

## **COMPANIES ACT 2006**

### **COMPANY LIMITED BY GUARANTEE**

#### **ARTICLES OF ASSOCIATION**

#### **OF**

#### **The Football Supporters' Association**

##### **1. Name**

The name of the company is "The Football Supporters' Association" ("the Association.")

##### **2. History and Purpose**

The Association 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 Association are:

- 3.1. to encourage, promote and develop support of association football and goodwill between football supporters at local, national and international levels, played by both men and women;
- 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, leagues and other competitions to be run with integrity and 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**

- 4.1 The Association is the national, democratic, representative body for football supporters who support clubs or national teams in England and Wales or who reside in England or Wales.
- 4.2 The Association is an inclusive, independent, democratic, non-profit-making organisation working with supporters, governing bodies, leagues, clubs, government and other representative organisations to drive positive change in football through supporter engagement at every level of the game.
- 4.3 The Association is not aligned to any political party.
- 4.4 The Association is committed to diversity and inclusion and opposes all forms of discrimination in relation to age, disability, gender reassignment, race, religion or belief, sex, sexual orientation, marriage and civil partnership and pregnancy and maternity. The Association will promote diversity and inclusion, taking a leading role to develop and support innovative projects and activities.
- 4.5 The Association will always seek to act within the law, will not promote, encourage or support breaches of the law and will oppose violence and illegality in relation to football.
- 4.6 The Association will ensure that high standards of safeguarding for children and vulnerable adults are set and followed in relation to all its activities.

#### **5. Powers**

The Association 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 Association
- 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 employees and members of the Board and National Council of the Association;
- 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 Association;
- 5.15. to do anything else within the law which promotes or helps to promote the Objects and Values.

## **6. Benefits to Members, Board Members and National Council Members**

6.1. The property and funds of the Association 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 or members of the National Council may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied;
- 6.1.2. Members (including Board Members and members of the National Council) may be paid interest at a reasonable rate on money lent to the Association; and
- 6.1.3. Members (including Board Members and members of the National Council) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Association.

6.2. A Board Member or member of the National Council must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association 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 Association;
- 6.2.3. an indemnity permitted by sections 232 to 234 inclusive of the Companies Act.

6.3. A Board member or member of the National Council may not be an employee of the Association but such a member or a connected person may enter into a contract with the Association 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 Association;
- 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  
accordance with the procedure in Article 6.4; and

Association in

6.3.3 provided that the Association 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 or members of  
the National Council are or have been interested in  
such a contract in that financial year.

6.4 Whenever a Board Member or member of the National Council has a personal  
interest in a matter to be discussed at a meeting of the Board or National  
Council 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 Association 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 Association while they were a Member.

## **9. Dissolution**

9.1. If the Association 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 Association will maintain a register of members. Applications for membership will  
be subject to a process approved by the National Council and may be subject to a  
process of renewal and revalidation.

10.2 Membership of the Association 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 Association's Values as set out in Article 4; to be bound by the provisions of these Articles; and to comply with a Code of Conduct approved by the National Council, 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:

10.3.2.1 meet the definition of a Supporters Trust in Article 20; or

10.3.2.2 whose primary purpose is to support the broad interests of all supporters and represent them to their club; or whose primary purpose is to represent supporters' interests in relation to equality and diversity; and who fulfil the requirements in 10.3.2.3 below;

10.3.2.3 an organisation which is not a Supporters' Trust may be an Affiliate if it fulfils and continues to fulfil all of the following criteria and governance democratic principles and provides the details required by the application form approved by the Board:

10.3.2.3.1 the organisation must have a satisfactory written constitution, complying with any minimum standards approved by the Board;

10.3.2.3.2 membership must be open to all supporters of the relevant football club or other football and provided that all such supporters are able to play a full part in the role and activities of the group, free of charge or at an affordable fee;

10.3.2.3.3 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; a group will not be regarded as independent of the relevant football club if some or all of the members of the group's governing board or committee are directly or indirectly selected by the club or if the group's decisions are subject to veto or revision by the club;

10.3.2.3.4 the organisation must have a democratic structure and decision-making process, based on one member, one vote;

10.3.2.3.5 the majority of the organisation's governing committee must be elected by the general meeting or membership, either at a by postal or online ballot;

10.3.2.3.6 the organisation must publish annual accounts which are audited or certified annual income and accounts or, if annual expenditure do not exceed £100, a simple written statement and such audited or certified accounts or written statement must be approved or received by its membership at a General Meeting;

10.3.2.3.7 the organisation must maintain up to date records of its membership, holding current member; basic details of each

10.3.2.3.8 the organisation must adopt a diversity policy and a complaints policy and procedure, minimum which meet standards laid down by the Board;

10.3.2.3.9 the organisation must hold its decision-making meetings in England or Wales

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

10.3.3 Associate Voting Members – football supporters 'groups 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, if they do not fulfil the criteria to be Affiliate Voting Members. The following categories of group are unlikely to be accepted as Affiliates but may be Associates:

10.3.3.1 organisations that are not independent of the football club, such as some fans' forums. A group will not be regarded as relevant football club if some or all of independent of the the members of the group's governing board or committee are selected by the club or if the group's decisions are subject to veto or revision by the club.

10.3.3.2 Media groups such as fanzines, fan websites, Facebook groups, podcasts, Twitter feeds, etc.

10.3.3.3 Groups whose primary functions for its members are limited to only a subset of their interests such as match day experience, match day travel or other single issues.

10.3.3.4 Groups who are solely or mainly comprised of other Affiliate Voting Members.

10.4 Members of the Association under the age of 16 may not be a member of the Board of Directors or National Council or other officer of the Association; nor vote at a general meeting, either in person or by proxy; nor vote in any election to the Board or National Council.

10.5 People and organisations who engage with the Association and wish to receive information about its activities may become “members” of the Association’s database but will not be Voting Members of the company unless they follow the process set out in Article

10.6 Membership is terminated if the Member concerned:

10.6.1 gives written notice of resignation to the Association

10.6.2 dies or (if the Member is an organisation) ceases to exist;

10.6.3 ceases to be entitled to be a Member under these Articles; or

10.6.4 is removed or suspended from membership under a procedure approved by the National Council.

10.7 Membership of the Association 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 who are not also representing an Affiliate Voting Member and 10 Individual Voting Members.

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. The Chair and Vice Chair are members of the National Council and Board, by virtue of their election to their respective roles

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 both to participate in meetings and to vote electronically.

11.6 Members present in person or through an authorised representative at a General Meeting have votes as follows:

Individual Voting Members – one vote  
Associate Voting Members – one vote  
Affiliate Voting Members – five votes

11.7 The Association must hold an AGM in every year.

- 11.8 At an AGM the members:
- 11.8.1 receive the accounts of the Association for the previous financial year;
  - 11.8.2 receive the Board's report on the Association'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 Association who, with effect from the AGM in 2020, shall hold office for periods of three years;
  - 11.8.6 appoint auditors for the Association (if the Association'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.
- 11.12 No member may serve more than three consecutive terms of office as Chair or Vice Chair, but they may stand again for election after a minimum period of one year.

## 12. Networks

- 12.1 Voting Members may 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 Association. Practical steps for the establishment of a new Network or Networks and changes to the eligibility for membership of any Network may be approved by 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 Association 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 any members of the Association who wish to join and play an active role in promoting and improving diversity in football.
- 12.1.7 Women's Game Network - open to Affiliate and Associate Voting Members who are involved in supporting clubs in the Women's game
- 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 shall engage collectively on issues that affect the interests of the Network's members and supporters with necessary reference to the interests of other networks through National Council. 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 at least three 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.
- 12.6 Networks may meet in person and/or by electronic means.

### **13. National Council**

- 13.1 The Association will have a National Council which will be the means of members having a voice in the direction of the Association and its policies between AGMs.
- 13.2 The members of the National Council will be as follows:
- 13.2.1 the Chair and Vice Chair of the Association;
- 13.2.2 3 members from the Premier League Network;
- 13.2.3 3 members elected from the Championship Network;
- 13.2.4 3 members elected from the League One & Two Network;
- 13.2.5 3 members elected from the National Game Network;
- 13.2.6 3 members elected from the Community Owned Club Network;

- 13.2.7 3 members elected from the Fans for Diversity Network;
- 13.2.8 3 members elected from the Women's Game Network;
- 13.2.9 3 members elected from the Associate Voting Members Tier;
- 13.2.10 6 members elected from the Individual Voting Members Tier.
- 13.3 Members of the National Council will be elected to fill vacancies and will hold office for a three-year term from the date of an AGM to the date of an AGM, unless they are members elected to the National Council for a shorter term upon the initial formation of the National Council in 2018. No member may serve more than three consecutive terms of office on the National Council, but they may stand again for election after a minimum period of one year.
- 13.4 Each Network will conduct the election of members of in accordance with rules approved by the Board, 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.
- 13.5 No individual Network may have more than one representative on the National Council who is a member of a particular Affiliate or Associate .
- 13.6 Meetings of the National Council will be chaired by the Chair of the Association 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 for that meeting from among those present.
- 13.7 The National Council may co-opt additional members not exceeding a half of the total number of elected members of the National Council or such other number as may be agreed by the AGM if it considers they will assist it in its work by contributing skills and experience, by improving diversity or adding helpful links to stakeholder organisations for periods of office not exceeding one year. The National Council may reappoint persons so co-opted after their term of office expires.
- 13.8 Members of the National Council will take responsibility for conducting a dialogue with the Networks that elected them and speaking for them through a process of communication between the National Council and Networks
- 13.9 A person shall cease to be a member of the National Council if:
- 13.9.1 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
- 13.9.2 they or the Member they represent cease to be entitled to be a Member of the Association; or
- 13.9.3 they resign; or
- 13.9.4 they fail without good reason to attend three consecutive meetings; or

- 13.9.5 they are removed from office for serious breach of any code of conduct which the National Council has adopted under a procedure set out in that Code of Conduct.
- 13.9.6 they are convicted of an imprisonable offence.
- 13.10 The procedures for the National Council shall be as follows.
- 13.10.1 The National Council shall meet at least three times each year.
- 13.10.2 A quorum at National Council meetings shall be one third of the members of the Council.
- 13.10.3 Meetings of the National Council may take place in person or by electronic means and a member who is unable to attend in person may do so by electronic means.
- 13.10.4 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.
- 13.10.5 If any member of the National Council has a material interest or 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 leave the meeting for the consideration of the matter in question.
- 13.10.6 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 Board Members will be:
- 14.1.1 The Association's Chair and Vice Chair;
- 14.1.2 Nine members of the Association, elected by the National Council at its first meeting in each year, following the Association's AGM, under an election process proposed by the Board and approved by the AGM. Such elections will take place to fill vacancies on the Board caused either by the expiry of the term of office of Board members or if they are terminated for one of the reasons specified in Article 14.5. No member may serve more than three consecutive terms of office on the National Council, but they may stand again for election after a minimum period of one year.
- 14.2 The Board may co-opt additional members, not exceeding a half of the total number of elected members of the National Council or such other number as may be agreed by the AGM, if it considers they will assist it in its work by contributing skills and experience, by improving diversity or adding helpful links to stakeholder

organisations for periods of office not exceeding one year. The Board may persons so co-opted after their term of office expires. reappoint

14.3 Every Board member must sign a declaration of willingness to act as a Board member of the Association; a declaration confirming that they are not disqualified from acting as a Board member; and a declaration that they will be bound by the terms of any Code of Conduct applicable to Board members, before they may vote at any meeting of the Board.

14.4 In relation to terms of office for Board members:

14.4.1 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;

14.4.2 terms of office shall begin (or be deemed to begin) and end at the conclusion of the AGM each year.

14.5 A Board Member's term of office automatically terminates if they:

14.5.1 are disqualified or otherwise prohibited by law from acting as a Board member;

14.5.2 are incapable, whether mentally or physically, of managing their own affairs;

14.5.3 are absent from three consecutive meetings of the Board and are asked by a majority of the other Board members to resign;

14.5.4 were elected to the National Council by virtue of their membership of an Affiliate or Associate and that Affiliate or Associate ceases to be entitled to be a Member of the Association;

14.5.5 resign by written notice to the Board (but only if at least two Board Members will remain in office after such resignation);

14.5.6 are removed by a decision taken under the Code of Conduct applicable to Board members.

14.6 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 three 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 and subject to there being more elected Board members in attendance than co-opted 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. A Board member who is unable to attend a meeting in person may do so by such electronic means
- 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 shall preside 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, including co-opted members, shall have one vote on each issue.
- 15.7 If any member of the Board has a material interest or 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 leave the meeting for the consideration of the matter in question.
- 15.8 A procedural defect of which the Board is unaware at the time does not invalidate decisions taken at a meeting.
- 15.9 The Board should establish standing orders for its meetings.

## 16. Board powers

- 16.1 The Board has power to direct the affairs of the Association 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 Association are conducted to deliver the Objects of the Association and to promote and uphold the Values of the Association in accordance with the spirit and intention of Articles 2, 3 and 4 of these Articles.
- 16.2 The Board has the following powers in particular:
- 16.2.1 to appoint, and remove, any person (who may not be a member of the Board or the National Council of the Association) to act as Chief Executive, who will, subject to the direction of the Board, establish policies and procedures for the management of staff;
- 16.2.2 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;
- 16.2.3 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;

- 16.2.4 to make regulations consistent with the Articles and the Companies Act to govern the administration of the Association and the use of its seal (if any);
- 16.2.5 to establish procedures to assist the resolution of disputes or differences within the Association; and
- 16.2.6 to exercise any powers of the Association 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:

- annual returns;
- annual reports; and
- annual statements of account.

17.2 The Board must ensure that proper records are kept of:

- all proceedings at general meetings;
- all proceedings at meetings of the National Council
- all proceedings at meetings of the Board;
- all proceedings of Networks;
- all reports of committees; and
- all professional advice obtained.

17.3 Accounting records relating to the Association 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 Association's latest available statement of account must be supplied on request to any Board member or member of the Association. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Association'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 Association 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 Association as defined in Article 10.3.2;

‘AGM’ means an annual general meeting of the Association;

‘Articles’ means these articles of association;

‘Associate Voting Member’ means an Associate Voting Member of the Association 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 Association and whose name is given to the Secretary;

‘Board’ means the Board of the Association made up as described in Article 14;

‘Board member’ means a member of the Board;

‘Chair’ means the chair of the Association;

‘Chief Executive’ means the chief executive of the Association 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 Association’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 Association 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 Association;

‘month’ means calendar month;

‘National Council’ means the National Council of the Association made up as described in Article 13;

‘Network’ means a Network of the Association as defined in Article 12;

‘Objects’ means the Objects of the Association 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 Association;

‘Supporters’ Trust’ means

a) Any community benefit society or other corporate body or incorporated association which is required by its Rules to conduct its affairs and does conduct its affairs in accordance with the principles set out in sub-paragraph (b) (“the Principles”) and meets the criteria as stated in the Membership Policy of the Association.

b) The Principles to which any member of the organisation must be committed in order to satisfy this definition are as follows:

i) playing a responsible part in the life of the Club its members support

ii) exercising influence in the life of the Club through share ownership and Board representation where possible

iii) democracy in which each member has one vote

iv) non-distribution of profit or proceeds upon dissolution

v) inclusivity and affordability of membership

vi) agreeing to be bound by the Rules of the Association and to uphold and promote its Values and working to further the interests of the Trust movement.

'The Association' means The Football Supporters' Association governed by the Articles;

'Tier' means a category of membership of the Association as defined in Article 10.3;

'Values' means the Values of the Association as defined in Article 4;

'Vice Chair' means the vice chair of the Association;

'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 Association;

'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.