

## **DURHAM COUNTY FA LIMITED SPECIAL GENERAL MEETING**

**To ensure the Durham County Football Association Limited Articles of Association are compatible with the Football Association Code of Governance and in line with the requirements of the Board of Directors and Council the Durham County FA Limited the following Article changes are required.**

**The Board of Directors and members of Council are all fully supportive of the changes.**

**The changes will result in the Association no longer having a Council however it will be replaced by Advisory Committees and these will consist of members of Affiliated Leagues, Clubs and representatives of Players and Referees.**

**Current Council members who qualify for Honorary positions such as President and Past President, Life Vice Presidents, Life Members and Honorary Members they will become members of the DCFA Fellowship .**

**The Articles or part Articles are in ~~red and lined out~~ have been deleted and those shown in BLUE replace where required.**

**The changes have resulted in renumbering of most of the Articles and shown in BLUE.**

**The Articles state that Members must be given 14 clear days notification specifying the place, day and hour of the meeting.**

**Any member not being able to attend the meeting does have the right of a proxy vote and the relevant form is attached.**

**Below are the changes Directors and Council have agreed for which a majority vote is required.**

CURRENT ARTICLE	AMENDMENT	RATIONALE
<p><b>Definitions and Interpretations</b></p>	<p><b>Insert - <a href="#">Advisory Committees</a></b></p> <p><b>Delete - “<a href="#">Council Chair and Vice Chair</a>”—defined in <a href="#">Article 100</a>  <a href="#">“Council Members”</a>—means the persons specified in <a href="#">Article 91 and 97</a>  <a href="#">“Council Members Powers”</a>—as defined in <a href="#">Article 109 and 110</a>  <a href="#">“Council Terms”</a>—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 <a href="#">Article 106 to 108</a>  <a href="#">“Council Vacancies”</a>—procedures defined in <a href="#">Article 93 and 94</a>  <a href="#">“Director, Nominated”</a>—means a Director appointed by the Association’s Council pursuant to <a href="#">Article 35(c)</a></b></p> <p><b>Insert - <a href="#">Fellowship</a></b></p> <p><b>Delete - <a href="#">Council from Youth Council</a> and <a href="#">Insert Forum</a></b></p>	<p><b>To replace former Council Committees</b></p> <p><b>To remove DCFA Council</b></p> <p><b>To retain recognition of service by President and past President, Life Vice Presidents, Life and Honorary Members</b></p> <p><b>Consistency with no Council</b></p>
<p><b>New Articles 18 to 21 (renumber articles)</b></p>	<p><b>Insert - <a href="#">Advisory Committees shall be formed by the Directors to ensure that Part 2, OBJECTS of the Association are carried out, such Committees shall consist of no more than 12 members of the Association who will be agreed by the Directors and membership reviewed annually.</a></b></p> <p><b><a href="#">19 Advisory Committees will elect their own Chairperson from the members selected.</a></b></p> <p><b><a href="#">20 Advisory Committees will discuss all aspects that have an effect, impact on the game at local level and make recommendations that will be brought to the attention of the Board for decision.</a></b></p> <p><b><a href="#">21 Advisory Committees will only be advisory bodies for the Directors</a></b></p>	<p><b>To replace Council committees</b></p>

<p>Current Article 34</p>	<p>Amend - The Board Chair shall be the President of the Association The Board Chair shall be the <b>current</b> President of the Association and <b>following his retirement the Chair of the Board will be appointed by the Board members following an open, publicly advertised recruitment process.</b></p>	<p>To ensure recruitment of the next Board Chair is an open and publicly advertised process.</p>
<p>New Article 35</p>	<p><b>The Chair shall not be the Chief Executive Officer of the Association (or any equivalent office holder.)</b></p>	<p>In line with Code of Governance</p>
<p>Current Article 35 (c)</p>	<p>Delete - <b>such persons appointed by the Council as Nominated Directors, provided that the number of Nominated Directors shall not exceed one third of the Directors holding office from time to time;</b></p>	<p>Council will no longer exist</p>
<p>Current Article 37</p>	<p>Delete - <b>The Association's Council may appoint such persons as they consider appropriate to act as a Nominated Director by ordinary resolution at the Council meeting immediately following the Annual General Meeting, subject to Article 35</b></p>	<p>Council will no longer exist</p>
<p>Current Article 39</p>	<p>Amend - 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 Board Chair, serve as an intermediary for the other Directors when necessary, act as an alternative contact for Members of <del>Council</del> <b>the Advisory Committees</b> if the normal channels of communication to the Directors through the Board Chair 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 Board Chair.</p>	<p>Conform with removal of Council and introduction of Advisory Committees</p>
<p>Current Article 61</p>	<p>Amend - <del>65 The Association President / Chair, or in their absence the Vice Chair</del> The Board Chair shall preside as Chair of the meeting, but if <del>neither the President / Chair, nor the Vice Chair be</del> <b>the Board Chair is not</b> present within 15 minutes after the time appointed for holding the meeting <del>and willing to act</del>, the Directors present shall elect one of their number to be Chair of the meeting and, if there is only one Director present and willing to act, they shall be Chair of the meeting</p>	<p>Positions of President and Vice Chair no longer exist and to clarify who will chair Director meetings</p>

<p><b>New Articles 95,96,97</b></p>	<p><b>Insert - 95 The fellowship shall consist of the Associations current Life Vice Presidents, Past Presidents, Life Members, any person who has served on the current Council for 15 years or more or Honorary Members who are adjudged by the Directors to have provided significant service to the Association.</b></p> <p><b>96 Members of the fellowship shall be entitled to purchase two FA Cup Final tickets (if allocation allows) and receive an invitation to the Associations Annual dinner or similar events.</b></p> <p><b>97 A member may be disqualified if he/she resigns their position by notice to the Directors; or He/she is subject of a decision of the Association or Football Association; or He/she is in breach of the Associations Code of Conduct</b></p>	<p><b>To confirm the DCFA Fellowship criteria</b></p>
<p><b>Current Articles 91 to 103 (d)</b></p>	<p><b>To delete all - <del>COUNCIL AND YOUTH COUNCIL</del></b></p> <p><del>91 There shall be a body known as the Council of the Durham County Football Association, whose function will be to ensure that Part 2 OBJECTS of the Associations Articles are carried out.</del></p> <p><del>92 The Council should comprise of:</del></p> <ul style="list-style-type: none"> <li><del>(a) The President / Chair</del></li> <li><del>(b) The Vice Chair</del></li> <li><del>(c) Life Vice Presidents</del></li> <li><del>(d) Past Presidents</del></li> <li><del>(e) Life Members</del></li> <li><del>(f) Honorary Members</del></li> <li><del>(g) The Chief Executive Officer ex officio</del></li> <li><del>(h) One representative from each Affiliated League in membership</del></li> </ul>	<p><b>Remove reference to Council and honorary positions.</b></p>

- (i) One representative from the Durham County Schools Football Association
  - (j) One representative from the Durham County Youth Council
  - (k) One Club Official to represent Clubs playing in the National League System Step 1 to 6 inclusive.
  - (l) One Club Official to represent Clubs playing in the Female National League System
  - (m) One Club Official to represent all Senior Professional Football Clubs
  - (n) One Club Official to represent Clubs playing at County Feeder League level
  - (o) One Club Official to represent Saturday Clubs playing below County Feeder League level
  - (p) Two Club Officials to represent Sunday football within the County (One North and One South)
  - (q) Two People to represent Youth football within the County (One North and One South)
  - (r) Two Players to represent male football
  - (s) Two Players to represent female football
  - (t) One representative for disability football
  - (u) One representative for Equality, Diversity & Inclusion and Safeguarding football
  - (v) One Female representative from all Referees within the Female pathway
  - (w) One Male representative from all Referees within the Male pathway
- ONE PERSON CANNOT REPRESENT MORE THAN ONE OF THE ABOVE (h) to (w)**

Should any member have a conflict of interest it must be declared

For a meeting to be quorate there should be at least eight members present.

The representatives referred to in (h) to (w) above shall be subject to annual approval by the Council.

**93** In the event of a casual vacancy occurring in relation to any Council Member appointed in accordance with **Article 92**, the organisation or group of organisations concerned shall have power (but shall not be obliged) to appoint a substitute Council Member, suitably qualified to represent that organisation or group of organisations.

**94** The Council Members shall remain in office until their successors have been elected and appointed. Subject to **Article 92** the Council shall have the power to fill any other vacancy which may occur on Council during the year.

**95** All Council Members shall sign and comply with the Association's Code of Conduct and any Safeguarding Regulations as stipulated by The Football Association. Failure to do so shall disqualify that Member from their membership of the Association.

**96** A Council Member may also be disqualified from their membership of the Association if:

(a) they have a bankruptcy order made against them;

(b) a composition is made with their creditors generally in satisfaction of their debts;

(c) a registered medical practitioner who is treating them gives a written opinion to the Association stating that that they have become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;

(d) by reason of their mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights they would otherwise have;

(e) they resign their office by notice to the Association;

(f) they cease to take an active role in the business of the Association;

(g) they are the subject of a decision of the Football Association that they be suspended from holding office or from taking part in any aspect of football management or football administration pursuant to any applicable disciplinary provision under any rules or statutes then in force;

(h) they are removed from office by a three-quarters majority of those Council Members present and voting at the Council meeting at which a resolution to remove them is proposed.

**97** No person shall be elected to serve as a Council Member if they are a member of the council of any other County Football Association, either at the time of nomination or after election.

#### **President and Past Presidents**

**98** No person may be nominated to be President/Chair unless they are a current Council Member who has served on the Council for 15 years in aggregate. Nominations for the office of President shall be made on the prescribed form and must be sent together with the names of the proposers and seconders to the Chief Executive on or before a date set by the Directors in the year of election. Any member of the Council may propose or second a nomination for President/Chair. The person appointed as the President/Chair shall hold office for a three-year term from the meeting at which they are appointed but is eligible for re-appointment for a maximum of one further three-year term. The President/Chair shall be elected at the Council meeting

prior to the annual general meeting in the year of election.

~~99~~ Past Presidents shall be entitled to remain on Council for the rest of their lives without the need to be re-appointed but shall not have the power to vote at Council meetings. A person shall be deemed to have resigned as a Past President if, in the opinion of Council, they cease to take an active role in the business of the Council.

#### **Council Chair and Vice Chair**

~~100~~ The President shall Chair the Board of Directors and Council meetings.

(a) The person appointed as the Vice Chair shall hold office for a three-year term from the Council meeting at which they are appointed but is eligible for reappointment for a maximum of two further three-year terms.

#### **Life Vice Presidents**

~~101~~ The Life Vice Presidents shall relinquish any role relating to being a Council Member representing an affiliated organisation. Life Vice Presidents cannot be appointed as the Council Chair, Vice Chair or a member of the Board of Directors. They shall be entitled to attend but not vote at Council meetings. They shall be entitled to remain on Council for the rest of their lives without the need to be re-appointed. No further Life Vice Presidents shall be appointed until there is only one or none remaining in which event an election shall be held by the Council to bring the number of Life Vice Presidents up to a maximum of two.

#### **Life Members**

~~102~~ A Council Member shall only be eligible to become a Life Member if they have been a Council Member for



	<p>at least 3 full terms. Life Members are entitled to remain on the Council for life without having to be re-appointed, but shall not have the power to vote at Council meetings.</p> <p><b>Honorary Members</b></p> <p><b>103</b> (a) Any person who holds a position on Council other than as a representative of a group of the Association (pursuant to (h) to (w) of <b>Article 92</b>) shall, subject to Council recommendation and Board approval, be an Honorary Member of Council.</p> <p>(b) This Article shall also apply to any member awarded Honorary status in recognition of an achievement or contribution that is out of the ordinary.</p> <p>(c) Honorary Members shall be entitled to attend but not vote at Council Meetings.</p> <p>(d) Honorary Members</p>	
<p><b>New Article 98</b></p>	<p><b>Insert - 98 The current President shall also be Chair of the Board of Directors and following his retirement the position of President will cease and the Chair of the Board of Directors will be appointed by the Directors following an open, publicly advertised recruitment process</b></p>	<p><b>To coincide with Article 34 above</b></p>
<p><b>New Articles 99 to 102</b></p>	<p><b>YOUTH FORUM</b></p> <p><b>Powers of the Youth Forum</b></p> <p><b>99</b> There shall be a body known as the Youth Forum of the Durham County Football Association, to represent the interests of young people.</p> <p><b>100</b> The Directors may adopt or amend standing orders or terms of reference regulating the conduct of business of the Youth Forum (“Youth Forum Terms”).</p> <p><b>101</b> The Youth Forum shall have rights to consult and challenge the Directors on matters agreed in the Youth Forum Terms, but in no event can the Forum</p>	<p><b>Remove reference to Council and replace current Articles 105 to 112</b></p>

	<p><b>make any decision on any financial or commercial matter or override the ultimate decision making authority and powers of the Directors.</b></p> <p><b>102 Subject to approval of the Directors, the Youth Forum may adopt or amend standing orders or terms of reference regulating the business and membership of the Youth Forum (“Youth Forum Terms”).</b></p>	
<p><b>Current Articles 105 to 112</b></p>	<p><b>Delete - Youth Council— (comes under the control of the Directors)</b></p> <p><del>105 There shall be a body known as the Youth Council of the Durham County Football Association, to represent the interests of young people.</del></p> <p><del>Council Members’ Term Limits</del></p> <p><del>106 A Council Member shall serve as a Council Member from the date of their appointment until their replacement or vacation of office in accordance with the Articles. A Council Member shall serve office for a maximum of three terms of three years, at which point they shall retire. Each term shall run from the date of their appointment or most recent re-appointment until the Council meeting immediately preceding the end of the time period of a term of office. The term limits shall not apply to Council Members who are Honorary Members in accordance with Article 103.</del></p> <p><del>107 A Council Member who is a Director shall be entitled to remain on Council as an Honorary Member of Council for such period beyond which they would otherwise be required to retire in accordance with Article 103 as they remain a Director.</del></p> <p><del>108 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 107 beyond the date on which they would otherwise have retired without</del></p>	<p><b>Replaced with New Articles 99 to 102 as above</b></p>

	<p>being eligible for re-appointment in accordance with Article 106</p> <p><b>Powers of Council and Youth Council</b></p> <p><del>109</del> Subject to approval of the Directors, the Council may adopt or amend standing orders or terms of reference regulating the conduct of business of <b>Council (“Council Terms”)</b>. <del>the Youth Council</del></p> <p><del>110</del> The Council shall have the powers set out in the Council Terms and may have rights to consult and challenge the Directors on matters agreed in 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.</p> <p><del>111</del> — Subject to approval of the Directors, the Youth Council may adopt or amend standing orders or terms of reference regulating the business and membership of the Youth Council (“Youth Council Terms”).</p> <p><del>112</del> — The Youth Council shall have the powers set out in the Youth Council Terms, and may have rights to consult and challenge the Directors on matters agreed in 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.</p>	
<p><b>PART 7 Article 104</b></p>	<p><b>LIABILITY OF DIRECTORS AND MEMBERS AT DISSOLUTION</b></p> <p><b>Liability of Directors and Members</b></p> <p><b>104</b> Each <b>Director</b> and Member undertakes that, if the Association is wound up while they are a <b>Director or Member</b> or within one year they cease to be a <b>Director or Member</b>, they will contribute an amount to the assets of the Association as may be required for:</p>	<p><b>To include Directors with Liability</b></p>

(a) payment of the Association's debts and liabilities contracted before they cease to be a **Director or Member**;

(b) payment of the costs, charges and expenses of winding up; and

(c) adjustment of the rights of the contributories among themselves, provided that such amount shall not in aggregate exceed £1.