

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION (Revised September 2018)
OF
BIRMINGHAM COUNTY FOOTBALL ASSOCIATION
(Company Registration Number 3733866)

1. INTRODUCTION

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. INTERPRETATION

“Act” means the Companies Act 2006 as amended, restated or re-enacted from time to time;

“Affiliated Association” means those associations of Affiliated Clubs which the directors have resolved may be members of the Association as affiliated associations;

“Affiliated Clubs” means football clubs which the directors have resolved may affiliate to the Association as affiliated clubs;

“Affiliated League” means a league of Affiliated Clubs which the directors have resolved may affiliate to the Association as affiliated leagues;

“Articles” means these Article of Association;

“Associate Members” means those football clubs playing in competitions not regularly competing on a league basis but who the directors resolve may affiliate to the Association as associate members but who shall not have the right to vote at general meetings of the Association;

“Association” means the Birmingham County Football Association Limited;

“Birmingham and Warwickshire Referees Association Joint County Committee” means the representative body of the referees associations in the County;

“Chairman” means the Chairman of the Association as appointed in accordance with these Articles

“Chief Executive Officer” means the person appointed pursuant to article 28 to perform the duties of Company Secretary of the Association;

“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;

“Combinations” means combinations of Affiliated Clubs who the directors resolve may be members of the Association as combinations;

“Co-Opted” means a person selected because of their expertise;

“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;

“Deputy Chairman” means the person appointed in accordance with these Articles;

“Directors” means the Directors of the Association for the purpose of the Act as appointed under these Articles from time to time;

“FA Representative” means the person appointed in accordance with these Articles to be the Association’s representative at The Football Association under the Article of The Football Association;

“Football Association” means The Football Association Limited of Wembley Stadium, Wembley, London, HA9 0WS. Postal Address: Wembley Stadium, P.O. Box 1966, London, SW1P 9EQ;

“Honorary Members” mean those persons appointed in accordance with these articles;

“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 Vice Presidents” means those persons appointed in accordance with these Articles;

“Members” means those Affiliated Clubs, Affiliated Associations, Affiliated Leagues, Combinations and individuals admitted into membership of the Association in accordance with these Articles;

“Office” means the registered office of the Association;

“Officers” means the Chairman and Deputy Chairman together;

“President” means the president of the Association elected in accordance with these Articles;

“Rules of The Football Association” means the rules of The Football Association as amended from time to time;

“Rules” means the rules of the Association as amended from time to time;

“Scrutineers” means an independent person appointed to count votes;

“Standing Committees” means each standing committees of the Council created in accordance with these Articles;

“United Kingdom” means Great Britain and Northern Ireland;

“West Midlands County Schools FA and Warwickshire County Schools FA” means the representative bodies of the English Schools Football Association operating in the County.

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

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

Words denoting the singular number includes the plural 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.

3. MEMBERS OF THE ASSOCIATION

3.1 Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Directors require executed by him. The provisions of section 113 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 on becoming a member. For the purpose of registration the number of members is declared to be unlimited.

3.2 Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 323 of the Act.

3.3 Council Members are members of the Association ex officio and are entitled to receive notices of, attend and vote at general meetings of the Association. If any person ceases to be a Council Member he shall forthwith resign his membership of the Association.

3.4 A member may at any time withdraw from membership of the Association by giving at least seven clear days’ 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.

3.5 Subject to Article 3.6, the Council may from time to time make, vary and revoke Rules relating to all aspects of membership of the Association including (without limitation) Rules:

- (a) setting out different categories of membership of the Association including (without limitation) Rules for Associate Members;
- (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 Association;
- (e) setting out disciplinary procedures for members and players.

3.6 The Directors shall in their discretion admit members and 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. If the Directors in any year propose to increase the level of subscriptions or affiliation fees to be paid by members by more than 20% of the subscriptions or fees due for the previous year, they shall submit their proposal to the next general meeting of the Association for approval by a simple majority before any such increase can be effective.

3.7 The members shall pay any subscription or affiliation fees set by the Directors. Any member whose subscription or affiliation fee is more than three months in arrears shall be deemed to have resigned his membership of the Association.

3.8 It shall be the duty of the Directors, 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 Directors present and voting, which majority shall include one half of the total number of directors for the time being.

3.9 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 members 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 for members.

4. GENERAL MEETINGS

4.1 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.

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 35;
- 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 Chairman, the Deputy Chairman & Non-Executive Directors, as appropriate in any election year.

d) to appoint the Association's auditors;
e) to transact such other business as may be brought before it in accordance with these Articles.
All general meetings other than the annual general meetings shall be called general meetings.

4.2 The directors may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, shall within twenty one days proceed to convene a general meeting for a date not later than twenty eight days after the date of the notice convening the meeting. 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.

5. NOTICE OF GENERAL MEETINGS

5.1 An annual general meeting and an extraordinary general meeting shall be called by at least fourteen clear days' notice but, a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote, being a majority together not holding less than 90% of the total voting rights at a general meeting.

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

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

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 No business shall be transacted at any meeting unless a quorum of 25 members (excluding Associate Members) is present in person, by proxy or in the case of a corporate member by representative.

6.2 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 or 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.

6.3 The Chairman, or in his absence the Deputy Chairman, shall preside as chairman of the meeting, but if neither the Chairman nor the Deputy 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 and, if there is only one director present and willing to act, he shall be chairman.

6.4 If no Director is willing to act as chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members entitled to vote and present in person, by proxy or in the case of a corporate member by representative shall choose one of their number to be chairman of the meeting.

6.5 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.

6.6 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.

6.7 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 an 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 resolution no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.

6.8 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 provision of the Act, a poll may be demanded:

(a) by the chairman of the meeting; or

(b) by at least three members present in person, by proxy or in the case of a corporate member by representative and having the right to vote at the meeting.

6.9 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.

6.10 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken having invalidated the result of a show of hands declared before the demand was made.

6.11 A poll shall be taken at such time and place and in such a 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.

6.12 In the case of equality of votes, whether on a show of hands or on a poll, if the chairman of the meeting is a member of the Association he shall be entitled to a casting vote in addition to any other vote he may have.

6.13 A poll demanded on the election of the 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 a 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.

6.14 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.

6.15 A resolution in writing executed by or on behalf of such number of members who would have been entitled to vote for the resolution had it been proposed at a general meeting at which all of the members were present and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the form each executed by or on behalf of one or more members.

7. VOTES OF MEMBERS

7.1 Subject to Article 6.12 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 by proxy or in the case of a corporate member by representative shall have one vote. Associate Members shall not be entitled to receive notice of, attend or vote at general meetings.

7.2 Proxies may only validly be appointed by a notice in writing which:

- a) states the name and address of the member appointing the proxy;
- b) identifies the person appointed to be that member's proxy and the general meeting to which that person is appointed;
- c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine;
- d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

7.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association or on behalf of that person.

7.4 An appointment under proxy may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

7.5 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.

7.6 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.

8. COUNCIL

8.1 The Council shall comprise:

- (a) the President;
- (b) the Chairman;
- (c) the Deputy Chairman;
- (d) the Life Vice-Presidents;
- (e) one Vice-President nominated by each of the affiliated clubs which compete in the Football Association Premier League and the Football League. The nominations shall be made in accordance with the conditions as agreed by Council;
- (f) up to 10 persons elected by the members in accordance with articles 11.1 to 11.4;
- (g) one representative of each Affiliated Association, Affiliated League and Combination appointed in accordance with Articles 12.1 and 12.3;
- (h) the Honorary Members (if any).

9. APPOINTMENT OF PRESIDENT, CHAIRMAN AND DEPUTY CHAIRMAN

9.1 PRESIDENT

No person shall be eligible for election as President unless they has been recommended by the Directors and shall have completed 21 years' service on the Council.

The President shall serve for a two year term with effect from 1st July in the year in which they are elected and is not eligible for re-election, as they may only serve one two year term. The President shall have such rights and privileges as the Council shall from time to time prescribe.

The President shall be nominated by the Directors and any proposals for nomination must be submitted by Council Members to the Chief Executive Officer by the 1st March in the year of election. The nominations will then be considered by the Directors and their choice submitted to Council for ratification at the April Council Meeting, each alternate year.

9.2 CHAIRMAN and;

9.3 DEPUTY CHAIRMAN

(a) only Members of Council can be nominated for the posts of 9.2 and 9.3. These must be received by the Chief Executive Officer by 1st March in any election year. In the event of there being more than one nomination for either post then a ballot shall take place;

(b) any Council Member may nominate another Council Member on the form provided which must be seconded by another Council Member, signed by the nominee and accompanied by a curriculum vitae. A council member may only nominate one candidate and only second one candidate;

(c) a voting paper containing the names of the candidates for each post along with a copy of their curriculum vitae, will be sent to each Council Member 21 days prior to the date of the April Council Meeting in any election year;

(d) voting papers are to be returned to the Chief Executive Officer not later than seven days prior to the date of the April Council Meeting, in an envelope provided, and shall only be opened by the Scrutineers who have been appointed by the Council;

(e) The candidates recording the highest number of votes for each post shall be declared elected at the April Council Meeting and serve for a three year term, effective from 1st July in the year elected;

(f) At the completion of the term of office, The Chairman and Deputy Chairman shall retire but are eligible for re-appointment provided they have not attained the age of 75 prior to the 1st July in that year.

9.3 (g) the Chairman and Deputy Chairman so elected in accordance with these Articles shall not be entitled to serve in their respective positions for more than three (3) terms, with each term being of three (3) years.

10. LIFE VICE PRESIDENTS

10.1 Subject to the approval of the Board, Life Vice Presidents shall be those persons who shall have completed 30 years' service, whether or not such service has been continuous, unless prior to Season 2010-2011 such positions were filled pursuant to the then criteria of Council.

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

10.2 Life Vice Presidents shall, if Council Members pursuant to Article 8.1(d); be deemed to have vacated their position as Council Members elected pursuant to Article 8.1(d). Such persons shall be entitled to remain as Council Members for the rest of their life without the need to be re-elected.

10.3 Such Life Vice Presidents shall only be able to vote in their capacity as a representative of the organisation which appointed them and not in their capacity as a Life Vice President provided that, if such organisation elects him to cease to be its voting representative, as it may do so, then the voting right becomes invested in the nominated representative of that organisation only.

11. ELECTIONS TO COUNCIL - ELECTED REPRESENTATIVES

11.1 Elected representatives shall be those persons (up to ten in number each year) representing areas of football not represented through nominated membership as determined by Council each year, unless prior to season 2010-2011 such positions were filled pursuant to the then criteria of Council and such persons being in addition to the ten.

11.2 Nominations for representatives shall only be made from the area of football applicable to that position. Each candidate shall be duly nominated on a form to be received on or before 1st May each year or such other date as the Council shall decide.

If there are more candidates than vacancies there shall be a postal ballot of all members within that applicable area of football in accord with Article 11.3.

11.3 A voting paper containing the names of all nominated candidates shall be sent to each Council Member, or relevant applicable area of membership, 21 days prior to the date of the annual general meeting in each year. This voting paper shall state how many vacancies are to be filled, and any voting paper returned containing votes for more or less than the requisite number of candidates shall be invalid. Voting papers must be returned to the Chief Executive Officer not later than seven days prior to the date of the annual general meeting in the official envelope, printed on the outside "VOTING PAPER ONLY" and shall only be opened by the Scrutineers who have been appointed by Council.

11.4 The candidates receiving the largest number of votes, appropriate to the number of vacancies, shall be declared duly elected at the next annual general meeting and any person appointed shall serve for a one year term from that annual general meeting and shall be eligible for re-election providing that they remain eligible to do so in accordance with Article 11.1.

12. NOMINATED REPRESENTATIVE COUNCIL MEMBER

12.1 subject to Article 12.2 and 12.3 and pursuant to article 8.1(e) each Affiliated Association, Affiliated League or Combination whose subscription for the current season has been paid may nominate one person to be a Council Member.

12.2 If any Affiliated Association, Affiliated League or Combination is managed by the same organisation as any other Affiliated Association, Affiliated League or Combination then such organisation must decide which one of the Affiliated Associations, Affiliated Leagues or Combination shall nominate a person to be a Council Member.

12.3 Any nomination from an Affiliated Association, Affiliated League or Combination must be submitted to the Council before 1st July each year for approval. If approved, such persons shall serve for a one year term from 1st July to 30th June each year and shall be eligible for re-election. The Affiliated Associations, Affiliated Leagues and Combinations shall be permitted to fill any vacancy that arises during the year from 1st July to 30th June in relation to their respective representative, subject to the approval of Council and in accordance with the conditions as agreed by Council. A person so appointed 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.

12.4 Any person newly nominated in accordance with Article 12 must have an email address with unrestricted access and to which all Notices in accordance with Article 31 will be sent.

13. HONORARY MEMBERS

13.1 Honorary Members shall be those persons up to six in number each year who are recommended by the Directors and whose names have been approved by and in accordance with the conditions agreed by the Council. Once elected at the Annual General Meeting, such persons shall serve for a one year term and shall be eligible for re-appointment providing that in the opinion of Council, such person actively participates in the work of Council.

Such person shall be deemed to have resigned if he ceases to take an active role in the work of Council.

The Honorary Members shall have such rights and privileges as the Council shall from time to time prescribe.

14. FA REPRESENTATIVE

14.1 The Council shall decide which Director should be elected as The FA Representative. No person shall be capable of being first appointed as FA Representative if at the time of appointment that person has attained the age of 65 years.

14.2 Such nomination, which must be in accordance with the Articles of Association and Standing Orders of The Football Association from time to time in force, must be received by the Chief Executive Officer by 1st March in any election year. In the event of there being more than one nomination then a ballot shall take place.

14.3 A voting paper containing the names of the candidates, along with a copy of their curriculum vitae, will be sent to each Council Member fourteen (14) days prior to the date of the April Council Meeting in any election year.

14.4 Voting papers must be returned to the Chief Executive Officer not later than seven days prior to the date of the April Council Meeting, in an envelope provided, and shall only be opened by the Scrutineers who have been appointed by the Council.

14.5 The candidate recording the highest number of votes shall be declared elected at the April Council Meeting and serve for a three (3) year term, effective from 1st July in the year elected.

14.6 At the completion of the three (3) year term of office, the Representative shall retire but is eligible for re-appointment provided they have not attained the age of seventy five (75) prior to the 1st July in that year and are compliant with Article 14.7.

14.7 Under the Articles of Association of The FA, the FA Representative so elected in accordance with Article 14.5 or 14.6 is a "Term-Limited Council Member" and shall not be entitled to serve as FA Representative for more than three (3) terms, with each term to be of three (3) years.

15. POWERS OF COUNCIL

15.1 The Council has the power to regulate and manage footballing matters referred to it by the Chief Executive Officer, or their deputy, to include, but not limited to, disciplinary, referees, league sanctions, coaching, competitions and other matters pertaining to the regulation and conduct of football in the County.

15.2 Pursuant to Article 15.1 and prior to the July Council Meeting in each subsequent year Council, via the Officers, shall create and appoint such Council Members to Standing Committees to hold office until the next July Council Meeting following the next annual general meeting.

15.3 The Council may in its absolute discretion at any time amend, dispense with or add Standing Committees. The Council may also amend the name of any Standing Committee at any time.

16. PROCEEDINGS OF COUNCIL

16.1 Council Members are entitled to attend at council meetings and are entitled to vote thereat unless otherwise determined by Council.

16.2 The Chief Executive Officer may, and on the request of any ten (10) Council Members shall, call Council Meetings. The notice shall be sent to all Council Members individually. At least seven (7) 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 of that meeting. The Council shall meet not more than three (3) times in each year. No business shall be transacted at any meeting unless a quorum of eleven (11) Council Members is present.

16.3 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.

16.4 Any Council Member who is absent from two consecutive meetings of the Council without reasonable excuse in writing shall be deemed to have vacated his membership of the Council. The Council may co-opt such person as it thinks fit to fill any vacancy on the Council.

17. DIRECTORS

17.1 Subject to Articles 3.6 and 15.2, 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 contained in these Articles, 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.

17.2 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.

18. NUMBER OF DIRECTORS

18.1 Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of 10 but shall not be less than 3.

19. BOARD OF DIRECTORS

19.1 The Board of Directors shall comprise:

- (a) Chairman of Council;
- (b) Deputy Chairman of Council;
- (c) Chief Executive Officer;
- (d) up to six (6) further persons to be appointed Non-Executive Directors in accordance with these Articles;
- (e) up to two (2) Co-Opted persons to be appointed Non-Executive Directors (Optional) in accordance with these Articles.

20. ELECTION OF THE BOARD

20.1 (a) at the Association's first Annual General Meeting following acceptance of these AMENDED Articles, the Chairman and Deputy Chairman of Council so elected shall also serve as Chairman and Deputy Chairman of the Board of Directors and shall serve for a three (3) year term. At the completion of their term of office they shall retire but be eligible to stand for re-election providing they have not attained the age of 75 prior to 1st July in that year.

(b) the Chairman and Deputy Chairman of the Board so elected in accordance with these Articles is a "Term Limited Board Member" and shall not serve as a Board Member for more than three (3) terms, with each term to be of three (3) years.

20.2 (a) up to Six (6) Non-Executive Directors (who do not have to be council members) shall be elected by a panel consisting of the Chairman of Council, the Deputy Chairman of Council, the Chief Executive.

Applications for these positions must be received by the Chief Executive Officer by 1st May in any election year accompanied by curriculum vitae.

(b) these appointments will be for a Three (3) year term starting on the 1st July in the year they were appointed with the exception of those Three (3) Non-Executive Directors whose term starts on 1st July 2018 where, in this first and only instance and subject to Article 20 (c), will be for a TWO (2) year term.

(c) at the completion of their term of office, they shall retire but are eligible to reapply, provided they have not attained the age of 75 prior to the 1st July in that year.

(d) the Non-Executive Directors so elected in accordance with these Articles is a "Term Limited Board Member" and shall not serve as a Board Member for more than three (3) terms, with each term to be of three (3) years.

20.3 (a) any co-opted Directors will be selected by a panel in accordance with 20.2(a).

(b) these appointments are NON-VOTING and will be for a One (1) year term starting from the 1st July in year they were appointed.

(c) at the completion of their term of office, they shall retire but are eligible to reapply, provided they have not attained the age of 75 prior to the 1st July in that year

20.4 Should a vacancy occur during the term of office of any Director elected in accordance with these articles, it may be necessary to invite nominations/applications for that post.

21. DELEGATION OF DIRECTORS' POWERS

21.1 The Directors shall 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 such 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 and 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.

22. APPOINTMENT AND RETIREMENT OF DIRECTORS

22.1 Without prejudice to the provision of section 168 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 as the Director in whose place he is appointed would have held the same if he had not been removed.

22.2 The Directors may appoint a person who is willing to act to be a Director to fill a casual vacancy 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.

23. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a Director shall be vacated if:

In the case of an employee he ceases to be an employee of the Company; or

(a) 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

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) 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 within respect to his property or affairs; or

(d) he resigns his office by notice to the Association; or

(e) he shall be absent without sufficient reason or permission of the Directors from at least three consecutive board meetings and the remaining Directors resolve that his office be vacated; or

(f) he reaches the age of 75; or

(g) he is removed from office by a resolution duly passed pursuant to section 168 of the Act; or

(h) he is removed from office by a vote passed by simple majority of the Council Members; or he is requested to resign by all the other directors acting together; or

(i) he is suspended from holding office or taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association.

24. DIRECTORS AND COUNCIL MEMBERS EXPENSES

Directors and Council Members may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings which are designated as discharge of their duties in accordance with the policies and procedures as set by the Directors from time to time.

25. DIRECTORS' APPOINTMENTS AND INTERESTS

25.1 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. Any appointment of a Director to 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 Association.

25.2 Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and the 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 corporate body 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 corporate body and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

25.3 For the purpose 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.

26. DIRECTORS' GRATUITIES AND PENSIONS

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 an 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 former spouse) or any person who is or was dependant 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.

27. PROCEEDINGS OF DIRECTORS

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

27.2 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Chief Executive Officer 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 was absent from the United Kingdom. Question 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.

27.3 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.

27.4 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 three.

27.5 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 admitting persons to membership, calling Council meetings, filling vacancies or calling a general meeting.

27.6 The Chairman of Council shall be the Chairman of the Board of Directors. The Chairman shall preside at every meeting of the Directors at which he is present. If the Chairman is not present within five minutes after the time appointed for the meeting the Deputy Chairman shall preside. If there is no Deputy Chairman or he is unwilling to preside, or he is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.

27.7 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 Director and had been entitled to vote.

27.8 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 may consist of several documents in the like form each signed by one or more Directors.

27.9 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the 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.

For the purpose of this regulation, an interest of a person who is, for any purpose 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.

27.10 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.

27.11 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.

27.12 Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Association or anybody 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 any other 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.

27.13 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.

28. SECRETARY

Subject to the provision 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 Officer may be appointed as the Secretary.

29. MINUTES

The Directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of Officers made by the Council; and
- (b) of all proceedings at meetings of the Association, which shall include without limitation proceedings of Council, and of the Directors, and of committees of Directors, including the names of the Directors present at 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 state.

30. ACCOUNTS

30.1 The directors shall cause accounting records of the Association to be kept in accordance with section 386 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.

30.2 The financial year shall be from 1st July to 30th June in the following year.

31. NOTICES

31.1 Any notice to be given to or by any person pursuant to the Articles may be served by giving it to the person to whom it is addressed or by leaving it at, or sending it by first class post, email or by fax to, the last known address of the addressee.

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

32. DISSOLUTION

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 or distributed among the members of the Association equally.

33. RULES

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.

34. INDEMNITY

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 a judgement 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 of trust in relation to the affairs of the Association.

35. ALTERATIONS TO THE ARTICLES

35.1 Any proposal to alter the 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 be present in person by proxy or in case of a corporate member by representative 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)

35.2 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 ratification of any breach of) all or any of the following:

- i) the objects of the Association set out in Article 38.1 and 38.2; or
- ii) these Articles;

(b) any change of the name of the Association;

(c) the passing of a resolution to wind up the Association;

(d) the passing of a resolution or any decision to create a subsidiary company (as defined in the Act).

35.3 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 receive minutes of General Meetings; and

(b) all the rights of a Director to receive notices of and minutes of meetings of 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 Association pursuant to these Articles.

36. RULES, STANDING ORDERS AND BYE-LAWS

36.1 The Directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.

36.2 The Council may from time to time make, repeal and amend standing orders for the conduct of Council meetings. 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.

36.3 Any such rules made pursuant to Articles 36.1 and 36.2 must be consistent with and subject to the Rules of The Football Association.

37. OBJECTS

37.1 The objects for which the Association was established and is to continue are:

(a) to promote develop and support the game of Association Football within the area of a radius of 30 miles from Birmingham (exclusive of that part of the County of Worcestershire south of a straight line drawn from Hagley Railway Station to Barnt Green Railway Station in a straight line to Headless Cross) and the County of Warwickshire, in every way in which the Association shall think proper and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye laws and conditions and encouraging fair play, respect and sportsman like behaviour by all involved.

(b) to take such steps as shall be deemed necessary or advisable in the County area for enforcing the Rules, the Rules of The Football Association and the Laws of the Game, preventing infringements of them and protecting the game of Association Football from Abuses within the County area.

(c) to maintain, continue and provide for the affiliation and registration of players, clubs, referees, coaches and other such organisations promoting the game within the County area, to support such persons and organisations in every way.

(d) to regulate and manage football matches, leagues and competitions within the County area or elsewhere; and

(e) to do all such other things as may be deemed incidental or conducive to the attainment of these objects or any of them.

37.2 The objects stated in Article 37.1 shall not be restrictively construed but shall be given the widest interpretation.

38. MEMBERS' LIABILITY AND APPLICATION OF PROPERTY

38.1 The liability of the members is limited.

38.2 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Association save that the provision of Article 32 shall apply on the winding-up or dissolution of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any Director, Member, Officer, servant or consultant of the Association for any services rendered to the Association and of reasonable and proper travelling, conference and such expenses necessarily incurred in carrying out the duties of any such Director, Member, Officer, servant or consultant of the Association;

(b) to any Director who is a solicitor, accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other Directors to act in that capacity on behalf of the Association;

(c) of interest on money lent by a Member of the Association or its Directors at a commercial rate of interest;

- (d) to any Director of a reasonable and proper out of pocket expenses or other costs as permitted further to Article 24;
- (e) of any reasonable and proper rent for premises demised or let by any Member of the Association or by any Director;
- (f) of any premium in respect of the purchase and maintenance of the indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association.

38.3 Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound-up while he is a Member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves

38.4 If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts any property whatsoever the same shall be paid to or distributed among the Members of the Association equally.

END OF ARTICLES