

**Extraordinary General Meeting
Room N101, University of Hertfordshire,
De Havilland, Hatfield,
Monday 9th December 2024**

1. Welcome & to Receive Formal Notice of the Meeting

G Phillips welcomed everyone to the Extraordinary General Meeting and thanked those present for attending the University.

2. Apologies

The following persons and Organisations submitted their apologies in advance of the meeting:

AC Finchley Youth	Field FC
Hemel Hempstead Town FC	Hemel Athletic FC
Leverstock Green FC	Keith Pollard
Madeline Hurley	

3. To receive and agree the proposed amendments to the Articles of Association

B Curtis led the presentation (*Appendix 1*) to the members on the reason and requirements of Hertfordshire FA to comply with changes as recommended by the Football Association.

Sport England produced a Code of Governance which they encouraged all Sport Governing Bodies to incorporate to assist them in developing and modernising whilst providing transparency in governance.

The Football Association adopted the recommendation from Sport England and mandated all County Football Associations to incorporate the changes set out in the FA Template for the Code within the organisation by June 2025.

Hertfordshire FA, through the Board and Council have agreed to adopt the recommendations and implement the changes from 1st April 2025. Whilst it has been agreed internally, there is a requirement to receive endorsement from our members to proceed with implementation.

Part 1 – Interpretation

Largely unchanged and provides definitions and interpretation of the intention of the Articles.

Part 2 and 3 – Objects and Application of Income and Property

No changes had been proposed or amended in this section and they remain identical to those which were approved in 2021.

Part 4 – Directors’ Powers and Responsibilities

B Curtis explained the responsibilities of a Director and of the Board in how they operate and their remit.

The Articles dictate that an Audit Committee and Equality Committee are required to be implemented in order to meet compliance. These technical amendments have been made to reflect consistency with the proposed Code.

Number of Directors will be prescribed as a minimum of 6 and maximum of 12 with the majority being Independent Directors.

A Wilson enquired whether Independent Directors will be paid under the Code. R Smith responded that no Director currently or under the new Articles will be paid.

Clarification on the 9-year term and what would happen at the end, B Curtis explained they would be required to step down unless there was an exceptional circumstance. The Articles does have a provision to extend should it be required under a limited basis.

Part 5 – Members

The Annual General Meeting has been incorporated to be held every season which will also vote in the Directors at this time. Members will need to attend to agree and support those recommendations.

Part 6 – Council

It has been agreed to retain the existing structure of the Council who will operate in conjunction with the Board of Directors.

The Council manage and oversee the football aspect of the organisation whilst the Board’s remit surrounds the financial, strategic and risk element of the business.

Question was raised on the maximum number that can reside on the Council, B Curtis stated the numbers over time will reduce but members (clubs and leagues) will remain.

The Chair of Council will be known as the Leader of Council.

Council will continue to act and advise on football matters but will do so only where the Board has given approval.

Part 7 and Part 8 – Liability of Members & Administrative Arrangements

It will remain that at a General Meeting will require a 75% majority must approve any recommended change that is proposed.

There are some slight deviations to what is outlined in the FA Template for the Code, but this has been agreed in order to support and operate as both a business and the Council.

Voting & Proposal

B Curtis formally proposed that the Articles of Association as set out in the formal notice and described on the evening be adopted from 1st April 2025.

G Phillips seconded the proposal.

All members who were in attendance supported the proposal.

Meeting concluded at 7:30pm.