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THE COMPANIES ACT 1985

**A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF
WESTMORLAND COUNTY FOOTBALL ASSOCIATION
LIMITED**

1. The name of the Company is "Westmorland County Football Association Limited", referred to in this Memorandum of Association as "the Association". Unless stated to the contrary within this document, words and expressions shall have the same meaning as set out in the articles of association of the Association.
2. The registered office of the Association is to be situated in England.
3. The objects for which the Association is established are:
 - (1) to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Westmorland County Football Association and to indemnify Westmorland County Football Association, its officers, members, members of its Council and any committees and its employees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Westmorland County Football Association and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Westmorland County Football Association and also in respect of the costs and expenses and outgoings arising from or attributable to the transfer of assets and undertaking;
 - (2) to promote, foster, develop and support the game of Association Football ("the game") in every way, without discrimination, and to take all steps as shall be thought necessary or advisable for preventing infringements of the Laws of the Game as they apply from time to time, or any improper methods or practices in the game, and for protecting the game from abuses;
 - (3) to make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of the game or otherwise within such area ("the County") as shall be determined from time to time by The Football Association Limited, and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye-laws and conditions;



- (4) to promote, foster, develop and support the principle of fair play in the game by encouraging everyone involved in the game to show respect to each other and to behave in a sporting manner both on and off the field of play;
- (5) to promote, foster, develop and support organisations designed in any way to promote, foster, develop and support the game, including playing the game, the training and regulation of players, coaches and referees, the promotion of sportsmanship, the promotion of security in relation to spectating and the advancement of science and medicine as they apply to the game, and in any way in relation to all other aspects of the game, including by subscribing for shares, loan stock, warrants and other instruments in such organisations, or becoming involved as a member or affiliate of such organisations, or facilitating the drafting and adoption of the constitution or memorandum and articles of association of such organisations or by making payments by way of grant or otherwise to such organisations;
- (6) to maintain, continue and provide for the affiliation and registration of competitions, clubs and other organisations for promoting or playing the game, and to take over and continue any present registers of such kept by Westmorland County Football Association;
- (7) to maintain, continue and provide for the affiliation and registration of players, referees, coaches and others involved in the game and to take over and continue any present registers of such as kept by Westmorland County Football Association;
- (8) to take over and continue with such variations as from time to time may be decided all the rules, registers, books, accounts, regulations, bye-laws, conditions and other documents of Westmorland County Football Association;
- (9) to promote, provide for, regulate and manage competitions and matches, in the County or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to such promotion, provision, regulation or management, including for the comfort, conduct, conveyance, convenience or benefit of players and of the public, and of any other persons concerned or engaged in such competitions or matches;
- (10) to accept, take over, or otherwise acquire all cups, shields and other prizes of or relating to Westmorland County Football Association and to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any of the same;
- (11) to provide for representation at general meetings and on the Council of The Football Association Limited of persons involved in the game within the County by such means and in such manner as shall be determined from time to time under the rules, regulations or bye-laws, conditions or articles of the Association;

- (12) to provide for, make and vary all such rules, regulations and bye-laws as they relate to persons involved in the game in the County from time to time;
- (13) to provide by rules, regulations, conditions, bye-laws, or otherwise, for deciding and settling all differences that may arise between associations, clubs, competitions, players or any persons who are members of or who are employed or engaged by any such association, competition or club, or any other person in reference to due compliance with the Laws of the Game, (as from time to time prescribed by The Football Association Limited) or the rules, regulations, conditions or bye-laws of the Association or of The Football Association Limited, or in reference to contracts, or to any other matter of dispute or difference arising between such, or persons, or any of them, and whether the Association is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as shall be thought proper;
- (14) to co-operate with or assist any association or club or competition or other person involved in the game in any way which the Association shall think proper, and to enter into or adopt any agreement or arrangements with such;
- (15) to co-operate with The Football Association Limited in all matters relating to the game, including compliance with the Rules of The Football Association Limited and the rules and regulations of any body to which The Football Association Limited is affiliated;
- (16) to adopt and carry out all such rules and regulations, conditions, bye-laws, agreements and arrangements of The Football Association Limited, as are now in existence and from time to time, and to comply with or to enforce the due compliance with the same unless and until the same shall have been duly varied in accordance with the terms thereof;
- (17) to acquire, lay out, improve, hold, use or turn to account in any way football grounds or other athletic or sports grounds, together with pavilions, buildings, erections and easements, facilities and all fixtures, fittings and accessories as shall be thought advisable;
- (18) to print and publish any newspapers, periodicals, books, articles or leaflets;
- (19) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons whether on a full-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association;
- (20) to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (21) to undertake and execute charitable trusts and to act as trustee for any association, competition, club or other organisation, and as such trustee to hold

any real or personal property upon such trusts and with and subject to such powers and provisions as shall be thought fit;

- (22) to subscribe out of the funds of the Association to any fund, company, society, club or institution, charitable or otherwise, and in such manner as shall be thought fit;
- (23) to amalgamate or co-operate with any companies, institutions, societies, associations, clubs or other bodies having all or any of their objects similar to or compatible with any of the objects of the Association;
- (24) to carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or association) as may directly or indirectly advance the interests of the Association and to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking;
- (25) to carry on any other trade or business which can be advantageously carried on in connection with or ancillary to any of the above-mentioned businesses or as may directly or indirectly advance the interests of the Association;
- (26) to apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the intellectual property rights or information so acquired and to experiment with any such rights which the Association may propose to acquire;
- (27) to invest and deal with the moneys of the Association not immediately required in any manner and hold and deal with any investment so made and to delegate the exercise of this power upon such terms and with such remuneration as the Association shall think fit to professional investment managers;
- (28) to pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, loans, compensations or other awards or benefits, and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts, whether to or for the benefit of present employees of the Association or of Westmorland County Football Association or of any association which is a subsidiary association of the Association or is allied to or associated with or affiliated to or in membership of the Association or with any such subsidiary association, or to or for the benefit of persons presently or formerly involved in the game as a player or referee or assistant referee or otherwise, or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such persons, or

otherwise as may be thought directly or indirectly to advance the interests of the Association;

- (29) to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments and to operate bank accounts;
- (30) to act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or associations as may be thought to advance the interests of the Association and to vest any property of the Association in any person or association on behalf of the Association and with or without any declaration of trust in favour of the Association;
- (31) to apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Association to carry any of its objects into effect or for extending any of the powers of the Association or for effecting any modification of the constitution of the Association or for any other purpose which may be thought expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Association;
- (32) to sell, lease, mortgage, dispose of, grant rights over or otherwise deal with the whole or any part of the undertaking, property or assets of the Association on such terms as may be thought fit and to execute any document and do all such acts and things which may be needed for the efficient management, development and administration of such property and assets;
- (33) to pay for any rights or property acquired by the Association and to remunerate any person or association, whether by cash payment or by any other method that may be thought fit;
- (34) to establish or promote associations and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on all or any of the shares, debentures, debenture stock or other securities or obligations of any association, company or undertaking and to pay or provide for brokerage, commission and underwriting in respect of any such issue on such terms as may be thought fit;
- (35) to co-ordinate, finance and manage all or any part of the operations of any association which is a subsidiary association of or otherwise under the control of the Association and generally to carry on the business of a holding Association;

- (36) to carry on through any subsidiary or associated association any activities which the Association is authorised to carry on and to make any arrangements whatsoever with such association (including any arrangements for taking the profits or bearing the losses of any such activities) as may be thought fit;
 - (37) to raise or borrow money for the objects of the Association in such manner as may be thought fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Association's undertaking, property and assets (whether present or future), for such purposes and in such circumstances and on such terms and conditions as may be thought fit;
 - (38) to lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or association, in such circumstances and on such terms and conditions as may be thought fit;
 - (39) to effect insurances against risk of loss to the Association, or against risk or accident to any servants of the Association in the course of their employment by the Association or to any persons while participating in any way in the game or in connection with promoting, fostering or developing the game, and to pay premiums on any such insurance;
 - (40) to pay out of funds of the Association or agree to pay all or any of the promotion, formation and registration expenses of the Association;
 - (41) to make any donations in cash or assets or establish or aid in the establishment of or contribute to or support any public, general, political, charitable, benevolent or useful object which is thought to be in the interests of the Association or its members to contribute to or to support;
 - (42) to do all or any of the things stated in this Clause 3 within the boundaries of the County whether as principal, agent or trustee or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise;
 - (43) to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Clause 3.
4. The objects stated in each part of Clause 3 shall not be restrictively construed but shall be given the widest interpretation. In Clause 3, the word "association" shall, except where used to refer to the Association, mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the sub-Clauses of Clause 3, or the objects stated in Clause 3, or the powers conferred by Clause 3, shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-Clause of

Clause 3, or any other object stated in Clause 3 or any other power conferred by Clause 3.

5. The liability of the members is limited.
6. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Association save that the provisions of Clause 8 of this Memorandum shall apply on the winding-up or dissolution of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:
 - (a) of reasonable and proper remuneration to any director, member, officer, servant or consultant of the Association for any services rendered to the Association and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such director, member, officer, servant or consultant of the Association;
 - (b) to any director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other directors to act in that capacity on behalf of the Association;
 - (c) of interest on money lent by a member of the Association or its directors at a commercial rate of interest;
 - (d) to any director of reasonable and proper out-of-pocket expenses;
 - (e) of reasonable and proper rent for premises demised or let by any member of the Association or by any director;
 - (f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association.
7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound-up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves.
8. 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.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Name and address of subscriber

Robert Foster
66 Lincoln's Inn Fields
London WC2A 3LH

Robert Foster

Karena Vleck
66 Lincoln's Inn Fields
London WC2A 3LH

Karena Vleck

Serena Hedley-Dent
66 Lincoln's Inn Fields
London WC2A 3LH

Serena Hedley-Dent

Date: 18 June 2001

Witness to the above signatures:

Anthony Turner
Trainee Solicitor
66 Lincoln's Inn Fields
London WC2A 3 LH

Anthony Turner

THE COMPANIES ACT 1985

ARTICLES OF ASSOCIATION OF WESTMORLAND COUNTY FOOTBALL ASSOCIATION LIMITED

Interpretation

1. The regulations contained in Table C of the Act shall not apply to the Association but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.

2. In these Articles:

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by any statutory modification or re-enactment thereof for the time being in force;

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

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

"Articles" means these Articles of Association;

"Assistant Secretary" means the person appointed from time to time to be the assistant secretary for the Association;

"Associate Member" means a person who the Council has resolved from time to time may be an associate member of the Association;

"Association" means Westmorland County Football Association Limited;

"Chairman" means the person appointed from time to time to be chairman of the Association pursuant to Article 47;

"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"the Council"	means the Council of the Association as constituted under these Articles and any Rules made pursuant thereto;
"Council Members"	means the persons appointed or elected from time to time to be members of the Council in accordance with these Articles;
"County"	means the area described in Clause 3(3) of the Memorandum of Association;
"directors or the Board"	means the directors of the Association for the purposes of the Act as appointed from time to time under these Articles;
"Elected Representative"	means a Council Member elected pursuant to paragraph (vii) of Article 33 and in accordance with Articles 36 to 42;
"executed"	includes any mode of execution;
"Executive Officer"	means the person appointed from time to time to be the Executive Officer of the Association in accordance with Article 95;
"FA Representative"	means the person appointed in accordance with Article 52 to be the Association's representative from time to time at The Football Association under the Articles of The Football Association;
"First Council Meeting"	means the first meeting of the Council to be held after the Association's annual general meeting in 2002;
"The Football Association"	means The Football Association Limited of 25 Soho Square, London, W1D 4FA;
"Laws of the Game"	means the laws of Association Football as settled by the Federation Internationale de Football Associations ("FIFA") from time to time;

"Life Members"	means the persons appointed from time to time to be the life members of the Association in accordance with Article 51;
"members"	means those Affiliated Clubs, Affiliated Leagues, Associate Members and individuals admitted into membership of the Association from time to time in accordance with Article 3;
"Membership Rules"	means the membership rules of the Association created and amended from time to time pursuant to Article 6;
"office"	means the registered office of the Association;
"President"	means the person elected from time to time to be the president of the Association in accordance with Article 46;
"Rules"	means the rules, regulations, standing-orders and bye-laws of the Association as amended from time to time;
"Rules of The Football Association"	means the rules of The Football Association as amended from time to time;
"secretary"	means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association pursuant to Section 283 of the Act, including a joint, assistant or deputy secretary;
"Standing Committees"	means the standing committees of the Council created in accordance with Article 75 as amended from time to time in accordance with Article 76;
"United Kingdom"	means Great Britain and Northern Ireland;
"Vice-Chairman"	means the person elected from time to time to be the vice-chairman of the Association in accordance with Article 48;

1. The first part of the report
describes the general situation
of the country and the
main problems which
are facing it.

The second part of the report
describes the main problems
which are facing the country
and the main problems which
are facing the country.

The third part of the report
describes the main problems
which are facing the country.

"Vice-Presidents"

means the persons elected from time to time to be the vice-presidents of the Association appointed in accordance with Article 50;

"Westmorland Referees Association"

means the organisation designated by the directors from time to time as being representative of the referees operating within the County.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.

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.

Headings are inserted for convenience only and do not affect the construction of these Articles.

MEMBERS OF THE ASSOCIATION

3. The subscribers to the Memorandum of Association of the Association, the members as at the date of incorporation of the unincorporated association known as Westmorland County Football Association and such other persons as are admitted to membership by the Council in accordance with the Articles shall be the members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council requires executed by him. The provisions of section 352 of the Act shall be observed by the Association and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration the number of members is declared to be unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 375 of the Act. Council Members shall be members but any person who ceases to be a Council Member shall automatically cease to be a member and his name shall be erased from the Register of Members.
4. A member may withdraw from membership of the Association on seven days' clear notice to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or the Membership Rules.

5. The directors may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members.
6. Subject to Article 5, the Council may from time to time make, vary and revoke Membership Rules relating to all aspects of membership of the Association including (without limitation) Membership Rules:
 - (a) setting out different categories of membership of the Association including Rules for Associate Members;
 - (b) setting out rights, privileges and obligations of the different categories of members;
 - (c) relating to the organisation of members including (without limitation) rules of, finances of and financial and other records and minute books to be kept by members;
 - (d) setting out which office holder(s) of a member may represent the member at general meetings of the Association;
 - (e) setting out disciplinary procedures for members and players.
7. It shall be the duty of the directors, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the directors for the time being.
8. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, ~~or if at any time after receipt of the notice requesting him to withdraw from membership~~ the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the directors. The directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.

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9. The members shall pay any subscription or affiliation fees set by the directors. Any member whose subscription or affiliation fee is in arrears on such date as the directors shall from time to time prescribe shall be deemed to have resigned his membership of the Association.

GENERAL MEETINGS

10. The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it, provided that so long as the Association holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year. The annual general meeting shall be held for the following purposes:

- (a) to receive from the directors a full statement of account, pursuant to Article 97;
- (b) to receive from the directors a report of the activities of the Association since the previous annual general meeting;
- (c) to elect the Elected Representatives pursuant to Articles 36 to 42;
- (d) to appoint the President, Chairman, Vice-Chairman, Vice-Presidents, Life Members and Assistant Secretary;
- (e) to appoint the Association's auditors; and
- (f) to transact such other business as may be brought before it in accordance with these Articles.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The directors may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the secretary may call a general meeting.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other extraordinary general meeting shall be called by at least 14 days' notice. A general meeting may be called by shorter notice if it is so agreed:

1. The first part of the report
describes the general situation
of the country and the
main problems which
are facing it.

2. The second part of the report
describes the results of the
survey and the
main findings of the
study.

3. The third part of the report
describes the
conclusions of the study and
the recommendations
which are being made.

4. The fourth part of the report
describes the
methodology of the study and
the data which were
collected and analysed.

5. The fifth part of the report
describes the
conclusions of the study and
the recommendations
which are being made.

6. The sixth part of the report
describes the
conclusions of the study and
the recommendations
which are being made.

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.
13. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:
- (a) the consideration and adoption of the accounts and balance sheet and the reports of the directors and auditors and other documents required to be annexed to the accounts;
 - (b) the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.

The notice shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special or extraordinary resolution, specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any meeting unless a quorum of 20 members (excluding Associate Members) is present.
16. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
17. The President or in his absence the Chairman or in his absence the Vice-Chairman shall preside as chairman of the meeting, but if neither the President, the Chairman nor the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman of the meeting.

18. If no director is willing to act as chairman of the meeting, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman of the meeting.
19. The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
 - (a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
 - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
21. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
22. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman of the meeting; or
 - (b) by at least five members present and having the right to vote at the meeting.
23. Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the

meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
25. A poll shall be taken at such time and place and in such manner as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
27. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
28. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
29. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

30. Every Affiliated Club and Affiliated League is entitled to send two representatives to general meetings but only one of those representatives shall have a vote. There shall be no right for a member to vote by proxy. No person may represent more than one member. Associate Members and Vice-Presidents shall be entitled to receive notice of and attend general meetings but shall not be permitted to vote thereat. Council Members shall be entitled to receive notice of and attend general meetings and shall be permitted to vote thereat.
31. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of

any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

COUNCIL

33. The Council shall comprise:

- (i) the President;
- (ii) the Chairman;
- (iii) the Vice-Chairman;
- (iv) the Executive Officer;
- (v) the Assistant Secretary;
- (vi) the Life Members;
- (vii) up to nine Elected Representatives;
- (viii) one person nominated by the Westmorland Referees' Association.

34. The first Council Members shall be:

- (i) **President:** J B Fleming (2002);
- (ii) **Chairman:** G Aplin (2003);
- (iii) **Vice-Chairman:** T B Huck (2004);
- (iv) **Executive Officer:** P G Ducksbury;
- (v) **Assistant Secretary:** J R Capstick (2002);
- (vi) **Life Members:** G W Cragg;
W J Goulding;
- (vii) **Elected Representatives:** D Blair (2002);
P D Hayton (2004);
W Jermy (2003);

W B Johnson (2002);
P McDonnell (2003);
A Roe (2004);
R W Wilkinson (2002);
To be appointed (2003);
To be appointed (2004).

(viii) **Representative appointed by Westmorland Referees Association:**
J R Cotter.

35. The first Council Members set out in paragraphs (i) to (iii) (inclusive), (v) and (vii) of Article 34 shall hold office until the annual general meeting in the year set out in brackets after their respective names at which meeting those Council Members shall retire but may be re-appointed or re-elected in accordance with these Articles. The first Council Member set out in paragraph (viii) of Article 34 shall hold office until the First Council Meeting but may be re-appointed in accordance with these Articles. The first Council Member set out in paragraph (iv) until such time as he retires or is removed from office by the directors in accordance with these Articles.

ELECTED REPRESENTATIVES

36. At the Association's annual general meeting in 2005 and at the annual general meeting each year thereafter one third of the Elected Representatives or, if their number is not three or a multiple of three, the number nearest to one-third shall retire but shall be eligible for re-election. Those to retire shall be those who have served longest in office since their last election. As between those who have served for an equal length of time the Representatives to retire shall (unless they otherwise agree) be determined by lot.
37. The Executive Officer shall invite the members each year to nominate persons to be Elected Representatives in the place of those retiring. A retiring Elected Representative shall be automatically nominated (unless he indicates otherwise to the Executive Officer at least one month prior to the date fixed for close of nominations pursuant to this Article). Those persons proposed to be nominated as Elected Representatives to fill any vacancies that have arisen (except retiring Elected Representatives) must be proposed and seconded in writing by two members (other than Associate Members). Such nomination must be submitted to the Executive Officer by such date as the directors shall prescribe each year and must be signed by the secretary of the proposing and seconding members (other than Associate Members) and counter-signed by the candidate. No member may propose or second more than one candidate for the position of Elected Representative.
38. No person may be nominated as an Elected Representative for the first time if he is over the age of 65 years.

No more than 4 (four) active members of a League, Club or Association may serve on Council at any one time (save those who were Members of Council on or before 2002).

39. If there are an equal number of candidates nominated to be Elected Representatives as there are vacancies those candidates shall be declared elected unopposed as Elected Representatives at the next annual general meeting. If there are more candidates nominated to be Elected Representatives than there are vacancies, there shall be an election at the next annual general meeting. Such election shall be conducted in such manner as the directors think fit provided that each member may vote only for the number of candidates required to fill the number of vacancies arising.
40. In the case of two or more candidates polling an equal number of votes the chairman of the meeting at which the election is held shall have a casting vote. In the event of no nominations or insufficient nominations having been received the Council may appoint Elected Representatives at the first Council meeting after the next annual general meeting.
41. Those persons elected as Elected Representatives shall (subject to Articles 35 and 36) hold office for a period of three years following the annual general meeting subsequent to their election but shall be eligible for re-election.
42. In the event of a casual vacancy occurring in relation to any Elected Representative, the Council shall have power (but shall not be obliged) to appoint a substitute Elected Representative to hold office until such time as the person who was replaced was due to retire and such person shall be eligible for re-election in accordance with these Articles.

APPOINTMENT TO COUNCIL

43. The Westmorland Referees Association shall submit to the Council for approval, by such time as the Board shall prescribe, the name of the person it proposes to nominate as a Council Member. Such person if approved by the Council shall serve for a one year term from the first Council meeting after the annual general meeting in each year and shall be eligible for re-appointment.
44. The Council Members shall remain in office until the meeting at which they were due to retire unless re-elected or re-appointed for a further term. In addition to the power set out in Article 42, the Council shall have power to fill any other vacancy which may occur on the Council during the year. A Council Member appointed to fill a vacancy shall hold office until such time as the person who was replaced was due to retire but shall be eligible for re-appointment in accordance with these Articles.
45. No person shall be elected or serve as a Council Member if they are a member of the council of any other County Football Association, either at the time of nomination or after election.

PRESIDENT

46. At the Association's annual general meeting in 2002 and at the annual general meeting in every third year thereafter the person holding the office of President shall retire but

shall be eligible for re-appointment. Only Council may nominate a person to be President and such nomination shall be made by such date in the year the President is due to retire as the directors shall from time to time prescribe. The President shall be appointed by the members at the Association's annual general meeting in 2002 and at the annual general meeting in every third year thereafter. A person so appointed shall hold office for a three year term until the annual general meeting three years thereafter but shall be eligible for re-appointment. The President shall have such rights and privileges as the Council shall from time to time prescribe.

CHAIRMAN

47. At the Association's annual general meeting in 2003 and at the annual general meeting in every third year thereafter the person holding the office of Chairman shall retire but shall be eligible for re-appointment. Only Council may nominate a person to be Chairman and such nomination shall be made by such date in the year the Chairman is due to retire as the directors shall from time to time prescribe. The Chairman shall be appointed by the members at the Association's annual general meeting in 2003 and at the annual general meeting in every third year thereafter. A person so appointed shall hold office until the annual general meeting three years thereafter but shall be eligible for re-appointment. The Chairman shall have such rights and privileges as the Council shall from time to time prescribe.

VICE-CHAIRMAN

48. At the Association's annual general meeting in 2004 and at the annual general meeting in every third year thereafter the person holding the office of Vice-Chairman shall retire but shall be eligible for re-appointment. Only Council may nominate a person to be Vice-Chairman and such nomination shall be made by such date in the year the Vice-Chairman is due to retire as the directors shall from time to time prescribe. The Vice-Chairman shall be appointed by the members at the Association's annual general meeting in 2004 and at the annual general meeting in every third year thereafter. A person so appointed shall hold office until the annual general meeting three years thereafter but shall be eligible for re-appointment. The Vice-Chairman shall have such rights and privileges as the Council shall from time to time prescribe.

ASSISTANT SECRETARY

49. At the Association's annual general meeting in 2002 and at the annual general meeting in every third year thereafter the person holding the office of Assistant Secretary shall retire but shall be eligible for re-appointment. Only Council may nominate a person to be Assistant Secretary and such nomination shall be made by such date in the year the Assistant Secretary is due to retire as the directors shall from time to time prescribe. The Assistant Secretary shall be appointed by the members at the Association's annual general meeting in 2002 and at the annual general meeting in every third year thereafter. A person so appointed shall hold office until the annual general meeting three years thereafter but shall be eligible for re-appointment. The Assistant Secretary shall have such rights and privileges as the Council shall from time to time prescribe.

VICE-PRESIDENTS

50. Only the Council may nominate persons to be Vice-Presidents. No person may be nominated as a Vice-President unless he has served on Council for at least 15 years in aggregate or, in the Council's opinion, has provided outstanding service to football within the County. Nominations for the office of Vice-President shall be made by the Council on or before such date as the Board shall prescribe each year and put to the annual general meeting for appointment by the members. Those persons appointed as Vice-Presidents shall hold office for life unless removed by the majority vote of Council. Vice-Presidents shall not be Council Members but shall be entitled to receive notice of and attend at all Council meetings and general meetings but shall not be entitled to vote. Vice Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

LIFE MEMBERS

51. A Council Member who has served as a Council Member for at least 30 years either continuously or in aggregate shall be eligible to be appointed as a Life Member. Only the Council may nominate persons to be Life Members. Such nominations shall be made on or before such date as the Board shall prescribe and put to the annual general meeting for appointment by the members. Life Members shall be entitled to receive notices of, attend and vote at all Council and general meetings. Life Members shall have such rights and privileges as the Council shall from time to time prescribe.

FA REPRESENTATIVE

52. The Council shall decide which of its number should be the FA Representative each year. Such person shall be appointed for such term and upon such conditions as the Council thinks fit. A person so appointed may be removed at any time by the Council and Council may fill any casual vacancy in the position of FA Representative.

POWERS OF COUNCIL

53. The Council has the power to appoint and remove the directors in accordance with these Articles.
54. The Council has the power to regulate and manage all footballing matters referred to it including (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County.

PROCEEDINGS OF COUNCIL

55. Council Members are entitled to attend all Council meetings and general meetings and subject to the provisions of these Articles are entitled to vote at such meetings.
56. The Executive Officer 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 six times in each calendar year. No business shall be transacted at any meeting unless a quorum of five Council Members is present.

57. The Council shall have the power to make 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.
58. Any Council Member who shall without sufficient reason be absent, without the permission of the Council, from three consecutive Council meetings and/or three consecutive meetings of a Standing Committee of which he is a member, shall be deemed to have resigned his membership of the Council.

DIRECTORS

59. Subject to Article 54, the affairs of the Association shall be governed by the directors who may authorise all such acts and the exercise of all such powers of the Association by the directors, on whom executive management powers are conferred as directors, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting or by the Council.
60. In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the directors, a matter shall be carried if supported by a simple majority of the directors present and voting.

NUMBER OF DIRECTORS

61. Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of eight but shall be not less than three.

BOARD OF DIRECTORS

62. The directors shall be:
 - (i) the President;
 - (ii) the Chairman;
 - (iii) the Vice-Chairman;
 - (iv) the Executive Officer;
 - (v) the Assistant Secretary;
 - (vi) up to three further persons elected by the Council.

63. From the resignation of the directors on incorporation, the first directors, who shall hold office until such time as they are due to retire pursuant to these Articles shall be:
- (i) **President:** J B Fleming;
 - (ii) **Chairman:** G Aplin;
 - (iii) **Vice-Chairman:** T B Huck;
 - (iv) **Executive Officer:** P G Ducksbury;
 - (v) **Assistant Secretary:** J R Capstick;
 - (vi) P A McDonnell;
 - (vii) G A Roe;
 - (viii) R W Wilkinson.
64. The directors set out in paragraphs (i) to (v) (inclusive) of Article 63 shall retire in accordance with Article 35. At the First Council Meeting the directors set out in paragraphs (vi) to (viii) (inclusive) of Article 63 shall retire but are eligible for re-appointment. At the First Council Meeting and at the first Council meeting following the annual general meeting in each subsequent year, the Council shall decide which Council Members shall be appointed as directors pursuant to paragraph (vi) of Article 63. Those persons appointed as directors shall hold office until the first Council meeting following the next annual general meeting but are eligible for re-appointment.

DELEGATION OF DIRECTORS' POWERS

65. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

66. Without prejudice to the provisions of section 303 of the Act, the members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.

67. The Council may appoint a person who is willing to act to be a director to fill a casual vacancy among the directors appointed by it pursuant to paragraph (vi) of Article 62. A director so appointed shall hold office until the person he has replaced was due to retire but shall be eligible for re-election.
68. If any director is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

69. The office of a director shall be vacated if:
- (a) he ceases to be a Council Member; or
 - (b) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (d) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (e) he resigns his office by notice to the Association; or
 - (f) he shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the directors and the directors resolve that his office be vacated; or
 - (g) he is suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association; or
 - (h) he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

Section 293 of the Act shall not apply.

DIRECTORS' AND COUNCIL MEMBERS' EXPENSES

70. The directors and Council Members may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise.

DIRECTORS' APPOINTMENTS AND INTERESTS

71. Subject to the provisions of the Act, the directors may enter into an agreement or arrangement with any director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Association.
72. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
73. For the purposes of these Articles:
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

74. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

75. At the first Board Meeting to be held after the Association's annual general meeting in 2002 and at the first Board meeting following the annual general meeting in each subsequent year the Board shall appoint such persons (whether or not Council Members) as it thinks fit to the following committees of the Council to hold office until the first Board meeting following the next annual general meeting:
- (a) County Match;
 - (b) Cup;
 - (c) Development;
 - (d) Discipline;
 - (e) Referees;
 - (f) such other ad hoc committees to deal with footballing matters as the Board sees fit.
76. The Board may in its absolute discretion at any time amend or add to the list of Standing Committees in Article 75 and the Board may at any time dispense with the need for any of the Standing Committees set out in Article 75. The Board may also amend the name of any Standing Committee at any time.
77. Each Standing Committee appointed in accordance with Article 75 shall decide which of its number shall be chairman. When appointing the members of each Standing Committee in accordance with Article 75, the directors shall decide who shall be the secretary of each such Standing Committee. Each Standing Committee shall conduct its business in accordance with any terms of reference and standing orders set by the Board from time to time.
78. The President, Chairman, Vice-Chairman, Executive Officer and Assistant Secretary shall be members of all Standing Committees ex officio and are entitled to receive

notice of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.

79. The secretary shall be entitled to receive notice of all general meetings, all meetings of the Council, all meetings of the Standing Committees and all directors' meetings and shall be entitled to attend and speak at such meetings but shall not be entitled to vote at such meetings in his capacity as secretary.
80. The directors shall regularly report to the Council on all their activities.
81. The Board may at its discretion, award honoraria to such persons as it thinks fit.
82. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
83. Any director may participate in a meeting of the Board, or of a committee of directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.
84. A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Association generally. The quorum for the transaction of the business of the directors shall be three.
85. 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.
86. The Chairman shall be the chairman of the Board of directors. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present. But if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman shall preside. If there is no Vice-Chairman or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

87. All acts carried out by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
88. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
89. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange;
 - (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a director shall be treated as an interest of the director.

90. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

91. The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
92. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
93. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

94. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. For the avoidance of doubt the Executive Officer may be appointed as the secretary.

EXECUTIVE OFFICER

95. The directors may appoint a person to be the Executive Officer on such terms and for such period as they think fit and may delegate to the Executive Officer such of their powers as they think desirable to be executed by him. The Executive Officer shall be a member of Council and a director ex officio.

MINUTES

96. The directors shall cause minutes to be made in books kept for the purpose:
 - (a) of all appointments made by the directors; and
 - (b) of all proceedings at meetings of the Association, which shall include without limitation proceedings of the Council, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

ACCOUNTS

97. The directors shall cause accounting records of the Association to be kept in accordance with section 221 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered). No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

98. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
99. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
100. A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
101. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

DISSOLUTION

102. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the members of the Association equally.

RULES

103. The Association and its members shall be bound by and subject to and shall act in accordance with the Rules and the Rules of The Football Association and any regulations, standing orders, decisions, rulings or other findings or orders of any nature made pursuant to the Rules or the Rules of The Football Association. In the case of any difference between provisions under these Articles, the Rules and the Rules of The

Football Association, the Rules of The Football Association and any provisions made pursuant to them shall take precedence.

INDEMNITY

104. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

ALTERATIONS TO THE MEMORANDUM AND ARTICLES

105. Any proposal to alter the Memorandum or Articles not being such as by statute requires a special resolution or to wind-up the Association shall require the approval of the Association in general meeting and the same may be passed or approved by a resolution of the Association passed by a majority of not less than three-quarters (3/4) of the members of the Association for the time being entitled to vote who may be present in person in accordance with the Act and (in the case of a winding-up) in accordance with the provisions of the Insolvency Act 1986 (as amended from time to time).
106. Notwithstanding any provision in the Articles to the contrary, a resolution to effect the following shall be effective only with the consent in writing of The Football Association and without such consent shall not do or cause to be done any of the following:
- (a) the amendment, or removal, or the alteration of the effect of (which for the avoidance of doubt, shall be taken to include the ratification of any breach of) all or any of the following:
 - (i) the objects of the Association set out in Clause 3 of the Memorandum of Association; or
 - (ii) these Articles;
 - (b) any change of the name of the Association;
 - (c) the passing of a resolution to wind-up the Association;
 - (d) the passing of a resolution or any decision to create a subsidiary company (as defined in the Act).
107. The Football Association shall have:

- (a) all the rights of a member of the company in relation to receiving notice of, and attending and speaking at general meetings and to receiving minutes of general meetings; and
- (b) all the rights of a director to receive notices of and minutes of meetings of the directors and the rights of a director of the company in relation to the Accounts and the inspection of any accounting records or other book or document of the Association pursuant to these Articles.

The Football Association shall have no right to vote at general meetings.

RULES, STANDING ORDERS AND BYE-LAWS

- 108. The directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.
- 109. The Council has the power to make, repeal and amend regulations for the sanction and control of leagues and competitions, regulations for disciplinary proceedings of players and members, and regulations relating to referees.
- 110. Any such rules made pursuant to Articles 108 and 109 must be consistent with and subject to the Rules of The Football Association.

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Date: 18 June 2001

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