

THE COMPANIES ACTS 1985 to 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
**MEMORANDUM OF ASSOCIATION OF**  
**THE SOUTH WEST PENINSULA FOOTBALL LEAGUE LIMITED**

1. The Company's name is "THE SOUTH WEST PENINSULA FOOTBALL LEAGUE LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - 3.1.1 To promote the sport of football in the south west of England; to encourage the playing of football and physical activity by persons of all ages in the south west of England and to generally promote the health and well-being of such persons; to manage and administer The South West Peninsula Football League and to organise and hold matches, competitions, fixtures, meetings, displays and other events of all kinds and to join in and promote the same and to contribute to and award prizes for achievement in football and other sports and games; to develop, adopt and maintain league rules and regulations including (without limitation) rules relating to the admission and classification of members of the Company, the rights, privileges and responsibilities of members and the clubs they represent, the conditions of membership and the terms on which members may resign or have their membership terminated, the entrance fees, subscriptions and other fees or payments to be made by members, the conduct of members, clubs, players, officials and other persons connected in any way with the league or any of its activities and all such other rules as may be necessary or conducive to the running of a football league; to keep and maintain registers, tables and other records of all kinds; to subscribe to or affiliate with any association, union or league formed to serve or promote the interests of football or other sports; to employ football players, managers, coaches, groundsmen, administrators and other persons in connection with football whether as professionals or otherwise; to acquire by purchase, lease or licence and to hire grounds for football and for other purposes of the Company and to lay out and prepare such grounds for football and for other purposes of the Company, and provide stands, terraces, club houses, lavatories, refreshment rooms, changing rooms, bathrooms and all other conveniences and amenities in connection therewith; to use or permit the use of the grounds, clubhouses, facilities and other property of the Company for any sporting activity and for all forms of public and private entertainment or meeting, whether organised by the Company or not; to provide information and assistance to those interested in football and to promote and advertise information about the Company and its activities; and to buy, sell and deal in goods and apparatus of all kinds in connection with football.
  - 3.1.2 To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- 3.2 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- 3.3 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any trade marks, patents, copyrights, trade secrets or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.4 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be

agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

3.5 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

3.6 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

3.7 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

3.8 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

3.9 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

3.10 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

3.11 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

3.12 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

3.13 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

3.14 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

3.15 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

3.16 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

3.17 To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.

3.18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.

3.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company.

3.20 To effect insurances of all kinds.

3.21 To procure the Company to be registered or recognised in any part of the world.

3.22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

3.23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

3.24 AND so that:-

3.24.1 None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

3.24.2 None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

3.24.3 The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

3.24.4 In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company'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 Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF**

**THE SOUTH WEST PENINSULA FOOTBALL LEAGUE LIMITED**

1. PRELIMINARY AND INTERPRETATION

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

1.2 Regulations 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company.

1.3 Regulation 1 in Table A shall be read and constructed as if the definition of "the holder" were omitted therefrom.

1.4 In these Articles:-

"the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Benevolent Fund" means the registered charity known as The South West Peninsula League Benevolent Fund (charity registration number 1079397).

"the Board" means the board of directors constituted under article 7.2 below whose members shall for the purposes of the Act and the provisions of Table A be the directors of the Company.

"the Competition" means The South West Peninsula Football League.

"eligible club" means a football club that has its grounds or administrative headquarters situated in one or more of the counties and administrative areas of Devon or Cornwall, is affiliated to a recognised County Football Association and for the time being meets any other conditions for membership specified in any rules or byelaws made under the provisions of article 22 below for the time being in force.

"The Football Association" means registered company number 77797 known as The Football Association Limited.

"the Rules" means the Rules and Regulations of The Football Association for the time being in force.

2. RULES OF THE FOOTBALL ASSOCIATION

2.1 The members of the Company and the Board shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business and affairs of the Company are carried out in accordance with the Rules.

2.2 Regulation 70 in Table A shall be modified accordingly.

2.3 If required by the Rules, each proposed alteration of the Company's Memorandum or these Articles shall be approved in writing by The Football Association before it is adopted or authorised by the Company.

3. MEMBERS

3.1 The subscribers to the Memorandum of Association of the Company and such other individuals or corporate bodies as are admitted to membership in accordance with these Articles shall be members of the Company. No corporate body shall be admitted as a member of the Company unless it is an eligible club and its application for membership has been approved in accordance with article 3.3 below. No individual shall be admitted as a member of the Company unless he has been duly nominated for membership by an eligible club in accordance with the provisions of article 3.2 below and his application for membership has been approved in accordance with article 3.3 or 3.4

below (as the case may be). Every applicant for membership of the Company shall deliver to the Company an application for membership, in such form as the Board requires, executed by him together with such entrance and other fees or subscriptions as may be determined from time to time by the Board.

3.2 An eligible club that is not a corporate body shall nominate its club secretary to be a member of the Company on its behalf. Such nomination shall be by resolution of the governing body of the eligible club making the nomination. Any person so nominated shall deliver to the secretary at the registered office of the Company a copy of such resolution, certified by a member of the governing body in question or by some other duly authorised officer of the eligible club making the nomination, with his application for membership.

3.3 No individual or corporate body shall be admitted as a member of the Company unless and until his or its admission to membership has been approved by resolution of the Board.

3.4 An eligible club that is not a corporate body may from time to time by resolution of its governing body replace the person admitted as a member of the Company on its behalf. A copy of such resolution, certified by a member of the governing body in question or by some other duly authorised officer of the eligible club in question together with an application for membership signed by the proposed replacement member, shall be delivered to the secretary at the registered office of the Company forthwith and shall be put to the Board for approval as soon as is practicable after such delivery. The replacement of the member in question shall take effect upon approval by the Board.

3.5 Subject to the provisions of any rules or byelaws of the Company made pursuant to article 23 below for the time being in force, a member may retire from the Company by giving written notice to the Company. Membership shall not be transferable and shall cease:

3.5.1 on the death of a member who is an individual; or

3.5.2 on the dissolution of a member that is a corporate body; or

3.5.3 in the case of a member that is an eligible club, on its ceasing to be entitled to play in the Competition;

3.5.4 in the case of a member nominated by an eligible club, on the ceasing of the club that nominated him to be entitled to play in the Competition.

3.6 The Board shall ensure that the register of members of the Company is kept in accordance with section 352 of the Act and all admissions of members and every cessation of membership, for whatever reason, shall be recorded therein.

#### 4. GENERAL MEETINGS AND RESOLUTIONS

4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as an Officer or Executive Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

4.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

4.1.2 in the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding (subject to the provisions of any elective resolution of the Company for the time being in force) not less than 95 per cent of the total voting rights at the meeting of all members.

4.2 The notice shall be given to all the members and to all the members of the Board.

#### 5. VOTING AND PROXIES

5.1 The annual general meeting of the Company shall be held not later than 30 June in each year. At each annual general meeting the following business shall be transacted:

5.1.1 the approval of the minutes of the preceding annual general meeting (having been previously circulated) and the consideration of any business arising from such minutes;

5.1.2 the adoption of Standing Orders (if any);

5.1.3 the laying of the annual Officers' reports;

5.1.4 the laying of the annual accounts and reports of the Company;

5.1.5 the election of the Officers (if applicable);

- 5.1.6 the election of Executive Directors (if applicable);
- 5.1.7 the election of the President, Vice-Presidents and Life Members (if any);
- 5.1.8 the appointment of the auditors (if any) and the fixing of their remuneration;
- 5.1.9 the consideration of alterations (if any) to the memorandum of association and these Articles (if any);
- 5.1.10 the consideration of alterations (if any) to the rules of the Competition;
- 5.1.11 the announcement of the constitution of the league administered by the Company for the ensuing playing season;
- 5.1.12 the announcement of the dates for the commencement and conclusion of the ensuing playing season;
- 5.1.13 the laying of the annual report and accounts of the Benevolent Fund;
- 5.1.14 the drawing of the teams for the League Cup Competition First and Second Rounds;
- 5.1.15 the consideration of any other business of which due notice has been given to the members.

5.2.1 Any member of the Company nominated by an eligible club who is entitled to attend and vote at a general meeting shall be entitled to appoint another member of the eligible club that nominated him as his proxy to attend and vote at the meeting. A member of the Company that is a corporate body shall appoint an authorised representative in accordance with the provisions of the Act to attend and vote at the meeting on its behalf.

5.2.2 An eligible club that is a member of the Company or is represented by a member who is an individual may appoint an additional person to attend a general meeting as an observer. Such observer shall not be entitled to speak or vote at the meeting.

5.3 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; or
- (b) by at least five members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

5.4 On a show of hands or on a poll, every member present in person shall have one vote. Regulations 54 and 55 in Table A shall not apply to the Company.

## 6. QUORUM

6.1 No business shall be transacted at any meeting unless a quorum is present. Thirty persons, each being a member of the Company for the time being entitled to vote upon the business to be transacted or a proxy for a member or an authorised representative of a member that is a corporate body, shall be a quorum.

6.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved.

## 7. MEMBERS OF THE BOARD

7.1 The Board shall comprise the following persons, namely: The Chairman, Vice-Chairman, Company Secretary and Treasurer (hereinafter called "the Officers");

7.2.1 a director with responsibility for Match Officials and a director with responsibility for Ground Grading (hereinafter together called "the Executive Directors"); and

7.2.2 six representatives of eligible clubs appointed in accordance with article 9 below (hereinafter together called "the Club Representatives").

Provided that for the purposes of incorporation of the Company, the Board need only consist of the Officers and the Executive Directors appointed pursuant to the provisions of article 8.1 below, who together shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Board generally, until such time as the first Club Representatives are appointed in accordance with article 9.6 below.

8. APPOINTMENT AND ROTATION OF THE OFFICERS AND EXECUTIVE DIRECTORS

8.1 The First Officers and Executive Directors of the Company shall be the persons deemed to have been appointed as members of the Board on incorporation of the Company pursuant to section 13(5) of the Companies Act 1985.

8.2 The Officers and Executive Directors shall be subject to retirement by rotation at annual general meetings of the Company in the following order of priority, namely:

8.2.1 The Executive Directors shall retire by rotation at the first annual general meeting of the Company and at every third annual general meeting thereafter;

8.2.2 The Chairman and Treasurer shall retire by rotation at the second annual general meeting of the Company and at every third annual general meeting thereafter; and

8.2.3 The Vice-Chairman and Company Secretary shall retire by rotation at the third annual general meeting of the Company and at every third annual general meeting thereafter.

8.3 If the Company, at the meeting at which a member of the Board retires by rotation, does not fill the vacancy the retiring member of the Board shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of that member of the Board is put to the meeting and lost.

8.4 No person other than a member of the Board retiring by rotation shall be appointed or reappointed as an Officer or Executive Director at any general meeting unless:-

(a) he is recommended by the Board; or

(b) not later than 30 April in that year, notice in writing signed by not less than two members qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

8.5 The name of every person (other than a member of the Board retiring by rotation at the meeting) who is recommended by the Board for appointment or reappointment as an Officer or Executive Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as an Officer or Executive Director shall be sent at the same time as the notice of the meeting to every person who is entitled to receive notice of the meeting.

8.6 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be an Officer or an Executive Director.

8.7 The Board may appoint a person who is willing to act to be an Officer or Executive Director to fill a vacancy. An Officer or Executive Director so appointed shall hold office until the next annual general meeting at which his office or position falls due for re-election in accordance with article 8.2 above.

8.8 Subject as aforesaid, an Officer or Executive Director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, 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.

9. APPOINTMENT AND ROTATION OF CLUB REPRESENTATIVES

9.1 Save as provided in article 9.6 below, the Club Representatives shall be elected by postal ballot of the members and shall take up office at the conclusion of the annual general meeting at which their appointment or reappointment is declared.

9.2 At the first and every subsequent annual general meeting one-third of the Club Representatives shall retire from office. The Club Representatives to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

9.3 Candidates for appointment or reappointment as Club Representatives shall be proposed by written notice signed by not less than two members of the Company and served at the registered office of the Company not later than 30 April in each year.

9.4 The ballot shall be conducted in a professional manner. The ballot papers shall specify the names of the candidates for election as Club Representatives together with the date by which

ballot papers must be returned to the Company and such other information as may be determined from time to time by the Board. Ballot papers shall be sent to each member of the Company at the same time as the notice of the annual general meeting together with each candidate's particulars, a ballot paper envelope and a reply paid envelope addressed to the registered office of the Company. Each member shall vote for two candidates and shall return their completed ballot papers to the Company by the date specified therein. Any ballot papers returned thereafter shall be invalid and the votes contained therein shall not be counted.

9.5 The Board shall appoint two scrutineers. The ballot paper envelopes shall be opened on the day of the count by the appointed scrutineers only. The candidates receiving the highest number of votes shall be elected to the vacancies occurring at the annual general meeting. The names of the winning candidates shall be declared at the annual general meeting.

9.6 The Board shall as soon as is practicable after the date of incorporation of the Company appoint the first six Club Representatives from members of eligible clubs and may from time to time appoint a member of an eligible club who is willing to act to be a Club Representative to fill a casual vacancy. A Club Representative appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Club Representative on the day on which the Club Representative in whose place he is appointed was last elected a Director.

#### 10. DISQUALIFICATION OF MEMBERS OF THE BOARD

10.1 The office of a member of the Board shall be vacated if such person is subject to a decision of The Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club.

#### 11. REMUNERATION OF MEMBERS OF THE BOARD

11.1 The Treasurer shall be entitled to an annual honorarium as approved by ordinary resolution at the annual general meeting of the Company.

11.2 The members of the Board other than the Treasurer shall be entitled to such remuneration or honoraria as the Board may by resolution from time to time determine.

#### 12. EXPENSES OF MEMBERS OF THE BOARD

12.1 The members of the Board may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the members of any class of the company or otherwise in connection with the discharge of their duties.

#### 13. PRESIDENT, VICE-PRESIDENTS AND LIFE MEMBERS

13.1 Subject to article 13.4 below, the Company may by ordinary resolution in general meeting appoint any one or more persons to the positions of President or joint Presidents, Vice Presidents and Life Members. An ordinary resolution appointing a President or Vice President shall state the period for which the appointee shall hold such office. Unless otherwise stated in the ordinary resolution appointing him, a President or Vice President retiring at the end of his term of office shall, if willing to act, be eligible for reappointment.

13.2 The President or joint Presidents, Vice Presidents and Life Members shall hold honorary positions and shall not be members of the Board nor, so far as provision may lawfully be made in this respect, be directors of the Company or have or exercise any of the powers of the Board.

13.3 The President or joint Presidents, Vice Presidents and Life Members may, if invited by the Board, attend any meeting of the Board or of the Company but shall not be entitled to vote thereat.

13.4 No person may be appointed as a President, Vice President or Life Member unless:

(a) he has been recommended for appointment by the Board; or

(b) he has been proposed for appointment by written notice signed by at least two

members of the Company and served at the registered office of the Company not less than 30 days before the general meeting at which his appointment is proposed.

13.5 Every person recommended or proposed for appointment as aforesaid must signify in writing prior to the general meeting at which his appointment is to be considered, his willingness be appointed.

#### 14. LEAGUE OFFICERS



14.1 The Board may at any time and from time to time appoint any persons (hereinafter called "League Officers") to such offices as it thinks fit.

14.2 A League Officer shall at the request of the Board advise and assist the Board but shall not attend Board meetings except at the invitation of the Board, and when present at Board meetings he shall not vote, nor be counted in the quorum, but subject as aforesaid he shall as a League Officer have such powers, authorities and duties as the Board may in the particular case from time to time determine.

14.3 A League Officer shall not be deemed a member of the Board, nor any committee thereof, nor shall he be a director of the Company for any of the purposes of these Articles of Association or for any of the purposes of the Act.

14.4 Without prejudice to any rights or claims the League Officer may have as an employee under any contract with the Company, any appointment as a League Officer may be terminated by the Board at any time.

14.5 A League Officer may receive such remuneration (if any) as the Board shall from time to time determine.

#### 15. BORROWING POWERS

15.1 The Board may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### 16. ALTERNATE DIRECTORS

16.1 No member of the Board shall be entitled to appoint an alternate director.

#### 17. PROCEEDINGS OF THE BOARD

17.1 The Board may hold its meetings at such times and regulate its proceedings as the members of the Board think fit. Any two members of the Board may call a meeting of the Board. It shall not be necessary to give notice of a meeting to a member of the Board who is absent from the United Kingdom. Questions arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

17.2 The quorum for the transaction of the business of the Board shall be five members of the Board and for the transaction of the business of a sub-committee of the Board shall be three members of the Board.

17.3 Unless he is unwilling to do so, the Chairman of the Board or, in his absence, the Vice-Chairman shall preside at every meeting of the Board at which he is present. But if there are no such Officers, or if the persons holding such offices are unwilling to preside or are not present within five minutes after the time appointed for the meeting, the members of the Board present may appoint one of their number to be chairman of the meeting.

17.4 No member of the Board may vote, at any meeting of the Board or of any sub-committee of the Board, on any resolution that in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever or to which any club of which he is a member is a party, and if he shall vote on any such resolution his vote shall not be counted; and in relation to any such resolution he shall not be taken into account in calculating the quorum present at the meeting.

17.5 Each member of the Board shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

#### 18. THE SEAL

18.1 If the Company has a seal it shall only be used with the authority of the Board or of a sub-committee of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and the Company Secretary or another member of the Board.

19.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

#### 20. WINDING UP

20.1 On the winding up of the Company the surplus assets shall be given to The Benevolent Fund, or to some club or institute in the counties of Devon or Cornwall having objects similar to those

contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within one or more of the said counties, such club, institution or charity to be decided upon, and such surplus apportioned among all or any of such clubs, institutions or charities by the members of the Company at or before the time of dissolution as they shall direct or in default of any such decision or apportionment by the members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding up or dissolution and as he shall determine or such balance may be disposed of in such other manner as the members of the Company with the consent of the Council of The Football Association as then existing, shall determine.

#### 21. PROTECTION FROM LIABILITY

For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

21.1 the Board shall have power to purchase and maintain for any Officer of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being an Officer or auditor of the Company), insurance against any Liability;

21.2 every Officer or auditor of the Company and every officer of the Company (not being an Officer or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings 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 any Liability;

#### 22. RULES OR BYE LAWS

22.1 The Board may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye laws regulate:-

22.1.1 The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated or suspended and the entrance fees, subscriptions and other fees or payments to be made by members.

22.1.2 The conduct of members of the Company in relation to one another, and to the Company's servants.

22.1.3 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

22.1.4 The procedure at general meetings and meetings of the directors and committees of the Company in so far as such procedure is not regulated by these presents.

22.1.5 And, generally, all such matters as are commonly the subject matter of company rules.

22.2 The Company in general meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.