

**THE COMPANIES ACT 1985**

-----  
**ARTICLES OF ASSOCIATION OF THE AMATEUR FOOTBALL**

**ALLIANCE LIMITED**  
-----

Interpretation

1. The regulations contained in Table C of the Act shall not apply to The Alliance 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;
"AFA Record"	means the magazine of The Alliance;
"AFA Referees' Society"	means the representative body for referees operating within The Alliance;
"A Ballot"	means an election by completion of a ballot paper;
"Affiliated Club"	means a football club which the Council has accepted may affiliate to The Alliance;
"Affiliated League"	means a league of Affiliated Clubs which the Council has accepted may affiliate to The Alliance;
"The Alliance"	means The Amateur Football Alliance Limited;
"Articles"	means these Articles of Association;
"Chairman"	means the chairman of the Council of The Alliance appointed in accordance with Article 45;
"Chief Executive"	means the chief executive officer of The Alliance or any person appointed to perform the duties of the chief executive of The Alliance in accordance with Article 94.
"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;

"Competition Representative"	means a Council Member appointed pursuant to paragraph (xix) of Article 35 and in accordance with Articles 36 & 38;
"Combination"	means a combination of Affiliated Clubs which the Council has accepted may affiliate to The Alliance;
"Company Secretary"	means the company secretary of The Alliance or any other person appointed to perform the duties of the company secretary of The Alliance pursuant to Section 283 of the Act, appointed pursuant to Article 94 including a joint, assistant or deputy secretary;
"Competition"	means a competition of Affiliated Clubs which the Council has accepted may affiliate to The Alliance;
"the Council"	means the Council of The Alliance 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;
"Directors" or the "Board"	means the directors of The Alliance for the purposes of the Act as appointed from time to time under these Articles;
"Elected Vice-Presidents"	means the persons elected from time to time to be the vice-presidents of The Alliance appointed in accordance with Article 44.
"executed"	includes any mode of execution;
"The Football Association"	means The Football Association Limited at its registered office.
"Honorary Assistant Referees' Secretary"	means the Council Member appointed from time to time to be the honorary assistant referees' secretary of The Alliance in accordance with Article 49;
"Honorary Assistant Secretary"	means the person referred to in Article 34.
"Honorary Editor AFA Record"	means the Council Member appointed from time to time to be the honorary editor of "AFA Record" in accordance with Article 49;
"Honorary Officials"	means the person referred to in Article 34.
"Honorary Referees' Secretary"	means the Council Member appointed from time to time to be the referees' secretary of The Alliance in accordance with Article 49;

"Honorary Referees' Training Officer"	means the Council Member appointed from time to time to be the referees' training officer of The Alliance in accordance with Article 49;
"Honorary Secretary"	means the person referred to in Article 34.
"Honorary Secretary Referees' Assessors"	means the Council Member appointed from time to time to be the secretary to the referees' assessors of The Alliance in accordance with Article 49;
"Honorary Solicitor"	means the Council Member appointed from time to time to be the honorary solicitor of The Alliance in accordance with Article 49;
"Honorary Youth Development Officer"	means the person referred to in Article 34.
"Honorary Treasurer"	means the person appointed from time to time to be the honorary treasurer of The Alliance in accordance with Article 46;
"Last Council Meeting"	means the last meeting of the Council to be held before The Alliance's first annual general meeting;
"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 Alliance in accordance with Article 42;
"Life Vice-Presidents"	means the persons appointed from time to time to be the life vice-presidents of The Alliance in accordance with Article 43;
"members"	means those Affiliated Clubs, Affiliated Leagues Affiliated Associations, Competitions, Combinations and Council Members admitted into membership of The Alliance in accordance with Article 3;
"Membership Rules"	means the membership rules of The Alliance created and amended from time to time pursuant to Article 6;
"Past Presidents"	means the former Presidents of The Alliance appointed in accordance with Article 40;
"President"	means the person appointed from time to time to be the president of The Alliance in accordance with Article 41;
"Representative to the Football Association Council "	means the Council Member appointed from time to time to be the representative of The Alliance at The Football Association in accordance with Article 48;

"Rules"	means the rules, regulations, standing orders and bye-laws of The Alliance as amended from time to time;
"Rules of The Football Association"	means the rules of The Football Association as amended from time to time;
"Standing Committees"	means the standing committees of the Council created in accordance with Article 76 as amended from time to time in accordance with Article 77;
"United Kingdom"	means Great Britain and Northern Ireland.
"Vice Chairman"	means the Vice Chairman of the Council of The Alliance appointed in accordance with Article 45;

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 Alliance.

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 ALLIANCE

3. The subscribers to the Memorandum of Association of The Alliance, the members as at the date of incorporation of the unincorporated association known as The Amateur Football Alliance and such other persons as are admitted to membership by the Council in accordance with the Articles shall be the members of The Alliance. Every person who wishes to become a member shall deliver to The Alliance 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 Alliance 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. Council Members shall be members but any person who ceases to be a Council Member shall automatically cease to be a member and his name shall be erased from the register of members.
4. A member may withdraw from membership of The Alliance on seven days' clear notice to The Alliance. 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 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.

6. Subject to Article 5, the Council may from time to time make, vary and revoke Membership Rules relating to all aspects of membership of The Alliance including (without limitation) Membership Rules:
  - (a) setting out different categories of membership of The Alliance;
  - (b) setting out rights, privileges and obligations of the different categories of members;
  - (c) relating to the organisation of members including (without limitation) rules of, finances of and financial and other records and minute books to be kept by members;
  - (d) setting out which office holder(s) of a member may represent the member at general meetings of The Alliance;
  - (e) setting out disciplinary procedures for members and players.
7. It shall be the duty of the Council Members, if at any time they shall be of the opinion that by breach of conduct or rule or otherwise the interests of The Alliance 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 Alliance 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.
8. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of resignation, or if at any time after receipt of the notice requesting withdrawal from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Council. The Council Members 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 defence either verbally or in writing, and shall not be required to withdraw from membership unless half of the Council Members present and voting shall, after receiving the statement in defence, vote for expulsion. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, membership shall thereupon cease and the member's name shall be erased from the register of members.
9. The members shall pay any subscription or affiliation fees set by the directors. Any member whose subscription or affiliation fee is more than six months in arrears shall be deemed to have resigned his membership of The Alliance.

#### GENERAL MEETINGS

10. The Alliance 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. 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 96;
  - (b) to receive from the Directors a report of the activities of The Alliance since the previous annual general meeting;
  - (c) to announce the election or appointment by Council of the Life Vice-Presidents, the Representative to The Football Association Council, the Honorary Officials and those Council Members (if any) appointed pursuant to paragraph (xx) of Article 35;
  - (d) to elect the President, Elected Vice-Presidents, Chairman, Vice Chairman and Honorary Treasurer.
  - (e) to appoint The Alliance's auditors; and
  - (f) 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.

11. 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 Company Secretary may call a general meeting.

#### NOTICE OF GENERAL MEETINGS

12. 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 clear days' notice. A general meeting may be called by shorter notice if it is so agreed:
  - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.
13. 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.
  - (c) 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.
14. 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

15. No business shall be transacted at any meeting unless a quorum of 25 members is present.
16. 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.
17. The President or in his absence the Chairman or Vice Chairman shall preside as chairman of the meeting, but if neither the President nor 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.
18. 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.
19. 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.
  20. 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.
  21. 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.
  22. 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 five members present and having the right to vote at the meeting.
  23. 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.
  24. 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.
  25. 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.
  26. 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.
  27. 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

demand. 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.

28. 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.
29. 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

30. On a show of hands every member who is present in person shall have one vote and on a poll every member present in person shall have one vote. There shall be no right for a member to vote by proxy. No person may represent more than one member.
31. 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.
32. 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.
33. The first Council Members set out in Article 34 (with the exception of the Past Presidents, Life Vice-Presidents, Elected Vice-Presidents and Life Members) shall hold office until The Alliance's first annual general meeting at which meeting those Council Members shall retire but may be re-appointed or re-elected in accordance with these Articles. The Elected Vice-Presidents set out in paragraph (v) of Article 34 shall retire at the annual general meeting held in the year indicated above the group in which their respective names are listed, but may be re-elected in accordance with these Articles.

#### COUNCIL

34. The first Council Members shall be:
  - (i) the President;
  - (ii) the Chairman;
  - (iii) the Past Presidents;
  - (iv) the Life Vice-Presidents;
  - (v) the Elected Vice-Presidents;
  - (vi) the Life Members;
  - (vii) the Honorary Secretary;
  - (viii) the Honorary Treasurer;
  - (ix) the Honorary Assistant Secretary;
  - (x) a representative to The Football Association Council;
  - (xi) the Honorary Solicitor;

- (xii) the Honorary Referees' Secretary;
- (xiii) the Honorary Assistant Referees' Secretary;
- (xiv) the Honorary Secretary Referees' Assessors;
- (xv) Honorary Editor AFA Record;
- (xvi) Honorary Referees' Training Officer;
- (xvii) Honorary Youth Development Officer;
- (xviii) one or more representatives appointed in accordance with Article 36 by each Affiliated League, Combination or Competition;
- (xix) one representative nominated by the A.F.A. Referees' Society;
- (xx) such other persons as the Council may co-opt in accordance with Article 39.

35. The Council shall comprise:

- (i) the President;
- (ii) the Chairman;
- (iii) the Vice Chairman
- (iv) the Past Presidents;
- (v) the Life Vice-Presidents;
- (vi) the Elected Vice-Presidents;
- (vii) the Life Members;
- (viii) the Honorary Treasurer;
- (ix) a representative to The Football Association Council;
- (x) the Honorary Solicitor;
- (xi) the Honorary Referees' Secretary;
- (xii) the Honorary Assistant Referees' Secretary;
- (xiii) the Honorary Secretary Referees' Assessors;
- (xiv) Honorary Editor AFA Record;
- (xv) Honorary Referees' Training Officer;
- (xvi) one representative nominated by the AFA Lonsar Referees Society
- (xvii) one or more representatives appointed in accordance with Article 36 by each Affiliated League, Combination or Competition, having not less than 10 Affiliated Clubs in membership, the number of such representatives being determined in accordance with the number of Affiliated Clubs in membership or teams playing within the Affiliated League, Combination or Competition (as appropriate) as set out in the table below:

No of Affiliated Clubs/Teams No of Representatives

- 10 - 20 Affiliated Clubs 1
- 21 or more Affiliated Clubs 2
- more than 100 teams 3
- more than 200 teams 4

- (xviii) such other persons as the Council may co-opt in accordance with Article 39.

APPOINTMENT TO THE COUNCIL

- 36. Each organisation or group of organisations entitled to nominate a person to be a Council Member pursuant to paragraph (xvii) of Article 35 shall decide for themselves which person or persons (as the

case may be) they propose to nominate as a Council Member or Council Members (as the case may be). The names and addresses of those persons nominated in accordance with this Article must be submitted to the Company Secretary, by the 1st July or such other date as the Directors may from time to time prescribe, each year, and such persons shall serve for a one year term from such date as the Directors shall from time to time prescribe.

37. In the event of a casual vacancy arising in relation to any Council Member appointed pursuant to paragraphs (i) to (xv) of Article 35, the Council shall have power (but shall not be obliged) to elect a suitably qualified person to fill the vacancy 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.
38. In the event of a casual vacancy arising in relation to a Council Member appointed pursuant to paragraph (xvii) of Article 35 the Council or organisation concerned shall be entitled to fill the vacancy in the manner prescribed by Article 36.
39. The Council shall have power to co-opt such persons as it thinks fit, from such organisations it thinks fit, to the Council for such term and upon such conditions as Council shall in its discretion determine.

#### PAST PRESIDENTS

40. The number of Past Presidents is declared to be unlimited. A person who has served as President shall automatically, on expiration of his term of office, become a Past President. Past Presidents shall be entitled to receive notice of, attend and vote at all Council Meetings and shall be entitled to remain on the Council for the rest of their lives without the need to be re-appointed. For the avoidance of doubt, a Past President may be nominated to be the President provided that a period of at least one year has passed since he last held that position. Past Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

#### PRESIDENT

41. The President shall be elected at the Annual General Meeting in each year. Only a Council Member may nominate a person for President. Nominations for the office of President shall be made on the prescribed form and must be sent together with the names of proposers and seconders to the Company Secretary by such date as the Board shall prescribe in each year. A person so appointed shall hold office for a one year term until the next annual general meeting but shall be eligible for re-election for a further term of one year, on the expiry of which he shall retire. The Council shall have power to fill any vacancy arising in the position of President pursuant to Article 37 and a person so appointed shall hold office until the next Annual General Meeting and shall be eligible for re-election in accordance with this Article. The President shall have such rights and privileges as the Council shall from time to time prescribe.

#### LIFE MEMBERS

42. The Council may appoint such persons as it thinks fit to be Life Members. 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.

#### LIFE VICE-PRESIDENTS

43. There shall be a maximum of 30 Life Vice-Presidents at any time. The Life Vice-Presidents may be elected by the Council at the last Council meeting before the annual general meeting in any year. Life

Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings. Life Vice-Presidents shall, on being appointed 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.

#### ELECTED VICE-PRESIDENTS

44. There shall be a maximum of 12 Elected Vice-Presidents at any time. Only Council Members may be nominated for the Office of Elected Vice-President. The Elected Vice-Presidents may be elected by the annual general meeting in any year. Nominations for the office of Elected Vice-President shall be sent, in the form prescribed by the Directors, signed by two Council Members as the proposer and seconder, and by the nominee so as to reach the Company Secretary on or before such date as the Board shall prescribe each year. The persons elected as Elected Vice-Presidents shall hold office for a three year term from the annual general meeting at which they were elected, but shall be eligible for re-election. Elected Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings. Elected Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

#### CHAIRMAN AND VICE CHAIRMAN

45. The Chairman and Vice Chairman shall be elected at the annual general meeting in each year. The present incumbents shall, unless they indicate otherwise, be deemed to be re-nominated and shall not be required to be proposed and seconded. Council Members may nominate other persons to be Chairman and Vice Chairman. Such nominations shall be made on the prescribed form and must be sent together with the names of the proposers and seconders to the Company Secretary by such date as the Board shall prescribe. A person appointed as Chairman or Vice Chairman shall hold office for a one year term from the annual general meeting following their election but shall be eligible for re-election. The Chairman and Vice Chairman shall have such rights and privileges as the Council shall from time to time prescribe.

#### HONORARY TREASURER

46. The Honorary Treasurer shall be elected at the annual general meeting in each year. The person currently holding this position shall, unless he indicates otherwise, be deemed to be re-nominated and shall not be required to be proposed and seconded. Only Council Members may nominate other persons to be Honorary Treasurer. Such nominations shall be made on the prescribed form and must be sent together with the names of the proposers and seconders to the Company by such date as the Board shall prescribe. A person appointed as Honorary Treasurer shall hold office for a one year term from the annual general meeting at which he was elected and shall be eligible for re-election. The Honorary Treasurer shall have such rights and privileges as the Council shall from time to time prescribe.
47. In relation to the nominations made pursuant to Articles 41 to 46 no Council Member may propose or second more than any one person to be President, a Life Vice-President, Elected Vice-President, Chairman, Vice Chairman and Honorary Treasurer. Where there is more than one nomination for a particular position, a ballot shall be conducted in such manner as the Board may decide, at whichever is relevant of either the last Council Meeting prior to the annual general meeting or the Annual General Meeting.

#### REPRESENTATIVE TO THE FOOTBALL ASSOCIATION COUNCIL

48. The Council shall elect one of its number at the last Council meeting before the annual general meeting each year to be the Representative to the Football Association Council. Nominations for persons to be the Representative to the Football Association Council must be submitted in writing to the Company Secretary by such time as the Board shall prescribe each year. Each candidate must be proposed and seconded by two Council Members who must both sign the nomination form as well as the candidate. Such person shall be appointed for a one year term from the annual general meeting following his election and upon such conditions as the Council thinks fit. Any person so appointed may be removed at any time by the Council.

#### HONORARY OFFICIALS

49. The Council shall decide at the last Council meeting before the annual general meeting in each year which of their number shall be elected as the Honorary Referees' Secretary, Honorary Assistant Referees' Secretary, Honorary Secretary Referees' Assessors, Honorary Solicitor, Honorary Editor "A.F.A. Record", and Honorary Referees' Training Officer. Nominations for these positions must be submitted in writing to the Company Secretary by such time as the Board shall prescribe in each year. Each candidate must be proposed and seconded by two Council Members who must both sign the nomination form as well as the candidate. Where there is more than one nomination for a particular position, a ballot shall be conducted at the last Council meeting prior to the annual general meeting in such manner as the Board may decide. The persons so elected shall be appointed for a one year term from the annual general meeting following his election and upon such conditions as the Council thinks fit. Any person so appointed may be removed from the position at any time by the Council.

#### POWERS OF THE COUNCIL

50. The Council has the power to appoint and remove the Directors in accordance with these Articles.
51. 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 Alliance.

#### PROCEEDINGS OF THE COUNCIL

52. Council Members are entitled to attend all Council meetings and general meetings and subject to the provisions of these Articles are entitled to vote at such meetings.
53. The Company Secretary shall call Council meetings. The notice shall be sent to all the Council Members individually. At least seven clear 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. The Council shall meet at least four times in each year. No business shall be transacted at any meeting unless a quorum of 20 Council Members is present.
54. 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.
55. 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, may be suspended by majority vote of the Council for a period to

be determined by Council. The Company Secretary shall maintain a record of attendance at Council and Standing Committee meetings for the purpose of reporting to the Board and Council.

#### DIRECTORS

56. Subject to Articles 6 and 51, the affairs of The Alliance shall be governed by the Directors who may authorise all such acts and the exercise of all such powers of The Alliance 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 Alliance in general meeting or by the Council.
57. 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

58. Unless otherwise determined by ordinary resolution, the number of Directors shall be subject to a maximum of ten but shall be not less than four.

#### BOARD OF DIRECTORS

59. The Directors shall be:
- (i) the Chairman of Council;
  - (ii) the Vice-Chairman of Council
  - (iii) the Honorary Treasurer;
  - (iv) the Representative to the Football Association Council;
  - (v) up to five further persons elected by and from the Council;
60. From the resignation of the Directors on incorporation, the first Directors, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be:
- (i) C. R. Sharp (President)
  - (ii) R. B. Rowe (Chairman)
  - (iii) M. J. Samuel (Hon Treasurer)
  - (iv) C. L. Robbins (Immediate Past President)
  - (v) W. P. Goss (Representative of The Alliance at the Football Association)
  - (vi) W. P. Goss (Honorary Secretary)
  - (vii) D. G. Saunders (Assistant Secretary)
  - (viii) J. C. Buttress
  - (ix) W. M. Perks
  - (x) J. R. Wilson
61. The Directors set out in paragraphs (i) to (vi) of Article 60 shall retire in accordance with the Articles. At the Last Council Meeting the Directors set out in paragraphs (viii) to (x) of Article 60 shall retire but are eligible for re-appointment. At the Last Council Meeting and at the last Council meeting preceding the annual general meeting in each subsequent year, the Directors appointed pursuant to paragraph (vi) of Article 59 shall retire and the Council shall decide which Council Members shall be elected as Directors to fill the vacancies arising. The Council Members elected as Directors shall hold office for one year

from the annual general meeting following their election but are eligible for re-appointment.

#### ELECTIONS TO THE BOARD

62. At the Last Council Meeting and at the last Council Meeting before the AGM each year, elections shall be held to elect Directors in place of those retiring pursuant to Article 61. All Council Members will be sent a nomination paper on or before such date as the Board shall prescribe each year which must be completed and returned to the Company Secretary not later than such date as the Board shall prescribe each year.
63. Any Council Member may nominate another Council Member on the form provided, which must be seconded by another Council Member and signed by the nominee. Council Members may nominate or second only one candidate.
64. A ballot paper containing the names of all candidates will be handed to each Council Member at the last Council meeting prior to the annual general meeting.
65. Ballot papers are to be handed to the Company Secretary at the meeting, to be passed to scrutineers appointed by the Chairman.
66. The requisite number of candidates recording the highest number of votes shall be declared elected at the last Council meeting preceding the annual general meeting to fill the vacancies that have arisen, such persons to serve for a one year term from that Council meeting.

#### DELEGATION OF DIRECTORS' POWERS

67. The Directors may delegate any of their powers to any committee consisting of one or more Directors. 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

68. 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 stead; 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.
69. The Council may appoint a person who is willing to act to be a Director to fill a casual vacancy among the Directors appointed pursuant to Article 59 (vi). A Director so appointed shall hold office until the person he has replaced was due to retire but shall be eligible for re-election. Vacancies arising among the Directors appointed pursuant to paragraphs (i) to (vi) of Article 59 shall be filled in accordance with Article 37.
70. 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

71. 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 composition 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 in writing to The Alliance; or
  - (f) he shall without sufficient reason for more than three 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 Alliance by a decision of The Football Association; or
  - (h) he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
  - (i) he is removed from office by at least two thirds majority of Council Members present and voting at the Council meeting at which the resolution is proposed;
- Section 293 of the Act shall not apply.

#### DIRECTORS' AND COUNCIL MEMBERS' EXPENSES

72. 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 of the holders of debentures of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise.

#### DIRECTORS' APPOINTMENTS AND INTERESTS

73. Subject to the provisions of the Act, the Directors may enter into an agreement or arrangement with any Director for his employment by The Alliance 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. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim for damages for breach of the contract of service between the Director and The Alliance.
74. 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 Alliance or in which The Alliance 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 Alliance or in which The Alliance is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to The Alliance 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.
75. 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.

#### PROCEEDINGS OF DIRECTORS

- 76. At the Last Council Meeting and at the first Council meeting after the annual general meeting in each subsequent year the Directors shall appoint such Council Members as they think fit to the committees of the Council to hold office until the last Council meeting before the next Annual General Meeting.
- 77. The Directors may in their absolute discretion at any time amend or add to the list of Standing Committees in Article 76 and the Directors may at any time dispense with the need for any of the Standing Committees set out in Article 76. The Directors may also amend the name of any Standing Committee at any time.
- 78. Each Standing Committee appointed in accordance with Articles 76 and 77 shall decide which of its number shall be chairman. The chairman of the Standing Committee shall be responsible for ensuring that minutes of its meetings are taken. Standing Committees shall conduct their business in accordance with any terms of reference and standing orders set by the Directors from time to time. Standing Committees shall have power to co-opt additional members as necessary, including non Council members subject to their being approved by the Board of Directors.
- 79. The Directors and Company Secretary shall be ex officio members of all Standing Committees and are entitled to receive notice of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings but shall not be entitled to vote at such meetings unless already appointed as a member of the Standing Committee.
- 80. The Directors shall regularly report to the Council on all their activities and shall make the minutes of meetings of the Board available to the Council.
- 81. The Board may at its discretion award honoraria to such persons as it thinks fit.
- 82. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Company 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.
- 83. 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.
- 84. 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 Alliance generally. The quorum for the transaction of the business of the Directors shall be four.
- 85. 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, or of calling a general meeting.
86. At the first meeting of the Directors after an annual general meeting they shall elect one of their number to be Chairman of the Board of Directors. The Chairman shall preside at every meeting of the Directors at which he is present. But if the Chairman is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the Directors present may appoint one of the number to be chairman of the meeting.
87. 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.
88. 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.
89. 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 Alliance 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 Alliance 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 Alliance 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 Alliance 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 Alliance 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 Alliance), connected with a Director shall be treated as an interest of the Director.
90. 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.
91. The Alliance 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.
92. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with The Alliance or any body corporate in which The Alliance 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.

93. 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.

#### CHIEF EXECUTIVE AND COMPANY SECRETARY

94. The Directors shall decide who will be appointed as the:
- (a) Chief Executive for such term, at such remuneration and upon such conditions as they may think fit; and any person so appointed may be removed by them.
  - (b) Company Secretary, subject to the provisions of the Act, for such term, at such remuneration and upon such conditions as they may think fit; and any person so appointed may be removed by them.

#### MINUTES

95. 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 of The Alliance, which shall include without limitation proceedings of the Council, and 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.

#### ACCOUNTS

96. The Directors shall cause accounting records of The Alliance 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 Alliance except as conferred by statute or authorised by the Directors or by ordinary resolution of The Alliance. Once at least in every year the accounts of The Alliance 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

97. 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.
98. The Alliance 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 Alliance 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 Alliance.
99. A member present at any meeting of The Alliance shall be deemed to have received notice of the

meeting and, where requisite, of the purposes for which it was called.

100. 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

101. If upon the winding-up or dissolution of The Alliance 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 Alliance equally.

#### RULES

102. The Alliance 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

103. 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 Alliance shall be indemnified out of the assets of The Alliance 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 Alliance.

#### ALTERATIONS TO THE MEMORANDUM AND ARTICLES

104. Any proposal to alter the Memorandum or Articles not being such as by statute requires a special resolution or to wind-up The Alliance shall require the approval of The Alliance in general meeting and the same may be passed or approved by a resolution of The Alliance passed by a majority of not less than three-quarters (3/4) of the members of The Alliance 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).
105. Notwithstanding any provision in the Articles to the contrary, a resolution to effect the following shall be effective only with the consent in writing of The Football Association and without such consent shall not do or cause to be done any of the following:
- (a) the amendment, or removal, or the alteration of the effect of (which for the avoidance of doubt, shall be taken to include the ratification of any breach of) all or any of the following objects of The Alliance set out in Clause 3 of the Memorandum of Association.
  - (b) any change of the name of The Alliance; and
  - (c) the passing of a resolution to wind-up The Alliance.
106. The Football Association shall have:
- (a) all the rights of a member of the company in relation to receiving notice of, and attending and speaking at general meetings and to receiving minutes of general meetings; and
  - (b) all the rights of a Director to receive notices of and minutes of meetings of the Directors and the rights of a Director of the company in relation to the Accounts and the inspection of any accounting records or other book or document of The Alliance pursuant to these Articles.

- (c) The Football Association shall have no right to vote at general meetings.

RULES, STANDING ORDERS AND BYE-LAWS

- 106. The Directors have the power from time to time to make, repeal and amend regulations for the better administration of The Alliance.
- 107. 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.
- 108. Any such rules made pursuant to Articles 107 and 108 must be consistent with and subject to the Rules of The Football Association.