



Notice of Business

This document contains proposed Amendments to the Rules, Standing Orders and Articles of Association of Gloucestershire Football Association Limited.

The proposed changes are highlighted in **red**

To be submitted to the Annual General Meeting to be held at 7.15pm on Thursday 14th May 2009 at the Association's headquarters, Oaklands Park Almondsbury, Bristol BS32 4AG



THE COMPANIES ACT 1985 / THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF GLOUCESTERSHIRE FOOTBALL ASSOCIATION LIMITED

1. The name of the Company is "Gloucestershire Football Association Limited", referred to in this Memorandum of Association as "the Association". Unless stated to the contrary within this document, words and expressions shall have the same meaning as set out in the articles of association of the Association.
2. The registered office of the Association is to be situated in England.
3. The objects for which the Association is established are:
 - (1) To acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Gloucestershire Football Association and to indemnify Gloucestershire Football Association, its officers, members, members of its Council and any committees and its employees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Gloucestershire Football Association and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Gloucestershire Football Association and also in respect of the costs and expenses and outgoings arising from or attributable to the transfer of assets and undertaking.
 - (2) To promote, foster, develop and support the game of Association Football ("the game") in every way, without discrimination, and to take all steps as shall be thought necessary or advisable for preventing infringements of the Laws of the Game as they apply from time to time, or any improper methods or practices in the game, and for protecting the game from abuses.
 - (3) To make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of the game or otherwise within the County of Gloucester and in those parts of the City of Bristol which were within the boundary of that City in 1908 or such other area as may be determined from time to time by the Football Association ("the County"), and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye-laws and conditions.
 - (4) To promote, foster, develop and support the principle of fair play in the game by encouraging everyone involved in the game to show respect to each other and to behave in a sporting manner both on and off the field of play.
 - (5) To promote, foster, develop and support organisations designed in any way to promote, foster, develop and support the game, including playing the game, the training and regulation of players, coaches and referees, the promotion of sportsmanship, the promotion of security in relation to spectating and the advancement of science and medicine as they apply to the game, and in any way in relation to all other aspects of the game, including by subscribing for shares, loan stock, warrants and other instruments in such organisations, or becoming involved as a member or affiliate of such organisations, or facilitating the drafting and adoption of the constitution or memorandum and articles of association of such organisations or by making payments by way of grant or otherwise to such organizations.
 - (6) To maintain, continue and provide for the affiliation and registration of competition clubs and other organizations for promoting or playing the game, and to take over and continue any present registers of such kept by the Gloucestershire Football Association.

- (7) To maintain, continue and provide for the affiliation and registration of players, referees, coaches and others involved in the game and to take over and continue any present registers of such as kept by Gloucestershire Football Association.
- (8) **To** take over and continue with such variations as from time to time may be decided all the rules, registers, books, accounts, regulations, bye-laws, conditions and other documents of Gloucestershire Football Association.
- (9) **To** promote, provide for, regulate and manage competitions and matches, in England or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to such promotion, provision, regulation or management, including for the comfort, conduct, conveyance, convenience or benefit of players and of the public, and of any other persons concerned or engaged in such competitions or matches.
- (10) To accept, take over, or otherwise acquire all cups, shields and other prizes of or relating to Gloucestershire Football Association and to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any of the same.
- (11) To provide for representation at general meetings and on the Council of The Football Association Limited of persons involved in the game within the County by such means and in such manner as shall be determined from time to time under the rules, regulations or bye-laws, conditions or articles of the Association.
- (12) To provide for, make and vary all such rules, regulations and bye-laws as they relate to persons involved in the game in the County from time to time.
- (13) **To** provide by rules, regulations, conditions, bye-laws, or otherwise, for deciding and settling all differences that may arise between associations, clubs, competitions, players or any persons who are members of or who are employed or engaged by any such association, competition or club, or any other person in reference to due compliance with the Laws of the Game, (as from time to time prescribed by The Football Association Limited) or the rules, regulations, conditions or bylaws of the Association or of The Football Association Limited, or in reference to contracts, or to any other matter of dispute or difference arising between such persons, or any of them, and whether the Association is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as shall be thought proper.
- (14) To co-operate with or assist any association or club or competition or other person involved in the game in any way which the Association shall think proper, and to enter into or adopt any agreement or arrangements with such.
- (15) To co-operate with The Football Association Limited in all matters relating to the game, including compliance with the Rules of The Football Association Limited and the rules and regulations of any body to which The Football Association Limited is affiliated.
- (16) **To** adopt and carry out all such rules and regulations, conditions, bye-laws, agreements and arrangements of The Football Association Limited, as are now in existence and from time to time, and to comply with or to enforce the due compliance with the same unless and until the same shall have been duly varied in accordance with the terms thereof.
- (17) **To** acquire, lay out, improve, hold, use or turn to account in any way football grounds or other athletic or sports grounds, together with pavilions, buildings, erections and easements, facilities and all fixtures, fittings and accessories as shall be thought advisable.
- (18) **To** print and publish any newspapers, periodicals, books, articles or leaflets.
- (19) To engage and pay upon such reasonable and proper terms as may be thought fit any person or persons whether on a full-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association.

- (20) To make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants.
- (21) To undertake and execute charitable trusts and to act as trustee for any association, competition, club or other organisation, and as such trustees to hold any real or personal property upon such trusts and with and subject to such powers and provisions as shall be thought fit.
- (22) To subscribe out of the funds of the Association to any fund, company, society, club or institution, charitable or otherwise, and in such manner as shall be thought fit.
- (23) To amalgamate or co-operate with any companies, institutions, societies, associations, clubs or other bodies having all or any of their objects similar to or compatible with any of the objects of the Association.
- (24) To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or association) as may directly or indirectly advance the interests of the Association and to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking.
- (25) To carry on any other trade or business which can be advantageously carried on in connection with or ancillary to any of the above-mentioned businesses or as may directly or indirectly advance the interests of the Association.
- (26) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Association may propose to acquire.
- (27) To invest and deal with the moneys of the Association not immediately required in any manner and hold and deal with any investment so made and to delegate the exercise of this power upon such terms and with such remuneration as the Association shall think fit to professional investment managers.
- (28) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, loans, compensations or other awards or benefits, and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts, whether to or for the benefit of present employees of the Association or of the Gloucestershire Football Association or of any association which is a subsidiary association of the Association or is allied to or associated with or affiliated to or in membership of the Association or with any such subsidiary association, or to or for the benefit of persons presently or formerly involved in the game as a player or referee or assistant referee or otherwise, or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such persons, or otherwise as may be thought directly or indirectly to advance the interests of the Association.
- (29) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments and to operate bank accounts.
- (30) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or associations as may be thought to advance the interests of the Association and to vest any property of the Association in any person or

association on behalf of the Association and with or without any declaration of trust in favour of the Association.

- (31) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Association to carry any of its objects into effect or for extending any of the powers of the Association or for effecting any modification of the constitution of the Association or for any other purpose which may be thought expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Association.
- (32) To sell, lease, mortgage, dispose of, grant rights over or otherwise deal with the whole or any part of the undertaking, property or assets of the Association on such terms as may be thought fit and to execute any document and do all such acts and things which may be needed for the efficient management, development and administration of such property and assets.
- (33) To pay for any rights or property acquired by the Association and to remunerate any person or association, whether by cash payment or by any other method that may be thought fit.
- (34) To establish or promote associations and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on all or any of the shares, debentures, debenture stock or other securities or obligations of any association, company or undertaking and to pay or provide for brokerage, commission and underwriting in respect of any such issue on such terms as may be thought fit.
- (35) To co-ordinate, finance and manage all or any part of the operations of any association which is a subsidiary association of or otherwise under the control of the Association and generally to carry on the business of a holding Association.
- (36) To carry on through any subsidiary or associated association any activities which the Association is authorised to carry on and to make any arrangements whatsoever with such association (including any arrangements for taking the profits or bearing the losses of any such activities) as may be thought fit.
- (37) To raise or borrow money for the objects of the Association in such manner as may be thought fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Association's undertaking, property and assets (whether present or future), for such purposes and in such circumstances and on such terms and conditions as may be thought fit.
- (38) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or association, in such circumstances and on such terms and conditions as may be thought fit.
- (39) To effect insurances against risk of loss to the Association, or against risk or accident to any servants of the Association in the course of their employment by the Association or to any persons while participating in any way in the game or in connection with promoting, fostering or developing the game, and to pay premiums on any such insurance.
- (40) To pay out of funds of the Association or agree to pay all or any of the promotion, formation and registration expenses of the Association.
- (41) To make any donations in cash or assets or establish or aid in the establishment of or contribute to or support any public, general, charitable, benevolent or useful object which is thought to be in the interests of the Association or its members to contribute to or support.

- (42) To do all or any of the things stated in this Clause 3 within the boundaries of the County whether as principal, agent or trustee or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
- (43) To do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Clause 3.
4. The objects stated in each part of Clause 3 shall not be restrictively construed but shall be given the widest interpretation. In Clause 3, the word "association" shall, except where used to refer to the Association, mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the sub-clauses of Clause 3, or the objects stated in Clause 3, or the powers conferred by Clause 3, shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-clause of Clause 3, or any other object stated in Clause 3 or any other power conferred by Clause 3.
5. The liability of the members is limited.
6. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to members of the Association save that the provisions of Clause 8 of this Memorandum shall apply on the winding-up or dissolution of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association.
- (a) Of reasonable and proper remuneration to any director, member, servant or consultant of the Association for any services rendered to the Association and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such director, member, servant or consultant of the Association;
 - (b) To any director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other directors to act in that capacity on behalf of the Association.
 - (c) Of interest on money lent by a member of the Association or its directors at a commercial rate of interest.
 - (d) To any director of reasonable and proper out-of-pocket expenses.
 - (e) Of reasonable and proper rent for premises demised or let by any member of the Association or by any director.
 - (f) Of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association.
7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound-up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves.
8. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the members of the Association equally.

THE COMPANIES ACT 1985 / [THE COMPANIES ACT 2006](#)
ARTICLES OF ASSOCIATION OF GLOUCESTERSHIRE FOOTBALL ASSOCIATION LIMITED

Interpretation

1 The regulations contained in Table C of the Act shall not apply to the Association but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.

2 In these Articles:

"The Act"

["the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;](#)

"Affiliated Club"

means a football club which the Council has accepted may affiliate to the Association;

"Affiliated League"

Means a league of Affiliated Clubs which the Council has accepted may affiliate to the Association;

"Articles"

means these Articles of Association;

"Appointed Council Member"

means each of the Company Secretary/Chief Executive, the honorary secretaries of the Association's county cups committee, the honorary secretaries of the Association's disciplinary committee, the honorary historian and such other persons as the Council sees fit approved pursuant to Article 48;

"Associate Members"

Means those individuals and organisations who are not members for the purposes of the Act but who are admitted by the Council as associate members of the Association;

"Chairman"

means the chairman of the Association appointed in accordance with Article 64;

"Challenge Trophy Clubs Representative"

Means the Council Member nominated pursuant to Article 34(iii) and in accordance with Article 39 by those Affiliated Clubs who are designated by the directors as not being members of an Affiliated League but which participate in the Competition known as the "Challenge Trophy";

"clear days"

in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Company Secretary/Chief Executive"

means the person appointed pursuant to Article 93 to perform the duties of the Company Secretary/Chief Executive of the Association and to perform the duties of general secretary of the Association or any other person appointed to perform the duties of the Company Secretary/Chief Executive of the Association pursuant to Section 283 of the Act, including a joint, assistant or deputy secretary;

"Competition"

Means a competition of Affiliated Clubs operating within the County which the Council has accepted may affiliate to the Association;

"the Council"

Means the Council of the Association as constituted under these Articles and any Rules made pursuant thereto;

"Council Members"

Means the members of the Council appointed or elected pursuant to Article 34 and in accordance with these Articles;

"Deputy Chairman"

means the deputy chairman of the Association appointed in accordance with Article 64;

"directors or the Board"

Means the directors of the Association for the purposes of the Act as appointed under these Articles from time to time;

"executed"

Includes any mode of execution;

"FA Representative"

Means the person appointed in accordance with Article 46 to be the Association's representative at The Football Association under the Articles of The Football Association;

"First Council Meeting"

Means the first meeting of the Council to be held after the Association's first annual general meeting;

"The Football Association"

Means The Football Association Limited;

"Honorary Referees' Secretary"

Means the person appointed in accordance with Article 45 to control the management of all referees in the County;

"Honorary Treasurer"

Means the honorary treasurer of the Association appointed in accordance with Article 45;

"Last Council Meeting"

Means the last Council meeting to be held before the Association's first annual general meeting;

"Laws of the Game"

Means the laws of Association Football as settled by the Federation Internationale de Football Associations ("FIFA") from time to time;

"League Representative"

Means a Council Member elected pursuant to Article 34(xiv) and in accordance with Articles 37 and 38;

"Life Members"

Means the life members of the Association appointed in accordance with Article 44;

"Life Vice-Presidents"

Means the life vice presidents of the Association appointed in accordance with Article 42;

"members"

Means those Affiliated Clubs, Affiliated Leagues Competitions, Associate Members and individuals admitted into membership of the Association in accordance with Article 3;

"Membership Rules"

Means the membership rules of the Association created and amended from time to time pursuant to Article 5;

"office"

Means the registered office of the Association;

"President"

Means the president of the Association elected in accordance with Article 41;

"Referees' Association Representatives"

means the persons appointed pursuant to Article 34(xi) and in accordance with Article 39 by the Referees' Association which is the association recognised by the directors as being responsible for the control of the regulations for and registration of referees in the County;

"Rules"

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

"Rules of the Football Association"

Means the rules of The Football Association as amended from time to time;

"Senior Challenge Clubs' Representative"

Means the Council Member appointed pursuant to Article 34(xi) and in accordance with Article 39 by those Affiliated Clubs designated by the directors as participating in the Competition known as the Senior Challenge Cup;

"Senior Professional Clubs' Representatives"

Means the Council Members appointed pursuant to Article 34(xi) and in accordance with Article 39 by those Affiliated Clubs designated by the directors as being members of the FA Premier League Limited or the Football League Limited;

"United Kingdom"

Means Great Britain and Northern Ireland;

"Vice-Presidents"

Means the Vice-Presidents of the Association appointed in accordance with Article 43.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association. References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.

Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships. Headings are inserted for convenience only and do not affect the construction of these Articles.

“Reporting County FA”

Means the County FA an affiliated League is recorded against in The FA County Administration System.

“Parent County”

Means the County FA a Club is affiliated to in accordance with the FA “Memorandum on Areas and Overlapping of Associations” and recorded in The FA County Administration System.

MEMBERS OF THE ASSOCIATION

- 3 The subscribers to the Memorandum of Association of the Association, the members as at the date of incorporation of the unincorporated association known as Gloucestershire Football Association and such other persons as are admitted to membership by the Council in accordance with the Articles shall be the members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the directors require executed by him. The provisions of section 352 of the Act shall be observed by the Association and every member shall either sign a written consent to become a member or sign the register of members becoming a member. For the purposes of registration the number of members is declared to be unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by section 375 of the Act. Council Members shall be members but any person who ceases to be a Council Member shall be deemed to have resigned his membership of the Association.
- 4 A member may at any time withdraw from membership of the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles, the Membership Rules or the Rules.
- 5 Subject to Article 7, the Council may from time to time make, vary and revoke Rules relating to all aspects of membership of the Association including (without limitation) Rules:
 - (a) Setting out different categories of membership of the Association including Rules for Associate Members.
 - (b) Setting out rights, privileges and obligations of the different categories of members.
 - (c) Relating to the organisation of members including (without limitation) rules of, finances of and financial and other records and minute books to be kept by members.
 - (d) Setting out which office holder(s) of a member may represent the member at general meetings of the Association.
 - (e) Setting out disciplinary procedures for members and players.
- 6 The Council shall in their discretion admit members.
- 7 The directors may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members.
- 8 The members shall pay any subscription or affiliation fees set by the directors. Any member whose subscription or affiliation fee is more than three months in arrears shall be deemed to have resigned his membership of the Association.

- 9 It shall be the duty of the directors, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the directors for the time being.
- 10 If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the directors. The directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.

GENERAL MEETINGS

- 11 The Association shall hold a general meeting in every calendar year (before 31 May or such other date as the directors shall prescribe) as its annual general meeting at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it, provided that so long as the Association holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year. The annual general meeting shall be held for the following purposes:
- (a) To receive from the directors a full statement of account, pursuant to Article [96](#)
 - (b) To receive from the directors a report of the activities of the Association since the previous annual general meeting
 - (c) To elect the President pursuant to Article 41
 - (d) To elect the Life Vice-Presidents pursuant to Article 42
 - (e) To elect the Vice-Presidents pursuant to Article 43
 - (f) To appoint the Association's auditors
 - (g) To transact such other business as may be brought before it in accordance with these Articles.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 12 The directors may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the Company Secretary/Chief Executive may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 13 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other extraordinary general meeting shall be called by at least 14 days' notice. A general meeting may be called by shorter notice if it is so agreed:
- (a) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.
- 14 The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:
- (a) The consideration and adoption of the accounts and balance sheet and the reports of the directors and auditors and other documents required to be annexed to the accounts.
 - (b) The appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Companies Act.

The notice shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special or extraordinary resolution, specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

- 15 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 16 No business shall be transacted at any meeting unless a quorum of 25 members is present.
- 17 If such a quorum is not present within 30 minutes of the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 18 The President or in his absence the Chairman or in his absence the Deputy Chairman shall preside as chairman of the meeting, but if neither the President, the Chairman nor the Deputy Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
- 19 If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

- 20 The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 21 The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
- (a) Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - (b) The conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
 - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
- 22 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
- 23 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) By the chairman of the meeting; or
 - (b) by at least 10 members present and having the right to vote at the meeting.
- 24 Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 25 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 26 A poll shall be taken at such time and place and in such manner as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 27 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

- 28 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 29 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 30 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

- 31 On a show of hands every member who is present in person shall have one vote and on a poll every member present in person shall have one vote. There shall be no right for a member to vote by proxy. No person may represent more than one member.
- 32 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
- 33 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

THE COUNCIL

34 The Council shall comprise:

- (i) the President;
- (ii) Life Vice-Presidents;
- (iii) Vice-Presidents;
- (iv) the Chairman;
- (v) the Deputy Chairman;
- (vi) Directors;
- (vii) the FA Representative;
- (viii) the Honorary Treasurer;
- (ix) the Referees' Secretary;
- (x) the Life Members;

- (xi) the Senior Professional & Senior Challenge Club Representatives;
- (xii) the Referees' Association Representatives;
- (xiii) One representative appointed each year in accordance with Articles 37 and 38, by each affiliated Youth League for whom Gloucestershire FA is the 'Reporting County FA.'
- (xiv) the Challenge Trophy Clubs' Representative; and
- (xv) one or more representatives appointed each year in accordance with Articles 37 and 38 by each affiliated Open Age League, for whom Gloucestershire FA is the 'Reporting County FA'. The number of representatives being determined in accordance with the number of affiliated teams in membership and for whom Gloucestershire FA is their 'Parent County FA' as set out in the table below:

| No. of Affiliated <u>Teams</u> | No. of Representatives |
|---------------------------------------|-------------------------------|
| <u>1 - 50</u> | 1 |
| <u>51 - 100</u> | 2 |
| <u>>100</u> | 3 |

- (xvi) the Appointed Council Members

Exceptions to Article 34

(Ref. xiii) The two Youth Committee representatives in place as at 01 May 2009 shall remain members of Council as representatives for Youth football until such time as they cease to be members of the GFA Youth Committee or become Life Members of the Association.

(ref. xv) Any affiliated League that was entitled to a greater number of League representatives than currently set out under Article 34 (xv), as at 01 May 2009, shall not be required to reduce their total number of representatives to meet the requirements of this Article until the individual representative(s) in place at that date cease to be nominated members of Council or become Life Members of the Association.

35 The first Council members shall be:

- (i) President
- (ii) Life Vice-Presidents
- (iii) Vice-Presidents
- (iv) Chairman
- (v) Deputy Chairman
- (vi) FA Representative
- (vii) Honorary Treasurer
- (viii) Referees' Secretary
- (ix) Life Members
- (x) Senior Professional Clubs' Representatives
- (xi) Referees' Association Representatives
- (xii) Challenge Trophy Clubs' Representative

- (xiii) League Representatives
- (xiv) Appointed Council Members

36 The first President of the Association set out in paragraph (i) of Article 35 shall hold office until the Association's second annual general meeting at which meeting he shall retire but may be reappointed or re-elected in accordance with these Articles. The first Chairman and Deputy Chairman set out in paragraphs (iv) and (v) of Article 35 shall retire in accordance with the provisions of Article 64. The first FA Representative set out in paragraph (vi) of Article 35 shall retire in accordance with the provisions of Article 46. The first Council Members set out in paragraphs (vii) and (viii) of Article 35 shall hold office until the First Council Meeting but may be re-appointed in accordance with these Articles. The first Council Members set out in paragraphs (x) to (xii) of Article 35 shall hold office until the First Council Meeting at which meeting they shall retire but may be re-appointed or re-elected in accordance with these Articles. The first League Representatives set out in paragraph (xiii) of Article 35 shall hold office until the Last Council Meeting at which meeting they shall retire but may be re-appointed or re-elected in accordance with these Articles. The first Council Members set out in paragraph (xiv) of Article 35 shall hold office until such time as the Council sees fit but may be re-appointed in accordance with these Articles.

APPOINTMENT TO THE COUNCIL

37 Each Affiliated League for whom Gloucestershire FA is the 'Reporting County FA' is entitled to nominate a person to be a League Representative pursuant to paragraph (xv) of Article 34 and shall decide for themselves which person or persons (as the case may be) they propose to nominate as a League Representative or League Representatives (as the case may be). Those persons proposed to be nominated as League Representatives pursuant to paragraph (xv) of Article 34 must be nominated and the Company Secretary/Chief Executive informed of such nomination on or before such date as the directors shall prescribe in each year. An Affiliated League conducting a subsidiary league or competition shall not be entitled to additional representation on the Council for that league or competition. Such persons nominated as League Representatives must be approved by the Council and may not be changed without the Council's approval. Such persons shall serve for a one-year term from the first Council meeting following the annual general meeting in the year of their appointment and shall be eligible for re-appointment.

38 In the event of a casual vacancy occurring in relation to any League Representative, the members within the Affiliated League concerned shall have power to appoint a substitute League Representative, suitably qualified to represent that Affiliated League, until such time as the person who was replaced was due to retire and such person shall be eligible for re-election in accordance with these Articles. A person so nominated shall not be appointed to the Council unless approved by the Council.

39 Each organisation or group of organisations entitled to nominate a person to be a Council Member pursuant to paragraphs (x) to (xii) of Article 34, shall submit to the Council for approval by such time as the Board shall prescribe, the name or names of the person or persons (as the case may be) they propose to nominate as a Council Member or Council Members (as the case may be). Such persons if approved by the Council shall serve for a one-year term from the first Council meeting after the annual general meeting in the year of their appointment and shall be eligible for reappointment.

40 The directors and Council Members shall remain in office until their successors have been elected and appointed. The Council shall have power to fill any vacancy which may occur on

the Council during the year. A Council Member so appointed to fill a vacancy shall hold office until such time as the person who was replaced was due to retire but shall be eligible for re-appointment in accordance with these Articles.

PRESIDENT

- 41 At the second annual general meeting and at the annual general meeting to be held in every second year thereafter the President shall retire. Nominations for the office of President shall be made on the form prescribed by the directors and sent together with the names of proposers and seconders to the Company Secretary/Chief Executive before such date as the directors shall prescribe in each year in which an election is to be held. Any member of the Association may propose or second a nomination for President. No person shall be eligible for election as President unless he is a Life Vice-President or Vice-President. Such person shall hold office for a term of two years from the annual general meeting at which he is elected but shall not be eligible for re-election until a period of four years has elapsed after the expiry of any term as President. The person elected as President shall be given a memento to mark the occasion. The President shall have such rights and privileges as the Council shall from time to time prescribe.

LIFE VICE-PRESIDENTS

- 42 No person shall be eligible for election as a Life Vice-President unless he is a Life Member and has served on the Council for at least 42 years and is still in the directors' opinion taking an active part in the Association. The members shall appoint Life Vice-Presidents from the Council Members eligible at the first annual general meeting and at the annual general meeting in each subsequent year. Life Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council meetings. Life Vice-Presidents shall, on being elected pursuant to this Article, cease to be League Representatives but shall be entitled to remain on the Council for the rest of their lives without the need to be re-appointed. Life Vice-Presidents shall have such rights and privileges as the Council shall from time to time prescribe and shall be presented with a memento to mark the occasion of their election.

VICE-PRESIDENTS

- 43 There may be up to six Vice-Presidents at any one time. If there is any vacancy in the position of Vice-President, a Life Member (who is still in the directors' opinion taking an active part in the Association) may be elected to fill the vacancy at the next annual general meeting. No person may be elected as a Vice-President unless he is a Life Member. Nominations for the office of Vice-President shall be sent, on the form prescribed by the directors, signed by any two members as the proposer and seconder, and by the nominee and sent by registered post or recorded delivery so as to reach the Company Secretary/Chief Executive on or before such date as the Board shall prescribe each year. The sealed envelopes will be opened at the annual general meeting and the results declared at that meeting. Vice-Presidents shall be entitled to receive notice of, attend and vote at all Council Meetings. Vice Presidents shall have such rights and privileges as the Council shall from time to time prescribe.

LIFE MEMBERS

- 44 A Council Member, who has served as a Council Member for at least 21 years, both continuously or in aggregate, shall become a Life Member and shall be presented with a long service memento to mark the occasion. Life Members shall, on being elected pursuant to this Article, cease to be a League Representative and subject to his/her continuing activity, receive notices of, attend and vote at all Council Meetings. Life Members shall be entitled to remain on

the Council for the rest of their lives without need to be re-elected and shall have such rights and privileges as the Directors shall, from time to time, prescribe.

HONORARY TREASURER AND HONORARY REFEREES' SECRETARY

- 45 The Honorary Treasurer and the Honorary Referees' Secretary (whether or not they are already Council Members) shall both be Directors by virtue of their office and be subject to Articles 63 to 67 inclusive.

FA REPRESENTATIVE

- 46 A Council Member wishing to stand for the position of FA Representative must be proposed and seconded by two other Council Members on or before 31 March. If an election is necessary it will take place in accordance with Article 67. The elected person will serve for one year and be eligible for re-election without nomination. The Council shall have the power to remove the FA Representative from office at any time if a proposal at a meeting of Council to do so is supported by 75% or more of those present and voting.
- 47 Should the FA Representative be already, or becomes, a life member or vice-president of The Football Association, in accordance with its Articles of Association, then this shall create a casual vacancy in the position of FA Representative.

APPOINTED COUNCIL MEMBERS

- 48 The Council shall have the power at any time to appoint any of the Appointed Council Members to the Council if they are not already members of the Council. Such Co-opted Council Members shall be entitled to attend and receive notice of vote at all Council Meetings. Such Co-opted Council Members shall hold office until such time as the Council thinks fit.

POWERS OF THE COUNCIL

- 49 The Council has the power to appoint and remove directors in accordance with these Articles.
- 50 The Council has the power to regulate and manage all football matters referred to it to include (without limitation) all disciplinary, selection, referees, league sanctions and other matters pertaining to the regulation and conduct of football in the County.
- 51 Pursuant to Article 50, at such time as the Council shall decide each year, the Council shall appoint such Council Members as the Council thinks fit to the following committees of the Council to hold office for a one year term from such time as the Council shall decide each year:
- a) General Purposes Committee;
 - b) County Cups Committee;
 - c) Disciplinary Committee;
 - d) County Match Committee;
 - e) Coaching & Development Committee;
 - f) Referees' Committee;
 - g) Rules Revision & League Sanction Committee;
 - h) Committee Selection Committee;
 - i) Youth Committee;

j) Such other ad hoc committees to deal with football matters as the Council sees fit.

- 52 The Council may in its absolute discretion at any time amend or add to the list of committees in Article 51 and the Council may at any time dispense with the need for any of the committees set out in Article 51. The Council may also amend the name of any committee at any time.
- 53 Each Committee appointed in accordance with Article 51 shall decide which of its number shall be Chairman. If the Company Secretary/Chief Executive or a member of the Association staff is not acting as Secretary then the Committee shall decide which of its number shall act as Secretary. Each committee shall conduct its business with any terms of reference and standing orders set by the Council from time to time.

PROCEEDINGS OF THE COUNCIL

- 54 Council Members are entitled to attend all Council meetings and general meetings and subject to the provisions of these Articles are entitled to vote at such meetings.
- 55 The Council shall meet at least four times each year. The directors may, and on the request of any six Council Members the directors shall, call Council meetings. The notice shall be sent to all the Council Members individually. At least five days' notice shall be given of Council meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate any resolution passed or the proceedings at that meeting. No business shall be transacted at any Council meeting unless a quorum of 15 Council Members is present.
- 56 The Council shall have the power to make standing orders for the conduct of Council meetings and the Council may otherwise regulate their proceedings as they think fit. Council meetings shall be conducted in accordance with those standing orders. Each Council Member shall have one vote.
- 57 Any Council Member who during any year shall without sufficient reason be absent, without the permission of the Council, from two-thirds of the Council meetings and/or the meetings of a committee established pursuant to Articles 51 and 52 of which he is a member, shall be deemed to have resigned his membership of the Council.

MINUTES

- 58 The Council Members shall cause minutes to be made and kept:
- (1) Of all appointments of its officers; and
 - (2) of all its proceedings.

DIRECTORS

- 59 Subject to Articles 5 and 50, the affairs of the Association shall be governed by the directors who may authorise all such acts and the exercise of all such powers of the Association by the directors, on whom executive management powers are conferred as directors, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute or these Articles required to be done or exercised by the Association in general meeting or by the Council.
- 60 In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the directors, a matter shall be carried if supported by a simple majority of the directors present and voting.

NUMBER OF DIRECTORS

61 Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of nine but shall be not less than three.

BOARD OF DIRECTORS

62 The directors shall be:

- (1) the Chairman;
- (2) the Deputy Chairman;
- (3) the Honorary Treasurer;
- (4) the Honorary Referees' Secretary;
- (5) up to five further persons to be elected by the Council.

63 No person may be elected as a Director if at the time of the election that person has attained the age of 75 years. A Director who has attained the age of 75 shall vacate office immediately prior to the next Annual General Meeting.

64 Subject to Article 63 and Article 72, a Director's term of office shall be three years. Where a vacancy arises for a Director (including the Chairman and Vice Chairman of the Association, the Honorary Treasurer and the Honorary Referees' Secretary) that Director shall be appointed by Council at the first Council meeting following the Annual General Meeting. The Council shall have the power to remove any Director from office at any time in a proposal at a meeting of the Council to do so is supported by 75% or more of those present and voting.

Note: In May 2006, all Directors gave notice that, on introduction of Article 64, they would arrange for at least 2 vacancies to occur each year. This would be achieved by initially waiving their three year terms.

65 Retiring Directors shall be eligible for re-election, without further nomination, subject to Article 63 and 73. Other candidates must be proposed and seconded on or before 31 March. The proposal must clearly state the position to which the proposal applies.

66 Where an election for any Director's position is necessary, papers listing the names of all the candidates will be sent to each Council Member at least seven days prior to the election. The election will take place in accordance with Article 67 at the first Council Meeting following the Annual General Meeting.

67 Election shall be by ballot, save where there is only one candidate, in which case that candidate shall be elected. A candidate requires more than 50% of the votes to be elected. Where there are two or more candidates and no candidate in the ballot receives more than 50% of the votes in the first ballot, the candidate who receives the lowest number of votes shall withdraw and a further ballot be taken until one candidate receives more than 50% of the votes.

DELEGATION OF DIRECTORS' POWERS

68 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 69 Without prejudice to the provisions of section 303 of the Act, the members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.
- 70 The Council may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director appointed to fill a casual vacancy shall hold office until the person he has replaced was due to retire. A director appointed as an additional director shall hold office only until the first Council meeting following the next annual general meeting but shall be eligible for re-election. If not re-appointed to any position at that first Council meeting, he shall vacate office at the conclusion thereof.
- 71 If any director is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 72 The office of a director shall be vacated if:
- (a) He ceases to be a Council Member.
 - (b) He ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (d) he is, or may be suffering from mental disorder and either:
 - (i) He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (e) he resigns his office by notice to the Association; or
 - (f) he shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the directors and the directors resolve that his office be vacated; or
 - (g) he is suspended from holding office or from taking part in any football activity relating to the administration or management of the Association by a decision of The Football Association; or
 - (h) he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
 - (i) he is removed from office by a vote passed by three quarters' majority of the Council Members; or

- (j) he is requested to resign by all the other directors acting together. Section 293 of the Act shall not apply.

DIRECTORS' AND COUNCIL MEMBERS' EXPENSES

- 73 The directors and Council Members may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 74 Subject to the provisions of the Act, the directors may enter into an agreement or arrangement with any director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Association.

- 75 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) May be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested.
- (b) May be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 76 For the purposes of these Articles:

- (a) A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

DIRECTORS' GRATUITIES AND PENSIONS

- 77 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any

person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

- 78 The Board may at its discretion, award an honorarium to such persons as it thinks fit.
- 79 The directors and the Company Secretary/Chief Executive shall be entitled to receive notice of all meetings of committees of the Council and shall be entitled to attend and speak at such meetings and, the directors but not the Company Secretary/Chief Executive shall be entitled to vote at such meetings.
- 80 The directors shall regularly report to the Council on all their activities, such reports to include (if the directors think it appropriate) the minutes of Board Meetings.
- 81 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the Company Secretary/Chief Executive at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 82 Any director may participate in a meeting of the Board of Directors or of a committee of directors by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.
- 83 A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the rules and regulations of the Association for the time being vested in the Association generally. The quorum for the transaction of the business of the directors shall be three.
- 84 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of admitting persons to membership, filling vacancies or calling a general meeting.
- 85 The Chairman shall be the Chairman of the Board of Directors. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present. But if there is no person holding that office or if the Chairman holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Deputy Chairman shall preside. If there is no Deputy Chairman or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of the number to be Chairman of the meeting.
- 86 All acts carried out by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

- 87 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
- 88 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) The resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
 - (b) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
 - (c) His interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange;
 - (d) The resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes. For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association) connected with a director, shall be treated as an interest of the director.
- 89 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 90 The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 91 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 92 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

COMPANY SECRETARY/CHIEF EXECUTIVE

- 93 Subject to the provisions of the Act, the Company Secretary/Chief Executive shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary/Chief Executive so appointed may be removed by them.

MINUTES

- 94 The directors shall cause minutes to be made and kept of all proceedings at meetings of the Association, which shall include without limitation general meetings, proceedings of the standing committees established pursuant to Article 51 of the directors, and of committees of directors, including the names of the directors present at each such meeting. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

THE SEAL

- 95 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Company Secretary/Chief Executive or by a second director.

ACCOUNTS

- 96 The directors shall cause accounting records of the Association to be kept in accordance with section 221 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered). No member shall (as such) have the right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association. Once at least in every year, the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 97 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 98 The Association may give any notice to a member in any newsletter or other publication of the Association distributed to the members or may be given in a newspaper circulating throughout the County or notice may be affixed to the premises of the Association or may be given either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
- 99 A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

100 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

DISSOLUTION

101 If upon the winding-up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the members of the Association equally.

RULES OF THE FOOTBALL ASSOCIATION

102 The Association and its members shall be bound by and subject to and shall act in accordance with the Rules and the Rules of The Football Association and any regulations, standing orders, decisions, rulings or other findings or orders of any nature made pursuant to the Rules or the Rules of The Football Association. In the case of any difference between provisions under these Articles, the Rules and the Rules of The Football Association, the Rules of The Football Association and any provisions made pursuant to them shall take precedence.

INDEMNITY

103 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or Council Member or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

ALTERATIONS TO THE MEMORANDUM AND ARTICLES

104 Any proposal to alter the Memorandum or Articles not being such as by statute requires a special resolution or to wind-up the Association shall require the approval of the Association in general meeting and the same may be passed or approved by a resolution of the Association passed by a majority of not less than three-quarters (3/4) of the members of the Association for the time being entitled to vote who may be present in person in accordance with the Act and (in the case of a winding-up) in accordance with the provisions of the Insolvency Act 1986 (as amended from time to time).

RULES, STANDING ORDERS AND BYE-LAWS

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

106 The Council may from time to time make, repeal and amend standing orders for the conduct of Council meetings. The Council has the power to make, repeal and amend rules and regulations for the sanction and control of leagues and competitions, regulations for disciplinary proceedings of players and members, and regulations relating to referees.

107 Any such rules made pursuant to Articles 105 and 106 must be consistent with and subject to the Rules of the Football Association.

COUNCIL MEETINGS

STANDING ORDERS FOR THE CONDUCT OF BUSINESS AT MEETINGS OF THE COUNCIL

1. A copy of the Agenda shall be sent to each member at least five days before the date of each Council Meeting. After the minutes of the Council have been disposed of, the first business shall be the reading, discussion, adoption or otherwise of the minutes of Committees and a note as to their reception shall be recorded in the Council Minutes.
2. Discussion on Minutes of the Disciplinary Committee shall be limited to policy or procedures. There shall be no discussion on individual misconduct cases dealt with by this Committee.
3. The notice of all intended motions shall be given in writing to the [Chief Executive](#) 14 days prior to the Council meeting, to put on the Agenda for that meeting.
4. Every member when speaking shall rise and address themselves to the Chairman and the Chairman only shall have power to check or call a speaker to order.
5. When two or more members rise at one time the Chairman shall decide who shall have priority of speaking.
6. No member shall address the Council for more than five minutes on any one question, except the mover of the resolution, who may speak for ten minutes in moving his proposition.
7. No member shall speak twice on any question, unless permission is given to explain, except the mover of the original resolution, or of an amendment that displaces an original resolution. When an amendment is moved, no further amendment shall be moved or considered until the disposal of the first. Any number of amendments may be brought forward in succession, and the question may be put in such a manner, that if an amendment is negative, another may be moved upon the original proposition, but if the amendment is affirmed it shall form the proposition under consideration, whereupon further amendments may be moved. When these have all been disposed of, the question must ultimately be put upon the original or amended proposition, as the case may be, to enable it to be passed as a substantive resolution.
8. If the Chairman shall be of the opinion that a proposition is of an undesirable character, it may be put to the vote (on which there shall be no discussion) to determine whether it shall be entertained or not, and if two thirds of the members present and voting decide not to entertain it, the matter is disposed of for that meeting.
9. In the investigation of any complaints, reports of Referees or other matters in which witnesses or other parties are admitted into the Council Room, every member who may wish to question the person giving evidence shall do so through the Chairman.
10. A resolution shall not be rescinded at a meeting of the Council at which it has been passed, unless the motion to rescind shall be carried by two-thirds (2/3) of the Members present and voting. No matter which has been discussed by the Council, and on which a resolution has been passed, may be brought up for discussion within a period of twelve (12) months from the date on which the resolution was passed unless the motion to discuss shall be carried by two-thirds (2/3) of the Members present and voting.
11. Fifteen Members shall form a quorum of the Council, five Members a quorum of all other Committees, except the Disciplinary Committees, which shall be three members.
12. The Council may by vote, resolve itself into a Committee, and while in Committee (only Members of the Council then being present) there shall be no restriction as to the number of times a Member may speak on a motion.

13. Should there be any dispute which involves the conduct of any Member or Members of the Council, the said Member or Members shall retire during its consideration. Councillors who are officially connected with any Club whose conduct or that of its players is in dispute shall leave the meeting while the matter is under investigation.
14. The Directors, consisting of the Chairman of the Council, Deputy Chairman of the Council, Hon. Treasurer, Hon. Referees Secretary, other Directors and the Company Secretary/Chief Executive, shall be ex-officio members of all Committees.
 - a. Coaching & Development
 - b. Committee Selection
 - c. County Cups
 - d. County Match
 - e. Disciplinary
 - f. **General Purposes**
 - g. Referees' (consisting of)
 - i. The Chairman (who shall be appointed from Council by the Committee Selection Committee), Hon. Referees' Secretary, Referee Development Officer, County Training Officer, Referee Assessor Coordinator, two nominated Council members elected by the Referees' Association and one Youth League representative, appointed from Council by the Committee Selection Committee.
 - h. Rules Revision & League Sanction
 - i. Youth Committee (consisting of):
 - i. One Youth League representative, nominated by each affiliated Youth League, per 50 affiliated member teams. Maximum of three representatives per League.*
 - ii. Two representative of the English Schools FA
 - iii. Former and existing Youth Committee Officers as at 01 May 2009
 - iv. GFA representatives to the Youth Committee in membership as at 01 May 2009
 - v. GFA County Welfare Officer (non-voting)
 - vi. Two GFA Football Development Officers (non-voting)
 - vii. Two members of the GFA Young Leaders programme (non-voting)

* Only affiliated Youth Leagues and teams for whom Gloucestershire FA is the 'Parent' or 'Reporting County FA' are eligible under Standing Order 14 h i
15.
 - a. With the exception of the Referees' Committee, the Committees of the Association shall elect their individual Chairman by ballot each year. Voting papers will be sent to each Committee member (including Directors) by the 20 April in each year which must be returned by the following 10 May to the Company Secretary/Chief Executive. Vice Chairman will be appointed by each Committee at their first meeting of the season.
 - b. The Chairman and Deputy Chairman of Council shall be the Chairman and Deputy Chairman of the Committee Selection Committee. Other members of the committee shall be the individuals elected in accordance with Standing Order 15a.
 - c. With the exception of the Chairman and Deputy Chairman of Council no member shall be elected to more than one Committee as Chairman or Deputy Chairman.
16. The Committees of the Association shall appoint such individual panels as they consider necessary to deal with the business of their Committees. Individual panels of the Disciplinary Committee must consist of not less than three, or more than five members
17. Each individual panel appointed by the Committees shall elect a Chairman and Vice Chairman to conduct their business (Standing Order No 16 will not apply in the case of these appointments)
18. A member of any Committee (other than an ex-officio member) who is absent from 3 consecutive meetings of a Committee or Council shall be deemed to have resigned from such Committee, unless the absence be due to circumstances over which the member has no control

or to such reason which the Council may be deemed sufficient. The Council shall fill any such vacancy.

19. The record of attendance of each member at Council and Committee meetings shall be maintained by the Company Secretary/Chief Executive or Committee Secretary
20. Matters requiring immediate decision between Council meetings to be dealt with by the Directors or as delegated by them.

21. Committees - Power and Duties

- a. Coaching & Development Committee:
 - i. To organise the Coaching activities of the Association (Referee Coaching excluded) and to make such recommendations to the Council as it considers appropriate concerning this.
- b. Committee Selection Committee:
 - i. To appoint members to the Committees of the Association and to make such recommendations to the Council concerning these as it considers appropriate.
- c. County Cups Committee:
 - i. To control and manage the County Cup Competitions on behalf of the Council and to give decisions on matters arising out of these competitions which shall be deemed to be decisions of the Council.
 - ii. The responsibilities shall include: accepting entries and classifying same; making exemptions; making the draw and appointing officials to matches.
- d. County Match Committee
 - i. To organize and manage the participation of County representative teams in a suitable regional competition. Making recommendations to the Board of Directors and Council as appropriate.
- e. Disciplinary Committee:
 - i. To deal with all cases of misconduct connected with the playing of matches and with cases of misconduct other than these if specially referred by the Council. This Committee in the matter of Discipline shall have full powers of the Council; their decision shall be subject as regards appeals, only to the Football Association, as provided for in the rules of that Association.
- f. General Purposes Committee:
 - i. To consider general matters not covered by other committees, but in particular the development and maintenance of the Association's Headquarters, making recommendations to the Directors as appropriate.
- g. Referees Committee:
 - i. To deal with matters arising under the Regulations for the control of Referees and Coaching of Referees, and to make such recommendations to the Council as it considers appropriate.
- h. Rules Revision & League Sanction Committee:
 - i. To draft or revise rules, regulations and standing orders of the Association in accordance with the policy laid down by the Council, draw attention of the Council to conflicts or anomalies within them and to relevant difficulties which may not have been foreseen by the Council.
 - ii. To review the rules, regulations, standing orders and accounts of all Leagues and Competitions under the control of the Association.

- i. Youth Committee:
 - i. To promote & develop all aspects of mini-soccer and Youth football in support of the County Strategy
 - ii. To nominate Youth League Council representatives to the Committee Selection Committee for the following GFA Committees:
 - 1. County Cups (3 nominations)
 - 2. County Match (2 nominations)
 - 3. Disciplinary (3 nominations)
 - 4. Referees' (1 nomination)
 - 5. Rules Revision & League Sanction (2 nominations)
 - iii. To manage GFA Youth and FA Fair Play Awards

The definition of Youth football is that all players must be under the age of 18 on 31 August (or any other date which might be determined by The Football Association) at the commencement of the current season.

- 22. All meetings of the Association shall terminate by 9:00pm, unless a majority of the members present decide otherwise.

RULES OF GLOUCESTERSHIRE FOOTBALL ASSOCIATION LIMITED

(THESE RULES MUST BE READ IN CONJUNCTION WITH THE ARTICLES OF ASSOCIATION)

1. TITLE

- (a) The Association shall be called "GLOUCESTERSHIRE FOOTBALL ASSOCIATION LIMITED", and be affiliated to The Football Association Ltd., whose general rules shall be binding upon this Association, unless the following rules vary the same.
- (b) All Clubs playing according to the laws of The Football Association Ltd., and having their grounds or headquarters within the County of Gloucestershire and in those parts of the City of Bristol which were within the boundary of that city in 1908, shall be eligible for membership.
- (c) Clubs wishing to play in a League not affiliated to this Association must first obtain the permission of the Council before doing so; such permission will not be unreasonably withheld if the application conforms to the regulations of the Association. This shall not apply to Clubs who are already members of a League not affiliated to this Association and who have continuing membership of that League.

2. DIRECTORS

- (a) There shall be up to nine Directors as detailed in the Articles of Association, who will hold any real or personal property upon such trust and with and subject to such powers and provisions as shall be approved by the Council.
- (b) The Association will fully indemnify the elected Directors against personal liability for financial or legal commitments arising from them having acted in accordance with the instructions of the Association.
- (c) On election, the Chairman, Deputy Chairman and Honorary Treasurer shall become Directors. The remaining Directors (if required) shall be elected as specified in the Articles of Association.

3. CONSTITUTION

- (a) Refer to Articles of Association - number 34.

4. VICE PRESIDENTS

- (a) Refer to Articles of Association - number 43.

5. DIRECTORS

- (a) Council Members and Election of Members. Refer to Articles of Association, numbers 34 to 45 and 94.

6. LIFE MEMBERSHIP

- (a) Refer to Articles of Association, numbers 42 and 44.

7. MEMBERSHIP OF THE COUNCIL

- (a) Refer to Articles of Association, numbers 34, 37, 38 and 48.

8. ELECTION OF F.A. REPRESENTATIVE

- (a) Refer to Articles of Association, numbers 46 and 47.

9. COMMITTEES

- (a) The Council shall appoint such Committees as are necessary to attend to the business of the Association.
- (b) The relevant Committee Chairman shall be empowered to fill any vacancy that may occur during the year.

10. VOTING AT MEETINGS

- (a) At meetings of the Council and its Committees each member thereat shall have one vote.
- (b) The Chairman shall have a second or casting vote in any case where the votes would otherwise be equal.

11. ACCOUNTS

- (a) Refer to Articles of Association, number 98.

12. RULES AND REGULATIONS

(a) Alteration to Rules

Alteration to rules of the Association shall be made only at the Annual General Meeting, or an Extraordinary General Meeting convened as provided for in Rule 13 for that specific purpose. In the case of an any alteration proposed by a Member of Council, a League or Club, written notice must be sent to the Chief Executive on or before the 31 December preceding the Annual General Meeting at which it is to be considered, together with the names of the proposer and seconder who must be eligible under rule 14 to attend and vote at the meeting. The Council shall have the power to submit proposed alterations to the Annual or Extraordinary General Meeting. Particulars of proposed alterations must be sent to each Member of the Council, and each affiliated Club at least seven days before the Annual General Meeting. Such proposed alterations must be supported by at least two-thirds (2/3) of the representatives present and voting.

(b) Forms

The Council shall settle the Forms required by these Rules and Regulations

(c) Regulations

The Council shall have the power to make such Regulations deemed necessary to provide for matters arising from or to implement these Rules in so far as any such Regulation is not in conflict with any Rule of the Association. Leagues, Competitions and Clubs in membership with the Association shall be deemed to have knowledge of and be bound by the said Regulation if the same shall have been published in the Minutes of the Council as reported to League representatives, the production of which shall constitute at all times, undisputed proof of the validity of such a Regulation.

(d) Rules and Regulations concerning Cup Competitions and Officials.

The Council is authorised to make such Rules and Regulations with reference to the Cup Competitions and Officials of the game as they deem expedient.

13. EXTRAORDINARY GENERAL MEETING

- (a) The Council may convene an Extraordinary General Meeting whenever they deem it necessary.
- (b) The Council, upon receiving an application signed by the Secretaries of not fewer than seventy affiliated Clubs shall convene an Extraordinary General Meeting, the expenses of which may, should the Council so decide, be made the equal responsibility of the Clubs

signing the application.

- (c) All business shall be deemed special that is transacted at an Extraordinary General Meeting (and such business may include any proposed alterations to Rules approved or recommended by the Council) of which due notice has been given.
- (d) A notice stating the object for which the Extraordinary General Meeting has been called shall be sent to all affiliated Clubs and Members of Council within ninety days of the date of the requisition, and fourteen days before the date set for the meeting.
- (e) Those entitled to attend and vote at an Extraordinary General Meeting shall be Members of the Council and one representative from each affiliated Club.

14. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting shall be held before the end of July, at a venue within the County, as agreed by the Directors.
- (b) Those entitled to attend and vote at an Annual General Meeting shall be Members of Council and one representative from each affiliated Club.
- (c) The name of the Club and its representative shall be given to the doorkeeper on admission to the meeting.
- (d) The accounts shall be audited up to December 31 and a printed Statement of Accounts and Annual report shall be sent to each member of Council at least twenty one days before the date of the Annual General Meeting. Affiliated Clubs shall be notified that a printed Statement of Accounts and Annual report is available upon request.

15. CONTROL OF COMPETITIONS AND MATCHES

- (a) The Council shall have entire control of the Challenge Cup Competitions and arrange all inter-Association matches and select teams to represent the Association, via its elected Committees.

16. COUNTY MATCH - QUALIFICATION OF PLAYERS

- (a) A bona fide member of a Club affiliated to this Association, or a player born in the area under the jurisdiction of this Association shall be eligible to represent this Association in matches.

17. SELECTED PLAYERS

- (a) A player chosen to represent the Association in any match must play in such match, and is debarred from taking part in any other match on the date in question, or within 72 hours prior to kick-off time arranged for the Association match. Should the selected player fail to play for the Association the player may not take part in any other match within seven days of the Association match. A player infringing this rule shall be fined and suspended [as set out in Appendix 1](#), unless permission has been granted by the County Match Committee for non compliance with this rule.
- (b) A player representing the Association in an Inter-County match shall be presented with a suitable memento for his/her first appearance, 4th appearance, 8th appearance (county cap), 16th and 24th appearance. A Merit Award will be presented to any player making his/her 32nd appearance.

18. CLUB CLASSIFICATION AND AFFILIATION

- (a) All clubs shall be classified by the appropriate committee of the Council.
- (b) Only clubs in membership of the FA Premier League or the Football League shall be classified 'Senior Professional'.
- (c) Clubs shall forward to the Chief Executive on or before 30 June in each year, a return in accordance with Form A together with the appropriate Affiliation and Cup fees, or be fined as set out in Appendix 1. Clubs shall not be allowed to change their name during the playing season.
- (d) All Clubs must retain their Minute Books, Cash Books, Vouchers or other documents for at least two seasons preceding the current season and be ready for production when requested to do so by the Association through its Chief Executive.
- (e) All Gloucestershire Clubs, including those playing in Competitions outside the County, having teams whose players are all Youth players must affiliate on a separate Form "A" and Competitions or Youth divisions of senior leagues must similarly affiliate on separate Forms "D" or "E".
- (f) Leagues and Competitions must forward the appropriate "D" or "E" Form, together with the appropriate fees to the Chief Executive on or before 30 June in each year.
- (g) Where a Works or other Establishment affiliates a competition which is strictly confined to teams representing different branches of that Works or Establishment the Competition shall be affiliated.
- (h) Clubs wishing to play in both Saturday and Sunday Leagues must affiliate separately for each competition.

19. CHANGES CONCERNING CLUB SECRETARY

- (a) Changes of Club Secretary or change of address of Club Secretary (temporary or permanent) and or telephone number must be advised to the Chief Executive of the Association in writing, within seven days of every change, or the Club shall be fined £10.00.

20. ANNUAL AFFILIATION FEES

- (a) The fees for Clubs, Leagues, Competitions and Associate Members are as set out in Appendix 1.
- (b) Youth Club and Youth League fees apply where all players are under the age of 18 on the 31 August at the commencement of each season).
- (c) Clubs must pay their fees before being allowed to take part in football. Any Club taking part in a match before their affiliation fee is paid will be fined as set out in Appendix 1. Leagues and Competitions must pay their subscriptions to the Chief Executive of the Association on or before 30 June in each year.
- (d) Clubs who wish to compete in a Cup Competition not organised by the Association and those who take part in a League outside of the jurisdiction of the Association must participate in the appropriate Cup Competition of the Association.

21. UNAFFILIATED CLUBS

- (a) No Clubs shall play matches with Clubs or teams not members of this Association, or of The Football Association unless permission is given by the Council.
- (b) Clubs breaking this Rule shall be liable to a fine [as set out in Appendix 1](#) and may be further dealt with by the Association.
- (c) Any Club playing against an offending Club, after official notice of such removal or during such suspension, shall be un-affiliated.

22. CLAIMS BY LEAGUES AND COMPETITIONS

- (a) Leagues and Competitions reporting defaulting Clubs to the Association must satisfy the Council that the defaulting Club has been properly notified in writing of the decision of the League or Competition in connection with the offence or the default of the Club.
- (b) When a League or Competition asks that members of a Club shall be dealt with, it must satisfy the Council that each individual Committee member and Player has been notified in writing of the default of their Club and has been given the opportunity of sending an explanation.
- (c) Leagues and Competitions issuing Registration Forms must include a paragraph on the face of the form setting out clearly to the player(s) (this to apply from the date of signing the form) that in signing the form they are accepting their share of any liabilities which their Club may incur as far as the Association, league or Competition is concerned and that they may be called upon to meet this obligation should their Club default.

23. SERVICE PLAYERS

- (a) Club or person shall attempt to induce any player of a Club of any branch of Her Majesty's Forces to play for another Club during the current season without at least 14 days notice - in the case of the Royal Navy, direct to the Honorary Secretary of the Royal Navy Football Association, of the Army to the Officer Commanding the Unit and in the case of the Royal Air Force to the Commanding Officer.
- (b) The notice must be forwarded by registered Post or a written acknowledgement otherwise obtained.
- (c) The rank of a Service player must be stated in League or other registration forms, and service players are required to inform civilian Clubs of their rank.
- (d) All reports of misconduct by Service players shall be sent direct to the Football Association except in matches confined to Service teams when the report shall be sent direct to the Service Association concerned.

24. PLAYERS OF SCHOOL AGE

- (a) No approach of any description without the Head teacher being informed shall be made either directly or indirectly to a player on the roll of a recognised school either to sign registration forms or to play for a Club affiliated to a County Football Association.

25. NON-CONTRACT PLAYERS

(REGISTERED FOOTBALL ACADEMIES/CENTRES OF EXCELLENCE)

- (a) Registered Football Academies/Centres of Excellence wishing to approach youth players up to the end of the season of their 16th birthday for trials shall be subject to (b) and (c) of this rule. Such trialist who shall not exceed 2 per club at any one time shall be retained for four matches after which the player shall be signed or released back to the youth club.

- (b) Subject to the provision of this Rule, Non Contract players are not restricted as to the Club for which they may play, providing they comply with the Rules and Regulations of any competitions in which their Club or Clubs may be engaged.

APPROACH

- (c) No Club or any persons shall during the playing season induce any Non-Contract player of a Club in membership of this Association, as hereinafter provided to play for another Club without at least seven days notice in writing to the Secretary of the Club for which the player was last known to have been a playing member and the negotiations with the player must cease at the expiration of 21 days from the date of such notice being given.
- (d) The notice must be forwarded by registered post, recorded delivery or a written acknowledgement otherwise obtained. A second notice shall not be given by the same Club in respect of the player during the current season.
- (e) When a player is concurrently a playing member of a Saturday Club, a Sunday Club and/or a mid week Club the following procedure shall apply.
- (i) Formal notice of approach by a Saturday Club need only be given to a Saturday Club or Clubs for which the player is a playing member.
 - (ii) Formal notice of approach by a Sunday Club need only be given to a Sunday Club or Clubs for which the player is a playing member.
 - (iii) Formal notice of approach by a mid week Club need only be given to a mid week Club or Clubs for which the player is a playing member.
- (f) The approaching Club or person shall not give notice of intention to approach more than one player of a Club at the same time and shall not give notice of intention to approach another player of the same Club within 28 days of prior notice.
- (g) Except with the written consent of the club a minimum of seven days notice is necessary if the first approach is made by the player, but this consent shall not be unreasonably withheld where circumstances of a special character exist, i.e. Change of residence or non selection for any team of the Club for three consecutive weeks.
- (h) A player having taken part in matches for the affiliated Club will not be allowed to join another Club without first satisfying the Officials of the intended Club that all reasonable financial and other liabilities to the Club or Clubs for which they are, or were, a playing member have been discharged.
- (i) Any dispute as to whether consent has been unreasonably withheld may be referred to this Association.
- (j) A breach of this rule shall be dealt with in accordance with Rule 26.
- (k) Any Club referring a Case of alleged illegal approach to the Association must accompany the said complaint with a deposit as set out in Appendix 1 which may be forfeited if the allegations made are not sustained.

26. POWER OF ASSOCIATION TO DEAL WITH VIOLATIONS OF LAWS, RULES AND REGULATIONS

- (a) The Council shall have the right to fine, suspend or expel any member of Council, Official, Member or player of any affiliated Club or League who may be proved guilty of any offence connected with football or football management.
- (b) In the event of any Club being guilty of misconduct the Council may fine, disaffiliate or suspend the offending Club.
- (c) Should a meeting be called to consider the conduct of a Club the Chief Executive shall give seven days notice to the Secretary of the alleged offending Club.
- (d) All Leagues and Competitions affiliated to this Association must make provision in their rules for any Club, or for any official, member, or player of any Club to have the right of appeal to the Appeal Board appointed by this Association.
- (e) Subject to the meeting having been constitutionally established and conducted there can be no appeal against a decision of an Annual or Special General Meeting.
- (f) Every appeal under this Rule against a League or Competition decision must be lodged within 14 days with the Chief Executive of this Association and must be accompanied with a fee [as set out in Appendix 1](#).
- (g) At the hearing of an appeal the decision of the League or Competition, if not upheld, may be varied or revised and it shall be determined by whom the expenses of the appeal shall be borne.
- (h) The appeal fee is liable to be forfeited if the appeal is not sustained.
- (i) There can be no further appeal to The Football Association against a decision of such Appeal Board.
- (j) Any League, Competition or Club affiliated to this Association, if dissatisfied with a decision of this Association, shall have the right to appeal to The Football Association as provided for in the F.A. Rules. This shall not apply to the County Cup Competitions where a decision by this Association is final, or to the Benevolent Fund, where a decision by the Board of Directors shall be final.

27. PRIORITY OF REFEREE & ASSISTANT REFEREE APPOINTMENTS

- (a) The appointment of Referee's and Assistant Referee's to Gloucestershire County Cup matches and Gloucestershire Youth Cup matches take priority over all other appointments except those made by The Football Association or the Football League or any other match agreed by the Council.

28. ADMISSION OF COUNCIL MEMBERS TO GROUNDS

- (a) Each member of Council shall be issued with a ticket (which shall not be transferable) and all affiliated clubs shall admit the holder to their grounds and stands upon production of such ticket without requiring any other authority except in occasions when the Council shall otherwise decide.
 - (i) [Entrance to Clubs playing at Step 2 of the National League System and above requires three days advance notification to the GFA office to arrange for tickets to be issued.](#)

29. TRAVELLING EXPENSES

- (a) The amount of travelling expenses paid to members shall be determined by the Regulations of the Association.

30. BENEVOLENT FUND

- (a) The Council shall have the power to make a grant to the Benevolent Fund, to arrange matches for the benefit of the said fund and to invite private subscriptions or donations.

31. PUBLICATION OF PROCEEDINGS

- (a) The Association shall be entitled to publish, in the Public Press or in any other manner it shall think fit, reports of its proceedings, acts or resolutions, whether the same shall or shall not reflect on the character or conduct of any Club, Official, Player or Spectator and every such Club, Official, Player or Spectator shall be deemed to have assented to such publication.

32. CORRESPONDENCE

- (a) All replies (and/or acknowledgements) to correspondence issued by the Association must be completed in full where necessary and returned within 14 days of the date intimated on the communication. Failure to do so will result in a fine [as set out in Appendix 1](#) being imposed. This fine will apply to all late submissions and will be per document issued.
- (b) Failure to forward any payment(s) by the due date will result in the club and player (or member) being suspended from all football activity from the date stipulated by the Association. The suspension will remain active until such time as the payment and any documentation has been received.
- (c) Further action, including but not limited to suspension of a Club from playing football may be taken by the Council or its Disciplinary Committees and/or its County Cups Committees.
- (d) Unless specifically requested receipts will not be issued for any payment made by cheque to the Association.
- (e) All charges incurred by the Association in connection with returned cheques shall be the responsibility of the appropriate League, Competition Club, Councillor or Referee and such amounts to be reimbursed within fourteen days of their notification. A charge [as set out in Appendix 1](#) will be imposed.

33. PRODUCTION OF BALANCE SHEETS

- (a) A duly audited Balance Sheet and where necessary any accompanying Accounts shall be sent by all leagues, Competitions and specified Clubs affiliated to the Association [no later than](#) twenty eight (28) days after the Annual General Meeting at which they are approved or in default be fined [as set out in Appendix 1](#).

34. PUBLIC LIABILITY INSURANCE

- (a) All affiliated clubs shall be in possession of Public Liability Insurance and evidence of such insurance must be produced within fourteen days to the Chief Executive of the Association if requested. Failure to comply with any such request will result in the affiliation (including the playing of matches) being immediately suspended until such evidence has been produced.

REGULATIONS OF THE ASSOCIATION

1. TRAVELLING EXPENSES

- (a) The amount of travelling expenses (mileage rate) payable to members of the Association shall be determined and approved annually by the Board of Directors and set out in Appendix 1.

2. CONTROL OF CLUBS

- (a) Club colours including the goalkeeper's jersey must not be black or a very dark colour.

3. CONTROL OF PLAYERS

- (a) A player who leaves the field of play for any reason is permitted to take part in another game which is taking place at the same time, unless the Competition Rules state otherwise.

4. SMALL SIDE TOURNAMENTS, CHARITY AND BENEFIT MATCHES

- (a) Application for sanction of Small Side tournaments (including a copy of the Competition Rules), Charity and Benefit Matches should be submitted to the Chief Executive of the Association.
- (b) No player or match official can participate in these Competitions until sanction has been received from the Association.
- (c) The names and addresses of the players participating in these Competitions must be registered with the organising Secretary of the Competition, before the commencement of the tournament.
- (d) The list of registered players shall be retained by the organising Secretary of the Competition for a period of twelve calendar months.
- (e) A fee in accordance with Rule 20(a) of the Association must be forwarded with the application for sanction. No fee is necessary for tournaments staged on a single day.
- (f) The affiliation fee for each Club not already affiliated to the Association is in accordance with Rule 20(a) which must be received before their participation in the tournament. No fee is necessary for single day tournaments
- (g) A balance sheet of all transactions connected with the tournament must be forwarded to the Chief Executive within 21 days of the date of completion of the Competition.
- (h) Officials and Players must be reported to this Association for any misconduct that may occur and this will be dealt with under the normal disciplinary procedures.
- (i) Officials or Players currently under suspension for disciplinary offences are not permitted to take part in the tournament until the period of their suspension has terminated.
- (j) The Competition Secretary will be responsible for all correspondence, collection and payment to the Association of any fines and charges arising from the one day tournament.

1. LEAGUE STRUCTURE

(a) Movement of Clubs will be by invitation in accordance with the National League System ([NLS](#)) (Steps 1- 7) and below this, the local league structure. All league sponsors names have been removed for clarity.

2. NATIONAL LEAGUE SYSTEM (NLS)

Step 1

Football Conference

Step 2

Conference
North

Conference
South

Step 3

Northern Premier
Premier Division

Southern League
Premier Division

Isthmian League
Premier

Step 4 (Local)

Southern League
Division One
Midlands

Southern League
Division One
South & West

Step 5
(Local)

Hellenic League Premier Div & Western League Premier Div.

Step 6
(Local)

Hellenic League Div. One West & Western League Div. One

Step 7
(Local)

Gloucestershire County League

3. LOCAL STRUCTURE (South / North)

| | | |
|-----------------|---|--|
| <i>Step 8*</i> | Bristol Premier Combination Premier Div & Bristol & Suburban League Premier Div. One | Gloucestershire Northern Senior League Div. One |
| <i>Step 9*</i> | Bristol Premier Combination Div One & Bristol & Suburban League Premier Div. Two | Gloucestershire Northern Senior League Div. Two |
| <i>Step 10*</i> | Bristol & District League & Bristol & Suburban League | Cheltenham League North Gloucestershire League Stroud & District League |
| <i>Step 11*</i> | Bristol & Avon League Bristol Downs League | Cirencester & District League |

Please Note:

*Steps 8 – 11 shown on the local structure chart above are NOT part of the National League System. The Steps have been created to simply clarify the levels in the local league structure.

4. Teams will only be promoted provided:

- (a) they satisfy the conditions necessary for entry
- (b) they wish to be accepted.

5. Should the Champion Club of the particular part of the local structure concerned not wish promotion then the team occupying the Runners up position may be invited to take their place. This does not apply in the case of promotion to the Gloucestershire Northern Senior League. Only the Champion Clubs of the Cheltenham League, North Gloucester League and the Stroud and District League will be considered should they wish to be promoted.

6. The Champion Clubs of the Bristol & Avon League and the Bristol Downs League should they wish to progress through the local league structure to the NLS will be guaranteed a position in either the Bristol & District or Bristol & Suburban League, not lower than their existing Cup Classification in the League of their choice, providing they satisfy the conditions necessary for entry.

7. The Champion Club of the Cirencester & District League should they wish to progress through the structure will be guaranteed a position in either the Cheltenham League, North Gloucestershire League or the Stroud and District League, not lower than their existing Cup Classification in the League of their choice, providing they satisfy the conditions necessary for entry.
8. Teams will be relegated in accordance with the scheme, but where there is more than one league involved in a particular part of the structure then the team will be relegated according to their choice, providing they satisfy the conditions necessary for entry.
9. The Gloucestershire Football Association Limited will appoint members to any Liaison Committee meeting convened to discuss vacancies not filled under paragraphs 3(b) and 3(e) of these Regulations.
10. No team may join the local league structure in a position higher than *Step 10* shown above
11. Notice of intentions by Clubs for movement within the league structure or the NLS must be made to the League concerned by the 31 March in each year.

Appendix 1 – Fees and Fines

| Rule | Description | Fine | Fee | Suspension |
|---------------------------|---|---------------------------|------------------|------------|
| 17 | Failure to play in a Representative Match when selected | £50 | | 14 Days |
| 18 | Late affiliation fine | £30 | | |
| Affiliation Fees | Senior Professional | | £85 | |
| | Senior Challenge | | £75 | |
| | Challenge Trophy | | £50 | |
| | Other open age clubs | | £40 | |
| | Associate member clubs | | £10 | |
| | Open Age Leagues and competitions | | £18 | |
| | Small-sided Leagues | | £15 | |
| | Charity competitions | | £6 | |
| | Youth Clubs | | £15 | |
| | Youth Leagues | | £10 | |
| 20c | Playing a match prior to affiliation | £25 | | |
| 21 | Playing a match against an unaffiliated team | £25 | | |
| 25k | Complaint of an illegal approach | | £ 2 5 | |
| 26f | Appeal against the decision of a League or competition | | £25 | |
| 32a | Failure to reply to correspondence | £20 (per document issued) | | |
| 33a | Failure to provide audited balance sheet | £25 | | |
| 32e | Returned Cheques | £15 | | |
| <u>Regulat'n 1</u> | Travelling Expenses | | £0.32 per mile | |