

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF
ESSEX COUNTY FOOTBALL ASSOCIATION LIMITED

Adopted by Members' resolution 6 June 2013

INTERPRETATION

1. The model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time 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:
 - "Act" means the Companies Act 2006 as amended, restated or re-enacted from time to time;
 - "Affiliated Club" means a football club which the Council has accepted may affiliate to the Association as an affiliated club member;
 - "Affiliated League" means a league of Affiliated Clubs which the Council has accepted may affiliate to the Association as an affiliated league member;
 - "Articles" means these Articles of Association;
 - "Association" means Essex County Football Association Limited;
 - "Board or directors" means the directors of the Association for the purposes of the Act and who are appointed under these Articles from time to time;
 - "Chairman" means the Chairman of the Association appointed from time to time in accordance with Articles 67 and 68;
 - "Chief Executive" means the person appointed as the chief executive of the Association pursuant to Article 73;
 - "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;
 - "Competitions" means a competition of Affiliated Clubs (or football clubs affiliated to another association recognised by the Football Association) which the Council has accepted may affiliate to the Association as a competition member;
 - "Co-opt" means a person or persons who are not elected Council Member of the Association;
 - "the Council" means the Council of the Association as constituted under these Articles;
 - "Council Members" means the persons appointed or elected from time to time to be members of the Council in accordance with these Articles;
 - "County Association" means a county football association approved by The Football Association for a county other than the County.
 - "Essex County Schools FA" means the Essex division of the English Schools Football Association;
 - "Essex Referees' Association" means the representative body of the football referees in Essex;
 - "executed" includes any mode of execution;
 - "FA Representative" means the person appointed in accordance with Article 52 to be the Association's representative at The Football Association under the articles of The Football Association;
 - "Group" means a group of Affiliated Clubs and/or Competitions designated by the Council in such geographical area in the County as is determined by the directors. For the avoidance of doubt, there shall be no more than 20 such Groups in Essex at any one time and the Groups shall be numbered from one to 20;
 - "Group Representative" means a Council Member pursuant to Article 34[iv] and in accordance with Articles 36 to 47;
 - "Independent Director" means a non-Executive Director of the Board who is appointed from time to time by the Council in accordance with these articles;
 - "Laws of the Game" means the laws Association Football as settled by the Federation Internationale de Football Associations ("FIFA") from time to time;
 - "Life Members" means the life members of the Association appointed in accordance with Article 51;
 - "Life Vice-Presidents" means the life vice-presidents of the Association appointed in accordance with Article 49;
 - "members" means those Affiliated Clubs, Affiliated Leagues, Competitions, Honorary Members and Council Members admitted into membership of the Association in accordance with Article 3;
 - "office" means the registered office of the Association;
 - "President" means the president of the Association elected in accordance with Article 48;
 - "Rules" means the rules 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;
 - "seal" means the common seal of the Association;
 - "Season" means the football season from 1 July to 31 May in each year or such other period in each year as The Football Association may prescribe as being the football season in any year;
 - "secretary" means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association pursuant to the Act, including a joint, assistant or deputy secretary;
 - "The Football Association" means the Football Association Limited of Wembley Stadium, Wembley, HA9 0WS.
 - "United Kingdom" means Great Britain and Northern Ireland;
 - "Vice-presidents" means the vice-presidents of the Association appointed in accordance with Article 50;
 - "Working Group(s)" means a number of people or a member appointed By Council upon the recommendation of The Directors to deal with specific business of the Association.

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.

MEMBERS OF THE ASSOCIATION

3. The members as at the date of adoption of these Articles 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 the individual. The provisions of section 113 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 on 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 323 of the Act. Council Members shall be members of the Association but any person who ceases to be a Council Member shall automatically cease to be a member and their name shall be erased from the Register of Members.
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 or the Rules.
5. The directors may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees and any other fees, to raise funds for the finances of the Association, to be paid by the different categories of members.
6. Subject to Article 5, the Council may from time to time make, vary and revoke membership Rules relating to all aspects of membership of the Association including (without limitation) Membership 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.
7. It shall be the duty of the Council, 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 a majority of at least three quarters of the Council Members present and voting at such a meeting.
8. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of their resignation, or if at any time after receipt of the notice requesting the individual 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 their defence either verbally or in writing, and they shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in their defence, vote for their 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, they shall thereupon cease to be a member and their name shall be erased from the register of members.
9. 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 their membership of the Association.

GENERAL MEETINGS

10. The Association shall hold a general meeting in June (or such other month as the directors prescribe) of every calendar year 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. The annual general meeting shall be held for the following purposes:
 - (a) to receive from the directors a full statement of account;
 - (b) to receive from the directors a report of the activities of the Association since the previous annual general meeting;
 - (c) to elect the Vice-Presidents, Life Members pursuant to these Articles (if a vacancy has arisen);
 - (d) to appoint the Association's auditors; and
 - (e) 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.

11. The directors may call general meetings and, on the requisition of one-tenth of the members pursuant to the provisions of the Act, shall within twenty one days proceed to convene a general meeting for a date not later than twenty eight days after the date of the notice convening the meeting. 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 secretary may call a general meeting.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other 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 90% of the total voting rights at the meeting of all the members.
13. 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 a 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 resolution, specify the intention to propose the resolution as a special resolution.

14. The notice may be given to every member and every director by (i) personally; (ii) by sending it by post in a prepaid envelope addressed to the member at the registered address of the person held; (iii) by leaving it at the address referred to above; (iv) electronically to an electronic address or facsimile number notified to the Association; or (v) by reference to a particular website.
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 20 members is present in person, by proxy or in the case of a corporate member by representative.
17. If such a quorum is not present within half an hour from 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 Chairman shall preside as chairman of the meeting but if the Chairman is not present within 15 minutes appointed for holding the meeting and is 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, they 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 entitled to vote and present in person, by proxy or in the case of a corporate member by representative 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 the individual 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 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 three members present in person, by proxy or in the case of a corporate member by representative 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 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, if the chairman of the meeting is a member of the Association then he 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 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 such number of members who would have been entitled to vote for the resolution had it been proposed in general meeting at which all of the members were 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. Subject to Article 27, 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 by proxy or in the case of a corporate member by representative shall have one vote.
- 31A. Proxies may only validly be appointed by a notice in writing which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 31B. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 31C. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
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.

COUNCIL

34. The Council shall comprise:
 - The Chairman
 - The Life Members as defined under article 51
 - Group Representatives for each Group elected in accordance with Articles 36 to 47
 - One person nominated by the Essex Referees' Association
 - One person nominated by the Essex County Schools FA
 - The Independent Directors elected in accordance with Articles 66 & 67
 - (N.B. The position regarding the FA representative is defined under article 52)

Commencing from the Annual General Meeting 1st June 2017 the Group Representative for open age football who retire under article 35, or for other reasons their position on Council becomes vacant, will not be replaced if there are two other continuing representatives for the group concerned.

As from 1st June 2021, all Open Age Groups will have a maximum of 2 Members. In any Group which exceeds this figure, those in office at that time will be required to retire and be eligible for re-election in accordance with Articles 36 and 37.

The current groups of the Association as defined under article 2 are:

Group 1 - Tendring, Colchester, Braintree, and Maldon

Group 2 - Chelmsford, Uttlesford, Harlow, Epping Forest and Brentwood.

Group 3 - Rochford, Southend, Castle Point, Basildon and Thurrock

Group 4 - London Boroughs of Havering, Redbridge, Barking & Dagenham, Newham and Waltham Forest

The above groups will be represented by two open age and one youth representative

Group 5 – Veterans' Football

Group 6 – Women's and Girls Football

Groups 5 & 6 will each be represented by 1 member.

35. All Council Members shall retire at the end of the season in which they reach the age of 70.

APPOINTMENT TO COUNCIL

36. Those persons proposed to be nominated as Group Representative to fill any vacancies that have arisen must be nominated by two members within the relevant Group on the nomination form prescribed by the directors and such form must be delivered to the Chief Executive or their nominee by such time prescribed by the directors on the date prescribed by the directors and a receipt obtained confirming delivery of the nomination form. The nomination form must be certified and signed by each of the chairmen of the meetings of the two members at which the candidate is nominated and must be counter-signed by the secretaries of both such members and by the candidate. The nominees proposed shall be verified by the directors to ensure that the provisions of these Articles have been complied with. No member may nominate more than one candidate.
37. No person shall be eligible for election as a Group Representative for their particular Group for the purposes of Article 34 unless he has been a member of a Competition or Affiliated Club within that Group for the three years immediately preceding their nomination. Any person nominated must reside within the County and must not be over the age of 65 when nominated for the first time. No person may be nominated for more than one Group.
38. No person shall be elected or serve as a Council Member if they are a member of the council of any other County Association, either at the time of nomination or after election.
39. No person who is an employee of the Association may serve as a Council Member.
40. If there are less or the same number of candidates nominated to be a Group Representative for a particular Group, then that/those candidate(s) shall be declared elected unopposed to be the Group Representative(s) for that particular group. If there are more candidates nominated than there are vacant positions to be the Group Representative(s) for a particular group, there shall be a postal ballot for that particular group in accordance with the provisions of articles 41 to 43. No more than two persons who are Officers or Management Committee members of a particular league/competition can serve at any given time as a Group Representative of the Association.
41. The names of the candidates and voting papers shall be sent not later than 22 April each year (or such other date each year as the directors shall prescribe) to the members in the Group concerned as were in affiliation on 1 July (or such other date each year as the directors shall prescribe) preceding the current season. Each candidate shall be sent a list of the nominations in their Group.
42. Voting papers must be delivered individually in a sealed envelope post marked not later than 14 May each year (or such other date each year as the directors shall prescribe) to the Chief Executive who, together with the Chairman or their nominee, shall open the envelopes and examine the voting papers, and declare the results of the election publicly through the press.
43. In the case of two or more candidates polling an equal number of votes the Council shall at its first Council meeting after the next annual general meeting elect (in its discretion) one such candidate to be the Group Representative for that particular Group. In the event of no nomination having been received from a Group, the Group Representative for that particular Group shall be selected by the Council at the first Council meeting after the next annual general meeting.
44. Those persons elected as Group Representatives shall hold office for a period of four years.
45. In the event of a casual vacancy occurring in relation to any Group Representative, the Council shall have power to appoint a substitute Group Representative, suitably qualified to represent that Group 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.
46. The Council Members shall remain in office until their successors have been elected and appointed. Council shall have power to fill any vacancy which may occur on 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.
47. The persons proposed to be nominated to be Council Members each year by Essex County Schools FA and Essex Referees' Association shall be submitted to the Chief Executive by 1 March each year (or such other date each year as the directors shall prescribe). Subject to those persons being approved by Council they shall be appointed as Council Members at the first Council meeting following the annual general meeting each year to serve for a one year term. The person nominated to serve on Council by the Essex Referees Association is to represent all referees so registered with the County Football Association. Any person nominated must reside within the County and must not be over the age of 65 when nominated for the first time, and shall retire at the end of the season in which they reach the age of 70.

PRESIDENT

48. The directors may recommend to the Council who (whether or not an existing Council Member) shall be elected as the President. The President may be elected at the last Council meeting before the Annual General Meeting. Each term of office shall be for four years commencing from the Annual General Meeting immediately after their election. The President shall have such rights and privileges as the directors shall from time to time prescribe.

LIFE VICE-PRESIDENTS

49. Life Vice Presidents shall be a Member of the Association and shall have such rights and privileges as the directors from time to time prescribe.

VICE-PRESIDENTS

50. There may be up to six Vice-Presidents at any one time. If there is any vacancy in the position of Vice-President, a person 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 former Council Member who has been a member of Council for a minimum of 15 years. Only the Council may recommend persons to be elected as Vice-Presidents at the annual general meeting. Vice-Presidents shall not be Council Members. Vice-Presidents shall have such rights and privileges as the directors shall from time to time prescribe.

LIFE MEMBERS

51. There may be up to eight Life Members. Life Members may be elected at an Annual General Meeting on the nomination of Council. To be eligible for election those nominated must have been a Council member in aggregate for at least 21 years. Upon election the member shall resign as a group representative. Life members who have not met the condition of article 35 will retain the right to vote at Council meetings. Life members shall remain a member of Council without voting rights until the end of the season they reach the age of 75. Those Life Members elected prior to 1st June 2017 shall remain a member of Council without voting rights until the end of the season they reach the age of 80. Life members once retired from Council shall continue as a Member of the Association and have such rights and privileges as the Directors from time to time prescribe.

FA REPRESENTATIVE

52. The Council shall decide which person from its membership shall be the FA Representative. The person elected shall serve for four years and providing the qualification of Article 35 is met, shall be eligible for re-election.

The FA Representative will attend Board Meetings but will not be entitled to vote.

POWERS OF COUNCIL

53. The Council has the power to appoint and remove the directors in accordance with these Articles.
54. Council has the power to regulate and manage all footballing 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.
55. The Council shall upon the recommendation of the Directors appoint a working group(s) or members to deal with set business of the Association whether a football or other such business.
56. The Council may upon recommendation of the Directors co-opt from outside its membership a person or persons for football or business matters. Such person(s) shall have the rights of Council membership but be excluded from voting on any matter before the Council and must be under the age of 65 when appointed and retire in accordance with Article 35
57. Council may at its discretion, award honoraria to such persons as it thinks fit on the recommendations as to the level of such honoraria from the Board.
58. The directors as set out in Article 67 responsible for a committee, together with the Chief Executive or their delegated deputy will have executive responsibility for the Committee's management. Each Committee shall decide upon a quorum number, the minimum of which shall be three. The director or the duly appointed secretary shall where the business warrants keep a record of the proceedings, and present a report to the Council at the meeting following the Committee meeting. Committees shall continue to operate until their successors are appointed.

PROCEEDINGS OF COUNCIL

59. The directors may and on the request of any two Council Members, the directors shall call Council meetings. The notice shall be sent to all the Council Members individually. At least seven 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. The Council shall meet in accordance with Article 117. No business shall be transacted at any meeting unless a quorum of 50% of the voting members of Council is present.
60. The Council shall have the power to make standing orders for the conduct of Council meetings and 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.
61. Council Members are entitled to attend all Council meetings and general meetings and, subject to the provisions of these Articles, are entitled to vote thereat.
62. If any Council Member is absent from 3 consecutive meetings of the Council, without providing a written explanation satisfactory to the Council, the Council may declare their seat vacant. If such person is a Group Representative the Council shall have the power to fill the vacancy in accordance with Article 45.

MINUTES

63. The Council Members shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of the directors and any officers; and
 - (b) of all its proceedings.

DIRECTORS

64. Subject to Articles 6 and 54, 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 Council.
65. 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

66. Unless otherwise determined by ordinary resolution the number of directors shall be subject to a maximum of five but shall not be less than three. The Board, at its discretion, may recommend to Council the appointment of up to two Independent Directors the appointment of whom shall be via an open, publicly advertised recruitment process. The term of office for Independent Directors, where appointed, shall be four years. The Board shall decide upon a quorum number. The minimum shall be three.

BOARD OF DIRECTORS

67. The directors shall be:
The Chairman of the Executive Council
Four other directors
Independent Directors appointed in accordance with Article 66
68. The Directors, as set out in Article 67, shall be appointed by Council from Council Members at the last Council Meeting before the Annual General Meeting. The term of office shall be for four years. Nominations for Director shall be submitted in writing to the Chief Executive by 1 March (or by such other date as the Directors shall prescribe). The Council may fill any casual vacancies.
69. No person may be a Director for more than 12 years, consecutively or otherwise.
70. The Chairman shall be a member of all standing Committees ex officio and is entitled to receive notice of all meetings of Standing Committees and shall be entitled to attend and speak at such meetings and shall be entitled to vote at such meetings.
71. The Directors shall regularly report to Council on their area of responsibility.

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by the individual. 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.

CHIEF EXECUTIVE

73. The directors may appoint a person to be the Chief Executive on such terms and for such period as they think fit and may remove such person and may delegate to the Chief Executive such of their powers as they think desirable to be executed by the individual. The Chief Executive shall, unless the directors otherwise decide, also be appointed as the secretary.

APPOINTMENT AND RETIREMENT OF DIRECTORS

74. Without prejudice to the provisions of section 168 of the Act, the members may by ordinary resolution remove any director before the expiration of their period of office and may by an ordinary resolution appoint another suitably qualified person in their stead. Any person so appointed, shall hold office for four years.
75. The Council may appoint a member to fill any vacancy on the Board in the position of director as set out in Article 68. In the event of a vacancy in the position of director, the Council may appoint a Council Member who is willing to act as a director to fill such a vacancy. Any person so appointed, shall hold office for four years.
76. If any director is not re-appointed, he shall retain office until someone is appointed in their place.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

77. The office of a director shall be vacated if:
- (a) they cease to be a Council Member;
 - (b) they cease to be a director by virtue of any provision of the Act or they become prohibited by law from being a director; or
 - (c) they become bankrupt or makes any arrangement or composition with their creditors generally; or
 - (d) they are, or may be, suffering from mental disorder and either:
 - (i) they are 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 their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
 - (e) they resign their office by notice to the Association; or
 - (f) they shall without sufficient reason for more than three consecutive meetings have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that their office be vacated; or
 - (g) directors, and where appointed Independent Directors, shall retire at the end of the season in which they reach the age of 70, in accordance with Article 35:or

- (h) they are suspended from holding office or from taking part in any footballing activity relating to the administration or management of the Association by a decision of The Football Association; or
- (i) they are removed from office by a resolution of the members duly passed pursuant to section 168 of the Act; or
- (j) they are removed from office by a vote passed by two thirds' majority of the Council Members present and voting at a Council meeting; or
- (k) they are requested to resign by all the other directors acting together.

DIRECTORS' AND COUNCIL MEMBERS' EXPENSES

78. The directors and Council Members may be paid all reasonable travelling and other expenses properly incurred by them in connection with their attendance at meetings of the directors or of committees of the directors or of general meetings or of other meetings of the Association or otherwise in connection with the discharge of their duties save where the Rules provide otherwise. The Association may also fund a director's expenditure for the purposes permitted under the Act and may do anything to enable a director to avoid incurring such expenditure as provided in the Act.

DIRECTORS' APPOINTMENTS AND INTERESTS

79. Subject as otherwise provided in the Act or Articles 80 and 81 (Conflicts of interest), a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Association) under the Association and he (or any firm of which he is a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) he may retain for their own absolute use and benefit all profits and advantages accruing to the individual in consequence of so acting.
80. (a) A director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Association unless it relates to a contract, transaction or arrangement with the Association or the matter has been authorised by the directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (b) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 80(a). Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted.
- (c) A director shall not, by reason of their office, be accountable to the Association for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 80(b) (subject in any such case to any limits or conditions to which such authorisation was subject).
81. (a) A director who becomes aware that he is in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the Association must declare the nature and extent of that interest to the other directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (b) Save as herein provided, or otherwise agreed in writing by all of the directors, a director shall not vote in respect of any contract, transaction or arrangement with the Association in which he has an interest which is to their knowledge a material interest otherwise than by virtue of being a member. A director shall not be counted in the quorum at the meeting in relation to any resolution on which he is debarred from voting.
- (c) Subject to the provisions of the Act and always to the provisions of Article 80 a director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning:
- (i) the giving of any security, guarantee or indemnity in respect of a debt or obligation of the Association or any subsidiary for which the individual has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or
 - (ii) any arrangement for the benefit of directors or employees of the Association or directors or employees of any subsidiary which does not award the individual any privilege or benefit not generally awarded to the other persons to whom such arrangement relates.
- (d) If any question shall arise at any time as to the materiality of a director's interest or as to the entitlement of any director to vote and such question is not resolved by their voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting (or if the director concerned is the chairman to the other directors at the meeting) and their or their ruling (as the case may be) shall be final and conclusive except in a case where the nature or extent of the interests of such director has not been fairly disclosed.
- (e) Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the Association and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Association) under the Association and he (or any firm of which he is a member) may act in a professional capacity for the Association and be remunerated and in any such case (save as otherwise agreed) he may retain for their own absolute use and benefit all profits and advantages accruing to the individual in consequence of so acting.

PROCEEDINGS OF DIRECTORS

82. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary 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.
83. The directors may invite persons to attend their meetings as observers. Such persons shall be entitled when asked by the directors to express an opinion on the issues raised at such meetings but shall not be entitled to vote thereat.
84. 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 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.

85. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of member of the 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, calling a Council Meeting or calling a general meeting.
86. The Chairman shall be the chairman of the 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 Vice-Chairman shall preside. If there is no Vice-Chairman or if he is unwilling to preside, of if he is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
87. All acts carried out by a meeting of the directors, or of a committee of the directors, or by a person acting as a member of the directors 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.
88. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of the directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
89. Save as otherwise provided by the Articles, a director shall not vote at a meeting of the directors or of a committee of the 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
90. 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.
91. The Association may by ordinary resolution suspend or relax to any extent, in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of the directors or of a committee of the directors.
92. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Association or anybody 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 their own appointment.
93. If a question arises at a meeting of the directors or of a committee of the 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 their ruling in relation to any director other than the individual shall be final and conclusive.

SECRETARY

94. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. For the avoidance of doubt the Chief Executive shall (unless the directors otherwise decide) be appointed as the secretary in accordance with Article 73.

MINUTES

95. The directors shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Association, which shall include without limitation proceedings of the directors and of committees of the directors, including the names of directors present at each such meeting but shall not include proceedings of Council. 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

96. The seal shall only be used by the authority of the directors or of a committee of the 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 secretary or by a second director.

ACCOUNTS

97. The directors shall cause accounting records of the Association to be kept in accordance with section 386 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 any 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

98. 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.
99. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their 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 the individual shall be entitled to have notices given to the individual at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

100. 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.
101. 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

102. 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

103. 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

104. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by the individual in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which he is acquitted or in connection with any application in which relief is granted to the individual 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

105. 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).
106. Notwithstanding any provision in the Articles to the contrary, a resolution to effect the following shall be effective only with the consent in writing of The Football Association and without such consent shall not do or cause to be done any of the following:
 - (i) the amendment, or removal, or the alteration of the effect of (which for the avoidance of doubt, shall be taken to include the ratification of any breach of) all or any of these articles;; or
 - (ii) these Articles;
107. The Football Association shall have:
 - (a) all the rights of a member of the Association in relation to receiving notice of, and attending and speaking at general meetings and to receiving minutes of general meetings; and
 - (b) all the rights of a director to receive notices of and minutes of meetings of the directors and the rights of a director of the company in relation to the Accounts and the inspection of any accounting records or other book or document of the Association pursuant to these Articles.The Football Association shall have no right to vote at general meetings.

RULES, STANDING ORDERS AND BYE-LAWS

108. Subject to Article 109, the directors have the power from time to time to make, repeal and amend regulations for the better administration of the Association.
109. 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 regulations for all footballing matters including but not limited to sanction and control of leagues and competitions, regulations for disciplinary proceedings of players and members, and regulations relating to referees.
110. Any such rules made pursuant to Articles 108 and 109 must be consistent with and subject to the Rules of The Football Association.

OBJECTS

111. The objects for which the Association is established are:
 - (a) 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;
 - (b) to make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of the game or otherwise within the county boundaries of Essex or such other area as shall be determined from time to time by The Essex County Football Association Limited ("the County"), and to take all such steps as shall be thought necessary or advisable for enforcing such rules, regulations, bye-laws and conditions;
 - (c) 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;
 - (d) 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 organisations;

- (e) to maintain, continue and provide for the affiliation and registration of competitions, clubs and other organisations for promoting or playing the game;
- (f) to maintain, continue and provide for the affiliation and registration of players, referees, coaches and others involved in the game;
- (g) to promote, provide for, regulate and manage competitions and matches, in the County 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;
- (h) to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any of the cups, shields and other prizes of or relating to Essex County Football Association;
- (i) 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;
- (j) 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;
- (k) 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 bye-laws 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, or 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;
- (l) 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;
- (m) 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 anybody to which The Football Association Limited is affiliated; and
- (n) 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.

112. The objects stated in each part of Article 111 shall not be restrictively construed but shall be given the widest interpretation. In Article 111, 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 objects stated in Article 111, shall be limited by, or be deemed subsidiary or auxiliary to, any other object stated in Article 111.

MEMBERS' LIABILITY AND APPLICATION OF PROPERTY

113. The liability of the members is limited.

114. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Association save that the provisions of Article 116 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, officer, 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, officer, 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 the individual or their 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 or other costs as permitted further to Article 79;
- (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.

115. 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.

116. 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.

EXECUTIVE COUNCIL MEETINGS

117. The Council shall meet a minimum of four times each year.

AGENDA

118. Council Members shall be furnished with the Agenda seven days prior to the Council meeting. Any matter which is not on the Agenda or Supplementary Agenda shall not be considered by the Council unless, without discussion, a majority of three quarters of the members present by vote consent. Matters which the Chairman decides should not be issued with the ordinary Agenda may be issued as 'supplementary' and any matters that the Council decide not to publish in the printed Minutes shall be written in the Minute Book. Group Representatives, FA Representative and Other Officers shall be required to regularly report to Council on activities in their area of responsibility.

CHAIRMAN OF EXECUTIVE COUNCIL

119. If the Chairman at any Council Meeting shall be of the opinion that any matter raised or motion proposed to be made thereat is of an objectionable character, it shall be competent for the individual either before or after the same is brought forward, to put it to the vote (on which no discussion shall be allowed), whether the same shall be entertained or not, and if three quarters of the Council Members present decide not to entertain such motion, the same shall be considered as disposed of for that day.

CONDUCT OF MEETINGS

120. The proposer of a motion shall be allowed ten minutes for their speech, and the seconder and succeeding speaker(s) a maximum five minutes each. The Proposer has a right to reply. A second amendment, if carried, becomes the substantive motion, which may be amended. Any discussion may be closed by a resolution "That the question now be put" being properly carried without debate. Members shall address themselves to the Chair, and when the Chairman rises to speak, members shall be immediately seated.

RESOLUTIONS

121. Resolutions shall be put to the vote by a show of hands, and shall be passed if supported by more than 50% of Council Members present and entitled to vote and voting.

A Ballot shall be held if it is properly proposed and seconded and supported by not less than two-thirds of members present and entitled to vote and voting.

RESCISSION

122. A resolution shall not be rescinded at the Meeting of the Council at which it is passed unless such rescission be carried by three quarters of those present and voting.

No matter which has been discussed by the Council, and which a Resolution has been passed, may be brought up again for discussion within a period of twelve months from the date on which the Resolution was passed unless the Motion to discuss shall be carried by three quarters of the members present and voting.

RESOLVE INTO COMMITTEE

123. The Council may by vote, resolve itself into a Committee of the whole Council, and hence there shall be no restriction as to the number of times members may speak upon the question.

APPLICABILITY

124. Standing Orders shall apply to all meetings of the Association, where applicable.

SUSPENSION

125. Standing Orders may be suspended by the passing of a resolution by not less than three quarters of those members present and entitled to vote and voting.

RULES OF THE ASSOCIATION

126. Where a proposed alteration to the Association's Rules is to be put to an Annual General Meeting on the specific recommendations of the Council, such recommendations shall be valid only if supported by at least two-thirds of those present and entitled to vote and voting at the Council Meeting dealing with the proposals.