

THE COMPANIES ACT 1985

ARTICLES OF ASSOCIATION OF CAMBRIDGESHIRE FOOTBALL ASSOCIATION LIMITED

as at August 2009

Interpretation

1. The regulations contained in Table C of the Act shall not apply to the Association but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.
2. In these Articles:
 - “the Act” means the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by any statutory modification or re-enactment thereof for the time being in force;
 - “Acting Vice-Presidents” means the persons appointed from time to time to be the acting vice-presidents of the Association in accordance with Article 53;
 - “Affiliated League” means a league of Affiliated Clubs which the Council has accepted may affiliate to the Association;
 - “Articles” means these Articles of Association;
 - “Association” means the Cambridgeshire Football Association Limited;
 - “Cambridgeshire Referees’ Association” means the representative body for the referees within the County;
 - “Chairman” means the chairman of the Association appointed in accordance with Article 72;
 - “Chief Executive” means the person appointed from time to time to be the Chief Executive for the Association in accordance with Article 73;
 - “clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - “Competitions” means a competition of Affiliated Clubs which the Council has accepted may affiliate to the Association;
 - “Competitions’ Secretary” means the person appointed from time to time to be the Competitions’ Secretary of the Association in accordance with Article 73;
 - “the Council” means the Council of the Association as constituted under these Articles and any Rules made pursuant thereto;

“Council Members”	means the persons appointed or elected from time to time to be members of the Council in accordance with these Articles;
“County”	means the area described in Clause 3(3) of the Memorandum of Association;
“County Development Manager”	means the person appointed from time to time to be the County Development Manager for the Association appointed in accordance with Article 73;
“Deputy Chief Executive”	means the person appointed from time to time to be the Deputy Chief Executive for the Association appointed in accordance with Article 73;
“Directors or the Board”	means the Directors of the Association for the purposes of the Act as appointed from time to time under these Articles;
“District”	means such geographical area of the County as is determined by the Council;
“District Representative”	means a Council Member elected pursuant to Article 34 (xi) and in accordance with Articles 38 to 46;
“executed”	includes any mode of execution;
“FA Representative”	means the person appointed in accordance with Article 56 to be the Association’s representative from time to time at The Football Association under the Articles of The Football Association;
“First Council Meeting”	means the first meeting of the Council to be held after the Association’s first annual general meeting;
“The Football Association”	means The Football Association Limited of 25 Soho Square, London, W1D 4FA;
“Honorary Officers”	means the persons appointed from time to time to be the honorary Vice-Presidents, Patrons, honorary auditor, honorary solicitor or to such other honorary position within the Association as the Council may from time to time determine in accordance with Article 55;
“Laws of the Game”	means the laws of Association Football as settled by the Federation Internationale de Football Associations (“FIFA”) from time to time;
“Life Members”	means the persons appointed from time to time to be the life members of the Association in accordance with Article 54;
“Life Vice-Presidents”	means the persons appointed from time to time to be the life vice-presidents of the Association in accordance with Article 52;
“members”	means those Affiliated Clubs, Affiliated Leagues, Competitions admitted into membership of the Association in accordance with Article 3;
“Membership Rules”	means the membership rules of the Association created from time to time pursuant to Article 7;
“office”	means the registered office of the Association;

“Officers”	means the President, Chairman, Vice-Chairman, Chief Executive, Deputy Chief Executive, Competitions’ Secretary and County Development Manager together;
“President”	means the person elected from time to time to be the President of the Association in accordance with Article 51;
“Rules”	means the rules, regulations, standing-orders and bye-laws of the Association as amended from time to time;
“Rules of The Football Association”	means the rules of The Football Association as amended from time to time;
“seal”	means the common seal of the Association;
“Secretary”	means the company Secretary of the Association or any other person appointed to perform the duties of the company Secretary of the Association pursuant to Section 283 of the Act, including a joint, assistant or deputy Secretary;
“Standing Committees”	means the standing committees of the Council created in accordance with Article 59 as amended from time to time in accordance with Article 60;
“United Kingdom”	means Great Britain and Northern Ireland;
“Vice-Chairman”	means the person elected from time to time to be the vice-chairman of the Association in accordance with Article 72.

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

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

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

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

MEMBERS OF THE ASSOCIATION

3. The subscribers to the Memorandum of Association of the Association, the members as at the date of incorporation of the unincorporated association known as Cambridgeshire Football Association and such other persons as are admitted to membership by the Council in accordance with the Articles shall be members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council requires executed by him. The provisions of section 352 of the Act shall be observed by the Association and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration the number of members is declared to be unlimited. Every

corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 375 of the Act.

4. A member may withdraw from membership of the Association on seven days' clear notice to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or the Membership Rules.
5. The Council shall in their discretion admit such members from time to time as they think fit.
6. The Directors may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members.
7. The Association will adopt as Membership Rules of the Association, the current rules relating to membership of the unincorporated association known as Cambridgeshire Football Association as amended by the Council. Subject to Articles 5 and 6, the Council may from time to time propose amendments, variations and revocations of those Membership Rules. Such amendments, variations and revocations will only be effectively passed by a vote of at least two thirds of the members present and voting at a general meeting.
8. The members shall pay any subscription or affiliation fees set by the Directors. Any member whose subscription or affiliation fee is not paid on or before 1 June (or such other date as the Directors may from time to time prescribe) shall be deemed to have resigned its membership of the Association.
9. It shall be the duty of the Council, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Council Members present and voting, which majority shall include one half of the total number of the Council Members for the time being.
10. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Directors. The Directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the Directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being

given, he shall thereupon cease to be a member and his name shall be erased from the register of members.

GENERAL MEETINGS

11. The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that so long as the Association holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year. The annual general meeting shall be held for the following purposes:
- (a) to receive from the Directors a full statement of account, pursuant to Article 103;
 - (b) to receive from the Directors a report of the activities of the Association since the previous annual general meeting;
 - (c) to announce the appointment of the representatives of the Recognised Leagues, the Referees' Association's Representative and the appointment of the District Representatives elected pursuant to Articles 38 to 46;
 - (d) to appoint the Association's auditors; and
 - (e) to transact such other business as may be brought before it in accordance with these Articles.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. The Directors may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or the Secretary may call a general meeting.

NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other Extraordinary General Meeting shall be called by at least 14 days' notice.
14. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:
- (a) the consideration and adoption of the accounts and balance sheet and the reports of the Directors and auditors and other documents required to be annexed to the accounts;
 - (b) the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.

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

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

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any meeting unless a quorum of 30 members is present.
17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
18. The Chairman or in his absence the Vice-Chairman shall preside as chairman of the meeting, but if neither the Chairman nor the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman of the meeting and, if there is only one Director present and willing to act, he shall be chairman of the meeting.
19. If no Director is willing to act as chairman of the meeting, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman of the meeting.
20. The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
21. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
 - (a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or

- (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
22. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
 23. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman of the meeting; or
 - (b) by at least two members present and having the right to vote at the meeting.
 24. Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 25. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
 26. A poll shall be taken at such time and place and in such manner as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
 28. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
 29. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any

other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

30. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

31. Every member is entitled to send two representatives to general meetings but only one of those representatives shall have a vote. There shall be no right for a member to vote by proxy. No person may represent more than one member.
32. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

COUNCIL

34. The Council shall comprise:
 - (i) the President;
 - (ii) the Chairman;
 - (iii) the Vice-Chairman;
 - (iv) the Life Vice-Presidents;
 - (v) not more than eight Acting Vice-Presidents;
 - (vi) the Life Members;
 - (vii) the Chief Executive;
 - (viii) the Deputy Chief Executive;
 - (ix) the Competitions' Secretary;
 - (x) the County Development Manager
 - (xi) the District Representatives;
 - (xii) one representative from the Cambridgeshire Referees' Association; and
 - (xiii) one representative from each Affiliated League who have 10 or more 11-a-side clubs Affiliated to the Association, one representative from each Affiliated Mini Soccer League who have 20 or more clubs Affiliated to the Association and one representative to be appointed by Northern based Clubs Affiliated to the Association who play in Leagues that are not Affiliated to the Association.

35. The first Council Members shall be:

- (i) **President**
W W Ashton
- (ii) **Chairman**
J W Coad
- (iii) **Vice-Chairman**
A L Day
- (iv) **Life Vice-Presidents**
W W Ashton
C D Bullen
J E Cooke
L E Noble
D A Page
A J Peck
R G Saddington
B F Sanderson
T R Welch
- (v) **Acting Vice-Presidents**
J W Coad
A L Day
R A Gautrey
D H Jacklin
R.G. Mallett
R K Pawley
A W Reeves
R W Salisbury
- (vi) **Life Members**
[to be appointed]
- (vii) **General Secretary**
R K Pawley
- (viii) **Assistant General Secretary**
B G Manley
- (ix) **Competitions' Secretary**
M L North
- (x) **Area Representatives**
South of the County
P Betson
B Brewer
J E Curry MBE
C J Dean
S Hendry
J H Linsdell
M B Mizon
B Ingrey
North of the County
P Buddle
N Flatt

P Mitcham
G S Nicholls
R I Wright

(xi) **Referees Association's Representative**

G A Whitfield

(xii) **Affiliated Leagues' Representatives**

J Edwards (Cambridge and District Sunday League)
P W Hill (Alliance Sunday League)
Mrs B Ince Cambridge and District Colts League)
W McCurdy (Cambridge and District Thursday and Midweek League)
W Rolfe (Lynn and Isle Combination League)

36. The first Council Members set out in paragraphs (ii) [and] (iii) of Article 35 shall hold office until the First Council Meeting at which meeting those Council Members shall retire but may be re-appointed or re-elected in accordance with these Articles. The first Council Members set out in paragraphs (i), (xi), (xii) and (xiii) of Article 35 shall hold office until the Association's first annual general meeting but may be re-appointed or re-elected in accordance with these Articles. The first Council Members set out in paragraphs (vii) and (viii) of Article 35 shall hold office until the first Directors' meeting after the appointment of the Directors in accordance with Article 72 but may be re-appointed in accordance with Article 73.
37. No person may be appointed or elected as a Council Member for the first time who has attained the age of 70. All Council Members other than the first Council Members set out in Article 35 shall retire on reaching the age of 75 except the Acting Vice-Presidents, Life Vice-Presidents and Life Member who may continue to receive notice of and attend all Council Meetings.

ELECTIONS TO COUNCIL

38. The County shall be divided into such Districts as the Council think fit. Each District shall be entitled to appoint such number of persons as the Council shall decide as its Representative(s).
39. At the Association's 2004 Annual General Meeting District Representatives will be appointed for the first time and at the Association's Annual General Meeting in every third year thereafter, all of the District Representatives shall retire, but shall be eligible for reappointment.
40. In the year of an election the Chief Executive shall, by such time as the Council shall prescribe, send to the Affiliated Clubs within each District a Notice and nomination form for the election of a District Representative(s). Those persons prepared to fill any vacancy that has arisen must be nominated by an Affiliated Club playing within the relevant District on the nomination form prescribed by the Council. Such form must be submitted to the Chief Executive by such date as the Council shall prescribe and must be signed by the Chairman and Secretary of the Affiliated Club. The Chief Executive shall on receipt of a nomination form write to the candidate to verify that the person is willing to stand for election.
41. Any person nominated must reside within the County and no person may be nominated for more than one District. No club may nominate more than one

candidate. No person over the age of 70 can be appointed or elected to Council for the first time.

42. If there is an equal number of candidates nominated to be the District Representative(s) to the number of vacancies for a particular District, those candidate(s) shall be declared elected unopposed for that particular District at the next Annual General Meeting. If there are more candidates nominated than there are vacancies for a particular District, the Chief Executive shall, after the time fixed for the close of nominations, send a list of the names of the various candidates nominated to each of the candidates concerned.

Any candidate may withdraw their name from the election, providing that they signify their intention to do so before the date stated on the list. If after such date there are still more candidates nominated for that particular District than there are vacancies, there shall be a postal ballot for that particular District in accordance with the provision of Articles 43 to 46.

43. If there is to be election the names of the candidates and voting papers shall be sent at such time as the Council shall prescribe to the Affiliated Clubs within the District concerned.
44. Voting papers must be delivered in a sealed envelope by such time as the Council shall prescribe to the County Office and shall be opened by such person or persons as the Council shall decide. The candidates receiving the largest number of votes appropriate to the number of vacancies for each District shall be declared elected at the next Annual General Meeting.
45. In the case of two or more candidates polling an equal number of votes, there will be a second postal ballot for the District concerned. If this still leaves two or more candidates with an equal number of votes the election will be decided by the drawing of lots by such person or persons as the Council shall decide. In the event of no nominations having been received from a District, the Representative(s) for that particular Division may be appointed by the Council at the first meeting after the Annual General Meeting in an election year.
46. Those persons elected as District Representatives shall hold office for a period of three years following the Annual General Meeting at which their election is approved but shall be eligible for re-election.

APPOINTMENT TO COUNCIL

47. Each organisation or group of organisations, entitled to nominate a person to be a Council Member pursuant to paragraphs (xii) and (xiii) of Article 34, shall submit to the Council for approval by such time as the Board shall prescribe, the name or names of the person or persons (as the case may be) they propose to nominate as a Council Member or Council Members (as the case may be). Such persons, if approved by Council, shall hold office for a period of three years following the Annual General Meeting, at which their appointment is announced, but shall be eligible for re-appointment. Appointed Affiliated League Representatives will be deemed to have resigned from Council if they cease to be members of their League Management Committee during their appointment period.

48. In the event of a casual vacancy occurring in relation to any District Representative, the candidate receiving the next highest number of votes to these candidates appointed as District Representatives shall be offered the position. A person, if he accepts the appointment, shall hold office until such time as the person who was replaced was due to retire and such person shall be eligible for re-election in accordance with these Articles. In the event that that person does not accept the appointment or there are no undefeated candidates to fill vacancy, the vacancy shall be filled at the next annual general meeting.
49. The Council Members shall remain in office until their successors have been elected and appointed. Subject to Article 48, the Council shall have power to fill any other vacancy which may occur on the Council during the year. A Council Member so appointed to fill a vacancy shall hold office until such time as the person who was replaced was due to retire but shall be eligible for re-appointment in accordance with these Articles.
50. No person shall be elected or serve as a Council Member if they are a member of the council of any other county football association, either at the time of nomination or after election.

PRESIDENT

51. At the first Council Meeting following the 2007 Annual general Meeting and in every third year thereafter the President will be elected. Any Council Member may propose or second a nomination for President. After every third year he/she shall be eligible for re-election.

The President shall have such rights and privileges as the Council shall, from time to time, prescribe.

Should the President vacate his/her position within the three year period the person nominated and elected as a replacement shall hold office until such time as the person who was replaced was due to retire.

LIFE VICE-PRESIDENTS

52. No person shall be eligible for election as a Life Vice-President unless he/she is an Acting Vice-President and is eligible to be a Life Member. Life Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings. Life Vice-Presidents shall, on being elected pursuant to this Article, be entitled to remain on the Council for the rest of their lives without the need to be re-appointed. Life Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

ACTING VICE-PRESIDENTS

53. Up to a maximum of eleven Acting Vice-Presidents may be elected at any time by the Council. No person may be elected as an Acting Vice-President unless he/she has served as a Council member for a period of not less than 15 years in aggregate. Such persons elected as Acting Vice-Presidents shall be entitled to remain on Council for the rest of their lives without the need to be re-appointed.

Acting Vice Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

LIFE MEMBERS

54. A Council Member who has served as a Council Member for at least 25 years either continuously or in aggregate shall be eligible to be appointed as a Life Member. Life Members shall be entitled to remain on the Council for the rest of their lives without the need to be re-elected. Life Members shall have such rights and privileges as the Council shall from time to time prescribe.

HONORARY OFFICERS

55. The Council may appoint at any time such persons as it thinks fit to be the Honorary Officers.

FA REPRESENTATIVE

56. The Council shall decide which person should be the FA Representative. At the Council Meeting in April 2007, and in every third year thereafter the FA Representative will be elected. Any Council Member may propose or second a nomination for FA Representative. After every third year he/she shall be eligible for re-election. Should the FA Representative vacate his/her position within the three year period the person nominated and elected as a Representative shall hold this position until such time as the person who was replaced was due to retire.

POWERS OF COUNCIL

57. The Council has the power to appoint and remove the Directors in accordance with these Articles.
58. The Council has the power to regulate and manage all footballing matters referred to it including (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County.
59. Pursuant to Article 58, at the First Council Meeting and at the first Council meeting following the annual general meeting in each subsequent year the Council shall appoint such [Council Members] [persons whether or not Council Members] as they think fit to the following committees of the Council to hold office until the first Council meeting following the next annual general meeting:
- (a) Referees Committee;
 - (b) Football Development Review Committee;
 - (c) County Match Committee;
 - (d) Disciplinary Committee;
 - (e) Leagues and Cup Management Committee;
 - (f) Rules Revision and Sanctioning Committee;
 - (g) Book Committee;
 - (h) Girls' and Women's League Committee; *and*
 - (i) such other ad hoc committees to deal with footballing matters as the Council sees fit.

60. The Council may in its absolute discretion at any time amend or add to the list of Standing Committees in Article 59 and the Council may at any time dispense with the need for any of the Standing Committees set out in Article 59. The Council may also amend the name of any Standing Committee at any time.
61. Each Standing Committee appointed in accordance with Article 59 shall decide which of its number shall be Chairman of each such Standing Committee. Each Standing Committee shall conduct its business in accordance with any terms of reference and standing orders set by the Council from time to time.

PROCEEDINGS OF COUNCIL

62. The Officers shall be members of all Standing Committees ex officio (with the exception of the Disciplinary Committee set out in Article 59(d)) and are entitled to receive notice of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.
63. Council Members are entitled to attend and vote at all Council meetings and attend but not vote at general meetings.
64. The Chief Executive may and on the request of any six Council Members, the Chief Executive shall call Council meetings. The notice shall be sent to all the Council Members individually. At least three days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. No business shall be transacted at any meeting unless a quorum of five Council Members is present.
65. The Council shall have the power to make standing orders for the conduct of Council meetings and the Council may otherwise regulate their proceedings as they think fit. Council meetings shall be conducted in accordance with those standing orders. Each Council Member shall have one vote.
66. Any Council Member who shall without sufficient reason be absent, without the permission of the Council, from three consecutive Council meetings and/or three consecutive meetings of a Standing Committee of which he is a member, shall be deemed to have resigned his membership of the Council.

MINUTES

67. The Council Members shall cause minutes to be made in books kept for the purpose:
 - (a) of all appointments it makes; *and*
 - (b) of all its proceedings.

DIRECTORS

68. Subject to Articles 7 and 58, the affairs of the Association shall be governed by the Directors who may authorise all such acts and the exercise of all such powers of the Association by the Directors, on whom executive management powers are conferred as Directors, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting or by the Council.
69. In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the Directors, a matter shall be carried if supported by a simple majority of the Directors present and voting.

NUMBER OF DIRECTORS

70. Unless otherwise determined by ordinary resolution, the number of Directors shall be subject to a maximum of 11 but shall be not less than three.

BOARD OF DIRECTORS

71. The Directors shall be:
- (a) the Chairman;
 - (b) the Vice-Chairman;
 - (c) the Chief Executive/Company Secretary
 - (d) up to 8 further persons elected by the Council;
72. From the resignation of the Directors on incorporation, the first Directors, who shall hold office until the First Council Meeting, shall be:
- (a) The Chairman: J W Coad
 - (b) The Vice-Chairman: A L Day
 - (c) R.K. Pawley
 - (d) B.G. Manley
 - (e) M.L. North
 - (f) J.E. Curry
 - (g) J. Edwards
 - (h) J.H. Linsdell
 - (i) R.G. Mallett
 - (j) W. McCurdy
 - (k) R.I. Wright
 - (l) C.D. Bullen
 - (m) D.A. Page.
73. At the first Council Meeting following the Annual General Meeting in 2004, the Council shall decide which Council Members shall be appointed as Chairman and Vice Chairman.

The Chairman shall be appointed for a five year term, at the end of which the person appointed will be eligible for re-appointment. No person may be Chairman of the Association for more than two consecutive terms, but a person who serves

the maximum term would, following a minimum period of one year, be eligible for re-appointment.

The person appointed as Vice Chairman of the Association shall hold office for a one year term from the Council Meeting at which the appointment is made, until the first Council Meeting following the next Annual General Meeting, but will be eligible for re-appointment.

74. The Directors shall decide who shall be appointed as the Chief Executive; the Deputy Chief Executive, Competitions' Secretary and the County Development Manager for such term and upon such conditions as they think fit. Any person so appointed may be removed by the Directors at any time. The Directors shall decide who shall be appointed as the Chief Executive, Deputy Chief Executive, Competitions' Secretary and County Development Manager.
75. At the first Council Meeting following the Annual General Meeting in 2004, all Directors, other than those appointed under Article 70 (a), (b) and (c) shall retire, but shall be eligible for re-election. Council will decide which eight persons shall be elected as Directors by the Council pursuant to Article 70 (d). Those persons shall hold office for a three year term from the Council Meeting at which they are appointed until the last Council Meeting before the Annual General Meeting in their third year of office. Except that to initiate a rotation of Directors elections following the appointment of eight, two shall retire after serving one year and may offer themselves for re-election. Three of the Directors elected in 2004 shall retire after serving two years and may offer themselves for re-election. Thereafter three Directors shall retire each year and two every third year and may offer themselves for re-election. The Board will decide which Directors will retire in the year 2005, 2006 and subsequently when Directors retire within their term of office.

ELECTION TO THE BOARD

76. Each year elections shall be held at the first Council meeting after the Annual General Meeting to elect Directors in place of those retiring pursuant to Article 74. Any Council Member wishing to stand for election should request a nomination paper from the Company Secretary, which must be completed and returned to him before the date of the first Council Meeting following the Annual General Meeting.
77. Any Council Member may nominate another eligible Council Member to be a Director and such nomination must be seconded by another Council Member.

No Council Member can be appointed as a Director unless he has been a Council Member for not less than two years.

78. The requisite number of candidates recording the highest number of votes by process of ballot, shall be declared elected provided that they receive votes equal to more than half the number of Council Members voting in the election. Where there are less than the required number so elected in the ballot then the candidate who receives the least number of votes shall withdraw from the election and a further ballot taken amongst those who were not elected in the first ballot and so on until the requisite number of candidates are elected. In the event of a tie and no change in two successive ballots, election shall then be by the drawing of lots.

No Council Member will be appointed as a Director without receiving votes equal to more than half the Council Members voting in relation to such an appointment.

DELEGATION OF DIRECTORS' POWERS

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

APPOINTMENT AND RETIREMENT OF DIRECTORS

80. Without prejudice to the provisions of section 303 of the Act, the members may by ordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his place; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.
81. The Council may appoint a person who is willing to act to be a Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office until the person he has replaced was due to retire but shall be eligible for re-election.
82. Subject to Article 80, if any Director is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

83. The office of a Director shall be vacated if:
- (a) he ceases to be a Council Member;
 - (b) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (c) he becomes bankrupt or makes any arrangement or competition with his creditors generally; or
 - (d) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his

detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- (e) he resigns his office by notice to the Association; or
- (f) he shall without sufficient reason for more than [four] consecutive Board meetings have been absent without permission of the Directors and the Directors resolve that his office be vacated; or
- (g) he is suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association; or
- (h) he reaches the age of 75 unless the Directors otherwise decide;
- (i) he is removed from office by a resolution duly passed pursuant to section 303 of the Act;
- (j) he is removed from office by a simple majority of Council Members present and voting at the Council meeting at which the resolution is proposed; or
- (k) he is requested to resign by all the other Directors acting together.

Section 293 of the Act shall not apply.

DIRECTORS' AND COUNCIL MEMBERS' EXPENSES

84. The Directors and Council Members may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings or otherwise in connection with the discharge of their duties save where the Rules provide otherwise.

DIRECTORS' APPOINTMENTS AND INTERESTS

85. Subject to the provisions of the Act, the Directors may enter into an agreement or arrangement with any Director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit.
86. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
 - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

87. For the purposes of these Articles:

- (a) a general notice given to the Directors 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 of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

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

PROCEEDINGS OF DIRECTORS

89. The Directors shall regularly report to the Council on all their activities.

90. The Board may at its discretion, award honoraria to such persons as it thinks fit.

91. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

92. Any Director may participate in a meeting of the Board, or of a committee of Directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.

93. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally. The quorum for the transaction of the business of the Directors shall be six.

94. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of calling Council meetings filling vacancies or of calling a general meeting.
95. The Chairman shall be the chairman of the Board of Directors. Unless he is unwilling to do so, the Chairman shall preside at every meeting of Directors at which he is present. But if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman shall preside. If there is no Vice-Chairman or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of the number to be chairman of the meeting.
96. All acts carried out by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
97. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
98. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
 - (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange;
 - (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a Director shall be treated as an interest of the Director.

99. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
100. The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
101. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
102. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

COMPANY SECRETARY

103. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. For the avoidance of doubt the Chief Executive may be appointed as the Secretary.

MINUTES

104. The Directors shall cause minutes to be made in books kept for the purpose:
 - (a) of all appointments made by the Directors; and
 - (b) of all proceedings at meetings (other than Council meetings) of the Association, which shall include without limitation proceedings of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

THE SEAL

105. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors 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.

ACCOUNTS

106. The Directors shall cause accounting records of the Association to be kept in accordance with section 221 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered). No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Directors or by ordinary resolution of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

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

108. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

109. A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

110. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

DISSOLUTION

111. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the members of the Association equally.

RULES OF THE FOOTBALL ASSOCIATION

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

INDEMNITY

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

ALTERATIONS TO THE MEMORANDUM AND ARTICLES

114. Any proposal to alter the Memorandum or Articles not being such as by statute requires a Special Resolution or to wind-up the Association shall require the approval of the Association in general meeting and the same may be passed or approved by a resolution of the Association passed by a majority of not less than three-quarters (3/4) of the members of the Association for the time being entitled to vote who may be present in person in accordance with the Act and (in the case of a winding-up) in accordance with the provisions of the Insolvency Act 1986 (as amended from time to time).

RULES, STANDING ORDERS AND BYE-LAWS

115. The Directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.
116. The Council has the power to make, repeal and amend regulations for the sanction and control of leagues and competitions, regulations for disciplinary proceedings of players and members, and regulations relating to referees.
117. Any such rules made pursuant to Articles 111 and 112 must be consistent with and subject to the Rules of The Football Association.