

**Company Number: 00213349**

**The Companies Act 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

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# **ARTICLES OF ASSOCIATION**

**The Football Association of Wales Limited**

**Incorporated on 22 day of April 1926**

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# **THE COMPANIES ACT 2006**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION OF**

#### **THE FOOTBALL ASSOCIATION OF WALES LIMITED**

**(Adopted by special resolution on 19<sup>th</sup> day of October 2011 and amended by special resolution on 29<sup>th</sup> day of April 2014 and further amended by special resolution on 19<sup>th</sup> day of February 2019 to take effect on 1<sup>st</sup> day of August 2019)**

#### **1. PRELIMINARY**

- 1.1. In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.2. The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.3. In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

#### **2. DEFINED TERMS**

- 2.1. In these Articles, unless the context requires otherwise—

"Articles" means the Association's Articles of association;

"Association" means The Football Association of Wales Limited;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"CEO" means the chief executive officer (or other title given from time to time to the Association's senior employee) of the Association from time to time;

"Council Meeting Chair" has the meaning given in Article 35;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

"the Council" means the shareholders of the Association and being the council of the Association for the time being as constituted in accordance with the Rules;

"Deputy President" means the deputy president of the Association appointed from time to time under the Rules;

"director" means a director of the Association, and includes any person occupying the position of director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"Elected Members" means those Members of the Council, other than the Officers, Past Presidents and Life Councillors, who are elected or appointed to the Council on a regular periodic basis in accordance with the Rules;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the Association in respect of that share have been paid to the Association;

"hard copy form" has the meaning given in section 1168 of the Companies Act 2006;

"holder" in relation to a share means the person whose name is entered in the register of members as the holder of the shares;

"Independent Chair" means the person appointed by the Council to chair meetings of the board of directors of the Association, who shall not have any material connection with the Association prior to such appointment;

"instrument" means a document in hard copy form;

"Life Councillor" means any person being a Member of the Council as a life councillor in accordance with the Rules;

"Members of the Council" means those persons elected, nominated or appointed to the Council from time to time in accordance with the Rules;

"Officers" means, until 31<sup>st</sup> July 2021, the President, two (2) Vice-Presidents and the "Treasurer" of the Association and, from 1<sup>st</sup> August 2021, means the President, the Deputy President and the two (2) Vice-Presidents;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"paid" means paid or credited as paid;

"Past President" means any person being a Member of the Council as a past president in accordance with the Rules;

"President" means the president of the Association appointed from time to time under the Rules;

"proxy notice" has the meaning given in Article 40;

"Rules" means the rules of the Association as exist from time to time made by the Members of the Council and those area associations, leagues and clubs admitted into (non-shareholding) membership of the Association by the Council;

"secretary" means the secretary of the Association, if any, appointed in accordance with Article 22.1 or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

"shareholder" means a Member of the Council and being a person who is the holder of a share;

"shares" means shares in the Association;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

“Standing Orders” the rules of procedure enacted by the directors from time to time about how the directors make decisions;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

“Vice-Presidents” mean the two vice-presidents of the Association appointed from time to time under the Rules;

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a public holiday in Wales.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Association.

### **3. LIABILITY OF SHAREHOLDERS**

- 3.1. The liability of the shareholders is limited to the amount, if any, unpaid on the shares held by them.

### **4. DIRECTORS' GENERAL AUTHORITY**

- 4.1. The directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.
- 4.2. The directors shall act upon the Rules so far as the same are consistent with these Articles. If any conflict or ambiguity arises between these Articles and the Rules, these Articles shall prevail.

### **5. SHAREHOLDERS' RESERVE POWER**

- 5.1. The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 5.2. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

### **6. DIRECTORS MAY DELEGATE**

- 6.1. The directors may delegate any of the powers which are conferred on them under the Articles—
  - 6.1.1 to such person, committee or other body;
  - 6.1.2 by such means (including by power of attorney);
  - 6.1.3 to such an extent;
  - 6.1.4 in relation to such matters or territories; and
  - 6.1.5 on such terms and conditions;as they think fit.
- 6.2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

- 6.3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **7. COMMITTEES**

- 7.1. Any person, committee or other body to whom the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of, or made pursuant to, these Articles which govern the taking of decisions by directors.
- 7.2. The directors may make Standing Orders or other rules of procedure for themselves and any person, committee or other body to whom they delegate any of their powers. These Articles shall prevail over Standing Orders or other rules of procedure if they are not consistent with these Articles.

## **8. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

- 8.1. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9.

## **9. UNANIMOUS DECISIONS**

- 9.1. A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 9.2. Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or has otherwise indicated agreement in writing.
- 9.3. A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.
- 9.4. References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

## **10. CALLING A DIRECTORS' MEETING**

- 10.1. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.
- 10.2. Notice of any directors' meeting must indicate—
- 10.2.1 its proposed date and time;
  - 10.2.2 where it is to take place; and
  - 10.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.3. Notice of a directors' meeting must be given to each director, but need not be in writing.
- 10.4. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held.

Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **11. PARTICIPATION IN DIRECTORS' MEETINGS**

- 11.1. Directors participate in a directors' meeting, or part of a directors' meeting, when—
- 11.1.1 the meeting has been called and takes place in accordance with the Articles, and
  - 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 11.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12. QUORUM FOR DIRECTORS' MEETINGS**

- 12.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is seven.
- 12.3. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to call a general meeting so as to enable the shareholders to appoint further directors.

## **13. CHAIRING OF DIRECTORS' MEETINGS**

- 13.1. The Independent Chair will chair all meetings of the directors at which the Independent Chair is present.
- 13.2. If the Independent Chair has notified the meeting of directors of their absence in advance of the meeting, or if the Independent Chair is not present within ten minutes of the time at which the meeting is due to start, the President, or in the absence of the President, the senior Vice-President (up to 31<sup>st</sup> July 2021) or the Deputy President (from 1<sup>st</sup> August 2021), shall chair the meeting. In the absence of the President or the senior Vice President or the Deputy President (as the case maybe), the directors may appoint a director to chair their meeting.

## **14. CASTING VOTE AT MEETINGS OF DIRECTORS**

- 14.1. If the numbers of votes for and against a proposal are equal, the chair of the meeting of the directors has a casting vote.
- 14.2. But this does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **15. CONFLICTS OF INTEREST**

- 15.1. If a director of the Association is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Association, that director must declare the nature and extent of that interest to the other directors.

- 15.2. In respect of the interest declared, the director shall:-
- 15.2.1 not be counted in the quorum present at the meeting to consider such matter;
  - 15.2.2 have no vote on such matter; and
  - 15.2.3 leave the room and take no further part in the discussion on such matter.
- 15.3. The provisions of Article 15.2 shall not apply to:-
- 15.3.1 any arrangement for giving any director security or indemnity in respect of money lent by him to the Association or to obligations undertaken by him for the benefit of the Association;
  - 15.3.2 any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the director himself has assumed responsibility in whole or in part under guarantee or indemnity or by the deposit of a security;
  - 15.3.3 any contract by a director to subscribe for or underwrite shares or debentures of the Association;
  - 15.3.4 any contract, proposed contract or other matter involving the Association in which such interest arises solely because the director is the Association's official representative (whether as an officer, shareholder or otherwise) at, in or on the other party.
- 15.4. The shareholders may, by special resolution, or the directors may, direct that the provisions of Article 15.2 be suspended or relaxed in respect of a specific matter for any director who has made the necessary declaration in respect of the matter under Article 15.1.
- 15.5. Subject to the provisions of Articles 15.1 and 15.2, any director may act by himself/herself or by his/her firm in a professional capacity for the Association and he/she or his/her firm shall be entitled to remuneration for professional services as if he/she were not a director provided that nothing in this Article shall authorise a director or his/her firm to act as an auditor to the Association.

## **16. RECORDS OF DECISIONS TO BE KEPT**

- 16.1. The directors must ensure that the Association keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## **17. APPOINTMENT OF DIRECTORS**

- 17.1. The directors of the Association shall be:-
- 17.1.1 each of the four (4) Officers;
  - 17.1.2 three (3) Elected Members of the Council, appointed by the Council;
  - 17.1.3 the Independent Chair, appointed by the Council;
  - 17.1.4 two (2) other persons, appointed by the Council, who shall not have any material connection with the Association prior to such appointment; and
  - 17.1.5 the CEO.

- 17.2. The appointment of each Officer as a director shall be for a term equivalent to their term of office as an Officer under the Rules. The appointment of all other directors shall be for a term of four (4) years (with the first of such quadrennial terms for all directors commencing on 1<sup>st</sup> August 2019), save for the person who is the CEO whose appointment shall commence on the date they first take up the post of CEO and who shall remain a director for the duration of their appointment as CEO.
- 17.3. If a person ceases to be a director of the Association for any reason, that person's position as a director shall be filled within three calendar months of the vacancy occurring SAVE THAT, in the case of the CEO, the vacancy shall be filled as soon as reasonably possible by the appointment of a new CEO and if, in the intervening period, any person is appointed as a temporary or acting CEO such person shall not be appointed a director of the Association. If the vacancy is in respect of an Officer, the relevant person shall be selected in accordance with the Rules. Any other vacancy shall be filled by the Council in accordance with the relevant provision of Article 17.1. Save in respect of the CEO, the replacement appointee's term of office as a director of the Association shall be for the period remaining of the original director's four year term.
- 17.4. Save in respect of an existing Member of Council standing for re-election or re-appointment to the Council or in respect of an existing director of the Association standing for re-election or re-appointment as a director of the Association, from and including 1<sup>st</sup> August 2019 no person shall be eligible to become a Member of the Council or director of the Association unless they are under 65 years of age on the date they first take up the relevant said office PROVIDED THAT nothing in this provision shall apply to the CEO as a director of the Association.

## **18. TERMINATION OF DIRECTOR'S APPOINTMENT**

- 18.1. A person ceases to be a director as soon as—
- 18.1.1 that person (if a Member of the Council) ceases to be a Member of the Council;
  - 18.1.2 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
  - 18.1.3 a bankruptcy order is made against that person;
  - 18.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 18.1.5 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that the person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 18.1.6 notification is received by the Association from the director that the director is resigning from office, and such resignation shall take effect immediately on the date notification is received by the Association, irrespective of any later date stipulated in the notification;
  - 18.1.7 that person has for more than three consecutive months been absent without the permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office;
  - 18.1.8 that person is suspended from taking part in football and/or football management;

18.1.9 that person does any act or thing which brings the Association into disrepute; or

18.1.10 that person reaches the age of 80.

## **19. DIRECTORS' REMUNERATION**

19.1. Directors may undertake any services for the Association that the directors decide.

19.2. The shareholders may by special resolution determine any remuneration of the directors. In the absence of any such special resolution, the directors are not entitled to remuneration:-

19.2.1 for their services to the Association as directors; or

19.2.2 for any other service which they undertake for the Association.

## **20. DIRECTORS' EXPENSES**

20.1. The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:-

20.1.1 meetings of directors or committees of directors;

20.1.2 general meetings of the shareholders; or

20.1.3 otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

## **21. ALTERNATE DIRECTORS**

21.1. No director may appoint as an alternate any other director or any other person to:-

21.1.1 exercise that director's powers; or

21.1.2 carry out that director's responsibilities.

## **22. SECRETARY**

22.1. The directors may appoint a secretary to the Association for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

## **23. ISSUE OF SHARES**

23.1. No shareholder shall hold more than one share.

23.2. Each Member of the Council from time to time shall be allotted one share if an already issued share has not been transferred to them pursuant to these Articles.

23.3. No share shall be allotted to any person or entity who is not a Member of the Council.

23.4. All shares issued shall be of a single class with the same nominal value, rights and restrictions.

23.5. In accordance with section 567 of the Companies Act 2006, sections 561 and 562 of the said Act are excluded.

## **24. ASSOCIATION NOT BOUND BY LESS THAN ABSOLUTE INTERESTS**

- 24.1. Except as required by law, no person is to be recognised by the Association as holding any share upon any trust, and except as otherwise required by law or the Articles, the Association is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

## **25. SURRENDER OF SHARES**

- 25.1. Upon ceasing to be a Member of the Council for any reason, the holder of a share (or any person otherwise entitled to it by virtue of the holder's death, bankruptcy or otherwise), shall immediately surrender the share to the Association and the directors shall accept such surrender and the effect of surrender on the share shall be the same as the effect of forfeiture on that share under Article 26 and the share which has been surrendered shall be dealt with in the same way as a share which has been forfeited.

## **26. FORFEITURE OF SHARES**

- 26.1. Where a holder of a share (or person entitled to it by reason of the holder's death, bankruptcy or otherwise) has failed to surrender that share pursuant to Article 25, a forfeiture notice shall be sent to the holder of that share (or to the person otherwise entitled to it by reason of the holder's death, bankruptcy or otherwise) stating that the share is forfeited.

- 26.2. The forfeiture of a share extinguishes:-

26.2.1 all interests in that share, and all claims and demands against the Association in respect of it and the person ceases to be a shareholder in respect of that share; and

26.2.2 all other rights and liabilities incidental to the share as between the person in whose name the share is registered and the Association.

- 26.3. Any share which is forfeited:-

26.3.1 is deemed to have been forfeited when the directors decide that it is forfeited;

26.3.2 is deemed to be the property of the Association;

26.3.3 may be re-allotted or otherwise disposed of as the directors think fit; and

26.3.4 at any time before the Association disposes of a forfeited share, the directors may decide to cancel the forfeiture on such terms as they think fit.

## **27. SHARE CERTIFICATES**

- 27.1. The Association must issue each shareholder with one certificate in respect of the share which that shareholder holds.

- 27.2. Every certificate must specify:-

27.2.1 the fact it is issued for one share;

27.2.2 the nominal value of the share;

27.2.3 the amount paid up on the share; and

27.2.4 any distinguishing number assigned to the share.

27.3. Certificates must:-

27.3.1 have affixed to them the Association's common seal; or

27.3.2 be otherwise executed in accordance with the Companies Acts.

## **28. REPLACEMENT SHARE CERTIFICATES**

28.1. If a certificate issued in respect of a shareholder's shares is:-

28.1.1 damaged or defaced; or

28.1.2 said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same share.

28.2. A shareholder exercising the right to be issued with such a replacement certificate:-

28.2.1 must return the certificate which is to be replaced to the Association if it is damaged or defaced; and

28.2.2 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

## **29. SHARE TRANSFERS**

29.1. No share may be transferred unless by order or direction of the directors in lieu of a surrender or forfeiture of the share pursuant to Articles 25 or 26.

29.2. Any such transfer shall:-

29.2.1 only be made when a person ceases to be a Member of the Council and then only to a person who has become a Member of the Council and not been allotted a share by the Association; and

29.2.2 be by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

29.3. No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

29.4. The Association may retain any instrument of transfer which is registered.

## **30. DIVIDENDS**

30.1. No dividend, bonus or other distribution of any kind shall be paid (whether as income or capital or in the form of cash or otherwise) by the Association on any share or to any shareholder.

## **31. WRITTEN RESOLUTIONS OF SHAREHOLDERS**

31.1. Subject to Article 31.2, a written resolution of shareholders passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Association.

31.2. The following may not be passed as a written resolution and may only be passed at a general meeting:-

- 31.2.1 a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
- 31.2.2 a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.
- 31.3. On a written resolution, a shareholder has one vote in respect of the share held by him/her.

## **32. NOTICE OF GENERAL MEETINGS OF THE SHAREHOLDERS**

- 32.1. An annual general meeting of the Association shall be held in each year.
- 32.2. Every notice convening a general meeting (including the annual general meeting) of the Association must comply with the provisions of:-
  - 32.2.1 section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting;
  - 32.2.2 section 325(1) of the Companies Act 2006 as to the giving of information to shareholders regarding their right to appoint proxies; and
  - 32.2.3 every notice of, or other communication relating to, any general meeting which any shareholder is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Association.
- 32.3. Every general meeting (including the annual general meeting) of the Association shall be convened by the Association giving 14 days' notice.

## **33. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 33.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 33.2. A person is able to exercise the right to vote at a general meeting when:-
  - 33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 33.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 33.3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 33.4. In determining attendance at a general meeting, it is immaterial whether any two or more shareholders attending it are in the same place as each other.
- 33.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### **34. QUORUM AT GENERAL MEETINGS OF THE SHAREHOLDERS**

- 34.1. The quorum of a general meeting may be fixed by the general meeting from time to time, but it must never be less than two, and unless otherwise fixed it is seven.
- 34.2. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

#### **35. CHAIRING GENERAL MEETINGS OF THE SHAREHOLDERS**

- 35.1. The President will chair all general meetings at which the President is present.
- 35.2. If the President has given notification of his absence in advance of the general meeting, or if the President is not present within fifteen minutes of the time at which the general meeting is due to start, the senior Vice-President (up to 31<sup>st</sup> July 2021) or the Deputy President (from 1<sup>st</sup> August 2021), or in the absence of the said senior Vice-President or Deputy President (as the case may be), the junior Vice-President (up to 31<sup>st</sup> July 2021) or (from 1<sup>st</sup> August 2021) one of the Vice-Presidents (as appointed by the shareholders present), shall chair the general meeting.
- 35.3. If the President, the Deputy President or one of the Vice-Presidents (as the case may be) is unwilling to chair the general meeting or is not present within fifteen minutes of the time at which a general meeting was due to start, the shareholders present must appoint a shareholder to chair the general meeting, and the appointment of the chairman of the general meeting must be the first business of the general meeting.
- 35.4. The person chairing a general meeting in accordance with this Article is referred to as the "Council Meeting Chair".

#### **36. ATTENDANCE AND SPEAKING BY NON-SHAREHOLDERS**

- 36.1. The Council Meeting Chair may permit other persons who are not shareholders to attend and speak (but not vote) at a general meeting.

#### **37. ADJOURNMENT**

- 37.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Council Meeting Chair must adjourn it. If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.
- 37.2. The Council Meeting Chair may adjourn a general meeting at which a quorum is present if:-
  - 37.2.1 the meeting consents to an adjournment; or
  - 37.2.2 it appears to the Council Meeting Chair that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.3. The Council Meeting Chair must adjourn a general meeting if directed to do so by the meeting.
- 37.4. When adjourning a general meeting, the Council Meeting Chair must:-

- 37.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
  - 37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):-
- 37.5.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
  - 37.5.2 containing the same information which such notice is required to contain.
- 37.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### **38. VOTING AT GENERAL MEETINGS**

- 38.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- 38.2. On a vote on a resolution at a general meeting on a show of hands:-
- 38.2.1 each shareholder who is present in person has one vote; and
  - 38.2.2 if a shareholder appoints one or more proxies to attend the meeting, all proxies so appointed and in attendance at the meeting have, collectively, one vote and unless they agree to vote the same way, the power to vote shall not be exercised.
- 38.3. On a resolution at a general meeting on a poll, every shareholder (whether present in person or by proxy) has one vote in respect of the share held by him/her.
- 38.4. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting, whose decision is final.
- 38.5. If the number of votes for and against a resolution at a general meeting are equal, the Council Meeting Chair has a casting vote.

### **39. DEMAND FOR A POLL**

- 39.1. A poll on a resolution may be demanded:-
- 39.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 39.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 39.2. A poll may be demanded by:-
- 39.2.1 the Council Meeting Chair;

- 39.2.2 the directors;
  - 39.2.3 five or more shareholders having the right to vote on the resolution;
  - 39.2.4 shareholders representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution;  
or
  - 39.2.5 shareholders holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
- 39.3. A demand for a poll made by a person as proxy for a shareholder is the same as a demand made by the shareholder.
- 39.4. A demand for a poll may be withdrawn if:-
- 39.4.1 the poll has not yet been taken; and
  - 39.4.2 the Council Meeting Chair consents to the withdrawal.
- 39.5. Polls must be taken at the general meeting at which they are demanded and in such manner as the Council Meeting Chair directs.

#### **40. CONTENT OF PROXY NOTICES**

- 40.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-
- 40.1.1 states the name and address of the shareholder appointing the proxy;
  - 40.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
  - 40.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 40.1.4 is received at an address specified by the Association in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote and in accordance with any other instructions contained in the notice of the general meeting to which they relate.
- 40.2. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 40.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 40.4. Unless a proxy notice indicates otherwise, it must be treated as:-
- 40.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
  - 40.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the general meeting itself.

#### **41. DELIVERY OF PROXY NOTICES**

- 41.1. Any proxy notice received at such address as is referred to in Article 40.1.4 less than 48 hours before the time for holding the general meeting or adjourned general meeting shall be invalid.
- 41.2. A shareholder who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that shareholder.
- 41.3. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the shareholder by whom or on whose behalf the proxy notice was given.
- 41.4. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned general meeting to which it relates.
- 41.5. If a proxy notice is not executed by the shareholder appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **42. AMENDMENTS TO RESOLUTIONS**

- 42.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
  - 42.1.1 notice of the proposed amendment is given to the Association in writing by a shareholder entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
  - 42.1.2 the proposed amendment does not, in the reasonable opinion of the Council Meeting Chair, materially alter the scope of the resolution.
- 42.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-
  - 42.2.1 the Council Meeting Chair proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 42.3. If the Council Meeting Chair, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

#### **43. COMMUNICATIONS**

- 43.1. Subject to the provisions of this Article 43, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 43.2. Subject to the provisions of this Article 43, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may

also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- 43.3. A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 24 hours.
- 43.4. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied under these Articles by the Association to a person by being made available on a website.
- 43.5. A shareholder whose address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices under these Articles may be sent to him/her or an address to which notices may be sent by electronic means is entitled to have notices sent to him/her at that address, but otherwise no such shareholder is entitled to receive any notices from the Association.
- 43.6. If the Association sends or supplies notices or other documents under these Articles by first class post and the Association proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 24 hours after posting.
- 43.7. If the Association sends or supplies notices or other documents under these Articles by electronic means and the Association proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
- 43.8. If the Association sends or supplies notices or other documents under these Articles by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- 43.9. For the purposes of this Article 43, no account shall be taken of any part of a day that is not a working day.

#### **44. ASSOCIATION SEALS**

- 44.1. Any common seal may only be used by the authority of the directors or any person, committee or other body to whom the directors have delegated authority under these Articles.
- 44.2. The directors may decide by what means and in what form any common seal is to be used.
- 44.3. Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by:-
  - 44.3.1 one authorised person in the presence of a witness who attests the signature; or
  - 44.3.2 two authorised persons.
- 44.4. For the purposes of this Article, an authorised person is:-

- 44.4.1 any director of the Association;
- 44.4.2 the secretary of the Association (if any); or
- 44.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

**45. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

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

**46. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

- 46.1. The directors may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

**47. DIRECTORS' INDEMNITY**

- 47.1. Subject to Article 47.2, a relevant director of the Association or an associated company of the Association may be indemnified out of the Association's assets against:-

- 47.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company of the Association;

- 47.1.2 any liability incurred by that director in connection with the activities of the Association or an associated company of the Association in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

- 47.1.3 any other liability incurred by that director as an officer of the Association or an associated company of the Association.

- 47.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

- 47.3. In this Article 47:-

- 47.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

- 47.3.2 a "relevant director" means any director or former director of the Association or an associated company of the Association.

**48. INSURANCE**

- 48.1. The directors shall purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.

- 48.2. In this Article:-

- 48.2.1 a "relevant director" means any director or former director of the Association or an associated company of the Association;

48.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association, any associated company of the Association or any pension fund or employees' share scheme of the Association or associated company of the Association; and

48.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

#### **49. WINDING UP**

49.1. In the event of a winding up or other dissolution of the Association, any funds and assets remaining after satisfaction of its debts and liabilities and the costs of any winding up or other dissolution:-

49.1.1 may not be paid or distributed to the shareholders; and

49.1.2 must be transferred to one or more entities (whether incorporated or unincorporated) that:-

49.1.2.1 have the principal purpose of the administration and development of association football in Wales; and

49.1.2.2 have restrictions on the application of their property (including, without limitation, any dividend, bonus or other distribution of any kind whether as income or capital or in the form of cash or otherwise) at least equivalent to the restrictions applicable under these Articles.

49.2. If that is not possible, they shall be transferred to or applied towards some other purpose or purposes that are charitable in the promotion of sport in Wales under the law of England and Wales.