

# **Derbyshire County Football Association Code of Governance**

**Company Number: 03917999**

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**DERBYSHIRE COUNTY FOOTBALL ASSOCIATION**

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Approved

## **PART 1: INTERPRETATION**

### **Defined Terms**

In the Articles, unless the context requires otherwise:

**“1986 Act”** – or any numbered section of it, means the **Insolvency Act 1986** or such section as amended, restated or re-enacted from time to time;

**“Act”** – or any numbered section of it, means the **Companies Act 2006** or such section as amended, restated or re-enacted from time to time;

**“Articles”** – means the Association’s articles of association, as amended from time to time;

**“Association”** – means the county football association called Derbyshire County Football Association;

**“chairman”** – has the meaning given in Article 13;

**“chairman of the meeting”** – has the meaning given in Article 28;

**“council terms”** – means any standing orders or terms of reference regulating the conduct of business of council adopted by the council from time to time pursuant to Article 40.1;

**“director”** – means a director of the Association;

**“document” or “notice”** – includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;

**“elected director”** – means a director appointed in accordance with Article 16.1.1;

**“electronic communication”** – means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;

**“the Football Association”** – means the company called “Football Association Limited” registered in England and Wales with company registration number 00077797;

**“the Football Association Council”** – means the Council of the Football Association;

**“member”** – has the meaning given in section 112 of the Act;

**“model articles”** – means the model articles of association for a private company limited by guarantee set out in Schedule 2 of the **Companies (Model Articles) Regulations 2008 (SI2008/3229)** and any amendment or replacement from time to time;

**“objects”** – the Association’s objects as set out in Article 2;

**“ordinary resolution”** – has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;

**“proxy notice”** – has the meaning given in Article 34;

**“Rules”** – means the provisions for the regulation of football matters known as the “Rules of The Football Association Limited” as applicable from time to time and any regulations, standing orders, decisions, rulings, findings, penalties or orders of any nature made pursuant to the Rules;

**“secretary”** – means the Association secretary (if any) and includes any joint, assistant or deputy secretary;

**“senior independent director”** – has the meaning given in Article 16.4;

**“special resolution”** – has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;

**“statutes”** – means the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Association;

**“writing”** – means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and

**“youth council terms”** - – means any standing orders or terms of reference regulating the conduct of business and membership of youth council adopted by the youth council from time to time pursuant to Article 40.3.

1.1 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.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

1.3 The model articles shall not apply to the Association.

## **PART 2: OBJECTS**

### **2. Objects**

The primary objects for which the Association is established is to operate the county football association and promote participation in amateur football in Derbyshire, but this shall not restrict the objects of the Association. The directors may do all such other things in furtherance of these objects as they consider fit.

## **PART 3: APPLICATION OF INCOME AND PROPERTY AND DIRECTORS' BENEFITS**

### **3. Application of Income and Property**

3.1 The income and property of the Association as a not for profit organisation shall be applied solely towards the promotion of the objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Association. This does not prevent:

3.1.1 A member of the Association receiving a benefit from the Association in the capacity of a beneficiary of the Association; or

3.1.2 Reasonable and proper remuneration to any member of the Association for any goods or services provided to the Association.

### **4. The Association**

4.1 The members and directors of the Association shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business affairs of the Association are carried out in accordance with the Rules for the time being in force.

4.2 No proposed alteration to the provisions set out herein shall be effective unless the proposed alteration has been approved in writing by the Football Association 14 days or more before the day on which the alteration is proposed to take place.

### **5. Conflicts of Interest**

5.1 A director must declare to the other directors any situation of which he or she is aware in which he or she has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Association unless the situation cannot

reasonably be regarded as likely to give rise to a conflict of interest.

5.2 An interest of a director to be disclosed under Article 5.1 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.

5.3 If a conflict of interest arises for a director and the conflict is not authorised by virtue of any other provision in the Articles, the remaining directors may authorise such a conflict of interest if each of the following conditions is satisfied:

5.3.1 The director is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;

5.3.2 The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting; and

5.3.3 The remaining directors are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.

## **PART 4: DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **6. Directors' General Authority**

6. The directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association and do on behalf of the Association all such acts as may be done by the Association as are not by statutes or by the Articles required to be done by the Association in a general meeting.

#### **7. Directors may Delegate**

7.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

7.1.1 To such person or committee;

7.1.2 By such means (including by power of attorney);

7.1.3 To such an extent;

7.1.4 In relation to such matters or territories; and

7.1.5 On such terms and conditions, as they think fit.

7.2 Any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

7.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.

## **8. Committees**

8.1 Committees to which the directors delegate any of their powers must contain at least one director and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

8.2 The directors may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.

8.3 As a minimum the directors shall maintain an equality committee and any other committees required by the Rules from time to time. The directors shall also maintain an audit committee, remuneration committee and a nominations committee unless the directors consider it appropriate for the directors to act in place of such committees, as well as such other committees as the directors consider necessary to support them.

## **DECISION-MAKING BY DIRECTORS**

### **9. Meetings of Directors**

9.1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

9.2 At any time any director may, and the secretary on the requisition of a director shall, summon a meeting of the directors.

9.3 Any such notice shall specify where, when and how the meeting is to be held. Any director may waive notice of any meeting and such waiver may be retrospective.

9.4 All acts done in good faith by any meeting of the directors or of any committee shall, notwithstanding it being discovered afterwards that there was some defect in

the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director or member of the committee as the case may be.

## **10. Quorum for Meetings and Voting**

10.1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number, shall be four.

10.2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.

10.3 Questions arising at any meeting of the directors shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

## **11. Participation in Directors' Meetings**

11.1 Subject to the Articles, directors "participate" in a directors' meeting, or part of a directors' meeting, when:

11.1.1 The meeting has been called and takes place in accordance with the Articles; and

11.1.2 They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

11.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12. Resolutions in Writing**

12.1 A resolution executed by all the directors, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.

12.2 For the purposes of this Article 12:

12.2.1 A resolution shall consist of one or more written instruments or one or



more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

12.2.2 A written instrument is executed when the person executing it signs it;

12.2.3 An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;

12.2.4 The directors, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication;

12.2.5 A resolution shall be effective when the secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article 12; and

12.2.6 If no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 12.

### **13. Chairing of Directors' Meetings**

13.1 The members may appoint a director to chair directors' meetings (the "chairman"). The chairman shall not be the chief executive officer of the Association (or any equivalent office holder).

13.2 The chairman shall immediately cease to hold such appointment upon ceasing to be a director.

13.3 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

### **14. Records of Decisions to be Kept**

The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

## **15. APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **Number of Directors**

15.1 The number of directors shall be subject to a maximum of 12.

15.2 All directors shall be independent.

### **16. Methods of Appointing Directors**

16.1 Save as otherwise provided in the Articles, the directors of the Association shall be:

16.1.1 Such persons as the Association may by ordinary resolution appoint who are willing to act to as a director;

16.1.2 Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors;

16.3 The CEO of the Association,

16.2 No person may be appointed as a director:

16.2.1 Unless he or she has attained the age of 18 years; or

16.2.2 In circumstances such that, had he or she already been a director, he or she would have been disqualified from acting under the provisions of Article 18.

16.3 The equality committee established pursuant to Article 8.3 shall be entitled to appoint one member who is not otherwise a director to attend directors' meetings as an observer. In this capacity, he or she shall be entitled to receive notice of, and attend and speak at, all directors' meetings and to receive copies of all board papers as if he or she were a director, but shall not be entitled to vote on any resolutions proposed, shall not count towards the quorum for the meeting or have any rights of a director and shall not hold himself or herself out as a director in any way.

16.4 The directors shall nominate an independent non-executive director to act as the senior independent director. The senior independent director shall act as a sounding board for the chairman, serve as an intermediary for the other directors when necessary, act as an alternative contact for members of council if the normal channels of communication to the directors through the chairman or the Association's executive team fail to resolve matters or where the use of such channels may be inappropriate, and lead on the process of appraising the performance of the

chairman.

## **17. Term of Office**

17.1 At the third annual general meeting following the date of his or her appointment, an elected director shall retire from office and may offer himself or herself for re-appointment by the members. Elected directors shall not be entitled to offer themselves for re-appointment at more than two annual general meetings at which he or she is eligible for re-appointment in accordance with this Article, provided that:

17.1.1 An elected director may stand for further re-election and serve for a period of up to twelve years from the date of his or her first appointment as a director if he or she is appointed as chairman or appointed to the Football Association Council during his or her term of office as a director; and

17.1.2 The board may in exceptional circumstances permit an elected director to hold office for a period up to a further year beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with this Article.

17.2 If a director retires pursuant to Article 17., he or she shall not be eligible for re-appointment to the board until a period of four years has passed from the date of his or her retirement.

17.3 The term limits in Article 17.1 shall apply from the date of adoption of these Articles.

## **18. Termination of Director's Appointment**

A person ceases to be a director:

18.1 If he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director;

18.2 If he or she has a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction or where he or she makes any arrangement or composition with his or her creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act;

18.3 If he or she dies or he or she is, or may be, suffering from mental disorder and either:

18.3.1 He or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or any similar law in any jurisdiction; or

18.3.2 An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs;

18.4 If by notice in writing to the Association he or she resigns (but only if at least two directors remain in office when the notice of resignation is to take effect);

18.5 If such person is subject to a decision of the Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club;

18.6 If he or she no longer complies with the provisions of any regulations of the Football Association relating to "Owners and Directors" as shall be in force from time to time pursuant to paragraph J(1)(f) of the Rules;

18.7 If he or she is the subject of a decision of the Football Association, UEFA or FIFA that he or she be suspended permanently or for a specified period from taking part in football management and/or football administration and/or any football related activity pursuant to any applicable disciplinary provisions under the rules or statutes of UEFA or FIFA (as appropriate);

18.8 If he or she no longer complies with a declaration of good character given by the director upon taking office or the Association's directors' code from time to time;

18.9 If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or by virtue of any provision of the statutes;

18.10 If he or she is removed by the members of the Association by a majority vote;

18.11 If he or she is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association; or

18.12 Where he or she is an ex officio director, if he or she ceases to hold the office by which he or she became entitled to be a director.

## **19. Directors' Indemnity**

19.1 Subject to the provisions of the Act, and so far as may be consistent with the

statutes:

19.1.1 Every director and every other officer other than the Association's auditor or the reporting accountant may be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him or her in the actual or purported execution and/or discharge of his or her duties and/or the actual or purported exercise of his or her powers and/or otherwise in relation to, or in connection with, his or her duties, powers or offices, in each case to the extent permitted by section 232 of the Act; and

19.1.2 The Association may also provide funds to any director or any other officer (other than the Association's auditor or reporting accountant) or do anything to enable a director or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

## **PART 5: MEMBERS BECOMING AND CEASING TO BE A MEMBER**

### **20. Applications for Membership**

20.1 The subscribers to the memorandum shall be members of the Association.

20.2 No person shall become a member of the Association unless:

20.2.1 That person has completed an application for membership in a form approved by the directors; and

20.2.2 That person has paid the annual subscription.

20.3 The directors may from time to time establish rules for membership of the Association setting out, inter alia, criteria for membership, categories of membership, rights and obligations of members, and fees payable by members, provided that such rules do not:

20.3.1 Conflict with the articles; and

20.3.2 Allow open membership to all without discrimination on any grounds.

### **21. Termination of Membership**

20.1 A person shall immediately cease to be a member (provided that at least one member remains on the Register of Members thereafter):

20.1.1 If the member is removed by notice in writing to the Association signed by a majority of the remaining members;

20.1.2 If by notice in writing to the Association, the member resigns his or her membership;

20.1.3 If he or she dies; or

20.1.4 If he or she fails to pay any subscription as soon as it is due and payable.

## **22. Transfer of Membership**

Membership of the Association is not transferable.

## **ORGANISATION OF GENERAL MEETINGS**

### **23. General Meetings**

The directors may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith.

### **24. Calling General Meetings**

24.1 A general meeting of the Association shall be called by at least 14 days' clear notice.

24.2 The Association may give such notice by any means or combination of means permitted by the Act.

24.3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.

### **25. Notice of General Meetings**

25.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.

25.2 There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a member of the Association.

25.3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a member to understand the purpose of, each ordinary resolution shall be set out in the notice.

## **26. Attendance and Speaking at General Meetings**

26.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

26.2 A person is able to exercise the right to vote at a general meeting when:

26.2.1 That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

26.2.2 That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

26.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

26.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

26.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **27. Quorum for General Meetings**

If the Association only has one member that member shall be a quorum. In any other case two members entitled to vote upon the business to be transacted or twelve of the total number of such persons for the time being, whichever is the greater, shall be a quorum. A proxy or an authorised representative of a member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

## **28. Chairing General Meetings**

28.1 If the members have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

28.1.1 The directors present; or

28.1.2 (If no directors are present) the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

28.2 The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

## **29. Attendance and Speaking by Directors and Non-Members**

29.1 Directors may attend and speak at general meetings, whether or not they are members.

29.2 The chairman of the meeting may permit other persons who are not:

29.2.1 Members of the Association; or

29.2.2 Otherwise entitled to exercise the rights of members in relation to a general meeting, to attend and speak at a general meeting.

## **30. Adjournment**

30.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.

30.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

30.2.1 The meeting consents to an adjournment; or

30.2.2 It appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

30.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

30.4 When adjourning a general meeting, the chairman of the meeting must:



30.4.1 Either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and

30.4.2 Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

30.5.1 To the same persons to whom notice of the Association's general meetings is required to be given; and

30.5.2 Containing the same information which such notice is required to contain.

30.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **31. Voting: General**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

### **32. Errors and Disputes**

32.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

32.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

### **33. Poll Votes**

33.1 A poll on a resolution may be demanded:

33.1.1 In advance of the general meeting where it is to be put to the vote;  
or

33.1.2 At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

33.2 A poll may be demanded by:

33.2.1 The chairman of the meeting;

33.2.2. The directors;

33.2.3 Two or more persons having the right to vote on the resolution; or

33.2.4 A person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

33.3 A demand for a poll may be withdrawn if:

33.3.1 The poll has not yet been taken; and

33.3.2 The chairman of the meeting consents to the withdrawal.

33.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

#### **34. Content of Proxy Notices**

34.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

34.1.1 States the name and address of the member appointing the proxy;

34.1.2 Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

34.1.3 Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

34.1.4 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.

34.2 The Association may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.

34.3 Proxy notices may specify how the proxy appointed under them is to vote (or

that the proxy is to abstain from voting) on one or more resolutions.

34.4 Unless a proxy notice indicates otherwise, it must be treated as:

34.4.1 Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

34.4.2 Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **35. Delivery of Proxy Notices**

35.1 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 by or on behalf of that person.

35.2 An appointment under a proxy notice 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.

35.3 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.

35.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **36. Amendments to Resolutions**

36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

36.1.1 Notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

36.1.2 The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:

36.2.1 The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

36.2.2 The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

36.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

### **37. Resolutions in Writing**

37.1 A resolution executed by such number of members as would have been required to vote for the resolution had it been proposed in 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.

37.2 For the purposes of this Article 37:

37.2.1 A resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

37.2.2 A written instrument is executed when the person executing it signs it;

37.2.3 An electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;

37.2.4 The members need not execute the same written instrument or electronic communication;

37.2.5 A resolution shall be effective when the secretary certifies that sufficient evidence has been received by him or her that the resolution has been executed in accordance with this Article 37;

37.2.6 If no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 37;

37.2.7 The resolution must be accompanied by a statement informing the member how to signify his or her agreement to it and the date by which

this is to be done; and

37.2.8 A proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

## **PART 6: COUNCIL AND YOUTH COUNCIL**

### **38. Bodies**

38.1 There shall be a body known as the council of Derbyshire County FA.

38.2 The members of council shall be as set out in the Council Terms of Reference from time to time and as approved by the directors.

38.3 Any person who holds a position on council other than as a current representative of a stakeholder group of the Association shall only be entitled to be an honorary member of council, entitled to attend but not vote at council meetings.

38.4 There shall be a body known as the youth council of Derbyshire County FA. to represent the interests of young people.

### **39. Term Limits**

39.1 Each council member shall serve as a council member from the date of adoption of these Articles or until his or her replacement or vacation of office in accordance with these Articles. A council member shall serve office for a maximum of three terms of three years, at which point he or she shall retire. Each term shall run from the date of his or her appointment or most recent re-appointment until the council meeting immediately preceding the end of the time period of a term of office at which point, subject to any provisions of any council terms, he or she shall be eligible for re-appointment at such council meeting.

39.2 A council member who is a director shall be entitled to remain on council as an honorary member of council, entitled to attend but not vote at council meetings, for such period beyond which he or she would otherwise be required to retire in accordance with Article 39.1 as he or she remains a director.

39.3 The board may in exceptional circumstances where a suitable replacement cannot be found permit a council member to serve for a further term of the same length as set out in Article 39.1 beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with Article 39.1.

## **40. Powers of Council and Youth Council**

40.1 The powers of council and youth council shall be as set out in the appropriate Terms of Reference from time to time and as approved by the directors. Subject to approval of the directors, the council may amend or adopt standing orders or terms of reference regulating the conduct of business of council ("council terms").

40.2 The council shall have the powers set out in Article 40.1 "the Council terms", and may have rights to consult and challenge the directors on matters agreed in Article 40.1 "the Council terms", but in no event can the council make any decision on any financial or commercial matter or override the ultimate decision making authority and powers of the directors.

40.3 Subject to approval of the directors, the youth council may amend or adopt standing orders or terms of reference regulating the business and membership of youth council ("youth council terms").

40.4 The youth council shall have the powers set out in Article 40.1 [the Youth Council terms], and may have rights to consult and challenge the directors on matters agreed in Article 40.1 "the Youth Council terms", but in no event can the youth council make any decision on any financial or commercial matter or override the ultimate decision making authority and powers of the directors.

## **PART 7: LIABILITY OF MEMBERS AND DISSOLUTION**

### **41. Liability of Members**

41.1 Each member undertakes that, if the Association is wound up while he or she is a member or within one year after he or she ceases to be a member, he or she will contribute an amount to the assets of the Association as may be required for:

41.1.1 Payment of the Association's debts and liabilities contracted before he or she ceases to be a member;

41.1.2 Payment of the costs, charges and expenses of winding up; and

41.1.3 Adjustment of the rights of the contributories among themselves, provided that such amount shall not in aggregate exceed £1.

## **PART 8: ADMINISTRATIVE ARRANGEMENTS**

### **42. Means of Communication to be Used**

42.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

42.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

42.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **43. When Notice or Other Communications are Deemed to Have Been Received**

43.1 Any notice, document or information sent or supplied by the Association to the members or any of them:

43.1.1 by post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;

43.1.2 By being left at a member's registered address, or such other postal address as notified by the member to the Association for the purpose of receiving Association communications, shall be deemed to have been received on the day it was left;

43.1.3 By electronic means, shall be deemed to have been received 24 hours after it was sent. Proof that a notice, document or information in electronic form was addressed to the electronic address provided by the member for the purpose of receiving communications from the Association shall be conclusive evidence that the notice, document or information was sent; and

43.1.4 By making it available on a website, shall be deemed to have been

received on the date on which notification of availability on the website is deemed to have been received in accordance with this Article or, if later, the date on which it is first made available on the website.

#### **44. Secretary**

A secretary may be appointed by the directors for such time, at such remuneration and upon such conditions as the directors may think fit, and any secretary so appointed may be removed by the directors. The directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

#### **45. Accounts**

45.1 The directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act and the statutes. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time.

45.2 The books of account shall be kept at the registered office of the Association, or, subject to section 388 of the Act, at such other place or places as the directors shall think fit and shall always be open to the inspection of any director.

45.3 The Association must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every member, to every holder of the Association's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Act.

45.4 The Association must, pursuant to section 424 of the Act, comply with the obligations set out at Article 45.3 not later than:

45.4.1 The end of the period for filing accounts and reports to the Registrar of Companies; or

45.4.2 If earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.



#### **46. No Right to Inspect Accounts and Other Records**

Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

#### **47. Rules and Bye-Laws**

The directors may from time to time make (and vary) such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The members shall have power to alter, add to or repeal any such rules or bye-laws and the directors shall adopt such means as they think sufficient to bring to the notice of the members all such rules or bye-laws, which shall be binding on all members provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.