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# THE FA HANDBOOK 2020/2021

Version: 1.0



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## PARTS

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ARTICLES OF ASSOCIATION



# ARTICLES OF ASSOCIATION

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# ARTICLES OF ASSOCIATION

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(Adopted by special resolution passed on 23 July 2020)

## EXCLUSION OF TABLE A

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1 The model articles in Schedule One to The Companies (Model Articles) Regulations 2008 and any Table A to the Companies Act 1985 or any former enactment do not apply to the Company.

## INTERPRETATION

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2 In these Articles of Association, except where the subject or context otherwise requires:

- (a)
  - (i) the 2006 Act means the Companies Act 2006 as amended, including any modification or re-enactment thereof for the time being in force;
  - (ii) the 1986 Act means the Insolvency Act 1986 as amended, including any modification or re-enactment thereof for the time being in force;
- (b) Affiliated Organisation means one or any of the listed organisations:
  - (i) The League Managers' Association;
  - (ii) The Professional Footballers' Association;
  - (iii) The Referees' Association;
  - (iv) The Football Conference;
  - (v) The Northern Premier League;
  - (vi) The Southern League; and
  - (vii) The Isthmian League;
- (c) Articles means these articles of association as altered from time to time by special resolution (and "Article" shall be interpreted accordingly);
- (d) Associate Member Club means a football club accorded the status of an Associate Member Club pursuant to the Rules;
- (e) Audit Committee means the audit committee established by the Board from time to time in accordance with these Articles;
- (f) auditors means the auditors for the time being of the Company;
- (g) BAME Football Communities Representatives means the individuals appointed to Council in accordance with Article 147;
- (h) Board means the board of directors of The Association for the time being, constituted in accordance with these Articles;
- (i) Board Observer Council Member means a Council Member holding his office pursuant to Article 133(b)(xxv);
- (j) Chairman means the chairman of the Board who is appointed from time to time by Council in accordance with these Articles and the Standing Orders;
- (k) Chief Executive Officer means a person appointed from time to time to the office of chief executive officer by the Board in accordance with these Articles;
- (l) clear days means the period excluding the day when a notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- (m) Club Official means a club official as defined within the Rules from time to time;

(n) Code of Conduct means The Association's Code of Conduct as in force from time to time;

(o) Competition means any competition (whether league or knock-out competition or otherwise) sanctioned by The Association, a County Association or an Other Football Association;

(p) Council means the Council of The Association for the time being constituted in accordance with these Articles, and Member of (the) Council or Council Member shall be any person for the time being appointed to and serving on (the) Council in accordance with Article 133;

(q) County Association means an association accorded the status of a County Association pursuant to the Rules;

(r) Director means a director of the Company who shall be a member of the Board;

(s) Disability Football Representatives means the individuals appointed to Council in accordance with Article 141;

(t) Division(s) means no more than ten groupings of Full Member Clubs segregated on a regional basis which shall be determined by Council from time to time;

(u) Divisional Representative means an individual appointed to Council in accordance with Article 143;

(v) electronic platform means any form of electronic or digital platform and includes website addresses, application technology, conference call facilities and any device, system, procedure, method or other facility whatsoever providing and electronic means of remote attendance at or participation in (or both attendance at and participation in) a meeting as determined by the Board;

(w) FIFA means the Fédération Internationale de Football Association or any successor body;

(x) football means the game of association football played in accordance with the Laws of the Game;

(y) football club means a club playing football and recognised as such by The Association pursuant to the Rules;

(z) football team means a team playing football and recognised as such by The Association;

(aa) Football Regulatory Authority means a division of The Association established by Council from time to time and responsible for regulation and compliance functions;

(bb) Football Supporters' Association means The Unified Football Supporters' Organisation Limited or any successor body;

(cc) Full Member Club means a football club accorded the status of a Full Member Club pursuant to the Rules;

(dd) Funding Formula means the formula as set out in Article 105 setting out the mechanism by which The Association's income is allocated;

(ee) Futsal Committee means the futsal committee of the National Game Board (or any successor body thereto);

(ff) Futsal and Small-Sided Representative means the individual appointed to Council in accordance with Article 149;

(gg) Inclusion Advisory Board means a committee of the Board established by the Board from time to time in accordance with these Articles to advise the Board on matters of inclusion and anti-discrimination in football;

(hh) Inclusion Representatives means the individuals appointed to Council in accordance with Article 142;

(ii) Independent Non-Executive Director means a director of the Board who is appointed

from time to time by the Council in accordance with these Articles and the Standing Orders but who is not the Chairman;

(jj) Judicial Panel means the judicial panel of The Association appointed by Council from time to time from which judicial commissions and appeal boards are appointed to hear disciplinary and other cases and appeals;

(kk) Law means any applicable law, statute, bye-law, regulation, order, rule of court or directive, any requirement of any regulatory body entitled to regulate the affairs of the Association, or any delegated or subordinate legislation;

(ll) Laws of the Game means the laws of the game as settled and in force from time to time by the International Football Association Board and FIFA;

(mm) Leader of Council means a non-executive Director who shall chair meetings of Council and general meetings of The Association and who is appointed from time to time by Council in accordance with these Articles and the Standing Orders;

(nn) Life Vice-President means any person who has been accorded the status of Life Vice-President of Council pursuant to the Prior Articles;

(oo) Material Business Relationship as between an individual and the relevant body means a significant commercial relationship including one under which he receives the payment of remuneration by fees or rent or otherwise (save for properly incurred expenses).

“Individual” includes any person connected with that individual as a spouse, civil partner, widow, widower, former spouse, former civil partner, parent, step or adopted parent, grandparent, child, step child, adopted child, descendant, qualifying co-habitant or next-of-kin;

(pp) National Game means all aspects of football involving and affecting Participants in and at the level of step 1 of the National League System and below;

(qq) National Game Board means a committee of the Board established by the Board from time to time in accordance with these Articles and responsible to the Board for the conduct of the National Game whose composition is as set out in Article 112;

(rr) National Game Shareholder means any Shareholder who is:

(i) a Full Member Club, save for those Full Member Clubs who are in membership of The FA Premier League or The Football League from time to time;

(ii) a Member of Council who is a National Game Representative; or

(iii) a County Association.

(ss) National Game Representative means a Member of Council who, as further described in Articles 133 to 151 is:

(i) a representative of a County Association;

(ii) a representative of an Other Football Association;

(iii) a representative of a Division save that a person who holds a position with a football club in membership of The FA Premier League or The Football League shall not be a National Game Representative;

(iv) a representative of The Football Conference, The Isthmian League, The Northern Premier League or The Southern League;

(v) a Disability Football Representative;

(vi) one of the Inclusion Representatives nominated as such by the Inclusion Advisory Board;

(vii) one of the Supporters’ Representatives nominated as such by the bodies entitled to appoint him pursuant to Article 140;

(viii) a representative of The Referees’ Association;

(ix) a representative of British Universities & Colleges Sport;

- (x) a representative of the FA Youth Council;
- (xi) a representative of the Association of Colleges;
- (xii) a Steps 5 and 6 Representative;
- (xiii) a Futsal and Small-Sided Representative;
- (xiv) a representative of The FA Women's Super League and The FA Women's Championship;
- (xv) a National Game Women's Representative;
- (xvi) a BAME Football Communities Representative who is primarily involved with the National Game in his role outside Council;
- (xvii) a Life Vice-President, Senior Vice-President or Vice-President (provided always that immediately before his appointment as a Life Vice-President or Senior Vice-President or election as a Vice-President he was a National Game Representative pursuant to the Prior Articles); or
- (xviii) a Board Observer Council Member, elected to the Board pursuant to Articles 98 to 101.

(tt) National Game Special Share means the special share of £1.00 in the capital of the Company, allotted and issued to the National Game Special Shareholder;

(uu) National Game Special Shareholder means the chairman of the National Game Board from time to time;

(vv) National Game Women's Representative means the individual appointed to Council in accordance with Article 151;

(ww) National League System means the Competitions which interact with one another by way of promotion and relegation within those steps of the National Game pyramid as determined by Council from time to time;

(xx) Nominations Committee means the nominations committee established by the Board from time to time in accordance with these Articles;

(yy) Nominee means a natural person holding shares as a nominee pursuant to Article 15;

(zz) Other Football Association means one or any of the following listed associations:

- (i) The University of Oxford Football Association;
- (ii) The University of Cambridge Football Association;
- (iii) The Army Football Association;
- (iv) The Royal Navy Football Association;
- (v) The Royal Air Force Football Association;
- (vi) The Amateur Football Alliance;
- (vii) The Women's Football Conference;
- (viii) The English Schools' Football Association; and
- (ix) The Independent Schools' Football Association;

(aaa) Ordinary Share means an ordinary share of £0.05 in the capital of the Company;

(bbb) Participants means a participant as defined in the Rules from time to time;

(ccc) President means the president of The Association who shall be appointed annually by Council and whose position shall be honorary;

(ddd) Prior Articles means any articles of association of the Company in force prior to the effective date of these Articles (as may have been amended from time to time);

(eee) Professional Game means all aspects of football involving and affecting Participants in and at the levels of The FA Premier League and The Football League;

(fff) Professional Game Board means a committee of the Board established by the Board from time to time in accordance with these Articles and responsible to the Board for the conduct of the Professional Game, whose composition shall be as determined by the terms of reference of the Professional Game Board from time to time;

(ggg) Professional Game Representative means a Member of Council who is:

- (i) a representative of either The FA Premier League or The Football League or, if a representative of a Regional Division, a person who holds a position with a football club in membership of The FA Premier League or The Football League;
- (ii) a representative who has been jointly appointed by The FA Premier League and The Football League pursuant to Article 134 (b);
- (iii) one of the Supporters' Representatives nominated as such by the bodies entitled to appoint him pursuant to Article 140;
- (iv) a representative of The League Managers' Association;
- (v) a representative of The Professional Footballers' Association;
- (vi) a BAME Football Communities Representative who is primarily involved with the Professional Game in his role outside Council;
- (vii) one of the Inclusion Representatives nominated as such by the Inclusion Advisory Board;
- (viii) a Life Vice-President, Senior Vice-President or Vice-President (provided always that immediately before his appointment as a Life Vice-President or Senior Vice-President or election as a Vice-President he was a Professional Game Representative pursuant to the Prior Articles); or
- (ix) a Board Observer Council Member, appointed to the Board pursuant to Articles 102 and 103.

(hhh) Professional Game Special Share means the special share of £1.00 in the capital of the Company allotted and issued to the Professional Game Special Shareholder;

(iii) Professional Game Special Shareholder means jointly The FA Premier League and The Football League;

(jjj) Remuneration Committee means the remuneration committee established by the Board from time to time in accordance with these Articles;

(kkk) Representative Council Member means a Council Member appointed pursuant to Articles 133(b)(iv) to (b)(xi) and Articles 133(b)(xiv) to (b)(xxiii);

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

(mmm) Secretary means the secretary of the Company and includes a joint, assistant, deputy or temporary secretary and any other person appointed to perform the duties of the secretary;

(nnn) Senior Independent Director means any person nominated as such pursuant to Article 104;

(ooo) Senior Vice-President means any person who has been accorded the status of Senior Vice-President of Council pursuant to the Prior Articles;

(ppp) Shareholder means any of the persons or bodies referred to in Articles 12 and 13 or their Nominee or Nominees holding shares pursuant to Article 15, in either case, whose name is entered in the register as the holder of such shares and "holder of a share" in the Company shall be construed accordingly;

(qqq) share means any Ordinary Share, the National Game Special Share or the Professional Game Special Share;



(rrr) Standing Orders means the standing orders of Council as applicable from time to time;

(sss) Statutes means the 1986 Act and 2006 Act and every other statute or statutory instrument, law or regulation for the time being in force concerning companies and affecting The Association;

(ttt) Steps 5 and 6 Representative means the individual appointed to Council in accordance with Article 148;

(uuu) Summer Meeting(s) means the meeting of Council which takes place in June or July every calendar year, in accordance with the Standing Orders;

(vvv) Supporters' Representatives means the individuals appointed to Council in accordance with Article 140;

(www) Term-Limited Council Member means a Council Member other than a Life Vice-President or a Board Observer Council Member;

(xxx) The Disability Football Committee means a committee of the Board established by the Board from time to time to advise the Board on matters of the development of disability football;

(yyy) The FA Premier League means The Football Association Premier League Limited or any successor body;

(zzz) The FA Women's Super League and The FA Women's Championship Representative means the individual appointed to Council in accordance with Article 150.

(aaaa) The Football Conference means The Football Conference Limited or any successor body;

(bbbb) The Football League means The Football League Limited or any successor body;

(cccc) The Isthmian League means The Isthmian Football League Limited or any successor body;

(dddd) The Northern Premier League means The Northern Premier Football League Limited or any successor body;

(eeee) The Southern League means The Southern Football League Limited or any successor body;

(ffff) UEFA means the Union of European Football Associations or any successor body;

(gggg) Vice-Chairman means a vice-chairman of The Association and who is elected from time to time by the Members of Council pursuant to the Standing Orders; and

(hhhh) Vice-President means any vice-president of The Association who is elected annually by Council.

3 References to a document being executed include references to its being executed under hand or under seal or by any other method and, in the case of communication in electronic form, such references are to its being authenticated as specified by the 2006 Act.

A reference to a "meeting" shall mean a meeting convened and held in any manner permitted by these Articles or, in the case of a meeting of Council, as permitted by the Standing Orders, including a general meeting at which some or all of those entitled to be present attend and participate by means of electronic platform(s) and/or attend and participate at a physical place, and such persons shall be deemed to be "present" at that meeting for all purposes of the 2006 Act, these Articles and, in respect of meetings of Council, the Standing Orders, and "attend", "participate", "attending", "participating", "attendance" and "participation" shall be construed accordingly.

References in these Articles to "writing" and to any form of "written" communication include references to any method of representing or reproducing words, symbols or other information in a visible form by any method of combination of methods, whether sent or supplied in electronic form or otherwise.

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.

Words or expressions contained in these Articles which are not defined in Article 2 but are defined in the 1986 Act or 2006 Act have, if not inconsistent with the subject or context, the same meaning as in the 1986 Act or 2006 Act (but excluding any statutory modification thereof not in force at the date of adoption of these Articles).

Subject to the preceding paragraph, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force.

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

5 In these Articles,

(a) powers of delegation shall not be restrictively construed but the widest interpretation shall be given thereto;

(b) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and

(c) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or

person who is for the time being authorised to exercise it under these Articles or under another delegation of the power.

## SHARE CAPITAL

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6

(a) The Company's shares are Ordinary Shares of 5p each and special shares of £1 each and are limited in number to 2,000 Ordinary Shares, and two special shares, one designated the "National Game Special Share" and the other designated the "Professional Game Special Share."

(b) Subject to the remaining provisions of this Article 6(b) and to Article 6(c), the directors are generally and unconditionally authorised, for the purposes of section 551 of the 2006 Act and generally, to exercise any power of the Company to:

(i) offer or allot;

(ii) grant rights to subscribe for or to convert any security into;

(iii) otherwise deal in, or dispose of,

any shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper.

(c) The authority referred to in Article 6(b):

(i) shall be subject to the limits in Article 6(a);

(ii) shall only apply insofar as the Company has not renewed, waived or revoked it by ordinary resolution;

(iii) may not be exercised in breach of the Articles or the Statutes; and

(iv) may only be exercised for a period of five years commencing on the date on which this Article 6(c) is adopted, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired).

7 No part of the said share capital shall be called or paid up without the passing of an ordinary resolution by the Shareholders.

8 No share shall entitle the holder thereof to any payment in respect of paid-up capital (if any), dividend, bonus, profit, or otherwise. No share shall be sub-divided. No share shall be consolidated. No bonus issue shall be made nor shall any capital dividend be paid.

9 No invitation to the public to subscribe for shares in the said share capital shall be issued.

10 In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of 2006 Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the 2006 Act) made by the Company.

11 All unissued shares for the time being in the capital of the Company shall be under the control of the Board who shall have the power to allot or otherwise dispose of them only to such persons and only in such manner as provided in these Articles.

12 Subject to Articles 14 and 15, Ordinary Shares may only be allotted or (to the extent that a transfer is permitted from an existing Shareholder) transferred to the following:

- (a) The FA Premier League;
- (b) The Football League;
- (c) a voting Member of Council;
- (d) a Full Member Club;
- (e) a County Association; and
- (f) the Secretary.

13 The Professional Game Special Share may only be issued to, held by and transferred to the Professional Game Special Shareholder and the National Game Special Share may only be issued to, held by and transferred to the National Game Special Shareholder. The rights attached to the Professional Game Special Share may be varied with (but only with) the consent in writing of the Professional Game Special Shareholder. The rights attached to the National Game Special Share may be varied with (but only with) the consent in writing of the National Game Special Shareholder.

14 The entitlement to Ordinary Shares shall be as follows:

- (a) The FA Premier League and The Football League shall each be entitled to one Ordinary Share only;
- (b) each Member of Council shall be entitled to one Ordinary Share only for so long as he is a voting Member of Council;
- (c) each Life Vice-President who held a share pursuant to the Prior Articles shall be entitled to one Ordinary Share only;
- (d) each Full Member Club shall be entitled to one Ordinary Share only;
- (e) each County Association shall be entitled to a number of Ordinary Shares calculated as follows:  $(A/B) \times 775$ . Where: A is the number of football teams affiliated to such County Association; and B is the total number of football teams affiliated to all County Associations. Any fractional entitlement to an Ordinary Share shall be rounded up or down to the nearest number and in the case that such process would result in the aggregate number of Ordinary Shares issued to the County Associations exceeding or falling below 775, the Board shall determine the final allocations as closely as possible to the entitlement conferred by this Article. The entitlement of each County Association shall be calculated on 1 June in each year and notified to the County Associations by the Board and Ordinary Shares will be transferred or forfeited as the Board directs annually following such calculation in accordance with Article 22. Notwithstanding any other provision in these Articles, the Board shall be entitled to determine what shall or shall not qualify as a football team affiliated to a County Association for the purposes of this provision; and
- (f) the Secretary shall be entitled in accordance with Article 16.

15 Where any body identified in Article 12 is not a legal entity entitled to hold shares in its own name, a Nominee or Nominees shall be appointed to hold the share or shares to which the relevant body is entitled for and on behalf of all persons combining to form the relevant body, PROVIDED THAT such Nominee is a member of such body and that such body informs the Board promptly in writing of the appointment of and the details of such Nominee. The Board may require any person whose name is on the register as a holder of shares to disclose in writing full details of the person or persons for whom he/she holds shares. For the purposes of this Article, any issue as to whether a person is or is not entitled to hold a share or shares as Nominee or a person or persons is/are entitled to appoint a Nominee shall be determined finally by the Board. The Company shall register any such share or shares in the name of the Nominee where the Board has determined that such person or persons is/are so entitled. Without prejudice to the rights of any Nominee duly registered as a holder of shares in accordance with provisions of the Prior Articles, no such body may appoint a Nominee or Nominees (either as a new or additional Nominee or replacement for a previously appointed Nominee) to hold a share or shares to which it is entitled if, or for so long as, it is a legal entity entitled to hold shares in its own name.

16 The Secretary may be registered as the holder of any number of Ordinary Shares in the Company which may be transferred to the Secretary by or on behalf of Shareholders in accordance with the Articles, but the Secretary shall not in respect of such Ordinary Shares be permitted to vote at any general meeting of the Company, either personally or by proxy, or to be reckoned in a quorum, or to exercise any right or privilege as a Shareholder in relation to general meetings or vote on, or exercise any right or privilege as a Shareholder in relation to any written resolution. The Secretary shall, upon retiring or removed from the office of Secretary, execute a transfer of all the Ordinary Shares of which the Secretary is then registered as holder in favour of the succeeding Secretary.

## SHARE CERTIFICATES

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17 Every Shareholder, upon becoming entitled to be the holder of any share, shall be entitled, without payment, to call for one certificate for the share(s) held.

18 If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity (with or without security) and payment of any exceptional out-of-pocket expenses reasonably incurred by the Company in investigating evidence and preparing the requisite form of indemnity as the Board may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

## SUSPENSION OF RIGHTS

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19 Where any person or body referred to in Articles 12 or 14:

(a) has not paid any subscription, fee, fine or other sum due to the Company in accordance with these Articles or the Rules or following any order from Council; or

(b) in the case of a company, unincorporated body or association, enters into a voluntary arrangement pursuant to Part I of the Insolvency Act 1986 (as amended or re-enacted from time to time) (the “1986 Act”) or a scheme of arrangement with its creditors under Part 26 of the 2006 Act or into any compromise agreement with its creditors generally; lodges, or its shareholders or officers (where relevant) lodge, a notice of intention to appoint an administrator or a notice of appointment of an administrator at the Court, in accordance with paragraphs 26 and 29 of Schedule B1 of the 1986 Act or it or its shareholders or officers (where relevant) make an application to the Court for an administration order under paragraph 12 of Schedule B1 to the 1986 Act or where an Administrator is appointed or where an Administration Order is made in respect of it (“Administrator” and “Administration Order” having the meanings attributed to them respectively by paragraphs 1 and 10 of Schedule B1 of the 1986 Act); has an Administrative Receiver (as defined by section 251 of the 1986 Act) or a Law of Property Receiver (appointed under section 109 of the Law of Property Act 1925) or any receiver appointed by the Court under the Senior Courts Act 1981 or any court appointed receiver or any other receiver appointed over any

of its assets which, in the opinion of the Board, are material to that body's ability to fulfil its obligations; or ceases or forms an intention to cease wholly or substantially to carry on its business save for the purpose of reconstruction or amalgamation otherwise in accordance with a scheme of proposals which have previously been submitted to and approved in writing by the Board; has any distress, execution, sequestration or other process is levied or enforced upon or issued against the property of that body,

he or it (as applicable) is subject to the sanction of suspension at the absolute discretion of the Board. Upon the Board deciding in favour of suspension, such person or body or its Nominee shall not in respect of any share held by him or it be entitled, until such time as the circumstances set out above have ceased to apply in respect of such person or body, to:

- (i) attend or vote at any general meeting of the Company or vote on any written resolution;
- (ii) exercise any other right conferred by holding a share in relation to any such meeting or written resolution; or
- (iii) exercise any right of any nature conferred by the Company with regard to the holding of a share.

## FORFEITURE AND SURRENDER

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20 Save for the Professional Game Special Shareholder and the National Game Special Shareholder, the following shall not be entitled to be nor shall continue to be a Shareholder:

- (a) any person who 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 any similar law of any jurisdiction; 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;
- (b) any person or body who is not specified as being entitled to hold a share pursuant to Articles 12 and 14 or ceases to be so entitled;
- (c) any person or body who is subject to Article 19 above and whom the Board decides, in its complete discretion, should be subject to the provisions of this Article 20;
- (d) in the case of an individual, any person who has a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction or any person who makes any arrangement or composition with his creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act;
- (e) in the case of a company, unincorporated body or association, where its shareholders pass a resolution pursuant to section 84(1) of the 1986 Act to voluntarily wind it up; where it has a meeting of its creditors convened pursuant to the Insolvency (England and Wales) Rules 2016; where it has a winding up order made against it by a Court under section 122 of the 1986 Act or where a provisional liquidator is appointed over it under section 135 of the 1986 Act; or where an action is taken by the Registrar of Companies to strike that company off the register under section 1000 of the 2006 Act; or
- (f) any person who holds a share as a Nominee and that person has ceased to be a member of the body in respect of which he is a Nominee, or the relevant organisation appoints a new Nominee or Nominees, and any share held by such person or body shall be transferred as the Board may direct, failing which such share(s) shall be forfeited.

21 Save for the Professional Game Special Shareholder and the National Game Special Shareholder, the Company shall have the power by passing a resolution at a general meeting or a written resolution to determine that any Shareholder (including a Nominee) of the Company

shall cease to be a Shareholder. Such resolution shall be carried if supported by 75% or more of those present and voting at the general meeting or by Shareholders representing not less than 75% of the total voting rights of Shareholders eligible to vote on the written resolution. Such resolution shall take effect as from the conclusion of such meeting or from the time the written resolution is passed, or from such subsequent time as the said resolution may prescribe, and any share(s) held by any person or body subject to such resolution shall be transferred by such person or body as the Board may direct, failing which such share(s) shall be forfeited.

22 If the annual calculation of the number of football teams affiliated to each County Association carried out pursuant to Article 14(e) changes the entitlement of any County Association to shares, the Board shall have the power to require that each such County Association's entitlement to shares is amended in accordance with Article 14(e), and accordingly that share(s) may be automatically forfeited and/or transferred to an alternative County Association.

23 Subject to the provisions of the 2006 Act and these Articles and save for the Professional Game Special Shareholder and the National Game Special Shareholder, shares transferred as the Board directs or forfeited pursuant to Articles 20, 21 and 22 shall be deemed to belong to the Company and may be cancelled, re-allotted or otherwise disposed of on such terms and in such manner as the Board determines. Where for the purposes of its re-allotment or disposal, a share is to be transferred to any person or body and where the holder of the share makes a default in transferring the share after having been bound aforesaid, the Board may authorise the Secretary to execute an instrument of transfer of each share to that person or body. Subject to Articles 12 and 14, the Company may register the transferee as holder of the share and an instrument of transfer so executed shall be effective as if it had been executed by the holder of the share and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto.

24 A person or body, any of whose shares have been forfeited, shall cease to be a holder in respect of them and shall surrender to the Company for cancellation any certificate for the share(s) but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares or otherwise.

25 Any person or body whose share(s) is/are forfeited under these Articles shall not in respect of the relevant share(s) from the time it is/they are deemed forfeited be entitled to attend or vote at any general meeting of the Company or vote on any written resolution, or to exercise any other right conferred by ownership of a share in relation to any such meeting or written resolution.

26 Without prejudice to the provisions of any other Article, the forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share(s) and all other rights and liabilities incidental to the share as between the person whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the 2006 Act given or imposed in the case of past Shareholders.

27 The Board may accept the surrender of any share. A surrendered share shall be treated as if it had been forfeited.

28 A statutory declaration by a Director or the Secretary that a share has been duly forfeited or surrendered on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share. Title to the share shall not be affected by any irregularity in, or validity of, the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

## **TRANSFER OF SHARES**

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29 The instrument of transfer of a share may be in any usual form or in any other form which the Board may approve. An instrument of transfer need not be under seal.

30 The Board may, in its absolute discretion, refuse to register the transfer of a share (whether or

not such share is fully paid), unless the transfer is from the Nominee of a person who is entitled to appoint a Nominee under Article 15 to another Nominee of the same person, or from any Nominee to the person entitled to the relevant share(s) under Article 14 that appointed him, and the disclosure requirements under Article 15 have been complied with.

31 If the Board refuses to register the transfer, it shall within two months after the date on which the instrument of transfer was lodged with the Company send to the transferee notice of the refusal.

32 The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the Board may determine.

33 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

34 The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the Board refuses to register shall be returned to the person lodging it when notice of the refusal is given.

## **ALTERATION OF SHARE CAPITAL**

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35 The Company may by ordinary resolution:

- (a) increase its share capital by such sum to be divided into shares of such amount as the resolution prescribes; and
- (b) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled.

36 Subject to the provisions of the 2006 Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

## **SPECIAL MEASURES**

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37

(a) This Article 37 shall only apply in respect of the following provisions:

- (i) the definition of “Funding Formula” (in Article 2);
- (ii) the definitions of “National Game Special Share”, “Professional Game Special Share”, “National Game Special Shareholder” and “Professional Game Special Shareholder” (in Article 2);
- (iii) Articles 6 - 11 (relating to share capital);
- (iv) Article 13 (relating to the National Game Special Shareholder and the Professional Game Special Shareholder);
- (v) Articles 35 and 36 (alteration of share capital);
- (vi) this Article 37 and Article 38 (Special Measures);
- (vii) Article 65 (proceedings at general meetings);
- (viii) Article 86 (written resolutions)
- (ix) Articles 87 - 129 (relating to Directors and the Funding Formula);
- (x) Articles 133 - 158 (relating to Council);
- (xi) Article 176 (relating to winding up);
- (xii) Articles 177 - 181 (relating to the procedures for determining the Rules); and
- (xiii) Articles 182 and 183 (relating to the procedures for determining amendments to the Articles).

(b) Notwithstanding any provision in the Articles to the contrary, any amendment to any of the following Articles, that is to say those listed in Article 37(a) above, (including the removal of, or any waiver or ratification of any breach of, any such Articles) shall be deemed to be a variation of the rights attaching to the Professional Game Special Share and accordingly upon: (i) the proposal or circulation of any resolution to amend any such Articles (or to remove, or to waive or ratify any breach of, any such Articles); and (ii) the Professional Game Special Shareholder either being invited by the chairman of the meeting to cast the votes attached to the Professional Game Special Share on that resolution in accordance with Article 65 or receiving notice from the Secretary to cast votes attached to the Professional Game Special Share in accordance with Article 86, the Professional Game Special Shareholder shall be entitled to cast, and shall have available to cast, against any such resolution (and, for the avoidance of doubt, only against such resolution) such number of votes either on a show of hands, on a poll or on a written resolution, as shall be equal to the aggregate number of votes cast in favour of the resolution.

(c) Save as set out in Articles 13, 37(b), 65 and 86, the Professional Game Special Shareholder shall have no right to vote at a general meeting or vote on any written resolution by virtue of being the holder of the Professional Game Special Share.

(d) The Professional Game Special Share shall confer no right to participate in the capital or the profits of the Company.

38

(a) This Article 38 shall only apply in respect of the following provisions:

- (i) the definition of “Funding Formula” (in Article 2);
- (ii) the definitions of “National Game Special Share”, “Professional Game Special Share”, “National Game Special Shareholder” and “Professional Game Special Shareholder” (in Article 2);
- (iii) Articles 6 - 11 (relating to share capital);
- (iv) Article 13 (relating to the National Game Special Shareholder and the Professional Game Special Shareholder);
- (v) Articles 35 and 36 (alteration of share capital);
- (vi) this Article 37 and Article 38 (Special Measures);
- (vii) Article 65 (proceedings at general meetings);
- (viii) Article 86 (written resolutions)
- (ix) Articles 87 - 129 (relating to Directors and the Funding Formula);
- (x) Articles 133 - 158 (relating to Council);
- (xi) Article 176 (relating to winding up);
- (xii) Articles 177 - 181 (relating to the procedures for determining the Rules); and
- (xiii) Articles 182 and 183 (relating to the procedures for determining amendments to the Articles).

(b) Notwithstanding any provision in the Articles to the contrary, any amendment to any of the following Articles, that is to say those listed in Article 37(a) above, (including the removal of, or any waiver or ratification of any breach of, any such Articles) shall be deemed to be a variation of the rights attaching to the Professional Game Special Share and accordingly upon: (i) the proposal or circulation of any resolution to amend any such Articles (or to remove, or to waive or ratify any breach of, any such Articles); and (ii) the Professional Game Special Shareholder either being invited by the chairman of the meeting to cast the votes attached to the Professional Game Special Share on that resolution in accordance with Article 65 or receiving notice from the Secretary to cast votes attached to the Professional Game Special Share in accordance with Article 86, the Professional Game Special Shareholder shall be entitled to cast, and shall have available to



cast, against any such resolution (and, for the avoidance of doubt, only against such resolution) such number of votes either on a show of hands, on a poll or on a written resolution, as shall be equal to the aggregate number of votes cast in favour of the resolution.

(c) Save as set out in Articles 13, 37(b), 65 and 86, the Professional Game Special Shareholder shall have no right to vote at a general meeting or vote on any written resolution by virtue of being the holder of the Professional Game Special Share.

(d) The Professional Game Special Share shall confer no right to participate in the capital or the profits of the Company.

## GENERAL MEETINGS

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39 All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.

40 The Board shall convene and the Company shall hold an annual general meeting in each calendar year except where the Board decides, in its absolute discretion, that holding the annual general meeting is impracticable or imprudent in any calendar year, in which event the Board may:

(a) prior to the sending of the notice of an annual general meeting, elect not to convene the annual general meeting; or

(b) after the sending of the notice of an annual general meeting but before the meeting is held, or after the adjournment of an annual general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), postpone or cancel an annual general meeting.

41 Subject to the provisions of Article 40, the Board may call general meetings whenever and at such times as it shall determine and, on the requisition of Shareholders pursuant to the provisions of the 2006 Act, shall forthwith proceed to convene a general meeting in accordance with the requirements of the 2006 Act.

42 The Board shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the general meeting shall be enabled to do so by simultaneous attendance and participation at a physical place determined by it or by means of an electronic platform(s) determined by it in accordance with Article 53, or partly in one way and partly in another.

43 Two or more persons who may not be in the same place as each other attend and participate in a general meeting if they are able to exercise their rights to speak and vote at that meeting. A person is able to exercise the right to speak at a general meeting if that person can communicate to all those attending the meeting while the meeting is taking place. A person is able to exercise the right to vote at a general meeting if that person can vote on resolutions put to the meeting (or, in relation to a poll, can vote within the required time frame) and, subject to Article 65, that person's vote can be taken into account in deciding whether such resolutions are passed at the same time as the of others attending the meeting. When deciding whether a person is attending or participating in a meeting other than at a physical place, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating.

## BUSINESS – PROPOSALS

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44 The Board shall be entitled to propose such business to a general meeting as it considers appropriate, including any amendment to these Articles and/or to the Rules (PROVIDED, and subject always to the provisions of the 2006 Act, that any proposal to amend the Rules and/or the Articles has the approval of Council as set out in Articles 178 and 182 respectively).

45 Subject to Article 46, in the case of general meetings where it is proposed to amend the Rules and/or the Articles, the Secretary shall provide written notice to the Shareholders setting out the proposed changes to the Rules and/or the Articles and the intended date for the general

meeting to vote on such changes not less than thirty-five clear days prior to the date of the intended general meeting (the “Initial Notice”). The Shareholders shall provide written notice to the Secretary of any proposed amendments to the proposed changes to the Rules and/or the Articles as set out in the Initial Notice not less than twenty-eight clear days prior to the date intended for such general meeting. The final proposed changes to the Rules and/or the Articles shall be notified to Shareholders with the notice of general meeting under Article 47.

46 In the case of general meetings, where it is proposed to amend the Rules and/or the Articles and the Board decides, in its absolute discretion, that the circumstances of the proposed changes to the Rules and/or Articles are of an emergency nature which makes the notice period set out in Article 45 impracticable or undesirable, the notice requirements set out in Article 45 shall not apply and the Secretary shall give notice of the proposed changes to the Rules and/or the Articles with the notice under Article 47.

## **NOTICE OF GENERAL MEETINGS**

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47 An annual general meeting and an extraordinary general meeting shall be called by at least fourteen clear days’ notice but, subject to Article 45 a general meeting may be called by shorter notice if it is so agreed by a majority in number of Shareholders having a right to attend and vote, being a majority together not holding less than 90% of the total voting rights at a general meeting.

48 Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all the Shareholders, to each of the Directors, to the auditors for the time being of the Company and if required under the 2006 Act (as applicable), the former auditors of the Company.

49 The notice shall specify whether the meeting will be held (wholly or partly) at a physical place or by means of an electronic platform(s). The notice shall also state the time, date and place and/or electronic platform(s) of the meeting and 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 or extraordinary resolution, specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

50 If the meeting is to be held (wholly or partly) by means of an electronic platform(s), the notice shall specify any access, identification and security arrangements determined in accordance with Article 55.

51 The notice shall state with reasonable prominence that a Shareholder entitled to attend and vote at the meeting being called is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a Shareholder.

52 The accidental omission to give notice of a meeting to any person entitled to receive the same, or the non-receipt of a notice of meeting by any such person, shall not invalidate the proceedings at that meeting. Notice of a general meeting shall be deemed to have been given to any Nominee if sent to a business address of the body set out under Article 12 entitled to the share and on whose behalf the Nominee has been appointed as Nominee under Article 15.

## **ELECTRONIC MEETINGS**

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53 The Board may decide to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation by means of an electronic platform(s). Shareholders or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Shareholders or their proxies attending the meeting who are not present together at the same place may:

- (a) participate in the business for which the meeting has been convened;
- (b) hear all persons who speak at the meeting; and
- (c) be heard by all other persons present at the meeting.

54 If it appears to the chairman of the meeting that the electronic platform(s) has become inadequate for the purposes referred to in Article 53, then the chairman may, without the consent of the meeting, interrupt or adjourn the meeting. All business conducted at that meeting up to the time of that adjournment shall be valid and the provisions of Articles 61 and 62 shall apply to that adjournment.

55 If a general meeting is held by 55 means of an electronic platform(s), the Board may make any arrangement and impose any requirement or restriction as is:

- (a) necessary to ensure the identification of those taking part and the security of any electronic communication; and
- (b) proportionate to those objectives.

In this respect, the Board may authorise any voting application, system or facility as they see fit.

## **PROCEEDINGS AT GENERAL MEETINGS**

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56 No business shall be transacted at any general meeting unless a quorum is present, but the absence of a quorum shall not preclude the choice or appointment of a chairman of the meeting, which shall not be treated as part of the business of the meeting. Ten or more Shareholders entitled to vote upon the business to be transacted, each being a Shareholder or a proxy for a Shareholder or a duly authorised representative of a corporation shall be a quorum.

57 If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of Shareholders, shall be dissolved, and in any other case shall stand adjourned to such time and place as the chairman of the meeting may determine.

58 If at the adjourned meeting there are less than ten Shareholders present, they shall have power to decide on all matters which might have been disposed of at the meeting from which the adjournment took place if a quorum had been present thereat PROVIDED THAT at least three days' notice has been given to the Shareholders of such adjournment in order to enable special business to be transacted thereat by less than a quorum.

59 The Leader of Council or in his absence, a Vice-Chairman (or in his absence any other Director) nominated by the Board shall preside as chairman at a general meeting.

60 If at any meeting neither the Leader of Council nor a Vice-Chairman nor such other nominated Director (if any) is present within fifteen minutes after the time appointed for holding the meeting, the Shareholders present and entitled to vote shall choose one of their number to be chairman of the meeting.

61 The chairman of the meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn any meeting and specify the time, date, place and/or electronic platform(s) to which it is adjourned, but no business shall be transacted at any adjourned meeting, other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

62 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 specifying a time, date, place and/or electronic platform(s) or to another time, date, place and/or electronic platform(s) where it appears to him that:

- (a) the Shareholders wishing to attend cannot be conveniently accommodated in the place and/or electronic platform(s) appointed for the meeting; or
- (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.

63 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 patent error) may in any event be considered or voted upon.

64 A resolution put to the vote at a meeting held wholly or partly by means of an electronic platform(s) shall be decided on a poll. Subject thereto, 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 2006 Act, a poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) not less than five Shareholders present personally or by proxy having the right to vote at the meeting; or
- (c) by Shareholders, present personally or by proxy, representing not less than one tenth of the total voting rights of all the Shareholders entitled to vote at the meeting.

65 Upon any resolution to be considered at a general meeting to amend all or any of the Articles listed in Articles 37(a) and/or 38(a) of these Articles or for the removal of, or waiver or ratification of any breach of, any of those Articles:

- (a) whether on a show of hands or on a poll, when the votes cast on that resolution have been counted, the chairman of the meeting, before any declaration of the result of that vote, shall immediately inform whichever of the Professional Game Special Shareholder and the National Game Special Shareholder is/are present at that meeting: (i) of the number of abstentions on, and of the number of votes cast in favour of, and of those cast against, the resolution; and (ii) of the number of votes cast in favour by the National Game Shareholders whether in person or by proxy;
- (b) the chairman of the meeting shall then invite the Professional Game Special Shareholder and the National Game Special Shareholder to cast the votes attached to their respective shares on that resolution, whereupon the Professional Game Special Shareholder and the National Game Special Shareholder may cast the votes attached to their respective shares on that resolution; and
- (c) any votes cast by the Professional Game Special Shareholder and/or the National Game Special Shareholder shall be counted and taken into account by the chairman of the meeting in deciding whether the resolution has been passed or has been lost.

66 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 any particular majority or lost or not carried by a particular majority, and an entry to that effect made in the minutes of the proceedings 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 such resolution.

67 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of any show of hands declared before any demand was made.

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

69 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 matter shall be taken in such manner and either forthwith, or at such time after the date of the meeting, as may be determined by the chairman of the meeting and the result of such poll shall be deemed to be the resolution of the Company in general meeting. Without prejudice to the power of the chairman of the meeting to take a poll in such manner as may be determined, a poll may be taken by the display of voting cards sent or provided to Shareholders or holders of proxy votes for such purpose by electronic means or any combination of means. A scrutineer or scrutineers (who need not be Shareholders) may be appointed by the chairman of the meeting and the result of the voting thereby ascertained shall be deemed the resolution of the meeting on the subject in question.

70 A 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.

71 No notice need be given of a poll not taken forthwith if the time, date, place and/or electronic platform(s) 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, date, place and/or electronic platform(s) at which the poll is to be taken.

72 Where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.

## **VOTES OF SHAREHOLDERS**

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73 Subject to any rights or restrictions attached to any shares, on a show of hands each Shareholder who is present in person or by proxy shall have one vote and on a poll each Shareholder present in person or by proxy shall have one vote for every share of which he is the holder. Subject to any rights or restrictions attached to any shares, on a written resolution each Shareholder shall have one vote for every share of which he is the holder.

74 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or poll at which the vote objected to is tendered, and every vote not disallowed at such 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.

75 On a poll votes may be given either personally or by proxy. A Shareholder entitled to more than one vote (whether on a poll or a written resolution) need not, if he votes, use all his votes or cast all the votes he uses in the same way.

76 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 passed or done.

## **PROXIES AND CORPORATE REPRESENTATIVES**

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77 A proxy need not be a Shareholder.

78 The instrument appointing a proxy shall be executed by or on behalf of the appointer and shall be in any form approved by the Directors.

79 Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting or poll concerned, in which case any proxy shall be invalid.

80 The instrument appointing a proxy and any power of attorney or other written authority under which it is executed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority shall:

(a) be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting or, if the Directors decide to accept proxy forms electronically, in the manner in which they specify, not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than forty eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the Secretary or to any Director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

No instrument of proxy shall be valid after the expiration of two months from the date stated in it as the date of its execution. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which was delivered last (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was delivered last, none of them shall be treated as valid in respect of that share.

In addition to his other rights to appoint a proxy, any Nominee that is not a corporation or corporation sole shall, if one of the following persons attends any meeting (or adjournment of any meeting), be deemed to have appointed such person as his proxy for that meeting and executed and delivered an instrument in a form approved by the Directors appointing such person in accordance with Article 78 and the preceding provisions of this Article 80:

- (i) in respect of Nominees appointed by a Full Member Club, the Divisional Representative of the Division into which it is grouped; and
- (ii) in respect of Nominees appointed by a County Association, the representative of that County Association appointed pursuant to Article 137 (if any).

If another instrument of proxy is delivered in respect of the same share(s), any deemed appointment of a proxy by a Nominee shall be treated as having been delivered on the date that the relevant notice of meeting is deemed to have been received under these Articles for the purposes of determining which instrument was delivered last.

81 The instrument of proxy shall, unless the contrary is stated in it, be deemed to confer authority to vote as the proxy thinks fit on any amendment of a resolution put to the meeting for which the proxy is given and on any resolution put to the meeting, whether or not notice of such resolution was given in the notice of meeting. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

82 Any corporation or corporation sole which is a Shareholder of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any separate meeting of the holders of any class of shares. A person so authorised shall be entitled to exercise the same power on behalf of the grantor of the authority as the grantor could exercise if it were an individual Shareholder of the Company and the grantor shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it. The following persons shall, so long as the relevant Shareholder is a corporation or corporation sole, be deemed to have been so authorised by that Shareholder for any meeting (or adjournment of any meeting) that they attend unless such Shareholder authorises another person as a representative in their place for any such meeting and the replacement representative provides such evidence of his appointment as the Directors may request:

- (a) in respect of each Full Member Club, or any Nominee appointed to hold shares on its behalf, the Divisional Representative of the Division into which it is grouped; and
- (b) in respect of each County Association, or any Nominee appointed to hold shares on its behalf, the representative of that County Association appointed pursuant to Article 137 (if any).

83 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at its registered office (marked "Urgent, for the attention of the Secretary") or at such other place at which the instrument of proxy was duly deposited not less than forty eight hours before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## WRITTEN RESOLUTIONS

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84 A written resolution of the Company passed in accordance with these Articles and the 2006 Act shall have effect as if passed by the Company in a general meeting.

85 Any resolution proposed as a written resolution shall be proposed in a form that provides Shareholders with the ability to cast their votes against as well as in favour of such resolution.

86 Upon any proposed written resolution to amend all or any of the Articles listed in Articles 37(a) and/or 38(a) of these Articles or for the removal of, or waiver or ratification of any breach of, any of those Articles:

(a) on the date which is the earlier of: (i) twenty days after the circulation date of the written resolution; and (ii) the date when the required majority of Shareholders, assuming for these purposes only that the Professional Game Special Shareholder and National Game Special Shareholder are not entitled to vote, have voted in favour of the resolution, such date being the "Notification Date", the Secretary, before any declaration of the result of that vote, shall inform the Professional Game Special Shareholder and the National Game Special Shareholder: (A) of the number of abstentions on, and of the number of votes cast in favour of, and of those cast against, the resolution; and (B) of the number of votes cast in favour by the National Game Shareholders;

(b) the Secretary shall simultaneously notify the Professional Game Special Shareholder and the National Game Special Shareholder to cast the votes attached to their respective shares on that resolution by the date which is five days after the Notification Date, whereupon the Professional Game Special Shareholder and the National Game Special Shareholder may cast the votes attached to their respective shares on that resolution; and

(c) any votes cast by the Professional Game Special Shareholder and/or the National Game Special Shareholder shall be counted and taken into account in deciding whether the written resolution has been passed or has been lost.

## APPOINTMENT AND RETIREMENT OF DIRECTORS

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87 The number of Directors shall be no more than ten as provided for in Article 88.

88 The following shall be Directors of the Company:

- (a) the Chairman, when appointed by Council pursuant to Articles 89 to 93;
- (b) up to three National Game Representatives as elected pursuant to Articles 98 to 101;
- (c) up to three Professional Game Representatives as appointed pursuant to Articles 102 and 103;
- (d) the Chief Executive Officer; and
- (e) up to two Independent Non-Executive Directors when appointed by Council pursuant to Articles 89 to 92 and 94.

89 The Chairman and the Independent Non-Executive Directors shall be nominated in writing 21 days or more before the date of a meeting of Council by the Nominations Committee, endorsed by the Board and appointed by Council. At the time of appointment the Chairman or the Independent Non-Executive Director (as applicable) shall not be a Member of Council or be an employee, director or officer (other than in an honorary position) of, or have a Material Business Relationship with, a Competition (or any body which administers a Competition), a County Association, an Other Football Association, an Affiliated Organisation, a Full Member Club, an Associate Member Club, The Association (other than in his capacity as the Chairman or as an Independent Non-Executive Director) or, unless approved by the Board, FIFA or UEFA (or any of its members, associations or confederations) and shall not take up any such positions after the date of appointment until retirement, removal or vacation from that office (other than pursuant to Article 133(b)(ii) and (b)(xiii) or, in the case of a position with FIFA or UEFA, where approved by the Board in advance). The Board shall give direction to the Nominations Committee on the skills and profile of the Independent Non-Executive Directors from time to time. Any dispute about whether or not a person complies with the eligibility criteria set out above will be resolved by the Board, whose decision on the matter shall be final.

90 Subject to Articles 114 and 115 and as provided in this Article, the term of office of the Chairman and of the Independent Non-Executive Directors shall be three years. No person may be the Chairman or an Independent Non-Executive Director for more than three terms.

91 Subject to Board approval, at the end of his first term and second term (if any), a Chairman or an Independent Non-Executive Director shall retire and shall be eligible for reappointment without further nomination if he offers himself for re-appointment six months or more before the date on which he is due to retire. Other candidates may be proposed by the Nominations Committee and the Board to Council in writing 21 days or more before the date of the meeting at which the appointment is to take place.

92 Council shall have the power to remove the Chairman or an Independent Non-Executive Director from office at any time if a proposal at a meeting of Council to do so is supported by 66% or more of those present and voting.

93 Any vacancy arising upon the death, retirement due to age, removal or any other such vacation from office of the Chairman under these Articles (save for where a Chairman is retiring at the end of his first or second term) shall be filled: (i) as soon as practicable at an extraordinary meeting of Council convened pursuant to the Standing Orders; and (ii) pursuant to Articles 89 and 90. Prior to such appointment for a new Chairman at the extraordinary meeting of Council, a Vice-Chairman (if he is a Director) appointed by the Board, and if he is not a Director any other Director appointed by the Board, shall act as Chairman of The Association. For the avoidance of doubt, any acting Chairman of The Association shall only hold such a position until the new Chairman is appointed or until he himself is removed or resigns as a Director or if the Board resolves to appoint another acting Chairman, whichever is the earlier.

94 Any vacancy arising upon death, retirement due to age, removal or any other such vacation from the Board of an Independent Non-Executive Director under the Articles (save for where an Independent Non-Executive Director is retiring at the end of his first or second term) shall be filled pursuant to Articles 89 and 90.

95 During his term of office, the Chairman shall:

- (a) chair meetings of the Board pursuant to these Articles; and
- (b) carry out such other representative, ceremonial and ambassadorial roles as the Board shall determine from time to time.

Where the Chairman is unable at any time to carry out any of his duties above, then a Vice-Chairman shall, subject to any other provisions in the Articles, carry out such duty or duties in his place.

96 The Leader of Council shall be appointed, reappointed and removed pursuant to these Articles and the Standing Orders, as appropriate.

97 During his term of office the Leader of Council shall:

- (a) chair meetings of Council and general meetings of The Association pursuant to these Articles and the Standing Orders, as appropriate; and
- (b) carry out such other representative, ceremonial and ambassadorial roles as the Board shall determine from time to time.

Where the Leader of Council is unable at any time to carry out any of his duties above, then a Vice-Chairman shall, subject to any other provisions in the Articles, carry out such duty or duties in his place.

98 Subject to the maximum set out in Article 88(b), and Articles 114 and 115, the following provisions will apply in respect of the election of National Game Representatives to the Board:

- (a) up to three National Game Representatives shall be elected to the Board by the National Game Representatives;
- (b) a National Game Representative shall serve on the Board for a maximum period of three years from the date of his election, at the expiry of which he shall retire, upon which he may, subject to Article 98(c), stand for re-election if eligible for further terms of three years each; and
- (c) no National Game Representative may serve on the Board for more than three terms.

99 Save for where a National Game Representative is to retire at the end of his term pursuant to



Article 98 above, any vacancy arising upon death or retirement due to age or removal or any other such vacation from the Board of a National Game Representative under the Articles shall be filled immediately following election to the Board of a National Game Representative by the National Game Representatives.

100 The term of office for a National Game Representative elected to the Board shall be deemed to have commenced at the date of such election.

101 Nominations and the procedure for National Game Representatives to be elected or re-elected to the Board or the National Game Board shall take place on the basis of a procedure to be determined from time to time by the National Game Representatives. Such procedure shall be published.

102 Subject to Articles 114 and 115, the following provisions will apply in respect of the appointment of Professional Game Representatives to the Board:

- (a) at each Summer Meeting, up to three Professional Game Representatives are to be appointed to the Board in writing, of which one shall be appointed by The FA Premier League, one shall be appointed by The Football League and one shall be the representative appointed jointly by The FA Premier League and The Football League pursuant to Article 124 (b);
- (b) at each Summer Meeting, the Professional Game Representatives serving on the Board shall retire and shall, subject to Article 92(c), be eligible for reappointment; and
- (c) no Professional Game Representative may serve on the Board for more than nine terms.

103 Save for where a Professional Game Representative is to retire at the end of his term pursuant to Article 102 above, any vacancy arising upon death, retirement due to age, removal or any other such vacation from the Board of a Professional Game Representative under the Articles shall be filled by The FA Premier League and/or The Football League (according to who made the appointment in accordance with Article 102), by notifying the Board in writing within one month after the date of the vacancy arising.

104 The Chairman shall nominate one of the Independent Non-Executive Directors to act as the Senior Independent Director. The Senior Independent Director shall act as sounding board for the Chairman, serve as an intermediary between the other Directors and the Chairman as necessary, act as an alternative contact point at Board level for Shareholders or Members of Council if the normal channels of communication to the Board through the Chairman or the Company's executive team fail to resolve matters or where the use of such channels may be inappropriate, and lead on the process of appraising the performance of the Chairman.

## FUNDING FORMULA

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105

- (a) In Article 105(b), the following definitions shall apply:
  - (i) Accounting Year means the period from and including 1 January to 31 December in any calendar year;
  - (ii) Distributable Surplus means Income less (1) Expenditure; (2) the Retention; and (3) the Wembley Retention;
  - (iii) Exceptional Items means any exceptional and unexpected items identified by the Board from time to time requiring funding by the Board in any Accounting Year (which items shall be included within the Retention);
  - (iv) Expenditure means the aggregate of the total cost of sales and the total expenditure, in each case incurred by The Association in an Accounting Year, as determined by the Board from time to time by reference to the budget as adjusted by the audited accounts of The Association for such Accounting Year;
  - (v) Income means the total income arising from the activities and operations of The

Association in an Accounting Year, as determined by the Board from time to time by reference to the budget as adjusted by the audited accounts of The Association for such Accounting Year;

(vi) Initial Surplus means the sum of £65,077,000;

(vii) Retention means in relation to an Accounting Year such amount as the Board in its absolute discretion deems necessary to retain for application to capital projects or projected expenditure, to cover contingent liabilities or expenses or to provide for the reserves of The Association PROVIDED THAT, other than in relation to Exceptional Items, such amount shall not exceed 10% of the Income less Expenses in such Accounting Year.

(viii) Wembley Retention means in relation to an Accounting Year any amount not included in Expenses or the Retention, which the Board in its absolute discretion deems necessary to apply towards the completion of the construction of and the financing and refinancing of the construction, repair and development of Wembley Stadium.

(b) Subject to Article 105(c), where the Distributable Surplus in any Accounting Year is equal to or exceeds the Initial Surplus, the Initial Surplus shall be allocated so that the National Game shall receive £32,432,000 of the Distributable Surplus and the Professional Game shall receive £32,645,000 of the Distributable Surplus. Any excess Distributable Surplus over the Initial Surplus (the “Excess Surplus”) shall be allocated between the National Game and the Professional Game so that the National Game shall receive 50% of the Excess Surplus and the Professional Game shall receive 50% of the Excess Surplus.

(c) Nothing in this Article shall oblige the Board to make any payment or enter into any commitment which would have the effect of The Association becoming insolvent.

(d) The Board shall agree with and provide to the National Game Board and the Professional Game Board respectively a budget for the Accounting Year setting out the calculations referred to in this Article 105 as soon as practicable in order to enable interim payments of Distributable Surplus to be made at the Board’s discretion during such Accounting Year, such payments to be subject to adjustment after completion of the audited accounts of The Association for such Accounting Year.

## **POWERS OF THE BOARD**

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106 The affairs of the Company shall be managed by the Board which may exercise all the powers of the Company and do, on behalf of the Company, all such acts as may be exercised and done by the Company, subject always to the provisions of the 2006 Act and these Articles. The Board shall be responsible for (without limitation to the general powers referred to):

(a) taking such decisions and actions as the Board considers appropriate in managing the affairs of the Company including without limitation appointing or removing from office of the Chief Executive Officer, and determining the terms of service of the Chairman (subject to Articles 90 to 93) and the Chief Executive Officer;

(b) all financial matters, including implementing the Funding Formula and approving the operating budgets and business plans of the Professional Game Board, the National Game Board and the Football Regulatory Authority;

(c) creating, developing and implementing The Association’s overall strategy and specific strategies (including, but not limited to, coaching) and reporting on the same to Council;

(d) taking advice from the Professional Game Board, the National Game Board and the Inclusion Advisory Board on all relevant matters under their consideration;

(e) reporting to and proposing strategic plans to Council;

(f) making decisions upon any and all matters of policy or procedure to be followed by The Association and setting The Association’s values and standards;

(g) making any such regulations or rules of the Board, together with any amendments to

those regulations or rules as it sees fit; and

(h) exercising all such powers of the Company as may be required to give effect to the objects as described in the provisions of the Articles and which are not by statute or these Articles specifically required to be done or exercised by the Company by a resolution of the Shareholders or by Council.

107 No alteration of these Articles or direction given by special resolution or otherwise by the Shareholders or decision of Council shall invalidate any prior act of the Board which would have been valid if that alteration had not been made, that direction had not been given or that decision had not been made.

## **DELEGATION OF POWERS OF THE BOARD**

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108 The Board may delegate any of its powers to such committees, divisions, boards, groups or such other bodies consisting of one or more Directors or others, or to the Chief Executive Officer, or to any other person holding any other executive office as it sees fit. Any such delegation may be made subject to any conditions as the Board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Such committees, divisions, boards, groups or such other bodies may in turn delegate to a sub-committee or such other bodies and on such terms as it considers appropriate.

109 The following, without limitation, shall be committees of the Board:

- (a) the Audit Committee;
- (b) the Nominations Committee;
- (c) the Remuneration Committee;
- (d) the National Game Board, pursuant to Article 112;
- (e) the Professional Game Board, pursuant to Article 113;
- (f) the Inclusion Advisory Board;
- (g) the Women's Football Board;
- (h) the Women's Super League and the Women's Championship Board;
- (i) the Health and Safety Committee; and
- (j) the Disability Football Committee

110 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as the Board shall determine, including authority for the agent to delegate all or any of his powers.

111 The Board may appoint any person to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such a designation or title and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the Company, nor shall the holder thereby be empowered in any respect to act as, or be deemed to be, a director of the Company for any of the purposes of these Articles, save pursuant to a delegation of power pursuant to Article 108.

112 The remit of the National Game Board shall be as set out by the Board in the terms of reference of the National Game Board from time to time and the members of the National Game Board shall be:

- (a) the National Game Representatives on the Board from time to time;
- (b) eleven National Game Representatives who are not the National Game Representatives on the Board (the "Council Committee Members"); and
- (c) any other person appointed in accordance with the terms of reference of the National Game Board from time to time.

The Council Committee Members shall be elected for terms of two years following the same procedure as applies for National Game Representatives on the Board and referenced in Article 101. The provisions set out in Articles 99 and 100 in relation to National Game Representatives shall apply equally to Council Committee Members.

113 The remit of the Professional Game Board shall be as set out by the Board in the terms of reference of the Professional Game Board from time to time. The members of the Professional Game Board shall be the following:

(a) four members appointed by The FA Premier League (each a “FAPL Committee Member”). A FAPL Committee Member may be a person who is: (i) a director or an officer of a football club in membership of The FA Premier League; (ii) a Professional Game Representative; or (iii) the chairman, chief executive officer or other officer of The FA Premier League, PROVIDED ALWAYS THAT at least two FAPL Committee Members are Professional Game Representatives; and

(b) four members appointed by The Football League (each a “FL Committee Member”). A FL Committee Member may be a person who is: (i) a director or an officer of a football club in membership of The Football League; (ii) a Professional Game Representative; or (iii) the chairman, chief executive officer or other officer of The Football League, PROVIDED ALWAYS THAT at least two FL Committee Members are Professional Game Representatives.

## DISQUALIFICATION AND REMOVAL OF DIRECTORS

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114 No person may be a Director who has attained the age of seventy five years save that a serving Director shall retire at the conclusion of the last Board meeting to take place prior to the Summer Meeting after attaining the age of seventy five years.

115 The office of a Director shall be vacated if:

(a) he ceases to be a Director by virtue of any provision of the 2006 Act or he becomes prohibited by law from being a director; or

(b) he ceases to hold the position or office by virtue of which he became eligible to be a Director, including (where applicable) where he ceases to be a Member of Council; or

(c) he is removed by the Shareholders of the Company by ordinary resolution; or

(d) being the Chairman or an Independent Non-Executive Director, he is removed pursuant to Article 92; or

(e) being a Professional Game Representative on the Board, he is removed by whichever of The FA Premier League or The Football League appointed him in writing to the Board or by both The FA Premier League or The Football League where appointed jointly; or

(f) being a National Game Representative on the Board, he is removed by the National Game Representatives; or

(g) he has a bankruptcy order made against him or is declared bankrupt by any court of competition jurisdiction or where he makes any arrangement or composition with his creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act; or

(h) he dies or 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 any similar law in any jurisdiction; 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

(i) he resigns his office by notice to the Company; or

(j) he no longer complies with the provisions of any regulations of The Association relating to “Owners and Directors” as shall be in force from time to time pursuant to paragraph J1.6 of the Rules; or

(k) he is absent for more than six consecutive months from Board meetings without the permission of the Board; or

(l) he is subject of a decision of The Association, UEFA or FIFA that he 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

(m) he is removed by the Board by a majority vote for the reason that he is subject of a decision of the relevant deciding panel that he is or has been in breach of the Code of Conduct as shall be in force from time to time.

## REMUNERATION AND EXPENSES OF DIRECTORS

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116 The Chairman, the Chief Executive Officer and each of the Independent Non-Executive Directors may be paid such remuneration or extra remuneration by way of salary, commission or otherwise as the Board may determine.

117 The Directors may be paid an attendance allowance in respect of their attendance at meetings of the Board at a level determined by the Board, together with all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board or otherwise in connection with the discharge of their duties.

## DIRECTORS' INTERESTS

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118 Subject to the provisions of the 2006 Act, and PROVIDED THAT he has disclosed to the Board the nature and extent of his interest, a Director, notwithstanding his office

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested or involved;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested or involved; and

(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit unless such a benefit.

Provided that nothing in this Article shall permit a Director to accept a benefit from a third party, which is given to that Director by virtue of his office, unless such a benefit could not reasonably be regarded as giving rise to a conflict of interest.

119 For the purposes of Article 118;

(a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class or persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## PROCEEDINGS OF DIRECTORS

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120 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks

fit. On any resolution, each Director shall have one vote save for as set out below at Articles 123 and 128.

121 The Chairman or, in his absence, a Vice-Chairman (if he is a Director) appointed by the Board or, in his absence, such other Director appointed by the Board shall act as the chairman of meetings of the Board.

122 The quorum for a meeting of the Board shall be five, one of whom must be either the Chairman or the Chief Executive Officer, one of whom must be a National Game Representative and one of whom must be a Professional Game Representative, and all of whom may participate in a meeting pursuant to Article 127, for the purposes of ensuring a quorate meeting.

123 At all meetings or any part thereof, voting rights shall be equal as between the National Game Representatives on the Board and the Professional Game Representatives on the Board. Where there are unequal numbers of National Game Representatives on the Board and the Professional Game Representatives on the Board present at a meeting (or for any part of a meeting), or where any National Game Representative or Professional Game Representative (as the case may be) has become chairman of the meeting in the Chairman's absence, pursuant to Article 121 above, then the chairman of the meeting shall determine the mode of voting, always subject to the overriding principle of equality of votes.

124 All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a Director shall, notwithstanding that it afterwards be discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office, or had vacated office, or was 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. For these purposes, a Director may be appointed as an alternate for another Director, PROVIDED THAT such alternate is given in such form as complies with the requirements for alternates of Directors as shall be determined from time to time by the Board.

125 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

126 At least 7 clear days' notice of a meeting shall be required to be given to the Directors save where each Director agrees in writing to shorter notice. A resolution in writing executed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each executed by one or more Directors.

127 A meeting of the Board or of a committee of the Board may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication or by any other communication equipment) to speak to each of the others, and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting then is.

128 Where a Director directly or indirectly has either: (i) a material personal interest; (ii) a material commercial interest; or (iii) a duty, which conflicts or may conflict with the interests of the Company, (which is to include any decision made in respect of that Director pursuant to Article 115) he shall declare it on or before the commencement of the meeting and shall not be entitled to vote on any resolution concerning that matter, save where authorised by a resolution of the Board passed by the members of the Board other than the Director so interested and in respect of which, Article 123 shall not apply. 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.

129 If a question arises at a meeting of the Board or of a committee of the Board 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

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130 Subject to the provisions of the 2006 Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit.

## EX OFFICIO OBSERVER

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131 Unless the Board resolves otherwise and subject to such person entering into any confidentiality undertakings as the Board considers appropriate, for the period during which an English football representative is also either a member of the UEFA Executive Committee or FIFA Council (or any successor bodies of the same), he shall be entitled to attend Board meetings as an observer. In this observer capacity, he shall be entitled to receive notice of, and attend and speak at, all Board meetings and to receive copies of all Board papers as if he were a Director, 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 Director and shall not hold himself out as a Director in any way. This Article 131 shall not apply in respect of any person appointed as the Chairman or as an Independent Non-Executive Director pursuant to Article 89.

## MINUTES

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132 The Board shall cause minutes to be made in books kept for the purpose of recording all proceedings at meetings of the Company, and of the Board and of such committees, divisions, boards, groups and other bodies of the Board, including the names of the Directors and observers present at each such meeting.

## COUNCIL

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133

- (a) There shall be a body known as “The Council of The Football Association” which shall be constituted according to this Article.
- (b) The following shall be Members of Council:
  - (i) the Leader of Council, when so appointed by Council;
  - (ii) the Chairman, when so appointed by Council;
  - (iii) six Vice-Presidents as elected by Council (who may also be Representative Council Members or Board Observer Council Members);
  - (iv) the representatives of The FA Premier League as appointed pursuant to these Articles;
  - (v) the representatives of The Football League as appointed pursuant to these Articles;
  - (vi) the joint representative of The FA Premier League and The Football League as appointed pursuant to these Articles;
  - (vii) the representatives of the County Associations as appointed pursuant to these Articles;
  - (viii) the representatives of the Other Football Associations as appointed pursuant to these Articles;
  - (ix) the representatives of the Affiliated Organisations as appointed pursuant to these Articles;
  - (x) the Supporters’ Representatives as appointed pursuant to these Articles;
  - (xi) the representatives of the Divisions as appointed pursuant to these Articles;
  - (xii) the Chief Executive Officer;

- (xiii) the Independent Non-Executive Directors, when so appointed by Council;
- (xiv) the Inclusion Representatives as appointed pursuant to these Articles;
- (xv) the Disability Football Representatives as appointed pursuant to these Articles;
- (xvi) the representative of British Universities & Colleges Sport as appointed pursuant to these Articles;
- (xvii) the representative of the Association of Colleges as appointed pursuant to these Articles;
- (xviii) the representative of the FA Youth Council as appointed pursuant to these Articles;
- (xix) the BAME Football Communities Representatives as appointed pursuant to these Articles;
- (xx) the Steps 5 and 6 Representative as appointed pursuant to these Articles;
- (xxi) the Futsal and Small-Sided Representative as appointed pursuant to these Articles;
- (xxii) The FA Women's Super League and The FA Women's Championship Representative as appointed pursuant to these Articles;
- (xxiii) the National Game Women's Representative as appointed pursuant to these Articles;
- (xxiv) the Life Vice-Presidents and Senior Vice-Presidents; and
- (xxv) any Director who has vacated his office as the Representative Council Member from his respective organisation(s) in accordance with Article 154.

134

(a) The FA Premier League and The Football League shall each be entitled to appoint up to six representatives to Council. A representative of The FA Premier League or The Football League shall be a person who is a Club Official of a football club in membership of The FA Premier League or The Football League respectively or the chairman, chief executive officer or other officer of either of those respective companies.

(b) The FA Premier League and The Football League shall be entitled to appoint jointly one representative to Council. The criteria in Article 134(a) need not apply to the jointly appointed representative who may be any person chosen by The FA Premier League and The Football League.

135 The Football Conference shall be entitled to appoint up to two representatives to Council. The representatives of The Football Conference shall be a person who is a director of a football club in membership of The Football Conference, a member of the management committee of an unincorporated member of The Football Conference or the chairman, chief executive officer or other officer of The Football Conference.

136 The Isthmian League, The Northern Premier League and The Southern League shall each be entitled to appoint one representative to Council. A representative of The Isthmian League, The Northern Premier League and The Southern League shall be a person who is a director of a football club in membership of The Isthmian League, The Northern Premier League and The Southern League respectively, a member of the management committee of an unincorporated member of The Isthmian League, The Northern Premier League or The Southern League or the chairman, chief executive officer or other officer of any of those respective companies.

137 Each County Association that has been such for the previous three years and has had 50 or more football clubs in membership for at least one year shall be entitled to appoint one representative to Council. The Board shall be entitled to determine what shall or shall not qualify as a football club in membership of a County Association for the purposes of this Article 137.

138 Each of The University of Oxford Football Association, The University of Cambridge Football Association, The Amateur Football Alliance, The English Schools' Football Association, The



Independent Schools' Football Association, The Army Football Association, The Royal Navy Football Association, The Royal Air Force Football Association, The League Managers' Association, The Professional Footballers' Association and The Referees' Association shall be entitled to appoint one representative to Council.

139 The Women's Football Conference shall be entitled to appoint up to two representatives to Council.

140 The Supporters' Representatives shall be the two individuals nominated by the Football Supporters' Association to represent the interests of supporters. Such persons shall be an individual member, or employee of, or member of an organisation affiliated to the Football Supporters' Association.

141 The Disability Football Representatives shall be the two individuals as nominated by the Disability Football Committee and appointed by Council.

142 The Inclusion Representatives shall be the individuals (up to two in number) as nominated by the Inclusion Advisory Board and appointed by Council.

143 The Divisions shall each be entitled to appoint one Divisional Representative to Council in accordance with the Standing Orders.

144 British Universities & Colleges Sport shall be entitled to appoint one representative to Council.

145 The Association of Colleges shall be entitled to appoint one representative to Council.

146 The FA Youth Council shall be entitled to appoint one representative to Council.

147 The Inclusion Advisory Board shall be entitled to appoint up to two BAME Football Communities Representatives to Council who shall be representatives of Black, Asian and ethnic minority football communities.

148 The National League System Steps 5 and 6 shall be entitled to appoint one Steps 5 and 6 Representative to Council in accordance with the Standing Orders.

149 The Futsal Committee shall be entitled to appoint one Futsal and Small-Sided Representative to Council.

150 The FA Women's Super League and The FA Women's Championship shall be entitled to appoint one FA Women's Super League and FA Women's Championship Representative to Council.

151 The National Game Representatives on the Board from time to time shall be entitled to appoint one National Game Women's Representative to Council.

152 Council may from time to time establish eligibility criteria for the appointment of any Representative Council Member.

153 Each Term-Limited Council Member shall serve a term as a Member of Council from the date of appointment until either midnight on the day before the third Summer Meeting following the deemed date of his appointment or the date of his replacement or vacation of office if earlier and (subject to any provisions as set out in the Standing Orders in respect of age limits, involvement in football or otherwise and the provisions of these Articles (including as to term limits)) the Term-Limited Council Members shall be eligible for re-appointment at such third Summer Meeting. Unless otherwise expressly provided in the Articles, the date of appointment shall be deemed to be:

- (a) where appointed at a Summer Meeting, the date of such Summer Meeting; or
- (b) where appointed other than at a Summer Meeting, the date of the Summer Meeting closest in date to the actual date of appointment, whether such Summer Meeting is before or after such actual date of appointment.

154 A Term-Limited Council Member shall not be entitled to serve on the Council for more than three terms, provided that the first term of any Term-Limited Council Member deemed appointed prior to the Summer Meeting in 2018 pursuant to either Article 153 or the Prior Articles shall be deemed to commence at the Summer Meeting in 2018. A Term-Limited Council Member

who is a Director at the time that his term limit under this Article 154 is reached shall be entitled to continue to be a Member of the Council for so long as he remains a Director and shall cease to be a Term-Limited Council Member for the purposes of these Articles, provided that:

- (a) he shall vacate his office as the Representative Council Member from his respective organisation;
- (b) his appointing organisation(s) have the power to appoint a new representative as a replacement Representative Council Member at the next Summer Meeting following his vacation of office; and
- (c) he shall immediately vacate his office as a Council Member upon ceasing to be a Director.

155 If any Representative Council Member is elected as a Vice-President subsequent to his appointment as a Representative Council Member, he shall continue in his capacity as Vice-President until his removal as a Representative Council Member from his respective organisation or, in the case of a Board Observer Council Member, until his vacation of office as a Board Observer Council Member. From the date of such removal the Vice-President shall automatically cease to be a Vice-President and the Council may elect a replacement Vice-President in accordance with Article 133(b)(iii).

156 On the death, resignation or removal or vacation from office of any representative, the organisation by which the representative was appointed under these Articles, shall have the power to appoint a new representative as a replacement.

157 Notwithstanding the power of the Board to manage The Association as reserved in Article 106, Council shall have the following powers:

- (a) to manage all matters relating to:
  - (i) the operation of the Football Regulatory Authority and the Judicial Panel, and where appropriate, appointments to the Judicial Panel, pursuant to financial and other arrangements agreed with the Board;
  - (ii) the control and management of the National League System and the leagues beneath the National League System;
  - (iii) the criteria for membership of The Association;
  - (iv) the sanction of competitions and matches in England and overseas and the status and registration of players;
  - (v) the registration, control and development of refereeing;
  - (vi) the privileges of Members of Council and in particular issues of protocol, travel, seating and hospitality at matches;
  - (vii) youth football and the county youth cup competitions;
  - (viii) the composition of the committees of Council; and
  - (ix) the appointment, re-appointment or removal of the Chairman and Leader of Council and any other elections or appointments (as required) in respect of positions on Council;
- (b) to approve changes to the composition of Council (subject to the approval of the Board and the provisions of the 2006 Act);
- (c) to approve and recommend to the Shareholders proposed amendments to the Articles and the Rules (subject to the approval of the Board and the provisions of the 2006 Act (as applicable));
- (d) to make or alter such regulations as are deemed necessary to provide for matters arising from or to implement the Rules in so far as any such regulation is not in conflict with any Rule;
- (e) to debate any current and significant issues relating to football;
- (f) to amend and/or make Standing Orders regulating the conduct of the business of

Council (subject to the approval of the Board);

(g) to represent The Association at all “Football Association Semi Professional XI” representative matches;

(h) to debate and consider those documents referred to in Article 163;

(i) to debate and consider the appointment of the auditors of The Association; and

(j) to receive reports from the Board on the exercise of the Board’s powers on an annual basis at the Summer Meeting or at such other time as requested by Council,

PROVIDED THAT Council shall not have the power to make any decision (including any decision which purports to be binding on the Company) in relation to any financial or commercial matter or other business matter or which has any financial or commercial or other business effect unless specifically authorised to do so by the Board in accordance with these Articles.

158 Council shall have the power to delegate matters within its jurisdiction only to the Football Regulatory Authority, the Judicial Panel, and such other committees, groups and panels as the Council shall establish from time to time. Other than the Football Regulatory Authority and the Judicial Panel, such committees, groups and panels shall not have the power to delegate any matters to others, without prior Board approval.

## SEAL

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159 The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary (or by a second Director). Any document signed on behalf of the Company in accordance with section 44 (2) of the 2006 Act has the same effect as if executed under the Seal.

## INDEMNITY

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160 Subject always to the provision of the 2006 Act and so far as may be consistent with the Statutes, in the management of the affairs of The Association, no Director shall be liable for any loss to the property of The Association arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Director in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any Director.

161 Subject to the provisions of the 2006 Act and so far as may be consistent with the Statutes:

(a) every Director and any other officer of The Association (other than the auditors) shall be indemnified out of the assets of The Association against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or offices, providing that any such indemnity in relation to that Director or such officer shall only be valid in respect of any negligence, default, breach of duty or a breach of trust of which that Director or that officer may be guilty in relation to The Association to the extent that it constitutes a qualifying third party indemnity provision as defined in Section 234 of the 2006 Act;

(b) every Director or other officer of The Association (excluding the auditors) is exempted from any liability to The Association, where that liability would be covered by the indemnity in Article 161(a); and

(c) The Association may also provide funds to any Director or other officer (excluding the auditors) or do anything to enable any Director or such other officer to avoid incurring expenditure of the nature described in Section 206 of the 2006 Act.

## ACCOUNTS

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162 The Board shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Company, and of all other matters necessary for showing the true state and condition of the Company, and the accounts shall be kept in such books and in such manner as the Board think fit, and to the satisfaction of the auditors.

163 Not later than the end of the period for filing accounts and reports to the Registrar of Companies or (if earlier) the date on which the Company delivers its accounts to the Registrar of Companies, a copy of the Company's annual accounts and reports for each financial year must be sent to every Shareholder, every holder of the Company's debentures from time to time and every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Company does not have a current address as defined in section 423 of the 2006 Act. PROVIDED THAT the requirements of this Article shall be deemed satisfied in relation to any Shareholder by sending to such Shareholder, where permitted by the 2006 Act and instead of such copies, a summary financial statement derived from the Company's annual accounts and the report of the Directors and prepared in the form and containing the information prescribed by the 2006 Act and any regulations made thereunder.

164 The Board shall procure that each of those documents referred to in Article 163 above shall at the same time as they are sent to Shareholders be sent to the members of Council and where possible laid before a meeting of Council.

165 The books of account shall be kept at such place or places as the Board appoint, and shall be open to inspection by a Shareholder with the consent of the Board or of a special resolution passed by the Shareholders.

## AUDIT

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166 The accounts of the Company shall be annually examined and the correctness of the balance sheet and accompanying accounts ascertained by an auditor or auditors to be appointed by the Shareholders in accordance with the provisions of the 2006 Act (such appointment to be subject to the prior consideration of Council where possible).

## NOTICES

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167 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

168 The Company may, subject to and in accordance with the Statutes and these Articles serve or deliver any notice or other document on or to a Shareholder: (i) personally; (ii) by sending it by post addressed to the Shareholder at the registered address or address for service in the United Kingdom of the Shareholder or of the body referred to in Article 12 on whose behalf a share is held; (iii) by leaving it at an address referred to above; (iv) by sending or supplying it in electronic form to an address notified by the Shareholder to the Company for that purpose; (v) by making it available on a website and notifying the Shareholder of its availability in accordance with this Article; or (vi) by any other means authorised in writing by the Shareholder. A notice given to any person shall be binding on any body referred to in Article 12 on whose behalf that person acts or holds a share and all proceedings taken without any further or other notice shall be binding on such body.

169 A Shareholder present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

170 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register, has been duly given to a person from whom he derives his title.

171 Any notice, document or other information, addressed to a Shareholder at the registered

address or address for service in the United Kingdom of the Shareholder or of the body referred to in Article 12 on whose behalf a share is held shall, if served, sent or supplied by first class post, be deemed to have been served or delivered on the day after the day when it was put in the post (or, where second class post is employed, on the second day after the day when it was put in the post). Proof that an envelope containing the notice, document or other information was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given.

172 Any notice, document or other information not served, sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom of the Shareholder or of the body referred to in Article 12 on whose behalf a share is held (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered on the day on which it was so delivered or left.

173 Any notice, document or other information, if served, sent or supplied by electronic means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Company notwithstanding that the Company subsequently sends a hard copy of such notice, document or other information by post. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given.

174 Any notice, document or other information served, sent or supplied by the Company by any other means authorised in writing by the member concerned shall be deemed to have been received when the Company has carried out the action it has been authorised to take for that purpose.

175 If at any time by reason of the suspension, interruption or curtailment of postal services within the United Kingdom, the Company is unable effectively to convene a general meeting by notices sent through the post the Company need only give notice of a general meeting to those members with whom the Company can communicate by electronic means and who have provided the Company with an address for this purpose. The Company shall also advertise the notice in at least one national newspaper published in the United Kingdom and make it available on its website from the date of such advertisement until the conclusion of the meeting or any adjournment of it. In any such case the Company shall send confirmatory copies of the notice by post to those members to whom notice cannot be given by electronic means if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

## WINDING UP

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176 If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Shareholders, but subject to the next provisions shall be given or transferred to such institution or institutions having objects wholly or partially similar to the objects of the Company as shall be determined by the Shareholders at or before the time of dissolution or by the Board after such dissolution, or in default thereof by such Judge of the High Court of Justice in England and Wales as may have or acquire jurisdiction in the matter, or if and so far as effect cannot be given to such provision, then to some charitable object.

## RULES

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177 All Shareholders, Directors, Members of Council and any body appointing the same under these Articles, are bound by and subject to and shall act in accordance with the Rules and any regulations, standing orders, decisions, rulings or other findings, penalties or orders of any nature made pursuant to the Rules under Article 180.

178 The Rules shall be as determined by the Shareholders from time to time. Proposals to amend the Rules may only be made by:

(a) a Shareholder (PROVIDED THAT such proposal does not relate in any way to any financial or commercial matter or other business matter or which has any financial or commercial or other business effect); or

(b) the Board (PROVIDED THAT such proposal has been approved by Council).

179 Proposals to amend the Rules under Article 178 may only be made if:

(a) such amendment complies with the Law and is not inconsistent with the Articles; and

(b) acting in accordance with the Rules incorporating such amendment would not place the Association, the Directors, the Members of Council, the Shareholders or any other person acting in accordance with the Rules pursuant to these Articles in breach of the Law or the Articles.

180 The Rules may provide that regulations, standing orders, decisions, rulings or other findings, penalties or orders may be made by Council or any committee thereof in order to carry out the intent or purpose of a Rule.

181 A resolution to amend the Rules shall be by way of ordinary resolution which shall be carried if supported by 75% or by Shareholders representing not less than 75% of the total voting rights of Shareholders eligible to vote on a written resolution.

## ARTICLES OF ASSOCIATION

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182 The Articles shall be as determined by the Shareholders from time to time and the provisions contained in these Articles. Proposals to amend the Articles may be made by the Shareholders pursuant to the 2006 Act or by the Board (PROVIDED THAT any such proposals made by the Board have been approved by Council).

183 Proposals to amend the Articles under Article 182 may only be made if:

(a) such amendment complies with the Law; and

(b) the Articles incorporating such amendment would not breach the Law.

## THE OBJECTS

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184 The objects for which The Association is established are:-

(a) to promote the game of association football in every way that The Association shall think proper;

(b) to govern the game of association football with integrity and in doing so will seek to: (i) enforce rules and regulations of The Association and the Laws of the Game for participants and take all such steps as shall be deemed necessary or advisable for preventing infringements of the rules and regulations of The Association and Laws of the Game, or other improper methods of practices in such game, and for protecting it from abuses; and (ii) continue to encourage and promote compliance by all participants with best practice guidelines and work to address discrimination in all its forms, pursuant to the relevant Law and the rules and regulations of The Association; and

(c) to support the technical development of England international representative teams as well as professional and grassroots football generally.

## LIABILITY OF MEMBERS

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185 The liability of the members is limited.