

6 - NATIONAL GAME BOARD

A Committee of the Board of Directors of The Football Association (UK Registered Number: 00077797)
Wembley Stadium, PO Box 1966, HA9 0WS

TERMS OF REFERENCE FOR THE OPERATION OF THE THE NATIONAL GAME BOARD

1. INTRODUCTION

1.1 Pursuant to the Articles of Association (the **“Articles”**) of The Football Association (**“The Association”**), the Board of Directors of The Association (the **“FA Board”**) has resolved to establish a committee of the FA Board to be known as the National Game Board (the **“NGB”**) which will perform on behalf of the FA Board certain delegated functions in relation to the National Game in accordance with the Laws of the Game (each as defined in the Articles). The FA Board has, with the authority of the Articles provided for the due discharge by the NGB of the functions referred to above, in accordance with these terms of reference (**“Terms”**).

1.2 Unless otherwise defined in these Terms, words and expressions shall have the same meaning as set out in the Articles, as amended from time to time.

2. DEFINITIONS

In these Terms:

“Budget” means the operating budget for The Association, together with any forecasts, as approved by the FA Board from time to time;

“Committee Members” means those persons appointed or elected from time to time to the NGB in accordance with Clause 4.1;

“Committee Secretary” means the Director of Football Development, or any person on their behalf appointed by the NGB from time to time to act as the secretary of the NGB;

“Council Committees Members” means those persons who are elected in accordance with Clause 4.1.2;

“NG Board Committee Members” means those persons appointed in accordance with Clause 4.1.1;

“NGB Chairman” means the chairman of the NGB, as appointed from time to time in accordance with Clause 7;

“NGB Deputy Chairman” means the deputy chairman of the NGB, as appointed from time to time in accordance with Clause 7;

“National Game Distributions” means that part of Distributable Surplus that shall have been allocated by the FA Board as distributions to the National Game, in accordance with the Funding Formula;

“Director of Football Development” means the executive officer engaged by The Association to act as a dedicated senior officer of the NGB.

3. ESTABLISHMENT AND PURPOSE

3.1 The NGB is established as a committee of the FA Board and the FA Board delegates to the NGB power to undertake the following functions, subject always to Clause 4.3 of these Terms:

3.1.1 making recommendations to, and implementing and monitoring policies set by, the FA Board, in relation to the promotion and raising of standards of participation in all forms of association football at all levels within the National Game, including, but without limitation, men's football at 11-a-side levels, small sided football, futsal, youth football, schools football and disability football;

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- 3.1.2 making recommendations to, and implementing and monitoring policies set by, the FA Board, in relation to the raising of standards in the way that the game of association football is administered, governed and organised in the National Game, by leagues, County Associations and Other Football Associations;
- 3.1.3 making decisions on the allocation and disbursement of the National Game Distributions and the implementing and monitoring on behalf of the FA Board of any conditions attached by the FA Board to the National Game Distributions;
- 3.1.4 liaising and consulting with the FA Board in its consideration from time to time of the Budget in accordance with the Funding Formula, to the extent that the same affects the National Game Distributions;
- 3.1.5 making recommendations to the FA Board of the annual fixture schedule as the same relates to the National Game, PROVIDED ALWAYS THAT the final decision on the annual fixture schedule shall remain with and be reserved to the FA Board;
- 3.1.6 making recommendations to the FA Board on the policy that the FA Board shall adopt in relation to FIFA, UEFA, other football associations' and confederations' policies and having discussions as the same may affect or impact upon the National Game, and making recommendations to the FA Board on the persons that the FA Board shall appoint or propose to committees and panels of FIFA and UEFA which affect or impact upon the National Game;
- 3.1.7 implementing and monitoring policies set by the FA Board relating to the development of players, and coaches in the National Game including the disbursement of funds allocated by the FA Board to such issues;
- 3.1.8 liaising on matters of policy with any committees or other relevant bodies established in connection with refereeing, equality, child protection or any other issues insofar as they affect the National Game;
- 3.1.9 liaising and consulting with and making recommendations to the FA Board or any matters relating to the National Game debated by the FA Board where the FA Board has asked for advice on behalf of the National Game;
- 3.1.10 appointing members of and delegating the appropriate power to, and operating the following sub-committees and other bodies;
 - (i) the National Game Finance and Risk Committee;
 - (ii) the National Game Competitions Committee;
 - (iii) the Futsal Committee;
 - (iv) the Affiliated Associations' Committee;
 - (v) the Football Development Committee; and
 - (vi) the Facilities Expert Advisory Group.
- 3.1.11 appointing, where appropriate, National Game Representatives to the Football Regulatory Authority; and
- 3.1.12 such other responsibilities and activities as the FA Board may from time to time decide.

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4. MEMBERSHIP

- 4.1 Subject to Clause 5 below, the Committee Members of the NGB shall comprise:
- 4.1.1 the NG Board Committee Members, who are the National Game Representatives elected to the FA Board from time to time in accordance with the Articles;
 - 4.1.2 eleven (11) Council Committee Members, who are elected by Council from the National Game Representatives from time to time in accordance with the Articles
- 4.2 The following shall be entitled to receive notice of, attend and speak at meetings of the NGB but shall not be entitled to vote on any matters at such meetings:
- 4.2.1 the Chairman of The Association;
 - 4.2.2 the Chief Executive of The Association;
 - 4.2.3 the senior financial officer of The Association;
 - 4.2.4 the Company Secretary of The Association;
 - 4.2.5 the Director of Football Development;
 - 4.2.6 a person from an under-represented group with a protected characteristic as appointed by the NGB from time to time;
 - 4.2.7 any other National Game Representative as agreed by the NGB Chairman from time to time; and
 - 4.2.8 up to a maximum of three (3) persons who may be appointed onto the NGB from time to time by the Committee Members. Such persons shall not be members of the Council and shall be appointed for a term of up to a maximum of 12 months, which may be renewed by the Committee Members.
- 4.3 Subject to Clause 8 of these Terms, the Committee Members may exercise all such powers of the NGB, and do on behalf of the NGB all such acts as may be exercised and done by the NGB, and as are not by statute or by the FA Board or these Terms required to be exercised or done by Council, the shareholders of The Association or the FA Board or in some other manner, PROVIDED NEVERTHELESS THAT the NGB may do nothing which contravenes or is inconsistent with: (i) any policy or decision of the FA Board; (ii) the Budget; (iii) the Funding Formula; (iv) the National Game Distributions (and any conditions attached by the FA Board thereto); or (v) any provision of the Memorandum of Association of The Association, the Articles, the Standing Orders, the Rules or any other rules and regulations of The Association, FIFA and/or UEFA in force from time to time or any other agreement entered into by The Association with the agreement of the FA Board or under a general power delegated by the FA Board.
- 4.4 The Committee Members for the time being may act notwithstanding any vacancy in their number but, if there are fewer than the number fixed as the quorum, the continuing Committee Members or Committee Member may act only for the purpose of procuring that vacancies are filled
- 4.5 In addition, and without prejudice to any other powers hereby or by law conferred on the NGB, the NGB may from time to time and for such period and to such extent and generally on such terms as the Committee Members shall think fit, delegate to any Committee Member or Committee Members and/or any other employee of The Association engaged in or in connection with the management, administration, organisation and conduct of the affairs of the NGB, (including, for the avoidance of doubt, the Director of Football Development) any powers and duties of the NGB as may be reasonable.
- 4.6 Each Committee Member may be paid an attendance allowance in respect of his attendance at meetings of the Committee Members at the level determined by the FA Board, together with reimbursement of out-of-pocket expenses.

5. APPOINTMENT, RETIREMENT, DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

- 5.1 Subject to Clauses 5.2 and 5.3, the terms of office of each of the Committee Members is as follows:
- 5.1.1 NG Board Committee Members shall each hold office for so long as they are elected to the FA Board;
 - 5.1.2 the terms of office of the Council Committee Members are as set out in the Articles.
- 5.2 Any provisions relating to the appointment and retirement of a Committee Member are as set out in the Articles PROVIDED THAT no person is appointed as a Committee Member:
- 5.2.1 unless he has attained the age of 18 years; or
 - 5.2.2 in circumstances such that, had he already been a Committee Member, he would have been disqualified from acting under the provisions of Clause 5.3.
- 5.3 Any provisions relating to the disqualification and removal of a Committee Member shall be as set out in the Articles and furthermore, the office of a Committee Member shall be vacated if:
- 5.3.1 the Committee Members resolve that he shall be removed as a Committee Member; or
 - 5.3.2 by notice in writing to the FA Board, he resigns from the NGB; or
 - 5.3.3 being a NG Board Committee Member, he is removed from or vacates his office as a National Game Representative on the FA Board; or
 - 5.3.4 being a Council Committee Member, he is removed from or vacates his office as a National Game Representative; or
 - 5.3.5 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 5.3.6 being a director, he ceases to hold office as director of any company by reason of any order made under the Company Directors Disqualification Act 1986, as amended from time to time; or
 - 5.3.7 he is absent from three consecutive meetings of the NGB without the consent of the NGB Chairman and the FA Board resolves that he should cease to hold office; or
 - 5.3.8 he dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
 - 5.3.9 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
 - 5.3.10 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).
 - 5.3.11 he has attained the age of seventy five years, save that a serving Committee Member shall retire at the conclusion of the last meeting of the NGB to take place prior to the Summer Meeting after attaining the age of seventy five years.

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6. PROCEEDINGS OF THE NGB

- 6.1 The NGB may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, PROVIDED THAT such meetings are held ideally once per month and at least six times during every calendar year. Unless otherwise determined in writing by the FA Board, a minimum of eight Committee Members shall be a quorum, which must comprise at least two NG Board Committee Members and two Council Committee Members and either the NGB Chairman or the NGB Deputy Chairman must be present. Questions arising at any meeting shall be decided by a majority of votes and in cases of equality of votes, the chairman of the meeting shall have a second or casting vote.
- 6.2 On the written request of either the NGB Chairman or two Committee Members, the Committee Secretary shall, at any time, summon a meeting of the NGB by written notice served upon all Committee Members.
- 6.3 A meeting of the NGB at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the NGB generally under these Terms.
- 6.4 The NGB may delegate any of its powers to committees consisting of such Committee Member or Committee Members or employees of The Association or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the NGB. The meetings and proceedings of any such committee shall be governed by regulations made by the NGB (if any).
- 6.5 All acts bona fide done by any meeting of the NGB or of any committee of the NGB, or by any person acting as a member of the NGB or a committee thereof, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Committee Member or member of the committee as the case may be.
- 6.6 All or any of the Committee Members or of the members of any committee of the NGB may participate in a meeting of the NGB or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating 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 largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
- 6.7 The NGB shall cause proper minutes to be made of all appointments made by the NGB and of the proceedings of all meetings of the NGB and of committees of the NGB, and all business transacted at such meetings, which minutes shall be made available to the FA Board and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. The NGB shall make available to Council the minutes of any such meetings which shall inform Council of the matters deliberated at any such meetings and any decisions taken, but the NGB Chairman shall be able to determine if any matters need not be summarised to Council due to confidentiality, commercial sensitivity or by reason of law or statute.
- 6.8 A resolution in writing signed by all the Committee Members or by all the members for the time being of any committee of the NGB who are entitled to receive notice of a meeting of the NGB or of such committee shall be as valid and effectual as if it had been passed at a meeting of the NGB or of such committee duly convened and constituted, as the case may be. Any such written instrument may be in several parts each signed by one or more Committee Members or members of the committee as the case may be.

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7. **NGB CHAIRMAN**

- 7.1 The NGB Chairman shall be appointed by and from among the Committee Members for a term of one year. Upon expiry of his first period of office, he shall be eligible for re-appointment for further terms of one year each. For the avoidance of doubt, the entirety of this Clause 7.1 is subject to Clause 7.2 below.
- 7.2 The NGB Chairman shall cease to hold such appointment forthwith upon ceasing to be a Committee Member.
- 7.3 The Committee Members may at any other time appoint a person to be the NGB Chairman from among the Committee Members in order to fill a vacancy arising. Any such NGB Chairman appointed in accordance with this Clause 7.3 is to retire at the time the vacating NGB Chairman would otherwise have retired, subject to Clause 7.2 above.
- 7.4 The NGB Deputy Chairman shall be appointed by and from among the Committee Members for a term of one year. Upon expiry of his first period of office, he shall be eligible for re-appointment for further terms of one year each, PROVIDED THAT he shall cease to hold such appointment forthwith upon ceasing to be a Committee Member.
- 7.5 The NGB Chairman shall preside as chairman at all meetings of the Committee Members at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside, the NGB Deputy Chairman shall preside, and if he is not present at that time or is unwilling to preside, those Committee Members present shall choose one of the other Committee Members to preside at that meeting.

8. **RESTRICTIONS**

The NGB will not authorise or commit The Association to expenditure in excess of the National Game Distributions, nor borrow from any source nor pledge nor grant any security or right over any of the assets of The Association to any third party, without the prior written consent of the FA Board.

9. **AMENDMENT**

These Terms shall not be amended in any way save with the prior written agreement of the FA Board. Any amendment made pursuant to this Clause 9 shall be binding on the Committee Members, all employees of The Association, all members of any sub-committees of the NGB and any others acting in any capacity for the NGB whatsoever, with immediate effect.

7 - FOOTBALL REGULATORY AUTHORITY

A Division of The Football Association (UK Registered Number: 77797)
Wembley Stadium, PO Box 1966, HA9 0WS

TERMS OF REFERENCE FOR THE COMPOSITION AND OPERATION OF THE FOOTBALL REGULATORY AUTHORITY

1. INTRODUCTION

- 1.1 Pursuant to the Articles of Association (the **“Articles”**) and the Standing Orders (the **“Standing Orders”**) of The Football Association (**“The Association”**), the Council of The Association (**“Council”**) has established The Football Regulatory Authority (the **“FRA”**) as a division of The Association in order to perform the regulatory, disciplinary and rule-making functions in relation to the game of association football played in England in accordance with the Laws of the Game, as defined in the Articles. Council has provided for the due discharge by the FRA of its functions as referred to above, in accordance with these terms of reference.
- 1.2 Unless otherwise defined in these terms of reference (the **“Terms”**), words and expressions shall have the same meaning as set out in the Articles or the Rules of The Association as amended from time to time.

2. DEFINITIONS

In these Terms:

“Appeal Board” means any appeal board drawn from the Judicial Panel;

“Appeal Board Chairman Panel” means the panel of individuals from whom the chair of an Appeal Board is drawn;

“Council Commissioners” means those Members of Council who are appointed in accordance with Clauses 4.1.1, 4.1.2, 5.1 and 5.3;

“CR Officer” means the person who is employed by The Association in accordance with Clause 4.5;

“Effective Date” means 29th May 2007;

“FRA Budget” means the budget for the establishment, development and operation of the FRA, as approved by the Board from time to time;

“FRA Chairman” means the chairman of the FRA, as appointed by the FRA Commissioners from time to time in accordance with Clause 8;

“FRA Commissioners” means the Council Commissioners and the Non-Council Commissioners;

“Judicial Panel” means the judicial panel established by Council from time to time;

“Non-Council Commissioners” means those individuals who are not Members of Council and who are appointed by the Council Commissioners from time to time to be FRA Commissioners in accordance with Clauses 4.1.3, and 5.4; and

“Independent Commissioners” means those individuals who are not Members of Council and who are appointed by the Council Commissioners from time to time to be FRA Commissioners in accordance with Clauses 4.1.3, and 5.4

“Regulatory Commission” means any regulatory commission drawn from the Judicial Panel.

3. FRA ESTABLISHMENT AND PURPOSE

- 3.1 The FRA is established by Council as a division of The Association in order to be the regulatory, disciplinary and rule-making authority of The Association, and Council delegates to the FRA powers to administer and exercise on behalf of The Association the powers and functions of The Association contained in Rules E to L (inclusive) and without limitation, to undertake the following with effect from the Effective Date:

- 3.1.1 formulating, proposing amendments to and publishing the Rules or any other relevant rule or regulation of The Association and any changes to them from time to time;
- 3.1.2 making recommendations to Council in respect of changes made to these Terms and the terms of reference of the Judicial Panel;
- 3.1.3 monitoring compliance with and detecting breaches or possible breaches of the Rules, the Laws of the Game, the statutes and regulations of UEFA and FIFA, the rules and regulations of each Affiliated Association and Competition or any other rule or regulation of The Association, or offences or possible offences under any of them;
- 3.1.4 being responsible for disciplinary matters as provided for in the Rules and otherwise (save for those which Council or any of its committees is empowered to decide, or which are reserved for a Regulatory Commission and/or an Appeal Board) including but not limited to taking appropriate measures to detect, inquire into, investigate and prosecute breaches or possible breaches of the Rules, the Laws of the Game, the statutes and regulations of UEFA and FIFA, the rules and regulations of each Affiliated Association and Competition or any other rule or regulation of The Association, or offences or possible offences under any of them, and taking appropriate steps to enforce, apply and operate penalties and remedies in respect of any of them;
- 3.1.5 reviewing, considering and advising on the independence and suitability of members of the Judicial Panel, the Appeal Board Chairman Panel and those persons appointed to Regulatory Commissions and Appeal Boards;
- 3.1.6 convening and administering as may be necessary all commissions or appeal committees of The Association pursuant to the Rules and the regulations of The Association, except any Regulatory Commissions or Appeal Boards (for which see Clause 3.1.8);
- 3.1.7 appointing members of and delegating the appropriate power to, and coordinating and controlling the operation of the following sub-committees and other bodies;
 - (i) a Compliance Monitoring Group;
 - (ii) a Disciplinary Sub-Committee;
 - (iii) a Judicial Panel Monitoring Group; and
 - (iv) ad hoc Working Groups as established by the FRA from time to time.
- 3.1.8 administering, but not delegating to or being responsible for the following bodies:
 - (i) all Regulatory Commissions; and
 - (ii) all Appeals Boards; and
- 3.1.9 such other responsibilities and activities as Council may from time to time decide.

4. MANAGEMENT

- 4.1 Subject to Clauses 5 and 6 below, the FRA shall be managed by the FRA Commissioners consisting of:
 - 4.1.1 up to four Council Commissioners who are National Game Representatives and who are appointed by the National Game Board (“**NG Commissioners**”);
 - 4.1.2 up to four Council Commissioners who are Professional Game Representatives and who are appointed by the Professional Game Board (“**PG Commissioners**”); and
 - 4.1.3 up to four independent Non-Council Commissioners (“**Independent Commissioners or IC**”) who are nominated by the Chief Regulatory Officer (“**CRO**”) and appointed by majority vote of the Commissioners present at the FRA meeting at which the nomination is presented by the CRO. A person qualifies for such appointment if he/she is not, and has at no time in the immediately preceding three years been, a Member of Council.

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- 4.2 The FRA Commissioners may exercise all such powers of the FRA, and on behalf of the FRA may carry out all such acts as may be exercised and done by the FRA, save for those which pursuant to these Terms, statute, the Rules and the regulations of The Association are prescribed to be authorised and/or exercised by Council, the shareholders of The Association or the Board of Directors of The Association or in some other manner, and PROVIDED NEVERTHELESS THAT the FRA may do nothing which contravenes or is inconsistent with any provision of the Memorandum of Association of The Association, the Articles, the Standing Orders, the Rules or the FRA Budget.
- 4.3 The FRA Commissioners for the time being may act notwithstanding any vacancy in their number but, if there are fewer FRA Commissioners than the number fixed as the quorum, the continuing FRA Commissioners or FRA Commissioner may act only for the purpose of procuring that vacancies are filled.
- 4.4 In addition, and without prejudice to any other powers hereby or by law conferred on the FRA, the FRA Commissioners may from time to time and for such period and to such extent and generally on such terms as the FRA Commissioners shall think fit, delegate to any FRA Commissioner or FRA Commissioners and/or any other employee of The Association or other person or persons engaged in or in connection with the management, administration, organisation and conduct of the affairs of the FRA, any powers and duties of the FRA Commissioners.
- 4.5 There shall be a CRO who will be a full-time employee of The Association and who shall be responsible for the day to day management of the FRA on behalf of the FRA Commissioners.
- 4.6 Pursuant to the FRA Budget, each FRA Commissioner may be paid an attendance allowance in respect of his/her attendance at meetings of the FRA Commissioners at the level determined by the Board, together with reimbursement of reasonable out-of-pocket expenses.

5. APPOINTMENT AND RETIREMENT OF FRA COMMISSIONERS

- 5.1 Subject to Clauses 5.3, 5.4 and 6, the FRA Commissioners may hold office for the following terms from the start of the first FRA Meeting after the Council Summer Meeting in each year:
 - 5.1.1 NG Commissioners may each hold office for a first term of three years and thereafter subject to Clause 5.6, shall be eligible for re-appointment for further terms of three years each.
 - 5.1.2 PG Commissioners may each hold office for a first term of three years and thereafter, subject to Clause 5.6 shall be eligible for re-appointment for further terms of three years each.
 - 5.1.3 Each Independent Commissioner may hold office for a first term of three years and thereafter, subject to Clause 5.6 shall be eligible for reappointment pursuant to the mechanism set out in Clause 4.1.3 above, for a further term of three years each.
 - 5.1.4 Notwithstanding having served their maximum in accordance with these Terms of Reference (and those preceding them) one Independent Commissioner shall be eligible for one further term commencing from the start of the first FRA meeting following the 2020 Council Summer Meeting to the 2021 Council Summer Meeting.
- 5.2 The identities of the NG Commissioners, PG Commissioners, the Independent Commissioners and any proposed Commissioners shall be available from the CRO.
- 5.3 The National Game Board or the Professional Game Board may at any time appoint a NG Commissioner or a PG Commissioner respectively, in order to fill a vacancy arising due to early retirement, removal or otherwise of their Commissioners. Any such Council Commissioners appointed thereby shall hold office for the terms set out in Clause 5.1 above. Such term shall be deemed to extend to the remainder of the current season in which the appointment becomes necessary in addition to the number of years of the term set out in Clause 5.1.

- 5.4 The FRA may at any time appoint an eligible person to be an IC in order to fill a vacancy arising due to early retirement, removal or otherwise of an IC. The eligible person shall be nominated by the CRO and appointed by majority vote of the Commissioners present at the FRA meeting at which the nomination is presented by the CRO. A person qualifies for such appointment if he/she is not and has at no time in the immediately preceding three years been a member of Council.
- 5.5 At the end of the respective terms set out herein, the relevant FRA Commissioners shall be deemed to have retired from office at the Council Summer Meeting in each year subject to re-election or re-appointment as applicable.
- 5.6 No person may be appointed as a FRA Commissioner:
 - 5.6.1 unless he/she has attained the age of 18 years; or
 - 5.6.2 in circumstances such that, had he/she already been a FRA Commissioner, he/she would have been disqualified from acting under the provisions of Clause 6.

6. DISQUALIFICATION OF FRA COMMISSIONERS

The office of a FRA Commissioner shall be vacated forthwith if:

- 6.1 by notice in writing to the FRA Commissioners he/she resigns from the FRA (but only if at least two FRA Commissioners remain in office when the notice of resignation is to take effect); or
- 6.2 being a NG Commissioner or PG Commissioner, he/she ceases to be a Member of Council;
- 6.3 being a PG Commissioner, he/she is removed from the office of PG Commissioner by the PGB; or
- 6.4 being a NG Commissioner, he/she is removed from the office of NG Commissioner by the NGB; or
- 6.5 being an Independent Commissioner he/she becomes a Member of Council; or
- 6.6 he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- 6.7 being a director, he/she ceases to hold office as director of any company by reason of any order made under the Company Directors Disqualification Act 1986, as amended from time to time; or
- 6.8 he/she is absent from three consecutive meetings of the FRA Commissioners without the consent of the FRA Chairman and the FRA resolves that he/she should cease to hold office; or
- 6.9 he/she dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or
- 6.10 he/she no longer complies with the provisions of any regulations of The Association relating to "Fit and Proper Persons" or equivalent provisions as shall be in force from time to time; or
- 6.11 he/she is subject of a decision of The Association, UEFA or FIFA that he/she 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
- 6.12 he/she is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the FRA or The Association; or

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- 6.13 he/she is subject to a carried vote in the FRA of no confidence in that Commissioner and asking for a decision of the FRA to remove that Commissioner from office immediately or as from a specified time and date. The vote of no confidence requires that each Commissioner has been given notice of the vote by the CRO, or his/her nominee. The vote shall be held within 7 days of such notice being given to Commissioners such period to be determined by the Chairman. The vote of no confidence requires a vote of at least eight Commissioners having no confidence in that Commissioner. The reasons for the Commissioners voting that the CRO and/or Commissioner(s) has no confidence in the other Commissioner might be various, such as, but without being exhaustive, an inability to continue with the role of a Commissioner, improper or unreasonable behaviour or misconduct. The FRA shall record any exceptional circumstance, the reasons for seeking the vote of no confidence and the reasons for passing the vote of no confidence and deciding to remove that Commissioner from office.

7. PROCEEDINGS OF THE FRA COMMISSIONERS

- 7.1 The FRA Commissioners may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, PROVIDED THAT such meetings are held at least five times during every year. Unless otherwise determined in writing by Council, six FRA Commissioners shall be a quorum, of which two shall be NG Commissioners, two shall be PG Commissioners and two shall be ICs. Questions arising at any meeting shall be decided by a majority of votes and in cases of equality of votes, the chairman of the meeting shall have a second or casting vote. A meeting shall be deemed to be quorate where it would have satisfied the above requirements were it not for a Commissioner/ Commissioners being ineligible to vote and/or be present due to a conflict of interest.
- 7.2 A FRA Commissioner shall disclose to the other FRA Commissioners and not vote on any matter in which he/she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the FRA. A FRA Commissioner shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote. A FRA Commissioner shall not be present at any part of a meeting where his/her appointment or ceasing to act as a FRA Commissioner is discussed.
- 7.3 The FRA Chairman or three FRA Commissioners may at any time by written notice require the CRO to summon a Meeting of the FRA Commissioners as soon as it is practicable.
- 7.4 A meeting of the FRA Commissioners at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the FRA Commissioners generally under these Terms
- 7.5 The FRA Commissioners may delegate any of their powers to committees consisting of such FRA Commissioner or FRA Commissioners or employees of The Association or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the FRA Commissioners. The meetings and proceedings of any such committee shall be governed by regulations made by the FRA Commissioners.
- 7.6 All acts bona fide done by any meeting of the FRA Commissioners or of any committee of the FRA Commissioners, or by any person acting as a committee member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a FRA Commissioner or member of the committee as the case may be.
- 7.7 All or any of the FRA Commissioners or of the members of any committee of the FRA Commissioners may participate in a meeting of the FRA Commissioners or that committee (as the case may be) by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating 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 largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

7 - FOOTBALL REGULATORY AUTHORITY

- 7.8 The FRA Commissioners shall cause proper minutes to be made of all appointments made by them and of the proceedings of all meetings of the FRA Commissioners and of committees of the FRA Commissioners, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 7.9 A resolution agreed in writing by all the FRA Commissioners or by all the members for the time being of any committee of the FRA Commissioners who are entitled to receive notice of a meeting of the FRA Commissioners or of such committee shall be as valid and effectual as if it had been passed at a meeting of the FRA Commissioners or of such committee duly convened and constituted, as the case may be. Any such written instrument may be in several parts each signed by one or more FRA Commissioner(s) or member(s) of the committee as the case may be.

8. FRA CHAIRMAN AND VICE CHAIRMAN

- 8.1 The FRA Chairman shall be appointed by and from among the FRA Commissioners for a term of three years unless he/she resigns from the chair or ceases to be a FRA Commissioner.
- 8.2 Upon the expiry of his/her first period of office, the FRA Chairman shall be eligible for reappointment for a further term of three years. The FRA Chairman shall be eligible for one further term of one year commencing from the start of the first FRA meeting following the 2020 Council Summer Meeting to the 2021 Council Summer Meeting.
- 8.3 The FRA Commissioners may at any other time appoint one of their number to be the FRA Chairman in order to fill a vacancy arising due to early retirement, removal or otherwise. Any such FRA Chairman appointed in accordance with this Clause 8.3 shall retire at the time the vacating FRA Chairman would otherwise have retired, subject to Clause 8.1 above.
- 8.4 A Vice Chairman of the FRA shall be appointed by the FRA Commissioners from amongst the FRA Commissioners, to hold office for three years and upon expiry of such period shall be eligible for reappointment for a further three year term. The FRA Vice-Chairman shall cease to hold such appointment forthwith upon ceasing to be a FRA Commissioner or he/ she resigns from the vice chair.
- 8.5 The FRA Chairman shall preside as chairman at all meetings of the FRA Commissioners at which he/she shall be present, but if he/she is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside the Vice Chairman of the FRA appointed pursuant to Clause 8.4 shall preside, and if he/she is not present at that time or is unwilling to preside, those FRA Commissioners present shall choose one of the other FRA Commissioners to preside at that meeting.

9. FINANCES

- 9.1 The FRA Commissioners shall annually submit a budget to the Board for the purposes of the FRA Budget which shall (without limitation) include expenses of the Judicial Panel.
- 9.2 The FRA Commissioners shall enable The Association's finance department to keep proper books of account to enable accounts to be prepared which comply with the requirements of The Association.

10. AMENDMENT AND DISSOLUTION

- 10.1 These Terms shall not be amended in any way save with the agreement of Council. Any amendment made pursuant to this Clause 10.1 shall be binding on the FRA Commissioners, all employees of The Association and committee members of the FRA and any others acting in any capacity for the FRA whatsoever, with immediate effect.
- 10.2 The Council may, at any time, dissolve or withdraw any of the powers of the FRA.

Amended by Council 23 July 2020