

# 9 - ARTICLES OF ASSOCIATION

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(Adopted by a special resolution passed on 29 September 2023 as amended by special resolution on 10 May 2024)

## PART 1: INTERPRETATION

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### 1 Exclusion of model articles (and any other prescribed regulations)

No articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies shall apply as the articles of the Company.

### 2 Interpretation

2.1 In these Articles, except where the subject or context otherwise requires:

**“1986 Act”** means the Insolvency Act 1986 as amended, including any modification or re-enactment thereof for the time being in force;

**“2006 Act”** means the Companies Act 2006 as amended, including any modification or re-enactment thereof for the time being in force;

**“Affiliated Organisation”** means one or any of the following organisations:

- (a) The League Managers' Association;
- (b) The Professional Footballers' Association;
- (c) The Referees' Association;
- (d) The Football Conference;
- (e) The Northern Premier League;
- (f) The Southern League; and
- (g) The Isthmian League;

**“Alliance Leagues Committee”** means a committee of the Board established by the Board from time to time in accordance with these Articles;

**“Articles”** means these articles of association as altered from time to time by special resolution (and “Article” shall be interpreted accordingly);

**“Associate Member Club”** means a football club accorded the status of an Associate Member Club pursuant to the Rules;

**“Audit Committee”** means the audit committee established by the Board from time to time in accordance with these Articles;

**“Audit Committee Chair”** means a director of the Board appointed from time to time by the Board in accordance with Articles 52 and 53 and is chair of the Audit Committee;

**“Auditors”** means the auditors for the time being of the Company;

**“BAME Football Communities Representatives”** means the individuals appointed to Council in accordance with Article 78.18;

**“Board”** means the board of directors of The Association for the time being, constituted in accordance with these Articles;

**“Board Observer Council Member”** means a Council Member holding office pursuant to Article 78.2.29;

**“Chair”** means the chair of the Board who is appointed from time to time by the Board in accordance with these Articles and, where the context requires, includes any Interim Chair appointed in accordance with Article 50.9 and any person appointed as acting Chair in accordance with Article 50.10;

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**“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;

**“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;

**“Club Official”** means a club official as defined within the Rules from time to time;

**“Code of Conduct”** means The Association’s Code of Conduct as in force from time to time;

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

**“Compulsory Transfer”** means a compulsory share transfer pursuant to the process set out in Article 15;

**“Conflicts Committee”** means the conflicts committee established from time to time in accordance with these Articles.

**“Corporate Insolvency Event”** means in respect of a company:

- a) it enters into a compromise or arrangement with any of its creditors or any class of its creditors (by way of scheme of arrangement under Part 26 the 2006 Act, restructuring plan under Part 26A of the 2006 Act, voluntary arrangement or otherwise);
- b) it enters into a moratorium under Part 1 or Part A1 of the 1986 Act;
- c) it passes a resolution for the winding up of the company;
- d) it appoints a liquidator, administrator, receiver, administrative receiver or similar officer or serves notice, files a document(s), makes an application, presenting a petition, or a court makes an order in relation to the appointment of such officer;
- e) the strike-off or dissolution of the company;
- f) a distress, distraint, charging order, execution or other process is levied or applied for in respect of the whole or any part of the property, assets or undertaking of the company;
- g) it takes any step set out in a) to f), or any action analogous to such steps, in any jurisdiction outside England and Wales in relation to the company; or
- h) it ceases or forms an intention to cease wholly or substantially to carry on business save for the purpose of reconstruction or amalgamation or otherwise in accordance with a scheme of proposals which have previously been submitted to and approved in writing by The Association;

**“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 78.2;

**“County Association”** means an association accorded the status of a County Association pursuant to the Rules;

**“Director”** means a director of the Company who shall be a member of the Board;

**“Disability Football Representatives”** means the individuals appointed to Council in accordance with Article 78.12;

**“Disability Football Match Officials Representative”** means the individual appointed to Council in accordance with Article 78.28;

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

**“Divisional Representative”** means an individual appointed to Council in accordance with Article 78.14;

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**“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 an electronic means of remote attendance at or participation in (or both attendance at and participation in) a meeting as determined by the Board;

**“FIFA”** means the Fédération Internationale de Football Association or any successor body;

**“Football”** means the game of association football played in accordance with the Laws of the Game;

**“Football club”** means a club playing football and recognised as such by The Association pursuant to the Rules;

**“Football Community Representatives”** means the individuals appointed to Council in accordance with Article 78.26;

**“Football Regulatory Authority”** means a committee of the Board established by the Board from time to time and responsible for regulation and compliance functions;

**“Football Stakeholder”** means:

- a) a Competition (or any body which administers a Competition);
- b) a County Association;
- c) an Other Football Association;
- d) an Affiliated Organisation;
- e) a Full Member Club;
- f) an Associate Member Club;
- g) FIFA (or any of its member associations (excluding The Association) and confederations); or
- h) UEFA (or any of its member associations (excluding The Association));

**“Football Supporters Association”** means The Unified Football Supporters’ Organisation Limited or any successor body;

**“Football team”** means a team playing football and recognised as such by The Association;

**“Full Member Club”** means a football club accorded the status of a Full Member Club pursuant to the Rules;

**“Funding Formula”** means the formula as set out in Article 57 setting out the mechanism by which The Association’s income is allocated;

**“Futsal Representatives”** means the individuals appointed to Council in accordance with Article 78.20;

**“General Referees Representative”** means the individual appointed to Council in accordance with Article 78.29;

**“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;

**“Inclusion Representatives”** means the individuals appointed to Council in accordance with Article 78.13;

**“Independent”** means a person who is:

- a) free from any close connection to The Association and a close connection shall be deemed to include, without limitation, the following:
  - i) the person is, or has been within the last four years, actively involved in The Association’s affairs or held any position or role within The Association (including, without limitation, being a Member of Council, a member of any committee of The Association or any employee, director or officer of The Association) save that the Board shall have the discretion to disapply the four-year look-back period set out in this limb i;

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- ii) the person holds, or has held within the last three years, a position or role with any Football Stakeholder, including, without limitation, being an employee, director or officer of any Football Stakeholder, save that the Board shall have discretion to disapply the three year look-back period set out in this limb ii;
  - iii) the person has, or has had within the last three years, a Material Business Relationship with The Association; save that the Board shall have discretion to disapply the three year look back period in this limb iii; and
  - iv) the person has close family ties (including by way of being connected with an individual as a spouse, civil partner, parent, step or adopted parent, grandparent, child, descendant, qualifying co-habitant or next-of-kin) with any directors, senior employees, or committee members of The Association or any member of Council; and
- b) viewed as independent from the perspective of an objective outsider;

**“Independent Committee Members”** means the individuals appointed to the National Game Board in accordance with Articles 61.1.3 and 61.3 and the terms of reference of the National Game Board from time to time;

**“Independent Non-Executive Director”** means a director of the Board who is appointed from time to time by the Board in accordance with Articles 51 and 53;

**“Interim Chair”** means an Independent Non-Executive Director who is appointed from time to time by the Board in accordance with Article 50.9;

**“Judicial Panel”** means the judicial panel of The Association, being a committee of the Board established by the Board from time to time and from which judicial commissions and appeal boards are appointed to hear disciplinary and other cases and appeals;

**“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;

**“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;

**“Leagues Committee”** 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 relating to Steps 5-7 of the National League System and to control and manage football at those levels;

**“Life Vice-President”** means any person who has been accorded the status of Life Vice-President of Council pursuant to the Prior Articles;

**“Material Business Relationship”** means, as between a person (including any entity in which the person is a partner, executive director, senior employee or a shareholder with a direct or indirect right to control 25% or more of the voting rights) and The Association, a significant commercial relationship which is assessed by the Board as a relationship that might interfere, or might reasonably be seen to interfere, with the person's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of The Association as a whole;

**“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;

**“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 61;

**“National Game Football Communities Representatives”** means the individuals appointed to Council in accordance with Article 78.25;

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**“National Game Representative”** means a Member of Council who, as further described in Articles 78.2 to 78.30 is:

- (a) a representative of a County Association;
- (b) a representative of an Other Football Association;
- (c) a representative of a Division save that a person who holds a position with a football club in membership of The Premier League or The Football League shall not be a National Game Representative;
- (d) a representative of The Football Conference, The Isthmian League, The Northern Premier League or The Southern League;
- (e) a Disability Football Representative;
- (f) one of the Inclusion Representatives nominated as such by the Inclusion Advisory Board;
- (g) one of the Supporters’ Representatives nominated as such by the bodies entitled to make the appointment pursuant to Article 78.11;
- (h) a representative of The Referees’ Association;
- (i) a representative of British Universities & Colleges Sport;
- (j) a representative of the FA Youth Council;
- (k) a representative of the Association of Colleges;
- (l) a Steps 5 and 6 Representative;
- (m) a Futsal Representative;
- (n) a Women’s National Leagues Representative;
- (o) a Women’s Regional and County Leagues Representative
- (p) a National Game Women’s Representative;
- (q) a BAME Football Communities Representative who is primarily involved with the National Game in such person’s role outside Council;
- (r) a National Game Football Communities Representative;
- (s) a Life Vice-President or Vice-President (provided always that immediately before the appointment as a Life Vice-President or election as a Vice-President such person was a National Game Representative pursuant to the Prior Articles);
- (t) a Board Observer Council Member, elected to the Board pursuant to Article 54;
- (u) a Football Community Representative who is primarily involved with the National Game in such person’s role outside Council;
- (v) a General Referees Representative; or
- (w) a Disability Football Match Officials Representative;

**“National Game Shareholder”** means any Shareholder who is:

- (a) a full Member Club, save for those Full Member Clubs who are in membership of The Premier League or The Football League from time to time;
- (b) a Member of Council who is a National Game Representative; or
- (c) a County Association.

**“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;

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**“National Game Special Shareholder”** means means the chair of the National Game Board from time to time;

**“National Game Women’s Representative”** means the individual appointed to Council in accordance with Article 78.24;

**“National League System”** means the Competitions which interact with one another by way of promotion and relegation within those steps of the men’s football National Game pyramid as determined by the Board from time to time;

**“National League System Board”** means a committee of the Board established by the Board from time to time in accordance with these Articles;

**“Nominations Committee”** means the nominations committee established by the Board from time to time in accordance with these Articles;

**“Nominee”** means a natural person holding shares as a nominee pursuant to Article 9;

**“Other Football Association”** means one or any of the following listed associations:

- (a) The University of Oxford Football Association;
- (b) The University of Cambridge Football Association;
- (c) The Army Football Association;
- (d) The Royal Navy Football Association;
- (e) The Royal Air Force Football Association;
- (f) The Amateur Football Alliance;
- (g) The Women’s Football Conference;
- (h) The English Schools’ Football Association; and
- (i) The Independent Schools’ Football Association;

**“Ordinary Share”** means an ordinary share of £0.05 in the capital of the Company;

**“Participants”** means a participant as defined in the Rules from time to time;

**“People and Culture Committee”** means a committee of the Board established by the Board from time to time in accordance with these Articles;

**“Personal Insolvency Event”** in respect of an individual, a bankruptcy order being made for the person’s bankruptcy, or an arrangement or composition being made with any of the person’s creditors, or where the person otherwise takes the benefit of any statutory provision for the time being in force for the relief of insolvent debtors;

**“President”** means the president of The Association who shall be appointed annually by Council and whose position shall be honorary;

**“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);

**“Professional Game”** means all aspects of football involving and affecting Participants in and at the levels of The Premier League and The Football League;

**“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;

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**“Professional Game Representative”** means a Member of Council who is:

- (a) a representative of either The Premier League or The Football League or, if a representative of a Division, a person who holds a position with a football club in membership of The Premier League or The Football League;
- (b) a representative who has been jointly appointed by The Premier League and The Football League pursuant to Article 78.4;
- (c) one of the Supporters’ Representatives nominated as such by the bodies entitled to make the appointment pursuant to Article 78.11;
- (d) a representative of The League Managers’ Association;
- (e) a representative of The Professional Footballers’ Association;
- (f) a BAME Football Communities Representative who is primarily involved with the Professional Game in such person’s role outside Council;
- (g) one of the Inclusion Representatives nominated as such by the Inclusion Advisory Board;
- (h) a Life Vice-President or Vice-President (provided always that immediately before the appointment as a Life Vice-President or election as a Vice-President such person was a Professional Game Representative pursuant to the Prior Articles); or
- (i) a Board Observer Council Member, appointed to the Board pursuant to Article 55;
- (j) a representative of The FA Women’s Super League or The FA Women’s Championship;
- (k) a Football Community Representative who is primarily involved with the Professional Game in such person’s role outside Council; or
- (l) a representative of Professional Game Match Officials Limited;

**“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;

**“Professional Game Special Shareholder”** means jointly The Premier League and The Football League;

**“Referees Committee”** means a committee of the Board established by the Board from time to time in accordance with these Articles;

**“Remuneration Committee”** means the remuneration committee established by the Board from time to time in accordance with these Articles;

**“Representative Council Member”** means a Council Member appointed pursuant to Articles 78.2.3 to 78.2.9 and Articles 78.2.11 to 78.2.27;

**“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;

**“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;

**“Senior Independent Director”** means any person nominated as such pursuant to Article 56;

**“Shareholder”** means the Professional Game Special Shareholder, the National Game Special Shareholder or any of the persons, companies or bodies referred to in Articles 8.1 or their Nominee or Nominees holding shares pursuant to Article 9, in either case, whose name is entered in the Company’s register of members as the holder of such shares and a “holder of a share” in the Company shall be construed accordingly;

**“Share”** means any Ordinary Share, the National Game Special Share or the Professional Game Special Share;

**“Standing Orders”** means the standing orders of Council as applicable from time to time;

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“**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;

“**Steps 5 and 6 Representatives**” means the individuals appointed to Council in accordance with Article 78.19;

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

“**Supporters’ Representatives**” means the individuals appointed to Council in accordance with Article 78.11;

“**Term-Limited Council Member**” means a Council Member other than a Life Vice-President or a Board Observer Council Member;

“**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;

“**The Football Conference**” means The Football Conference Limited or any successor body;

“**The Football League**” means The Football League Limited or any successor body;

“**The Isthmian League**” means The Isthmian Football League Limited or any successor body;

“**The Northern Premier League**” means The Northern Premier Football League Limited or any successor body;

“**The Premier League**” means The Football Association Premier League Limited or any successor body;

“**The Southern League**” means The Southern Football League Limited or any successor body;

“**UEFA**” means the Union of European Football Associations or any successor body;

“**Vice-Chair**” means a vice-chair of The Association and who is elected from time to time by the Members of Council pursuant to the Standing Orders;

“**Vice-President**” means any vice-president of The Association who is elected annually by Council with it being noted that the position of Vice-President will cease to exist with effect from midnight the day before the Summer Meeting in 2027;

“**Women’s National Leagues Representative**” means the individual appointed to Council in accordance with Article 78.22; and

“**Women’s Regional and County Leagues Representatives**” means the individuals appointed to Council in accordance with Article 78.23.

2.2 In these Articles, except where the subject or context otherwise requires:

2.2.1 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;

2.2.2 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 an 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;

2.2.3 references 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;

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- 2.2.4 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 natural persons and companies;
- 2.2.5 words or expressions contained in these Articles which are not defined in Article 2.1 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);
- 2.2.6 subject to Article 2.2.5, 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;
- 2.2.7 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; and
- 2.2.8 references to a “company” include a firm, company, corporation, body corporate, government, state or agency of state, trust or foundation, or any association, partnership or unincorporated body (whether or not having separate legal personality and wherever incorporated or established).

### PART 2: SHARES

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#### 3 Share Capital

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.”

#### 4 Further Issues of Shares: Authority

- 4.1 Subject to the remaining provisions of this Article 4.1 and to Article 4.2, 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:
- 4.1.1 offer or allot;
  - 4.1.2 grant rights to subscribe for or to convert any security into; and
  - 4.1.3 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.
- 4.2 The authority referred to in Article 4.1:
- 4.2.1 shall be subject to the limits in Article 3;
  - 4.2.2 shall only apply insofar as the Company has not renewed, waived or revoked it by ordinary resolution;

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- 4.2.3 may not be exercised in breach of the Articles or the Statutes; and
- 4.2.4 may only be exercised for a period of five years commencing on the date on which these Articles are 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).

### 5 Further Issues of Shares: Pre-emption Rights

In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of the 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.

### 6 No Capital or Dividend Rights

No share shall entitle the holder thereof to any payment in respect of paid-up capital (if any), dividend, bonus, profit, or otherwise.

### 7 Sub-division, Consolidation and Bonus Issues

No share shall be sub-divided. No share shall be consolidated. No bonus issue shall be made.

### 8 Entitlement to Ordinary Shares

8.1 Subject to Articles 8.2 and 9, Ordinary Shares may only be allotted or (to the extent that a transfer is permitted from an existing Shareholder) transferred to the following:

- 8.1.1 The Premier League;
- 8.1.2 The Football League;
- 8.1.3 a voting Member of Council;
- 8.1.4 a Full Member Club;
- 8.1.5 a County Association;
- 8.1.6 the Secretary; and
- 8.1.7 the Company but only following a share buyback.

8.2 The entitlement to Ordinary Shares shall be as follows:

- 8.2.1 The Premier League and The Football League shall each be entitled to one Ordinary Share only;
- 8.2.2 each Member of Council shall be entitled to one Ordinary Share only for so long as the Member is a voting Member of Council;
- 8.2.3 each Life Vice-President who held a share pursuant to the Prior Articles shall be entitled to one Ordinary Share only;
- 8.2.4 each Full Member Club shall be entitled to one Ordinary Share only;
- 8.2.5 each County Association shall be entitled to a number of Ordinary Shares calculated in accordance with Article 8.3; and
- 8.2.6 the Secretary shall be entitled to a number of Ordinary Shares in accordance with Article 8.4.

8.3 The number of Ordinary Shares to which each County Association shall be entitled shall be calculated as follows:

$$(A/B) \times 775$$

Where:

A = the number of football teams affiliated to such County Association; and

B = the total number of football teams affiliated to all County Associations.

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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 as the Board directs annually following such calculation in accordance with Article 16.1. 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.

- 8.4 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.

### 9 Nominees

- 9.1 Where a body identified in Article 8.1 is not a legal entity entitled to hold shares in its own name, subject to Article 9.2, 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.
- 9.2 A Nominee appointed pursuant to Article 9.1 shall be a member of the relevant body which is entitled to the share or shares and such body shall inform the Board promptly in writing of the appointment of and the details of such Nominee.
- 9.3 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 the shares are held.
- 9.4 For the purposes of this Article 9, 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.
- 9.5 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.

### 10 Entitlement to the Professional Game Special Share

The Professional Game Special Share may only be issued to, held by and transferred to the Professional Game Special Shareholder.

### 11 Entitlement to the National Game Special Share

The National Game Special Share may only be issued to, held by and transferred to the National Game Special Shareholder.

### 12 Share Certificates

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.

### 13 Replacement Certificates

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.

### 14 Suspension of Rights

14.1 Save in respect of the Professional Game Special Shareholder and the National Game Special Shareholder, where any Shareholder:

- 14.1.1 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 the Board;
- 14.1.2 suffers a Corporate Insolvency Event or a Personal Insolvency Event;
- 14.1.3 dies or a registered medical practitioner who is treating such Shareholder gives a written opinion to the Company stating such Shareholder has become physically or mentally incapable of fulfilling the responsibilities required of a shareholder and may remain so for more than three months, or is or has been suffering from mental or physical ill health;
- 14.1.4 is not specified as being entitled to hold a share or ceases to be entitled to hold a share pursuant to Articles 8.1 or 8.2; or
- 14.1.5 holds a share as a Nominee and that person ceases to be a member of the body in respect of which that person is a Nominee, or the relevant organisation appoints a new Nominee or Nominees,  
then such Shareholder shall, at the absolute discretion of the Board, be subject to either: (i) a suspension of rights pursuant to Article 14.2; or (ii) a Compulsory Transfer.

14.2 Upon the Board deciding in favour of a suspension of rights, such Shareholder shall not in respect of any share which they hold be entitled, until such time as the circumstances set out in Article 14.1 have ceased to apply in respect of such Shareholder (or such shorter period as determined by the Board), to:

- 14.2.1 attend or vote at any general meeting of the Company or vote on any written resolution of the Company;
- 14.2.2 exercise any other right conferred by holding a share in relation to any such meeting or written resolution; or
- 14.2.3 exercise any right of any nature conferred by the Company with regard to the holding of a share.

### 15 Compulsory Transfer - Process

15.1 If the Board elects to enforce a transfer of a share or shares held by a Shareholder (a **"Compulsory Transfer Election"**), the relevant Shareholder (the **"Transferring Shareholder"**) shall be deemed to have served a transfer notice (a **"Deemed Transfer Notice"**) on the Company in respect of the relevant share or shares (the **"Transfer Share(s)"**) on the date of the Compulsory Transfer Election. The Deemed Transfer Notice shall be in respect of the Transfer Shares and shall deem that the sale price for the Transfer Shares shall be the aggregate nominal value of the Transfer Shares (the receipt and sufficiency of which is deemed to be acknowledged by the Transferring Shareholder on the date of transfer).

15.2 The Transferring Shareholder shall as soon as possible following the date of a Deemed Transfer Notice transfer the Transfer Shares to an individual or company entitled to hold the Transfer Shares pursuant to Article 8.1 as instructed by the Board.

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- 15.3 If the Transferring Shareholder does not transfer the Transfer Shares pursuant to Article 15.2 within fourteen days of the date of a Deemed Transfer Notice, then the Company shall be deemed the agent of the Transferring Shareholder in respect of the Transfer Shares and the Secretary may on behalf of the Transferring Shareholder complete, execute and deliver in the Transferring Shareholder's name all documents (including executing a stock transfer form) necessary to give effect to the transfer of the Transfer Shares.
- 15.4 Where the Transferring Shareholder defaults in transferring the Transfer Shares in accordance with Article 15.2 and the Secretary is required to enter into a document(s) on behalf of the Transferring Shareholder pursuant to Article 15.3 and, subject to Articles 8.1 and 8.2, the Board may register the transferee and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings.

### 16 Compulsory Transfer - General

- 16.1 If the annual calculation of the number of football teams affiliated to each County Association carried out pursuant to Article 8.3 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 8.3, and accordingly that share(s) may be subject to a Compulsory Transfer and/or transferred to an alternative County Association.
- 16.2 An individual or company, any of whose shares are subject to a Compulsory Transfer, 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 transfer were presently payable by the individual or company to the Company in respect of those shares or otherwise.
- 16.3 Any individual or company whose share(s) is/are subject to a Compulsory Transfer under these Articles shall not in respect of the relevant share(s) from the time it is/they are deemed transferred 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.
- 16.4 Without prejudice to the provisions of any other Article, following a Compulsory Transfer the Transferring Shareholder shall have no interest in or any 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 Transferring Shareholder 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.
- 16.5 A statutory declaration by a Director or the Secretary that a share has been subject to a Compulsory Transfer 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 transfer of the share.

### 17 Purchase of Own Shares

- 17.1 Subject to the 2006 Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the 2006 Act, including (without limitation) out of capital up to any amount in a financial year not exceeding the lower of:
- 17.1.1 £15,000; and
- 17.1.2 the nominal value of 5% of the Company's fully paid share capital at the beginning of each financial year of the Company.

### 18 Transfer of Shares

The instrument of transfer of a share may be in any usual form or in any other form which the Board may approve.

### 19 Rights to Decline Registration of Shares

- 19.1 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 9 to another Nominee of the same person, or from any Nominee to the person entitled to the relevant share(s) under Article 8.2 that appointed the Nominee, and the disclosure requirements under Article 9 have been complied with.
- 19.2 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.
- 19.3 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.

### 20 No Fee for Registration

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.

### 21 Alteration of Share Capital

- 21.1 The Company may by ordinary resolution:
- 21.1.1 increase its share capital by such sum to be divided into shares of such amount as the resolution prescribes; and
  - 21.1.2 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.
- 21.2 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.

### 22 Professional Game Special Share - Special Measures

- 22.1 This Article 22.1 shall only apply in respect of the following provisions:
- 22.1.1 the definition of "Funding Formula" (in Article 2.1);
  - 22.1.2 the definitions of "National Game Special Share", "Professional Game Special Share", "National Game Special Shareholder" and "Professional Game Special Shareholder" (in Article 2.1);
  - 22.1.3 Articles 3 to 7 (relating to share capital);
  - 22.1.4 Articles 10 and 11 (relating to the National Game Special Shareholder and the Professional Game Special Shareholder);
  - 22.1.5 Article 21 (alteration of share capital);
  - 22.1.6 this Article 22 and Article 23 (Special Measures);
  - 22.1.7 Article 37.4 (proceedings at general meetings);
  - 22.1.8 Article 47.3 (written resolutions)
  - 22.1.9 Articles 48 - 74 (relating to Directors and the Funding Formula);
  - 22.1.10 Articles 78 - 81 (relating to Council);
  - 22.1.11 Article 87 (relating to winding up);
  - 22.1.12 Article 88 (relating to the procedures for determining the Rules); and
  - 22.1.13 Article 89 (relating to the procedures for determining amendments to the Articles).

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- 22.2 Notwithstanding any provision in the Articles to the contrary, any amendment to any of the provisions of the Articles listed in Article 22.1 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:
- 22.2.1 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
- 22.2.2 the Professional Game Special Shareholder either:
- (a) being invited by the chair of the meeting to cast the votes attached to the Professional Game Special Share on that resolution in accordance with Article 37.4; or
  - (b) receiving notice from the Secretary to cast votes attached to the Professional Game Special Share in accordance with Article 47.3,
- 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.
- 22.3 Save as set out in Articles 22.2, 37.4 and 47.3, 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.
- 22.4 The Professional Game Special Share shall confer no right to participate in the capital or the profits of the Company.

### 23 National Game Special Share - Special Measures

- 23.1 This Article 23.1 shall only apply in respect of the following provisions:
- 23.1.1 the definition of "Funding Formula" (in Article 2.1);
- 23.1.2 the definitions of "National Game Special Share", "Professional Game Special Share", "National Game Special Shareholder" and "Professional Game Special Shareholder" (in Article 2.1);
- 23.1.3 Articles 3 to 7 (relating to share capital);
- 23.1.4 Articles 10 and 11 (relating to the National Game Special Shareholder and the Professional Game Special Shareholder);
- 23.1.5 Article 21 (alteration of share capital);
- 23.1.6 Article 22 and this Article 23 (Special Measures);
- 23.1.7 Article 37.4 (proceedings at general meetings);
- 23.1.8 Article 47.3 (written resolutions);
- 23.1.9 Articles 48 - 74 (relating to Directors and the Funding Formula);
- 23.1.10 Articles 78 - 81 (relating to Council);
- 23.1.11 Article 87 (relating to winding up);
- 23.1.12 Article 88 (relating to the procedures for determining the Rules); and
- 23.1.13 Article 89 (relating to the procedures for determining amendments to the Articles).
- 23.2 Notwithstanding any provision in the Articles to the contrary, any amendment to any of the provisions of the Articles listed in Article 23.1 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 National Game Special Share and accordingly upon:

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- 23.2.1 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);
- 23.2.2 the National Game Special Shareholder being informed by either:
- (a) the chair of the meeting where the resolution is being voted on at a general meeting that less than 50% of the National Game Shareholders voting in person or by proxy have cast their votes in favour of the resolution; or
  - (b) the Secretary where the resolution is being voted on by way of a written resolution, that less than 50% of the National Game Shareholders entitled to vote have cast their votes in favour of the resolution; and
- 23.2.3 the National Game Special Shareholder either:
- (a) being invited by the chair of the meeting to cast the votes attached to the National Game Special Share on that resolution in accordance with Article 37.4; or
  - (b) receiving notice from the Secretary to cast the votes attached to the National Game Special Share in accordance with Article 47.3,
- The National 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.
- 23.3 Save as set out in Articles 23.2, 37.4 and 48, the National 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 National Game Special Share.
- 23.4 The National Game Special Share shall confer no right to participate in the capital or the profits of the Company.

### PART 3: ORGANISATION OF GENERAL MEETINGS

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#### 24 Annual General Meetings

- 24.1 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, either that:
- 24.1.1 no business is to be heard or resolution proposed at the annual general meeting in any calendar year; or
  - 24.1.2 holding the annual general meeting is impracticable or imprudent in any calendar year.
- 24.2 Subject to a decision on the Board in accordance with Articles 24.1.1 or 24.1.2, the Board may:
- 24.2.1 prior to the sending of the notice of an annual general meeting, elect not to convene the annual general meeting; or
  - 24.2.2 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 (or any adjourned meeting).
- 24.3 For the purposes of these Articles, a reference to “general meetings” of the Company include annual general meetings unless the context otherwise requires.

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### 25 Convening of General Meetings

Subject to the provisions of Article 24.1, 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.

### 26 Attendance and Participation at General Meetings

26.1 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 31.1, or partly in one way and partly in another.

26.2 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 37.4, 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.

26.3 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.

### 27 Business – Proposals

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 THAT, and subject always to the provisions of the 2006 Act, any proposal to amend the Articles has the approval of Council as set out in Article 89.1).

### 28 Notice of General Meetings

A general meeting shall be called by at least fourteen clear days' notice but 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.

### 29 Contents of Notice of General Meetings

29.1 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 resolution, specify the intention to propose the resolution as a special resolution, as the case may be.

29.2 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 31.3.

29.3 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 such Shareholder, and that a proxy need not also be a Shareholder.

### 30 Omission to give Notice and Non-receipt of Notice

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 8.1 entitled to the share and on whose behalf the Nominee has been appointed as Nominee under Article 9.

### 31 Electronic Meetings

- 31.1 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 chair 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:
- 31.1.1 participate in the business for which the meeting has been convened;
  - 31.1.2 hear all persons who speak at the meeting; and
  - 31.1.3 be heard by all other persons present at the meeting.
- 31.2 If it appears to the chair of the meeting that the electronic platform(s) has become inadequate for the purposes referred to in Article 31.1, then the chair 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 Article 35 shall apply to that adjournment.
- 31.3 If a general meeting is held by means of an electronic platform(s), the Board may make any arrangement and impose any requirement or restriction as is:
- 31.3.1 necessary to ensure the identification of those taking part and the security of any electronic communication; and
  - 31.3.2 proportionate to those objectives.
- In this respect, the Board may authorise any voting application, system or facility as they see fit.

## PART 4: PROCEEDINGS AT GENERAL MEETINGS

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### 32 Quorum at General Meetings

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 chair 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.

### 33 Procedure if Quorum Not Present

- 33.1 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 chair of the meeting may determine.
- 33.2 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.

### 34 Chair of General Meeting

- 34.1 The Chair or in absence of such person, an Independent Non-Executive Director (or in the absence of an Independent Non-executive Director any other Director) nominated by the Board shall preside as chair at a general meeting.

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- 34.2 If at any meeting neither the Chair nor an Independent Non-Executive Director 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 chair of the meeting.

### 35 Adjournments

- 35.1 The chair 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.
- 35.2 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 specifying a time, date, place and/or electronic platform(s) or to another time, date, place and/or electronic platform(s) where it is apparent that:
- 35.2.1 the Shareholders wishing to attend cannot be conveniently accommodated in the place and/or electronic platform(s) appointed for the meeting;
- 35.2.2 the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
- 35.2.3 an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.

### 36 Amendment to Resolutions

If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chair of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than an amendment to correct a patent error) may in any event be considered or voted upon.

### 37 Method of Voting

- 37.1 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 they are 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 they are the holder.
- 37.2 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing passed or done.
- 37.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote the chair may have.
- 37.4 Upon any resolution to be considered at a general meeting to amend any of the Articles listed in Articles 22.1 and/or 23.1 of these Articles or for the removal of, or waiver or ratification of any breach of, any of those Articles:
- 37.4.1 whether on a show of hands or on a poll, when the votes cast on that resolution have been counted, the chair of the meeting, before any declaration of the result of that vote, shall immediately inform the Professional Game Special Shareholder and the National Game Special Shareholder (if present at the meeting):

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- (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) in respect of the Articles listed in Article 23.1, of the number of votes cast in favour by the National Game Shareholders whether in person or by proxy;
- 37.4.2 the chair 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
- 37.4.3 the votes, if any, cast by the Professional Game Special Shareholder and/or the National Game Special Shareholder shall be counted and taken into account by the chair of the meeting in deciding whether the resolution has been passed.

### 38 Types of Resolution

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

### 39 Poll Voting

- 39.1 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.
- 39.2 Subject to Article 39.1, 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:
- 39.2.1 the chair of the meeting;
  - 39.2.2 not less than five Shareholders present personally or by proxy having the right to vote at the meeting; or
  - 39.2.3 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.
- 39.3 Unless a poll is duly demanded (i) a declaration by the chair of the meeting of the result of a vote; and (ii) an entry to that effect made in the minutes of the proceedings of the meeting, shall be conclusive evidence of the result of such vote in absence of proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 39.4 Before the relevant poll is taken, the demand for a poll may be withdrawn with the consent of the chair of the meeting at the meeting or prior to the taking of the poll. A withdrawn demand shall not invalidate the result of any show of hands declared before any demand was made.
- 39.5 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately on demand for such poll. A poll demanded on any other matter shall be taken in a manner determined by the chair of the meeting either immediately or at such time after the date of the meeting as may be determined by the chair of the meeting, and the result of such poll shall be deemed to be the resolution of the Company in general meeting.
- 39.6 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.
- 39.7 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.

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- 39.8 On a poll, votes may be given in person or by proxy. Shareholders entitled to more than one vote need not, if voting, use all their votes or cast all the votes used in the same way.

### 40 Objections or Errors in Voting

- 40.1 If:

- 40.1.1 any objection is made to the right of any person to vote is made;
- 40.1.2 any votes have been counted which ought not to have been counted or which might have been rejected; or
- 40.1.3 any votes are not counted which ought to have been counted,
- the objection or error must be raised or pointed out at the meeting (or the adjourned meeting) or the poll at which the vote objected to is cast or at which the error occurs. Any objection or error must be raised with or pointed out to the chair of the meeting. The chair's decision is final. If a vote is allowed at a meeting or poll, it is valid for all purposes and if a vote is not counted at a meeting or poll, this will not affect the decision of the meeting or poll.

- 40.2 The Company will not be obliged to check whether a proxy or corporate representative has voted in accordance with a Shareholder's instructions and if a proxy or corporate representative fails to do so, this will not affect the decision of the meeting (or adjourned meeting) or poll.

### 41 Appointment of Proxies

- 41.1 A Shareholder may appoint another person as proxy to exercise all or any of their rights to attend and to speak and to vote (both on a show of hands and on a poll) on a resolution or amendment of a resolution, or on other business arising, at a meeting or meetings of the Company. Unless the contrary is stated in it, the appointment of a proxy shall be deemed to confer authority to exercise all such rights as the proxy thinks fit, including voting on a resolution 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.
- 41.2 The instrument appointing a proxy shall be executed by or on behalf of the appointer and shall be in writing in any usual form (or in another form approved by the Board) executed under the hand of the appointer or a duly constituted attorney or, if the appointer is a corporation, under its seal or executed by a duly authorised officer or attorney or other person authorised to execute.
- 41.3 Subject to the 2006 Act, the appointment of a proxy may be accepted by the Board if received by electronic means on such terms and subject to such conditions as the Board considers fit. The appointment of a proxy received by electronic means shall not be subject to the requirements of Article 41.2.
- 41.4 For the purposes of Articles 41.2 and 41.3, the Board may require such reasonable evidence it considers necessary to determine:
- 41.4.1 the identity of the member and the proxy; and
- 41.4.2 where the proxy is appointed by a person acting on behalf of the Shareholder, the authority of that person to make the appointment.
- 41.5 A proxy need not be a Shareholder.

### 42 Receipt of Proxies

- 42.1 An instrument appointing a proxy and any reasonable evidence required by the Board in accordance with Article 41.4 shall:

42.1.1 subject to Articles 42.1.3 and 42.1.4, in the case of an instrument of proxy in hard copy form, delivered to the registered office, or another place in the United Kingdom specified in the notice convening the meeting or in the form of appointment of proxy or other accompanying document sent by the Company in relation to the meeting (a **"proxy notification address"**) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;

42.1.2 subject to Articles 42.1.3 and 42.1.4, in the case of an appointment of a proxy sent by electronic means, where the Company has given an electronic address (a **"proxy notification electronic address"**):

- (a) in the notice calling the meeting;
- (b) in an instrument of proxy sent out by the Company in relation to the meeting;
- (c) in an invitation to appoint a proxy issued by the Company in relation to the meeting; or
- (d) on a website maintained by or on behalf of the Company on which any information relating to the meeting is required by the 2006 Act to be kept,

it shall be received at such proxy notification electronic address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;

42.1.3 in the case of a poll taken more than 48 hours after it is demanded, delivered or received at a proxy notification address or a proxy notification electronic address and not less than 24 hours before the time appointed for the holding of the adjourned meeting or the taking of the poll; or

42.1.4 in the case of a poll which is not taken at the meeting at which it is demanded but is taken 48 hours or less after it is demanded, or in the case of an adjourned meeting to be held 48 hours or less after the time fixed for holding the original meeting, received:

- (a) at a proxy notification address or a proxy notification electronic address in accordance with Articles 42.1.1 or 42.1.2;
- (b) by the chair of the meeting or the secretary or any director at the meeting at which the poll is demanded or, as the case may be, at the original meeting; or
- (c) at a proxy notification address or a proxy notification electronic address by such time as the chair of the meeting may direct at the meeting at which the poll is demanded.

In calculating the periods in this Article, no account shall be taken of any part of a day that is not a working day.

42.2 The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under Article 41.4 has not been received in accordance with the requirements of this Article.

42.3 Subject to Article 42.2, if the proxy appointment and any of the information required under Article 41.4 is not received in the manner set out in Article 42.1, the appointee shall not be entitled to vote in respect of the shares in question.

### 43 Maximum Validity of Proxy

43.1 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.

43.2 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.

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### 44 Nominee Proxies

- 44.1 In addition to the 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 a proxy for that meeting and executed and delivered an instrument in a form approved by the Board appointing such person in accordance with Article 42:
- 44.1.1 in respect of Nominees appointed by a Full Member Club, the Divisional Representative of the Division into which it is grouped; and
- 44.1.2 in respect of Nominees appointed by a County Association, the representative of that County Association appointed pursuant to Article 78.7 (if any).
- 44.2 If another instrument of proxy is delivered in respect of the same share(s), any deemed appointment of a proxy by a Nominee under Article 44.1 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.

### 45 Corporate Representatives

- 45.1 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 the appointment as the Board may request:
- 45.1.1 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
- 45.1.2 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 78.7 (if any).

### 46 Revocation of Proxy or Authority as Corporate Representative

- 46.1 A vote given or poll demanded by a proxy or a corporate representative of a Shareholder shall be valid in the event of the death or mental disorder of the principal or the revocation of the instrument of proxy or corporate representative authority, or of the authority under which the instrument of proxy or corporate representative authority was executed, or the transfer of the share for which the instrument of proxy or corporate representative authority is given, unless notice in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at the registered office, or at such other place as has been appointed for the deposit of instruments of proxy, no later than the last time at which an appointment of a proxy should have been received in order for it to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll taken.
- 46.2 A Shareholder may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to different shares held by the member. 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.

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### 47 Written Resolutions

- 47.1 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.
- 47.2 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.
- 47.3 Upon any proposed written resolution to amend all or any of the Articles listed in Articles 22.1 or 23.1 of these Articles or for the removal of, or waiver or ratification of any breach of, any of those Articles:
- 47.3.1 on the date which is the earlier of:
- (a) twenty days after the circulation date of the written resolution; and
  - (b) 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 or the National Game Special Shareholder, as applicable:
- (c) of the number of abstentions on, and of the number of votes cast in favour of, and of those cast against, the resolution; and
  - (d) in respect of an article listed in Article 23.1, of the number of votes cast in favour by the National Game Shareholders;
- 47.3.2 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
- 47.3.3 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.

## PART 5: DIRECTORS

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### 48 Number of Directors

The number of Directors shall be no more than ten as provided for in Article 49.1

### 49 Board Composition

- 49.1 The following shall be Directors of the Company:
- 49.1.1 the Chair;
  - 49.1.2 up to two National Game Representatives as elected pursuant to Article 54;
  - 49.1.3 up to two Professional Game Representatives as appointed pursuant to Article 55;
  - 49.1.4 the Chief Executive Officer;
  - 49.1.5 up to three Independent Non-Executive Directors; and
  - 49.1.6 the Audit Committee Chair.

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### 50 Chair

- 50.1 The Chair shall be nominated by the Nominations Committee, and appointed by the Board.
- 50.2 At the first annual general meeting of the Company after the Chair's appointment by the Board, the Chair shall retire from office (effective at the conclusion of the meeting or, if earlier, when a resolution is passed to appoint another person in their place). The Chair may offer himself or herself for re-appointment by ordinary resolution of the Shareholders and if so re-appointed will be treated as continuing in office without a break.
- 50.3 Subject to Article 63 and as provided in this Article 50, the term of office of the Chair, shall be three years. No person may be the Chair, for more than three terms.
- 50.4 At the end of a Chair's first term and second term (if any), the Chair shall retire and, subject to the Board approval, shall be eligible for reappointment without further nomination if they offer themselves for re-appointment six months or more before the date on which they are due to retire. Other candidates may be nominated by the Nominations Committee to the Board in advance of the meeting at which the reappointment is to take place. At the first annual general meeting of the Company after a Chair's re-appointment by the Board, the Chair shall retire from office (effective at the conclusion of the meeting or, if earlier, when a resolution is passed to appoint another person in their place). The Chair may offer himself or herself for re-appointment by ordinary resolution of the Shareholders and if so re-appointed will be treated as continuing in office without a break.
- 50.5 The Board shall have the power to remove the Chair from office at any time by unanimous decision of all the other Directors present at a meeting of the Board or by unanimous written notice from all the other Directors.
- 50.6 In the event that 66% or more of those present and voting at a validly held meeting of Council vote in favour of a resolution of no confidence in the Chair at any time, the Board shall be required to call a general meeting of the Shareholders to propose an ordinary resolution to remove the Chair from office.
- 50.7 If the Board is required to call a general meeting in accordance with Article 50.6, the Board must call such a meeting:
- 50.7.1 within 21 days from the date on which it becomes subject to the requirement; and
  - 50.7.2 to be held on a date not more than 28 days after the date of the notice convening the meeting.
- 50.8 Any vacancy arising upon the death, retirement due to age, removal or any other such vacation from office of the Chair under these Articles (save for where a Chair is retiring at the end of their first or second term) shall be filled: in accordance with Articles 50.1 to 50.3 and Article 53
- 50.9 Prior to the appointment of a new Chair in accordance with Article 50.8, an Independent Non-Executive Director shall be appointed by the Board to act as an Interim Chair to fulfil the duties of the Chair on an interim basis
- 50.10 In the event that the Board determines that a vacancy of the Chair has arisen whereby the incumbent Chair is expected to resume their position, an Independent Non-Executive Director appointed by the Board, shall act as Chair of The Association to fulfil the duties of the Chair until the incumbent Chair returns, provided that such position shall only be held at a maximum of one meeting of the Board, at which point, if the incumbent Chair is still absent, the provisions of Article 50.9 shall apply and an Interim Chair shall be appointed
- 50.11 For the avoidance of doubt, any Interim Chair or acting Chair of The Association shall only hold such a position until the new Chair is appointed or the incumbent Chair returns or until the Incumbent Chair or acting Chair is removed or resigns as a Director or if the Board resolves to appoint another Interim Chair or acting Chair, whichever is the earlier.

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- 50.12 During their term of office, the Chair shall:
- 50.12.1 chair meetings of the Board pursuant to these Articles;
  - 50.12.2 chair meeting of Council and general meetings of The Association pursuant to these Articles and the Standing Orders, as appropriate; and
  - 50.12.3 carry out such other representative, ceremonial and ambassadorial roles as the Board shall determine from time to time.

### 51 Independent Non-Executive Directors

- 51.1 The Independent Non-Executive Directors shall be nominated by the Nominations Committee and appointed by the Board.
- 51.2 At the first annual general meeting of the Company after an Independent Non-Executive Director's appointment by the Board, such Independent Non-Executive Director shall retire from office (effective at the conclusion of the meeting or, if earlier, when a resolution is passed to appoint another person in their place). The Independent Non-Executive Director may offer himself or herself for re-appointment by ordinary resolution of the Shareholders and if so re-appointed will be treated as continuing in office without a break.
- 51.3 Subject to Article 63 and as provided in this Article 51, the term of office of the Independent Non-Executive Directors shall be three years. No person may be an Independent Non-Executive Director for more than three terms.
- 51.4 At the end of an Independent Non-Executive Director's first term and second term (if any), the Independent Non-Executive Director shall retire and, subject to Board approval, shall be eligible for reappointment without further nomination if they offer themselves for re-appointment six months or more before the date on which they are due to retire. Other candidates may be nominated by the Nominations Committee to the Board in advance of the meeting at which the appointment is to take place. At the first annual general meeting of the Company after an Independent Non-Executive Director's re-appointment by the Board, an Independent Non-Executive Director shall retire from office (effective at the conclusion of the meeting or, if earlier, when a resolution is passed to appoint another person in their place). The Independent Non-Executive Director may offer himself or herself for re-appointment by ordinary resolution of the Shareholders and if so re-appointed will be treated as continuing in office without a break.
- 51.5 The Board shall have the power to remove an Independent Non-Executive Director from office at any time by unanimous decision of all the other Directors present at a meeting of the Board or by unanimous written notice from all the other Directors.
- 51.6 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 their first or second term) shall be filled pursuant to Articles 51.1 to 51.3 and Article 53.

### 52 Audit Committee Chair

- 52.1 The Audit Committee Chair shall be nominated by the Nominations Committee and appointed by the Board. The Audit Committee Chair shall automatically be appointed by the Board as chair of the Audit Committee.
- 52.2 At the first annual general meeting of the Company after the Audit Committee Chair's appointment by the Board, he or she shall retire from office (effective at the conclusion of the meeting or, if earlier, when a resolution is passed to appoint another person in their place). The Audit Committee Chair may offer himself or herself for re-appointment by ordinary resolution of the Shareholders and if so re-appointed will be treated as continuing in office without a break.

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- 52.3 Subject to Article 63 and as provided in this Article 52, the term of office of the Audit Committee Chair shall be three years. No person may be the Audit Committee Chair for more than three terms.
- 52.4 At the end of the Audit Committee Chair's first term and second term (if any), the Audit Committee Chair shall retire and, subject to Board approval, shall be eligible for reappointment without further nomination if they offer themselves for re-appointment six months or more before the date on which they are due to retire. Other candidates may be nominated by the Nominations Committee to the Board in advance of the meeting at which the appointment is to take place. At the first annual general meeting of the Company after the Audit Committee Chair's re-appointment by the Board, he or she shall retire from office (effective at the conclusion of the meeting or, if earlier, when a resolution is passed to appoint another person in their place). The Audit Committee Chair may offer himself or herself for re-appointment by ordinary resolution of the Shareholders and if so re-appointed will be treated as continuing in office without a break.
- 52.5 The Board shall have the power to remove the Audit Committee Chair from office at any time by unanimous decision of all the other Directors present at a meeting of the Board or by unanimous written notice from all the other Directors.
- 52.6 Any vacancy arising upon death, retirement due to age, removal or any other such vacation from the Board of the Audit Committee Chair under the Articles (save for where the Audit Committee Chair is retiring at the end of their first or second term) shall be filled pursuant to Articles 52.1 to 52.3 and Article 53.

### 53 **Chair, Independent Non-Executive Directors and Audit Committee Chair: Eligibility**

- 53.1 Each person appointed as the Chair, an Independent Non-Executive Director or the Audit Committee Chair following the date of the adoption of these Articles shall be independent at the time of their initial appointment except in respect of any person who held office as an Independent Non-Executive Director.
- 53.2 Each of the Chair, the Independent Non-Executive Directors and the Audit Committee Chair shall be Independent for the period during which they hold office except in respect of:
- 53.2.1 any position or role held in their capacity as the Chair, an Independent Non-Executive Director; or
- 53.2.2 the appointment to a position or role with FIFA or UEFA as approved by the Board in advance.
- 53.3 The Board shall give direction to the Nominations Committee on the skills and profile of the Chair or the Independent Non-Executive Directors or the Audit Committee Chair from time to time.
- 53.4 Any dispute about whether or not a person complies with the eligibility criteria set out in this Article 53 will be resolved by the Board, whose decision on the matter shall be final.

### 54 **Appointees of National Game Representatives**

- 54.1 Subject to Article 63, the following provisions will apply in respect of the election of National Game Representatives to the Board:
- 54.1.1 up to two National Game Representatives shall be elected to the Board by the National Game Representatives;
- 54.1.2 a National Game Representative shall serve on the Board for a maximum period of three years from the date of their election, at the expiry of which they shall retire, upon which they may, subject to Article 54.1.3, stand for re-election if eligible for further terms of three years each; and
- 54.1.3 no National Game Representative may serve on the Board for more than three terms.
- 54.2 Save for where a National Game Representative is to retire at the end of their term pursuant to Article 54.1 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

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Representatives.

- 54.3 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.
- 54.4 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 and made available to the Board.

### 55 Appointees of Professional Game Representatives

- 55.1 Subject to Article 63, the following provisions will apply in respect of the appointment of Professional Game Representatives to the Board:
- 55.1.1 up to two Professional Game Representatives are to be appointed to the Board in writing, of which one shall be appointed by The Premier League and one shall be appointed by The Football League;
- 55.1.2 the Professional Game Representatives serving on the Board shall retire on each anniversary of their appointment and shall, subject to Article 55.1.3 be eligible for reappointment; and
- 55.1.3 no Professional Game Representative may serve on the Board for more than nine terms.
- 55.2 Save for where a Professional Game Representative is to retire at the end of a term pursuant to Article 55.1 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 Premier League or The Football League (according to who made the appointment in accordance with Article 55.1), by notifying the Board in writing within one month after the date of the vacancy arising.

### 56 Senior Independent Director

The Chair shall nominate one of the Independent Non-Executive Directors or the Audit Committee Chair to act as the Senior Independent Director. The Senior Independent Director shall act as sounding board for the Chair, serve as an intermediary between the other Directors and the Chair 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 Chair 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 Chair.

### 57 Funding Formula

- 57.1 In Article 57, the following definitions shall apply:
- 57.1.1 **"Accounting Year"** means the period from and including 1 January to 31 December in any calendar year;
- 57.1.2 **"Distributable Surplus"** means Income less (1) Expenditure; (2) the Retention; and (3) the Wembley Retention;
- 57.1.3 **"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);
- 57.1.4 **"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;
- 57.1.5 **"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;

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- 57.1.6 **“Initial Surplus”** means the sum of £65,077,000;
- 57.1.7 **“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; and
- 57.1.8 **“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.
- 57.2 Subject to Article 57.3, 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.
- 57.3 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.
- 57.4 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 57 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.

### 58 Powers of the Board

- 58.1 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):
- 58.1.1 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, the Chair, the Independent Non-Executive Directors and the Audit Committee Chair, and determining the terms of service of the Chair (subject to Articles 50.6, 50.7.2, 50.9, 50.10, and 53), the Independent Non-Executive Directors, the Chief Executive Officer and the Audit Committee Chair;
- 58.1.2 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;
- 58.1.3 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;
- 58.1.4 taking advice from the committees of the Board on all relevant matters under their consideration;
- 58.1.5 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;

- 58.1.6 managing all matters relating to:
  - (a) the operation of the Football Regulatory Authority and the Judicial Panel, and where appropriate, appointments to the Judicial Panel;
  - (b) the control and management of the National League System and the leagues beneath the National League System;
  - (c) the criteria for membership of The Association;
  - (d) the status and registration of players;
  - (e) the registration, control and development of refereeing;
  - (f) youth football and the county youth cup competitions; and
  - (g) the privileges of Members of Council and in particular issues of protocol, travel, seating and hospitality at matches;
- 58.1.7 approving and recommending to the Shareholders proposed amendments to the Rules (subject to the provisions of the 2006 Act (as applicable));
- 58.1.8 making or altering such regulations, standing orders, decisions, rulings or other findings, penalties or orders as are deemed necessary to provide for matters arising from or to implement the Rules in so far as any such regulation, standing order, decision, ruling or other finding, penalty or order of any nature is not in conflict with any Rule;
- 58.1.9 making any such regulations or rules of the Board, together with any amendments to those regulations or rules as it sees fit;
- 58.1.10 the sanction of competitions and matches in England and overseas; and
- 58.1.11 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.
- 58.2 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.

### 59 Delegation of Powers of the Board

- 59.1 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.
- 59.2 The following, without limitation, shall be committees of the Board:
  - 59.2.1 the Audit Committee;
  - 59.2.2 the Nominations Committee;
  - 59.2.3 the Remuneration Committee;
  - 59.2.4 the National Game Board, pursuant to Article 61;
  - 59.2.5 the Professional Game Board, pursuant to Article 62;
  - 59.2.6 the Inclusion Advisory Board;
  - 59.2.7 the Women's Football Board;

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- 59.2.8 the Women's Super League and the Women's Championship Board;
- 59.2.9 the Disability Football Committee;
- 59.2.10 the People and Culture Committee;
- 59.2.11 the Referees Committee;
- 59.2.12 the Football Regulatory Authority;
- 59.2.13 the Judicial Panel;
- 59.2.14 the Alliance Leagues Committee but only until midnight on the day before the Summer Meeting in 2024 when this committee will be combined into the National League System Board;
- 59.2.15 the Leagues Committee, until midnight on the day before the Summer Meeting in 2024, when this committee will be combined into the National League System Board; and
- 59.2.16 with effect from the date of the Summer Meeting in 2024, the National League System Board.

### 60 Power of Attorney

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 the agent's powers.

### 61 National Game Board

- 61.1 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:
  - 61.1.1 the National Game Representatives on the Board from time to time;
  - 61.1.2 eleven National Game Representatives who are not the National Game Representatives on the Board (the "Council Committee Members");
  - 61.1.3 two Independent Committee Members; and
  - 61.1.4 any other person appointed in accordance with the terms of reference of the National Game Board from time to time.
- 61.2 The Council Committee Members shall be elected for terms of three years following the same procedure as applies for National Game Representatives on the Board and referenced in Article 54.5 provided that any Council Committee Member elected under the Prior Articles shall be subject to the term of office specified in the Prior Articles until their re-election for a subsequent term under these Articles (whereupon the term of office set out in this Article 58.2 shall apply to any re-elected term). The provisions set out in Articles 54.2 and 54.3 in relation to National Game Representatives shall apply equally to Council Committee Members.
- 61.3 The Independent Committee Members shall be appointed for terms of three years from the date of their appointment on the basis of a procedure to be determined from time to time by the National Game Board. Such procedure shall be published and made available to the Board. The Independent Committee Members shall satisfy any criteria set out in the terms of reference of the National Game Board from time to time, including regarding their independence. No person may be an Independent Committee Member for more than three terms. Any vacancy arising upon death or retirement due to age or removal or any other such vacation from office of an Independent Committee Member under the Articles or the terms of reference of the National Game Board from time to time shall be filled pursuant to this Article 61.3.
- 61.4 Any time served on the National Game Board by an individual by virtue of being a National Game Representative on the Board in accordance with Article 54.1 shall not be counted towards the term of office of any such individual subsequently appointed as a Council Committee Member.

### 62 Professional Game Board

- 62.1 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:
- 62.1.1 four members appointed by The Premier League (each a "FAPL Committee Member"). A FAPL Committee Member may be a person who is:
- (a) a director or an officer of a football club in membership of The Premier League;
  - (b) a Professional Game Representative; or
  - (c) the chair, chief executive officer or other officer of The Premier League,
- PROVIDED ALWAYS THAT at least two FAPL Committee Members are Professional Game Representatives; and
- 62.1.2 four members appointed by The Football League (each a "FL Committee Member"). A FL Committee Member may be a person who is:
- (a) a director or an officer of a football club in membership of The Football League;
  - (b) a Professional Game Representative; or
  - (c) the chair, chief executive officer or other officer of The Football League,
- PROVIDED ALWAYS THAT at least two FL Committee Members are Professional Game Representatives.

### 63 Disqualification and Removal of Directors

- 63.1 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.
- 63.2 The office of a Director shall be vacated if:
- 63.2.1 the person ceases to be a Director by virtue of any provision of the 2006 Act or such person becomes prohibited by law from being a director;
- 63.2.2 the person ceases to hold the position or office by virtue of which such person became eligible to be a Director, including (where applicable) where such person ceases to be a Member of Council;
- 63.2.3 the person is removed by the Shareholders of the Company by ordinary resolution;
- 63.2.4 being the Chair, the person is removed pursuant to Article 50.2, 50.4, 50.5 or 50.6;
- 63.2.5 being an Independent Non-Executive Director, the person is removed pursuant to Article 51.2, 51.4 or 51.5
- 63.2.6 being the Audit Committee Chair, the person is removed pursuant to Article 51.2, 51.4 or 51.5;
- 63.2.7 being a Professional Game Representative on the Board, the person is removed by whichever of The Premier League or The Football League appointed the person in writing to the Board;
- 63.2.8 being a National Game Representative on the Board, the person is removed by the National Game Representatives;
- 63.2.9 being the Chief Executive Officer, the person is removed by unanimous decision of all the other Directors present at a meeting of the Board or by unanimous written notice from all the other Directors, at any time;

## 9 - ARTICLES OF ASSOCIATION

- 63.2.10 the person suffers a Personal Insolvency Event;
  - 63.2.11 the person dies, or a registered medical practitioner who is treating the Director gives a written opinion to the Company stating the person has become physically or mentally incapable of acting as a director and may remain so for more than three months, or is or has been suffering from mental or physical ill health;
  - 63.2.12 the person resigns the office by notice to the Company;
  - 63.2.13 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 paragraph J(1)(f) of the Rules;
  - 60.2.14 the person is absent for more than six consecutive months from Board meetings without the permission of the Board;
  - 63.2.15 the person is subject of a decision of The Association, UEFA or FIFA that such person be suspended permanently 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 The Association, UEFA or FIFA (as appropriate); or
  - 63.2.16 the person is removed by the Board by a majority vote for the reason that the person is subject of a decision of the relevant deciding panel that the person is or has been in breach of the Code of Conduct as shall be in force from time to time.
- 63.3 The Board, at its absolute discretion, may determine that the office of a Director shall be vacated or suspended if a Director is subject of a decision of The Association, UEFA or FIFA that such person be suspended 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 The Association, UEFA or FIFA (as appropriate) (a "**Suspension**"). A suspension under this Article 60.3 shall not exceed the length of the relevant Suspension, and during the suspension period the relevant Director shall not be entitled to receive notice of, attend or vote at any meeting of the Board.

### 64 Remuneration and Expenses of Directors

- 64.1 Each of the Directors may be paid such remuneration or extra remuneration by way of salary, fees, commission or otherwise as the Board may determine, including to take into account any position they hold as chair of a committee of the Board.
- 64.2 The Directors may be paid an attendance allowance in respect of their attendance at meetings of the Board (or any committee 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.

### 65 Directors' Interests

#### *Transactions or arrangements with the Company*

- 65.1 Subject to the provisions of the 2006 Act and any decisions of the Conflicts Committee, and PROVIDED THAT a Director has disclosed to the Board the nature and extent of the interest, such Director, notwithstanding being in office:
  - 65.1.1 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; and
  - 65.1.2 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.

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- 65.2 For the purposes of Article 65.1:
- 65.2.1 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
  - 65.2.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect such Director to have knowledge shall not be treated as an interest of that Director.

### *Conflict of interest requiring authorisation*

- 65.3 The Directors may, subject to the quorum and voting requirements set out in the Articles, authorise any matter which would otherwise involve a Director breaching his duty under the 2006 Act to avoid conflicts of interest ("**Conflict**")

- 65.4 Any Director (including the relevant Director) may propose that the relevant Director be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the Directors shall be effected in the same way that any other matter may be proposed to and decided upon by the Directors under the provisions of the Articles save that:

- 65.4.1 the relevant Director shall not count towards the quorum nor vote on any resolution giving such authority;
- 65.4.2 if the relevant Director is a National Game Representative, the other National Game Representatives shall not count towards the quorum nor vote on any resolution giving such authority; and
- 65.4.3 if the relevant Director is a Professional Game Representative, the other Professional Game Representatives shall not count towards the quorum nor vote on any resolution giving such authority,

with the Directors constituted in accordance with this Article 65.4 from time to time being collectively known as the "**Conflicts Committee**".

- 65.5 The Conflicts Committee shall have full discretion as to how to manage any Conflict or any situation referred to in Article 65.1 (a "**Permitted Situation**"), including imposing such conditions as they see fit and setting parameters around the participation of the relevant Director on the item that is the subject of his or her actual or perceived Conflict or the Permitted Situation. The Conflicts Committee may:

- 65.5.1 exclude the relevant Director from the receipt of documents and information and participation in discussions relating to the item (including requiring them to leave the meeting while the item is being discussed);
- 65.5.2 allow the relevant Director to speak on the item, but not allow the relevant Director to vote; or
- 65.5.3 allow the relevant Director to speak and vote on the item with the interest being recorded in the meeting minutes where that item is discussed.

- 65.6 Where the Conflicts Committee gives authority or imposes conditions in relation to a Conflict or a Permitted Situation:

- 65.6.1 the terms of the authority and any conditions shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded);
- 65.6.2 the Conflicts Committee may revoke or vary such authority or conditions at any time but this will not affect anything done by the relevant Director prior to such revocation or variation in accordance with the terms of such authority or conditions; and
- 65.6.3 the relevant Director will be obliged to conduct himself in accordance with any terms imposed by the Board in relation to the Conflict or Permitted Situation.

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65.7 A Director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the Company or the members for any remuneration, profit or other benefit realised by reason of his having any type of interest in a Conflict authorised under this Article or in any Permitted Situation and no contract shall be liable to be avoided on the grounds of a Director having any such interest 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 being in office, unless such a benefit could not reasonably be regarded as giving rise to a conflict of interest.

### *Directors may vote when interested*

65.8 Subject, where applicable, to disclosure in accordance with the CA 2006 or the Articles and subject to any terms imposed by the Conflicts Committee in relation to any Conflict or Permitted Situation, a Director shall be entitled to vote in respect of any matter in which he is interested directly or indirectly and if he shall do so his vote shall be counted and, whether or not he does, his presence at the meeting shall be taken into account in ascertaining whether a quorum is present.

65.9 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to Conflicts Committee whose ruling is to be final and conclusive.

## **66 Proceedings of Directors**

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

66.2 Without prejudice to Article 69.2, a Director may not appoint an alternate director or anyone to act on their behalf at meeting of the Board.

## **67 Appointment of Chair of Meetings**

The Chair, shall act as the chair of meetings of the Board.

## **68 Quorum**

68.1 Subject to Article 68.2, the quorum for a meeting of the Board shall be five, one of whom must be either the Chair 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 74, for the purposes of ensuring a quorate meeting.

68.2 If all National Game Representatives or all Professional Game Representatives (as applicable) are not eligible to participate in a meeting of the Board in accordance with Article 65, the quorum requirements in Article 68.1 shall be adjusted so that there is no requirement for a National Game Representative or Professional Game Representative (as applicable) to form part of the quorum for the meeting of the Board. The provisions of this Article 68.2 shall not apply in respect of any vote of the Conflicts Committee pursuant to Article 65.

## **69 Voting**

69.1 On any resolution of the Board, each Director shall have one vote save as otherwise set out in these Articles.

69.2 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 and Professional Game Representatives present at a meeting of the Board (or for any part of a meeting), then the chair of the meeting shall determine the mode of voting, always subject to the overriding principle of equality of votes.

69.3 Matters to be decided at a meeting of the Board shall be decided by majority vote. If the number of votes for and against a resolution are equal, the chair of the meeting shall have a second or casting vote in respect of the resolution which resulted in an equal vote.

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### 70 **Validity of Acts**

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.

### 71 **Competence of Meetings**

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

### 72 **Notice of Board Meetings**

72.1 A Director at any time may, and the Secretary on the requisition of a Director at any time shall, summon a meeting of the Board.

72.2 Notice of a meeting of the Board must be given to each Director, but need not be in writing. Any Director can waive the entitlement to notice of any meeting of the Board, including one which has already taken place and any waiver after the meeting has taken place will not affect the validity of the meeting or any business conducted at the meeting.

### 73 **Resolution in Writing**

73.1 A Director at any time may, and the Secretary on the requisition of a Director at any time shall, provide notice to the Chair to propose a directors' resolution in writing.

73.2 Prior to the circulation of the proposed written resolution, the Chair shall determine if the proposed resolution in writing is to be decided:

73.2.1 by the execution or approval in writing by a majority of the Directors who are at the relevant time entitled to receive notice of a meeting of the Board and who would be entitled to vote on the proposed resolution at a meeting of the Board (if that number is sufficient to constitute a quorum); or

73.2.2 if either a National Game Representative on the Board or a Professional Game Representative on the Board is not entitled to vote on the proposed resolution at a meeting of the Board, by the execution or approval in writing by Directors who hold a majority of votes (and the Chair at their sole discretion may determine the allocation of votes having taken into account the equality of votes principle set out in Article 69) held by the Directors who are at the relevant time entitled to receive notice of a meeting of the Board and who would be entitled to vote on the proposed resolution at a meeting of the Board (if that number is sufficient to constitute a quorum).

73.3 Following the Chair determining the voting mechanism in accordance with Article 73.2, the proposed resolution in writing must be circulated to each Director.

73.4 A resolution in writing executed or approved in writing in accordance with the voting mechanism determined under Article 73.2 shall be as valid and effectual as a resolution passed at a meeting of the Board properly called and constituted.

73.5 The resolution in writing may be contained in one document or communication in any electronic form or in several documents or communications in any electronic form (in like form) each executed by one or more of the Directors.

73.6 For the purpose of this Article 73, the signature or approval of a Director may be given in hard copy or electronic form.

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### 74 Participation in Meetings

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 chair of the meeting then is.

### 75 Secretary

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.

### 76 Ex Officio Observer

76.1 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), such person shall be entitled to attend Board meetings as an observer. In this observer capacity, the person 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 such person 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 themselves out as a Director in any way. This Article 76 shall not apply in respect of any person appointed as the Chair, the Audit Committee Chair or as an Independent Non-Executive Director.

76.2 Subject to such person entering into any confidentiality undertakings as the Board considers appropriate, for the period from midnight the day before the Summer Meeting in 2023 to midnight the day before the Summer Meeting in 2024, the Professional Game Representative and the National Game Representative who retired as Directors at midnight the day before the Summer Meeting in 2023 pursuant to Prior Articles shall be entitled to attend Board meetings as an observer. In this observer capacity, the person 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 such person 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 themselves out as a Director in any way.

### 77 Minutes

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.

### **PART 6: COUNCIL**

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#### **78 Constitution and Membership of Council**

- 78.1** There shall be a body known as “The Council of The Football Association” which shall be constituted according to this Article.
- 78.2** The following shall be Members of Council:
- 78.2.1** the Chair;
  - 78.2.2** until midnight on the day before the Summer Meeting in 2027 six Vice-Presidents as elected by Council (who may also be Representative Council Members or Board Observer Council Members);
  - 78.2.3** the representatives of The Premier League as appointed pursuant to these Articles;
  - 78.2.4** the representatives of The Football League as appointed pursuant to these Articles;
  - 78.2.5** the representatives of the County Associations as appointed pursuant to these Articles;
  - 78.2.6** the representatives of the Other Football Associations as appointed pursuant to these Articles;
  - 78.2.7** the representatives of the Affiliated Organisations as appointed pursuant to these Articles;
  - 78.2.8** the Supporters’ Representatives as appointed pursuant to these Articles;
  - 78.2.9** the representatives of the Divisions as appointed pursuant to these Articles;
  - 78.2.10** the Chief Executive Officer;
  - 78.2.11** until midnight on the day before the Summer Meeting in 2024, the Inclusion Representatives as appointed pursuant to these Articles;
  - 78.2.12** the Disability Football Representatives as appointed pursuant to these Articles;
  - 78.2.13** the representative of British Universities & Colleges Sport as appointed pursuant to these Articles;
  - 78.2.14** the representative of the Association of Colleges as appointed pursuant to these Articles;
  - 78.2.15** the representative of the FA Youth Council as appointed pursuant to these Articles;
  - 78.2.16** until midnight on the day before the Summer Meeting in 2024 the BAME Football Communities Representatives as appointed pursuant to these Articles;
  - 78.2.17** the Steps 5 and 6 Representatives as appointed pursuant to these Articles;
  - 78.2.18** the Futsal Representatives as appointed pursuant to these Articles;
  - 78.2.19** the representatives of The FA Women’s Super League and The FA Women’s Championship as appointed pursuant to these Articles;
  - 78.2.20** the Women’s National Leagues Representative as appointed pursuant to these Articles;
  - 78.2.21** the Women’s Regional and County Leagues Representatives as appointed pursuant to these Articles;
  - 78.2.22** until midnight on the day before the Summer Meeting in 2024 the National Game Women’s Representative as appointed pursuant to these Articles;
  - 78.2.23** until midnight on the day before the Summer Meeting in 2024 the National Game Football Communities Representatives as appointed pursuant to these Articles;
  - 78.2.24** with effect from the Summer Meeting in 2024, the Football Community Representatives as appointed pursuant to these Articles;

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- 78.2.25 the representatives of Professional Game Match Officials Limited as appointed pursuant to these Articles;
- 78.2.26 the Disability Football Match Officials Representative as appointed pursuant to these Articles;
- 78.2.27 the General Referees Representative as appointed pursuant to these Articles;
- 78.2.28 the Life Vice-President; and
- 78.2.29 any Director who has vacated the office as the Representative Council Member from their respective organisation(s) in accordance with Article 80.2.
- 78.3** Until midnight on the day before the Summer Meeting in 2024, The Premier League and The Football League shall each be entitled to appoint up to seven representatives to Council. With effect from the Summer Meeting in 2024, the Premier League and The Football League shall each be entitled to appoint up to eight representatives to Council a representative of The Premier League or The Football League shall be a person who is a Club Official of a football club in membership of The Premier League or The Football League respectively or the chair, chief executive officer or other officer of either of those respective companies.
- 78.4** Until midnight on the day before the Summer Meeting in 2024, The Premier League and The Football League shall be entitled to appoint jointly two representatives to Council. The criteria in Article 78.3 need not apply to the jointly appointed representatives who may be any person chosen by The Premier League and The Football League.
- 78.5** 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 chair, chief executive officer or other officer of The Football Conference.
- 78.6** 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 chair, chief executive officer or other officer of any of those respective companies.
- 78.7** 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 78.7.
- 78.8** Each of 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, shall be entitled to appoint one representative to Council. Each of The University of Oxford Football Association and The University of Cambridge Football Association shall be entitled to maintain their representative on Council who was appointed as a Member of Council prior to the date of adoption of these Articles until the end of such representative's term of office and without any power to reappoint or replace such representative.
- 78.9** Each of The League Managers' Association, The Professional Footballers' Association and The Referees' Association shall be entitled to appoint one representative to Council.
- 78.10** The Women's Football Conference shall be entitled to appoint up to two representatives to Council.
- 78.11** 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.

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- 78.12 The Disability Football Committee shall be entitled to appoint up to two individuals to Council as the Disability Football Representatives.
- 78.13 The Inclusion Representatives shall be the individuals (up to two in number) as appointed to Council by the Inclusion Advisory Board at any time up to midnight on the day before the Summer Meeting in 2024.
- 78.14 The Divisions shall each be entitled to appoint one Divisional Representative to Council in accordance with the Standing Orders.
- 78.15 British Universities & Colleges Sport shall be entitled to appoint one representative to Council.
- 78.16 The Association of Colleges shall be entitled to appoint one representative to Council.
- 78.17 The FA Youth Council shall be entitled to appoint one representative to Council.
- 78.18 Until midnight on the day before the Summer Meeting in 2024 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 minority ethnic football communities.
- 78.19 The National League System Steps 5 and 6 shall together be entitled to appoint two Steps 5 and 6 Representatives to Council in accordance with the Standing Orders.
- 78.20 The Futsal Committee shall be entitled to appoint two Futsal Representatives to Council.
- 78.21 The Women's Super League and The Women's Championship Board shall be entitled to appoint one representative of The FA Women's Super League and one representative of The FA Women's Championship to Council.
- 78.22 The Women's National Leagues (Tiers 3 and 4) shall be entitled to appoint one Women's National Leagues Representative to Council in accordance with the Standing Orders.
- 78.23 The Women's Regional and County Leagues (Tiers 5-7) shall be entitled to appoint up to three Women's Regional and County Leagues Representatives to Council in accordance with the Standing Orders.
- 78.24 Until midnight on the day before the Summer Meeting in 2024 the National Game Representatives on the Board from time to time shall be entitled to appoint one National Game Women's Representative to Council.
- 78.25 Until midnight on the day before the Summer Meeting in 2024 the National Game Board shall be entitled to appoint up to seven National Game Football Communities Representatives to Council.
- 78.26 With effect from the Summer Meeting in 2024, the People and Culture Committee shall be entitled to appoint up to twelve Football Community Representatives to Council.
- 78.27 Professional Game Match Officials Limited shall be entitled to appoint up to two representatives to Council, one of whom shall be a representative from the men's game and one of whom shall be a representative from the women's game.
- 78.28 The Disability Football Committee shall be entitled to appoint one individual to Council as the Disability Football Match Officials Representative and such individual shall be a person who is a match official within the disability game.
- 78.29 The Referees Committee shall be entitled to appoint one individual to Council as the General Referees Representative.
- 78.30 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.

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### 79 Representative Council Members

- 79.1 Council may from time to time establish eligibility criteria for the appointment of any Representative Council Member.
- 79.2 If any Representative Council Member is elected as a Vice-President subsequent to their appointment as a Representative Council Member, they shall continue in their capacity as Vice-President until their removal as a Representative Council Member from their respective organisation or, in the case of a Board Observer Council Member, until their 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 78.2.2.

### 80 Term-Limited Council Members

- 80.1 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 their appointment or the date of their 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:
- 80.1.1 where appointed at a Summer Meeting, the date of such Summer Meeting; or
  - 80.1.2 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.
- 80.2 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 80.1 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 a term limit under this Article 80.2 is reached shall be entitled to continue to be a Member of the Council for so long as such person remains a Director and shall cease to be a Term-Limited Council Member for the purposes of these Articles, provided that:
- 77.2.1 they shall vacate their office as the Representative Council Member from their respective organisation;
  - 77.2.2 their appointing organisation(s) have the power to appoint a new representative as a replacement Representative Council Member at the next Summer Meeting following their vacation of office; and
  - 77.2.3 they shall immediately vacate their office as a Council Member upon ceasing to be a Director.

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### 81 Powers of Council

- 81.1** Notwithstanding the power of the Board to manage The Association as reserved in Article 55, Council shall have the following powers:
- 81.1.1 to manage all matters relating to any elections or appointments (as required) in respect of positions on Council;
  - 81.1.2 to approve changes to the composition of Council (subject to the approval of the Board and the provisions of the 2006 Act);
  - 81.1.3 to approve and recommend to the Shareholders proposed amendments to the Articles (subject to the approval of the Board and the provisions of the 2006 Act (as applicable));
  - 81.1.4 to debate any current and significant issues relating to football;
  - 81.1.5 to amend and/or make Standing Orders regulating the conduct of the business of Council (subject to the approval of the Board); and
  - 81.1.6 to debate and consider those documents referred to in Article 84.1;
- 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.
- 81.2** Council shall have the power to delegate matters within its jurisdiction only to such committees, groups and panels as the Council shall establish from time to time.

### PART 7: ADMINISTRATIVE ARRANGEMENTS

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#### 82 Seal

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.

#### 83 Indemnity

83.1 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 the Director shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by such Director 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.

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

83.2.1 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 them in the actual or purported execution and/or discharge of their duties and/or the actual or purported exercise of their powers and/or otherwise in relation to or in connection with their 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;

83.2.2 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 83.2.1; and

83.2.3 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.

#### 84 Accounts

84.1 Not later than the end of the period for filing accounts and reports with 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, supplied or made available 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 in a form determined by these Articles and the 2006 Act. 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.

84.2 The requirements of Article 84.1 shall be deemed satisfied in relation to any Shareholder by sending to such Shareholder, where permitted by the 2006 Act, 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.

84.3 The Board shall procure that each of those documents referred to in Articles 84.1 and 84.2 above shall at the same time as they are sent, supplied or made available to Shareholders be sent, supplied or made available to the members of Council and where possible laid before a meeting of Council.

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### 85 Audit

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 Board or otherwise in accordance with the provisions of the 2006 Act.

### 86 Notices

**86.1** 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.

**86.2** 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:

**86.2.1** personally;

**86.2.2** 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 8.1 on whose behalf a share is held;

**86.2.3** by leaving it at an address referred to above;

**86.2.4** by sending or supplying it in electronic form to an address notified by the Shareholder to the Company for that purpose;

**86.2.5** by making it available on a website and notifying the Shareholder of its availability in accordance with this Article; or

**86.2.6** 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 8.1 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.

**86.3** 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.

**86.4** Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before such person's name is entered in the register, has been duly given to a person from whom the title is derived.

**86.5** 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 8.1 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.

**86.6** 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 8.1 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.

## 9 - ARTICLES OF ASSOCIATION

- 86.7** 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.
- 86.8** Any notice, document or other information served, sent or supplied by the Company by any other means authorised in writing by a Shareholder or a body referred to in Article 8.1 on whose behalf a share is held shall be deemed to have been received when the Company has carried out the action it has been authorised to take for that purpose.
- 86.9** 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.

### **87 Winding Up**

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 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.

### **88 Rules**

- 88.1** 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 88.4.
- 88.2** The Rules shall be as determined by the Shareholders from time to time. Proposals to amend the Rules may only be made by:
- 86.2.1** 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
  - 86.2.2** the Board.
- 88.3** Proposals to amend the Rules under Article 88.2 may only be made if:
- 86.3.1** such amendment complies with the Law and is not inconsistent with the Articles; and
  - 86.3.2** 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 Articles.

## 9 - ARTICLES OF ASSOCIATION

- 88.4 The Rules may provide that regulations, standing orders, decisions, rulings or other findings, penalties or orders may be made by the Board or any committee thereof in order to carry out the intent or purpose of a Rule.
- 88.5 A resolution to amend the Rules shall be by way of ordinary resolution which shall be passed:
- 88.5.1 if such resolution is proposed at a general meeting, by a majority of not less than 75% of those Shareholders present in person or by proxy and entitled to vote; or
- 88.5.2 if such resolution is proposed as a written resolution, by Shareholders representing not less than 75% of the total voting rights of Shareholders eligible to vote on a written resolution.

### 89 Articles of Association

- 89.1 A proposal 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).
- 89.2 Proposals to amend the Articles under Article 89 may only be made if:
- 89.2.1 such amendment complies with the Law; and
- 89.2.2 the Articles incorporating such amendment would not breach the Law.

### 90 The Objects

- 90.1 The objects for which The Association is established shall include:-
- 90.1.1 to promote the game of association football, futsal and beach soccer in every way that The Association shall think proper;
- 90.1.2 to govern the game of association football, futsal and beach soccer with integrity and in doing so will seek to:
- (a) enforce rules and regulations of The Association and the applicable 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 applicable Laws of the Game, or other improper methods of practices in such game, and for protecting it from abuses; and
- (b) 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;
- 90.1.3 to support the technical development of England international representative teams as well as professional and grassroots football generally; and
- 90.1.4 to do all such other things as may be considered by The Association to further the interests of The Association.

### 91 Liability of Members

The liability of the members is limited.