

**FILE COPY**



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

Company Number **11660866**

The Registrar of Companies for England and Wales, hereby certifies that

**THE UNIFIED FOOTBALL SUPPORTERS' ORGANISATION  
LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **5th November 2018**



\* N11660866L \*



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



**Application to register a company**



Received for filing in Electronic Format on the: **05/11/2018**

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*Company Name in full:* **THE UNIFIED FOOTBALL SUPPORTERS' ORGANISATION LIMITED**

*Company Type:* **Private company limited by guarantee**

*Situation of Registered Office:* **England and Wales**

*Proposed Registered Office Address:* **1 ASHMORE TERRACE  
STOCKTON ROAD  
SUNDERLAND  
TYNE AND WEAR  
UNITED KINGDOM SR2 7DE**

*Sic Codes:* **94990**

## *Proposed Officers*

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### *Company Secretary 1*

*Type:* **Person**  
*Full Forename(s):* **MR RICHARD**  
*Surname:* **IRVING**  
*Service Address:* **recorded as Company's registered office**

*The subscribers confirm that the person named has consented to act as a secretary.*

## *Company Director* 1

*Type:* **Person**  
*Full Forename(s):* **MR THOMAS JAMES**  
*Surname:* **GREATREX**  
*Service Address:* **recorded as Company's registered office**  
*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/09/1974**                      *Nationality:* **BRITISH**  
*Occupation:* **CHIEF  
EXECUTIVE**

*The subscribers confirm that the person named has consented to act as a director.*

## *Company Director* 2

*Type:* **Person**  
*Full Forename(s):* **DR MALCOLM JOHN**  
*Surname:* **CLARKE**  
*Service Address:* **recorded as Company's registered office**  
*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/06/1946**                      *Nationality:* **BRITISH**  
*Occupation:* **RETIRED**

*The subscribers confirm that the person named has consented to act as a director.*

## ***Persons with Significant Control (PSC)***

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### **Statement of no PSC**

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**The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company**

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## *Statement of Guarantee*

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I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

*Name:* **THOMAS JAMES GREATREX**

*Address* **1 ASHMORE TERRACE  
STOCKTON ROAD  
SUNDERLAND  
TYNE AND WEAR  
UNITED KINGDOM  
SR2 7DE**

*Amount Guaranteed* **£1.00**

*Name:* **MALCOLM JOHN CLARKE**

*Address* **1 ASHMORE TERRACE  
STOCKTON ROAD  
SUNDERLAND  
TYNE AND WEAR  
UNITED KINGDOM  
SR2 7DE**

*Amount Guaranteed* **£1.00**

*Name:* **TIMOTHY HOWELL HARTLEY**

*Address* **1 ASHMORE TERRACE  
STOCKTON ROAD  
SUNDERLAND  
TYNE AND WEAR  
UNITED KINGDOM  
SR2 7DE**

*Amount Guaranteed* **£1.00**

*Name:* **OLIVER HOLTAWAY**

*Address* **1 ASHMORE TERRACE  
STOCKTON ROAD  
SUNDERLAND  
TYNE AND WEAR  
UNITED KINGDOM  
SR2 7DE**

*Amount Guaranteed*    **£1.00**  
*Name:*                    **FIONA MCGEE**

*Address*                    **1 ASHMORE TERRACE  
STOCKTON ROAD  
SUNDERLAND  
TYNE AND WEAR  
UNITED KINGDOM  
SR2 7DE**

*Amount Guaranteed*    **£1.00**  
*Name:*                    **PETER ALLEN DAYKIN**

*Address*                    **1 ASHMORE TERRACE  
STOCKTON ROAD  
SUNDERLAND  
TYNE AND WEAR  
UNITED KINGDOM  
SR2 7DE**

*Amount Guaranteed*    **£1.00**

## ***Statement of Compliance***

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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COMPANY LIMITED BY GUARANTEE

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MEMORANDUM OF ASSOCIATION OF

## The Unified Football Supporters' Organisation Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

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Name of each subscriber

Authentication by each subscriber

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Thomas Greatrex

Malcolm Clarke

Timothy Hartley

Oliver Holtaway

Fiona McGee

Peter Daykin

Dated: 5 November 2018

# ARTICLES OF ASSOCIATION

The Unified Football Supporters' Organisation Limited

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

## ARTICLES OF ASSOCIATION

OF

The Unified Football Supporters' Organisation Limited

### 1 Name

The name of the company is The Unified Football Supporters' Organisation Limited ( 'the Organisation ).

### 2 History and Purpose

The Organisation was formed on the merger of The Football Supporters Federation and Supporters Direct in November 2018 to deliver the mission, activity, policy and priorities of both organisations as set out in the Objects from that date in a single, national football supporters' organisation and to represent, promote and advocate issues of concern and interest to its membership.

### 3 Objects

The objects of the Organisation are:

- 3.1 to encourage, promote and develop support of association football and goodwill between football supporters at local, national and international levels;
- 3.2 to support and protect the interests of member supporters' trusts, clubs, individuals and, wherever necessary, their dependents;
- 3.3 to promote good governance in sport and encourage clubs to be run in a sustainable manner;
- 3.4 to promote the benefits of and encourage the creation of community-owned clubs, and supporter representation on club boards;
- 3.5 to work with supporters, governing bodies, the leagues and clubs to encourage, promote and embed meaningful supporter engagement at all levels;
- 3.6 to gain representation for football supporters on the executive and governing bodies of association football;
- 3.7 to provide an independent and democratic structure through which the views of supporters may be channelled and articulated;
- 3.8 to initiate and support campaigns on issues of concern to football supporters;
- 3.9 to carry out research into and disseminate information on football related issues;
- 3.10 to promote diversity and oppose all forms of discrimination in relation to football;
- 3.11 to work against the abuse of football by those who bring violent intent and actions to our football grounds;
- 3.12 to liaise with all interested parties to achieve these objectives.

### 4 Values

The Organisation will be non-partisan, non-profit making and non-party political. It opposes violence and prejudice and is committed to promoting diversity.

## 5 Powers

The Organisation has the following powers, which may be exercised only in promoting the Objects:

- 5.1 to acquire or hire and hold property of any kind, including the acquisition of freehold or leasehold property;
- 5.2 to develop, improve, let or dispose of property of any kind;
- 5.3 to raise funds;
- 5.4 to make subscription charges for membership of the Organisation;
- 5.5 to borrow money and give security for loans;
- 5.6 to employ staff;
- 5.7 to pay remuneration and allowances to any person, and to make arrangements for providing, or securing the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay);
- 5.8 to make grants or loans of money and to give guarantees;
- 5.9 to set aside funds for special purposes or as reserves against future expenditure;
- 5.10 to pay for indemnity insurance for officers of the Organisation;
- 5.11 to employ paid or unpaid agents, staff or advisers;
- 5.12 to provide services to people and organisations using its experience, resources and expertise, whether or not those people or organisations are involved in football;
- 5.13 to enter into contracts to provide services to or on behalf of other bodies;
- 5.14 to establish or acquire subsidiary companies to assist or act as agents for the Organisation;
- 5.15 to do anything else within the law which promotes or helps to promote the Objects.

## 6 Benefits to Members and Board Members

- 6.1 The property and funds of the Organisation must be used only for promoting the Objects and cannot be distributed to the members but:
  - 6.1.1 Members who are not Board Members may be employed by or enter into contracts with the Organisation and receive reasonable payment for goods or services supplied;
  - 6.1.2 Members (including Board Members) may be paid interest at a reasonable rate on money lent to the Organisation; and
  - 6.1.3 Members (including Board Members) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Organisation.
- 6.2 A Board Member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Organisation except
  - 6.2.1 as mentioned in Articles 5.10 (indemnity insurance), 6.1.2 (interest), 6.1.3 (rent) or 6.3 (contractual payments);
  - 6.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Organisation;
  - 6.2.3 an indemnity permitted by sections 232 to 234 inclusive of the Companies Act.

6.3 A Board Member may not be an employee of the Organisation, but a Board Member or a connected person may enter into a contract with the Organisation to supply goods or services in return for a payment or other material benefit if:

6.3.1 the goods or services are actually required by the Organisation;

6.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Organisationees in accordance with the procedure in Article 6.4; and

6.3.3 provided that the Organisation may not enter into such a contract at any time when the effect of such contract would be that more than one third of the Board Members are or have been interested in such a contract in that financial year.

6.4 Whenever a Board Member has a personal interest in a matter to be discussed at a meeting of the Board or a committee, they must:

6.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

6.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

6.4.3 not be counted in the quorum for that part of the meeting; and

6.4.4 be absent during the vote and have no vote on the matter.

## 7 Limited Liability

The liability of Members is limited.

## 8 Guarantee

Every Member promises, if the Organisation is wound up while they remain a member, or within 12 months afterwards, to pay up to £1 towards the costs of winding up, towards adjusting the rights of the contributories amongst themselves and towards discharging the liabilities incurred by the Organisation while they were a Member.

## 9 Dissolution

9.1 If the Organisation is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

9.1.1 by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects;

9.1.2 for charitable purposes which are within or similar to the Objects.

## 10 Membership

10.1 The Organisation must maintain a register of members.

10.2 Membership of the Organisation is open to any individuals or organisations interested in promoting the Objects who:

10.2.1 qualify for membership of one of the Tiers specified below;

10.2.2 are approved by the Board or under a process approved by the Board; and

10.2.3 agree in writing to become a Member, to respect the Organisation's Values as set out in Article 4 and to be bound by the provisions of these Articles, either personally or (if the member is an organisation) through an authorised representative.

10.3 There are three Tiers of membership:

- 10.3.1 Individual Voting Members – individual people who support football and accept the conditions of membership laid down by the Board and provide the details required by the application form approved by the Board;
- 10.3.2 Affiliate Voting Members – football supporters’ groups who are full current members of Supporters Direct on 1 November 2018 and continue to meet the definition of a Supporters Trust in Article 20 or who fulfil and continue to fulfil the following criteria of basic sound governance and democratic principles and provide the details required by the application form approved by the Board:
  - 10.3.2.1 the organisation must have a written constitution;
  - 10.3.2.2 membership must be open to all supporters of the relevant football club free of charge or at an affordable fee;
  - 10.3.2.3 the operation of the organisation must be independent of the football club (unless that organisation is a Supporters Trust that is the direct owner of its football club);
  - 10.3.2.4 the organisation must have a democratic structure and decision-making process, based on one member, one vote;
  - 10.3.2.5 the majority of the organisation’s governing committee must be elected by the membership, either at a general meeting or by postal or online ballot;
  - 10.3.2.6 the organisation must publish annual accounts which are audited, certified annual accounts or approved by its membership at an AGM;
  - 10.3.2.7 the organisation must maintain up to date records of its membership, holding basic details of each current member;
  - 10.3.2.8 the organisation must adopt a meaningful diversity policy.

Provided each Affiliate Voting Member meets these criteria there is no limit to the number of Affiliate Voting Members at any one football club.

- 10.3.3 Associate Voting Members – football supporters’ groups or collectives which involve more than one individual, accept the conditions of membership laid down by the Board and provide the details required by the application form approved by the Board, whether or not they fulfil the criteria to be Affiliate Voting Members. (For example: democratically-structured groups which are restrictive in the membership they appeal to, like regional or geographically based supporters’ clubs; organisations that are not independent of the football club, like some clubs’ fans’ forums; traditional fanzines, or fan websites, Facebook groups, podcasts, Twitter feeds, etc.)

10.4 People and organisations who engage with the Organisation and wish to receive information about its activities may become ‘members’ of the Organisation’s database but will not be Voting Members of the company unless they follow the process set out in Article 10.2.

10.5 Membership is terminated if the Member concerned:

- 10.5.1 gives written notice of resignation to the Organisation;
- 10.5.2 dies or (if the Member is an organisation) ceases to exist;
- 10.5.3 ceases to be entitled to be a Member under these Articles; or
- 10.5.4 is removed from membership under a procedure approved by the National Council.

10.6 Membership of the Organisation is not transferable.

## 11 General Meetings

11.1 Members are entitled to attend general meetings either personally or (if a member is an organisation) by an authorised representative. General meetings are called on at least 21 clear days’ written notice

specifying the time and place of the meeting or meetings and the business to be discussed. The notice will say if the meeting is an AGM. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive it shall not invalidate the proceedings at that meeting.

- 11.2 There is a quorum at a general meeting if the number of members or authorised representatives present at the meeting or meetings is at least 10 Affiliate Voting Members and 10 Individual Voting Members who are not also representing an Affiliate Voting Member.
- 11.3 The Chair or Vice Chair (or if they are unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 11.4 Except where otherwise provided by the Companies Act, every issue is decided by a majority of the votes cast.
- 11.5 So far as permitted by the Companies Act or subsequent legislation the Board may arrange for Members to participate in meetings and vote electronically.
- 11.6 Members present in person or through an authorised representative at a General Meeting have votes as follows:
  - 11.6.1 Individual Voting Members – one vote
  - 11.6.2 Associate Voting Members – one vote
  - 11.6.3 Affiliate Voting Members – five votes
- 11.7 Except at first, the Organisation must hold an AGM in every year. The first AGM must be held within 18 months after the Organisation's incorporation.
- 11.8 At an AGM the members:
  - 11.8.1 receive the accounts of the Organisation for the previous financial year;
  - 11.8.2 receive the Board's report on the Organisation's activities since the previous AGM;
  - 11.8.3 accept the retirement of those Board Members who wish to retire;
  - 11.8.4 elect Members of the National Council to fill any vacancies arising under Article 13.3;
  - 11.8.5 elect a Chair and Vice Chair of the Organisation who, with effect from the AGM in 2020, shall hold office for periods of 2 years;
  - 11.8.6 appoint auditors for the Organisation (if the Organisation's accounts are required to be audited); and
  - 11.8.7 may discuss and determine any issues of policy or deal with any other business put before them by the Board.
- 11.9 Any general meeting which is not an AGM is a general meeting.
- 11.10 A general meeting may be called at any time by the Board and must be called within 14 clear days on a written request from at least ten Affiliate Voting Members and ten Individual Voting Members.
- 11.11 The Board should establish standing orders for the conduct of general meetings.

## 12 Networks

- 12.1 Affiliate Voting Members will be members of one or more Networks under arrangements decided by the National Council as a means of playing an active role in the governance of the Organisation. Practical steps for the establishment of a new Network or Networks may be taken with the approval of the National Council but any change to the provisions for representation on the National Council as set out in Article 13 requires approval by special resolution at a general meeting. Subject to any such changes, the Organisation shall have the following Networks:
  - 12.1.1 Premier League Network – open to Affiliate Voting Members who are involved in supporting Premier League clubs

- 12.1.2 Championship Network - open to Affiliate Voting Members who are involved in supporting Championship clubs
  - 12.1.3 League One and Two Network - open to Affiliate Voting Members who are involved in supporting League One and League Two clubs
  - 12.1.4 National Game Network - open to Affiliate Voting Members who are involved in supporting clubs in other leagues
  - 12.1.5 Community Owned Club Network - open to Affiliate Voting Members which are Supporters Trusts which own at least 50% of a club's shares and, if the Community Owned Club Network so decides and subject to the approval of the Board, any other Supporters Trust which should be invited to join because of its significant shareholding in a club
  - 12.1.6 Fans for Diversity Network - open to Network members whose core purpose is addressing diversity issues who are appointed under a process approved by the National Council. The first members of the Fans for Diversity Network shall be appointed by the first subscriber Members of the Organisation having regard to the criteria for membership of the Fans for Diversity Network operated by The Football Supporters Federation and the views of the members of that Network.
- 12.2 Any dispute about the Network or Networks to which a Member belongs may be decided by the Board and subsequently referred to the National Council for approval.
  - 12.3 Networks are to decide their own patterns and arrangements for meeting with the expectation that, unless there is good reason otherwise, meetings will take place three or four times in a year. Networks should establish standing orders for their meetings.
  - 12.4 Networks are encouraged to develop means for communication and discussion between meetings.
  - 12.5 Individual Voting Members, Affiliate Voting Members and Associate Voting Members may be invited to attend Network meetings as guests but may not vote.

### 13 National Council

- 13.1 The Organisation will have a National Council which will be the means of members having a voice in the direction of the Organisation and its policies between AGMs.
- 13.2 The first members of the National Council will be appointed by the first subscriber Members of the Organisation having regard to the wishes expressed by members of The Football Supporters Federation and Supporters Direct at meetings in November 2018 on the following basis:
  - 13.2.1 3 members from the Premier League Network (1 to serve a term of office ending at the AGM in 2020 and 2 to serve terms of office ending at the AGM in 2021);
  - 13.2.2 3 members elected from the Championship Network (2 to serve terms of office ending at the AGM in 2020 and 1 to serve a term of office ending at the AGM in 2021);
  - 13.2.3 3 members elected from the League One & Two Network (1 to serve a term of office ending at the AGM in 2020 and 2 to serve terms of office ending at the AGM in 2021);
  - 13.2.4 3 members elected from the National Game Network (2 to serve terms of office ending at the AGM in 2020 and 1 to serve a term of office ending at the AGM in 2021);
  - 13.2.5 3 members elected from the Community Owned Club Network (1 to serve a term of office ending at the AGM in 2020 and 2 to serve terms of office ending at the AGM in 2021);
  - 13.2.6 3 members elected from the Fans for Diversity Network (2 to serve terms of office ending at the AGM in 2020 and 1 to serve a term of office ending at the AGM in 2021);
  - 13.2.7 3 members elected from the Associate Voting Members Tier (1 to serve a term of office ending at the AGM in 2020 and 2 to serve terms of office ending at the AGM in 2021);
  - 13.2.8 6 members elected from the Individual Voting Members Tier (3 to serve terms of office ending at the AGM in 2020 and 3 to serve terms of office ending at the AGM in 2021).



- 13.3 Thereafter, members of the National Council will be elected to fill vacancies and will hold office for a two year term from the date of an AGM to the date of an AGM. Each Network will decide for itself the arrangements for the election of members of the National Council, subject to approval by the AGM. The elections for members for the Associate Tier and the Individual Voting Members tier will be conducted at the AGM under arrangements proposed by the Board and approved by the AGM.
- 13.4 Of the members of the National Council nominated and elected from Affiliate Voting Members in Networks and nominated and elected from Associate Voting Members in the Associate Tier there must be no more than one at any point in time who was nominated from the same Affiliate Voting Member or Associate Voting Member.
- 13.5 Meetings of the National Council will be chaired by the Chair of the Organisation or in their absence the Vice Chair. If neither the Chair nor Vice Chair is present at meeting the National Council will appoint a chair from among those present for that meeting.
- 13.6 The National Council may co-opt up to two additional members if it considers they will assist it in its work for periods of office not exceeding three years and subject to approval at the next AGM.
- 13.7 Members of the National Council will take responsibility for conducting a dialogue with those who elected them and speaking for them so that, between the members of the National Council, each Tier of membership is represented.
- 13.8 A person shall cease to be a member of the National Council if:
- 13.8.1 being a representative of an Affiliate Voting Member, that Affiliate Voting Member ceases to meet the criteria for membership of the Network from which they were elected; or
  - 13.8.2 they or the Member they represent cease to be entitled to be a Member of the Organisation;
  - 13.8.3 they resign; or
  - 13.8.4 they fail without good reason to attend three consecutive meetings; or
  - 13.8.5 they are removed from office by a resolution of two-thirds of the remaining members of the National Council for serious breach of any code of conduct which the National Council has adopted. No such resolution may be passed unless the National Council has invited the views of the person concerned and considered the matter in the light of any such views; or
  - 13.8.6 they are convicted of an imprisonable offence.
- 13.9 The procedures for the National Council shall be as follows.
- 13.9.1 The National Council shall meet at least three times each year.
  - 13.9.2 A quorum at National Council meetings shall be one third of the members of the Council.
  - 13.9.3 Each member of the National Council shall have one vote on any matter to be decided by the National Council. In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.
  - 13.9.4 If any member of the National Council has a material involvement in a matter being considered by the Council (other than by virtue of being a member of a Network or Tier), they shall declare it, and the remaining members of the National Council shall decide whether they may take part or vote on the matter.
  - 13.9.5 The National Council should establish its own standing orders for meetings, and a code of conduct to be followed by all members of the National Council.

## 14 The Board

- 14.1 The first Board Members will be:

- 14.1.1 3 Board Members appointed from the Interim Board which operated prior to incorporation with members drawn from The Football Supporters Federation and Supporters Direct, who shall serve a term of office ending at the AGM in 2019;
  - 14.1.2 6 Board Members appointed by the first subscriber Members of the Organisation by reference to election processes carried out at or before meetings of The Football Supporters Federation and Supporters Direct in November 2018, 3 of whom shall serve a term of office ending at the conclusion of the AGM in 2020 and 3 of whom shall serve a term of office ending at the AGM in 2021;
  - 14.1.3 a Chair appointed by the first subscriber Members of the Organisation by reference to election processes carried out at or before meetings of The Football Supporters Federation and Supporters Direct in November 2018, who shall serve a term of office ending at the AGM in 2021;
  - 14.1.4 a Vice Chair appointed by the first subscriber Members of the Organisation by reference to election processes carried out at or before meetings of The Football Supporters Federation and Supporters Direct in November 2018, who shall serve a term of office ending at the AGM in 2020.
- 14.2 With effect from the AGM in 2019 vacancies on the Board will be filled by elections in the National Council from among the members of the National Council under an election process proposed by the Board and approved by the AGM. The term of office of Board Members so elected will be three years.
- 14.3 The Board may co-opt additional Board Members, should they consider it necessary for reasons of diversity or required skills, for periods of office not exceeding three years and subject to approval at the next AGM.
- 14.4 Every Board Member must sign:
- 14.4.1 a declaration of willingness to act as a Board Member of the Organisation; and
  - 14.4.2 a declaration confirming that they are not disqualified from acting as a Board Member;
- before they may vote at any meeting of the Board.
- 14.5 In relation to terms of office for Board Members:
- 14.5.1 the normal term of office for a Board Member shall be three years, at the end of which a Board Member shall retire and may stand for reappointment, if otherwise eligible;
  - 14.5.2 terms of office shall begin (or be deemed to begin) and end at the conclusion of the AGM each year.
- 14.6 A Board Member's term of office automatically terminates if they:
- 14.6.1 are disqualified or otherwise prohibited by law from acting as a Board Member;
  - 14.6.2 are incapable, whether mentally or physically, of managing their own affairs;
  - 14.6.3 are absent from three consecutive meetings of the Board and are asked by a majority of the other Trustees to resign;
  - 14.6.4 or the Member they represent cease to be entitled to be a Member of the Organisation;
  - 14.6.5 resign by written notice to the Board (but only if at least two Board Members will remain in office);
  - 14.6.6 are removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Board Member concerned and considered the matter in the light of any such views.
- 14.7 A technical defect in the appointment of a Board Member of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

## 15 Board Meetings

- 15.1 The Board must hold at least four meetings each year.
- 15.2 A quorum at a meeting of the Board is not less than one third of the total number of Board Members, subject to a minimum of two Board Members.
- 15.3 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants.
- 15.4 The Chair or (if the Chair is unable or unwilling to do so) the Vice Chair or (if the Vice Chair is unable or unwilling to do so) another Board Member chosen by Board Members present presides at each meeting.
- 15.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all Board Members is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 15.6 Except for the chair of the meeting, who has a casting additional vote, every Board Member has one vote on each issue.
- 15.7 A procedural defect of which the Board is unaware at the time does not invalidate decisions taken at a meeting.
- 15.8 The Board should establish standing orders for its meetings.

## 16 Board powers

- 16.1 The Board has power to direct the affairs of the Organisation and to deal with its property and funds. In exercising its powers, and subject to the legal duties of Board Members, the Board shall ensure that the affairs of the Organisation are conducted to deliver the Objects of the Organisation in accordance with the spirit and intention of Articles 2 and 3 of these Articles.
- 16.2 The Board has the following powers in particular:
- 16.3 to appoint, and remove, any person (who may be a Board Member but may not be the Chief Executive) to act as Secretary in accordance with the Companies Act;
- 16.4 to make rules consistent with the Articles and the Companies Act to govern their proceedings, the proceedings of the National Council and Networks and proceedings at general meetings;
- 16.5 to make regulations consistent with the Articles and the Companies Act to govern the administration of the Organisation and the use of its seal (if any);
- 16.6 to establish procedures to assist the resolution of disputes or differences within the Organisation; and
- 16.7 to exercise any powers of the Organisation which are not reserved to the members in general meeting.

## 17 Records and Accounts

- 17.1 The Board must comply with the requirements of the Companies Act as to keeping financial records, the audit or other scrutiny of accounts and the preparation and transmission to the Registrar of Companies of:
  - 17.1.1 annual returns;
  - 17.1.2 annual reports; and
  - 17.1.3 annual statements of account.
- 17.2 The Board must keep proper records of:
  - 17.2.1 all proceedings at general meetings;

17.2.2 all proceedings at meetings of the Board;

17.2.3 all reports of committees; and

17.2.4 all professional advice obtained.

17.3 Accounting records relating to the Organisation must be made available for inspection by any Board Member at any time during normal office hours and may be made available for inspection by members who are not Board Members if the Board so decide.

17.4 A copy of the Organisation's latest available statement of account must be supplied on request to any Board Member or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Organisation's reasonable costs.

## 18 Notices

18.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means.

18.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.

18.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

18.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

18.3.2 two clear days after being sent by first class post to that address;

18.3.3 three clear days after being sent by second class or overseas post to that address;

18.3.4 on the date of publication of a newspaper containing the notice;

18.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally;

18.3.6 if sent or supplied by means of a website, when the material is first made available on the website or if later when the recipient receives or is deemed to have received notice of the act that the material is available on the website; or, if earlier,

18.3.7 as soon as the member acknowledges actual receipt.

18.4 A technical defect in the giving of notice of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

## 19 Indemnity

The Organisation may indemnify any Board Member, Auditor, Reporting Accountant, Independent Examiner or other officer against liability incurred by them in that capacity, in the case of a Board Member, to the extent permitted by section 232 of the Companies Act or, in the case of an Auditor, to the extent permitted by sections 532 and 533 of the Companies Act.

## 20 Interpretation

20.1 In the Articles, unless the context indicates another meaning:

:Affiliate Voting Member~ means an Affiliate Voting Member of the Organisation as defined in Article 10.3.2;

:AGM~ means an annual general meeting of the Organisation;

:Articles~ means these articles of association;

:Associate Voting Member~ means an Associate Voting Member of the Organisation as defined in Article 10.3.3;

:authorised representative~ means an individual who is authorised by a member organisation to act on its behalf at meetings of the Organisation and whose name is given to the Secretary;

:Board~ means the Board of the Organisation made up as described in Article 14;

:Board Member~ means a member of the Board;

:Chair~ means the chair of the Organisation;

:Chief Executive~ means the chief executive of the Organisation or the executive with equivalent responsibility;

:clear day~ means 24 hours from midnight following the relevant event;

:Companies Act~ means the Companies Act 2006;

:financial year~ means the Organisation's financial year;

:firm~ includes a limited liability partnership;

:indemnity insurance~ means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty;

:Individual Voting Member~ means an Individual Voting Member of the Organisation as defined in Article 10.3.1;

:material benefit~ means a benefit which may not be financial but has a monetary value;

:Member~ means an Individual Voting Member, Affiliate Voting Member or Associate Voting Member of the Organisation;

:month~ means calendar month;

:National Council~ means the National Council of the Organisation made up as described in Article 13;

:Network~ means a Network of the Organisation as defined in Article 12;

:Objects~ means the Objects of the Organisation as defined in Article 3;

:ordinary resolution~ means a resolution which is passed by a majority of the members;

:Secretary~ means the secretary of the Organisation;

:Supporters Trust~ means an organisation meeting the criteria for membership of Supporters Direct as a football supporters trust on 1 November 2018 or any replacement criteria laid down by the Community Owned Clubs Network;

:the Organisation~ means the Organisation governed by the Articles;

:Tier~ means a category of membership of the Organisation as defined in Article 10.3;

:Values~ means the Values of the Organisation as defined in Article 4;

:Vice Chair~ means the vice chair of the Organisation;

:Voting Members~ means Individual Voting Members, Affiliate Voting Members and Associate Voting Members;

:written~ or :in writing~ refers to a legible document on paper including a fax message and an e-mail or other electronic communication sent from an electronic address registered with the Organisation;

:year~ means calendar year.

20.2 Expressions defined in the Companies Act have the same meaning.

20.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.