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COMPANIES HOUSE

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## ARTICLES OF ASSOCIATION

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# ARTICLES OF ASSOCIATION OF MANCHESTER COUNTY FOOTBALL ASSOCIATION LIMITED

## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

1. The regulations contained in Schedule 2 of Regulation 3 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 2006 and as modified by any statutory modification or re-enactment thereof for the time being in force;
"Articles"	means these Articles of Association;
"Associate Members"	means those member Clubs, Leagues and Competitions admitted into membership of the Association as associate members;
"the Association"	means Manchester County Football Association Limited;
"the Board"	means the board of directors of the Association for the time being, constituted in accordance with these Articles."
"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;
"Competition"	means a competition of sanctioned Member Clubs which the Council has accepted may be Members of the Association;
"County"	means the area described in Clause 3(3) of the Memorandum of Association;
"Directors"	means both the Executive and Non-Executive Directors collectively
"Executive Directors"	means the Executive Directors of the Association for the purposes of the Act as elected from time to time in accordance with Article 15
"executed"	includes any mode of execution;
"FA Representative"	means the person elected in accordance with Article 8 to be the Association's representative from time to

	time at The Football Association under the Articles of The Football Association;
"The Football Association"	means The Football Association Limited of its registered address;
"Chief Executive"	means the person appointed from time to time to be the Chief Executive for the Association appointed in accordance with Article 9;
"Honorary Member"	means the persons appointed from time to time to be the honorary member of the Association;
"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;
"Members"	means those sanctioned Clubs, Leagues, Competitions and individuals admitted into membership of the Association;
"Member Club"	means a football club which the Board has accepted may be members of the Association;
"Member League"	means a league of Member Clubs which the Association sanction or agree to accept in affiliation as members of this Association;
"Membership Rules"	means the membership rules of the Association created and amended from time to time pursuant to Article 5
"NGS"	means the National Game Strategy as published by The Football Association from time to time
"Nominated Representatives of Executive Clubs"	means the members nominated pursuant to the Membership Rules;
"Non-Executive Directors"	means those individuals nominated as such by the Directors in accordance with Article 13;
"office"	means the registered office of the Association;
"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 the Act, including a joint, assistant or deputy secretary;

"United Kingdom"	means Great Britain and Northern Ireland;
"Full Members"	means those member Clubs, Leagues and Competitions admitted into membership of the Association as full members;
"Voting Members"	means those member Clubs, Leagues and Competitions admitted into membership of the Association as Full, Senior and Executive members and members of MFA working groups who are active in grassroots football

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 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.

3. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for -
  - (1) payment of the Association's debts and liabilities contracted before he ceases to be a Member,
  - (2) payment of the costs, charges and expenses of winding up, and
  - (3) adjustment of the rights of the contributories among themselves.

## **PART 2**

### **MEMBERSHIP AND COUNCIL**

#### **MEMBERS OF THE ASSOCIATION**

4. Such of the subscribers to the first Memorandum of Association of the Association, the Members as at the date of incorporation of the unincorporated association known as "Manchester County Football Association" and such other persons as have been admitted to membership by the Board and remain as Members at the date of the adoption of these 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 Board requires executed by him in accordance with the Membership Rules. For the purposes of registration the number of Members is declared to be unlimited.
5. All rules, regulations and other matters relating to applications for Membership; termination of Membership; the organisation of general meetings including the attendance and speaking at, quorum for, chairing of, the attendance at and speaking by the Directors of the Board and Non-Members at and any adjournment of general meetings; voting at general meetings and any voting rights attached to any class of Membership for the Members, including Full Members, Voting Members, Life Members, Member Clubs, Member Leagues, , Honorary Members and Nominated Representatives of Executive Clubs shall be contained in the Standing Orders or the Membership Rules which shall be produced by the Directors of the Board from time to time.

#### **HONORARY MEMBERS**

6. Honorary Members may be appointed at any time by the Board. Honorary Members shall be entitled to receive notices of and attend general meetings but shall not be able to vote thereat. Honorary Members shall, on being appointed pursuant to this Article, be entitled to remain as Honorary Members for the rest of their lives without the need to be re-appointed. Honorary Members shall have such rights and privileges as the Board shall from time to time prescribe.

#### **LIFE MEMBERS**

7. Existing Life Members shall be entitled to receive notices of and attend all general meetings. Life Members shall be entitled to remain as Life Members for the rest of their lives without the need to be re-appointed. Life Members shall have such rights and privileges as the Board shall from time to time prescribe.

#### **FA REPRESENTATIVE**

8. Completed applications to be the FA Representative for Manchester County FA must be submitted in writing to Manchester County FA by such time as the Directors shall prescribe. Potential candidates must conform to any prescribed Football Association eligibility criteria. Eligible candidates who have completed the application process will be considered for election at the AGM. Once appointed the FA Representative shall serve to the end of the NGS that is in place when they are appointed. Should the FA Representative resign or cease to be eligible for the role before the end of their term of office MCFA will invite new applications from those who meet the criteria and will call a General Meeting to appoint a replacement

#### **CHIEF EXECUTIVE**

9. The Chief Executive shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any Chief Executive so appointed may be removed by them. For the avoidance of doubt the Chief Executive will be an ex-officio Board Director.

### **PART 3**

### **DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

10. Subject to the Articles, the Directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.
11. 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**

12. Unless otherwise determined by ordinary resolution of the Voting Members, the number of Executive Directors shall be subject to a maximum of nine but shall be not less than five.

#### **BOARD OF DIRECTORS**

13. The Executive Directors may at their discretion co-opt onto the board annually or meeting by meeting Non-Executive Directors who because of their particular knowledge and experience can make valuable contributions to the Association's performance. The CEO will be an ex-officio Board Director. The Non-Executive Directors and the ex-officio Director shall have voting rights.
14. At a General Meeting in September following the end of the existing NGS the persons appointed as Executive Directors pursuant to Article 15 shall retire but are eligible for re-election subject to the application process in Article 15 Elections of Executive Directors to fill the places of those retiring shall be held pursuant to Article 15. This article also applies to the replacement of Executive Directors who may resign, become disqualified or be removed pursuant to Article 20 at any point during the NGS in place when they are elected.

#### **ELECTIONS TO THE BOARD**

15. Following the end of the existing NGS and at other times as required elections shall be held at a General Meeting to elect Executive Directors in place of those retiring or resigning pursuant to Article 14. All Members excluding Life Members and Honorary Members will be sent details of the application process on or before such date as the Directors shall decide which must be completed and returned to the Chief Executive not later than such date as the Directors shall prescribe.
16. The requisite number of candidates recording the highest number of votes at a General-Meeting shall be declared elected to fill the vacancies that have arisen.

#### **DELEGATION OF DIRECTORS' POWERS**

17. (1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles -
  - (a) to such person
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions as they think fit.
  - (f) such person or such working groups, consisting one or more Directors or others as shall be determined by the Board from time to time.
- (2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

#### **APPOINTMENT AND REMOVAL OF EXECUTIVE DIRECTORS BY MEMBERS**

18. Without prejudice to the provisions of Section 168 of the Act, the Voting Members at a General Meeting may by ordinary resolution remove an Executive Director other than the Chief Executive before the expiration of his/her period of office.
19. Subject to Article 18, if an Executive Director is not re-appointed, he or she shall retain office until the end of the meeting.

#### **RESIGNATION, DISQUALIFICATION AND REMOVAL OF DIRECTORS**

20. A person ceases to be a Director as soon as –
  - (1) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
  - (2) a bankruptcy order is made against the person;
  - (3) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (4) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - (5) by reason of that person's mental health a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (6) notification is received by the Association from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
  - (7) he or she is suspended from holding office or from taking part in any football activity relating to the administration or management of the Association by a decision of The Football Association;
  - (8) if in the opinion of the majority of the Directors excluding the Director(s) in question that they have brought the Association or Council into disrepute.
  - (9) they become a full-time employee of the Association, save for the Chief Executive.
  - (10) they fail to attend 3 consecutive Board Meetings.

#### **DIRECTORS' EXPENSES**

21. The Association may pay any reasonable expenses which the Executive Directors and Non-Executive Directors properly incur in connection with their attendance at –
  - (1) Meetings of Directors or Committee of Directors;
  - (2) General Meetings, or
  - (3) Separate meetings of the holders of debentures of the Association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

#### **DIRECTORS' APPOINTMENTS AND INTERESTS**

22. (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Association in which a Director has an interest, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a Director who has an interest in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when –
- (a) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) the Director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this Article, the following are permitted causes –
- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Association;
- (b) subscription, or an agreement to subscribe, for securities of the Association, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Association which do not provide special benefits for Directors or former Directors.
- (5) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors Meeting or part of a meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of Directors or of a Committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairperson whose ruling in relation to any Director other than the Chairperson is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
23. The Chief Executive shall be entitled to receive notice of all General Meetings and all Directors Board Meetings and shall be entitled to attend and speak at such meetings but shall only be entitled to vote at Board of Directors meetings.

#### **CALLING A DIRECTOR'S MEETING**

24. (1) Any Director may call a Directors Board Meeting by giving notice of the meeting to all the Directors or by authorising the Secretary/Chief Executive Officer (if any) to give such notice
- (2) Notice of any Directors Board Meeting must indicate –
- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a Directors Board Meeting must be given to each Director, but need not be in writing.
- (4) Notice of a Directors Board Meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

#### **CASTING VOTE**

25. (1) If the numbers of votes for and against a proposal are equal, the Chairperson or other Director chairing the meeting has a casting vote.

- (2) But this does not apply if, in accordance with the Articles, the Chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **PARTICIPATION IN DIRECTORS' MEETINGS**

26. (1) Subject to the Articles, Directors participate in a meeting, or part of a meeting, when –
  - (a) the meeting has been called and takes place in accordance with the Articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- (3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

#### **QUORUM FOR DIRECTORS' MEETINGS**

27. (1) At a Directors Board Meeting, unless a quorum of Directors is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for a Directors Board Meeting may be fixed from time to time by a decision of the Directors, but it must never be less than five Directors and unless otherwise fixed, it is five
- (3) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a General Meeting so as to enable the members to appoint further.

#### **CHAIRING OF DIRECTORS' MEETINGS**

28. (1) The Directors may appoint an Executive Director to be the Chairperson of their meetings. Once elected the Chair will remain in post until the end of the current NGS.
  - (2) The person so appointed for the time being is known as the Chairperson. In addition the Directors shall appoint an Executive Director, to act as the Vice Chairperson.
  - (3) The Directors may terminate the Chairperson's and or Vice Chairperson's appointments at any time.
  - (4) If the Chairperson is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice Chairperson or if he/she is not participating within such time either, then the participating Directors must appoint one of themselves to chair.
29. All acts carried out by a meeting of the 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.

#### **UNANIMOUS DECISIONS**

30. (1) A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- (3) References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors Board Meeting.
- (4) A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

#### **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

31. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **COMPANY SECRETARY**

32. 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 Chief Executive may be appointed as the Secretary.

#### **MINUTES**

33. The Directors shall cause minutes to be recorded and kept:
- (1) of all appointments made by the Directors; and
  - (2) of all proceedings at meetings of the Association, which shall include without limitation proceedings 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 Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. Such minutes shall be retained by the Association for a period of 10 years.

#### **ACCOUNTS**

34. The Directors shall cause accounting records of the Association to be kept in accordance with sections 386 – 389 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. Accounts shall be prepared annually showing a true and fair view of the state of affairs of the Association at the balance sheet date and of its income and expenditure for the year ended on that date. The accounts shall be audited by an auditor qualified to be a company auditor, who shall be appointed and their rights and duties regulated in accordance with the Act.

#### **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

35. Except as provided by law or authorised by the Directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

#### **NOTICES**

##### **Means of communication to be used**

36. (1) Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the 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.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Directors has asked to be sent or supplied with such notices or documents for the time being.
- (3) A Director may agree with the Association that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time of their being sent, and for the specified time to be less than 72 hours.

37. The Association may give any notice to a member in any newsletter or other publication of the Association distributed to the members or may be given in a newspaper circulating throughout Manchester County or notice may be affixed to the premises of the Association or may be given either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or sending by electronic means. 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 them shall be entitled to have notices given to him or her at that address, but otherwise no such Member shall be entitled to receive any notice from the Association.
38. 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.

#### **DISSOLUTION**

39. 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**

40. 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**

41. (1) Subject to paragraph (2), a relevant Director of the Association may be indemnified out of the Association's assets against –
- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.
  - (b) any liability incurred by that Director in connection with the activities of the Association in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006).
  - (c) any other liability incurred by that Director as an officer of the Association.
- (2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.
- (3) In this Article, a "relevant Director" means any Executive or Non-Executive Director of the Board or former Executive Director or Non-Executive Director of the Association.
42. (1) The Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Director in respect of any relevant loss.
- (2) In this Article –
- (a) a "relevant Director" means any Executive Director, Non-Executive Director or former Executive Director or Non-Executive Director of the Association, and
  - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Association or any pension fund or employees' share scheme of the Association.

#### **ALTERATIONS TO THE MEMORANDUM AND ARTICLES**

43. 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 at a General Meeting and the same may be passed or approved by a resolution of the Members passed by a majority of not less than three-quarters (3/4) of the Voting Members of the Association for the time being entitled to vote who are present in person or via proxy 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).

44. 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:
- (1) 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;
  - (2) any change of the name of the Association;
  - (3) the passing of a resolution to wind-up the Association;
  - (4) the passing of a resolution or any decision to create a subsidiary company (as defined in the Act).
45. The Football Association shall have:
- (1) all the rights of a member of the Association in relation to receiving notice of, and attending and speaking at, General Meetings and to receiving minutes of General Meetings; and
  - (2) 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 Association in relation to the Accounts and the inspection of any accounting records or other book or document of the Association pursuant to these Articles.
  - (3) The Football Association shall have no right to vote at General Meetings.

#### **RULES AND STANDING ORDERS**

46. The Directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.
47. The Directors have the power to make, repeal and amend any decision made by the Regulations Strategy Group in relation to regulations for the sanction and control of leagues and competitions, regulations for disciplinary proceedings of players and members, and regulations relating to referees.
48. Any such rules made pursuant to Articles 46 & 47 must be consistent with and subject to the Rules of The Football Association.