

**Companies Act 2006**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION (2022 ARTICLES)  
OF  
FAW FOOTBALL IN THE COMMUNITY LIMITED ("THE COMPANY") RENAMED ON 25 AUGUST 2022 AS  
CYMRU FOOTBALL FOUNDATION LIMITED, ADOPTED BY THE COMPANY ON 25 AUGUST 2022**

**1. MODEL ARTICLES**

The Model Articles for private companies limited by guarantee set out at schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the Company.

**2. OBJECTS**

The Company's objects ("the Objects") are:

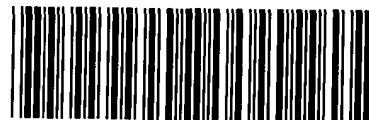
- (a) To assist in the planning, funding and provision of new facilities, or the improvement of existing facilities, in any part of Wales related to the playing of association football, or other games or sports and thereby to assist in ensuring that due attention is given to the physical education and development of participants.
- (b) To further the promotion of community participation in healthy physical recreation with specific reference to improving social welfare amongst disadvantaged communities, immigrants and refugees, those communities which feel under-represented or not naturally attracted to football or other games or sports.
- (c) To support and promote targeted participation and accessibility strategies, equality, diversity and inclusion strategies and sustainability and social responsibility strategies (including health, education and community development covering all ages) including social cohesion and using the power of football to bring communities together.
- (d) To undertake any actions, activities or services which are complementary to or in any way related to the achievement of the above.

**3. POWERS**

In furtherance of these objects the Company shall have the following powers:

- (a) To provide or assist in the provision of equipment for association football, games or sports of every kind for the use of the persons aforesaid;
- (b) To lay out, manage, equip and maintain or assist in the laying out, management, equipping and maintenance of playing surfaces whether indoor or outdoor and/or related facilities or accommodation to be used for the teaching and playing of association football or other sports or games by such persons as aforesaid;

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- (c) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit;
- (d) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit;
- (e) To lend money to and to take security for such loans from and to guarantee or give security for the performance of contracts and obligations by any charitable organisation or body;
- (f) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments;
- (g) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- (h) To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time be imposed or required by law;
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
- (j) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the company with a view to the furtherance of its objects;
- (k) Subject to Clause 4 hereof, to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company;
- (l) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (m) To provide indemnity insurance to cover liability of the Board of Trustees and Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company. Provided that any such insurance shall not extend to any claim arising from any action of omissions which the Board of Trustees and Directors (or any of them) knew to be a breach of trust or breach of duty or which committed by the Board of Trustees and Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;

- (n) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body;
- (o) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company;
- (p) To do all or any of the things herein before authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate;
- (q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company;
- (r) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of work and organisations of employers;
- (iii) In the case of the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Board of Trustees and Directors shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees and Directors have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees and Directors or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

#### **4. APPLICATION OF FUNDS**

The income and property of the Company shall be applied solely towards the promotion of its objects as set out in these Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, by way of profit to members of the Company, and no member of its Board of Trustees and Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or in kind from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Trustees and Directors) for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Board of Trustees and Directors at a reasonable and proper rate per annum not exceeding 2% less than the published lending rate of a clearing bank to be selected by the Board of Trustees and Directors;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Trustees and Directors;
- (d) of fees, remuneration or other benefit in money or in kind to any company of which a member of the Board of Trustees and Directors may also be a member holding not more than 1/100<sup>th</sup> part of the capital of that company;
- (e) to any member of its Board of Trustees and Directors of reasonable out of pocket expenses;
- (f) of any premium in respect of any such indemnity as is permitted by these Articles;
- (g) to any member of the Board of Trustees and Directors who possesses specialist skills or knowledge required by the Company for its proper administration, of reasonable charges for work of that nature done by him or his firm when instructed by the Company to act on its behalf. Provided that:
  - (i) at no time shall a majority of the members of the Board of Trustees and Directors benefit under such provision; and
  - (ii) a member of the Board of Trustees and Directors shall withdraw from any meeting whilst his or her own instruction, or that of his or her firm is being discussed.

#### **5. LIMITED LIABILITY**

The liability of the members is limited to £1, being, the amount each member undertakes to contribute to the assets of the Company in the event of it being wound up.

## **6. GUARANTEE**

Every member of the Company promises if the Company should be wound up while he is a member, or within one year after he ceases to be a member, to pay up to £1 towards the costs, charges and expenses of winding up, and the liabilities incurred by the Company while the contributor was a member.

## **7. DISSOLUTION**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4. Such institution or institutions are to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable object.

## **8. MEMBERS**

**8.1** The Company must maintain a register of members.

**8.2** Membership of the Company is open to any individual or organisation interested in promoting the Objects who:

- (a) applies to the Company in the form required by the Board
- (b) is approved by the Board and
- (c) signs the register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative.

**8.3** The Board may establish different classes of membership (including informal membership) and prescribe privileges and duties and set the amounts of any subscriptions.

**8.4** Membership is terminated if the member concerned:

- (a) gives written notice of resignation to the Charity;
- (b) dies or (in the case of an organisation) ceases to exist;
- (c) is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due);
- (d) where the member concerned is also a Trustee, ceases to be a Trustee; or
- (e) is removed from membership by resolution of the Board on the grounds that in their reasonable opinion the member's continued membership is not in the best interests

of the Company. The Board may only pass such a resolution after notifying the member in writing to their last known address in the UK and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice, except in cases where there is no known address for the member.

8.5 The first Members were the subscribers to the Memorandum of Association of the Company and after adoption of these Articles, unless determined to the contrary by the Board, no individual shall be admitted to membership unless they are also appointed as a Trustee.

8.6 Membership of the Company is not transferable.

## **9. GENERAL MEETINGS**

9.1 The Company shall not be required to hold an annual general meeting.

9.2 The Board may, whenever they think fit, convene a general meeting of members and general meetings shall also be convened on such requisitions, as provided by Section 303 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, a member of the Board or any two members of the Company may convene a general meeting in the same manner as that in which meetings may be convened by the Board.

9.3 A general meeting of the Company shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business the general nature of that business, and shall be given in the manner set out in these Articles or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice specified in this Article, be deemed to have been duly called if it is so agreed:

(a) In the case of any meeting called as an annual general meeting, by all the members entitled to attend and vote there at;

(b) In the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 85% of the total voting rights at that meeting of all members.

9.4 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 the proceedings at that meeting.

9.5 No business shall be transacted at any general meetings unless a quorum comprising five members is present at the time when the meeting proceeds to business.

- 9.6 The Chair, or in his absence, the Vice Chair, shall preside as Chair at every general meeting of the Company, or if there is no such Chair or Vice Chair, or if either is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to be Chair of the meeting.
- 9.7 If at any meeting no member of the Board is willing to act as Chair or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chair of the meeting.
- 9.8 The Chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 9.9 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by one member:
- (a) Unless a poll be so demanded, a declaration by the Chair that a resolution has, on a show of hands been carried or carried unanimously or by an appropriate majority, or lost, 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 or of against such resolution;
  - (b) The demand for a poll may be withdrawn;
  - (c) Except as provided in Article 10, if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;
  - (d) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall not have a casting vote. In the event of a tied vote the status quo will prevail;
  - (e) A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## **10. VOTES OF MEMBERS**

10.1 Every member shall have one vote.

10.2 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may not vote, whether on a show of hands or on a poll; however his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may vote by proxy.

- 10.3 No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.
- 10.4 Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting. On a poll, votes may be given either personally or by proxy.
- 10.5 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 10.6 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 10.7 An instrument appointing a proxy need not be in a prescribed form but must name the person, to be appointed as the proxy and, if appropriate, indicate whether the proxy is to vote in favour or against a particular resolution.
- 10.8 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 10.9 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **11. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

Any corporation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.



## **12. BOARD OF TRUSTEES AND DIRECTORS**

- 12.1 The maximum number of the members of the Board of Trustees and Directors shall be fourteen. The minimum number of members shall be eight. The Football Association of Wales shall nominate 50% of the total number of members of the Board. The remaining 50% of the total number of members of the Board shall be independent of the Football Association of Wales, nominated following an appropriate recruitment process and known as "independent trustees". The maximum and minimum number shall only be varied by the Company in a general meeting. The Chair shall be appointed from the Board and by the Board from the independent trustees and the Vice Chair shall be appointed from the Board and by the Board from the Football Association of Wales nominated members. The Chair and Vice Chair following appointment will serve for the remainder of their four year term and will be eligible for re-election to these positions whilst they remain a member of the Board.
- 12.2 The members of the Board shall be paid all reasonable out of pocket expenses properly incurred by them attending and returning from meetings of the Board or any committee of the Board or general meetings of the Company or in connection with the business of the Company.

## **13. BORROWING POWERS**

The Board may in furtherance of the objects of the Company, but not otherwise, exercise all the powers of the Company to borrow no money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable organisation or body subject to such consents as may be required by law.

## **14. POWERS AND DUTIES OF THE BOARD**

- 14.1 The business of the Company shall be managed by the Board which may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, being not inconsistent with the aforesaid provisions, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 14.2 In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Board shall always be mindful that they are charity Trustees within the definition of Section 97 of the Charities act 1993 as the persons having the general control and management of the administration of a charity.
- 14.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts of monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise, as the case may be, by not less than two persons authorised by resolution of the Board from time to time.

**14.4** The Board shall keep a written record of:

- (a) all appointments of officers made by the Board;
- (b) the names of the members of the Board present at each meeting of the Board and of any committee of the Board;
- (c) all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

**14.5** A member of the Board shall declare any interest in respect of any contracts in which he has an interest and shall not vote on such matters.

**15. DISQUALIFICATION OF MEMBERS OF THE BOARD**

The office of member of the Board shall be vacated if the member:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a member of the Board by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes published by law from being a member of the Board; or
- (c) becomes incapable by reason of mental disorder; illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.
- (f) being a member of the Board nominated by the Football Association of Wales ceases to have support to so serve as a nominated member of the Football Association of Wales.

**16. APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD**

**16.1** From the date of adoption of these Articles, each year (on a date chosen by the Board for the election of members of the Board) those members of the Board (both nominated by the Football Association of Wales and independent trustees) who have completed four years in office since last elected to the Board shall retire from office.

**16.2** A retiring member of the Board shall be eligible for re-election for a maximum of two further four year terms, save that nominees of the Football Association of Wales will require the further nomination of that body and independent trustees shall require nomination of the independent trustees as a group.

**16.3** The Company shall elect members of the Board by ordinary resolution.

16.4 No person other than a member of the Board retiring by rotation may be appointed a member of the Board unless;

- (a) He or she is recommended for election by the Board; or
- (b) Not less than three nor more than twenty one clear days before the date of the election, the Company is given a notice that:
  - (i) is signed by a member entitled to vote at a meeting of members or, in the case of a nomination by the Football Association of Wales, a duly authorised officer of the Football Association of Wales;
  - (ii) which states the member or the Football Association of Wales' intention to propose the appointment of a person as a member of the Board;
  - (iii) contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
  - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

16.5 The Board shall have power at any time to appoint any person to be a member of the Board, to fill a casual vacancy, but so that the total number of members of the Board shall not at any time exceed any maximum number fixed in accordance with these Articles. However, if the vacancy relates to a nominee of the Football Association of Wales, the vacancy may only be filled by a person nominated by that body and the nominated person will then serve for the remainder of the term of the vacating member as their first term in office.

16.6 The Company may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any member of the Board before the expiration of his period of office, should it be considered that the member has acted in a manner which is inconsistent with the objects of the company or by their actions has brought the company into disrepute.

## **17. PROCEEDINGS OF THE BOARD**

17.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall not have a second or casting vote and the status quo will prevail. A member of the Board may at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.

17.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be five.

- 17.3 The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Board, the continuing members or member of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a general meeting of the Company, but for no other purpose.
- 17.4 The Chair or in his absence, the Vice Chair shall preside as Chair at every general meeting of the Company, or if there is no Chair or Vice Chair, or if either is not present within fifteen minutes after the time appointed for holding the same, the members of the Board present may choose another of their number to be Chair of the meeting.
- 17.5 The Board may delegate any of its powers to committees consisting of members of its body as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall fully report all acts and proceedings to the Board as soon as is reasonably practicable. A committee may co-opt persons to its number from the employees of the Company or consultants used by the Company, but no such person will have a vote.
- 17.6 A committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chair of the meeting.
- 17.7 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall not have a second or casting vote. A matter resulting in an equality of votes shall be referred to the Board for a decision.
- 17.8 All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be member of the Board.
- 17.9 A resolution in writing, signed by a majority of the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

## **18. ACCOUNTS**

- 18.1 The Board shall keep accounting records in accordance with the provisions of the Act.
- 18.2 The accounting records shall be kept at the registered office of the Company, or subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to inspection by members of the Board.

- 18.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
- 18.4 The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
- 18.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors report (if any), and the Board's report, shall not less than 14 days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of general meetings of the Company.

**19. AUDIT**

If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. The remuneration of any such auditors is to be determined by the Board.

**20. NOTICES**

- 20.1 A notice may, unless otherwise required by the Act or other legal requirement, be given by the Company to any member either personally, by way of email to an address supplied by the member or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of delivery.
- 20.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (b) Any person being a trustee in bankruptcy of a member where the member but for this bankruptcy would be entitled to receive notice of the meeting;
  - (c) The auditors for the time being of the Company (if any); and
  - (d) Each member of the Board.

No other person shall be entitled to receive notices of general meetings.

## **21. RULES OR BYE LAWS**

21.1 The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient for the proper conduct and management of the Company and for the purposes of prescribing classes of a condition of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws Regulate:

- (a) 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 and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) The conduct of members of the Company in relation to one another, and to the Company's servants;
- (c) 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;
- (d) The procedure at general meetings and meetings of the Board and Committees of the Board in so far as such procedure is not regulated by these Articles;
- (e) And, generally, all such matters as are commonly the subject matter of Company rules.

21.2 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 Articles of Association of the Company.

## **22. INDEMNITY**

22.1 Every member of the Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to him by the Court, and no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

22.2 The members of the Board shall have power to purchase and maintain for any member of the Board such insurance as it permitted by Article 3(o) of these Articles.

## **23. INTERPRETATION**

In these Articles:

'the Act' means the Companies Act, 2006, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of the provision for the time being in force;

'the Articles' or 'these Articles' means the Company's Articles of Association.

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

'the Board' means the Board of Trustees and Directors of the Company;

'independent trustee' means a member of the Board not subject to nomination by the Football Association of Wales;

'informal membership' refers to a supporter who may be called a 'member' but is not a company member of the Company;

'member' and 'membership' refer to company membership of the Company;

'month' means calendar month;

'the objects' means the Objects of the Company as set out in Article 2 of the Articles;

'poll' means confidential voting by ballot;

'Trustee' means a member of the Board;

'the United Kingdom' means Great Britain and Northern Ireland;

Any reference to 'his' includes 'her';

Expressions referring to writing shall, unless the contrary is intended shall extend to include references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.