

# 4 - STANDING ORDERS / POWERS AND DUTIES

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STANDING ORDERS FOR THE CONDUCT OF BUSINESS AT MEETINGS OF COUNCIL OF THE FOOTBALL ASSOCIATION LIMITED (THE "COUNCIL") AND COMMITTEES OF COUNCIL EFFECTIVE FROM 29 SEPTEMBER 2023 ("THE STANDING ORDERS")

## GENERAL

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1. The powers and duties of Council shall be as stated in the Articles of Association ("the Articles") of The Football Association Limited ("The Association" or "the Company"), the Rules of The Association and these Standing Orders.

## MEETINGS OF COUNCIL

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2. Save where expressly stated to the contrary or following a written decision of Council in accordance with Standing Order 24, Council may exercise any power or carry out any duty only at a meeting of Council.
3. There shall generally be not more than 4 meetings of Council in any period from 1 August – 31 July in any given year (the "Council Year").
4. Council shall determine the dates for meetings of Council at the first meeting in any Council Year, provided that:
  - a. At least one meeting takes place in June or July (and such meeting is designated by Council as the "Summer Meeting"); and
  - b. To the extent that an annual general meeting of The Association takes place in a Council Year, a meeting takes place on the date of such an annual general meeting.
5. Meetings of Council may be hosted at a physical location(s), on an electronic platform(s) or through a combination of physical locations(s) and electronic platform(s).
6. Subject to Standing Order 7, the time, date, place and/electronic platform(s) of each meeting of Council shall be fixed by Council.
7. At any time the Board may (and on the request of 5 or more Members of Council shall) call an extraordinary meeting of Council over and above those referred to in Standing Orders 3 and 4 by giving no less than 14 days' notice (or where the Board considers the matter(s) for consideration to be of an emergency nature, no less than 7 days' notice) to each Member of Council. The time, date, place and/or electronic platform(s) of each extraordinary meeting of Council shall be fixed by the Board.
8. The Board may at any time postpone or cancel a meeting of Council and give no less than 4 days' notice to each Member of Council of such postponement or cancellation.

## NOTICE AND BUSINESS OF MEETINGS

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9. No less than 7 days (or, where the Board considers the matter(s) for consideration to be of an emergency nature, no less than 3 days) before a meeting of Council, each Member of Council shall receive an agenda of the business to be conducted. A matter which is not on the agenda shall not be considered at a meeting of Council unless accepted as an extraordinary item by more than 50% of the Members of Council present and entitled to vote at the meeting.
10. A Member of Council may propose that a matter be an item on the agenda of a meeting of Council by giving no less than 14 days' written notice before the proposed date of the meeting. A matter which is proposed in compliance with this Standing Order shall be an agenda item, save that a proposal to put forward a no confidence vote in the Chair to Council must be proposed by at least five Members of Council in compliance with this Standing Order in order for it to be an agenda item.

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11. The accidental omission to give notice of a Council meeting (or any committee meeting) to, or the non-receipt of notice of a meeting by, any Member of Council shall not invalidate any resolution passed or the proceedings at such meetings.

### QUORUM

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12. The quorum of a meeting of Council shall be 50% or more of the Members of Council entitled to attend and vote.

### CONDUCT OF MEETINGS OF COUNCIL

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13. The Chair or, in their absence, a Vice-Chair shall preside as chair at a meeting of Council.
14. If at any meeting neither the Chair nor a Vice-Chair is present within fifteen minutes after the time appointed for holding the meeting, the Members of Council present shall choose one of their number to be chair of the meeting.
15. The chair of the meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn any meeting from time to time and from place to place, 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.
16. The chair of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without setting a time or to another time or place where it appears to the chair that:
  - a. the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - b. an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
17. The conduct of a meeting of Council and the order of proceedings shall be at the discretion of the chair of the meeting.

### VOTING

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18. All questions at a meeting of Council which is held wholly or partly on an electronic platform(s) shall be determined by an electronic ballot conducted by way of email notification to the Secretary or through such other voting system as the Secretary may determine (including as to the applicable time periods for voting), unless the recording of votes is requested, supported and determined in the same manner as required at a physical meeting of Council as set out below. All questions at a meeting of Council which is not held wholly or partly on an electronic platform(s) shall be determined by a show of hands, unless either: (a) a ballot; or (b) the recording of votes, is requested by any Member of Council, supported by at least 2 others. In the event of votes being recorded under (b), the names for, and against, shall be registered and entered in the minutes. In the event of there being validly supported requests for both procedures (a) and (b), the procedure to be applied shall first be determined by a ballot.
19.
  - (a) Save where provided specifically to the contrary: (i) a matter shall be passed if supported by more than 50% of those Members of Council present and voting; and (ii) a Member of Council may vote only if they are present at a meeting of Council.
  - (b) A Member of Council may appoint another Member of Council as proxy to vote on their behalf for elections for Vice-Chairs. The form of the proxy and procedures to be employed shall be as determined by Council from time to time.
20. A declaration by the chair 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.

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21. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote.

### WHO MAY TAKE UP BUSINESS UNDER NOTICE

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22. Except by the consent of Council, business under any notice upon the agenda shall not be proceeded with in the absence of the Member of Council in whose name it stands, unless the member has given written authority for it to be taken up by another member.

### OBJECTIONABLE BUSINESS

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23. If the chair of the meeting determines that any matter raised or motion moved to be made is of an objectionable character, the chair of the meeting shall have the power either before or after the same is brought forward, to put it to the vote (on which no discussion shall be allowed) as to whether the same shall be brought forward or not. If 75% or more of the members present and voting decide not to allow such motion to be brought forward, then it shall be considered as disposed of for that day.

### WRITTEN DECISIONS OF COUNCIL

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24. Subject to Standing Order 25 and only following the unanimous approval of the Chair and the Vice-Chairs, the chair may ask Council to make a decision in writing on a specific matter. Save where a decision on a certain matter specifically provides to the contrary, a decision approved by more than 50% of the Members of Council entitled to vote at a meeting of Council shall be valid and effectual as if it had been passed at a meeting of Council provided that such will be effective only if it can be demonstrated that every member of Council entitled to attend a meeting of Council received notice of the proposed matter. Approval may be given by signature, in writing or any other means of recorded approval (including voting software) as determined by the Chair. Any such decision shall be recorded as a written decision of Council.
25. The following decisions of Council may not be made by way of a written decision of Council:
- a. the election or removal of the Vice-Chairs (and the filling of any vacancy thereof);
  - b. the election or removal of the President (and the filling of any vacancy thereof);
  - c. the election or removal of the Vice-Presidents (and the filling of any vacancy thereof).

### RECONSIDERING A DECISION

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26. A decision of Council made at a meeting of Council may be reconsidered at the meeting of Council at which it has been made if any motion to reconsider is supported by more than 50% of the members present and voting.
27. No decision made at a meeting of Council or as a written decision may be considered within a period of 12 months from the date on which it was decided unless more than 50% of Members of Council present and entitled to vote at a subsequent meeting vote in favour of a motion to allow reconsideration.

### VICE-CHAIRS

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28. The National Game Representatives and the Professional Game Representatives shall each elect annually at the Summer Meeting one of their number to be a Vice-Chair of The Association.

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### **PRESIDENT, VICE-PRESIDENTS AND LIFE VICE-PRESIDENTS**

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29. There shall be a President who shall be appointed annually by Council at the Summer Meeting and whose position shall be honorary. The President shall neither be entitled to notice of nor to attend at nor to vote at meetings of Council.
30. There shall be not more than six Members of Council to serve as Vice-Presidents, who shall be elected annually by Council at the Summer Meeting or at such other time as a vacancy arises. Subject to Standing Order 33, a Vice-President appointed prior to the effective date of these Standing Orders may continue to serve as Vice-President if so elected in accordance with this Standing Order 30 notwithstanding that they may have vacated office as a Member of Council, but in such circumstances such Vice-President shall not be entitled to vote at meetings of Council. A Vice-President appointed after the effective date of these Standing Orders may only continue to serve as Vice-President for so long as they are a Member of Council pursuant to the Articles.
31. Pursuant to the Articles, Life Vice-Presidents shall continue to be Members of Council with the rights set out in Standing Order 32. No further Life Vice-Presidents shall be created or appointed after the effective date of these Standing Orders.
32. Life Vice-Presidents shall be entitled to receive notice of and attend meetings of Council but not vote at such meetings.
33. The position of Vice-President shall cease to exist from midnight on the day before the Summer Meeting in 2027, with all incumbent Vice-Presidents retiring and not being eligible for reappointment or replacement.

### **HONORARY VICE-PRESIDENTS AND HONORARY MEMBERS**

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34. Council shall have the power to appoint Honorary Vice-Presidents and Honorary Members. Council shall have the power to remove any Honorary Member or any Honorary Vice-President. The criteria for appointment to the position of either an Honorary Vice-President or an Honorary Member shall be determined from time to time by the Council, and as a minimum such persons will have made a significant contribution to football, but shall not include retiring Members of Council. Such person, if appointed, shall not be entitled to notice of nor to attend nor to vote at meetings of Council.
35. The position of Honorary Vice-President shall cease to exist from midnight on the day before the Summer Meeting in 2024, with all incumbent Honorary Vice-Presidents retiring and not being eligible for reappointment or replacement.

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### FELLOWSHIP OF THE FA COUNCIL

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36. Following their removal or retirement from the Council, former Members of Council may become entitled to join the Fellowship of Council.
37. The Fellowship of Council is a titular position conferred in acknowledgement of the service carried out by former Members of Council.
38. The criteria for membership and the benefits available shall be determined from time to time by the Board. The Professional Game Board and National Game Board shall be authorised to approve the election of retiring Professional Game Representatives and National Game Representatives respectively, such approval not to be unreasonably withheld.
39. Membership of the Fellowship of Council shall not constitute any person as a Member of Council.

### AGE LIMITS

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40.
  - a. No person shall be capable of being first appointed as a Member of Council if at the time of appointment that person has attained the age of 65 years.
  - b. A person who was a Member of Council and has ceased at any time to be a Member of Council, may not be re-appointed as a Member of Council if that person has attained the age of 65 years.
  - c. A Member of Council shall vacate office at midnight on the day before the next Summer Meeting after that person has attained the age of 75 years (save for those Members of Council who are Life Vice-Presidents).

### TERM LIMITS

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41. Council Members shall be subject to any term limits applicable to them under the Articles.

### ACTIVE POSITION

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42. No person shall be capable of being appointed as a Representative Council Member unless that person holds an active position in football at the time of his/her appointment.
43. The Council may from time to time set criteria for determining whether a person holds an active position in football. Any decision as to whether a person holds an active position or fulfils any such criteria shall be ultimately determined by Council, in its absolute discretion.
44. A Representative Council Member will lose their eligibility for re-appointment under Article 79.1 if they cease to hold an active position in football during their tenure as a Representative Council Member, until such time as they regain an active position in football. Where a Representative Council Member ceases to hold an active position in football during the term of their appointment, they shall be entitled to continue to be a Representative Council Member until the next Summer Meeting at which they would otherwise be due for re-appointment under Article 79.1 at which point they shall vacate their position (unless they otherwise vacate their office earlier pursuant to these Standing Orders or the Articles).

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### REMUNERATION AND EXPENSES OF MEMBERS OF COUNCIL

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45. The Members of Council may be paid (in accordance with the practice and procedures that the Board shall determine from time to time) an attendance allowance in respect of their attendance at meetings of Council, all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Council, or meetings of Committees of Council or otherwise in connection with the discharge of their duties as Members of Council.
46. No Member of Council shall receive remuneration as such.

### INTERESTS

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47. Provided that they have disclosed to the chair of any meeting of Council or committee meeting (as applicable) the nature and extent of any interest, a Member of Council may be a party to, or otherwise interested in, any decision or arrangement which indirectly relates to that interest.
48. A Member of Council shall not attend or vote at a meeting of Council or of a Committee of Council (or any part thereof) on any matter in which the Member of Council has, directly or indirectly, a material conflicting interest or duty save where authorised by a resolution passed by the members of Council or the committee (other than the Member of Council so interested). A Member of Council shall not be counted in the quorum in relation to a resolution on which they are not entitled to vote.
49. If a question arises at a meeting of Council or of a Committee of Council as to the right of a Member of Council to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and the chair's ruling in relation to any Member of Council other than themselves shall be final and conclusive. An issue in relation to the chair of the meeting shall be determined by the meeting itself.

### VACATION OF OFFICE

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50. The office of a Member of Council shall be vacated if:
  - a. the person ceases to hold the position or office by virtue of which such person became eligible to be a Member of Council; or
  - b. the person has completed their permitted terms as a Member of Council in accordance with Article 80.2; or
  - c. being a Representative Council Member, the person is removed by notice in writing by the organisation which appointed them; or
  - d. the person has a bankruptcy order made against them or is declared bankrupt by any court of competent jurisdiction, or the person makes any arrangement or composition with their creditors generally, or the person applies for an interim order under section 253 of the Insolvency Act 1986, as amended or re-enacted from time to time, in connection with a voluntary arrangement under that Act; or
  - e. the person dies or they are, in the opinion of a medical practitioner, physically or mentally incapable of performing as a Member of Council and remains so for more than six months; or
  - f. the person resigns their office by notice to Council; or
  - g. the person is absent for more than six consecutive months from meetings of Council without the permission of the Chair, or in the case of Life Vice-Presidents, the person is absent from four consecutive meetings of Council without the permission of the Chair (unless otherwise decided by the Council); or
  - h. the person 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 the Rules; or

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- i. the person is subject of a decision of The Association, UEFA or FIFA that they be suspended permanently or temporarily 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 the statutes of The Association, UEFA or FIFA (as appropriate); or
  - j. the person is removed for the reason that the person is subject of a decision of the relevant deciding panel that they are or have been in breach of the Code of Conduct as shall be in force from time to time; or
  - k. other than in their capacity as the Chair or the Chief Executive Officer, the person becomes an employee of The Association.
51. A Member of Council and, in the case of a Representative Council Member, the organisation appointing them shall immediately notify the Chair upon the occurrence of any of the events set out in Standing Orders 50(a), 50(c), 50(d), 50(e), 50(h) and 50(i).
52. Other than in respect of Standing Orders 50(a), 50(b), 50(c), the Chair and the Vice Chairs may together unanimously approve that the office of a Member of Council shall not be vacated notwithstanding the occurrence of an event set out in Standing Order 50 having satisfied themselves that: (a) the existence of such event will not adversely affect the performance of a Member of Council's duties; and (b) such approval is in the best interests of Council as a whole. If the Chair or either Vice Chair is subject of the event set out in Standing Order 50, the Chair or Vice-Chair as appropriate shall not participate in any decision to approve their retention of office.

### VALIDATING OF COUNCIL DECISIONS

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53. All acts done by a meeting of Council or of a committee shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of Council and had been entitled to vote notwithstanding that it afterwards be discovered that there was a defect in the appointment of any Member of Council or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote. Council and any committee may act notwithstanding any vacancy in their body.
54. No alteration of the Articles and no decision of Council or the Company shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that decision or direction had not been taken. A meeting of Council at which a quorum is present may exercise all powers exercisable by Council.

### MINUTES

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55. Minutes of all meetings of Council, and of all Committees of Council as well as any sub-committees and commissions, shall be kept, to include the names of all present at each meeting.

### COMMITTEES

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56. Subject to Article 81.2, Council may delegate consideration and management of matters within its jurisdiction (as referred to in Article 81), to any committee, group or panel as the Council shall establish from time to time.
57. The Committees of Council shall be such groups, panels or committees as shall be established from time to time.
58. The maximum number of Committees of Council, the National Game Board and the Professional Game Board upon which a Member of Council may serve in a Council Year shall be 3, save that the maximum for Council Members aged 75 or over as at the date of the Summer Meeting shall be 2. The restriction shall not apply in respect of appointments to: (i) The FA Board and its sub-committees; (ii) the National Game Board; (iii) the Professional Game Board; and (iv) sub-committees of each of Committees of Council, National Game Board committees, Professional Game Board committees and the Football Regulatory Authority.

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59. A committee member need not be a Member of Council. The People and Culture Committee shall have regard, as their sole principle in considering the appointment of Committees of Council, to an individual's skills, knowledge and experience and the contribution therefore that an individual may make to a particular Committee of Council.
60. The Chair and the Chief Executive Officer shall be entitled to receive notice of and attend at all Committee of Council meetings but shall have no vote.
61. Subject to any relevant provision in the Articles, Rules or these Standing Orders to the contrary, a committee or any panel, any division or any board or any sub-committee or any commission of Council may adopt such procedures for the consideration of a matter as it considers appropriate. The chair of a meeting shall be responsible for all matters of procedure relating to such meeting and his/her decision on such matters will be final and binding. Each member of a committee shall have one vote and the chair of the committee meeting shall, in the event of a tie, have a casting vote.

### STANDING ORDERS (INTERPRETATION AND AMENDMENT)

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62. In these Standing Orders, and unless otherwise expressed, defined terms shall have the same meanings as set out in the Articles and in the event of any conflict between these Standing Orders and the Articles, the provisions of the Articles shall prevail.
63. Subject to the powers given to Council in the Articles and the Board's right of approval over any amendment to these Standing Orders thereunder, these Standing Orders shall be as recommended by Council from time to time. Proposals to amend the Standing Orders may only be made by the Board or Council.
64. The interpretative provisions as to the terms "meeting" (and the construction of "present", "attend", "attendances" and "participate" set out therein), "writing" and "written" set out in the Articles shall apply to these Standing Orders.

### DIVISIONS

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65. In May of each year in which an election is required, the Secretary shall send a form of nomination with a list of all the Divisions and the Full Member Clubs comprising them to each Full Member Club. The form shall invite nomination of candidates. To be valid, such form must be duly completed and returned to the Secretary within 14 days of the date that the Secretary sent such form out (such form may be returned by post, e-mail or fax). The relevant deadline will be set out on the form and no form received after this time will be accepted.
66. A candidate for election as a relevant Divisional Representative shall be a member of a Full Member Club within the relevant Division and shall be required to abide by a Code of Conduct to be agreed by Council from time to time. A candidate must be nominated by three Full Member Clubs in the Division. Full Member Clubs shall only nominate one candidate. Such nomination shall be signed by the chair, chief executive or secretary for and on behalf of the Full Member Club. If in any Division no candidate is nominated, the Secretary shall report the circumstances to Council who may fill the vacancy or act in such other manner as it considers appropriate.
67. If only one candidate is nominated for a Division, the Secretary shall declare the candidate elected. If more than one candidate is nominated for any Division the Secretary shall forthwith, after the time fixed for the close of nominations to be a Divisional Representative, send a list of the candidates nominated and a form of voting paper to each Full Member Club in every such Division, and such voting paper shall be duly completed and returned to the Secretary not later than seven days from the day after the date upon which the same is sent by the Secretary (such voting paper may be returned by fax, e-mail or post). The relevant deadline shall be set out on the voting paper and no voting papers received after this time will be accepted.



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68. Where there are two candidates for any Division, the candidate receiving the greater number of votes shall be declared duly elected. If there is a tie, a further election shall be held and if there is still a tie, election shall be by the drawing of lots. Where there are more than two candidates for any Division, unless one candidate has more than 50% of the votes cast in the Division, the candidate receiving the least number of votes shall withdraw. In the event that there is more than one candidate who receives the lowest number of votes, there shall be a ballot to determine who should withdraw and a further ballot or ballots be taken until a candidate is elected in accordance with these Standing Orders. All voting shall be by way of a secret ballot. The Chair (or their nominee) shall be authorised to rule on all matters of procedure relating to Standing Orders 65 to 68 (inclusive) and the Chair's decision on such matters shall be final and binding.

### **NATIONAL LEAGUE SYSTEM STEPS 5 AND 6**

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69. The nomination and election criteria and process for the appointment of the Steps 5 and 6 Representatives pursuant to the Articles shall be set by Council from time to time.

### **BOARD OBSERVER COUNCIL MEMBERS**

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70. Pursuant to the Articles, Board Observer Council Members shall continue to be Members of Council with the rights set out in Standing Order 71.
71. Board Observer Council Members shall be entitled to receive notice of and attend meetings of Council but not vote at such meetings.

### **INDEPENDENT NON-EXECUTIVE DIRECTORS AND AUDIT COMMITTEE CHAIR**

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72. Unless the Board resolves otherwise, each of the Independent Non-Executive Directors and the Audit Committee Chair shall be entitled to attend Council meetings as an observer. In this observer capacity, the person shall be entitled to receive notice of, and attend and speak at, all Council meetings and to receive copies of all Council papers as if such person were a Member of Council, 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 Member of Council and shall not hold themselves out as a Member of Council in any way.

### **WOMEN'S NATIONAL LEAGUES (TIERS 3 AND 4) AND THE WOMEN'S REGIONAL AND COUNTY LEAGUES (TIERS 5-7)**

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73. The nomination and election criteria and process for the appointment of the Women's National Leagues Representative and the Women's Regional and County Leagues Representatives pursuant to the Articles shall be set by Council from time to time.