

Council's Standing Orders

1. A list of Council and Standing Committee Meetings shall be approved at the July Meeting of Council. Additional Meetings may be called should the Chairman of Council or of the respective Standing Committee deem such action necessary. The Chairman of Council or of the respective Standing Committee shall have the power to cancel a Meeting should there be insufficient business to hand. A record of Members attendances at Meetings shall be kept by the Chief Executive of The Association. The Chairman and Vice-Chairman of Council shall be elected annually at the July Meeting, and the election of Chairman and Vice-Chairman of each Standing Committee at the first Meeting of the respective Committee following the July Meeting of Council. No Member of Council shall be permitted to be either Chairman or Vice-Chairman of more than one Standing Committee. No Member of Council, except an Executive Officer, shall serve on more than three Standing Committees.
2. The Chief Executive of the Association shall give not less than four days notice of every Council and Standing Committee Meeting together with an agenda of business. Fourteen days notice of intended motions shall be given to the Chief Executive in writing. Notice of motion must be personal to a Member concerned and any notice in the name or on behalf of the Divisional Committee is not permissible. Apologies for absence can only be received if tendered prior to the meeting either in writing or verbally.
3. The Minutes of the last preceding Council Meeting shall be confirmed and reports presented of all meetings of Standing Committees, etc., which have taken place since such Council Meeting. A Member may then ask the Chairman of a Committee any question upon the proceedings of the Committee then before the Council. Where the reply to any question cannot be conveniently given orally, it shall be deemed sufficient reply if the answer is circulated to members of the Council with the minutes of the meeting at which the question was asked. No discussion shall be permitted on any such question. The Chairman shall control the order in which the agenda will proceed.
4. Members on speaking shall rise and address the Chairman and not any other member. Whilst any Member is speaking all other Members shall remain seated unless a Member rises to make a point of order. Whenever the Chairman rises to speak no Member shall stand or remain standing and a Member shall not rise until the Chair has been resumed.
5. Right of reply is vested in the mover of every original resolution but not of any amendment (unless it displaces the motion), but no new matter may be introduced in a reply, which shall be strictly confined to the answering of objections raised in the course of the discussion. The question shall then be immediately put from the Chair. No other member shall be allowed to speak more than once on the same question, unless given permission to explain or calling the Chairman's attention to a point of order.
6. When an amendment has been moved, a further amendment shall not be moved or taken into consideration until the first has been disposed of, but any number of amendments may be brought forward in succession. The question must be put in such a manner that if one amendment is negated another may be moved on the original proposition. If an amendment be affirmed it shall form the proposition under consideration and upon this further amendments may be moved. If, after the disposal of an amendment, second or further amendments are not moved, the question must be ultimately put on the original (or amended) proposition to allow it to be passed as a substantive resolution.
7. If discussion arises on an amended proposition the mover of the amendment which has displaced the original proposition shall have the right to reply and so in like manner with respect to any further displacing amendments.
8. Voting shall be by a show of hands unless a formal division is demanded by three Members.
9. The Council may, by vote, resolve itself into a Committee of the whole Council and whilst in Committee there shall be no restriction as to the number of times a Member may speak to the question.
10. Business under any notice appearing on the agenda shall not (except with the Council's consent) be proceeded with in the absence of the Member sponsoring same unless the

latter has given written authority for it to be taken up by another Member.

11. If in the opinion of the Chairman at any Council Meeting a motion on the Agenda is of an objectionable character he shall put it to a vote, without discussion, whether the same shall be entertained or not. If three-fourths of the Members present decide not to entertain such motion it shall be considered disposed of for that day.

12. Fifteen Members shall constitute a quorum of the Council, six for any Standing Committee or Divisional Committee, and not less than half of any other ad-hoc Committee. If and when the Chairman's attention is drawn to the fact that a quorum is not present he, after verifying the statement shall declare the meeting at an end and the names of those who are present shall be recorded in the Minutes. The quorum for a Committee shall not apply to an examination of Referee Candidates for which purpose not less than two Members of the Committee shall be competent to act. Co-option of a person not a Member of Council, for a Referees Examination shall not be permissible unless there are at least two Members of Council in attendance.

13. Reports of Committee Business shall be presented to the Council in writing and after adoption a note of their reception shall be entered in the Minutes of the Council.

14. The following shall be the Council's Standing Committees and such Committees shall be elected by the Council, on recommendations from the Board of Directors following nominations by Divisional Committees on an annual basis. (a) Cup Competitions; (b) Referees; (c) Rules Revision, League Sanction, Club Status and Joint Association; (d) Youth; (e) Disciplinary; (f) Information Technology. Should a Member leave the Association during the year thus reducing a Division's Membership on any Standing Committee, the Board shall be empowered to appoint a replacement. A representative of the Kent Referees Association shall be co-opted by the Council to serve on the Referees Committee. Also a representative of The Kent Schools Association shall be co-opted to serve on the Youth Committee. Co-opted Members shall have full voting rights at both Standing Committee and Council.

The powers and duties of Standing Committees shall include the following:

Cup Competitions.— Plenary power over all matters connected with Cup Competitions, except the Youth Challenge Cup, its decisions being final and binding.

Disciplinary.— Periodic review of all procedures relating to Disciplinary and Misconduct matters.

Information Technology.—To monitor, review and report in respect of Information Technology as required to ensure that the Association remains well informed and up to date.

Referees.— Plenary power over all matters connected with referees, including the examination of candidates, classification, promotion and the administration of the Regulations of the Football Association and the Kent County Football Association relating to referees. A member of Council who is a registered referee is eligible to serve on the Referees Committee providing that he is not currently within the FA Promotion structure or KCFA promotion scheme.

Rules Revision, Leagues Sanction, Club Status & Joint Association.—Annual review of the Articles, Rules etc. of the Association and recommendations for the amendment or amplification as necessary. Control of policy on matters of principle in connection with Leagues Sanctioning regulations under the Football Association. Consideration of such applications by Clubs for change of status as may be necessary to preserve a proper balance and ensure that Clubs are appropriately classified having full regard to the obligations undertaken or contemplated. Representation of the Association according to area on questions of any matter which affect other associations besides Kent.

Youth.—Administration of Youth football and the direction and policy so far as it affects youth players, including the management of County Youth players. The administration of the Youth Cups in which matter its decisions shall be final and binding. To assist, if required, the County Development Officer with matters relating to Charter Standard.

Divisional Committees operate on behalf of the Council within the following terms of reference:—Divisional Committees shall annually elect a Chairman, Vice-Chairman, Secretary and Chief Referee Assessor. All will retire annually but will be eligible for re-election. Investigation,

including suitable action, of reports of misconduct on the field of play for which a personal hearing has been requested, also such claims, complaints or other matters as may be referred to them by Council or, in cases where delay would appear to be detrimental by the Chief Executive of the Association. The Control including suitable action of matters connected with and arising from County Cup Competitions played at Divisional level, including the hearing of protests etc., subject to the direction of the Cup Competition Committee. To appoint a delegate without voting powers to act as adviser in accordance with F.A. Regulation 11 for the Sanction and Control of Leagues, or such other Regulation for the time being replacing or amending same, to each League/Competition having its Headquarters within the area of jurisdiction of each Divisional Committee.

15. The Chairman of Council, in his discretion shall have the right to set up a Commission of Enquiry with such powers as may be deemed necessary and expedient if, in his view, the circumstances appear to justify this procedure, and in nominating the personnel to constitute such commission shall not be restricted in the selection of its Members.

16. Minutes of Council and Committee Meetings shall be circulated to Members.

17. Business which is not on the agenda shall not be considered by the Council unless, without discussion, three fourths of the Members present by vote consent. A resolution shall not be rescinded either at the Council Meeting at which it was passed or at any subsequent Meeting unless the motion to rescind shall be carried by three-fourths of the Members present and voting.

Guideline of Procedures to be adhered to at the disbandment of a League

The disbandment of any League or Competition is a sad situation. The most common cause without doubt is, of course, the lack of participating Clubs or teams to make continued operation a non viable exercise. When such occurs the Officers at disbandment must, of course, ensure that all 'loose ends' are tidied, and that nothing is left to cause concern or distress. At the demise or disbandment of any Competition, it is usual that one of two situations will occur:—

1. The League or Competition will simply demise and drift into oblivion, or;
2. An amalgamation with another League or Competition with the latter accepting the responsibility etc. for the continued administration.

The following must be adhered to—

1. Whatever the reason the Sanctioning Authority MUST initially be informed.
2. If the League is to be disbanded then the trophies held by the League must be offered back to the original donors. If such cannot occur, or the return is refused then they must be lodged with the Sanctioning Authority for safe keeping. If the League is to amalgamate with another League then the former League must either offer the trophies back to the donor or seek his permission to their transfer to the New Competition, or if such, again, is not possible permission must be obtained from the Sanctioning Authority.
3. Any finances that are with the League at the time of disbanding must be passed to the Sanctioning Authority for the safe keeping, or conversely permission must be sought for the transfer to any Competition forming an amalgam.

Regulations for the Amalgamation of Clubs

1. At the taking over of one Club by another the K.C.F.A. must be advised of the apparent demise of one Club and the inclusion of its remaining finances, appurtenances, 'goods and chattels' within the constitution of the remaining Club.
2. The Club taken over ceases to exist as such, but any outstanding dues, demands or

other liabilities owed to the K.C.F.A. must be met by the remaining Club.

3. Outstanding fines etc. due to K.C.F.A, by players of Clubs no longer in existence but taken over by other Clubs will become the responsibility of the remaining Club to collect and forward, but with no penalisation placed on the remaining Club for any individuals fines that remain unpaid. The actual punitive measure would remain with the individual Member.

4. Clubs in amalgamation would cease to exist in autonomy, but would amalgamate to form a new Club which would bear a name to be approved by the Association formed from the names of the former nomenclature.

5. No Club would be allowed to enter into an amalgamation contract if it is in financial debt together the K.C.F.A. or Competition in which it was participating.

6. Full details of the new Club's constitution must be approved by the K.C.F.A. Rules Revision etc. Committee.

THE FOOTBALL ASSOCIATION— A CODE OF CONDUCT FOR FOOTBALL

Football is the national game. All those involved with the game at every level and whether as a player, match official, coach, owner or administrator, have a responsibility, above and beyond compliance with the law, to act according to the highest standards of integrity, and to ensure that the reputation of the game is, and remains, high. This Code applies to all those involved in football under the auspices of The Football Association.

Community.— Football, at all levels, is a vital part of a community. Football will take into account community feeling when making decisions.

Equality.— Football is opposed to discrimination of any form and will promote measures to prevent it, in whatever form, from being expressed.

Participants.— Football recognises the sense of ownership felt by those who participate at all levels of the game. This includes those who play, those who coach or help in any way, and those who officiate, as well as administrators and supporters.

Young People.— Football acknowledges the extent of its influence over young people and pledges to set a positive example.

Propriety.— Football acknowledges that public confidence demands the highest standards of financial and administrative behaviour within the game, and will not tolerate corruption or improper practices.

Trust and Respect.— Football will uphold a relationship of trust and respect between all involved in the game, whether they are individuals, clubs or other organisations.

Violence.— Football rejects the use of violence of any nature by anyone involved in the game.

Fairness.— Football is committed to fairness in its dealings with all involved in the game.

Integrity and Fair Play.— Football is committed to the principle of playing to win consistent with Fair Play. By Order of the Council November 1998

Anti-Discrimination Policy for Football

1. As the governing body of the national game, The Football Association (The FA) is responsible for setting standards and values to apply throughout the game at every level. Football belongs to, and should be enjoyed by, everyone equally. Our commitment is to confront and eliminate discrimination whether by reason of sex, sexual orientation, race, nationality, ethnic origin, colour, religion or disability.

2. The FA is an equal opportunities employer. We are committed to equality of opportunity within our own organisation and to encouraging similar commitment from every organisation or

individual acting within the game.

3. Equality of opportunity at The FA means that in all our activities we will not discriminate, or in any way treat anyone less favourably, on grounds of sex, sexual orientation, race, nationality, ethnic origin, colour, religion or disability. This includes:

- the advertisement of jobs
- the selection of candidates for employment or promotion
- job location or working environment
- pay and employment terms and conditions
- internal training and development activities
- external coaching and education activities and awards
- football development activities
- selection for representative teams
- appointments to honorary positions

4. The FA will not tolerate sexual or racially-based harassment or other discriminatory behaviour, whether physical or verbal, and will work to ensure that such behaviour is met with appropriate disciplinary action in whatever context it occurs.

5. The FA is committed to the development of a programme of ongoing training and awareness raising events and activities in order to promote the eradication of discrimination within its own organisation and, in the wider context, within football as a whole.

**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4088537

The Registrar of Companies for England and Wales hereby
certifies that

KENT COUNTY FOOTBALL ASSOCIATION LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the company is limited.

Given at Companies House, Cardiff, the 11th October 2000

COMPANIES ACT 1985**A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL****MEMORANDUM OF ASSOCIATION OF
KENT COUNTY FOOTBALL ASSOCIATION
LIMITED**

1. The name of the Company is "Kent 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 Kent County Football Association and to indemnify Kent 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 Kent County Football Association and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Kent 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 as shall be determined from time to time by The Football Association Limited ("the County"), 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 the Kent 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 Kent 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 Kent 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 Kent 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 the Kent 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 maybe 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 loans 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

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

Crispin Pettifer 66 Lincoln's Inn Fields London WC2A 3LH Crispin Pettifer

Witness to the above signatures:

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

Solicitor
Date: 28 September 2000

THE COMPANIES ACT 1985**ARTICLES OF ASSOCIATION OF KENT 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 reenactment thereof for the time being in force;

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

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

"Articles" means these Articles of Association;

"Association" means Kent County Football Association Limited;

"Chairman" means the chairman of the Association appointed from time to time in accordance with Article 70;

"Chief Executive Officer" means the person appointed from time to time to be the Chief Executive Officer of the Association in accordance with Article 102;

"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;

"Division" means a division of Affiliated Clubs and Affiliated Leagues in such geographical area of the County as is determined from time to time by the directors;

"Divisional Representatives" means Council Members elected from time to time pursuant to Article 33(f) and in accordance with Articles 37 to 44;

"executed" includes any mode of execution;

"FA Representative" means the person appointed in accordance with Article 54 to be the Association's representative from time to time at The Football Association under the Articles of The Football Association;

"Finance Director" means the person appointed from time to time to be the Finance Director of the Association in accordance with Article 72;

"First Council Meeting" means the first meeting of the Council to be held after the Association's first annual general meeting;

"The Football Association" means The Football Association Limited of 16 Lancaster Gate, London W2 3LW;

"Honorary Vice-Presidents" means the persons appointed from time to time to be the honorary vice-presidents of the Association in accordance with Article 51;

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

"Laws of the Game" means the laws of Association Football as settled by the Federation

Intenationale 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 53;

"members" means those Affiliated Clubs, Affiliated Leagues and individuals admitted into membership of the Association 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 50;

"Referees Association Representative" means a Council Member appointed from time to time from the membership of the Kent Referees Association pursuant to Article 33(h) and in accordance with Article 45;

"Rules" means the rules, regulations, standing-orders and bye-laws of the Association as amended from time to time;

"Schools Representative" means a Council Member representing Kent Schools FA appointed from time to time by Kent Schools FA pursuant to Article 33(g) and in accordance with Article 45;

"seal" means the common seal of the Association;

"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 57 as amended from time to time in accordance with Article 58;

"United Kingdom" means Great Britain and Northern Ireland;

"Vice-Chairman" means the person appointed from time to time to be the vice-chairman of the Association in accordance with Article 72;

"Vice-Presidents" means the persons appointed from time to time to be the vice-presidents of the Association in accordance with Article 52.

"Women's Football Clubs and Leagues" means those Affiliated Clubs and Affiliated Leagues designated by the Council from time to time as being women's football clubs and leagues;

"Women's Football Representatives" means the Council Members appointed from time to time pursuant to Article 33(i) and in accordance with Articles 37 to 44.

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 Kent 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;

(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.

9. The members shall pay any subscription or affiliation fees set by the directors. Any member whose subscription or affiliation fee is in arrears by such date as the directors shall decide from time to time 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 105;

(b) to receive from the directors a report of the activities of the Association since the previous

annual general meeting;

(c) to elect the Divisional Representatives and the Women's Football Representatives pursuant to Articles 37 to 44 if a vacancy has arisen;

(d) to elect the President;

(e) to appoint the Vice-Presidents and the Honorary Vice-Presidents;

(f) to appoint the Association's auditors; and

(g) 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:

(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 40 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 Chairman or in his absence the Vice-Chairman shall preside as chairman of the

meeting, but if neither 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 four 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. The Council shall decide how many representatives each of the different categories of member is entitled to send to general meetings. Each such representative present in person shall have one vote and on a poll each such representative present in person shall have one vote and on a poll every individual member present in person shall have one vote. There shall be no right for a member to vote by proxy. No person may represent more than one member.

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 action 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 action. vote. On a show of hands every individual member who is present in person shall have one

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:

- (a) the President;
- (b) the Chairman;
- (c) the Vice-Chairman;
- (d) the Vice-Presidents;
- (e) the Life Members;
- (f) the Divisional Representatives;
- (g) the Schools Representative;
- (h) the Referees Association Representative;
- (i) the Women's Football Representatives.

34. The first Council Members were:

- (a) the President: *E H Bennett;
- (b) the Chairman: B W Bright;
- (c) the Vice-Chairman: C I Boswell;
- (d) the Vice-Presidents: C I Boswell
B W Bright
*N Chatfield
A D Crosswell
*D S R Gillard

*R Haworth
 D F W Jeffery
 *Dr A M Kay
 *W C Manklow
 E F Martin
 *A C F Wenlock
 C T C Windiate;

(e) the Life Members:

(f) the Divisional Representatives:

Division One:	Plus year each are due to retire:		
*J Robinson	2002	†J Marsh	2002
†R A Bowen	2002	J A Moules	2003
H Carey	2001	†J L Newson	2001
D A Dye	2001	G G Peacock	2001
*A J French	2003	A E Scott	2003
P D Hunter	2003	B W Simmons	2002
Division Two:			
†A J Bolton	2002	T P Lawrence	2003
P M Enright	2003	†G R Marcham	2002
W F C Finch	2002	K McCourt	2001
G C Foord	2001	A Smith	2003
R T Foord	2001	E J Snelling	2001
K Keating	2002	L B Walton	2003
Division Three:			
G C Wickens	2001	Mrs L G Martin	2001
J H Bellamy	2002	†P J Martin	2003
E Diplock	2001	P C B Smith	2002
H H G Holden	2002	C I Stanborough	2002
G Logsdon	2003	M G Tapp	2001
*S G Marchant	2003	K W Whitlock	2003
Division Four:			
R D C Bradshaw	2002	Dr A B Penrose	2001
R W Brown	2003	C A Sear	2001
*R C Cork	2001	J R Spain	2003
S Gauden	2003	B J Vincer	2002
D Holton	2003	C E West	2001
*G W Hunt	2002	*D F S Whittaker	2002

(g) the Schools Representative: †J Thrush;

(h) the Referees Association Representative: W Stoneham;

(i) the Women's Football Representative: †Miss K Earle.

*denotes Deceased † denotes Resigned

35. The first Council Member set out in paragraph (b) of Article 34 shall hold office until the First Council Meeting at which meeting that Council Member shall retire but may be re-appointed

or re-elected in accordance with these Articles. The first Council Members set out in paragraphs(a), (d) and (g) to (i) of Article 34 shall hold office until the Association's first annual general meeting at which meeting those Council Members shall retire but may be re-appointed or re-elected in accordance with these Articles. The Divisional Representatives set out in paragraph (f) of Article 34 shall retire at the annual general meeting held in the year appearing after their respective names. The Vice-Chairman set out in paragraph (c) of Article 34 shall hold office until the first directors' meeting after the appointment of the directors in accordance with Article 72 but may be re-appointed in accordance with Article 72.

36. No person may be appointed or elected as a Council Member for the first time who has attained the age of 70. All Council Members except Life Members shall retire at the next annual general meeting on reaching the age of 75.

ELECTIONS TO COUNCIL

37. The directors shall decide into which Division an Affiliated Club or Affiliated League shall belong. The Council shall decide how many Divisional Representatives each Division is entitled to have from time to time. At the annual general meeting held in 2004 and at the annual general meeting held each year thereafter one third of the Divisional Representatives in each Division 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-appointment. 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 Divisional Representatives to retire shall (unless they otherwise agree) be determined by lot. The Council shall decide each year how many Women's Football Representatives the Women's Football Clubs and Leagues shall have. The Women's Football Representatives shall retire each year.

38. The existing Divisional Representatives and the Women's Football Representatives due to retire at the annual general meeting are automatically deemed to be re-nominated without the need for a nomination form unless such Divisional Representative or Women's Football Representative declares otherwise. The Chief Executive Officer shall, on request from an Affiliated Club or Affiliated League or a Women's Football Club or League (as the case may be) so to do, send to that Affiliated Club or Affiliated League or Women's Football Club or League (as the case may be) a nomination form for the election of the Divisional Representatives or Women's Football Representatives (as the case may be) in the place of those retiring. Those persons proposed to be nominated as Divisional Representatives or Women's Football Representatives to fill any vacancies that have arisen must be proposed by an Affiliated Club or Affiliated League or a Women's Football Club or League (as the case may be) and seconded by another Affiliated Club or Affiliated League playing within the relevant Division or a Women's Football Club or League (as the case may be) on the nomination form prescribed by the Board. Such form must be submitted to the Chief Executive Officer by such date as the Board shall prescribe each year and must be signed by the chairman of the meeting of the Affiliated Club or Affiliated League or Women's Football Club or League (as the case may be) at which the candidate was proposed or seconded and counter-signed by the secretary of that Affiliated Club or Affiliated League or Women's Football Club or League (as the case may be). No Affiliated Club or Affiliated League or Women's Football Club or League may nominate more than one candidate for any one vacancy.

39. Any person nominated or re-nominated as a Divisional Representative must reside within the Division he represents. No person may be nominated or re-nominated as a Divisional Representative for more than one Division.

40. If there are as many candidates nominated to be the Divisional Representatives for a particular Division or the Women's Football Representatives (as the case may be) as there are vacancies, those candidates shall be declared elected unopposed as the Divisional Representatives for that particular Division or the Women's Football Representatives (as the case may be) at the next annual general meeting. If there are more candidates nominated to be the Divisional Representatives for a particular Division or the Women's Football Representatives

(as the case may be) than there are vacancies, there shall be an election for that particular Division or for the election of the Women's Football Representatives (as the case may be) at the annual general meeting in accordance with the provisions of Articles 41 to 44.

41. At the annual general meeting Council Members may vote for the election of Divisional Representatives in the Division in which they serve and for the election of the Women's Football Representatives. In addition the Affiliated Clubs and Affiliated Leagues playing within the Division (but not any other Affiliated Club or Affiliated League) may vote in the election of Divisional Representatives to represent that Division and the Women's Football Clubs and Leagues (but not any other Affiliated Club or Affiliated League) may vote in the election of the Women's Football Representatives.

42. The candidates receiving the largest number of votes appropriate to the number of vacancies for each Division or for the election of the Women's Football Representatives (as the case may be) shall be declared elected at the annual general meeting. In the event of a tie between candidates for any vacancy there shall be a supplementary vote of all the Council Members and the Affiliated Clubs and Affiliated Leagues entitled to vote in that particular Division or the Women's Football Clubs and Leagues (as the case may be) and shall be held in such manner as the directors shall decide to choose between those candidates. If after the supplementary vote the candidates still poll an equal number of votes the chairman of the meeting shall have a casting vote to decide which candidate shall be elected.

43. In the event of no nominations or fewer nominations than the number of vacancies having been received from the Affiliated Clubs and Affiliated Leagues within a Division or the Women's Football Clubs and Leagues (as the case may be) or if a Divisional Representative or a Women's Football Representative (as the case may be) vacates office for any reason during his term the number of Divisional Representatives for that Division or the Women's Representatives (as the case may be) shall be reduced accordingly until the following annual general meeting. Any such vacancy which was either not filled at a preceding annual general meeting or which arises subsequently may be filled at the annual general meeting. The vacancies which were due to a rise in any event at that following annual general meeting for that Division in accordance with Article 37 shall be filled first by the candidates securing the highest number of votes. Those persons elected as the Divisional Representatives shall hold office for a period of three years in accordance with Article 44. Any vacancy which should have been filled at a preceding annual general meeting or which arose subsequently shall be filled by the candidate securing the next highest number of votes at this following annual general meeting but such a candidate shall only hold office until such time as:

(a) he would have served had he been elected to serve for three years at the annual general meeting when the vacancy originally arose; or

(b) the candidate he is replacing was due to retire (as the case may be).

44. Subject to Article 43, those persons elected as Divisional Representatives shall hold office for a period of three years following the annual general meeting at which they are elected but shall be eligible for re-election. The Divisional Representatives appointed to fill a vacancy or interim vacancy as provided in Articles 43 shall hold office for the appropriate period as therein provided. Those persons elected as the Women's Football Representatives shall hold office for the period of one year following the annual general meeting at which they are elected but shall be eligible for re-election.

APPOINTMENT TO COUNCIL

45. Each organisation or group of organisations, entitled to nominate a person to be a Council Member pursuant to paragraphs (g) and (h) of Article 33, shall decide for themselves which person they propose to nominate as a Council Member. Those persons proposed to be nominated as Council Members pursuant to paragraphs (g) and (h) of Article 33 must be nominated on the nomination form prescribed by the directors and such form must be submitted to the Chief Executive Officer by such time as the directors shall prescribe. Such persons 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.

46. Subject to Article 43, the Council shall have power to fill any vacancy which may occur on the Council during the year. A Council Member so 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.

ELECTION REGULATIONS

47. A candidate shall not, neither shall any person on behalf of any candidate, offer any bribe, consideration or other improper inducement to any member for the purpose of procuring the vote of the said member in the election of such candidates to the Council. Breach of this Article shall be deemed serious misconduct. In addition to any other penalty which the Council may deem fit to impose, this offence shall render void the election of such candidate, if he shall be elected as a Council Member. In case of an objection to any election the Council may order a new election if they shall think proper.

48. If any Divisional Representative ceases to reside within the Division he represents such person shall be deemed to resign at the next annual general meeting and the position may be filled as provided in Article 43 (unless he was due to retire at that meeting in any event).

49. 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. No employee of the Association shall be eligible to serve as an Elected Member of Council.

PRESIDENT

50. At the first annual general meeting and at the annual general meeting in each subsequent year the President shall retire but shall be eligible for re-election. Nominations for the office of President shall be made to the Chief Executive Officer by such date as the Board shall prescribe in each year. Any member of the Association may propose or second a nomination for President. Nominations shall be subject to the approval of Council. Any person serving as President shall automatically be deemed to be re-nominated unless he has reached the age of 75. If there is only one nomination such person shall be declared elected unopposed at the annual general meeting. If there is more than one nomination, an election shall be held at the annual general meeting. The person elected shall hold office for a one year term until the next annual general meeting but shall be eligible for re-election. The President shall be entitled to receive notice of; attend, speak and vote at all Council meetings. The President shall have such rights and privileges as the Council shall from time to time prescribe.

HONORARY VICE-PRESIDENTS

51. The Honorary Vice-Presidents shall be appointed by the members at the annual general meeting. Only Council may nominate a person to be an Honorary Vice-President. No person shall be eligible for appointment as an Honorary Vice-President unless he has served as a Council Member for at least 10 years or has, in the opinion of Council, made a significant contribution to football. Honorary Vice-Presidents shall be entitled to receive notice of and attend and speak at all Council meetings but shall not have a vote. Honorary Vice-Presidents shall, on being appointed pursuant to this Article be entitled to remain as Honorary Vice-Presidents without the need to be re-appointed until they reach the age of 75. Honorary Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

VICE-PRESIDENTS

52. Up to a maximum of 12 Vice-Presidents shall be appointed by the members at the annual general meeting in each year. Only the Council may nominate a person to be a Vice-President. No person shall be appointed as a Vice-President unless he is a current elected Council Member whose services, in the sole opinion of Council have a strong claim to recognition initially through length of service followed by merit. Such persons appointed as Vice-Presidents

shall hold office for a one year term from the annual general meeting at which they are appointed until the next annual general meeting, but shall be eligible for re-appointment. Vice-Presidents shall be entitled to receive notice of, attend, speak and vote at all Council meetings. Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

LIFE MEMBERS

53. Persons may be appointed at any time by the Council as Life Members. No person shall be eligible to be appointed as a Life Member unless he is a Council Member who has reached the age of 75 and in the opinion of Council has given outstanding service to football in the County. Life Members are entitled to receive notice of, attend, speak and vote at Council meetings. Life Members shall have such rights and privileges as the Council shall from time to time prescribe.

FA REPRESENTATIVE

54. The Council shall decide which person should be the FA Representative. Such person shall be appointed for such term and upon such conditions as the Council thinks fit. Any person so appointed may be removed at any time by the Council. If a vacancy arises during the term the Council may appoint a replacement.

POWER OF COUNCIL

55. The Council has the power to appoint and remove the directors in accordance with these Articles.

56. 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.

57. Pursuant to Article 56, at the First Council Meeting and at the first Council meeting following

the annual general meeting in each subsequent year the Council shall appoint such Council Members as they think fit to the following committees of the Council to hold office until the first Council meeting following the next annual general meeting:

(a) Cup Competitions Committee;

(b) Referees Committee;

(c) Rules Revision, Leagues Sanction, Club Status, Joint Association Committee;

(d) Youth and Coaching Committee;

(e) Disciplinary Committee;

(f) Technical Committee;

(g) Women's Football Committee;

(h) such other ad hoc committees to deal with footballing matters as the Council sees fit.

58. The Council may in its absolute discretion at any time amend or add to the list of Standing Committees in Article 57 and the Council may at any time dispense with the need for any of the Standing Committees set out in Article 57. The Council may also amend the name of any Standing Committee at any time.

59. Each Standing Committee appointed in accordance with Article 57 shall decide which of its number shall be chairman and which vice-chairman of the Standing Committee. The Council 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 directors from time to time.

PROCEEDINGS OF COUNCIL

60. Council Members are entitled to attend all Council meetings and all Council Members shall be entitled to attend all general meetings and except for Honorary Vice-Presidents are entitled to vote at such meetings.

61. The Chief Executive Officer may and on the request of at least eight Council Members, shall call Council meetings. The notice shall be sent to all the Council Members individually. At least seven day's notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. The Council shall meet at least four times a year. No business shall be transacted at any meeting unless a quorum of 20 Council Members is present.

62. 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.

63. Any Council Member who shall without sufficient reason be absent, without the permission of the Council, from three consecutive Council meetings shall be deemed to have resigned his membership of the Council.

DIRECTORS

64. Subject to Articles 6 and 56, 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.

65. In the absence of any expression to the contrary in the Articles, rules or any regulations, orstanding 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

66. **Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of 12 but shall be not less than four.**

BOARD OF DIRECTORS

67. The directors shall be:

- (a) the Chairman;
- (b) up to eight persons elected by the Council;
- (c) up to three further persons co-opted by the directors.

68. From the resignation of the directors on incorporation, the first directors, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be:

- (a) B W Bright (Chairman)
- (b) *J Robinson; *(deceased)
- (c) R D G Bradshaw;
- (d) J H Bellamy;
- (e) C I Boswell;
- (f) P D Hunter;
- (g) P M Enright;
- (h) A B Penrose;
- (i) A D Crosswell.

69. At the First Council Meeting following the Association's first annual general meeting the directors set out in paragraphs (b) and (c) of Article 68 shall retire but are eligible for re-appointment. At the first Council meeting following the Associations second annual general meeting the directors set out in paragraphs (d) to (f) shall retire but shall be eligible for

re-election. At the first Council meeting following the Association's third annual general meeting the directors set out in paragraphs (g) to (i) shall retire but shall be eligible for re-election. At the first Council meeting following the annual general meeting held in 2004 two of the director selected pursuant to paragraph (b) of Article 67 shall retire but are eligible for re-election. Thereafter, at the first Council meeting following the annual general meeting in each following year, three, and every third year, two of the directors elected pursuant to paragraph (b) of Article 67 shall retire but are 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 directors to retire shall (unless they otherwise agree) be determined by lot.

70. 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 Member shall be elected as the Chairman pursuant to Articles 73 to 76 and which further Council Members shall be elected by the Council pursuant to Articles 73 to 76 as directors pursuant to paragraph (b) of Article 67 to fill any vacancies that have arisen. The person elected as chairman shall hold office for a one year term from the Council meeting at which he is elected until the first Council Meeting following the next annual general meeting but is eligible for re-election. The persons elected as directors pursuant to paragraph (b) of Article 67 shall hold office from the Council Meeting at which they are elected until the first Council meeting following the annual general meeting held in the third year thereafter but are eligible for re-election.

71. The directors may appoint any person who is willing to act as a director pursuant to paragraph (c) of Article 67 at any time. A person so appointed as an additional director shall hold office on such terms and for such period as the directors may determine.

72. At the first directors' meeting each year after the appointment of the directors in accordance with Article 69, the directors shall decide who shall be appointed as the Vice-Chairman and who the Finance Director for such term and upon such conditions as they think fit. Any person so appointed may be removed by the other directors at any time. The directors may fill any intermin vacancy in the position of Vice-Chairman and/or Finance Director.

ELECTIONS TO THE BOARD

73. Each year elections shall be held to elect directors in place of those retiring pursuant to Article 69. All Council Members will be sent a nomination paper on or before such date as the Board shall prescribe each year which must be completed and returned to the Chief Executive Officer not later than such date as the Board shall prescribe each year.

74. Any Council Member may nominate another Council Member on the form provided, which must be seconded by another Council Member and signed by the nominee. Council Members may only nominate or second one candidate.

75. The requisite number of candidates recording the highest number of votes shall be declared elected at the first Council meeting following the annual general meeting to fill the vacancies that have arisen.

DELEGATION OF DIRECTORS' POWERS

76. 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

77. 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

78. The office of a director shall be vacated if:

- (a) he ceases to be a Council Member except for directors appointed as additional directors under Article 71;
- (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) at the next annual general meeting after he has reached the age of 72;
- (i) he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
- (j) he is removed from office by three quarters majority of Council Members present and voting at the Council meeting at which the resolution is proposed;
- (k) he is requested to resign by all the other directors acting together. Section 293 of the Act shall not apply.

DIRECTORS' AND COUNCIL MEMBERS' EXPENSES

79. 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

80. 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.

81. 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 not withstanding 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.

82. 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

83. 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

84. The President, Chairman, Vice-Chairman, and Chief Executive Officer 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 such meetings. The Chairman and Vice-Chairman shall be entitled to speak and vote at such meetings. The Chief Executive Officer shall be entitled to speak but shall not be entitled to vote thereat and the President shall not be entitled to speak or vote thereat.

85. The directors shall regularly report to the Council on all their activities.

86. The Board may at its discretion, award honoraria to such persons as it thinks fit.

87. 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.

88. 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.

89. 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 four.

90. 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.

91. 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.

92. 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.

93. 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.

94. 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.

95. 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.

96. 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.

97. 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.

98. 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

99. 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 Officer may be appointed as the secretary.

CHIEF EXECUTIVE OFFICER

100. The directors may appoint a person to be the Chief Executive Officer on such terms and for such period as they think fit and may delegate to the Chief Executive Officer such of their powers as they think desirable to be executed by him. The Chief Executive Officer shall be invited to attend all meetings of the Council, all meetings of the directors and all general meetings but shall not be entitled to vote thereat.

MINUTES

101. 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.

THE SEAL

102. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

103. 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

104. 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.

105. 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 Kent 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 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.

106. 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.

107. 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

108. 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

109. 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

110. Subject to the provisions of the Act but with out 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

111. 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).

112. 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).

RULES, STANDING ORDERS AND BYE-LAWS

113. The directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.

1 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.

2 Any such rules made pursuant to Articles 115 and 116 must be consistent with and subject to the Rules of the Football Association.

Name and address of subscriber

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Date: 28 September 2000

Witness to the above signatures :

Serena Hadley-Dent

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Solicitor