



**Season 2024-2025**

Articles of Association

Regulations

Membership Rules

Powers & Duties of Committees

**Company Number: 4451011**

**The Companies Act 2006  
Company Limited by Guarantee and not  
having a Share Capital**

**Articles of Association  
of  
Huntingdonshire Football Association Limited**

**Incorporated on 29 May 2002  
Articles amended 10 June 2024**

Registered Charity 20 April 2016 No 1166644

**Company number: 4451011**

**The Companies Act 2006**  
**Company Limited by Guarantee**  
**and not having a Share Capital**

**Articles of Association**  
**of**  
**Huntingdonshire Football Association Limited**

**PART 1: INTERPRETATION**

**1. 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 these articles of association of the Charity as amended from time to time;

**“Association”** - means the Football Association called Huntingdonshire FA;

**“Chairman”** - has the meaning given in Article 13;

**“Chairman of the meeting”** - has the meaning given in Article 28;

**“Charity”** - means the company intended to be regulated by these Articles

**“Charities Act”** - or any numbered section of it, means the Charities Act 2011 or such section as amended, restated or re-enacted from time to time;

**“Council elected Director”** - means a director of the Charity appointed in accordance with Article 16.1.5;]

**“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 Charity. The Directors are Charity Trustees as defined by section 177 of the Charities Act;

**“Division”** - means such geographical area of the County as is determined by the Directors from time to time;

**“Divisional Representative”** - means a person elected from time to time to be a member of the Council in accordance with these Articles and any Rules (and **Elected Council Membership** shall be construed accordingly);

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

**“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;

**“Life Vice President”** – means any person who has been accorded the status by Council;

**“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 Charities / 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;

**“Youth Forum terms”** - means any standing orders or terms of reference regulating the conduct of business and membership of youth forum adopted by the youth forum 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 Charity's objects (**Objects**) are for the public benefit generally but with particular reference to the inhabitants of the County and its surrounding areas:

- 2.1 to promote, develop and support community participation in healthy recreation by providing or assisting in the provision of facilities for the playing of the Game and such other sports or physical activities which improve fitness and health (**facilities** in this Article 2 means land, buildings, equipment and organising sporting activities);
- 2.2 to advance amateur sport by promoting the amateur playing of the Game and such other sports or games which promote health by involving physical or mental skill or exertion and which are undertaken on an amateur basis;
- 2.3 to help and educate children and young people by providing facilities for the playing of the Game and other sports as to develop their physical, mental and social capacities that they may grow to full maturity as individuals and members of the community; and
- 2.4 to relieve people with disabilities, learning difficulties or ill-health by the provision of facilities for the playing of the Game and other sport, recreation or leisure time occupation in the interests of social welfare and with the object of improving the conditions of life of such people.

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

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

- 3.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 3.2 No part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Members of the Charity and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: provided that nothing in these Articles shall prevent any payment in good faith by the Charity:
  - 3.2.1 of a benefit to any Member of the Charity or to any Director (or a Connected Person) in his or her capacity as a beneficiary of the Charity;
  - 3.2.2 to any Director of reasonable and proper out of pocket expenses reasonably and properly incurred in the discharge of their duties to the Charity;
  - 3.2.3 of fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Charity or a Director (or a Connected Person) may also be a member holding not more than 1 (one) per cent of the issued share capital of that company;
  - 3.2.4 of reasonable and proper remuneration for any goods or services supplied to the Charity by any Member of the Charity who is not a Director (or a Connected Person);
  - 3.2.5 of reasonable and proper remuneration to any Director (or a Connected Person) for any goods or services supplied to the Charity on the instructions of the Directors (excluding in the case of a Director the service of acting as Director and any services performed under a contract of employment with the Charity) provided that this provision together with Article 5.3 may not apply to more than half of the Directors

- in any financial year (and for these purposes this provision is also treated as applying to any Director if it applies to a person Connected with that Director);
  - 3.2.6 of interest on money lent by any Member of the Charity or a Director (or a Connected Person) at a reasonable and proper rate;
  - 3.2.7 of reasonable and proper rent or hire fee for premises demised or let or hired out by any Member of the Charity or a Director (or a Connected Person);
  - 3.2.8 of reasonable and proper premiums in respect of Director indemnity insurance effected in accordance with Article 19;
  - 3.2.9 to any Director or other Officer of the Charity of any indemnity effected in accordance with Article 19 ; or
  - 3.2.10 of any benefit expressly authorised in Writing by the Commission so long as in the case of any benefit conferred on a Director or a Connected Person under this Article 3.2 the relevant Director must comply with Article 5.
- 3.3 These Articles shall not prevent any payment in good faith by any Subsidiary Company:
- 3.3.1 of a benefit to any Member of the Charity or to any Director (or Connected Person) in his or her capacity as a beneficiary of the Charity or any Subsidiary Company;
  - 3.3.2 to any Director of reasonable and proper out of pocket expenses reasonably and properly incurred in the discharge of their duties to the Charity or any Subsidiary Company;
  - 3.3.3 of fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Charity or a Director (or Connected Person) may also be a member holding not more than 1 (one) per cent of the issued share capital of that company;
  - 3.3.4 of reasonable and proper remuneration for any goods or services supplied to any Subsidiary Company by any Member of the Charity who is not a Director (or a Connected Person);
  - 3.3.5 of reasonable and proper remuneration to any Director (or a Connected Person) for any goods or services supplied to any Subsidiary Company with the approval of the Directors (excluding in the case of a Director the service of acting as a Director of the Charity but including any other services performed by a Director or a Connected Person under a contract of employment with any Subsidiary Company) provided that this provision together with Article 3.2.5 may not apply to more than half of the Directors in any financial year (and for these purposes this provision is also treated as applying to any Director if it applies to a person Connected with that Director);
  - 3.3.6 of interest on money lent by any Member of the Charity or a Director (or a Connected Person) with the approval of the Directors at a reasonable and proper rate;
  - 3.3.7 of reasonable and proper rent or hire fee for premises demised or let or hired out by any Member of the Charity or a Director (or a Connected Person);
  - 3.3.8 of reasonable and proper premiums in respect of indemnity insurance effected in subject to the Companies Acts;
  - 3.3.9 to any Director or other officer of any Subsidiary Company of any indemnity effected subject to the Companies Acts; or
  - 3.3.10 of any benefit expressly authorised in Writing by the Commission so long as, in the case of any benefit conferred on a Director or a Connected Person under Articles 3.2.5 to 3.2.7 inclusive, the relevant Director must obtain the approval of the Directors and comply with Article 5;

### **3.4 Scope and powers permitting directors' or connected persons' benefits**

- 3.4.1 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- 3.4.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 3.4.3 Subject to sub-clause 3.5.1 of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- 3.4.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 3.4.5 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 3.4.6 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

### **3.5 Payment for supply of goods only – controls**

- 3.5.1 The charity and its directors may only rely upon the authority provided by sub-clause 3.4.3 of this article if each of the following conditions is satisfied:
- 3.5.2 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- 3.5.3 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 3.5.4 The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- 3.5.5 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- 3.5.6 The supplier 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.
- 3.5.7 The reason for their decision is recorded by the directors in the minute book.
- 3.5.8 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 41;

### **3.6 Residual Assets**

- 3.6.1 At any time before, and in expectation of, the winding up or dissolution of the Charity the Members of the Charity or, subject to any resolution of the Members, the Directors may resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on the dissolution or winding up of the Charity be applied or transferred in any of the following ways:

- 3.6.1.1 directly for the Objects of the Charity;
  - 3.6.1.2 to any charitable institution or institutions for purposes falling within the Objects of the Charity; or
  - 3.6.1.3 to any charitable institution or institutions for purposes similar to the Objects of the Charity.
- 3.6.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity under this Article 3 (except to any Member which is itself a charitable institution chosen to benefit under this Article 3).
- 3.6.3 If no resolution is passed in accordance with Article 3.6, the net assets of the Charity shall be transferred to the Huntingdonshire Football Association Benevolent Fund or a local charitable football club or shall be applied for such charitable purposes as directed by the Commission.

#### **4. The Charity / Association**

- 4.1 The members and directors of the Charity / 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 Charity / Association are carried out in accordance with the Rules for the time being in force.

#### **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: POWERS AND RESPONSIBILITIES**

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

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 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 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 50% of the current number of Board Members.
- 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 directors 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.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **15. Number of Directors**

- 15.1 The number of directors shall be subject to a maximum of 12.
- 15.2 No less than one third of the directors from time to time shall be independent.
- 15.3 The number of council elected directors shall not exceed one third of the directors

holding office from time to time.

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

- 16.1 Save as otherwise provided in the Articles, the directors of the Charity/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;
  - 16.1.3 Not more than 2 Ex-Officio Officers which should include: -
    - 16.1.3.1 Company Secretary/CEO (Director of Administration)
    - 16.1.3.2 Finance Director as per Article 16.1.6
  - 16.1.4 Such persons as shall be appointed from Council, but shall not exceed one third the total number of directors pursuant to Article 15.3
  - 16.1.5 Up to 6 Independent Non-Executive Directors when appointed by Council pursuant to Article 16.5
  - 16.1.6 One of the Directors shall be "The Finance Director" he or she must hold adequate financial qualifications equivalent to (FCCA or ACMA)
- 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 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.
- 16.4 Directors nominated by Council as per 16.1.4 shall not be considered as an Independent Director and must be non-executive.
- 16.5 The Independent Non-Executive Directors shall be nominated in writing 21 days or more before the date of a meeting of Council by the Nominations Committee, endorsed by the Board and appointed by Council.
- 16.6 The Football Association Representative. Should the Football Association Representative not hold the office of Director within Article 16, The Board shall Co-Opt the FA Representative to the Board and such person shall have the same voting rights as the other Directors. The FA Representative shall remain a Co-opted Director until such time as he or she no longer holds the position of FA Representative, becomes a director in accordance with Article 16, or is removed by a decision of the Board.

## **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 At the council meeting immediately preceding the third anniversary of his or her appointment as a council elected director, a council elected director shall retire from office as a director and may offer himself or herself for re-appointment by council. Council elected directors shall not be entitled to offer themselves for re-appointment at more than two such council meetings at which he or she is eligible for re-appointment in accordance with this Article, subject to the exceptions in Articles 17.1.1 and 17.1.2 also applying to council elected directors in the same way as elected directors].
- 17.3 If a director retires pursuant to Articles 17.1 or 17.2, 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.
- 17.4 The term limits in Articles 17.1 and 17.2 shall not apply retrospectively from the date of the relevant director's appointment, whether before the date of adoption of these Articles or not.

## **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**

- 21.1 A person shall immediately cease to be a member (provided that at least one member remains on the Register of Members thereafter):
  - 21.1.1 If the member is removed by notice in writing to the Association signed by a majority of the remaining members;
  - 21.1.2 If by notice in writing to the Association, the member resigns his or her membership;
  - 21.1.3 If he or she dies; or
  - 21.1.4 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 one-tenth 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 FORUM**

### **38. Bodies**

- 38.1 There shall be a body known as the council of the Huntingdonshire FA.
- 38.2 The following shall be members of council:
- 38.2.1 President
- 38.2.2 Chairman of council; in accordance with Article 39
- 38.2.3 Vice Chairman of council; in accordance with Article 39
- 38.2.4 Life Vice Presidents
- 38.2.5 One representative appointed by each Affiliated League in accordance with Article 39;
- 38.2.6 Seven Geographical or Areas of Responsibility Representatives elected in accordance with Article 39;
- 38.2.7 One representative appointed by the Referees in accordance with Article 39
- 38.2.8 One representative of the Equality Committee in accordance with Article 39
- 38.2.9 One representative appointed by Schools' Football Association in accordance with Article 39;
- 38.2.10 One representative appointed by the Youth Forum in accordance with Articles 39.
- 38.2.11 Honorary Members
- 38.2.12 No employee of a County FA other than the Company Secretary / CEO is eligible to become a Council Member.
- 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, unless they are appointed as Chairman or Vice Chairman of council.
- 38.4 There shall be a body known as the youth forum of the Huntingdonshire 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 his or her appointment until his or her replacement or vacation of office in accordance with these Articles. A council member shall serve office for a maximum of 3 terms of 3 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 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 Forum**

- 40.1 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 and may have rights to consult and challenge the directors on matters agreed in Article 40.1, 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 forum may amend or adopt standing orders or terms of reference regulating the business and membership of youth forum (“youth forum terms”).
- 40.4 The youth council shall have the powers set out in Article 40.1, and may have rights to consult and challenge the directors on matters agreed in Article 40.1, but in no event can the youth forum 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, and the Charities Act 2011. 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 Charity / Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Charity / Association at any time.
- 45.2 The books of account shall be kept at the registered office of the Charity / 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, and the Charities Act 2011 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 Charity / 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.
  - 45.4.3 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The

statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

#### **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.

#### **48. Winding Up**

- 48.1 The Charity may be wound up voluntarily at a general meeting called on not less than 21 (twenty one) days' notice subject to the passing of a special resolution.
- 48.2 In the event of the winding up of the Charity in accordance with Article 48.1 above the Directors after settlement of all financial obligations shall distribute the proceeds of the Charity's residual assets in accordance with Article 3.6 and Article 41.

# Huntingdonshire Football Association

## Regulations of the Association

### Amended Regulations – with effect from 2021 AGM

#### 1. FA Cup Final Ticket Applications

Applications for ticket(s) for the Football Association Challenge Cup Final **MUST** be submitted in writing to the Company Secretary by January 31<sup>st</sup> of each year using the prescribed for.

#### 2. Sanctioned Competitions playing season end date

Any Competition sanctioned by the Association shall complete all fixtures by the second Sunday in May unless written permission to extend the Season is granted by the Association.

#### 3. FA Representative

The F.A. Representative shall be elected by the Board to serve for a 3 year period and shall be eligible for re-election. Nominations for the appointment of the Representative are to be received by the Company Secretary not later than 28th February of the Election Year. In accordance with the Articles of the Football Association the County shall during the month of June in each year, forward the name and address of such Representative to the Football Association. Should a vacancy occur, the Board shall elect a Representative within 21 days.

*Note: FA Regulations state that no person may be first elected to Council who is over the age of 65 years.*

#### 4. Long Service Awards

Any person contributing 15 years' service to an Affiliated Club of the Association shall be entitled to receive a long service certificate.

#### 5. Long Service Awards (Council Members)

Any Council member having given 15 and 30 years' service to the Council shall be entitled to receive a long service award.

#### 6. Long Service Awards (Referees)

Any Referee having given 25 years' service to the Association shall be entitled to receive a Long Service Award.

#### 7. First Aiders in attendance at matches

All affiliated Clubs to have a minimum of one person who has attended the Football Association Emergency Aid Course present at each match.

#### 8. Provision of First Aid kits at matches

Each Affiliated Club shall provide a First Aid Kit for each Match.

## **9. Changes to Rules**

Any proposed amendment, variation or revocation to the Rules of the Association must be received in writing by the Company Secretary by January 1<sup>st</sup> in any year.

## **10. Subscriptions/ Affiliation Fees**

In accordance with the Membership Rules the members shall pay any subscription or affiliation fees set by the Trustees. Any member whose subscription or affiliation fee is in arrears as at September 30<sup>th</sup> in any year shall be deemed to have resigned his membership of the Association.

## **11. Divisional Representatives**

In accordance with Article 38 nominations for Divisional Representatives must be received in writing by the Company Secretary by May 1<sup>st</sup> in each year.

## **12. Divisional Representatives (Ballot)**

In accordance with Article 38 in the case where the Company Secretary has received more than one nomination for Divisional Representative, such candidates being subject to the approval of the Board, where a ballot is required such ballot papers must be returned to the Company Secretary by May 31<sup>st</sup> in each year.

## **13. Referees Representative to Council**

Nomination for Representative for Council from the Referees shall come from the Huntingdonshire Referees Association which must be received in writing by the Company Secretary by May 1<sup>st</sup> in each year. Should the Huntingdonshire Referees Association no longer exist, the Referees in membership of the HFA shall provide such nomination via a ballot organised by the HFA.

## **14. League Representative to Council**

Nomination for Representative for Council from Affiliated Leagues must be received in writing by the Company Secretary by May 1<sup>st</sup> in each year.

## **15. Patron**

15.1 Nominations for Patron must be received in writing by the Secretary by May 1<sup>st</sup> in each year.

15.2 The Patron shall:

15.2.1 hold office as Patron of the Charity and shall have such rights and privileges and duties as the Directors shall from time to time prescribe;

15.2.2 Only the Council may nominate a person for election as Patron. Such nominations shall be made by such date as the Directors shall prescribe in each year. If there is only one nomination, such person shall be declared elected at the Annual General Meeting. In the event of there being more than one nomination for Patron, an election shall be held at the Annual General Meeting.

15.2.3 A person elected as Patron shall hold office for a one year term until the conclusion of the next Annual General Meeting but shall be eligible for re-election. In the event of a casual

vacancy occurring the Council shall have the power (but shall not be obliged) to appoint a substitute Patron for the remainder of the term of office.

## **16. President**

16.1 In accordance with Article 38 nominations for President must be received in writing by the Company Secretary by May 1<sup>st</sup> in each year.

16.2 The President shall:

16.2.1 hold office as President of the Charity and shall have such rights and privileges and duties as the Directors shall from time to time prescribe;

16.2.2 Only the Council may nominate a person for election as President. Such nominations shall be made by such date as the Directors shall prescribe in each year. If there is only one nomination, such person shall be declared elected at the Annual General Meeting. In the event of there being more than one nomination for President, an election shall be held at the Annual General Meeting.

16.2.3 A person elected as President shall hold office for a one year term until the conclusion of the next Annual General Meeting but shall be eligible for re-election. In the event of a casual vacancy occurring the Council shall have the power (but shall not be obliged) to appoint a substitute President for the remainder of the term of office.

## **17. Chair of Council**

17.1 Nominations for the Chair of Council must be submitted in writing to the Secretary by the proposer and seconder both of whom must be members of Council at the time of the proposal, the proposal must be submitted in writing to the Secretary after the Annual General Meeting in that year but no later than 7 days prior to the first Council Meeting of the season.

17.2 At the first Council meeting following the annual general meeting in each year, the Council shall decide which Council Member shall be appointed as the Chair of Council.

17.2.1 The person appointed as the Chair of Council shall hold office for a three year term from the Council meeting at which they are appointed but are eligible for re-appointment. The Chair shall have such rights and privileges as the Directors shall from time to time prescribe.

## **18. Vice Chair of Council**

18.1 Nominations for the Vice Chair of Council must be submitted in writing to the Secretary by the proposer and seconder both of whom must be members of Council at the time of the proposal, the proposal must be submitted in writing to the Secretary after the Annual General Meeting in that year but no later than 7 days prior to the first Council Meeting of the season.

18.2 At the first Council meeting following the annual general meeting in each year, the Council shall decide which Council Member shall be appointed as the Vice-Chairman of Council.

18.2.1 The person appointed as the Vice-Chairman of Council shall hold office for a one year term from the Council meeting at which they are appointed but are eligible for re-appointment. The Vice Chairman shall have such rights and privileges as the Directors shall from time to time prescribe.



## **19. Life Vice Presidents**

Life Vice Presidents appointed prior to the adoption of the changes to the Articles as at the 2021 Annual General Meeting (as known as the Governance Review) shall remain as Life Vice Presidents. As from the 2021 AGM there shall not be any new Life Vice Presidents appointed.

## **20. Life Vice Presidents attendance at General Meetings**

Life Vice Presidents shall be entitled to attend and vote at a General Meeting.

## **21. Honorary Members**

Any person who having held a position on Council and has ceased to hold such position due to the term limits or as otherwise decided by the Board, shall be eligible to be an Honorary Member of Council, entitled to attend but not vote at Council meetings. Honorary Membership shall be at the discretion of the Directors.

## **22. Trustees**

In accordance with Article 24 nominations for Council Nominated Trustees must be submitted in writing to the Company Secretary by the proposer and seconder both of whom must be members of Council at the time of the proposal, the proposal must be submitted in writing to the Company Secretary after the Annual General Meeting in that year but no later than 7 days prior to the first Council meeting of the season.

## **23. Council Members Expenses**

Members of Council shall be entitled to claim expenses on the official forms. All expenses shall be claimed quarterly from 1<sup>st</sup> January in each year. Claims not received within 28 days from the end of each quarter will deemed to have been waived.

## **24. Co-option to Committees**

Should any Standing Committee, wish to enroll the services of a Non Council Member onto the Committee who would be of service to the Association, the Committee shall submit in writing to the Company Secretary at least seven (7) days prior to the first meeting of the Trustees following the Annual General Meeting each year no more than five (5) Non Council Members to the Trustees for consideration. Any Non-Council members approved by the Trustees shall have the same privileges as any other member of that Committee. In the event of a need to co-opt to a Committee after the timescale above, such a proposal shall be made from the Committee to the Trustees for their consideration.

## **25. Conformity**

Any proposed rule changes shall be consistent with and subject to the articles of the Huntingdonshire Football Association Limited and the Articles and Rules of The Football Association

## **26. Correspondence**

The reply to correspondence from the Association must be received within a period ending at the close of Office Hours (5pm) 14 days after the date of the Association's correspondence unless otherwise specified. Replies should be sent to the Association Office or to the person issuing the correspondence as appropriate. Fax or email replies will only be accepted if the original correspondence indicates their acceptability. Failure to comply with the Regulation may result in the levy of a fine in accordance with the schedule of fines against the defaulting party.

## **27. Entry to Grounds**

All Members of Council shall be provided with a pass which, on production, shall entitle the member to be admitted to any part of the ground of a member club when home matches are being played, other than Football Association Competitions.

## **28. FA Procedures and Policies**

The Association and all affiliated to this Association shall adopt all FA Policies and Procedures.

## **29. Council Members witnessing misconduct**

Where a member of Council is present at a match and witnesses an incident of misconduct, the member is required to submit a written report to the Company Secretary as soon as possible. Failure to comply will cause the member to be charged with a breach of Regulations.

## **30. Election of Standing Committee Chair and Vice Chair**

All Standing Committees shall hold meetings at the conclusion of the first Council Meeting of the season for the purpose of the election of the Committee Chairman and Vice Chairman.

## **31. Chair of Standing Committees**

A Member of Council shall only be permitted to hold the position of Chairman of any one Standing Committee at a time during a season and shall serve a maximum of 3 years as Chairman of the Committee. A Member of Council who holds the office of Chairman of a Standing Committee shall not be eligible to be elected as Chairman of another Standing Committee in the same season. For clarification:-

A Member of Council may hold the office of Chair of any Standing Committee during his Membership of Council. If a Member of Council resigns from the office of Chair of a Standing Committee in a season, he shall be eligible for election as Chair of a different Standing Committee in the same season.

A Member of Council, who holds the office of Chair of a Standing Committee, shall be eligible to hold the office of Vice Chair of any other Standing Committee or Committees in the same season.

## **32. Staff Members – non eligibility to be elected as a Member Council**

No person shall be elected or serve as a Council Member if they are a Current Member of the staff of the Association. If a Member of Council becomes a member of Staff, they will cease to become a Member of Council as of the date they are appointed a member of staff.

Notes for clarification and for the avoidance of doubt: -

47.1 The Company Secretary is by appointment a Member of Council, as covered by Article 38.

47.2 A former Member of Staff is eligible to become a Member of Council.

## **33. Referee Registration – fee for late registration**

Referees shall be required to re-register each season using the registration procedure as set from time to time by the Council. It shall be a requirement that referees shall re-register within 28 days of notification that the registration procedure is available for use. Any Referee failing to re-register within 28 days of the registration procedure being available shall be required to pay a late registration fee as per the schedule of fees and fines.

# HUNTINGDONSHIRE FOOTBALL ASSOCIATION LIMITED

## MEMBERSHIP RULES

These rules must be read in conjunction with the Articles of Association.

### **1. Title and Affiliation**

- 1.1. This Association shall be called “The Huntingdonshire Football Association Limited”, (known as the Huntingdonshire Football Association) and shall be affiliated to The Football Association Limited (known as The Football Association), and members of the Association of Football Associations.
- 1.2. This Association shall strictly enforce the Rules of The Football Association.
- 1.3. The playing season shall be as determined by The Football Association.

### **2. Area**

- 2.1. The Area\* of the Association shall be as defined by The Football Association as being under the jurisdiction of the Huntingdonshire Football Association.

*The County of Huntingdonshire as defined by the 1908 Commission.*

### **3. Membership**

- 3.1. All Clubs, Leagues or Competitions having their headquarters within the area of the Association shall be eligible to apply for membership of the Association. For such Clubs, on acceptance into membership, this Association shall be known as their “Parent Association”.
- 3.2. Senior and Junior Clubs whose parent Association is another recognised football association, on acceptance into membership shall be known as “Associate Clubs”.
- 3.3. Before being admitted to membership every Club must satisfy the Association that it is properly constituted for the playing and administration of association football in accordance with the Laws of the Game and observes the Rules and Regulations of The Football Association.
- 3.4. The Council of the Association shall determine the status of Senior Clubs and Junior Clubs.
- 3.5. Clubs affiliating to this Association shall register their details as per the nominated form.
- 3.6. A Club changing its registered colours without prior consent of the Council shall be liable to a fine not exceeding that as per the schedule of fees or fines.
- 3.7. Clubs, Leagues and Competitions affiliated to this Association shall notify the County Secretary in writing as to the details of a change of Secretary. Failure to notify the County Secretary within 14 days of such change, the Club, League or Competition shall be liable to be fined as per the schedule of fees and fines.
- 3.8. If the Secretary of a Club/League/competition is proposing to leave the address registered with the Association for a period of at least seven (7) days the secretary must inform the County Secretary in writing before the absence together with the name and address of a deputy to act during such period. Any Club which fails to observe this rule shall be fined as per the schedule.
- 3.9. All Correspondence from this Association will be sent to the Secretary of the Club, League or Competition as appropriate.
- 3.10. A Club who is parented to this Association shall enter all of its eligible teams in the appropriate County Cup(s).
- 3.11. In the event of a deficit for the Association at the end of the season Clubs affiliated may be levied equally to cover the loss.

#### **4. Subscriptions**

- 4.1. The annual subscription for each club shall be as per the schedule of fees and fines.
- 4.2. The Subscription for each League or Competition shall be as per the schedule of fees and fines for Leagues and Competitions per annum.
- 4.3. Each affiliated Club shall purchase at least two copies of the handbook each year as per the Schedule of Fees.
- 4.4. All Clubs whose Parent Association is this Association shall effect to an approved level as per the schedule of fees or fines Public Liability Insurance in respect of all teams registered under this rule.
- 4.5. The Association shall arrange such cover for Public Liability Insurance on behalf of all eligible clubs in membership, who shall be required to pay the premium, unless a valid policy certificate confirming at least equal cover is furnished at the time of affiliation.
- 4.6. It shall be the responsibility of Clubs to effect to an approved level, Personal Accident Insurance for all of its teams. Clubs must furnish the Association at the time of affiliation, a copy of a valid policy certificate confirming that Personal Accident Insurance is in place for all teams of the Club.
- 4.7. The Council shall agree the approved levels of Public Liability Insurance and Personal Accident Insurance annually.
- 4.8. All Clubs, Leagues and Competitions which have been previously accepted into membership of the Association and which seek to continue membership for the year commencing on 1st July next ensuing shall complete the nominated form supplied by the Association and send it to the County Secretary by 31st May in each year together with proof of annual (12 months) Personal Accident Insurance cover to the approved level of cover as per rule 4(f) in accordance with the Schedule of Fees. Those Clubs who take out their own Public Liability Insurance are required to supply proof of cover as per rule 4(e). The appropriate subscription shall be paid in accordance with the instructions given on the affiliation form. (i) Any Club whose Personal Accident Insurance expires after re-affiliation
- 4.9. and before 1st June next must provide a copy of the new certificate of Insurance to the County Secretary prior to the renewal date. Failure to comply with this rule will result in the club being suspended from all football activities until such time as Personal Accident Insurance is in place and proof provided to the County Secretary.
- 4.10. Any Club, League or Competition which has not paid the subscription by 31<sup>st</sup> May in each year and subsequently desires to renew its membership shall be required to pay an additional fee as per the schedule of fees and fines.
- 4.11. Any Club, League or Competition whose subscription is unpaid on the 30th day of September of the ensuing year shall cease to be a member.

#### **5. Council**

- 5.1. The Chairman and Vice Chairman shall be elected annually at the first Council meeting of the season in accordance with the Regulations of the Association.
- 5.2. The Directors shall be elected annually at the first Council meeting of the season in accordance with the Regulations of the Association.
- 5.3. The voting at Council meetings shall be by a show of hands or by ballot if requested by 75% of the members present or at the discretion of the Chairman of the meeting, all matters shall be decided

by the majority of votes cast. In the event of votes being equal, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

- 5.4. The Secretary or The Chairman of Council shall have the power to call a meeting of the Emergency Committee.
- 5.5. The Council shall have the power to call upon any Club or Participant to produce any books, letters, documents or other such evidence the Council or Emergency Committee called for the purpose may determine.
- 5.6. In addition to the Members of Council, minutes of all meetings of the Council shall be circulated to affiliated Clubs.
- 5.7. Members of Council shall be entitled to claim expenses when on Council Business in the manner laid down by the Association.
- 5.8. The Referees Co-Ordinator shall be appointed by Council annually at the first Council meeting of the season.
- 5.9. Each Officer and Council member shall be supplied with a copy of these Rules and bound thereby.
- 5.10. No Member, Official of any Club or Competition or a Referee shall sit as a member of Council or of a Committee during the hearing or appeal, protest, complaint or business in which such Member, Club, Competition or Referee may be concerned.
- 5.11. If the Council should subsequently discover that any rule or agreement of the rules has in their opinion been violated by mutual agreement or otherwise, it shall be in the powers of
- 5.12. the Council to impose such penalty as it may think fit without protest having been received by the County Secretary.
- 5.13. The Council shall have the power to deal with any matter not covered within the Articles or Rules of this Association.

## **6. Committees**

- 6.1. The quorum for any meeting of any Committee shall be four (4) Members.
- 6.2. The voting at Committee meetings shall be by a show of hands or by ballot if requested by 75% of the members present or at the discretion of the Chairman of the meeting, all matters shall be decided by the majority of votes cast. In the event of votes being equal, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

## **7. Annual or Extraordinary General Meetings**

- 7.1. All business conducted at the Annual General Meeting or at an Extraordinary General Meeting shall be carried out in accordance with the provisions of the Articles of the Association.
- 7.2. The Annual General Meeting shall be held not later than 1st July each year.
- 7.3. Any Member being expelled from the Council shall not be eligible for re-election for a period of (3) three years.
- 7.4. Any new Club, League or Competition seeking membership of the Association shall be entitled to attend the Annual General Meeting of the season concluding but shall not be allowed to speak unless asked to do so by the Chairman of the meeting. Such new member shall have no voting rights at this meeting.
- 7.5. All rule changes shall take effect immediately after the General Meeting in which they were approved.

## **8. Club and Financial Records**

- 8.1. All Clubs, Leagues and Competitions shall keep accounting records for recording the fact and nature of all payments and receipts so as to disclose with reasonable accuracy, at any time, the financial position including the assets and liabilities of the Club, League or Competition.
- 8.2. Clubs, Leagues and Competitions shall retain accounting records for six years.
- 8.3. All Clubs, Leagues and Competitions must keep a minute book of their meetings which shall be open to inspection by the Association if required. Each Club shall hold a General Meeting in each calendar year and such meeting shall be held not more than 15 months from the date of the previous meeting. At such meeting the Clubs Financial Records shall be presented.
- 8.4. **Corporate Bodies** – Clubs, Leagues and Competitions which prepare annual accounts in accordance with the Companies Act 1985 shall, on demand, forward a copy of the annual accounts to the Association by 1st October in each year.
- 8.5. **Unincorporated Bodies – Financial Statements** – Clubs, Leagues and Competitions which do not prepare annual accounts in accordance with the Companies Act 1985 shall prepare a Financial Statement, in such format as shall be determined by The Football Association from time to time. The Financial Statement shall be verified by an independent, appropriately qualified person. A copy of any Financial Statement shall be forwarded to the Association by 1st October in each year.
- 8.6. Any Club, League or Competition failing to comply with the request to submit their Financial Statement to the Association shall be liable to a fine not exceeding as per the schedule. Payment of the fine will not replace the requirement to submit the Financial Statement.

## **9. Misconduct**

- 9.1. This Association shall adopt the Football Association's Disciplinary Memorandum of Procedures as part of these rules, a full copy of which is contained within the County Handbook.
- 9.2. Each club shall be responsible to the Council for the action of its players, officials and spectators and clubs are further required to take all necessary precautions to prevent spectators abusing, threatening or assaulting officials and players prior to, during or at the conclusion of matches. Any infringement of this rule will be dealt with in accordance with the "Disciplinary Memorandum of Procedures" Part 1 and Part 2.
- 9.3. It shall be misconduct for any member club to play a club who are not affiliated to this or any other recognised Football Association. Any Club in breach of this Rule shall be dealt with as the Council may determine.
- 9.4. When a report of alleged misconduct is received by the Association (including a report from a referee alleging misconduct by a person other than a player) it shall be dealt with in accordance with "Disciplinary Memorandum of Procedures" Part 1 and Part 2.
- 9.5. If, after due investigation by the Commission appointed, the case is found proven, the Association shall have the power [i] to impose a fine, [ii] to censure, [iii] to suspend for a stated period, [iv] to impose such other penalty as thought fit. However, the Commission shall not have the power to expel a Club, Competition or Official from membership but may so recommend to the Council.
- 9.6. It shall be misconduct for any member Club to engage in any football activities with a Club under suspension during the period of suspensions or with any Club after exclusion by this Association. Should the Association receive a report alleging a violation of this section of this Rule, the procedure set out in sections (c) and (d) shall be operated.

- 9.7. It shall be misconduct for any member Club to allow a player to play for the Club whilst under suspension by this Association or any other Football Association. Should the Association receive a report alleging a violation of this section of this Rule, the procedure set out in sections (c) and (d) shall be operated.
- 9.8. The Association shall have the power to publish in the public press, on a web site or in any other manner considered appropriate, reports of any hearing, order, requirement, instruction, decision, proceedings, acts, resolution, finding and penalty and any transcript or document prepared in the course of proceedings, or evidence, whether or not this reflects on the character or conduct of a Participant. Each Participant shall be deemed to have consented to any inquiry or Commission of Inquiry, Disciplinary Commission or Appeal Board and to the publication of any report.

## **10. Representative Teams**

- 10.1. A player born within the area of this Association shall be eligible for selection for a representative team. Additionally, a player shall be eligible for selection if he or she is a member of a Club in membership of the Association or attends a school or college within the area of this Association. No player who has participated in matches for another recognised football Association shall be eligible to play for this Association in the same season.
- 10.2. Clubs affiliated to the Association shall place their non contract players at the disposal of the Association for County matches, training sessions and trials each season.
- 10.3. Any Player, who has been selected in a squad for a Representative Team of the Association shall not be permitted to play for their Club during the 24 hours prior to the kick off time of the Representative match concerned. Any Player and or Club found guilty of a breach of this Rule shall be dealt with in accordance with FA Rule E1 and/or E2.
- 10.4. Any Player, who qualifies and is selected for a County Representative team fails to make themselves available for the match, will not be permitted to play for his or her club on the day of the County match or for 48 hours thereafter unless the County Team manager gives permission. Any Player and/or Club found guilty of a breach of this Rule shall be dealt with in accordance with FA Rule E1 and/or E2.

## **11. Regulations**

Any Regulation made by this Association in accordance with the Articles of the Association shall have the same status as these rules.

## **DUTIES AND POWERS OF COMMITTEES**

### **Disciplinary Committee**

To deal with all cases of misconduct connected with the playing of matches and such other disciplinary matters as may be referred to the Committee by the Council. The Committee shall have the power to delegate to any affiliated Association any case where it is felt justice will be better served by doing so.

### **Emergency Committee**

The duties of an Emergency Committee shall be to give decisions on matters of immediate urgency and importance relating to football matters. The Committee shall consist of any 5 Members of Council plus the Chairman and Director of Administration.

### **Club Accounts Committee**

To examine Clubs accounts where available and to investigate where necessary. The Committee are to report their findings to the Board.

### **County Cups Committee**

To control and manage the Cup Competitions including the acceptance of entries, making exemptions, making the draws, making arrangements for matches where necessary and applying penalties for breaches of the Rules of the Competition.

### **Rules, Advisory and Sanction Committee**

To receive and consider all applications for sanction received from Competitions and to grant sanction under "the Football Association Limited's Regulations for the Sanction and Control of Leagues and Competitions" if requested to do so. To receive suggested changes in the Rules of the Association (including Cup Competition

Rules), to draft and revise any Rules of the Association, to account any alterations in the Rules and Regulations of The Football Association Limited. To submit to the Council all proposals for changes arising from any of the foregoing items and to submit to the Council any proposals to resolve any anomalies which become apparent to the Committee.

### **Referees Committee**

To be responsible for matters arising under the "Regulations for the Registration and Control of Referees" to arrange for the recruitment and training of referees and for the training of practising referees and to have executive powers for the promoting and suspending of Referees.

To be responsible for matters arising under the "Regulations for the Registration and Control of Referees" as determined by The Football Association Limited and supplemented by Regulations made by the Association; in so much as to make appointments for the Association's Cup Competitions and to make any other appointments so requested.



### **Governance Review Committee**

To review the current workings of Huntingdonshire FA to ensure that it is relevant and meeting the needs of modern-day grassroots in Huntingdonshire.

**The Chair and Company Secretary / Director of Administration are Ex-Officio Members of all Committees.**