

Company Number:04088537

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF
KENT COUNTY 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;

"Affiliated Club" means a club which the Association has accepted from time to time may affiliate to the Association;

"Affiliated League" means a league of Affiliated Clubs which the Association has accepted from time to time may affiliate to the Association;

"Affiliated League Representative" means a Council Member representing an Affiliated League appointed from time to time by the Affiliated League pursuant to Article 46 and in accordance with Article 47;

"Articles" – means the Association's articles of association, as amended from time to time;

"Association" – means the county football association called Kent FA;

"Board" – means the Board of Directors appointed as appointed in Article 16;

"Chair" – has the meaning given in Article 13;

"Competition" means a competition of Affiliated Clubs which the Association has accepted to from time to time;

"council elected director" – means a director 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 50;

"director" – means a director of the Association;

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

"elected director" – means a director appointed in accordance with Article 16.1.;

"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;

"the FA Representative" means the person appointed in accordance with Article 20 to be the Association's representative from time to time at The Football Association under the Articles of The Football Association;

"Independent director" means a director who is elected in accordance with 16.1.6;

"Kent Schools FA" means the association recognised by the directors as being responsible for the area covering Kent County Schools Football Association as defined by the English Schools Football Association;

"member" – has the meaning given in section 112 of the Act;

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

"objects" – the Association's objects as set out in Article 2;

"Ordinary resolution" – has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;

"president" The president shall be appointed by the fellowship of Kent FA Council in accordance with their Terms of reference in place at the time.

"proxy notice" – has the meaning given in Article 35;

“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 13.5;

“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;

“vice-chair” means the person appointed from time to time to be the vice-chair of the Association in accordance with Article 13.2;

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

“youth council terms”

– means any standing orders or terms of reference regulating the conduct of business and membership of youth council adopted by the youth council from time to time.

- 1.1. Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.
- 1.2. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.3. The model articles shall not apply to the Association.

PART 2: OBJECTS

2. Objects

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

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

3. Application of Income and Property

- 3.1. The income and property of the Association shall be applied solely towards the promotion of the objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Association. This does not prevent:
 - 3.1.1. A member of the Association receiving a benefit from the Association in the capacity of a beneficiary of the Association; or
 - 3.1.2. Reasonable and proper remuneration to any member of the Association for any goods or services provided to the Association which shall extend to honoraria to such persons the board of directors decides.

4. The Association

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

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.
- 8.4. 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 three.
- 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 chair shall have a second or casting vote.
- 10.4. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of calling Council meetings, filling vacancies or of calling a general meeting.

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 chair shall perform the functions of the secretary under this Article 12.

13. The appointment of Chair, Vice-Chair and Senior Independent Director

- 13.1. The chair will be appointed via a formal recruitment process lead by the nominations committee and decided by the board. The chair shall not be the chief executive officer of the association (or any equivalent office holder).
- 13.2. The vice-chair shall be appointed by the board, however only directors who are considered council elected directors shall be eligible to be appointed for this role.
- 13.3. The vice-chair shall act as a sounding board for the chair, 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 chair or the Association's executive team fail to resolve matters or where the use of such channels may be inappropriate.
- 13.4. The directors shall nominate an independent non-executive director to act as the senior independent director.
- 13.5. The senior independent director shall act as a sounding board for the chair, 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 chair or the Association's executive team fail to resolve matters or where the use of such channels may be inappropriate. In addition to this the senior independent director shall lead on the process of appraising the performance of the chair.
- 13.6. If the chair is not in attendance at the meeting, then the vice-chair shall chair the directors' meeting.
- 13.7. If neither the chair nor vice-chair are in attendance, then the senior independent director shall chair the meeting. If they are not available, the remaining directors must appoint one of themselves to chair it.
- 13.8. The chair, vice-chair and senior independent director shall immediately cease to hold such appointments upon ceasing to be a director.

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 director's holding office from time to time.

16. Methods of Appointing Directors

- 16.1. Save as otherwise provided in the Articles, the directors of the Association shall be:
 - 16.1.1. Such persons as the Association may by ordinary resolution appoint who are willing to act to

- as a director;
- 16.1.2. Such other persons as the directors may from time to time co-opt to the board of directors on a temporary basis, provided that any co-opted director shall not be entitled to hold office for a period of longer than one year save in exceptional circumstances documented by the directors;
 - 16.1.3. One member of the equality committee established pursuant to Article 8.3;
 - 16.1.4. The chief executive officer shall be elected ex-officio;
 - 16.1.5. Council elected directors appointed in accordance with the council's standing orders;
 - 16.1.6. Independent directors appointed from time to time by the board of directors in accordance with recruitment policies in place at that time;
- 16.2. No person may be appointed as a director:
- 16.2.1. Unless he or she has attained the age of 18 years;
 - 16.2.2. He or she has reached 72 years of age; or
 - 16.2.3. 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.

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 chair or appointed to the Football Association Council during his or her term of office as a director; and
 - 17.1.2. The board of directors 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 of directors 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, but will take effect from 6th July 2022.

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 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);
- 18.7. 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;
- 18.8. 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;
- 18.9. If he or she is removed by the members of the Association by a majority vote;
- 18.10. 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;
- 18.11. 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; or
- 18.12. Reaches the age of 72 where he or she shall retire and the next Annual General meeting.

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.

20. The Football Association Representative

The board shall decide which person should be the FA Representative. Such person shall be appointed for such term and upon such conditions as the Board thinks fit but consideration to the FA term limits shall be given. Any person so appointed may be removed at any time by the board. If a vacancy arises during the term the board may appoint a replacement. For the avoidance of doubt, such person does not need to be a member of Kent FA Council to be appointed and the board may utilise the nominations committee to assess the best person based on skills and experience.

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

21. Applications for Membership

- 21.1. The subscribers to the memorandum shall be members of the Association.
- 21.2. No person shall become a member of the Association unless:
 - 21.2.1. That person has completed an application for membership in a form approved by the directors; and
 - 21.2.2. That person has paid the annual subscription.
- 21.3. 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:
 - 21.3.1. Conflict with the articles; and
 - 21.3.2. Allow open membership to all without discrimination on any grounds.

22. Termination of Membership

- 22.1. A person shall immediately cease to be a member (provided that at least one member remains on the Register of Members thereafter):
 - 22.1.1. If the member is removed by notice in writing to the Association signed by a majority of the remaining members;
 - 22.1.2. If by notice in writing to the Association, the member resigns his or her membership;
 - 22.1.3. If he or she dies; or
 - 22.1.4. If he or she fails to pay any subscription as soon as it is due and payable.

23. Transfer of Membership

Membership of the Association is not transferable.

ORGANISATION OF GENERAL MEETINGS

24. 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.

25. Calling General Meetings

- 25.1. The Association shall hold a general meeting in each calendar year which will be designated as the Annual General Meeting (AGM).
 - 25.1.1. The AGM shall contain, but not be limited to the following Items on the agenda;
 - 25.1.1.1. To receive from the directors a report on the association's activities since the previous AGM;
 - 25.1.1.2. To appoint the Association's auditors or independent external examiners
- 25.2. A general meeting of the Association shall be called by at least 14 days' clear notice.
- 25.3. The Association may give such notice by any means or combination of means permitted by the Act.
- 25.4. 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.

26. Notice of General Meetings

- 26.1. Every notice calling a general meeting shall specify the place and the day and hour of the meeting.
- 26.2. 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.

- 26.3. 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.

27. Attendance and Speaking at General Meetings

- 27.1. A person can 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.
- 27.2. A person is able to exercise the right to vote at a general meeting when:
- 27.2.1. That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 27.2.2. 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.
- 27.3. 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.
- 27.4. 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.
- 27.5. Two or more persons, who are not in the same place as each other, if in attendance at a general meeting shall retain their rights to speak and vote at that meeting.

28. Quorum for General Meetings

If the Association only has one member that member shall be a quorum. In any other case 25 members entitled to vote upon the business to be transacted 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 chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

29. Chairing General Meetings

- 29.1. The chair shall chair the general meeting. In the event of the chair being unable to chair the meeting within ten minutes of the time at which a meeting was due to start the general meeting shall be chaired by;
- 29.1.1. The vice chair;
 - 29.1.2. One of the directors presents; or
- 29.1.3. If no directors are present, the meeting must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 29.2. The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

30. Attendance and Speaking by Directors and Non-Members

- 30.1. Directors may attend and speak at general meetings, whether or not they are members.
- 30.2. The chair of the meeting may permit other persons who are not:
- 30.2.1. Members of the Association; or
 - 30.2.2. Otherwise entitled to exercise the rights of members in relation to a general meeting, to attend and speak at a general meeting.

31. Adjournment

- 31.1. 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 chair of the meeting must adjourn it.
- 31.2. The chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - 31.2.1. The meeting consents to an adjournment; or
 - 31.2.2. It appears to the chair 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.
- 31.3. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 31.4. When adjourning a general meeting, the chair of the meeting must:
 - 31.4.1. 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
 - 31.4.2. Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.5. 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):
 - 31.5.1. To the same persons to whom notice of the Association's general meetings is required to be given; and;
 - 31.5.2. Containing the same information which such notice is required to contain.
- 31.6. 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

32. 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.

33. Errors and Disputes

- 33.1. 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.
- 33.2. Any such objection must be referred to the chair of the meeting, whose decision is final.

34. Poll Votes

- 34.1. A poll on a resolution may be demanded:
 - 34.1.1. In advance of the general meeting where it is to be put to the vote; or
 - 34.1.2. 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.
- 34.2. A poll may be demanded by:
 - 34.2.1. The chair of the meeting;
 - 34.2.2. The directors;
 - 34.2.3. Two or more persons having the right to vote on the resolution; or
 - 34.2.4. 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.
- 34.3. A demand for a poll may be withdrawn if:
 - 34.3.1. The poll has not yet been taken; and

- 34.3.2. The chair of the meeting consents to the withdrawal.
- 34.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

35. Content of Proxy Notices

- 35.1. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which;
 - 35.1.1. States the name and address of the member appointing the proxy;
 - 35.1.2. Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 35.1.3. Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 35.1.4. 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.
- 35.2. 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.
- 35.3. 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.
- 35.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 35.4.1. 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
 - 35.4.2. 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.

36. Delivery of Proxy Notices

- 36.1. 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.
- 36.2. 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.
- 36.3. 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.
- 36.4. 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.

37. Amendments to Resolutions

- 37.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 37.1.1. 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 chair of the meeting may determine); and
 - 37.1.2. The proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 37.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 37.2.1. The chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 37.2.2. The amendment does not go beyond what is necessary to correct a grammatical or other non-

substantive error in the resolution.

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

38. Resolutions in Writing

- 38.1. 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.
- 38.2. For the purposes of this Article 38:
- 38.2.1. 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) are to the same effect;
- 38.2.2. A written instrument is executed when the person executing it signs it;
- 38.2.3. 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;
- 38.2.4. The members need not execute the same written instrument or electronic communication;
- 38.2.5. 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 38;
- 38.2.6. If no secretary is appointed, the chair shall perform the functions of the secretary under this Article 38;
- 38.2.7. 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
- 38.2.8. A proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

PART 6: LIABILITY OF MEMBERS AND DISSOLUTION

39. Liability of Members

- 39.1. 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:
- 39.1.1. Payment of the Association's debts and liabilities contracted before he or she ceases to be a member;
- 39.1.2. Payment of the costs, charges, and expenses of winding up;
- 39.1.3. Adjustment of the rights of the contributories among themselves, provided that such amount shall not in aggregate exceed £10 and
- 39.1.4. If upon the winding-up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the members of the Association equally.

PART 7: ADMINISTRATIVE ARRANGEMENTS

40. Means of Communication to be Used

- 40.1. 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.
- 40.2. 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.

- 40.3. 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.

41. When Notice or Other Communications are Deemed to Have Been Received

- 41.1. Any notice, document or information sent or supplied by the Association to the members by the following methods:
- 41.1.1. 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;
 - 41.1.2. 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;
 - 41.1.3. 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
 - 41.1.4. 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.

42. 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. For the avoidance of doubt, the role of secretary shall not be eligible to vote on any business.

43. Accounts

- 43.1. The directors shall cause proper and adequate books of account to be kept enabling accounts to be prepared which comply with the relevant provisions of the Act and the statutes. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time.
- 43.2. The books of account shall be kept at the registered office of the Association, or subject to section 388 of the Act, at such other place or places as the directors shall think fit and shall always be open to the inspection of any director.
- 43.3. The Association must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every member, to every holder of the Association's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Act.
- 43.4. The Association must, pursuant to section 424 of the Act, comply with the obligations set out at Article 43.3 not later than:
- 43.4.1. The end of the period for filing accounts and reports to the Registrar of Companies; or
 - 43.4.2. If earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

44. 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.

45. 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.

PART 8: COUNCIL AND YOUTH COUNCIL

46. Bodies

46.1. There shall be a body known as the council of Kent County FA.

46.2. The following shall be members of council:

46.2.1. Chair;

46.2.2. Vice-chair;

46.2.3. The president;

46.2.4. Kent FA Sanctioned League Representatives;

46.2.5. One Representative from Steps 1-2 of the National League System;

46.2.6. One Representative from Steps 3-4 of the National League System;

46.2.7. One Representative from Steps 5-6 of the National League System;

46.2.8. One Representative from Tiers 3-4 of the Women's Football Pyramid;

46.2.9. One Representative from Tiers 5-6 of the Women's Football Pyramid;

46.2.10. Two representatives from the membership of the Kent FA Youth Council;

46.2.11. One representative appointed by Kent Schools' Football Association;

46.2.12. One representative to represent participants In Higher Education or Further Education;

46.2.13. One representative to represent Kent referees;

46.2.14. Two representatives to represent Kent registered players.

46.3. No employee of a County FA is eligible to become a Council Member

47. Appointment to Council

Those representatives appointed from Kent FA sanctioned leagues; Kent FA Youth Council, Kent School's Football Association and each representative from the National League System and Women's Football Pyramid shall be appointed by those respective bodies.

The president shall be appointed by the fellowship of Kent FA Council in accordance with their terms of reference in place at the time.

Other appointments will be made in accordance with a recruitment process determined by the board. This may include the board's nomination committee reviewing the applications and recommending the respective appointments to council based on the applicants' skills and experience.

48. Term Limits

48.1. 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 three terms of three years, at which point he or she shall retire. Each term shall run from the date of his or her appointment or most recent re-appointment until the council meeting immediately preceding the end of the time period of a term of office at which point, subject to any provisions of any council terms, he or she shall be eligible for re-appointment at such council meeting.

- 48.2. A council member who is a director shall be entitled to remain a council member, for such period to which he or she would otherwise be required to retire in accordance with Article 48.1 as he or she remains a director.
- 48.3. 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 48.1 beyond the date on which he or she would otherwise have retired without being eligible for re-appointment in accordance with Article 48.1
- 48.4. The term limits will come into effect from the AGM held in July 2024 and will not be applied retrospectively.

49. Power of Council

- 49.1. The Kent FA Council will, as and when required;
 - 49.1.1. Act as a sounding board to the Kent FA Board;
 - 49.1.2. Provide advisory options when this is appropriate;
 - 49.1.3. Provide a forum for debate;
 - 49.1.4. Be consulted on the development of the Kent FA's strategy and strategic decisions impacting football in Kent;
 - 49.1.5. Support the Kent FA Board working groups as in place from time to time;
 - 49.1.6. Make recommendations to the Board for review;
 - 49.1.7. The council shall not be able to override the board but may have reasonable rights to consultation and constructive challenge.

50. Proceedings of Council

- 50.1. Council members are entitled to attend all Council meetings and all council members shall be entitled to attend all general meetings except for those who are mentioned in article 48.2;
- 50.2. The chief executive officer may and on the request of at least eight Council Members, shall call council meetings. The notice shall be sent to all the Council Members individually. At least seven days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. The Council shall meet at least four times a year. No business shall be transacted at any meeting unless a quorum of 10 voting Council Members are present.
- 50.3. The Council shall have the power to make, amend or repeal standing orders for the conduct of Council meetings and the Council may otherwise regulate their proceedings as they think fit. Council meetings shall be conducted in accordance with those standing orders. Each Council Member shall have one vote.
- 50.4. Any Council Member who shall without sufficient reason be absent, without the permission of the Council, from three consecutive Council meetings shall be deemed to have resigned their membership of the Council.