

No. 4240922

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**- of -**

**WESTMORLAND COUNTY FOOTBALL ASSOCIATION LIMITED**

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Adopted by Members' Resolution: 2016

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ARTICLES OF ASSOCIATION OF  
WESTMORLAND COUNTY FOOTBALL ASSOCIATION LIMITED

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**Interpretation**

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

2. In these Articles:

“the Act”	means the Companies Act 2006 as amended, restated or re-enacted from time to time;
“Affiliated Club”	Means a football club which the Council has accepted may affiliate to the Association as an Associate Member;
“Affiliated League”	Means a league of Affiliated Clubs which the Council has accepted may affiliate to the Association.
“Area”	Means such a geographical area of the County as is determined from time to time by the Council;
“Articles”	Means these Articles of Association;
“Associate Member”	Means an Affiliated Club or other person who the Council has resolved may be an associate member of the Association;
“Association”	Means Westmorland County Football Association Limited;
“Chairman”	Means the chairman of the Association appointed from time to time in accordance with Article 46;
“chief executive”	Means the person appointed from time to time to be the Chief Executive for the Association appointed in accordance with Article 64;
“clear days”	In relation to the period of a notice means that period excluding the day when the notice is giving or deemed to be given and the day for which it is given or on which it is to take effect;
“Competition”	Means a competition of Affiliated Clubs which the Council has accepted may affiliate to the Association;
“the Council”	Means the Council of the Association as constituted under these Articles and any Rules made pursuant thereto;
“Council Members”	Means the persons appointed or elected from time to time to be members of the Council in accordance with these Articles;
“County”	Means the area described in Article 112(b);
“Cumbria Schools’ FA”	Means the Cumbria division of the English Schools Football Association;
“ Vice Chairman”	Means the person appointed from time to time to be the deputy chairman of the Association in accordance with Article 46;
“directors of the Board”	Means the directors of the Association for the purposes of the Act as appointed from time to time under these Articles;
“Elected Representatives”	Means a Council Member elected pursuant to paragraph (vi) of Article 33 and in accordance with Articles 36 to 42;



“executed”	Includes any mode of execution;
“FA Representative”	Means the person appointed from time to time in accordance with Article 49 to be the Association’s representative at The Football Association under the Articles of The Football Association;
“First Council Meeting”	Means the first meeting of the Council to be held after the Association’s first annual general meeting;
“The Football Association”	Means The Football Association Limited of Wembley Stadium, Wembley, London HA9 0WS;
“Laws of the Game”	Means the laws of Association Football as settled by the Federation Internationale de Football Associations (“FIFA”) from time to time;
“Life Vice-President”	Means the persons appointed from time to time to be the life vice-presidents of the Association in accordance with Article 47;
“members”	Means those Local Associations, Affiliated Leagues, Competitions, Senior Clubs, Youth Clubs and individuals admitted into the membership of the Association in accordance with Article 3;
“Membership Rules”	Means the membership rules of the Association created and amended from time to time pursuant to Article 6;
“office”	Means the registered office of the Association;
“President”	Means the person elected from time to time to be the president of the Association in accordance with Article 46;
“Rules”	Means the rules, regulations, standing orders and bye-laws of the Association as amended from time to time;
“Rules of The Football Association”	Means the rules of The Football Association as amended from time to time;
“seal”	Means the common seal of the Association;
“secretary”	Means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association pursuant to the Act, including a joint, assistant or deputy secretary;
“Senior Club”	Means a football club which the directors have designated as being a Senior Club and which the Council has accepted may affiliate to the Association;
“Standing Committees”	Means the standing committees of the Council as created in accordance with Article 52 as amended from time to time in accordance with Article 53;
“United Kingdom”	Means Great Britain and Northern Ireland.
“Vice-President”	Means the persons appointed from time to time to be the vice-presidents of the Association in accordance with Article 48;
“Westmorland Referees’ Association “	Means the associations of referees operating within the County and recognised from time to time by the directors;
“Women’s Football”	Means the association of football clubs recognised from time to time by the directors as being responsible for women’s football within the County;
“Youth Clubs”	Means a football club which the directors have designated as being a Youth Club and which the Council has accepted may affiliate to the Association.
“Youth Committee”	Means the committee of the Association with responsibility for Youth Football and appointed pursuant to the Membership Rules from time to time;

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



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

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

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

## **MEMBERS OF THE ASSOCIATION**

3. The members as at the date of adoption of these Articles and such other persons as are admitted to membership by the Council in their absolute discretion in accordance with the Articles shall be the members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council requires executed by him. The provisions of section 113 of the Act shall be observed by the Association and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration the number of members is declared to be unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 323 of the Act. Council Members shall be members but any person who ceases to be a Council Member shall automatically cease to be a member and his name shall be erased from the Register of Members.
4. A member may withdraw from membership of the Association on seven days' clear notice to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or the Membership Rules.
5. The directors may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members.
6. Subject to Article 5, the Council may from time to time make, vary and revoke membership Rules relating to all aspects of membership of the Association including (without limitation) Membership Rules:
  - (a) setting out different categories of membership of the Association including Rules for Associate Members;
  - (b) setting out rights, privileges and obligations of the different categories of members;
  - (c) relating to the organisation of members including (without limitation) rules of, finances of and financial and other records and minute books to be kept by members;
  - (d) setting out which office holder(s) of a member may represent the member at general meetings of the Association;
  - (e) setting out disciplinary procedures for members and players.



7. It shall be the duty of the directors, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the directors for the time being.
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 his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the directors. The directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.
9. The members shall pay any subscription, affiliation and other fees set by the directors. Any member whose subscription or affiliation fee is more than one month in arrears shall be deemed to have resigned his membership of the Association.

#### **GENERAL MEETINGS**

10. The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:
  - (a) to receive from the directors a full statement of account;
  - (b) to receive from the directors a report of the activities of the Association since the previous annual general meeting;
  - (c) to elect the President, Chairman and Vice Chairman;
  - (d) to appoint the Association's auditors; and
  - (e) to transact such other business as may be brought before it in accordance with these Articles. All general meetings other than annual general meetings shall be called general meetings.
11. The directors may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, shall within 21 days proceed to convene an general meeting for a date not later than 28 days after the date of the notice convening the meeting. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the secretary may call a general meeting.



## **NOTICE OF GENERAL MEETINGS**

12. An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. A general meeting may be called by shorter notice if it is so agreed:
  - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all the members.
13. 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 a general meeting and also all business that is transacted at an annual general meeting with the exception of:
  - (a) the consideration and adoption of the accounts and balance sheet and the reports of the directors and auditors and other documents required to be annexed to the accounts;
  - (b) the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.

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

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

## **PROCEEDINGS AT GENERAL MEETINGS**

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



within 15 minutes after the time appointed for holding the meeting, the members entitled to vote and present in person, by proxy or in the case of a corporate member by representative shall choose one of their number to be chairman of the meeting.

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



the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, if the chairman of the meeting is a member of the Association then he shall be entitled to a casting vote in addition to any other vote he may have.
27. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
28. 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.
29. A resolution in writing executed by or on behalf of such number of members who would have been entitled 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 and may consist of several instruments in the like form each executed by or on behalf of one or more members

## **VOTES OF MEMBERS**

30. Subject to Article 26, 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 by proxy or in the case of a corporate member by representative shall have one vote. Associate Members shall not be entitled to receive notice of, attend or vote at general meetings.
- 30A. Proxies may only validly be appointed by a notice in writing which:
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 30B. 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.
- 30C. 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.

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

## COUNCIL

33. The Council shall comprise:
  - (i) the President;
  - (ii) the Chairman;
  - (iii) the Vice Chairman;
  - (iv) the Chief Executive
  - (v) the Life Vice-Presidents;
  - (vi) six Elected Representatives;
  - (vii) one representative of the Inclusion Advisory Group
34. The Council Members set out in Article 33 shall hold office until such time as they retire or are removed by directors in accordance with Articles 38 and 46.
35. No person may be appointed or elected as a Council Member for the first time who has attained the age of 65. **No more than two active members of a league or association may serve on Council at any one time** (save those who were Members of the Council on or before 2012).

## ELECTIONS TO COUNCIL

36. A representative shall be elected to Council by the Association's members. The Directors shall divide the members into the existing categories – Leagues, Senior Clubs, Youth Clubs and Associate Clubs and elected Representatives. Leagues, Senior Clubs, Youth Clubs and existing elected Representatives shall together be entitled to six elected Representatives to the Council each year in accordance with Articles 37 to 42 below. At the annual general meeting each year the one-third of the elected Representatives or if their number is not two or a multiple of two, the number nearest to one-third shall retire but shall be eligible for re-appointment. Those to retire shall be those who have served longest in office since their last election. As between those who have served for an equal length of time the Representative to retire shall (unless otherwise agreed) be determined by lot.
37. The Chief Executive shall send to the league, senior and youth clubs each year a



letter notifying them of their status together with a nomination form for the election of Elected Representatives in the place of those retiring. Those persons proposed to be nominated as Elected Representatives to fill any vacancies that have arisen must be nominated on the nomination form prescribed by the Board. Such form must be submitted to the Chief Executive by such date as the Board shall prescribe each year and must be signed by the chairman and secretary of the nominating League or Club. No league or club may nominate more than one candidate for any one vacancy.

38. If there are an equal number of candidates nominated to be Elected Representatives as there are vacancies, those candidates shall be declared elected unopposed Elected Representatives at the next annual general meeting. If there are more candidates to be the Elected Representatives than there are vacancies, the Chief Executive shall forthwith, after the time fixed for the close of nominations, send a list of the names of the various candidates nominated to be Elected Representatives to each of the existing Elected Representatives, leagues, senior and youth clubs and there shall be a postal ballot of those existing Elected Representatives, leagues, senior and youth clubs in accordance with the provisions of Articles 39 to 41.
39. If there is to be an election, the names of the candidates and voting papers shall be sent at such time as the Board shall prescribe each year to the existing Elected Representatives, leagues, senior and youth clubs concerned.
40. Voting papers must be delivered in a sealed envelope by such time as the Board shall prescribe to the office and shall be opened by such person or persons as the Board shall decide. The candidates receiving the largest number of votes appropriate to the number of vacancies shall be declared elected at the next annual general meeting.
41. In the case of two or more candidates polling an equal number of votes the existing Council shall at its first Council meeting after the annual general meeting each year elect (in its discretion) one such candidate to be the Elected Representative of leagues, senior and youth clubs. In the event of fewer nominations than there are vacancies having been received from the leagues, senior and youth clubs the Elected Representative may be appointed by the Council at the first Council meeting after the next annual general meeting.
42. Those persons elected as Representatives shall hold office for a period of three years from the annual general meeting subsequent to their election but shall be eligible for re-election.

#### **APPOINTMENT TO COUNCIL**

43. Each organisation or group of organisations, entitled to nominate a person to be a Council Member pursuant to paragraph (vii) of Article 33, shall submit to the Council for approval by such time as the Board shall prescribe, the name or names of the person or persons (as the case may be) they propose to nominate as a Council Member or Council Members (as the case may be). Such persons if approved by the Council shall serve for a one year term from the end of the annual general meeting in each year and shall be eligible for re-appointment. In the event of a casual vacancy occurring in relation to any Council Members appointed pursuant to this Article, the organisation concerned shall have power but shall not be obliged to fill the vacancy.
44. Subject to Articles 43, the Council shall have power to fill any other vacancy which may occur on the Council during the year. A Council Member so appointed to fill a vacancy shall hold office until such time as the person who was replaced was due to retire but shall be eligible for re-appointment in accordance with these Articles.



45. The Council shall have power to co-opt up to two persons as they think fit to serve as Council Members. Those persons co-opted to the Council shall serve for such term and on such conditions as the Council thinks fit and may be removed by Council at any time.

#### **PRESIDENT, CHAIRMAN and Vice CHAIRMAN**

46. At every third annual general meeting the President, Chairman and Vice Chairman shall retire but shall be eligible for re-election. All other candidates for election shall be nominated in writing by two Council Members by such date as the Board shall prescribe. Only the Council may nominate persons to the office of President, Chairman and Vice Chairman. The President, Chairman and Vice Chairman shall be elected by the members (excluding the Affiliated Leagues and Clubs) at the annual general meeting. These persons shall hold office for a three year term but shall be eligible for re-election. The President, Chairman and Vice Chairman shall have such rights and privileges as the Council shall from time to time prescribe. Any vacancy in the positions of President, Chairman and Vice Chairman shall be filled in accordance with Article 44.

#### **LIFE VICE-PRESIDENTS**

47. The Life Vice-Presidents may be appointed by the Council at the first Council meeting after the annual general meeting in any year. No person shall be eligible for appointment as a Life Vice-President unless he has served on Council for at least 30 years in aggregate. Life Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings. Life Vice-Presidents shall, on being elected pursuant to this Article, be entitled to remain on the Council for the rest of their lives without the need to be re-appointed. Life Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

#### **VICE-PRESIDENTS**

48. The Vice-Presidents may be appointed by Council at the first Council meeting after the annual general meeting in any year. No person should be eligible for appointment as a Vice-President unless he has served on Council for at least 15 years in aggregate. Vice-Presidents shall be entitled to receive notice of, attend but not vote at all Council meetings. Vice-Presidents shall, on being elected pursuant to "this Article" be entitled to remain on Council for the rest of their lives without the need to be re-appointed. Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

#### **FA REPRESENTATIVE**

49. The Council shall decide which person should be the FA Representative at such time as the directors shall decide. Such person shall be appointed for a three year term and upon such conditions as the Council thinks fit. Any person so appointed may be removed at any time by the Council. Any casual vacancy arising in the office of FA Representative may be filled by the Council in accordance with Article 44. The FA Representative shall not be an employee of the Company.

#### **POWERS OF COUNCIL**

50. The Council has the power to appoint and remove the directors in accordance with these Articles.
51. The Council has the power to regulate and manage all footballing matters referred to it including (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County.



52. Pursuant to Article 51, at the First Council Meeting and at the first Council meeting following the annual general meeting in each subsequent year the Council shall appoint such persons whether or not Council Members as they think fit to lead the following areas of the game, to implement policy agreed Council, such person to hold office until the first Council meeting following the next annual general meeting:
- (a) Discipline ;
  - (b) Competitions
  - (c) Representative Matches;
  - (d) Refereeing ;
  - (e) (f) such other groups to deal with footballing matters as the Council sees fit.
53. The Council may in its absolute discretion at any time amend or add to the list of Groups in Article 52 and the Council may at any time dispense with the need for any of the Groups set out in Article 52. The Council may also amend the name of any Group at any time.
54. The Leader of each Group may at their discretion appointed in accordance with Article 52 shall have power to recruit such volunteers from the game on an ad hoc basis to support in managing this area of the game. . When appointing the members in accordance with Article 52, the Council shall decide who shall be the secretary of each group. Each Group shall conduct its business in accordance with any terms of reference and standing orders set by the Council from time to time and the Lead will report activity to Council at their next meeting

## **PROCEEDINGS OF COUNCIL**

55. Council Members are entitled to attend all Council meetings and general meetings and subject to the provisions of these Articles are entitled to vote at such meetings.
56. The Chief Executive may and on the request of any of the 10 Council Members, call Council meetings. The notice shall be sent to all the Council Members individually. At least seven clear days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. The Council shall meet at least four times in each calendar year. No business shall be transacted at any meeting unless a quorum of five Council Members is present.
57. The Council shall have the power to make standing orders for the conduct of Council meetings and the Council may otherwise regulate their proceedings as they think fit. Council meetings shall be conducted in accordance with those standing orders. Each Council Member shall have one vote.
58. Any Council Member who shall without sufficient reason be absent, without the permission of the Council, from three consecutive Council/ Directors meetings shall be deemed to have resigned his membership of the Council.

## **DIRECTORS**

59. Subject to Articles 6 and 51, the affairs of the Association shall be governed by the



directors who may authorise all such acts and the exercise of all such powers of the Association by the directors, on whom executive management powers are conferred as directors, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting or by the Council.

60. In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the directors, a matter shall be carried if supported by a simple majority of the directors present and voting.

#### **NUMBER OF DIRECTORS**

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

#### **BOARD OF DIRECTORS**

62. The directors shall be:

- (i) the President;
- (ii) the Chairman;
- (iii) the Deputy Chairman;
- (iv) the Chief Executive
- (v) up to three further persons elected by the Council.

63. The directors set out in paragraphs (i) to (iii) (inclusive) of Article 62 shall retire but shall be eligible for re-election in accordance with Article 46.

64. The directors shall decide who shall be appointed as the Chief Executive for such term and upon such conditions as they think fit. Any person so appointed may be removed by the directors at any time. The directors may fill any casual vacancy in the position of Chief Executive.

#### **ELECTIONS TO THE BOARD**

65. At the first Council meeting following the annual general meeting in each year, one-third of the persons appointed as directors pursuant to Article 62 (v) or if their number is not three or a multiple of three, the number nearest to one-third shall retire but shall be eligible for re-election. The directors to retire shall be those longest in office since their last appointment or re-appointment. As between directors who have served for an equal length of time the directors to retire shall (unless they otherwise agree) be determined by lot. Elections of directors to fill the places of those retiring shall be held pursuant to Articles 66 to 70.

66. Only Council Members are eligible for election as a director and only Council Members may participate in the election of directors. The Chief Executive shall send, on request, to Council Members a nomination paper on or before such date as the directors shall prescribe each year. Such nomination paper must be completed and returned to the Chief Executive not later than such date as the directors shall prescribe each year.

67. Any Council Member may nominate another Council Member to be a director on the form provided, which must be seconded by another Council Member and signed by



the candidate. Council Members may only nominate or second one candidate.

68. A voting paper containing the names of all candidates will be handed to each Council Member at such time as the Board shall prescribe each year. The name of any person nominated as a director who has failed to be re-appointed to the Council at the annual general meeting shall be withdrawn from the ballot.
69. In the event that a ballot is necessary, such ballot shall take place at the first Council meeting following the annual general meeting in such manner as the directors shall prescribe.
70. The requisite number of candidates recording the highest number of votes shall be declared elected at the first Council meeting following the annual general meeting to fill the vacancies that have arisen, such persons to serve for a three year term (as appropriate pursuant to Article 65) from that Council meeting.

#### **DELEGATION OF DIRECTORS' POWERS**

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

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

72. Without prejudice to the provisions of section 168 of the Act, the members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.
73. The directors may appoint a person who is willing to act to be a director to fill a casual vacancy provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors. A director so appointed shall hold office until the person he has replaced was due to retire but shall be eligible for re-election.
74. If any director is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

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



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

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

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

#### **DIRECTORS' APPOINTMENTS AND INTERESTS**

77. Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Association) under the Association and he (or any firm of which he is a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him in consequence of so acting.

78. (a) A director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Association unless it relates



to a contract, transaction or arrangement with the Association or the matter has been authorised by the directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

- (b) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 78(a). Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted.
  - (c) A director shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 78(b) (subject in any such case to any limits or conditions to which such authorisation was subject).
- 79.
- (a) A director who becomes aware that he is in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the Association must declare the nature and extent of that interest to the other directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.
  - (b) Save as herein provided, or otherwise agreed in writing by all of the directors, a director shall not vote in respect of any contract, transaction or arrangement with the Association in which he has an interest which is to his knowledge a material interest otherwise than by virtue of being a member. A director shall not be counted in the quorum at the meeting in relation to any resolution on which he is debarred from voting.
  - (c) Subject to the provisions of the Act and always to the provisions of Article 78 a director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning:
    - (i) the giving of any security, guarantee or indemnity in respect of a debt or obligation of the Association or any subsidiary for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or
    - (ii) any arrangement for the benefit of directors or employees of the Association or directors or employees of any subsidiary which does not award him any privilege or benefit not generally awarded to the other persons to whom such arrangement relates.
  - (d) If any question shall arise at any time as to the materiality of a director's interest or as to the entitlement of any director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting (or if the director concerned is the chairman to the other directors at the meeting) and his or their ruling (as the case may be) shall be final and conclusive except in a case where the nature or extent of the interests of such director has not been fairly disclosed.
  - (e) Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and he may hold and be remunerated in





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

## **DIRECTORS' GRATUITIES AND PENSIONS**

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

## **PROCEEDINGS OF DIRECTORS**

81. The President, Chairman and Deputy Chairman shall be members of all Standing Committees ex officio and are entitled to receive notice of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.
82. The Chief Executive and the secretary shall be entitled to receive notice of all general meetings, all meetings of the Council, all meetings of the Standing Committees and all directors' meetings and shall be entitled to attend and speak at such meetings but shall not be entitled to vote at such meetings.
83. The directors shall regularly report to the Council on all their activities.
84. The Board may at its discretion, award honoraria to such persons as it thinks fit.
85. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
86. Any director may participate in a meeting of the Board, or of a committee of directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.
87. A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally. The quorum for the transaction of the business of the directors shall be three.
88. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed



as the quorum, the continuing directors or director may act only for the purpose of calling Council meetings, filling vacancies or of calling a general meeting.

89. The Chairman shall be the chairman of the Board of directors. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present. But if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Deputy Chairman shall preside. If there is no Deputy Chairman or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
90. All acts carried out by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
91. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
92. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association.
93. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
94. The Association may by ordinary resolution suspend or relax to any extent, in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
95. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
96. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

## **SECRETARY**

97. Subject to the provisions of the Act, the secretary shall be appointed by the directors



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

## **MINUTES**

98. The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments made by the directors; and
  - (b) of all proceedings at meetings of the Association, which shall include without limitation proceedings of the Council, and of the directors, and of committees of directors, including the names of the directors present at each such meeting. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **ACCOUNTS**

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

## **NOTICES**

100. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
101. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his 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 him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
102. 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.
103. Proof that an 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.

## **DISSOLUTION**

104. If upon the winding-up or dissolution of the Association there remains after the



satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the members of the Association equally.

## **RULES**

105. The Association and its members shall be bound by and subject to and shall act in accordance with the Rules and the Rules of The Football Association and any regulations, standing orders, decisions, rulings or other findings or orders of any nature made pursuant to the Rules or the Rules of The Football Association. In the case of any difference between provisions under these Articles, the Rules and the Rules of The Football Association, the Rules of The Football Association and any provisions made pursuant to them shall take precedence.

## **INDEMNITY**

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

## **ALTERATIONS TO THE MEMORANDUM AND ARTICLES**

107. Any proposal to alter the Memorandum or 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 of the members of the Association for the time being entitled to vote who may be present in person in accordance with the Act and (in the case of a winding-up) in accordance with the provisions of the Insolvency Act 1986 (as amended from time to time).
108. The Football Association shall, if invited by the directors to the meeting, have, all the rights of a member of the company in relation to receiving notice of, and attending and speaking at general meetings and to receiving minutes of general meetings but shall have no right to vote at general meetings.

## **RULES, STANDING ORDERS AND BYE-LAWS**

109. The directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.
110. The Council has the power to make, repeal and amend regulations for the sanction and control of leagues and competitions, regulations for disciplinary proceedings of players and members, and regulations relating to referees.
111. Any such rules made pursuant to Articles 109 and 110 must be consistent with and subject to the Rules of The Football Association.

## **OBJECTS**

112. 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, bye-laws and conditions for the regulation of the game or otherwise within the county boundaries of Westmorland (as defined on 31 March 1974) or such other area as shall be determined from time to time by The Football Association Limited, the County 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 sportsmanship, 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 or memorandum 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) to 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 Westmorland County Football Association;
- (i) to provide for representation at general meetings and on the Council of The Football Association Limited 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 the 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 Limited) or the rules, regulations, conditions or bye-laws of the Association or of The Football Association Limited, or in reference to contracts, or to any other matter of 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 Limited in all matters relating to the game, including compliance with the Rules of The Football Association Limited and the rules and regulations of any body to which The Football Association Limited is affiliated; and
  - (n) to adopt and carry out all such rules and regulations, conditions, bye-laws, agreements and arrangements of The Football Association Limited, 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.
113. The objects stated in each part of Article 112 shall not be restrictively construed but shall be given the widest interpretation. In Article 112, the word "association" shall, except where used to refer to the Association, mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the objects stated in Article 112, shall be limited by, or be deemed subsidiary or auxiliary to, any other object stated in Article 112.

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

114. The liability of the members is limited.
115. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Association save that the provisions of Article 117 shall apply on the winding-up or dissolution of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:
- a) of reasonable and proper remuneration to any director, member, officer, servant or consultant of the Association for any services rendered to the Association and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such director, member, officer, servant or consultant of the Association;
  - b) to any director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other directors to act in that capacity on behalf of the Association;
  - c) of interest on money lent by a member of the Association or its directors at a commercial rate of interest;



- d) to any director of reasonable and proper out-of-pocket expenses or other costs as permitted further to Article 76;
  - e) of reasonable and proper rent for premises demised or let by any member of the Association or by any director;
  - f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association.
116. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound-up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves.
117. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the members of the Association equally.

Dated: 30 April 2015

