

**Annual General Meeting of the
Football Supporters' Association**

**Royal National Hotel, London
Saturday 29th June 2019**



Contents	Page 3
Agenda	Page 4
Standing Orders	Page 5
Minutes of the EGM held on 22 nd November 2018	Page 9
Constitution of the FSA	Page 15
Finance Update	Page 38
Motions proposed by the Board, National Council and Members	Page 40



Annual General Meeting of the Football Supporters' Association (FSA)

Royal National Hotel, London, Saturday 29th June 2019 at 12.30pm

AGENDA

- 1 – Chair's welcome, and apologies for absence
- 2 – Adoption of the standing orders
- 3 – Confirmation of the minutes of the Extraordinary General Meeting on 22nd November 2018
- 4 – Presentation of the Board's report on the FSA's activities since the EGM
 - European Super League; Motion 5
- 5 – Regulatory reform
 - Chris Matheson MP
 - Update from FSA – Ashley Brown and Roger Ellis
 - Motions 1 & 2
- 6 – Motions proposed by the Board, National Council and Members
- 7 – Any other business

Richard Irving
Secretary
3rd June 2019



Standing Orders of the Football Supporters' Association

AGM and other General meetings

1. The Company Secretary, on behalf of the Board, shall publish an agenda and papers, which shall include

- Minutes of the previous general meeting
- Matters arising from the minutes of the previous general meeting
- Minutes of the proceedings of the previous AGM (*)
- Matters arising from the minutes of the previous AGM (*)
- The annual report (*)
- Annual accounts and appointment of auditors (*)
- Elections of officers and network representatives (*)
- Motions, including any proposed amendments and alterations to the constitution, rules and standing orders.
- Topics for debate tabled by the Board or National Council

Those items marked (*) are only applicable to AGMs.

Chair

2. The FSA chair shall chair the AGM and all general meetings. In his/her absence, or for any matter dealing with his/her own position, the vice-chair shall chair.

3. The ruling of the chair on any question of procedure arising shall be final and can only be challenged as allowed for in Standing Order 24.

Voting

4. Voting shall be by show of appropriate voting cards or by ballot. The Company Secretary shall appoint persons to count votes and organise any ballots required.

5. Voting shall be restricted to accredited delegates, and shall be in accordance with the rules and bye-laws of the Association. In the event of any dispute the Company Secretary shall decide on eligibility.

6. Decisions shall be made by simple majority, except where stated to the contrary elsewhere in the rules or constitution of the Association.

7. The chair shall have both a deliberative and a casting vote

Motions and Debate

8. A validly formulated motion which is published in the agenda can only be withdrawn with the consent of the proposer.

9. Motions shall be moved by the delegate in whose name they stand, or their nominated representative.

10. All Motions and Amendments shall require a seconder before they are moved. If no seconder can be secured, the motion or amendment will fall.

11. Speakers shall state their name (and the organisation they represent, where appropriate) before addressing the AGM.

12. The maximum time allowed for the moving of a motion or an amendment shall be five minutes. All other speeches shall have a maximum time of three minutes except at the discretion of the chair. The mover of the motion is entitled to a right of reply, also with a maximum time of three minutes, after which the motion shall be put to the vote without further debate, except in the case of procedural motions. The mover of an amendment does not have the right of reply.

13. A delegate shall not speak more than once to the same motion or amendment except with the permission of the chair.

14. If two or more delegates wish to speak at the same time the chair shall decide to whom priority shall be given.

15. Amendments may be moved by giving notice to the chair, except in the case of procedural motions as referred to in Standing order 24.

16. If an amendment to a motion is moved, a further amendment shall not be moved until the first amendment is disposed of.

17. An amendment shall not be moved while a vote is being taken.

18. An amendment must be related to but may not negate the substance of the original motion.

19. The mover of the motion shall be asked whether he/she accepts an amendment. If the amendment is accepted by the mover it will automatically become part of the substantive motion.

20. Should the chair call for “Order” during a debate, the delegate speaking shall immediately sit down and neither he/she, nor any other delegate, shall speak until the chair invites them to do so.

21. The chair shall ensure that debates are conducted in a spirit of mutual respect. Any delegate disobeying, or attempting to defy, the ruling of the chair may be suspended for the remainder of the meeting. The chair shall call attention to continued irrelevance, repetition, unbecoming language or any breach of order on the part of a member, and direct such member to discontinue their speech.

22. Any delegate may raise a point of order but must confine this to the subject before the meeting at the time.

23. Any motion received after the closing date for submission of motions, which shall be determined by the Board shall be reported to the meeting by the Company Secretary. Motions received after the closing date must relate to a matter which has arisen after the closing date for motions, or which requires urgent attention. The chair will make a ruling on this point.

Procedural Motions

24. The following procedural motions may be moved at any time without previous notice:

- That the motion or an amendment be withdrawn (can only be moved by the proposer of the motion or amendment)
- That the motion be referred to the Board or National Council for consideration
- That the chair’s ruling be challenged
- That the AGM be adjourned
- That persons present who are not members of the FSA leave the AGM for a specified period.
- That the question be now put (*)
- That the meeting proceeds to the next business (*)
- That the speaker shall no longer be heard (*)
- That the debate be adjourned (*)



None of the procedural motions marked (*) can be moved by a delegate who has already addressed the meeting on the motion or amendment under debate. Any procedural motion shall be immediately put to the vote after one speech in favour of the motion and one against. No amendment shall be allowed.

Business Not Taken

25. Any business not taken at the meeting due to lack of time shall be referred to the National Council or Board, as appropriate to its content, as determined by the Company Secretary.

Suspension of Standing Orders

26. Any standing order may be suspended by a motion to the meeting provided that at least two-thirds of the delegates voting vote in favour



MINUTES OF THE INAUGURAL GENERAL MEETING OF THE UNIFIED FOOTBALL SUPPORTERS' ORGANISATION

DATE: THURSDAY 22ND NOVEMBER 2018

TIME: 2.30 pm to 4.45 pm

LOCATION: Unite the Union, 128 Theobald's Road, London WC1X 8TN

Present: A quorum of members and members of the boards of Supporters Direct and the Football Supporters' Federation and the SD/FSF Interim Board

Chair: Richard Irving

Officers in Attendance: Kevin Miles – Chief Executive Officer Designate
Richard Irving – Secretary

Kevin Miles, as the newly appointed Chief Executive Officer, thanked all present for attending and passed the chairing of the meeting to the organisation's secretary, Richard Irving.

The Chair then explained the order of proceedings for the meeting as per the previously advised notice but with minor amendments to the order to facilitate smoother running of the election process.

One

The Chair asked Tom Greatrex, as co-chair of the SD/FSF Interim Board, to give a short introduction to the work and recommendations of the Interim Board. He explained that there were four key recommendations given by that Board to the soon-to-be-formed Board of the new organisation in their handover document. These covered the incorporation of the new organisation initially as a Company Limited by Guarantee (a mutual recognised as such by Co-ops UK) and later as a Community Benefits Society, the new name and branding of the new organisation, the assurance that all staff currently employed by both organisations will be retained and TUPE'd into the new organisation and the development of a mission statement.

Two

The next item on the agenda was to elect the Chair and Vice Chair of the organisation.

The Secretary stated that, since only Malcolm Clarke had been nominated to be Chair of the new organisation, only an affirmative vote was required to ratify his appointment. The appointment was then ratified unanimously by those present and those voting by proxy.



Richard Irving therefore handed the chair of the meeting to Malcolm Clarke who thanked all present for their support. He stated that his term of office is until 2021, at which time he will also hit the age limit of membership of the FA Council, which might therefore be an appropriate time for standing down from the Chair's role as well.

For the appointment of Vice Chair of the organisation, two nominations (following the withdrawal of Malcolm Clarke) were received for the position, from Tom Greatrex and Martin O'Hara. Following a vote by those eligible to vote in the room and those voting by proxy, Tom Greatrex was elected Vice Chair.

Three

Elections for the three positions on the Council for Associate organisations were then held. There were four candidates standing and, following a vote by those eligible to vote in the room and those voting by proxy, the following were elected to the Council:

Ally Simcock	To AGM 2021
Dave Tomlinson	To AGM 2021
David Michael	To AGM 2020

Four

Elections for the six positions on the Council for Individual members were then held. From a list of eighteen candidates (following withdrawals of those already appointed) a vote by those eligible to vote in the room and those voting by proxy, was held and the following were elected:

Pete Daykin	To AGM 2021
Fiona McGee	To AGM 2021
Kristine Green	To AGM 2021
Martin O'Hara	To AGM 2020
Christine Seddon	To AGM 2020
Steven Powell	To AGM 2020

Five

The meeting then adjourned to allow the networks to ratify the results of the elections to the Council for Affiliate members from the networks, as defined in the organisation's constitution, which were concluded on Tuesday 20th November 2018. The following appointments were ratified:

Premier League:	Dave Pennington	To AGM 2021
	Kat Law	To AGM 2021
	Dave Kelly	To AGM 2020

Championship:	Rick Duniec Geoff Bielby Teddy Bellamy	To AGM 2021 To AGM 2020 To AGM 2020
Leagues 1&2:	Antony Wilkinson Roger Ellis	To AGM 2021 To AGM 2021
National Game:	Rob Street	To AGM 2021
Community Owned:	Neil Le Milliere Tim Hillyer	To AGM 2021 To AGM 2021
Fans For Diversity:	Chris Paouros Malcolm Hirst Shin Aujla	Term to be determined Term to be determined Term to be determined

The Chair thanked all those involved in the elections for standing and encouraged those not elected to seek election once again in the future.

Six

In the absence of any other business, the Chair then closed this part of the meeting and asked the Council representatives only to convene to elect their Board members. Of those elected to the Council, only Roger Ellis was not present.

The Council then voted via ballot for their six candidates for the Board and the following appointments were made:

Roger Ellis	Term to be determined
Martin O'Hara	Term to be determined
Dave Pennington	Term to be determined
Tim Hillyer	Term to be determined
Ally Simcock	Term to be determined
Chris Paouros	Term to be determined

{Post meeting note: It was subsequently agreed that the three candidates polling the most votes would be elected until AGM 2021 meaning Tim Hillyer, Roger Ellis and Martin O'Hara were elected until AGM 2021 and Dave Pennington, Ally Simcock and Chris Paouros were elected until AGM 2020}

The Interim Board agreed on the following appointments:

Tim Hartley	To AGM 2019
Fiona McGee	To AGM 2019
Peter Daykin	To AGM 2019



The above join the following as Chair and Vice Chair respectively:

Malcolm Clarke
Tom Greatrex

To AGM 2021
To AGM 2020

Discussions were then held about the dates and timings of Council Elections.

Furthermore, Dave Pennington asked the meeting to acknowledge the work of the previous SD and FSF Chairs and this was duly agreed.

With there being no further business, the Chair declared the meeting closed.

Richard Irving
Secretary
22nd November 2018

APPENDIX

The full results for the elections held for the Unified Football Supporters' Organisation Board and Council on Thursday 22nd November 2018 were as follows:

CHAIR

Malcolm Clarke stood unopposed for the role of Chair.

VICE CHAIR

Tom Greatrex	205 (29 Affiliate votes, 60 individual)
Martin O'Hara	74 (11 Affiliate votes, 19 individual)

Tom Greatrex was therefore elected Vice Chair.

COUNCIL ELECTIONS TO THE BOARD

Tim Hillyer	12
Roger Ellis	11
Martin O'Hara	11
Dave Pennington	10
Ally Simcock	10
Chris Paouros	9
Dave Tomlinson	9
Geoff Bielby	8
Kristine Green	7
Christine Seddon	7
Neil Le Milliere	6
Steve Powell	6
Rick Duniec	5
Tony Wilkinson	4
David Michael	2

As a result of the above, Tim Hillyer was elected to the Community Owned Clubs' position on the UFSO Board and Chris Paouros was elected to the Fans For Diversity position on the Board. Roger Ellis, Martin O'Hara, Dave Pennington and Ally Simcock were elected to the roles reserved for Premier League/Championship/L1/L2/National Game representatives.

ASSOCIATE REPRESENTATIVES TO THE COUNCIL

Ally Simcock (A Pint of Vale)	10
Dave Tomlinson (Sandbach Travelling Alex)	10



David Michael (My Old Man Said)	6
Barry Faust (Southern Wombles Supporters' Group)	1

Ally Simcock, Dave Tomlinson and David Michael were duly elected to the Council.

INDIVIDUAL REPRESENTATIVES TO THE COUNCIL

Pete Daykin	60
Fiona McGee	43
Kristine Green	40
Martin O'Hara	37
Christine Seddon	37
Steve Powell	35
Paul Corkrey	25
Tim Hartley	25
Dave Tomlinson	24
Goronwy Brookes	21
Geoff Bielby	20
Roger Ellis	19
Rick Duniec	11
Robert Whittaker	11
Jordan Tyms	10
Ally Simcock	7
Michael Green	6
James Cave	5
Mark Jordan	4
Steve Turner	3
David Barwick	2
Chris Johnson	2
James Horrax	0

Pete Daykin, Fiona McGee, Kristine Green, Martin O'Hara, Christine Seddon and Steve Powell were duly elected to the Council.



ARTICLES OF ASSOCIATION

The Unified Football Supporters' Organisation

Company Number: 11660866

Incorporated on 5th November 2018



COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

The Unified Football Supporters' Organisation

1 Name

The name of the company is "The Unified Football Supporters' Organisation"

2 History and Purpose

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

3 Objects

-The objects of The Unified Football Supporters' Organisation are:

- 3.1 to encourage, promote and develop support of association football and goodwill between football supporters at local, national and international levels;
- 3.2 to support and protect the interests of member supporters' trusts, clubs, individuals and, wherever necessary, their dependents;
- 3.3 to promote good governance in sport and encourage clubs to be run in a sustainable manner;
- 3.4 to promote the benefits of and encourage the creation of community-owned clubs, and supporter representation on club boards;
- 3.5 to work with supporters, governing bodies, the leagues and clubs to encourage, promote and embed meaningful supporter engagement at all levels;

- 3.6 to gain representation for football supporters on the executive and governing bodies of association football;
- 3.7 to provide an independent and democratic structure through which the views of supporters may be channelled and articulated;
- 3.8 to initiate and support campaigns on issues of concern to football supporters;
- 3.9 to carry out research into and disseminate information on football related issues;
- 3.10 to promote diversity and oppose all forms of discrimination in relation to football;
- 3.11 to work against the abuse of football by those who bring violent intent and actions to our football grounds;
- 3.12 to liaise with all interested parties to achieve these objectives.

4 **Values**

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

5 **Powers**

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

- 5.1 to acquire or hire and hold property of any kind, including the acquisition of freehold or leasehold property;
- 5.2 to develop, improve, let or dispose of property of any kind;
- 5.3 to raise funds;
- 5.4 to make subscription charges for membership of The Unified Football Supporters' Organisation;
- 5.5 to borrow money and give security for loans;
- 5.6 to employ staff;

- 5.7 to pay remuneration and allowances to any person, and to make arrangements for providing, or securing the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay);
- 5.8 to make grants or loans of money and to give guarantees;
- 5.9 to set aside funds for special purposes or as reserves against future expenditure;
- 5.10 to pay for indemnity insurance for officers of The Unified Football Supporters' Organisation;
- 5.11 to employ paid or unpaid agents, staff or advisers;
- 5.12 to provide services to people and organisations using its experience, resources and expertise, whether or not those people or organisations are involved in football;
- 5.13 to enter into contracts to provide services to or on behalf of other bodies;
- 5.14 to establish or acquire subsidiary companies to assist or act as agents for The Unified Football Supporters' Organisation;
- 5.15 to do anything else within the law which promotes or helps to promote the Objects.

6 Benefits to Members and Board Members

- 6.1 The property and funds of The Unified Football Supporters' Organisation must be used only for promoting the Objects and cannot be distributed to the members but:
 - 6.1.1 Members who are not Board Members may be employed by or enter into contracts with The Unified Football Supporters' Organisation and receive reasonable payment for goods or services supplied;
 - 6.1.2 Members (including Board Members) may be paid interest at a reasonable rate on money lent to The Unified Football Supporters' Organisation; and

- 6.1.3 Members (including Board Members) may be paid a reasonable rent or hiring fee for property or equipment let or hired to The Unified Football Supporters' Organisation.
- 6.2 A Board Member must not receive any payment of money or other material benefit (whether directly or indirectly) from The Unified Football Supporters' Organisation except:
 - 6.2.1 as mentioned in Articles 5.10 (indemnity insurance), 6.1.2 (interest), 6.1.3 (rent) or 6.3 (contractual payments);
 - 6.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of The Unified Football Supporters' Organisation;
 - 6.2.3 an indemnity permitted by sections 232 to 234 inclusive of the Companies Act.
- 6.3 A Board Member may not be an employee of The Unified Football Supporters' Organisation, but a Board Member or a connected person may enter into a contract with The Unified Football Supporters' Organisation to supply goods or services in return for a payment or other material benefit if:
 - 6.3.1 the goods or services are actually required by The Unified Football Supporters' Organisation;
 - 6.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of The Unified Football Supporters' Organisation in accordance with the procedure in Article 6.4; and
 - 6.3.3 provided that The Unified Football Supporters' Organisation may not enter into such a contract at any time when the effect of such contract would be that more than one third of the Board Members are or have been interested in such a contract in that financial year.
- 6.4 Whenever a Board Member has a personal interest in a matter to be discussed at a meeting of the Board or a committee, they must:

- 6.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
- 6.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
- 6.4.3 not be counted in the quorum for that part of the meeting; and
- 6.4.4 be absent during the vote and have no vote on the matter.

7 **Limited Liability**

The liability of Members is limited.

8 **Guarantee**

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

9 **Dissolution**

- 9.1 If The Unified Football Supporters' Organisation is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
 - 9.1.1 by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects;
 - 9.1.2 for charitable purposes which are within or similar to the Objects.

10 Membership

- 10.1 The Unified Football Supporters' Organisation must maintain a register of members.
- 10.2 Membership of The Unified Football Supporters' Organisation is open to any individuals or organisations interested in promoting the Objects who:
- 10.2.1 qualify for membership of one of the Tiers specified below;
 - 10.2.2 are approved by the Board or under a process approved by the Board; and
 - 10.2.3 agree in writing to become a Member, to respect The Unified Football Supporters' Organisation's Values as set out in Article 4 and to be bound by the provisions of these Articles, either personally or (if the member is an organisation) through an authorised representative.
- 10.3 There are three Tiers of membership:
- 10.3.1 Individual Voting Members – individual people who support football and accept the conditions of membership laid down by the Board and provide the details required by the application form approved by the Board;
 - 10.3.2 Affiliate Voting Members – football supporters' groups who are full current members of Supporters Direct on 1 November 2018 and continue to meet the definition of a Supporters Trust in Article 20 or who fulfil and continue to fulfil the following criteria of basic sound governance and democratic principles and provide the details required by the application form approved by the Board:
 - 10.3.2.1 the organisation must have a written constitution;
 - 10.3.2.2 membership must be open to all supporters of the relevant football club free of charge or at an affordable fee;

- 10.3.2.3 the operation of the organisation must be independent of the football club (unless that organisation is a Supporters Trust that is the direct owner of its football club);
- 10.3.2.4 the organisation must have a democratic structure and decision-making process, based on one member, one vote;
- 10.3.2.5 the majority of the organisation's governing committee must be elected by the membership, either at a general meeting or by postal or online ballot;
- 10.3.2.6 the organisation must publish annual accounts which are audited, certified annual accounts or approved by its membership at an AGM;
- 10.3.2.7 the organisation must maintain up to date records of its membership, holding basic details of each current member;
- 10.3.2.8 the organisation must adopt a meaningful diversity policy.

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

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

- 10.4 People and organisations who engage with The Unified Football Supporters' Organisation and wish to receive information about its activities may become "members" of The Unified Football Supporters' Organisation's database but will not be Voting Members of the company unless they follow the process set out in Article 10.2.
- 10.5 Membership is terminated if the Member concerned:
- 10.5.1 gives written notice of resignation to The Unified Football Supporters' Organisation;
 - 10.5.2 dies or (if the Member is an organisation) ceases to exist;
 - 10.5.3 ceases to be entitled to be a Member under these Articles; or
 - 10.5.4 is removed from membership under a procedure approved by the National Council.
- 10.6 Membership of The Unified Football Supporters' Organisation is not transferable.

11 General Meetings

- 11.1 Members are entitled to attend general meetings either personally or (if a member is an organisation) by an authorised representative. General meetings are called on at least 21 clear days' written notice specifying the time and place of the meeting or meetings and the business to be discussed. The notice will say if the meeting is an AGM. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive it shall not invalidate the proceedings at that meeting.
- 11.2 There is a quorum at a general meeting if the number of members or authorised representatives present at the meeting or meetings is at least 10 Affiliate Voting Members and 10 Individual Voting Members who are not also representing an Affiliate Voting Member.
- 11.3 The Chair or Vice Chair (or if they are unable or unwilling to do so) some other member elected by those present presides at a general meeting.

- 11.4 Except where otherwise provided by the Companies Act, every issue is decided by a majority of the votes cast.
- 11.5 So far as permitted by the Companies Act or subsequent legislation the Board may arrange for Members to participate in meetings and vote electronically.
- 11.6 Members present in person or through an authorised representative at a General Meeting have votes as follows:
- 11.6.1 Individual Voting Members – one vote
 - 11.6.2 Associate Voting Members – one vote
 - 11.6.3 Affiliate Voting Members – five votes
- 11.7 Except at first, The Unified Football Supporters' Organisation must hold an AGM in every year. The first AGM must be held within 18 months after The Unified Football Supporters' Organisation's incorporation.
- 11.8 At an AGM the members:
- 11.8.1 receive the accounts of The Unified Football Supporters' Organisation for the previous financial year;
 - 11.8.2 receive the Board's report on The Unified Football Supporters' Organisation's activities since the previous AGM;
 - 11.8.3 accept the retirement of those Board Members who wish to retire;
 - 11.8.4 elect Members of the National Council to fill any vacancies arising under Article 13.3;
 - 11.8.5 elect a Chair and Vice Chair of The Unified Football Supporters' Organisation who, with effect from the AGM in 2020, shall hold office for periods of 2 years;

- 11.8.6 appoint auditors for The Unified Football Supporters' Organisation (if The Unified Football Supporters' Organisation's accounts are required to be audited); and
- 11.8.7 may discuss and determine any issues of policy or deal with any other business put before them by the Board.
- 11.9 Any general meeting which is not an AGM is a general meeting.
- 11.10 A general meeting may be called at any time by the Board and must be called within 14 clear days on a written request from at least ten Affiliate Voting Members and ten Individual Voting Members.
- 11.11 The Board should establish standing orders for the conduct of general meetings.

12 Networks

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

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

13 National Council

- 13.1 The Unified Football Supporters' Organisation will have a National Council which will be the means of members having a voice in the direction of The Unified Football Supporters' Organisation and its policies between AGMs.
- 13.2 The first members of the National Council will be appointed by the first subscriber Members of The Unified Football Supporters' Organisation having regard to the wishes expressed by members of The Football Supporters Federation and Supporters Direct at meetings in November 2018 on the following basis:

- 13.2.1 3 members from the Premier League Network (1 to serve a term of office ending at the AGM in 2020 and 2 to serve terms of office ending at the AGM in 2021);
 - 13.2.2 3 members elected from the Championship Network (2 to serve terms of office ending at the AGM in 2020 and 1 to serve a term of office ending at the AGM in 2021);
 - 13.2.3 3 members elected from the League One & Two Network (1 to serve a term of office ending at the AGM in 2020 and 2 to serve terms of office ending at the AGM in 2021);
 - 13.2.4 3 members elected from the National Game Network (2 to serve terms of office ending at the AGM in 2020 and 1 to serve a term of office ending at the AGM in 2021);
 - 13.2.5 3 members elected from the Community Owned Club Network (1 to serve a term of office ending at the AGM in 2020 and 2 to serve terms of office ending at the AGM in 2021);
 - 13.2.6 3 members elected from the Fans for Diversity Network (2 to serve terms of office ending at the AGM in 2020 and 1 to serve a term of office ending at the AGM in 2021);
 - 13.2.7 3 members elected from the Associate Voting Members Tier (1 to serve a term of office ending at the AGM in 2020 and 2 to serve terms of office ending at the AGM in 2021);
 - 13.2.8 6 members elected from the Individual Voting Members Tier (3 to serve terms of office ending at the AGM in 2020 and 3 to serve terms of office ending at the AGM in 2021).
- 13.3 Thereafter, members of the National Council will be elected to fill vacancies and will hold office for a two-year term from the date of an AGM to the date of an AGM. Each Network will decide for itself the arrangements for the election of members of the National Council, subject to approval by the AGM. The elections for members for the Associate Tier and the Individual Voting Members tier will be conducted at the AGM under arrangements proposed by the Board and approved by the AGM.
- 13.4 Of the members of the National Council nominated and elected from Affiliate Voting Members in Networks and nominated and elected from Associate Voting Members in the Associate Tier there must be no more than one at any point in time who was nominated from the same Affiliate Voting Member or Associate Voting Member.

- 13.5 Meetings of the National Council will be chaired by the Chair of The Unified Football Supporters' Organisation or in their absence the Vice Chair. If neither the Chair nor Vice Chair is present at meeting the National Council will appoint a chair from among those present for that meeting.
- 13.6 The National Council may co-opt up to two additional members if it considers they will assist it in its work for periods of office not exceeding three years and subject to approval at the next AGM.
- 13.7 Members of the National Council will take responsibility for conducting a dialogue with those who elected them and speaking for them so that, between the members of the National Council, each Tier of membership is represented.
- 13.8 A person shall cease to be a member of the National Council if:
- 13.8.1 being a representative of an Affiliate Voting Member, that Affiliate Voting Member ceases to meet the criteria for membership of the Network from which they were elected; or
 - 13.8.2 they or the Member they represent cease to be entitled to be a Member of The Unified Football Supporters' Organisation;
 - 13.8.3 they resign; or
 - 13.8.4 they fail without good reason to attend three consecutive meetings; or
 - 13.8.5 they are removed from office by a resolution of two-thirds of the remaining members of the National Council for serious breach of any code of conduct which the National Council has adopted. No such resolution may be passed unless the National Council has invited the views of the person concerned and considered the matter in the light of any such views; or
 - 13.8.6 they are convicted of an imprisonable offence.
- 13.9 The procedures for the National Council shall be as follows.
- 13.9.1 The National Council shall meet at least three times each year.

- 13.9.2 A quorum at National Council meetings shall be one third of the members of the Council.
- 13.9.3 Each member of the National Council shall have one vote on any matter to be decided by the National Council. In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 13.9.4 If any member of the National Council has a material involvement in a matter being considered by the Council (other than by virtue of being a member of a Network or Tier), they shall declare it, and the remaining members of the National Council shall decide whether they may take part or vote on the matter.
- 13.9.5 The National Council should establish its own standing orders for meetings, and a code of conduct to be followed by all members of the National Council.

14 The Board

- 14.1 The first Board Members will be:
 - 14.1.1 3 Board Members appointed from the Interim Board which operated prior to incorporation with members drawn from The Football Supporters Federation and Supporters Direct, who shall serve a term of office ending at the AGM in 2019;
 - 14.1.2 6 Board Members appointed by the first subscriber Members of The Unified Football Supporters' Organisation by reference to election processes carried out at or before meetings of The Football Supporters Federation and Supporters Direct in November 2018, 3 of whom shall serve a term of office ending at the conclusion of the AGM in 2020 and 3 of whom shall serve a term of office ending at the AGM in 2021;
 - 14.1.3 a Chair appointed by the first subscriber Members of The Unified Football Supporters' Organisation by reference to election processes carried out at or before meetings of The Football Supporters Federation and Supporters Direct in November 2018, who shall serve a term of office ending at the AGM in 2021;

- 14.1.4 a Vice Chair appointed by the first subscriber Members of The Unified Football Supporters' Organisation by reference to election processes carried out at or before meetings of The Football Supporters Federation and Supporters Direct in November 2018, who shall serve a term of office ending at the AGM in 2020.
- 14.2 With effect from the AGM in 2019 vacancies on the Board will be filled by elections in the National Council from among the members of the National Council under an election process proposed by the Board and approved by the AGM. The term of office of Board Members so elected will be three years.
- 14.3 The Board may co-opt additional Board Members, should they consider it necessary for reasons of diversity or required skills, for periods of office not exceeding three years and subject to approval at the next AGM.
- 14.4 Every Board Member must sign:
 - 14.4.1 a declaration of willingness to act as a Board Member of The Unified Football Supporters' Organisation; and
 - 14.4.2 a declaration confirming that they are not disqualified from acting as a Board Member;before they may vote at any meeting of the Board.
- 14.5 In relation to terms of office for Board Members:
 - 14.5.1 the normal term of office for a Board Member shall be three years, at the end of which a Board Member shall retire and may stand for reappointment, if otherwise eligible;
 - 14.5.2 terms of office shall begin (or be deemed to begin) and end at the conclusion of the AGM each year.
- 14.6 A Board Member's term of office automatically terminates if they:

- 14.6.1 are disqualified or otherwise prohibited by law from acting as a Board Member;
 - 14.6.2 are incapable, whether mentally or physically, of managing their own affairs;
 - 14.6.3 are absent from three consecutive meetings of the Board and are asked by a majority of the other Trustees to resign;
 - 14.6.4 or the Member they represent cease to be entitled to be a Member of The Unified Football Supporters' Organisation;
 - 14.6.5 resign by written notice to the Board (but only if at least two Board Members will remain in office);
 - 14.6.6 are removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Board Member concerned and considered the matter in the light of any such views.
- 14.7 A technical defect in the appointment of a Board Member of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

15 **Board Meetings**

- 15.1 The Board must hold at least four meetings each year.
- 15.2 A quorum at a meeting of the Board is not less than one third of the total number of Board Members, subject to a minimum of two Board Members.
- 15.3 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants.
- 15.4 The Chair or (if the Chair is unable or unwilling to do so) the Vice Chair or (if the Vice Chair is unable or unwilling to do so) another Board Member chosen by Board Members present presides at each meeting.

- 15.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all Board Members is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 15.6 Except for the chair of the meeting, who has a casting additional vote, every Board Member has one vote on each issue.
- 15.7 A procedural defect of which the Board is unaware at the time does not invalidate decisions taken at a meeting.
- 15.8 The Board should establish standing orders for its meetings.

16 **Board powers**

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

- 16.6 to establish procedures to assist the resolution of disputes or differences within The Unified Football Supporters' Organisation; and
- 16.7 to exercise any powers of The Unified Football Supporters' Organisation which are not reserved to the members in general meeting.

17 Records and Accounts

- 17.1 The Board must comply with the requirements of the Companies Act as to keeping financial records, the audit or other scrutiny of accounts and the preparation and transmission to the Registrar of Companies of:
 - 17.1.1 annual returns;
 - 17.1.2 annual reports; and
 - 17.1.3 annual statements of account.
- 17.2 The Board must keep proper records of:
 - 17.2.1 all proceedings at general meetings;
 - 17.2.2 all proceedings at meetings of the Board;
 - 17.2.3 all reports of committees; and
 - 17.2.4 all professional advice obtained.
- 17.3 Accounting records relating to The Unified Football Supporters' Organisation must be made available for inspection by any Board Member at any time during normal office hours and may be made available for inspection by members who are not Board Members if the Board so decide.

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

18 Notices

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

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

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

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

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

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

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

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

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

18.3.7 as soon as the member acknowledges actual receipt.

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

19 **Indemnity**

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

20 **Interpretation**

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

'Affiliate Voting Member' means an Affiliate Voting Member of The Unified Football Supporters' Organisation as defined in Article 10.3.2;

'AGM' means an annual general meeting of The Unified Football Supporters' Organisation;

'Articles' means these articles of association;

'Associate Voting Member' means an Associate Voting Member of The Unified Football Supporters' Organisation as defined in Article 10.3.3;

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

'Board' means the Board of The Unified Football Supporters' Organisation made up as described in Article 14;

'Board Member' means a member of the Board;

'Chair' means the chair of The Unified Football Supporters' Organisation;



'Chief Executive' means the chief executive of The Unified Football Supporters' Organisation or the executive with equivalent responsibility;

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

'Companies Act' means the Companies Act 2006;

'financial year' means The Unified Football Supporters' Organisation's financial year;

'firm' includes a limited liability partnership;

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

'Individual Voting Member' means an Individual Voting Member of The Unified Football Supporters' Organisation as defined in Article 10.3.1;

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

'Member' means an Individual Voting Member, Affiliate Voting Member or Associate Voting Member of The Unified Football Supporters' Organisation;

'month' means calendar month;

'National Council' means the National Council of The Unified Football Supporters' Organisation made up as described in Article 13;

'Network' means a Network of The Unified Football Supporters' Organisation as defined in Article 12;

'Objects' means the Objects of The Unified Football Supporters' Organisation as defined in Article 3;

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

'Secretary' means the secretary of The Unified Football Supporters' Organisation;



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

'The Unified Football Supporters' Organisation' means The Unified Football Supporters' Organisation governed by the Articles;

'Tier' means a category of membership of The Unified Football Supporters' Organisation as defined in Article 10.3;

'Values' means the Values of The Unified Football Supporters' Organisation as defined in Article 4;

'Vice Chair' means the vice chair of The Unified Football Supporters' Organisation;

'Voting Members' means Individual Voting Members, Affiliate Voting Members and Associate Voting Members;

'written' or 'in writing' refers to a legible document on paper including a fax message and an e-mail or other electronic communication sent from an electronic address registered with The Unified Football Supporters' Organisation;

'year' means calendar year.

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

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



Finance Update

Introduction

The financial year end for the FSA is the 31st December and therefore the first set of accounts will not be finalised until after that date. A full set of accounts for our first financial year will be published in time for the 2020 AGM. The intention is for those accounts to be fully audited. We are formally constituted as a Company Limited by Guarantee and this provision is above the legal requirement for a CLG of our size.

Under advice from our legal and financial professionals, both the FSF and SD are in the process of finalising formalities in line with constitutional and legal requirements. As we transition from two organisations into one, we have established interim financial arrangements to address these legal and constitutional obligations whilst allowing for the establishment and efficient operation of the new merged organisation.

Budgetary Control

The board have approved a budget that covers the interim period since the merger, from the 1st January 2019 to 31st October 2019.

Full financial controls and monitoring are in place with financial management reports presented at each board meeting. The board have appointed a dedicated board member, Tim Hillyer, to oversee finance and accounts and he works closely with the relevant staff.

Future Funding

As reported at the EGM, the pre-existing funding arrangements from the Fans Fund were extended from 31st July 2019 to 31st October 2019 to accommodate our merger and the operational changes at the Football Foundation. Consequently, our new funding cycle begins on 1st November 2019. We are currently working with the Football Foundation to finalise our funding application to the Fans Fund that will cover a period of two years and nine months, taking us to 31st July 2022.

We are expecting the Fans Fund application process to be finalised by the end of July 2019.



In addition to funding from the Fans Fund the FSA is hopeful that other sources of income will continue (following agreements made previously with the FSF) and new funding streams will be established. For instance, the FA have already committed to funding some of our work such as Fans for Diversity in the National Game.

We envisage income from commercial partnerships will form part of funding for the FSA. Staff are working on securing a partner for the FSA Awards due to take place in December and this may lead to opportunities to partner on other areas throughout the season.

Summary

A great deal of work has gone into the administration of merging the finances of SD and the FSF as well as developing the new funding application for the FSA. After the understandable concerns raised by members during the merger discussions, the FSA board and staff are satisfied with the progress that has been made in securing the future financial stability of the new organisation.

Your board is committed to openness and transparency and should any member require further information on the organisation's finances then please contact the FSA office.



Motion 1 – Club Licensing System

This meeting re-affirms the motion adopted at the 2017 AGM of the Football Supporters' Federation, instructing the Board and National Council to press the FA and the EFL to introduce a licensing system for clubs, overseen by an independent regulator.

This meeting further notes that since then there have been an increasing number of so-called “crisis clubs” where supporters and trusts have had to contend with negligent and irresponsible owners, and where the footballing authorities have not taken action to manage or prevent such crises.

This meeting further notes that the FA/EFL Owners and Directors Test is not working and is not fit for purpose.

Consequently, this meeting instructs the Board and National Council as follows:

1. To make it a top priority to press the FA and the EFL for an independent regulator to oversee a licensing system for all clubs
2. To campaign jointly with supporters' trusts in the strongest possible terms to call for this work to be adopted

Proposed by: Leyton Orient Fans' Trust

Seconded by: 33 other supporters trusts and fan groups

Motion 2: Regulation and Governance

This AGM endorses the policies and proposals for strengthening the regulation and governance of clubs set out in the paper submitted to the FA Board and presented to this meeting, and instructs the FSA Council and Board to continue to campaign strongly for these changes. It welcomes the 10-minute Parliamentary rule bill on this topic proposed by Chris Matheson MP, and resolves to continue to work with him, and other supportive MPs and organisations to achieve the changes necessary to prevent future threats to our historic clubs.

Proposed by: Roger Ellis

Seconded by: Malcolm Clarke

Motion 3 – Environmental Sustainability

The FSA notes that there is a real environmental emergency affecting our planet and that football clubs and their supporters could potentially make an important contribution to tackling that. The Association should support, develop and lead projects across football that look to improve the environmental impact of the game and work with supporters to raise awareness of environmental sustainability.

Proposed by: Simon Colebrook, Pompey Supporters' Trust

Seconded by: Roger Ellis, Sky Blue Trust

Motion 4 - Various

All scheduled network meetings and AGMs to be alternated regionally. (Both of the previous AGMs and the others have been in London so there is a bias towards the latter)

Any travel/rail fares for attendees to be limited to £20 as per the '20s plenty' campaign and if necessary subsidised from FSF funds.

Any democratically and such constructed group is entitled to Affiliate membership providing it meets with basic good governance parameters and includes regular match going fans.

All divisional representatives must make reasonable attempts to engage with their clubs matchgoing fans, and make sure their opinions are included at EFL and EPL meetings.

No affiliate groups must ban fans without due and fair cause, and where necessary have an open and independent adjudicator to settle issues that arise. There shall be no requirement for any costs to be paid by the complainant and any expenses shall be paid from FSF central funds.

Proposed by: Mark Jordan

Motion 5 – European Competition Reform

This conference notes with concern the reported proposals by UEFA and the European Club Association to restructure European club competitions from the 2024-2025 season onwards. These proposals as they seem to be currently constituted imply a significant increase in the number of European fixtures and a dramatic shift of status and revenues from domestic leagues to European competitions.

This conference believes that any proposals to reform European club competitions must be subject to consultation with other stakeholders, and in particular with supporters and their representatives at national and European levels.

We reaffirm our commitment to the following principles, against which we will measure any future reform proposals:

- Promotion and relegation based on sporting performance - from the bottom of the pyramid to qualification for Europe
- No to closed leagues or franchise football – qualify on results, not through history or heritage
- Weekends are for domestic leagues – protect fan culture, home and away. No live broadcasts on Saturdays at 3:00pm
- We want competitive leagues – no to even more concentration of wealth and on-going domination by a fixed few top clubs
- Protect the pyramid - and cup competitions; domestic football comes first
- Share the wealth – the money from elite football should be shared across the whole game

This conference believes that the current UEFA/ECA proposals would undermine several of the above principles, and we therefore resolve to commit the FSA and its members to campaign against them.

We also commit FSA to seeking to develop this campaign across Europe in partnership with our colleagues in Football Supporters Europe, and we will seek to raise this issue as a matter of urgency at the 2019 FSE Congress in Lisbon.

Proposed by: the National Council