or otherwise in relation to, or in connection with, their duties, powers or offices, in each case to the extent permitted by section 232 of the Act; and
- (b) The Association may also provide funds to any Director or any other officer (other than the Association's auditor or reporting accountant) or do anything to enable a Director or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

PART 5: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for Membership

- 43** The Members as at the date of adoption of these Articles and such other bodies and persons as are admitted to membership by the Council in accordance with the Articles and the Membership Rules shall be the Members of the Association.
- 44** No person or body shall become a Member of the Association unless they have completed an application for membership in a form approved by the Directors; and have paid the annual subscription, as applicable.
- 45** The Directors may from time to time establish rules for membership of the Association setting out, *inter alia*, criteria for membership, categories of membership, rights and obligations of Members, and fees payable by Members, provided that such rules:
 - (a) do not conflict with the articles; and
 - (b) allow open membership to all without discrimination on any grounds.

Termination of Membership

- 46** A person shall immediately cease to be a Member (provided that at least one Member remains on the Register of Members thereafter):
 - (a) if the Member is removed by notice in writing to the Association signed by the Directors;
 - (b) if by notice in writing to the Association, the Member resigns their membership;
 - (c) if they fail to pay any subscription as soon as it is due and payable.

Transfer of Membership

- 47** Membership of the Association is not transferable.

ORGANISATION OF ANNUAL & SPECIAL GENERAL MEETINGS

General Meetings

- 48** The Directors may whenever they think fit convene an Annual or Special General Meeting and shall, following requisition in accordance with the Act, proceed to convene a General Meeting in accordance therewith.

Calling General Meetings

- 49** A General Meeting of the Association shall be called by at least 14 days' clear notice and as legislated by Company Law.
- 50** The Association may give such notice by any means or combination of means permitted by the Act.

Notice of General Meetings

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

Attendance and Speaking at General Meetings

- 54** A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 55** A person is able to exercise the right to vote at a General Meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) 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.
- 56** The Directors may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 57** In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 58** Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for General Meetings

- 59** If the Association only has one Member that Member shall be a quorum. In any other case two Members entitled to vote upon the business to be transacted or twenty Members, whichever is the greater, shall be a quorum. A proxy or an authorised representative of a Member shall count for the purposes of the quorum. No business other than the appointment of the Chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

Chairing General Meetings

- 60** The Association President, or in their absence the Council Chair, or in their absence the Vice Chair shall preside as Chair of the meeting, but if neither the President, the Council Chair, nor the Vice Chair be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair of the meeting and, if there is only one Director present and willing to act, they shall be Chair of the meeting.

- 61 The person chairing a meeting in accordance with this Article is referred to as “the Chair of the meeting”.

Attendance and Speaking by Directors and Non-Members

- 62 Directors may attend and speak at General Meetings, whether or not they are Members.
- 63 The Chair of the meeting may permit other persons to speak at a General Meeting who are not:
- (a) Members of the Association; or
 - (b) otherwise entitled to exercise the rights of Members in relation to a General Meeting.

Adjournment

- 64 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting shall adjourn it.
- 65 The Chair of the meeting may adjourn a General Meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 66 The Chair of the meeting shall adjourn a General Meeting if directed to do so by the meeting.
- 67 When adjourning a General Meeting, the Chair of the meeting shall:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 68 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association shall give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to those to whom notice of the Association’s General Meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 69 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: General

- 70 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

Errors and Disputes

- 71 No objection may be raised to the qualification of any person voting at a General Meeting

except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

72 Any such objection shall be referred to the Chair of the meeting, whose decision is final.

Poll Votes

73 A poll on a resolution may be demanded:

- (a) in advance of the General Meeting where it is to be put to the vote; or
- (b) at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

74 A poll may be demanded by:

- (a) the Chair of the meeting;
- (b) the Directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

75 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the Chair of the meeting consents to the withdrawal.

76 Polls shall be taken immediately and in such manner as the Chair of the meeting directs.

Content of Proxy Notices

77 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

78 The Association may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.

79 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

80 Unless a proxy notice indicates otherwise, it shall be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

81 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.

82 An appointment under a proxy notice may be revoked by delivering to the Association a

notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- 83** A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 84** If a proxy notice is not executed by the person appointing the proxy, it shall be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Amendments to Resolutions

- 85** An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 86** A special resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- (a) the Chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 87** 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.

Resolutions in Writing

- 88** A resolution executed by such number of Members as would have been required to vote for the resolution had it been proposed in General Meeting at which all of the Members were present and voting shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held.
- 89** For the purposes of Article 88:
- (a) A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the Chief Executive, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
 - (b) A written instrument is executed when the person executing it signs it;
 - (c) An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Chief Executive shall prescribe;
 - (d) The Members need not execute the same written instrument or electronic communication;
 - (e) A resolution shall be effective when the Chief Executive certifies that sufficient evidence has been received by themselves that the resolution has been executed in accordance with Article 88;
 - (f) If no Chief Executive is appointed, the Chair shall perform the functions of the Chief

Executive under this Article;

- (g) The resolution shall be accompanied by a statement informing the Member how to signify their agreement to it and the date by which this is to be done; and
- (h) A proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

PART 6: COUNCIL AND YOUTH COUNCIL

Bodies

90 There shall be a body known as the Council of the Staffordshire Football Association.

91 The Council shall comprise:

- (a) The President
- (b) The Council Chair
- (c) The Vice Chair
- (d) The Life Vice Presidents
- (e) The Past Presidents
- (f) Up to three Life Members
- (g) The Honorary Members
- (h) The Chief Executive Officer *ex-officio*
- (i) One representative from the Staffordshire County Referees' Association
- (j) One representative from each Affiliated League with at least eight Affiliated Clubs in membership and the Sentinel Football Competitions, together with any recognised sections thereof
- (k) One representative from the Staffordshire Schools Football Association
- (l) One representative from the SFA Youth Council
- (m) One person to represent all Clubs playing in the National League System Step 1 to 6 inclusive who are not part of (i) above
- (n) One person to represent all Clubs playing in the Female National League System
- (o) One representative from each of the Senior Football Clubs
- (p) One representative from Recreational Football
- (q) One representative from all Community England Accredited Clubs
- (r) One representative from all players within the male pathway
- (s) One representative from all registered players within the female pathway
- (t) One representative from all players within the disability pathway
- (u) One representative from all Affiliated Club coaches
- (v) One representative from all Referees within the Female pathway
- (w) One representative from all Referees within the Male pathway
- (x) One representative from the Staffordshire Football Partnership Group
- (y) Up to four independent persons appointed following advertising.

The representatives referred to in (m) to (y) above shall be subject to annual approval by the Council.

92 In the event of a casual vacancy occurring in relation to any Council Member appointed in accordance with Article 91, the organisation or group of organisations concerned shall have power (but shall not be obliged) to appoint a substitute Council Member, suitably qualified to represent that organisation or group of organisations.

- 93** The Council Members shall remain in office until their successors have been elected and appointed. Subject to Article 92 the Council shall have the power to fill any other vacancy which may occur on Council during the year.
- 94** All Council Members shall sign and comply with the Association's Code of Conduct and any Safeguarding Regulations as stipulated by The Football Association. Failure to do so shall disqualify that Member from their membership of the Association.
- 95** A Council Member may also be disqualified from their membership of the Association if:
- (a) they have a bankruptcy order made against them;
 - (b) a composition is made with their creditors generally in satisfaction of their debts;
 - (c) a registered medical practitioner who is treating them gives a written opinion to the Association stating that that they have become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;
 - (d) by reason of their mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights they would otherwise have;
 - (e) they resign their office by notice to the Association;
 - (f) they cease to take an active role in the business of the Association;
 - (g) they are the subject of a decision of the Football Association that they be suspended from holding office or from taking part any aspect of football management or football administration pursuant to any applicable disciplinary provision under any rules or statutes then in force.
 - (h) they are removed from office by a three-quarters majority of those Council Members present and voting at the Council meeting at which a resolution to remove them is proposed.
- 96** No person shall be elected to serve as a Council Member if they are a member of the council of any other County Football Association, either at the time of nomination or after election.

President and Past Presidents

- 97** No person may be nominated to be President unless they are a current Council Member who has served on the Council for 15 years in aggregate. Nominations for the office of President shall be made on the prescribed form and must be sent together with the names of the proposers and seconders to the Chief Executive on or before 31st March in the year of election. Any member of the Council may propose or second a nomination for President. The person appointed as the President shall hold office for a three-year term from the meeting at which they are appointed but is eligible for re-appointment for a maximum of one further three-year term. The President shall be elected at the Council meeting prior to the annual general meeting in the year of election.
- 98** Past Presidents shall be entitled to remain on Council for the rest of their lives without the need to be re-appointed, but shall not have the power to vote at Council meetings. A person shall be deemed to have resigned as a Past President if, in the opinion of Council, they cease to take an active role in the business of the Council.

Council Chair and Vice Chair

- 99** (a) A person can only become Council Chair if they are a Council Member (excluding Life

Vice Presidents) and have served on the Council for 6 years, or Vice Chair if they are a Council Member and have served on the Council for 3 years. The Council shall decide which Council Member shall be appointed as Council Chair and which as Vice Chair.

- (b) The person appointed as the Council Chair shall hold office for a three-year term from the Council meeting at which they are appointed but is eligible for reappointment for a maximum of two further three-year terms. On their retirement from office, subject to Council recommendation and Board approval, they shall be an Honorary Member of Council.
- (c) The person appointed as the Vice Chair shall hold office for a three-year term from the Council meeting at which they are appointed but is eligible for reappointment for a maximum of two further three-year terms.

Life Vice Presidents

100 The Life Vice Presidents shall relinquish any role relating to being a Council Member representing an affiliated organisation. Life Vice Presidents cannot be appointed as the Council Chair, Vice Chair or a member of the Board of Directors. They shall be entitled to attend but not vote at Council meetings. They shall be entitled to remain on Council for the rest of their lives without the need to be re-appointed. No further Life Vice Presidents shall be appointed until there is only one or none remaining in which event an election shall be held by the Council to bring the number of Life Vice Presidents up to a maximum of two.

Life Members

101 A Council Member shall only be eligible to become a Life Member if they have been a Council Member for at least 30 years. Life Members are entitled to remain on the Council for life without having to be re-appointed, but shall not have the power to vote at Council meetings. There can only be three Life Members at any one time as approved by the Council.

Honorary Members

- 102**
- (a) Any person who holds a position on Council other than as a representative of a group of the Association (pursuant to (i) to (y) of Article 91) shall, subject to Council recommendation and Board approval, be an Honorary Member of Council.
 - (b) This Article shall also apply to representatives upon completion of 9 years of service.
 - (c) Honorary Members shall be entitled to attend but not vote at Council Meetings.
 - (d) Honorary Members may not serve as a member of the Board of Directors.

FA Representative

103 The Association's representative to The Football Association (the FA Representative) shall be appointed by the Board following a transparent recruitment process consistent with the The Football Association's Code of Governance for County Football Associations.

Youth Council

104 There shall be a body known as the Youth Council of the Staffordshire Football Association, to represent the interests of young people.

Council Members' Term Limits

105 A Council Member shall serve as a Council Member from the date of their appointment until their replacement or vacation of office in accordance with the Articles. A Council

Member shall serve office for a maximum of three terms of three years, at which point they shall retire. Each term shall run from the date of their appointment or most recent re-appointment until the Council meeting immediately preceding the end of the time period of a term of office. The term limits shall not apply to Council Members who are Honorary Members in accordance with Article 102.

- 106** A Council Member who is a Director shall be entitled to remain on Council as an Honorary Member of Council for such period beyond which they would otherwise be required to retire in accordance with Article 105 as they remain a Director.
- 107** 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 105 beyond the date on which they would otherwise have retired without being eligible for re-appointment in accordance with Article 105.

Powers of Council and Youth Council

- 108** Subject to approval of the Directors, the Council may adopt or amend standing orders or terms of reference regulating the conduct of business of Council (“Council Terms”).
- 109** The Council shall have the powers set out in the Council Terms, and may have rights to consult and challenge the Directors on matters agreed in the Council Terms, but in no event can the Council make any decision on any financial or commercial matter or override the ultimate decision making authority and powers of the Directors.
- 110** Subject to approval of the Directors, the Youth Council may adopt or amend standing orders or terms of reference regulating the business and membership of the Youth Council (“Youth Council Terms”).
- 111** The Youth Council shall have the powers set out in the Youth Council Terms, and may have rights to consult and challenge the Directors on matters agreed in the Youth Council Terms, but in no event can the Youth Council make any decision on any financial or commercial matter or override the ultimate decision making authority and powers of the Directors.

PART 7: LIABILITY OF MEMBERS AND DISSOLUTION

Liability of Members

- 112** Each Member undertakes that, if the Association is wound up while they are a Member or within one year they cease to be a Member, they will contribute an amount to the assets of the Association as may be required for:
- (a) payment of the Association’s debts and liabilities contracted before they cease to be a Member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves, provided that such amount shall not in aggregate exceed £1.

PART 8: ADMINISTRATIVE ARRANGEMENTS

Means of Communication to be Used

- 113** Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

- 114** Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 115** A Director may agree with the Association that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

When Communications are Deemed to Have Been Received

- 116** Any notice, document or information sent or supplied by the Association to the Members or any of them:
- (a) by post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;
 - (b) by being left at a Member's registered address, or such other postal address as notified by the Member to the Association for the purpose of receiving Association communications, shall be deemed to have been received on the day it was left;
 - (c) by electronic means, shall be deemed to have been received 24 hours after it was sent. Proof that a notice document or information in electronic form was addressed to the electronic address provided by the Member for the purpose of receiving communications from the Association shall be conclusive evidence that the notice, document or information was sent; and
 - (d) by making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this Article or, if later, the date on which it is first made available on the website.

Chief Executive and Company Secretary

- 117**
- (a) A Chief Executive may be appointed by the Directors for such time, at such remuneration and upon such conditions as the Directors may think fit, and any Chief Executive so appointed may be removed by the Directors.
 - (b) The Directors may from time to time by resolution appoint an assistant or deputy to the Chief Executive and any person so appointed may act in their place if there be no Chief Executive or no Chief Executive capable of acting.
 - (c) The Chief Executive shall fulfil the role of Company Secretary.

Accounts

- 118** The Directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act and the statutes. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time.

- 119** The books of account shall be kept at the registered office of the Association, or, subject to section 388 of the Act, at such other place or places as the Directors shall think fit and shall always be open to the inspection of any Director.
- 120** The Association shall, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every Member, to every holder of the Association's debentures and to every person who is entitled to receive notice of General Meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Act.
- 121** The Association shall, pursuant to section 424 of the Act, comply with the obligations set out at Article 120 not later than:
- (a) the end of the period for filing accounts and reports to the Registrar of Companies; or
 - (b) if earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

No Right to Inspect Accounts and Other Records

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

Rules and Bye-Laws

- 123** The Directors may from time to time make (and vary) such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing:
- (a) classes of and conditions of membership, and
 - (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise.
- 124** The Members shall have power in General Meeting to alter, add to or repeal any such rules or bye-laws and the Directors shall adopt such means as they think sufficient to bring to the notice of the Members all such rules or bye-laws, which shall be binding on all Members provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.