

**STANDING ORDERS OF THE BOARD OF DIRECTORS (“Directors”)  
OF FOOTBALL ASSOCIATION OF WALES LIMITED (“Association”)**

**Made pursuant to Article 7.2 of the Association’s articles of association (“Articles”)**

**Frequency of Directors’ Meetings**

1. Meetings of the Directors shall normally be held at monthly intervals and, unless agreed by the Directors to the contrary, no less frequently than ten (10) times per calendar year from 2020 onwards. Additional meetings may be arranged in accordance with the Articles.

**Notice**

2. (a) Any Director wishing to propose a matter for inclusion on the agenda of a Directors’ meeting shall give notice in writing, signed by the Director, at least fourteen (14) clear days before the next Directors’ meeting, to the chair of the Directors (“**Chair**”) and the Chief Executive Officer of the Association. Save for such matters, the matters for inclusion on the agenda for each meeting shall be as stipulated by the Chair, in consultation with the Chief Executive Officer.
- (b) Seven (7) clear days at least before a Directors’ meeting, a notice of the meeting, specifying the date, time, venue and business proposed to be transacted, shall be given to every Director, using the systems and procedures set by the Association from time to time.
- (c) The Chief Executive Officer shall set out in the notice of every Directors’ meeting all matters stipulated by the Chair.
- (d) No matter which does not appear on the agenda of the Directors’ meeting shall be considered at the Directors’ meeting unless it is certified as being a matter of urgency by the Chair of the meeting and at least two-thirds of the Directors present at the time of the vote give their consent.

**Chair**

3. The provisions of Article 13 of the Articles shall apply in relation to the chairing of each Directors’ meeting. Any power or duty of the Chair in relation to the conduct of the Directors’ meeting may be exercised by the person chairing the meeting.

**Participation and Quorum**

4. The provisions of Articles 11 and 12 of the Articles shall apply in relation to participation in, and the quorum for, any Directors’ Meeting.

**Order of Business**

5. The order of business at every Directors’ meeting shall be:-
  - (a) To choose a person to chair if the Independent Chair (as defined in the Articles) and other persons specified in Article 13 of the Articles are all absent.
  - (b) To approve (as amended, if necessary) as a correct record the minutes of the last Directors’ meeting.
  - (c) To consider any matters arising from the minutes of the last Directors’ meeting.

- (d) To dispose of matters (if any) remaining from the last Directors' meeting.
- (e) To receive the minutes of the meetings of committees of the Directors ("**Committees**") (which shall include the minutes of any meeting of a sub-committee, panel, board or working group ("**Sub-Committee**") of a Committee referred to in the Committee's minutes) and to consider, as the Directors think fit, any matter referred to in or arising out of such Committee minutes.
- (f) To consider all other matters in the order in which they appear on the agenda of the Directors' meeting.
- (g) The Chair of the Directors' meeting shall have the power at any time to vary the foregoing order of business.

#### **Minutes**

- 6. (a) When a vote of the Directors is taken on any matter during a Directors' meeting, a record shall be kept of the number of abstentions, the votes for or against the motion and any casting vote of the Chair (cast in accordance with Article 14 of the Articles). This information shall be recorded in the minutes.
- (b) No discussion shall take place upon the Directors' meeting minutes, except upon their accuracy, and any question of their accuracy shall be raised by motion (of which at least 24 hours' notice in writing shall have been given to the Chair and the Chief Executive Officer). If no such question is raised or, if it is raised, then as soon as it has been disposed of, the minutes shall stand as a correct record.
- (c) The minutes of all Directors' and Committee meetings shall be sent to each Director, together with the notice calling the next Directors' meeting, using the systems and procedures set by the Association from time to time.

#### **Disorderly Conduct**

- 7. (a) It shall be the duty of the Chair to preserve order at Directors' meetings. Directors shall show respect for the Chair at all times.
- (b) If any Director in the opinion of the Chair, notified to the Directors' meeting, misconducts him or herself by disregarding the ruling of the Chair or by behaving irregularly, improperly, offensively or by obstructing the business of the Directors, the Chair or any other Director may move a motion that "The Director named be not further heard for the remainder of the meeting" and, if seconded, shall be put and determined without discussion.

#### **Suspension of Standing Orders**

- 8. Any motion for the suspension of Standing Orders collectively (or any specific Standing Order or Standing Orders) at a Directors' meeting shall not be carried unless supported by at least two-thirds of the Directors present, and eligible to vote, at the time of the vote.

## Committees of the Directors

9. The Committees of the Directors at the date of the adoption of these Standing Orders shall be:-
  1. Officers Committee;
  2. International Game Board;
  3. National League Board;
  4. National Cup Board;
  5. Community Game Board;
  6. Referees Committee;
  7. Scrutiny Committee; and
  8. Disciplinary Panel Chairmen's Committee.
10. The Directors may from time to time create other Committees.
11. Each Committee may from time to time create Sub-Committees to assist in its work, subject in each case to the prior approval of the Directors. The Directors' approval will include, without limitation, any requirement for a maximum or minimum number of members of a Sub-Committee; any requirement for a quorum for meetings of the Sub-Committee and the appointment of any chair or deputy chair of the Sub-Committee. Persons who are not Members of the Council (as defined in the Articles) may be appointed to a Sub-Committee. A Sub-Committee will report and/or make recommendations to its appointing Committee but shall not have plenary powers.
12. Each Committee shall be composed of those Members of the Council appointed by the Council in accordance with the Rules and otherwise as set out below in these Standing Orders SAVE THAT the members of the Referees Committee shall be appointed in accordance with the FIFA Regulations on the Organisation of Refereeing ("FIFA Refereeing Regulations").
13. The Directors shall have the right to co-opt additional members (who need not be Members of the Council) onto any Committee or Sub-Committee. Such co-opted members shall not have the right to vote but shall otherwise be entitled to participate fully in the proceedings of the Committee or Sub-Committee. Co-opted members shall not count for the purpose of calculating a quorum of a meeting and their number shall be disregarded for the purpose of calculating any maximum or minimum number of members of a Committee or Sub-Committee.
14. Each Committee shall have full powers to make decisions within their own remit and budget, as set by the Directors from time to time but nothing in this provision shall limit or restrict the right of the Directors lawfully to change or alter (in whole or in part) a decision of a Committee.
15. The chair of the Officers Committee shall be the President of the Association. The chair of each of the International Game Board, the National League Board, the National Cup Board and the Community Game Board shall be appointed by the Council from the Officers (as defined in the Articles) and each Officer may only hold one such post. All Committees shall appoint their own deputy chair. The appointment of the chair of each Committee shall be for the term of the Officers, as set out in the Rules. The appointment of the deputy chair of each Committee shall be for four (4) years. The chair of a meeting of a Committee shall be entitled to a second or casting vote in the case of an equality of votes.
16. Three (3) members of a Committee (including the chair of the meeting) shall form a quorum.

17. Each Committee shall normally meet monthly and, unless agreed by the voting members of the Committee to the contrary, no less frequently than ten (10) times per calendar year from 2020 onwards. The chair of the Committee may arrange additional meetings or cancel a meeting, in consultation with the Chief Executive Officer.
18. No Member of the Council shall be a member of more than one of the International Game Board, National League Board, National Cup Board and Community Game Board and no Elected Member (as defined in the Articles) who is a Director shall be a member of any of the said four (4) Committees.
19. Save where stated to the contrary or otherwise where the context so requires, the provisions of these Standing Orders which are stated as applying to the proceedings of the Directors' meetings shall also apply to the proceedings of the Committees and Sub-Committees, with the necessary adjustments.

### **Composition, Powers and Duties of Committees**

20. **Officers Committee**

- i. Comprised of:-
- President;
  - Deputy President (from 1<sup>st</sup> August 2021);
  - Two Vice-Presidents; and
  - Treasurer (until 31<sup>st</sup> July 2021).
- ii. Responsibility for:-
- *FIFA;*
  - *UEFA;*
  - *IFAB;*
  - *Council & staff;*
  - *Code of Ethics; and*
  - *Code of Conduct.*

21. **International Game Board**

- i. Chaired by an Officer, appointed by the Council, together with a minimum of six (6) and a maximum of eight (8) other members of the Council, also (subject to Standing Order 18) appointed by the Council.
- ii. Responsibility for:-
- *Chair and deputy chair involved in the recruitment of National Team Management;*
  - *Men's A, Men's Under 21s, Men's Under 19s, Men's Under 17s;*
  - *Women's A, Women's U19s, Women's U17s;*
  - *Wales B and C Internationals;*
  - *Development squads;*
  - *Futsal (representative squad);*
  - *The Welsh Academies Representative Squad (Semi-professional);*
  - *Coaching and player development;*
  - *Medical; and*

- *Regions Cup (post-qualification).*

**22. National League Board**

- i. Chaired by an Officer, appointed by the Council, together with a minimum of six (6) and a maximum of eight (8) other members of the Council, also (subject to Standing Order 18) appointed by the Council.
- ii. Responsibility for:-
  - *National Leagues and Qualifying Clubs in men's Tiers 1-4 of the FAW Pyramid until the end of playing season 2019/20 and then Tiers 1-3 from playing season 2020/21 onwards;*
  - *Promotion from men's Tier 5 to 4 until the end of playing season 2019/20 and then promotion from Tier 4 to Tier 3 from playing season 2020/21 onwards;*
  - *The business of the Leagues (WPL, FAW Championship and WPWL);*
  - *Administration of Leagues (WPL, FAW Championship and WPWL);*
  - *Management and enforcement of Leagues' Rules and Regulations (WPL, FAW Championship, WPWL);*
  - *Academies; and*
  - *Player registrations.*

**23. National Cup Board**

- i. Chaired by an Officer, appointed by the Council, together with a minimum of six (6) and a maximum of eight (8) other members of the Council, also (subject to Standing Order 18) appointed by the Council.
- ii. Responsibility for:-
  - *FAW Cup Competitions (Welsh Cup, FAW Trophy, Welsh Premier League Cup, Academy Cup, Youth Cup, FAW Women's Cup, FAW Girls' Cup, Futsal Cup);*
  - *Event management of finals and semi-finals for each of the above;*
  - *The business of the FAW Cup Competitions;*
  - *Administration on the FAW Cup Competitions; and*
  - *Management and enforcement of FAW Cup Competitions Rules and Regulations.*

**24. Community Game Board**

- i. Chaired by an Officer, appointed by the Council, together with a minimum of six (6) and a maximum of eight (8) other members of the Council, also (subject to Standing order 18) appointed by the Council.
- ii. Responsibility for:-
  - *All adult and junior leagues / cups / clubs under the jurisdiction of the Area Associations (including men's Tier 5 and below until the end of playing season 2019/20 and then Tier 4 and below from playing season 2020/21 onwards plus women's Tier 2 and below);*
  - *Minority representation (e.g. BME/disability);*
  - *Club accreditation;*
  - *Area Associations (as defined in the Rules of the Association);*
  - *Schools/Full-time Education;*

- *Futsal (domestic leagues/clubs); and*
- *Regions Cup (pre-qualification).*

**25. Referees Committee**

- i. The membership of the Committee will be comprised in accordance with the FIFA Refereeing Regulations.
- ii. Responsibility for:-
  - *all matters relating to refereeing, as set out in the FIFA Refereeing Regulations, including:*
    - *The Association's refereeing structure and organisation; and*
    - *Strategies and programmes for all levels of the game.*

**26. Scrutiny Committee**

- i. Comprised of:-
  - Two Officers (appointed by Council);
  - Two Past Presidents (as defined in the Articles) (appointed by Council); and
  - Two Life Councillors (as defined in the Articles) (appointed by Council).
- ii. Responsibility for:-
  - *Scrutinising the decision-making processes of the Directors, all Committees and Sub-Committees by examining and reflecting upon decisions that have been made to ensure that the correct processes and procedures have been followed and that due consideration was given to all the available options; and*
  - *making recommendations to the Directors based on its findings.*

**27. Disciplinary Panel Chairmen's Committee**

- i. Comprised of the four (4) Members of the Council appointed by Council in accordance with the Association's Rule 42.1.
- ii. Responsibility for:-
  - *reviewing the policies, procedures, operations and decisions of the Disciplinary Panels made under Section E of the Association's Rules;*
  - *reviewing or considering any non-case specific aspect of the Association's disciplinary offences and procedures referred to it by the Association from time to time; and*
  - *reporting to the Directors (with any appropriate recommendations) on each such review.*

## **Representation on Associated Entities**

### **28. FAW Football in the Community Limited (aka FAW Trust ("Trust"))**

In respect of the Trust:-

- i. The Association shall be represented by up to seven (7) persons on the board of the Trust and these shall comprise of:-
  - One (1) Officer selected by Council; and
  - Six (6) other members of the Council selected by Council.
- ii. The said representatives shall report to the Directors regularly on matters undertaken or discussed by the Trust which affect the business of the Association.

### **29. FAW Grounds Improvements Limited ("WGI")**

In respect of WGI:-

- i. The Association's representatives on the board of WGI shall be selected by Council (using, where appropriate, a person's principal residence to determine "north" or "south" and shall comprise:-
  - Two (2) Officers;
  - One (1) member of Council representing an Area Association in north Wales;
  - One (1) member of Council representing an Area Association in south Wales);
  - One (1) member of Council representing the Qualifying Clubs (as defined in the Association's Rules) in north Wales;
  - One (1) member of Council representing the Qualifying Clubs (as defined in the Association's Rules) in south Wales;
  - One (1) Past President from north Wales;
  - One (1) Past President from south Wales;
  - One (1) Life Councillor from north Wales;
  - One (1) Life Councillor from south Wales; and
  - Two (2) independent members.
- ii. The said representatives shall report to the Directors regularly on matters undertaken or discussed at WGI which affect the business of the Association.