

# ARTICLES OF ASSOCIATION OF SUFFOLK COUNTY FOOTBALL ASSOCIATION LIMITED

## 1. INTERPRETATION

### 1.1 In these Articles:

“Affiliated Club”	means a football club which the Council has accepted may affiliate to the Association.
“Articles”	means these Articles of Association.
“Association”	means the company intended to be regulated by these articles.
“Authenticated Document”	means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the Association (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement).
“Board”	means the board of Trustees of the Association.
“Chair”	means the person appointed from time to time to be the chair of the Association in accordance with Article 6.2.1.
“Charities Act”	means the Charities Act 2011.
“Charity Commission”	means the Charity Commission of England and Wales.
“Chief Executive Officer”	means the person appointed to be the chief executive for the Association appointed in accordance with Article 34.
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
“Companies Act”	means the Companies Act 2006 modified by any statutory modification or re-enactment thereof for the time being in force.
“Competitions”	means a competition of Affiliated Clubs which the Council has accepted may affiliate to the Association.
“Connected Person”	means (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee; (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a); (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b); (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together); (e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest);
“Co-opted Members”	means the persons appointed from time to time to be co-opted members of the Council in accordance with Article 25.

“Council”	means the council of the Association as constituted under these Articles.
“Council Members”	means the persons appointed or elected from time to time to be members of the Council in accordance with these Articles.
“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 30.1.
“County”	means such area as shall be determined from time to time by The Football Association.
“executed”	includes any mode of execution.
“FA Affiliated League”	means a league containing Affiliated Club(s) which is affiliated to The Football Association but is not affiliated to the Association.
“FA Representative”	means the person appointed in accordance with Article 35 to be the Association's representative from time to time at The Football Association under the Rules of The Football Association.
“Financial Expert”	means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000.
“The Football Association”	means Football Association Limited of Wembley Stadium, PO Box 1966, London SW1P 9EQ.
“Game”	means the game of association football.
“Geographical Area”	means such geographical areas of the County as is determined by the Board from time to time.
“Geographical Area Delegate”	means a Council Member elected pursuant to Article 20 and in accordance with Article 21 to serve as the delegate for a Geographical Area.
“Honorary Life Vice Presidents”	means the persons appointed from time to time to be the life members of the Association in accordance with Article 28.
“Laws of the Game”	means the laws of Association Football as settled by the Fédération Internationale de Football Associations ("FIFA") from time to time.
“Material Benefit”	means a benefit which may or may not be financial but which has a monetary value.
“Members”	means those Affiliated Clubs, SFA Affiliated Leagues, competitions and individuals admitted into membership of the Association in accordance with Article 15.
“Membership Rules”	means the membership rules of the Association created and amended from time to time pursuant to Article 15.5.
“Objects”	means the objects of the Association set out in Article 2.

“Office”	means the registered office of the Association.
“Ordinary Resolution”	means a resolution of the Members that is passed by a simple majority.
“President”	means the person appointed from time to time to be the president of the Association in accordance with Article 27.
“Rules”	means the rules, regulations, standing-orders and bye-laws of the Association as amended from time to time.
“Rules of The Football Association”	means the rules of The Football Association as amended from time to time.
“Secretary”	means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association pursuant to Section 270 of the Companies Act, if any, including a joint, assistant or deputy secretary.
“Senior Independent Trustee”	has the meaning given in Article 9.5.
“SFA Affiliated League”	means a league of Affiliated Clubs which is affiliated to the Association as set out in Article 23.
“Special Resolution”	means a resolution of the Members that is passed by a majority of 75% or more.
“Suffolk County Schools’ Football Association”	means the Suffolk County division of the English Schools Football Association recognised by the Council from time to time.
“Suffolk Referees Association”	means the representative body for the referees operating within the County.
“Taxable Trading”	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax.
“Treasurer”	means the person appointed from time to time to be the treasurer of the Association in accordance with Article 9.4.
“Trustees”	means the trustees of the Association, who are charity trustees as defined by section 177 of the Charities Act, and also company law directors as defined by section 250 of the Companies Act.
“United Kingdom”	means the United Kingdom of Great Britain and Northern Ireland.
“Vice Chair”	means the person appointed from time to time to be the vice chair of the Association in accordance with Article 6.2.1.
“written” or “in writing”	refers to a legible document on paper or a document that can be printed onto paper including a fax message or electronic mail.
“Youth Council”	means the youth council of the Association as constituted under these Articles.

“Youth Council Terms”

means any standing orders or terms of reference regulating the conduct of business and membership of the Youth Council adopted by the Youth Council from time to time pursuant to Article 32.2.

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

1.3 Words denoting the singular number include the plural number and vice versa; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.

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

## **2. OBJECTS**

2.1 The objects of the Association are for the public benefit generally but with particular reference to the inhabitants of the County and its surrounding areas:

2.1.1 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 (and “facilities” in this Article 2 means land, buildings, equipment and organising sporting activities);

2.1.2 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 skills or exertion and which are undertaken on an amateur basis;

2.1.3 to advance education (including academic and physical education) by such means as the Trustees think fit, including by:

(a) 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

(b) helping and educating persons involved in the coaching and/or refereeing of the Game by providing relevant tuition and/or resources;

2.1.4 to support people with disabilities, learning difficulties or ill-health 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 such people.

## **3. POWERS**

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

3.1 to promote, foster, develop and support the Game in every way, without discrimination;

3.2 to provide for, organise and deal with the affiliation and registration of clubs and other organisations, leagues, cup competitions, and tournaments;

3.3 to provide for the affiliation and registration of players, referees, coaches and others involved in the Game;

3.4 to provide for sports coaching and training, holding matches and organising related activities;

- 3.5 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;
- 3.6 to make, adopt, vary and publish rules for regulation of the Game within the County or such other area as the Trustees shall determine;
- 3.7 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;
- 3.8 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;
- 3.9 to cooperate with The Football Association in all matters relating to the Game including compliance with the Rules of The Football Association;
- 3.10 to promote or carry out research (provided that the useful results of such research shall be made available to the public);
- 3.11 to provide advice;
- 3.12 to organise meetings, lectures, conferences, broadcasts or courses of instruction;
- 3.13 to publish or distribute information;
- 3.14 to co-operate or collaborate with other bodies and engage in joint ventures;
- 3.15 to enter into any funding or other arrangement with any government or any other authority (municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and permits;
- 3.16 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);
- 3.17 to support, administer or set up other charities and undertake and execute charitable trusts;
- 3.18 to raise funds (but not by means of Taxable Trading);
- 3.19 to take and accept any gift of money, property or other assets whether subject to any special trusts or not or to disclaim any such gift;
- 3.20 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);
- 3.21 to lend money and give credit and take security for loans;
- 3.22 to acquire or hire property rights or privileges of any kind and to construct, restore, improve, maintain and alter such property;
- 3.23 to let or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 3.24 to make planning applications, applications for consent under bye-laws or building regulations or other similar applications;

- 3.25 to pay any rent and other outgoings and expenses in relation to property and to do all such other things as may be necessary for (or incidental to) the use, maintenance, alteration or improvement of such property;
- 3.26 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Association;
- 3.27 to pay grants, prizes, awards, scholarships, bursaries or loans of money and to give guarantees;
- 3.28 to apply the capital or income of the Association:
- 3.29 to set aside funds for special purposes or as reserves against future expenditure;
- 3.30 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 3.31 to deposit or invest funds in any manner (but to invest only after obtaining advice from a Financial Expert, unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification);
- 3.32 to delegate the management of investments to a Financial Expert, but only on terms that:
  - 3.32.1 require the Financial Expert to comply with any investment policy (and any revision of that policy) set down in writing for the Financial Expert by the Trustees;
  - 3.32.2 require the Financial Expert to report every transaction to the Trustees promptly;
  - 3.32.3 require the Financial Expert to review the performance of the investments with the Trustees regularly;
  - 3.32.4 entitle the Trustees to cancel the delegation arrangement at any time;
  - 3.32.5 require the investment policy and the delegation arrangement to be reviewed with the Trustees at least once a year;
  - 3.32.6 require all payments to the Financial Expert to be on a scale or at a level that is agreed in advance and to be notified promptly to the Trustees on receipt;
  - 3.32.7 prohibit the Financial Expert from doing anything outside the powers of the Trustees;
- 3.33 to arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body controlled by the Trustees or by a Financial Expert acting under the instructions of the Trustees) and to pay any reasonable fee required;
- 3.34 to insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required;
- 3.35 to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as Association Trustees or against personal liability incurred in respect of any act or omission that is or is alleged to be a breach of trust or breach of duty, provided that such insurance may not cover any personal liability where the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 3.36 subject to Article 5, to engage employees, consultants, advisers, agents and volunteers;
- 3.37 to provide and contribute to superannuation or pension funds for the employees and workers of the Association or any of them or otherwise to make provision for such employees and workers and their dependants;

- 3.38 to enter into contracts to provide services to or on behalf of other bodies;
- 3.39 to arrange for the amalgamation or merger of the Association with any charitable organisation the purposes of which in the opinion of the Trustees are similar to the purposes of the Association either alone or as amalgamated;
- 3.40 to establish or acquire subsidiary companies;
- 3.41 to pay the reasonable and proper costs of administering the Association including its registration with the Charity Commission and HM Revenue & Customs; and
- 3.42 to do anything else within the law that promotes or helps to promote the Objects.

#### **4. INCOME AND EXPENDITURE**

- 4.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 4.2 Except as provided below, no part of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Association. This shall not prevent any payment in good faith by the Association of:
  - 4.2.1 a benefit to any Member in the capacity of a beneficiary of the Association;
  - 4.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Association, provided that Article 5 applies if such a Member is a Trustee;
  - 4.2.3 interest on money lent by a Member to the Association at a reasonable and proper rate;
  - 4.2.4 reasonable and proper rent for premises demised or let by a Member to the Association; and
  - 4.2.5 any payment to a Member who is also a Trustee which is permitted under Article 5.

#### **5. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS**

- 5.1 A Trustee:
  - 5.1.1 is entitled to be reimbursed reasonable out-of-pocket expenses (including hotel and travel costs) properly incurred when acting on behalf of the Association;
  - 5.1.2 may benefit from trustee indemnity insurance purchased by the Association in accordance with section 189 of the Charities Act;
  - 5.1.3 may receive payment under an indemnity from the Association in the circumstances set out in Article 40;
  - 5.1.4 may not receive any other financial benefit or payment from the Association unless it is authorised by this Article 5.
- 5.2 Unless the benefit or payment is permitted under Article 5.3, no Trustee (including a Member who is also a Trustee) or Connected Person may:
  - 5.2.1 buy any goods or services from the Association on terms preferential to those applicable to members of the public;
  - 5.2.2 sell goods, services, or any interest in land to the Association;
  - 5.2.3 be employed by, or receive any remuneration from, the Association; or
  - 5.2.4 receive any other financial benefit from the Association.

5.3 A Trustee or a Connected Person may:

- 5.3.1 receive a benefit from the Association in the capacity of a beneficiary of the Association;
- 5.3.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
- 5.3.3 subject to 5.4, enter into a contract for the supply of goods to the Association that are not supplied in connection with services provided to the Association by the Trustee or Connected Person;
- 5.3.4 receive reasonable and proper rent for premises let to the Association;
- 5.3.5 receive interest at a reasonable and proper rate on money lent to the Association;
- 5.3.6 take part in the normal trading and fundraising activities of the Association on the same terms as members of the public; and
- 5.3.7 receive or retain any other payment or benefit for which prior written authorisation has been obtained from the Charity Commission.

5.4 The Association and its Trustees may only rely upon the authority provided by Article 5.3.3 if each of the following conditions is satisfied:

- 5.4.1 the amount or maximum amount of the payment for the goods:
  - (a) is set out in an agreement in writing between the Association and the Trustee or Connected Person supplying the goods (the "Supplier") under which the Supplier is to supply the goods in question to the Association;
  - (b) does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- 5.4.2 the other Trustees are satisfied that it is in the best interests of the Association to contract with the Supplier rather than someone who is not a Trustee or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Trustees must balance the advantages of contracting with a Trustee against the disadvantages of doing so;
- 5.4.3 the Supplier:
  - (a) is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Association by them;
  - (b) does not vote on any such matter and is not counted when calculating whether a quorum of Trustees is present at the meeting; and
- 5.4.4 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 5.

5.5 In Article 5.3 and Article 5.4, the "Association" includes any company in which the Association:

- 5.5.1 holds more than 50% of the shares; or
- 5.5.2 controls more than 50% of the voting rights attached to the shares; or
- 5.5.3 has the right to appoint one or more Trustees to the company.



## **6. THE TRUSTEES' GENERAL AUTHORITY.**

- 6.1 The Trustees are responsible for the management of the Association's business, for which purpose they may exercise all of 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 the Companies Act or by the Articles required to be done by the Association in general meeting.
- 6.2 Without prejudice to Article 6.1, the Trustees may:
- 6.2.1 appoint a Chair and Vice Chair from among their number;
  - 6.2.2 make regulations consistent with the Articles and the Companies Act to govern:
    - (a) proceedings at general meetings;
    - (b) proceedings at meetings of Trustees and meetings of committees; and
    - (c) the administration of the Association;
  - 6.2.3 establish procedures to assist the resolution of disputes within the Association; and
  - 6.2.4 exercise any powers of the Association which are not reserved to a general meeting.

## **7. DELEGATION OF TRUSTEES' POWERS**

- 7.1 Subject to the Articles, the Trustees may delegate any of their powers:
- 7.1.1 to such person (including the Chief Executive Officer) or committee;
  - 7.1.2 by such means (including by power of attorney);
  - 7.1.3 to such an extent;
  - 7.1.4 in relation to such matters or territories; and
  - 7.1.5 on such terms and conditions, as they think fit.
- 7.2 Any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
- 7.3 The Trustees may revoke any delegation in whole or part or alter its terms and conditions.
- 7.4 Committees to which the Trustees delegate any of their powers must contain at least one Trustee and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Trustees.
- 7.5 The Trustees 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.
- 7.6 As a minimum the Trustees shall maintain an Equality Committee and any other committees required by the Rules from time to time.
- 7.7 The Trustees shall also maintain a Finance, Risk and Audit Committee and a Nominations Committee unless the Trustees consider it appropriate for the Trustees to act in place of such committees, as well as such other committees as the Trustees consider necessary to support them.

## **8. NUMBER OF TRUSTEES**

- 8.1 Unless otherwise determined by Ordinary Resolution, the number of Trustees shall be subject to a maximum of twelve but shall be not less than four.

## **9. APPOINTMENT OF TRUSTEES**

- 9.1 Save as otherwise provided in the Articles, the Trustees shall be such persons as are willing to serve as Trustees who are:
- 9.1.1 proposed by the Nominations Committee; and
  - 9.1.2 appointed by the Board.
- 9.2 No person may be appointed as a Trustee:
- 9.2.1 unless he or she has attained the age of 18 years; or
  - 9.2.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 11.1.
- 9.3 The Equality Committee established pursuant to Article 7.6 shall be entitled to nominate one member who is not otherwise a Trustee to attend Trustees' meetings as an observer. In this capacity, the person so nominated shall be entitled to receive notice of, and attend and speak at, all Trustees' meetings and to receive copies of all Board papers as if he or she were a Trustee, but shall not be entitled to vote on any resolutions proposed, shall not count towards the quorum for the meeting or have any rights of a Trustee and shall not hold himself or herself out as a Trustee in any way.
- 9.4 The Trustees shall nominate one of their number to act as the Treasurer.
- 9.5 The Trustees shall nominate one of their number to act as the Senior Independent Trustee. The Senior Independent Trustee shall act as a sounding board for the Chair, 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 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 Chair.

## **10. TERMS OF OFFICE OF TRUSTEES**

- 10.1 A Trustee shall retire on the third anniversary of his or her appointment but may offer himself or herself for re-appointment by the Board. A Trustee shall not be entitled to offer himself or herself for reappointment on more than two occasions on which he or she is eligible for reappointment in accordance with this Article, provided that:
- 10.1.1 a 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 council of The Football Association during his or her term of office as a Trustee; and
  - 10.1.2 the Board may in exceptional circumstances permit a 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.
- 10.2 If a Trustee retires pursuant to Article 10.1, 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.
- 10.3 The term limits in this Article 10 shall apply retrospectively from 1 January 2019, so that the first term of office of any Trustee in office as at the date of adoption of these Articles shall be taken to have commenced:
- 10.3.1 on the date of his or her appointment, if he or she were appointed on or after 1 January 2019; or
  - 10.3.2 on 1 January 2019, if he or she were appointed before 1 January 2019.

## **11. TERMINATION OF APPOINTMENT OF TRUSTEES**

11.1 A person ceases to be a Trustee if:

- 11.1.1 they cease to be a Trustee by virtue of any provision of the Companies Act or they become prohibited by law from being a Trustee; or
- 11.1.2 they become bankrupt or makes any arrangement or composition with their creditors generally; or
- 11.1.3 they die or if a registered medical practitioner who is treating them gives a written opinion to the company stating that they have become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or
- 11.1.4 they resign their office by notice to the Association; or
- 11.1.5 they shall without sufficient reason for more than two consecutive meetings of the Board meetings have been absent without permission of the Trustees and the Trustees resolve that their office be vacated; or
- 11.1.6 they are suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association; or
- 11.1.7 they are subject to a decision from The Football Association that they be suspended permanently or for a specified period from taking part in football management and/or football administration and/or any football-related activity pursuant to any applicable disciplinary provisions under the rules or statutes of UEFA or FIFA (as appropriate); or
- 11.1.8 if they no longer comply with a declaration of good character given by the Trustee upon taking office or the Association's code for Trustees from time to time; or
- 11.1.9 they are removed from office by the Members by a resolution duly passed pursuant to section 168 of the Companies Act; or
- 11.1.10 they are convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association.

## **12. PROCEEDINGS OF TRUSTEES**

- 12.1 Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit.
- 12.2 A Trustee may, and the Chief Executive Officer at the request of a Trustee shall, call a meeting of the Trustees.
- 12.3 Any such notice shall specify where, when and how the meeting is to be held. Any Trustee may waive notice of any meeting and any such waiver may be retrospective. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.
- 12.4 The quorum for the transaction of the business of the Trustees may be fixed from time to time by the Trustees and, unless so fixed at any other number, shall be three.
- 12.5 The continuing Trustees or a sole continuing Trustee 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 admitting persons to membership, calling Council meetings, filling vacancies or of calling a general meeting.

- 12.6 A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally.
- 12.7 In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the Trustees, questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 12.8 Any Trustee may participate in a meeting of the Board, or of a committee of Trustees, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chair of the meeting is.
- 12.9 Unless they are unwilling to do so, the Chair shall preside at every meeting of Trustees at which they are present. But if there is no person holding that office or if the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice Chair shall preside. If there is no Vice Chair or if they are unwilling to preside, or if they are not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of the number to be chair of the meeting.
- 12.10 All acts carried out by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 12.11 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.

### **13. CONFLICTS OF INTEREST**

- 13.1 A Trustee must avoid a situation in which he or she has an interest or duty that conflicts or possibly may conflict with the interests of the Association. This duty is not infringed if:
- 13.1.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 13.1.2 the situation is authorised by the Trustees in accordance with Article 13.2; or
  - 13.1.3 the situation relates to the purchase of trustee indemnity insurance in accordance with Article 3.35.
- 13.2 If a conflict of interests arises for a Trustee, the unconflicted Trustees may authorise such a conflict of interests provided that:
- 13.2.1 the procedure in Article 13.3 is followed;
  - 13.2.2 authorisation will not result in any direct or indirect Material Benefit being conferred on any Trustee or any Connected Person in respect of that Trustee that would not be permitted by Article 5; and
  - 13.2.3 the unconflicted Trustees consider it is in the best interests of the Association to authorise the conflict of interest in the circumstances.

- 13.3 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
- 13.3.1 declare his or her interest before discussion begins on the matter;
  - 13.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - 13.3.3 not be counted in the quorum for that part of the meeting;
  - 13.3.4 withdraw during the vote and have no vote on the matter.
- 13.4 If a question arises at a meeting of Trustees or of a committee of Trustees as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling in relation to any Trustee other than themselves shall be final and conclusive.
- 13.5 A Trustee's duty under the Companies Act to avoid a conflict of interest with the Association does not apply to any transaction authorised by Article 5.

#### **14. LIABILITY OF MEMBERS**

The liability of the Members is limited. Every Member undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound-up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Association's debts and liabilities contracted before he or she ceases to be a Member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves.

#### **15. MEMBERS OF THE CHARITY**

- 15.1 The Members as at the date of adoption of these Articles and such other persons as are admitted to membership by the Council in accordance with the Articles shall be the Members of the Association.
- 15.2 Every person who wishes to become a Member shall deliver to the Association an application for membership in such form as the Council requires. The provisions of Section 113 of the Companies Act shall be observed by the Association and every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member. For the purposes of registration the number of Members is declared to be unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by Section 323 of the Companies Act.
- 15.3 Council Members (save for Honorary Life Vice Presidents) shall be Members but any person who ceases to be a Council Member shall automatically cease to be a Member and their name shall be erased from the register of Members.
- 15.4 Member may withdraw from membership of the Association on seven days' clear notice to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or the Membership Rules.
- 15.5 The Trustees may from time to time make, vary and revoke Rules relating to the levels of affiliation fees, county cup competition fees and any other fees to be paid by the different categories of Members.
- 15.6 The Trustees may from time to time make, vary and revoke Membership Rules relating to all aspects of membership of the Association.

- 15.7 It shall be the duty of the Trustees, if at any time they shall be of the opinion that the interests of the Association so require, by notice, to request that Member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Trustees present and voting, which majority shall include one half of the total number of the Trustees for the time being.
- 15.8 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting written notice of their resignation, or if at any time after receipt of the notice requesting him or her to withdraw from membership the Member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Trustees. The Trustees and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in writing, and they shall not be required to withdraw from membership unless half of the Trustees present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a Member and their name shall be erased from the register of Members.
- 15.9 The Members shall pay any affiliation fees, county cup competition fees and any other fees set by the Trustees. Any Member whose subscription or affiliation fee is in arrears by more than such period as the Trustees shall decide shall be deemed to have resigned their membership of the Association.

## **16. GENERAL MEETINGS**

- 16.1 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it.
- 16.2 The annual general meeting shall be held for the following purposes:
- 16.2.1 to receive the minutes of the previous annual general meeting and any extraordinary general meetings held since the last annual general meeting;
  - 16.2.2 to receive from the Trustees a full statement of account, pursuant to Article 37.3;
  - 16.2.3 to receive from the Trustees a report of the activities of the Association since the previous annual general meeting;
  - 16.2.4 to elect the Geographical Area Delegates;
  - 16.2.5 to appoint the Association's auditors; and
  - 16.2.6 to transact such other business as may be brought before it in accordance with these Articles.
- 16.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 16.4 The Trustees may call general meetings whenever they think fit and, on the requisition of 25 Members pursuant to the provisions of the Companies Act, shall within twenty one days proceed to convene an extraordinary general meeting for a date not later than twenty eight days after the date of the notice convening the meeting. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or the Secretary may call a general meeting.

## **17. NOTICE OF GENERAL MEETINGS**

- 17.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other extraordinary general meeting shall be called by at least 14 days' notice. A general meeting may be called by shorter notice if it is so agreed:
- 17.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - 17.1.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the Members.
- 17.2 The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:
- 17.2.1 the consideration and adoption of the accounts and balance sheet and the reports of the Trustees and auditors and other documents required to be annexed to the accounts; and
  - 17.2.2 the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.
- 17.3 The notice shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special resolution, specify the intention to propose the resolution as a special resolution.
- 17.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

## **18. PROCEEDINGS AT GENERAL MEETINGS**

- 18.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 18.2 A person is able to exercise the right to vote at a general meeting when:
- 18.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 18.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 18.3 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 it.
- 18.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 18.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that Meeting, they are (or would be) able to exercise them.
- 18.6 No business shall be transacted at any meeting unless a quorum of 25 Members is present in person or by proxy.

- 18.7 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 18.8 The Chair or in their absence the Vice-Chair shall preside as chair of the meeting, but if neither the Chair nor the Vice-Chair are present within 15 minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair of the meeting and, if there is only one Trustee present and willing to act, they shall be chair of the meeting.
- 18.9 If no Trustee is willing to act as chair of the meeting, or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the Members entitled to vote and present in person or by proxy shall choose one of their number to be chair of the meeting.
- 18.10 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 the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 18.11 The chair of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to them that:
- (a) Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
  - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
- 18.12 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chair of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
- 18.13 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:
- 18.13.1 by the chair of the meeting; or
  - 18.13.2 by at least five Members present in person or by proxy and having the right to vote at the meeting.
- 18.14 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.



- 18.15 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 18.16 A poll shall be taken at such time and place and in such manner as the chair of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18.17 In the case of an equality of votes, whether on a 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 they may have.
- 18.18 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 18.19 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 18.20 Subject to Article 18.21, a resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of Members has signified its agreement to the resolution in an Authenticated Document that has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is a corporation or unincorporated association, its Authorised Representative may signify agreement.
- 18.21 The following may not be passed as a written resolution:
- 18.21.1 a resolution to remove a Trustee before his or her period of office expires; and
  - 18.21.2 a resolution to remove an auditor before his or her period of office expires.

## **19. VOTES OF MEMBERS**

- 19.1 Subject to Article 18.17, on a show of hands every Member who is present in person shall have one vote and on a poll every Member present in person or by proxy shall have one vote.
- 19.2 Proxies may be appointed in accordance with this Article:
- 19.2.1 Proxies may only validly be appointed by a notice in writing which:
    - (a) states the name and address of the Member appointing the proxy;
    - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed; and
    - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in 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;

- 19.2.2 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;
- 19.2.3 an appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates;
- 19.2.4 the Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes;
- 19.2.5 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; and
- 19.2.6 unless a proxy notice indicates otherwise, it must 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.

19.3 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

## **20. COUNCIL**

20.1 There shall be a body known as the Council. The Council shall comprise:

- 20.1.1 the President;
- 20.1.2 the Chair;
- 20.1.3 the Vice-Chair;
- 20.1.4 the Honorary Life Vice Presidents;
- 20.1.5 the Chief Executive Officer;
- 20.1.6 the Treasurer;
- 20.1.7 the Trustees will be Council Members by right of office with full voting rights associated therewith;
- 20.1.8 two Geographical Area Delegates for each Geographical Area;
- 20.1.9 the persons as nominated by the FA Affiliated Leagues in accordance with Article 22.1;
- 20.1.10 the persons as nominated by each of the SFA Affiliated Leagues in accordance with Article 23.1;

- 20.1.11 the persons nominated by each Affiliated Club playing in the Premier League, the Football League, the FA Women's Super League or the FA Women's Championship as nominated in accordance with Article 24.1;
- 20.1.12 one delegate from the Suffolk Referees' Association as nominated in accordance with Article 24.2;
- 20.1.13 one delegate from the Suffolk County Schools' Association as nominated in accordance with Article 24.3;
- 20.1.14 one delegate from the Youth Council as nominated in accordance with Article 24.4; and
- 20.1.15 the persons appointed to the Council in accordance with Article 25.1.

## **21. COUNCIL MEMBERS (GEOGRAPHICAL AREA DELEGATES)**

- 21.1 The persons proposed to be nominated as Geographical Area Delegates to fill any vacancies must be nominated by two Affiliated Clubs from within the relevant Geographical Area on the nomination form prescribed by the Board. Such nomination form, containing a brief statement regarding the nominee, must be submitted to the Chief Executive Officer at the Office four weeks before the annual general meeting each year. No Affiliated Club may nominate more than one candidate for any one Geographical Area.
- 21.2 Any person nominated as a Geographical Area Delegate must reside within the Geographical Area they represent.
- 21.3 If there is more than one candidate nominated to be one of the Geographical Area Delegates there shall be a paper ballot at the annual general meeting. Only Affiliated Clubs within that particular Geographical Area shall participate in such a ballot. If there are no candidates for Geographical Area Delegate for a particular area the position shall remain vacant.
- 21.4 If there is only one candidate nominated to be the Geographical Area Delegate for a particular Geographical Area that candidate shall be declared elected unopposed.
- 21.5 If there is an election, the candidate receiving the largest number of votes shall be declared elected.
- 21.6 If two, three or more candidates poll an equal number of votes, they shall go forward to an additional ballot. This process shall be repeated if required until a winner is declared.
- 21.7 Those persons elected as Geographical Area Delegates shall hold office for a period of three years following the annual general meeting at which their election is announced but shall be eligible for re-election in accordance with Article 29. If a vacancy occurs during the year, the Council shall elect a replacement who will serve until the following annual general meeting and who shall then be eligible for re-election in accordance with Article 29.

## **22. COUNCIL MEMBERS (FA AFFILIATED LEAGUES)**

- 22.1 The Council shall from time to time designate the number of Council Members to represent the Affiliated Clubs playing in each FA Affiliated League at Steps 1-4 and 5-6 of the National League System and the Women's Football Pyramid (Tiers 5-6) groups as follows:
  - 22.1.1 a maximum of one Council Member in respect of each group containing less than ten Affiliated Clubs; and
  - 22.1.2 two Council Members in respect of each group containing ten or more Affiliated Clubs.
- 22.2 Pursuant to Article 22.1 each Affiliated Club playing in an FA Affiliated League are entitled to nominate a candidate to be a Council Member. Those candidates proposed to be nominated as

Council Members must be nominated on the form prescribed by the Trustees and such form must be submitted to the Chief Executive Officer four weeks before the annual general meeting.

- 22.3 If there are more nominations than vacancies there shall be a ballot prior to the annual general meeting. If there are no candidates for a Council Member position it shall remain vacant.
- 22.4 If a vacancy for Council Member arising during the season, the appropriate Affiliated Clubs shall be invited to nominate a replacement who shall serve until the next annual general meeting.
- 22.5 FA Affiliated Leagues are permitted to nominate a replacement to attend Council meetings should the original Council Member be unavailable. They shall have such rights and privileges as the Council Member being replaced. The FA Affiliated League should advise the Chief Executive Officer at the Office of any such replacement at least two hours before the meeting.

### **23. COUNCIL MEMBERS (SFA AFFILIATED LEAGUES)**

23.1 Council Members may be appointed in accordance with this Article:

- 23.1.1 the following SFA Affiliated Leagues (being at the date of the adoption of these Articles, Step 7 and below) are each entitled to nominate a person to be a Council Member:
  - (a) Bury & District Sunday League (1965);
  - (b) Ipswich & Suffolk Youth Football League (1957)
  - (c) Ipswich Sunday Football League (1966);
  - (d) Lowestoft & District League (1888);
  - (e) Norfolk & Suffolk Veterans' League;
  - (f) Sudbury & Haverhill District Sunday League (1987);
  - (g) Suffolk Youth Football League;
  - (h) Suffolk & Ipswich League (1896);
  - (i) Suffolk Girls & Women's League (2013) – two representatives, one to represent Girls football and one to represent Women's football;
  - (j) Norfolk and Suffolk Youth League (1982);
  - (k) Suffolk WAYS (Western Area Youth Soccer) League;
  - (l) Suffolk iCan Football League; and
  - (m) Suffolk Walking Football League.
- 23.1.2 the SFA Affiliated Leagues must advise the Chief Executive Officer at the Office of the name of the person elected at their annual general meeting as their delegate within fourteen days of that meeting;
- 23.1.3 the SFA Affiliated Leagues are permitted to nominate a replacement to attend Council meetings should the original nominated person be unavailable who shall have such rights and privileges as the Council Member being replaced; and
- 23.1.4 the SFA Affiliated Leagues should advise the Chief Executive Officer at the Office of any such replacement at least two hours before the meeting.

## **24. COUNCIL MEMBERS (OTHER)**

- 24.1 Each Affiliated Club playing in the Premier League, the Football League, the FA Women's Super League or the FA Women's Championship is entitled to nominate one person to be a Council Member and shall advise the Chief Executive Officer at the Office of the name of this delegate prior to the first meeting of Council following the annual general meeting.
- 24.2 The Suffolk Referees' Association is entitled to nominate one person to be a Council Member and shall advise the Chief Executive Officer at the Office of the name of this delegate prior to the first meeting of Council following the annual general meeting.
- 24.3 The Suffolk County Schools' Association is entitled to nominate one person to be a Council Member and shall advise the Chief Executive Officer at the Office of the name of this delegate prior to the first meeting of Council following the annual general meeting.
- 24.4 The Youth Council is entitled to nominate one person to be a Council Member and shall advise the Chief Executive Officer at the Office of the name of this delegate prior to the first meeting of Council following the annual general meeting.
- 24.5 Council members referred to in Articles 24.1 to 24.4 may appoint a deputy to attend Council meetings.
- 24.6 The Council Members appointed in accordance with Articles 23.1 to 24.4 shall hold office until the last meeting of Council before the annual general meeting.
- 24.7 The Council Members covered by Articles 22.1 and 23.1 to 24.4 may fill any casual vacancy which may arise in relation to their delegate during the year. Any person so appointed shall hold office until the person who was replaced was due to retire.

## **25. COUNCIL MEMBERS (CO-OPTED)**

- 25.1 The Trustees shall have the power to appoint up to five persons who shall have skills deemed beneficial to the Association to serve as Council Members.
- 25.2 Those persons co-opted to the Council shall serve a maximum of twelve months ending at the Council meeting following the annual general meeting, at which time they shall be eligible for re-appointment in accordance with Article 29.

## **26. ELECTION REGULATIONS**

- 26.1 A candidate shall not, neither shall any person on behalf of any candidate, offer any bribe, consideration or other improper inducement to any Member for the purpose of procuring the vote of the said Member in the election of such candidates to the Council. Breach of this Article shall be deemed serious misconduct. In addition to any other penalty which the Council may deem fit to impose, this offence shall render void the election of such candidate, if he or she shall be elected as a Council Member.

## **27. PRESIDENT**

At the Council meeting before the annual general meeting in each year the President shall retire but shall be eligible for re-appointment in accordance with Article 29. No person may be nominated to be President unless he or she resides within the County. The Council shall decide who shall be appointed as President. Such person shall hold office for a three-year term from the Council meeting at which he or she is appointed until the last Council meeting before the next annual general meeting but shall be eligible for re-appointment. The President shall have such rights and privileges as the Trustees shall from time to time prescribe.

## **28. HONORARY LIFE VICE PRESIDENTS**

Council may nominate for election, at the Annual General Meeting, Honorary Life Vice Presidents who are either current or previous members of council who have given exceptional service to the County FA. Honorary Life Vice Presidents shall be entitled to remain on the Council for the rest of their lives without the need to be re-elected but will not be entitled to voting rights and (pursuant to Article 15.3) will not be Members.

## **29. COUNCIL TERM LIMITS**

- 29.1 Each member of Council shall serve from the date of his or her appointment until his or her replacement or vacation of office in accordance with these Articles. No member of Council shall serve office for more than three terms of three years, at which point he or she shall retire. Each term shall run from the date of his or her 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, he or she shall be eligible for re-appointment at such Council meeting.
- 29.2 A member of Council who is also a Trustee 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 29.1 as he or she remains a Trustee.

## **30. POWERS AND PROCEEDINGS OF COUNCIL**

- 30.1 Subject to approval of the Board, the Council may amend or adopt standing orders or terms of reference regulating the conduct of business of Council (the **Council Terms**).
- 30.2 The Council shall have the powers set out in the Council Terms, and may have rights to consult and challenge the Trustees 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 Trustees.
- 30.3 Council Members may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection with the discharge of their duties save where the Rules provide otherwise.

## **31. MINUTES OF COUNCIL**

- 31.1 The Council Members shall cause minutes to be made in books kept for the purpose:
- 31.1.1 of all appointments it makes; and
- 31.1.2 of all its proceedings.

## **32. YOUTH COUNCIL**

- 32.1 There shall be a body known as the Youth Council to represent the interests of young people.
- 32.2 Subject to approval of the Board, the Youth Council may amend or adopt standing orders or terms of reference regulating the business and membership of Youth Council (the **Youth Council Terms**).
- 32.3 The Youth Council shall have the powers set out in the Youth Council Terms, and may have rights to consult and challenge the Trustees 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 Trustees.

### **33. SECRETARY**

- 33.1 Subject to the provisions of the Companies Act, the Trustees may (if they wish) appoint a Secretary for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. For the avoidance of doubt the Chief Executive Officer may be appointed as the Secretary.

### **34. CHIEF EXECUTIVE OFFICER**

A Chief Executive Officer shall be appointed by the Trustees under the terms of a service contract agreed by both parties. Any person appointed to the office of Chief Executive Officer may be removed by the Trustees at any time (subject to the Officer's contractual terms and employment legislation at the time). If there is a vacancy in the position of Chief Executive Officer, the Trustees may at their discretion appoint a replacement on such terms and for such period as they see fit. This appointment will be considered a permanent position subject to the terms of the aforementioned service contract.

### **35. FA REPRESENTATIVE**

The Trustees shall decide which person should be the Association's FA Representative at such time as the Trustees shall determine. Nominations for persons to be the Association's FA Representative must be submitted in writing to the Chief Executive Officer by such time as the Board shall prescribe each year. Such person shall be appointed to serve for a three-year term from the date on which they are appointed and upon such conditions as the Trustees think fit. The retiring FA Representative shall be eligible for re-appointment. Any person so appointed may be removed at any time by the Board. If a vacancy arises during the term the Board may appoint a replacement.

### **36. MINUTES**

- 36.1 The Trustees shall cause minutes to be made in books kept for the purpose:
- 36.1.1 of all appointments made by the Trustees; and
  - 36.1.2 of all proceedings at meetings of the Association, which shall include without limitation proceedings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting but not proceedings of Council,
- 36.2 Any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### **37. ACCOUNTS AND RECORDS**

- 37.1 The Trustees shall comply with the requirements of the Companies Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 37.1.1 annual reports;
  - 37.1.2 annual returns; and
  - 37.1.3 annual statements of account.
- 37.2 Accounting records relating to the Association must be made available for inspection by any Trustee at any reasonable time during normal office hours.

- 37.3 A copy of the Association's latest available statement of account shall be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Association's reasonable costs of fulfilling the request, within two months of such request.

## **38. NOTICES**

- 38.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
- 38.2 The Association may give any notice to a Member either personally, by e-mail or by sending it by post in a prepaid envelope addressed to the Member at their registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Association.
- 38.3 A Member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 38.4 Proof that an e-mail or envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **39. RULES**

- 39.1 The Trustees have the power from time to time to make, repeal and amend regulations for the better administration of the Association.
- 39.2 Any such rules made pursuant to Article 39.1 must be consistent with and subject to the Rules of The Football Association.
- 39.3 The Association and its Members shall be bound by and subject to and shall act in accordance with the Rules and the Rules of The Football Association and any regulations, standing orders, decisions, rulings or other findings or orders of any nature made pursuant to the Rules or the Rules of The Football Association. In the case of any difference between provisions under these Articles, the Rules and the Rules of The Football Association, the Rules of The Football Association and any provisions made pursuant to them shall take precedence provided that such Rules shall not cause the Association 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.

## **40. INDEMNITY**

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

## **41. ALTERATIONS TO THE ARTICLES**

- 41.1 Subject to Article 41.2, any proposal to alter the Articles not being such as by statute requires a Special Resolution or to wind-up the Association shall require the approval of the Association in general meeting and the same may be passed or approved by a resolution of the Association passed by a majority of not less than three-quarters (3/4) of the members of the Association for the time being entitled to vote who may be present in person in accordance with the Companies Act and (in the case of a winding-up) in accordance with the provisions of the Insolvency Act 1986 (as amended from time to time).



- 41.2 Any alteration of Article 2 (*Objects*), Article 5 (*benefits and payments to trustees and connected persons*), this Article 41, Article 42 (*Dissolution*) or of any other provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the Association or persons connected with them, requires the prior written consent of the Charity Commission.

## **42. DISSOLUTION**

- 42.1 On the winding up or dissolution of the Association, after provision has been made for all its debts and liabilities, any assets or property that remain (the "Association's remaining assets") shall not be paid or distributed to the Members (except to a Member that is itself a charity and qualifies to benefit under this Article) but shall be applied or transferred:

42.1.1 directly for the Objects; or

42.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

42.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

- 42.2 The decision on who is to benefit from the Association's remaining assets, pursuant to Article 42.1, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Trustees at or before the time of winding up or dissolution.

- 42.3 In the event that no resolution is passed by the Members or by the Trustees in accordance with this Article, the Association's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

## **43. EXCLUSION OF MODEL ARTICLES**

The model articles in Schedule 2 of the Companies (Model Articles) Regulations 2008 do not apply to the Association.