

IRISH FOOTBALL ASSOCIATION LIMITED



Articles of Association

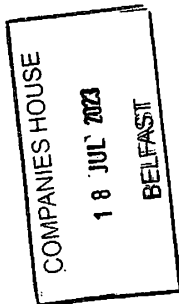
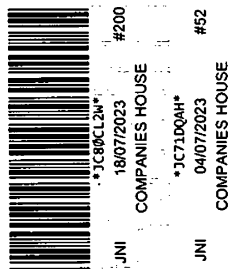
Updated 26 June 2023

I hereby certify that these are the updated Articles of Association of the Company passed at the Annual General Meeting of the Company on 26 June 2023.

Signed 
Conrad Kirkwood
President and Member of the Board

Dated the 26th day of June 2023

Company Number: R0000327



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ARTICLE 1

Definitions

In the Articles, unless the context requires otherwise, terms used have the following meanings:

'Act'	The Companies Act 2006 and any act, statute or order amending or replacing it or any statutory instrument or regulation made thereunder.
'Adult Football'	Football played by members consisting of players who have attained the age of 16 years or over during the current playing season who do not play in youth leagues or competitions organised by Youth Football.
'AONISC'	Amalgamation of Official Northern Ireland Supporters Clubs.
'Appeals Committee'	The committee appointed under Article 14.
'Articles'	The articles of association of the Association.
'Association'	The Irish Football Association Limited.
'Association Club Licensing Manual'	A manual published from time to time by the Association setting out the club licensing procedures.
'Association Football'	Football as played under the auspices of the Association.
'Associate Member'	A Club which is a member of NIBFA and affiliated to the Association under Article 4.2.
'Board'	The Board of the Association appointed under Article 10.
'Chief Executive'	The person appointed under Article 10.1.
'Club'	A team playing Association Football in Northern Ireland.
'Council'	The Council appointed under Article 8.
'Deputy President'	Any Deputy President of the Association elected under Article 9.
'Disciplinary Committee'	The committee appointed under Article 13.
'Divisional Association'	The associations governed by Article 11.
'FIFA'	Fédération Internationale de Football Association.
'Football Committee'	The committee appointed under Article 11.
'Full Member'	A Club/Team that plays Association football in Northern Ireland and is affiliated to the Association as in Article 4.
'Honorary Vice Presidents'	Former Presidents of the Association as defined under Article 9.4.
'IFAB'	The International Football Association Board.
'Independent Arbitration'	The arbitration panel appointed under Article 8.5. Panel'
'Judicial Committees'	The Disciplinary Committee, Licensing Committees and Appeals Committee.
'Laws of the Game'	The Laws of Association Football prescribed by IFAB.

'League'	Any league admitted as a Member under Article 4.2.
'Member'	Any Full Member, Associate Member, Organisational Member or League.
'NIFL'	Northern Ireland Football League Ltd
'NIWFA'	The Northern Ireland Women's Football Association.
'NISFA'	The Northern Ireland Schools' Football Association.
'NIBFA'	The Northern Ireland Boys' Football Association.
'NIRA'	The Northern Ireland Referees' Association
'Office Bearers'	The President and Deputy Presidents of the Association appointed under Article 9.1.
'Organisational Member'	Each of the following associations: Amalgamation of Official Northern Ireland Supporters Clubs Army Football Association Fermanagh & Western Football Association Mid Ulster Football Association North East Ulster Football Association North West of Ireland Football Association Northern Ireland Boys' Football Association Northern Ireland Referees' Association Northern Ireland Schools' Football Association Northern Ireland Women's Football Association
'President'	The President of the Association elected under Article 9.
'UEFA'	Union des Associations Européennes de Football.
'Youth Football'	Football played by Members consisting solely of players under 18 years of age who are eligible under Competition Rules.

ARTICLE 2

Explanations

1. (a) Save as aforesaid and unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act
- (b) A reference to any statute or provision of a statute includes a reference to any statutory modification or re-enactment of it for the time being in force and from time to time
- (c) Unless the context otherwise requires words importing the singular only shall include the plural and vice versa, words importing any gender shall include all genders and words importing natural persons shall include corporations
- (d) The headings are inserted for convenience only and shall not affect the construction of the Articles

- (e) Reference to 'printed forms', 'forms' or 'in writing' includes the use of appropriate electronic media.
 - (f) Where there is a conflict between the statutes of FIFA and UEFA and these Articles, the statutes of FIFA and UEFA shall prevail.
2. The regulations contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 and in any similar Model Articles applicable to the Association under any former enactment relating to companies shall not apply to the Association.

ARTICLE 3

Duties of Members

- 1. All Members shall be subject to and shall comply with the Articles and to any regulations or decisions promulgated by the Board or by any relevant committee of the Association, or by FIFA or UEFA. Each Member shall use best endeavours to ensure that its officials, members, servants, agents and employees comply with the said Articles, regulations or decisions.
- 2. The Association is a member of FIFA and UEFA. The Association and its Members will at all times:
 - (a) Observe the principles of loyalty, integrity and sportsmanship as an expression of fair play
 - (b) In all matters concerning the Association observe neutrality in politics and religion and avoid any unlawful discrimination
 - (c) Comply with the Laws of the Game
 - (d) Respect the statutes, regulations and decisions of FIFA and UEFA
 - (e) Recognise the jurisdiction of the Court of Arbitration for Sport (CAS) in Lausanne (Switzerland), as specified in the relevant provisions of the FIFA and UEFA Statutes
 - (f) In the event that there shall arise a dispute or difference between two or more members of the Association (which shall include for the purposes of this article the Association) including but not limited to a dispute arising out of or in connection with (including any question regarding the existence or validity of):
 - (i) These Articles
 - (ii) The rules and regulations of an affiliated association
 - (iii) The rules and regulations of a Competition which is organised by the Association or in which only members of the Association can participate
 - (iv) The statutes and regulations of FIFA and UEFA

- (v) The Laws of the Game shall be referred to and finally resolved by arbitration under these Articles without the right to any further appeal and to the exclusion of the jurisdiction of any court of law unless such is contrary to the laws of Northern Ireland.

Notwithstanding the exclusion of the jurisdiction of any court of law and without prejudice to the generality thereof, the parties to any arbitration agree that the provisions of sections 30, 32, 42, 43, 44, 45, 67, 68, 69, 70 and 79 of the Arbitration Act 1996 shall be excluded from and shall not apply to any arbitration carried out under these Articles.

No arbitration can be commenced under these Articles unless the parties who wish to arbitrate have exhausted all rights to appeal under these Articles. Such referrals must be in writing and dispatched by special delivery to the Chief Executive within four days after the date on which the decision is notified to the relevant parties under the Association's own procedures and shall be accompanied by a deposit of £300 which shall be refunded if the referral is successful. A copy of the referral shall be sent simultaneously by special delivery to any other party to the dispute. The party losing the hearing will pay the full costs of the hearing (including, when appropriate, both parties' legal costs).

3. Without prejudice to the generality of this Article, any Club wishing to participate in any UEFA competition on behalf of the Association must comply with the national club licensing procedures set out in the Association's Club Licensing Manual (as published from time to time). Likewise where relevant, compliance is required with domestic club licensing procedures for Clubs to participate in relevant Association cup and league competitions.
4. All Members must produce their books, records and documents for inspection at any time the Board may desire. The financial transactions of a Club, Organisational Member or League shall be entered in their books in detail, particularly as to payments to players.
5. Clubs, Organisational Members and Leagues shall keep minutes of their meetings, showing names and dates of election of members and particulars of all decisions reached.

ARTICLE 4

Membership

1. Members of the Association shall be:
 - (a) Full Members
 - (b) Associate Members
 - (c) Organisational Members
 - (d) Leagues.
2. Applicants for membership of the Association shall apply annually in such form as may be from time to time prescribed by the Board. New applications for membership shall be considered and decided upon by the Board whose decision on the matter shall be final and against whose decision there shall be no appeal (this shall also include applications for any change of member's name which must be approved by the Board prior to affiliation to the Divisional Association).
3. Each Member shall cause to be sent to the Chief Executive no later than 31st July in each calendar year (1st March in the case of women's clubs), or before the commencement of an approved summer season:
 - (a) The name and address of its secretary and officers and in the case of a Member playing Youth Football, its Child Welfare Officer
 - (b) The legal entity of each Full Member and Organisational Member
 - (c) In the event of the same having a ground, the full postal address of that ground and the name and address of the owner of that ground
 - (d) In the case of a Member which plays Association Football, the official colours of the team.

In the event of there being a change in the secretary or officers during the year, particulars of the change and the details of any new secretary or officer shall be forwarded forthwith to the Chief Executive. Each Member shall, if and when requested by the Board, furnish forthwith to the Chief Executive a copy of its rules, constitution or memorandum and articles of association.

4. Each Member shall pay (in the case of a Full Member through its Divisional Association) an annual subscription related to its membership category, whose rates will be proposed by the Board for approval by the Members annually in general meeting. All such subscriptions shall be paid by 1st September save that the subscription of a Women's Club shall be paid by the following 1st March. Any Member whose subscription is unpaid by the relevant due date shall, if the Board so decide, cease to be a Member and thereupon forfeit all privileges of membership and cease to have any claim on the property of the Association but its liability as provided for in the Memorandum of Association

shall nevertheless continue.

Without prejudice to the foregoing, no Member shall have a right to a representative at a general meeting of the Association whose subscription is not paid on or before the due date preceding such general meeting.

5. Any Member may withdraw from the Association by giving notice in writing to the Chief Executive of its intention to do so, at least one month before the membership is to terminate, provided that:
 - (a) There shall be no money due by the Member to the Association
 - (b) The Member shall not be in breach of any of its obligations to the Association
 - (c) There shall be no disciplinary hearing or complaint outstanding against the Member.A Member may not seek directly or indirectly to transfer its membership of the Association.
6. The membership of a Member may be suspended or terminated by the Board in the following circumstances:
 - (a) Where a Club fails to have its registered ground accepted by the Board for the then current playing season
 - (b) Where a Club fails for two successive playing seasons to play or to complete its participation in those of the Challenge Cup competitions for which it is eligible and in which it has applied to play
 - (c) Where a Member, without the written permission of the Board becomes a member of another national association or of any other body promoting Association Football
 - (d) Where in respect of a Club a petition is presented for its winding up or where the Club in question convenes a meeting to pass a resolution for voluntary winding up or enters into any form of liquidation (other than for the purposes of a bona fide solvent reconstruction or amalgamation) or is deemed by virtue of Article 103 of the Insolvency (Northern Ireland) Order 1989 or any other appropriate statutory provision to be unable to pay its debts.
7.
 - (a) In circumstances other than those specified in Article 4.6 the Board shall have the power to expel any Member on such grounds as it may consider appropriate
 - (b) An appeal against such decision shall be to a general meeting of the Association and shall follow the procedures set out in Article 14.4 and 5
 - (c) Upon receipt of an appeal the Chief Executive shall take all necessary steps to convene a general meeting of the Association to deal with the appeal.

8. If any Member shall for any reason cease to be a Member it shall remain liable for and shall pay to the Association all monies which may be due by it to the Association. The Association shall not be liable for any debts or obligations of any Member.
9. Any Member which is in breach of the provisions of these Articles shall if required indemnify the Association and its Members against all losses, damages, liabilities, costs or expenses suffered or incurred by the Association and its Members which result directly or indirectly from such breach, including and without prejudice to the generality of the foregoing any loss of income or profits from any undertaking, contract, commercial liaison, sponsorships, or arrangement entered into by the Association or by any of its Members.

ARTICLE 5

General Meetings

1. The Board shall determine the venue, date and time of the annual general meeting, excepting that it shall take place each year no later than 30th June.
2. At least twenty-one days' notice in writing specifying the place, the day, and the hour of the meeting (and in the case of special business the general nature of such business) shall be given to the Members in the manner prescribed by Article 19. Attached to such notice shall be a ticket authorising admission and stating the number of votes, if any, to which the Member is entitled.
3. The Board may when it thinks fit, and shall when required so to do in accordance with the Act, convene a general meeting.
4. A Member or Members proposing a resolution for the annual general meeting shall be required to submit it in writing to the Chief Executive not later than 30th April in each year.
6. Each Full Member, Organisational Member and League shall be entitled to appoint a representative to attend all general meetings of the Association and Associate Members shall be entitled to appoint one representative for every one hundred Clubs in respect of which they have paid an annual subscription, except when such a Member is suspended by the Association. A representative shall represent only one Member. Members of the Board, Council and of any other Association committee shall be entitled to be present and speak at all general meetings, but shall not be entitled to vote unless they are a representative of a Member.

ARTICLE 6
Proceedings at General Meetings

1. No item of business shall be transacted at any general meeting, if the persons attending it do not constitute a quorum at the time when the meeting proceeds to that item.
2. The representatives of 25 Members shall constitute a quorum.
3. The business to be transacted at each annual general meeting shall be as follows:
 - (a) To receive, consider and, if thought fit, approve the report of the Board
 - (b) To receive, consider and, if thought fit, approve the accounts and balance sheet of the Association and the report of the auditors thereon
 - (c) To appoint the auditors and agree or provide for the determination of their remuneration
 - (d) Any other business appropriate to an annual general meeting.
4. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present it shall stand adjourned sine die.
5. The President, or in his absence, the First Deputy President, or in his absence, the Second Deputy President shall preside as chairman at every general meeting of the Association.
6. If at any general meeting the President or the Deputy Presidents shall be not present within fifteen minutes after the time appointed for holding the meeting, the representatives of the Members present shall choose one of their number as chairman of the meeting .
7. The chairman may, with the consent of the meeting, adjourn any meeting at which a quorum may be present from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

ARTICLE 7
Votes of Members

1. No person shall be admitted to any general meeting unless such person:
 - (a) Has an admission ticket as provided for by Article 5.3, or
 - (b) Has been specifically invited to attend by the Office Bearers.

2. Each representative of a Full Member, an Organisational Member or a League shall be entitled to one vote. The NIBFA, in addition to its vote as an Organisational Member, shall be entitled to one further vote for every 100 Clubs affiliated to it. In exercising the votes to which they are entitled, each Organisational Member and League shall canvas the views of their constituent members and reflect fairly the diversity of such views. For this purpose a Member entitled to more than one vote may exercise such votes both for and against the same proposed resolution.
3. At any general meeting votes may be made personally or by proxy. Proxies may be appointed only by a notice in writing which states the name and address of the Member appointing the proxy, identifies the person appointed and the relevant general meeting, is signed on behalf of the Member appointing the proxy by an authorised signatory and is delivered to the Association in accordance with any instructions contained in the notice of the meeting. An independent accredited body shall be appointed by or with the authority of Council to receive, verify and count proxy votes. The numbers and distribution of proxy votes shall remain confidential in advance of the meeting. A representative of the independent body shall attend each general meeting, verify the attendance of the nominated proxies and announce the results of voting.
5. The chairman at all general meetings of the Association shall have a casting vote.
6. A declaration that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be made by the chairman of the meeting and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
7. At general meetings of the Association:
 - (a) Matters requiring to be passed by ordinary resolution shall be so passed if the relevant resolution is carried by a simple majority of the voting rights of those Members who, being present or represented by a valid proxy, do vote
 - (b) Matters requiring to be passed by special resolution shall be so passed if the relevant resolution is carried by a majority of not less than three- fourths of the voting rights of those Members who, being present or represented by a valid proxy, do vote. Changes to these Articles shall require a special resolution

8. For the purposes of Article 17 it shall be deemed a breach of the Articles for any Member or a representative of a Member directly or indirectly to offer any bribe, consideration or other improper inducement to any other Member or representative of a Member for the purpose of procuring a vote on any matter and for any Member or representative of a Member to accept such offer.

ARTICLE 8

Council

1. Unless and until resolved to the contrary by the Members, the Association shall have a Council.
- 2.1 The Council shall consist of:
 - (a) The Office Bearers of the Association as full members
 - (b) Ten persons comprising of:
 - (i) Five persons nominated by the North East Ulster Football Association
 - (ii) Two persons nominated by the North West of Ireland Football Association
 - (iii) Two persons nominated by the Mid Ulster Football Association
 - (iv) One person nominated by the Fermanagh and Western Association
 - (c) Until the AGM in 2016, twelve persons who are representatives of the Senior Division of NIFL, thereafter, six persons who are representatives of the Senior Division of NIFL
 - (d) Until the AGM in 2016, one person nominated by the Intermediate Committee
 - (e) Until the AGM in 2016, one person nominated by the Junior Committee
 - (f) One person nominated by NISFA
 - (g) One person nominated by NIBFA
 - (h) One person nominated by the Army Football Association
 - (i) One person nominated by the Northern Ireland Referees Association
 - (j) One person nominated by the AONISC .
- 2.2 Each Divisional Association shall also have the right to nominate additional representatives to the Council in the proportion of:
 - (a) One Council member for the first ten clubs
 - (b) One for the next twenty clubs
 - (c) One for a further twenty clubs
 - (d) One for each additional fifty clubs affiliated to such Divisional Associations, up to and not exceeding eight additional members for any one Divisional Association.

- 2.3 Each Divisional Association shall also have the right to nominate up to two representatives of Women's clubs affiliated to it as follows:
- (a) One member for the first five Women's clubs
 - (b) One additional member for the next twenty-five Women's clubs.
- 2.4 Each league in continuous membership of the Association, for the past 10 years, will be entitled to have at least one member representing that League on Council. League representation can be achieved by co-option through the relevant Divisional Association. Co-option will not be permitted after AGM 2016 and Divisional nominations must comply with the proportional representation specified in Article 8.2.2.
- 2.5 Members of the Board with the exception of the Office Bearers shall not be members of Council but may attend and speak at Council meetings. Subject to the tenure provisions set out in Articles 9.2 and 10.9, retiring members shall remain eligible for re-election to the Board by indicating their intention prior to completion of their current term in office. Council members wishing to stand for election to the Board shall be nominated by two members of Council.
- 2.6 Nominating bodies shall communicate the names of their nominee(s) to the Chief Executive by 1st June and include the following details in respect of each nominee:
- (a) Address
 - (b) Date of Birth
 - (c) Club (As defined in Article 1)
 - (d) Club status (ie Senior, Intermediate, Junior or Women)
- (c) and (d) shall not apply to nominees from the Army FA, AONISC, NIBFA, NIRA and NISFA.
- All such nominations shall be for one year at a time. No member of Council shall represent more than one nominating body.
- 2.7 The quorum of the Council shall be 20.
3. No person shall be elected, appointed, nominated or remain as a member of Council if, at the time of the election, appointment or nomination, that person has served on Council for a total of 15 years, whether or not consecutive. This limitation shall be modified in the case of any member of Council on the date of passing of these Articles who shall instead cease to be eligible for election, appointment or nomination on the completion of 15 years service following the date of the passing of these Articles or, if earlier, the Annual General Meeting following their 75th birthday. The foregoing limitations shall not apply to members of the Board and Honorary Vice Presidents.

4. The Association in general meeting may by a special resolution remove any member of Council before the expiry of his period of office. The original nominating body may then appoint a person to act in his place until the expiry of that period of office.
5. In order to discharge its primary function of representing the Members and all those with a material interest in Association Football in Northern Ireland, the Council shall meet at least four times in each year:
 - (a) To review reports from the Board and Football Committee as to the affairs of the Association
 - (b) To consider and advise on specific questions which may be addressed to it by the Board and Football Committee
 - (c) To provide a forum for discussion about and consideration of significant issues for the development of Association Football in Northern Ireland
 - (d) To give advice to any committee of the Association
 - (e) To elect the Office Bearers (in accordance with Article 9) and other members of the Board (in accordance with Article 10.9 (a)) from persons who have been members of Council for at least the preceding two years and to endorse the appointment of Board members co-opted by the Board in accordance with Article 10.9 (b) and (c). The requirement for two years' service detailed above will not apply to Council members who have been Board members at any time in the preceding two years prior to their nomination.
 - (f) To appoint an independent arbitration panel to adjudicate on disputes subject to Article 3.2, the Chairman of which shall have a legal background, as determined by the Board from time to time
 - (g) To nominate members to judicial committees in accordance with Articles 13 and 14
 - (h) To nominate members to serve on committees in accordance with Articles and Football Regulations.
6. Each member of Council shall have one vote, except the Honorary Vice Presidents who shall be entitled to attend, take part in debate, but not vote. The Chairman of the IFA Board shall attend Council Meetings to report on Board activities.
7. Meetings of Council shall be chaired by the President or, in his absence, the First Deputy President, or in his absence the Second Deputy President.
8. In the event that Council shall not be able to fill the aforementioned committees referred to in Article 8.5(g) and (h) from members of the Council, it may fill the vacancies from persons who are not members of the Council but who are members of a Member and who in the absolute discretion of the Council are considered to have appropriate knowledge and understanding of Association Football.

ARTICLE 9
Office Bearers

1. At its first meeting after each Annual General Meeting, Council shall elect from its members three Office Bearers, namely a President, a First Deputy President and a Second Deputy President to act for a year, at least one of whom shall be from the Senior Division of NIFL at any one time. Nominations for such elections, duly proposed and seconded by two members of Council, shall be made in writing so as to be received by the Chief Executive not later than 31st March, and included in the notice for the relevant meeting. Where, on the day of the election there are no nominees, or the only nominee for the positions of President or Deputy President is unable to accept election, such election or elections shall be postponed until the next meeting of Council with new nominations, as outlined above, to be received by the Chief Executive not later than a date determined by Council.
2. Any Office Bearer shall be eligible for re-election. However, no person shall serve as President or as a Deputy President for more than a total of five years in each role, commencing from the date of their election in accordance with Article 9.1. For the avoidance of doubt, where the President and/or Deputy president is appointed to fill a vacancy in accordance with Article 9.3 (c), any period served prior to their election in accordance with Article 9.1 shall not be taken into account for the purposes of this Article 9.2.
3.
 - (a) Council shall meet within fourteen days following the Annual General Meeting to elect the Office Bearers
 - (b) In the event that more than one nomination is received for each post an election shall be held. Only those candidates receiving more than 50% of the votes cast shall be elected. If no candidate receives more than 50% of the votes, the candidate with the lowest number of votes shall be eliminated and a further vote taken, such process continuing until a candidate receives at least 50% of the votes. In the event of a tie the person to be elected shall then be decided by the drawing of lots
 - (c) In the event that a vacancy occurs in the office of President or a Deputy President during the course of the year the vacancy shall be filled by the Council and the person so appointed shall hold office until the next Annual General Meeting (subject to Article 9.2)
4. Presidents who have completed five years in that office, and at the discretion of Council those who have served for a lesser period, shall be made Honorary Vice-Presidents once they relinquish all involvement in Association committees. Such Honorary Vice-Presidents may remain as members of Council, (in accordance with Article 8.6).

ARTICLE 10

Board

1. The management of the business and the control of the Association shall be vested in the Board, which shall be responsible for all matters relating to the conduct and undertaking of the Association (including without prejudice to the generality thereof the playing of Association Football in Northern Ireland). The Board shall appoint a Chief Executive to whom it shall delegate management decisions in accordance with a written Scheme of Delegation adopted by it. The Board's primary focus shall be on setting strategy and on monitoring the implementation of that strategy by the Chief Executive. The Board shall each year
 - (a) Publish its corporate strategy
 - (b) Prepare for presentation to Council a draft business plan and a draft income and expenditure budget
 - (c) Regularly review income and expenditure against budget
 - (d) Evaluate progress towards corporate goals.

The Board shall indicate annually in its corporate strategy and business plan its proposed allocation of resources so as to achieve a balanced approach to the promotion and development of football at all levels. It shall obtain the views of Council on its proposed allocation but retain responsibility for decision-making in the matter.

2. The Board may delegate any of its powers under the Articles to such person or committee and in such manner as it thinks fit. It may make rules of procedure (in the form of Standing Orders or otherwise) governing its members and any person or committee to which it delegates powers. This shall include an Independent Dispute Resolution Panel of three persons, to which the Board may refer any disputes that cannot be resolved using any other mechanism. The terms of reference of such a panel to be agreed by the Board and stated in the Standing Orders.
3. The Board may exercise all powers of the Association and carry out all objects of the Association, as are not by these Articles or by statute expressly directed or required to be exercised or done by the Association in general meeting.
4. The Association in general meeting may by special resolution direct the Board to take, or refrain from taking, specified action.
5. An act done by the Board, whether ultra vires or not, that receives the express or implied sanction of the Association in general meeting, shall not be afterwards impeached by any Members on any grounds whatsoever, and shall be deemed to be a valid and binding act of the Association.

- (a) A decision by the Board must be either a decision by a majority of those taking part in a meeting (which may, if the chairman so determines, be an electronic meeting during which all members taking part can hear each other) or a decision in relation to which all eligible directors indicate to each other in writing (which may include electronic mail) that they share a common view on the matter. If at a meeting the votes for and against a proposal are equal, the chairman of the meeting shall have a casting vote.
- (b) Any Board member may call a Board meeting by giving notice (or by authorising the company secretary to give notice) either orally or in writing to all other members.
- (c) The quorum for Board meetings shall be half of the current members.
- (d) The Board shall consist of the following:
 - The Office Bearers elected by and from Council pursuant to Article 8.5. The tenure on the Board of the Office Bearers shall be as prescribed by Article 9.
 - Six other members elected by and from Council, at least one of whom shall be a representative of a women's club appointed to Council pursuant to Article 8.2.3. These members shall be entitled to hold office for three years from the date of their election and be eligible for re-election for a maximum of two further three-year periods. Notice of any impending vacancy on the Board shall be given to Council members not less than 3 months prior to the election to fill such vacancy.
 - Two Board members co-opted by the Board following a process prescribed by the Board and set out more particularly in the Standing Orders and which should include public advertisement and endorsement by Council. These co-optees shall be lay members (not being a member of Council or holding office in any Member, or having been so in the three years prior to appointment). Subject to any probation period specified in the Standing Orders, the tenure on the Board of lay Board members shall be three years from the date of their co-option and they shall be eligible for renewal of their co-option (without public advertisement, but following endorsement by Council) for a maximum of two more three-year periods. The Association will also have the discretion to extend the engagement of a co-opted lay Board member beyond the nine year overall period for a maximum of one further year when it is considered necessary for maintaining continuity and experience on the Board.
 - In addition to the two members co-opted under (b) above, the Board shall co-opt one further member, following public advertisement, and endorsement by Council. That third person need not be a lay member but shall have such skills or experience not otherwise available to the Board. Such director shall be subject to the same process referred to in (b) above and the tenure of such director shall be limited to a period of one year renewable (without public advertisement, but following endorsement by Council) for a maximum of eight further years.

6. The Board shall have power to co-opt the Chief Executive as a member of the Board, for so long as he remains Chief Executive, or to appoint him as Company Secretary.

Candidates for co-option under Article 10.9 (b) and (c) shall meet the following criteria:

- (a) Experience of management in the private, public or voluntary sectors
- (b) Awareness of the requirements of corporate governance
- (c) Any other skills and experience specified by the Board as a requirement for each co-option

Should the process result in fewer candidates being approved than there are vacancies on the Board, Council (in the case of directors elected in accordance with Article 10.9 (a)) or the Board (in the case of directors co-opted in accordance with Articles 10.9 (b) or (c)) shall instigate a rerun of the relevant process until the vacancies are filled.

7.
 - (a) No member of the Board may be linked (either directly or indirectly) to more than one Club during service on the Board; nor may more than one member be linked (either directly or indirectly) with any one Club
 - (b) No member of the Board, except Office Bearers, may remain on Council as a person nominated under Article 8.2
 - (c) All members of the Board following election will undertake induction, training, appraisal and mentoring in the role of being a director
 - (d) No member of the Board can simultaneously be a member of the Board of any IFA subsidiary company.
8. The Board will appoint the Chairman and Vice-Chairman of the main Association Committees which are as follows:
 - (a) Football Committee
 - (b) Disciplinary Committee
 - (c) Appeals Committee
 - (d) Licensing Committee
 - (e) All Board Sub-Committees

And will determine the process for the selection of the same.

ARTICLE 11

Organisation and Management of Football

1. The Board may delegate to the Football Committee and its sub-committees the organisation and management of all matters to do with the playing of Association Football. Subject thereto, the operation and playing of Association Football in Northern Ireland shall be undertaken by the following Divisional Associations:

- (a) North East Ulster Football Association
 - (b) North West of Ireland Football Association
 - (c) Mid Ulster Football Association
 - (d) Fermanagh and Western Football Association.
2. The Board shall in its absolute discretion fix the areas and boundaries within which a Divisional Association shall operate and have jurisdiction.
 3. Each Divisional Association shall nominate persons to be members of Council in accordance with Article 8.2.
 4.
 - (a) In the event that a Divisional Association shall cease to exist or cease to be a Member those Clubs within its jurisdiction shall at the request of the Board form a new Divisional Association
 - (b) Such Divisional Association shall not become an Organisational Member until the Board has resolved in writing to accept it as such
 - (c) Each Divisional Association shall account to the Association for all subscriptions that it receives for the account of the Association in respect of subscriptions of Members and referees
 - (d) Each Divisional Association shall submit their annual financial statements to the Football Committee.
 - (e) Fines resulting from disciplinary sanctions imposed by Divisional Associations in Junior Football will be collected by the Irish Football Association through the approved Football Management System. All such monies will be forwarded to the respective Divisional Associations at agreed times during the season.
 5. The Association in general meeting may make regulations governing the organisation and playing of Association Football which, when published, shall be binding on Members, players registered with Members, and referees registered with the Association.
 6. Without prejudice to Article 11.5, the Association shall not administer or organise directly any football association, league or combination of Clubs after 1st June 2013.
 7. Members appointed by Council to Judicial Committees which includes the disciplinary, appeals and licensing committee, shall not be a member of any other IFA committee or body within the Association.

ARTICLE 12
Licensing Committee

1. The Board shall appoint a Licensing Committee and a Licensing Appeals Committee in line with regulations issued from time to time by UEFA. Each of these Committees shall consist of no more than seven members who shall not be connected with or be representatives of any Clubs with involvement in any of the Association's licensing programmes. The quorum of each Committee shall be three.
2. The Licensing Committee shall issue licensing manuals for both UEFA and domestic licensing schemes, and manage the programmes to enable the annual issuing of licences where appropriate.
3. Each Committee as above shall submit a written report of its meetings to the Board.

ARTICLE 13
Disciplinary Committee

1. The Disciplinary Committee shall, unless the Members in a general meeting determine otherwise, consist of nine persons as follows:
 - (a) Two Members appointed by the Board who shall have a legal background as determined by the Board from time to time, who shall not be members of any Club, who shall serve as Chairman and Vice Chairman
 - (b) Seven members nominated by Council with at least one member from each of Senior, Intermediate and Junior Football.

No member of the Board shall be a member of the Disciplinary Committee.

2. The quorum of the Disciplinary Committee shall be three (including Chairman / or Vice-chairman).
3. The Disciplinary Committee will have full powers to deal with all disciplinary matters contained within terms of reference determined for it by the Football Committee together with those matters delegated to it by the Board under Articles 10.2 and 17, including the publication of a Disciplinary Code.
4. The Disciplinary Committee shall submit written reports of its meetings to the Football Committee.
5. Each member of the Disciplinary Committee shall hold in confidence all matters discussed at meetings of the Committee.

ARTICLE 14
Appeals Committee

1. The Appeals Committee shall, unless the Members in a general meeting determine otherwise, consist of a panel of twelve persons:
 - (a) Six members nominated by Council with at least one member from each of Senior, Intermediate and Junior Football.
 - (b) Six members nominated by the Board, who shall not be members of any Club and who shall serve for such time as the Board decides, from whom the Board shall appoint the Chairman who shall have a legal background, as determined by the Board from time to time.No member of the Board shall be a member of the Appeals Committee.
2. Other than an appeal by a Member against its expulsion, a player, official, referee, Club, Associate Member, Organisational Member or League has the right to appeal to the Appeals Committee against any decision of a Club, committee, League or other such body within the Association which is imposed upon him or it, provided that the appellant has exhausted such appeals procedures as were available to the appellant consequent upon the decision in question, unless satisfactory grounds are given for not having done so. For the avoidance of doubt, an appeal by a player must be submitted either:
 - (a) By the player personally, setting out the grounds for the appeal in writing; or
 - (b) By the player's Club on the player's behalf, setting out the grounds for the appeal in writing, and countersigned by the player.
3. An appeal hearing shall not be conducted as a re-hearing and will not allow evidence which was not previously adduced to the body which heard the case in the first instance unless good reason can be shown as to why it was not made available in the first instance. In such a case the Appeal Board will refer the case back to the body whose decision is appealed in line with Article 14(6)(e).
4. An appeal must be despatched by special delivery letter to the Chief Executive within four days after the date of the meeting at which the decision appealed against was taken unless for any reason it was not made known to the appellant at that meeting, in which case it must be despatched by special delivery letter to the Chief Executive within four days after the date on which the decision was notified in writing to the person or body concerned. Such letter shall state the grounds of appeal. A deposit of £100 shall be lodged with each appeal which shall be returnable only where the appeal is upheld. A copy of the Appeal must be sent simultaneously by special delivery letter to the body or committee whose decision is appealed against.

5. The Chief Executive shall, upon receipt of an appeal, forward it to the chairman of the Appeals Committee. The chairman of the Appeals Committee shall appoint from its members an appeal board consisting of a minimum of three persons to hear and determine an appeal. No person shall sit on an appeal which involves himself or any Club in which he has an interest. All appeals should be heard, where possible, within fourteen days of receipt of appeal.
6. The appeal board shall have the power to:
 - (a) Affirm the decision of the body whose decision is appealed against
 - (b) Uphold the appeal by setting aside the decision appealed against and quashing any penalty imposed
 - (c) Uphold the appeal in part by setting aside part only of the decision appealed against
 - (d) Substitute for the decision appealed against a decision to find the appellant guilty of a lesser offence and/or to impose a lesser penalty or penalties in respect thereof
 - (e) Refer the case, or any part of it, back to the body whose decision is appealed against
 - (f) Take any step which, in the exercise of its discretion, the appeal Board considers appropriate in order to deal justly with the case in question, but only within the parameters laid down by the FIFA and IFA Disciplinary Codes and these Articles of Association.

If the appeal is unsuccessful, the appellant may be held liable for all or part of the expenses of the appeal procedure. Should the appeal board consider any appeal to be of a frivolous or vexatious nature or merely to release a player/official from suspension in order to enable him to participate in a match it shall have power to deal with the appellant as it shall deem appropriate.

An appeal may be withdrawn by an appellant prior to the hearing of the case by notifying the Chief Executive of withdrawal in writing. The appeal shall, upon receipt of such notification by the Chief Executive, be deemed to be abandoned and the original decision against which the appellant appealed shall be regarded as final and binding. Upon withdrawal of an appeal, the appeal deposit shall be forfeited. The appellant may be held liable by the appeals board for all or part of the expenses of the appeal procedure.

8. Upon the conclusion of each appeal the appeal board shall submit a written report on the outcome of the appeal to the Appeals Committee and Football Committee.
9. Each member of the Appeals Committee shall hold in confidence all matters discussed at meetings of the Committee and of appeal boards.

ARTICLE 15

Disqualification from Office

1. An Office Bearer or any member of the Board, Council or Association committee shall cease to be an Office Bearer or member of such body
 - (a) If he becomes bankrupt or compounds or makes an arrangement with his creditors, but he may notwithstanding any such event, be eligible for re-appointment if the Board so decides
 - (b) If he becomes incapable of managing his own affairs or physically incapable of performing the duties of an Office Bearer or member of such body
 - (c) If, when not on Association business, he absents himself from three consecutive meetings of any such body without providing a reason acceptable to that body
 - (d) The Club of which he is a representative ceases to be a Member
 - (e) If he is a paid official or employee of the Association, other than the Chief Executive or a professional referee, but then only during the period he holds such office or employment
 - (f) If he is a member of a Club which has been suspended under Article 16 but only during the period of suspension. For the purposes of this provision, a person shall be a member of a Club if his name is shown in the official team sheet (or he is paid) for the match in respect of which the suspension is made
 - (g) If an individual by his wilful actions puts the Association at legal or financial risk.

The foregoing is without prejudice to Articles 8.4 and 10.4.

ARTICLE 16

Suspension

1. In the event that a Club has been suspended from playing football, that Club shall be disqualified from playing matches or fixtures promoted by or on behalf of the Association during the period of suspension.
2. The suspension of a Club shall not of itself disqualify any player in such Club from playing in matches or fixtures promoted by or on behalf of the Association.
3. The suspension of an Organisational Member or League shall disqualify all its members from acting in any capacity under the Association during the period of suspension.

4. A Member or any person (with the exception of players) who is connected to a Club, an Organisational Member or a League who has been suspended, must refer to the Association's Disciplinary Code or to the sanction imposed by the Board or the Disciplinary Committee for the terms of its or his suspension. The Board or the Disciplinary Committee may determine that during any such period of suspension the said Member or person shall not hold any office in any Club, Organisational Member or League or act in any capacity under the Association or attend any meeting of the Association, any Organisational Member or League or any committee of the Association.
5. A player who has been suspended, must refer to the Association's Disciplinary Code or to the sanction imposed by the Board or the Disciplinary Committee for the terms of his suspension. The Board or the Disciplinary Committee may determine that during any such period of suspension the said player shall not hold office in any Club, Organisational Member or League, or act in any capacity under the Association.
6. A Club, Organisational Member or League shall not during the period of its suspension have any representation at any general meeting of the Association, or at any meetings of any Organisational Member or League.
7. For the purposes of this article suspensions shall include only those imposed directly by the Disciplinary Committee or the Board.

ARTICLE 17

General Discipline

1. Where any person or body has breached or caused or contributed to the breach of any of the Articles or brings the game of Association Football into disrepute, that person or body shall be liable to expulsion, suspension, fine and/or such other penalty or sanction as the Board may think fit.

The Board may delegate these powers to the Disciplinary Committee.

2. The Board, or the Disciplinary Committee acting on behalf of the Board, shall be the sole judge (and shall be unfettered in its judgment) as to what brings the game of Association Football into disrepute and what constitutes loyalty, integrity and sportsmanship.

ARTICLE 18

Administrative Arrangements

1. The annual report and accounts of the Association shall be prepared to 31st December in each year.

2. No member shall have any right of inspecting any accounting records or other books or documents of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

3. The Association shall have a common seal, which shall be under the charge of the Board, and all documents bearing the seal shall be countersigned by one member of the Board and the Chief Executive.
Informative Note: To facilitate the change from 31st March to 31st December, the 2013 financial year will be 9 months from 1st April 2013 to 31st December 2013.

ARTICLE 19

Notices

1. Notices of the Association requiring authentication may be authenticated by the signature of the Chief Executive or by any other person appointed by the Board to do so. Any notice to be given to or by any person pursuant to these Articles shall be in writing, except that a notice calling a meeting of any committee need not be in writing.

The signature on any notice required to be given by the Association may be typed or printed or otherwise written.

2. A notice may be served by the Association by sending it through the post in a prepaid letter addressed to the person who is to be served at its or his registered address.

The Association is authorised generally and unconditionally to use electronic communications with its Members (and members of Council) and in particular the Association is authorised to send or supply documents or information to its Members (and members of Council) by making it available on a website.

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 Companies Act 2006 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.

Subject to the Articles, any notice or document to be sent or supplied to a Board Member in connection with the taking of decisions by the Board may also be sent or supplied by the means by which the Board Member has asked to be sent or supplied with such notices or documents for the time being.

A Board Member may agree with the Association that notices or documents sent to that Board Member 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.

3. Any notice sent by post shall be deemed to have been served on the day following that in which the envelope containing the same was posted, and in proving such service it shall be sufficient to produce a certificate by the person posting the envelope that the envelope containing the notice was properly addressed, stamped and duly posted.
4. Where a number of days' notice or notice extending over any period is required to be given, the day for which notice is given shall be included in such number of days or other period, but the day of service, i.e. the day following that upon which the envelope containing same was posted, shall not be so included.
5. The accidental omission to give notice of a meeting to, or the non-receipt of a notice for any meeting of the Association by, any person entitled to receive notice shall not invalidate the proceedings at such meeting.
6. 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.
7. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Association is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one daily newspaper circulated throughout Northern Ireland and such notice shall be deemed to have been duly served on all Members entitled thereto by noon on the day when the advertisement appears. In any such case the Association shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

ARTICLE 20

Communications

In order that the affairs of the Association may be conducted without unreasonable hindrance, any Member, committee member, official, player, referee or other person under the jurisdiction of the Association is required to answer a written communication from the Association promptly. Any such body or person failing to comply with this shall be liable to censure, fine or suspension, or a combination of such penalties.

ARTICLE 21

Conduct

1. Members of Council or any Association committee shall carry out their duties in accordance with the Association's policies and procedures including any code of conduct and code of ethics adopted by the Board. Without prejudice to the foregoing, they shall be at liberty to contract with the Association, and shall not be disqualified by reason of their having so contracted and shall not be bound to account to the Association for any profit which they may derive from the Association from having so contracted, provided that at the time the contract is entered into they disclose their interest therein and do not vote on the matter.
2. Members of Council and Association committees shall be allowed such expenses incurred in the performance of their duties as the Board shall approve.
3. Each member of Council and of any other Association committee shall be entitled during his term of office to gain admission free of charge to all matches under the jurisdiction of the Association (excepting matches involving clubs or representative teams from other associations). Any person who has acted as a member of Council for a total period of ten years or member of any other Association committee or commission who has so been for a total period of ten years shall, on retiring or ceasing to be such member (other than by reason of expulsion), become an Honorary Life Member entitling him to admission free of charge to all matches under the jurisdiction of the Association (excepting matches involving clubs or representative teams from other associations). Council may confer Honorary Life Membership on any individual as it sees fit.

ARTICLE 22

Indemnity

1. Every Office Bearer, member of the Board, Council or any committee, Chief Executive or other officer or employee of the Association shall be indemnified by the Association against all costs, losses and expenses incurred by him in or about the discharge of his duties, except such as happen from his own wilful neglect, dishonesty or fraud.

2. The Board shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Office Bearers, members of the Board, Council or any committee, Chief Executive or other officer or employee of the Association or of any other company in which the Association or any of the predecessors of the Association has any interest whether direct or indirect or which is in any way allied to or associated with the Association, or of any subsidiary undertaking of the Association or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Association or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Association or any such other company, subsidiary undertaking or pension fund.