



## **NOTICE OF ANNUAL GENERAL MEETING 2020**

Notice is hereby given that the Annual General Meeting of the Football Supporters' Association Limited (FSA)\* will be held online via Zoom on Friday 11<sup>th</sup> December 2020 at 6.30pm for the following purposes:

- One** To confirm the Minutes of the Annual General Meeting dated 29<sup>th</sup> June 2019. (Resolution 1).
- Two** To receive the Board's report on FSA activities since the above Annual General Meeting.
- Three** To receive and adopt the Annual Report and Financial Statements for the year ended 31<sup>st</sup> December 2019 together with the Auditors' report thereon. (Resolution 2).
- Four** To appoint the auditors to report on the Annual Report and Financial Statements for the year ended 31<sup>st</sup> December 2020. (Resolution 3).
- Five** To consider and, if thought fit, pass the name change proposal from The Unified Football Supporters' Organisation Limited to The Football Supporters' Association Limited and make the relevant amendment with Companies House. (Resolution 4).
- Six** To consider and, if thought fit, pass the Special Resolution regarding the amendments to the constitution as per the attached summary in Appendix 1 and the details provided in the AGM pack circulated in advance of the Annual General Meeting. (Resolution 5).
- Seven** To consider and, if thought fit, pass the Special Resolution proposing the creation of a new network covering the women's game. (Resolution 6).
- Eight** To receive further motions proposed by the Board, Council and members, including those on the regulation and governance of football. (Resolution 7).
- Nine** To conclude the elections to the National Council from the Associate Voting Members Tier and the Individual Voting Members Tier of the organisation.
- Ten** To conclude the election for the Vice Chair of the organisation.
- Eleven** Any Other Business

A member entitled to vote may appoint the Chair of the meeting or another member entitled to vote to act as their proxy at the meeting and at any adjournment of the meeting by completing and returning the appropriate form. If you would prefer not to appoint the Chair of the meeting, please enter the name of the member you are appointing as your proxy. The proxy form should be returned by email by midday on 11<sup>th</sup> December 2020, copying another Board representative of your organisation (where applicable) to the FSA Secretary, Richard Irving, [richard.irving@thefsa.org.uk](mailto:richard.irving@thefsa.org.uk)

Special Resolutions (Resolutions 5 and 6) require a 75% majority of votes cast in favour of the resolution to pass whilst all other resolutions require a simple majority.

Richard Irving  
Secretary  
18<sup>th</sup> November 2020

\*The Unified Football Supporters' Organisation trading as the Football Supporters' Association



## APPENDIX 1

### REVIEW OF ARTICLES OF ASSOCIATION - SUMMARY OF MAIN CHANGES

**The FSA Board asks the Annual General Meeting to approve the following amendments to the Unified Football Supporters' Organisation Limited / Football Supporters' Association Limited constitution.**

The Articles of Association were approved when the FSA, then called The Unified Football Supporters' Organisation, was formed in 2018. It was decided by the Board and National Council that a review of the Articles should be carried out, starting after about 18 months of the new organisation, to learn lessons and make any necessary improvements. That review was carried out by the authors of this paper, reporting as it progressed to the Board and National Council.

The proposed amended articles can be found here and the existing constitution here. The main changes proposed are summarised as follows:

#### **Article 1 - Name**

The new "legal" name of the organisation is the Football Supporters' Association Limited.

#### **Article 3 - Objects**

The "objects" of the Association confirm that the FSA is concerned with both men's and women's football (3.1)

3.3 has been amended to confirm that leagues and other competitions are to be run with integrity and in a sustainable manner.

#### **Article 4 - Values**

The "values" of the FSA have been rewritten in an expanded, more comprehensive form, to describe the overarching principles on which the FSA's work is based.

#### **Article 5 - Powers**

5.10 clarifies that indemnity insurance may extend to Board and National Council members as well as to staff.

5.15 enables the FSA to take action to promote both its Objects and its Values.

#### **Article 6 - Benefits to Members, Board Members and National Council Members**

This has been amended to apply to National Council members certain restrictions which previously applied only to Board members.

#### **Article 10 - Membership**

This has been amended to clarify meaning in a few places and to deal with some anomalies.

10.1 introduces a requirement for a membership applications process, to be approved by the National Council. This will enable a more consistent approach to dealing with applications and ensuring that criteria are continually met. The process is being drafted.

10.3.2 defines Affiliates. The definition of Supporters' Trusts is the same as at present.

For other Affiliates, the new requirements are:

10.3.2.2 & 3 state that Affiliates must have a primary purpose to represent all supporters to the club they support; or to represent supporters' interests in relation to equality and diversity. The aim of this is to deny Affiliate status to groups who have only a limited, specific focus in terms of the sub-set of fans they represent or the issues they have regard to.

10.3.2.4 sets out the governance criteria for Affiliates. The main changes are:

10.3.2.4.1 requires the organisation's written constitution to be "satisfactory" and to comply with minimum standards agreed by the Board;

10.3.2.4.2 introduces the possibility that there may be Affiliates who are not related to a particular football club but another type of "interest group relating to football" such as an International team or a group such as "Women at the Game."

10.3.2.4.3 keeps the requirement for Affiliates to be independent of the relevant club but spells that out more clearly;

10.3.2.4.6 keeps the requirement for annual accounts to be vetted but adds a new 'de minimis' provision if turnover is less than £100;

10.3.2.4.8 keeps the requirement for Affiliates to have a diversity policy but adds a need for such policies to meet minimum standards set by the Board;

10.3.2.4.9 adds a new requirement for Affiliates to meet within England and Wales.

10.3.3 deals with requirements for Associates. The main changes are as follows:

10.3.3 removes a current provision which seems to enable groups to be both Affiliates and Associates. It also makes it more explicit that certain types of group may not be Affiliates replacing a list of examples in the current version. The new limitations are as follows:

10.3.3.3 groups whose remit is limited to specific topics can be Associates but not Affiliates.

10.3.3.4 a group, solely made up of other Affiliates, cannot also become an Affiliate. Such groups can exist, and may be Associates if they wish, but cannot, as it were, multiply the Affiliate status of their members.

10.4 is a new requirement that although people under the age of 16 may be members of FSA, they cannot be members of the Board, NC or be Officers and may not vote in elections. This is taken from the wording in the model constitution for Supporters' Trusts.

### **Article 11 - General Meetings**

11.5 confirms that Members can both participate and vote in meetings held electronically.

11.8.5 provides that the Chair and Vice Chair will hold office for three years (rather than the current two). Under the existing articles, Board members hold office for three years but the Chair and Vice Chair and National Council members only for two. The new Articles adopt a standard 3-year period for all positions.

11.12 introduces a term limit of three consecutive terms of office for the roles of Chair and Vice Chair. Similar term limits are proposed for members of the Board and the National Council, in order to improve turnover and diversity in senior positions.

### **Article 12 - Networks**

A new Network is recommended relating to the Women's Game - Article 12.1.7. As this is a comparatively new area of work there are not yet many Affiliate organisations in the Women's game and so it is recommended that members of the Network can be drawn from Associates as well as Affiliates.

The membership of the Fans for Diversity Network is more clearly defined, in 12.1.6, as including any members of the FSA who wish to join and play an active role in promoting and improving diversity in football.

The role of Networks has been more fully explained by adding to 12.3 a requirement for them to 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 the National Council.

A small change has been made to 12.1 to enable changes in Networks' membership to be agreed in future by the National Council, to enable necessary adjustments to be made between AGMs.

### **Article 13 - National Council**

Article 13.2.8 provides for the new Women's Game Network to have three representatives on the National Council.

Article 13.3 provides for three-year terms of office for National Council members and introduces the three term limit mentioned above.

Article 13.5 confirms that no Network may elect to the National Council more than one representative of a particular Affiliate organisation.

Article 13.7 provides more clearly than the current Articles for the National Council to co-opt members 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.

### **Article 14 - The Board**

Article 14.1 Confirms that Chair and Vice Chair are automatically to be members of the Board.

Article 14.2 clarifies the ability of the Board to co-opt members (on a similar basis to the National Council.)

Article 14.3 requires Board members to agree to be bound by a Code of Conduct. Similar to provisions in 13 relating to the National Council.

### **Article 15 - Board meetings**

15.1 confirms that there must be at least 3 Board meetings per year. In practice, at present, there are more than that.

### **Article 16 - Board powers**

Article 16.1 now includes a requirement for the Board to promote and uphold the FSA's Values.

Article 16.2 confirms that the Board will appoint and (if necessary) remove a Chief Executive and Secretary. It adds that the CEO will, subject to the direction of the Board, establish policies and procedures for the management of staff.

### **Article 17 - Records and Accounts**

In a minor drafting change, Article 17.2 now requires the Board to ensure that proper records are kept. The current Articles require the Board to do that themselves.

### **Article 20 - Interpretation**

The current Articles define "Supporters' Trust" by referring to a Supporters' Direct document. The wording of that document has now been included in Article 20.

Dave Pennington, Richard Irving, Roger Ellis  
November 2020



## FORM OF PROXY

### ANNUAL GENERAL MEETING – 11<sup>th</sup> DECEMBER 2020 at 6.30PM

I/We being an Affiliate/Associate/Individual\* member hereby appoint the Chair/the following person\*

Name (if not the Chair of the meeting) .....

as my/our proxy to attend and vote on our/my behalf at the Football Supporters' Association Annual General Meeting on 11<sup>th</sup> December 2020 and at any adjournment thereof.

My/our proxy is hereby authorised to vote on my/our behalf as follows on the proposed Resolutions. I/we confirm that where I/we have not specified a vote for or against and in the case of any Resolutions which arise on the day, of which formal notice has not been received, my/our proxy shall vote at their discretion and in the best interests of the FSA.

1. To confirm the Minutes of the Annual General Meeting dated 29<sup>th</sup> June 2019. **FOR / AGAINST\***
2. To receive and adopt the Annual Report and Financial Statements for the year ended 31<sup>st</sup> December 2019 together with the Auditors' report thereon. **FOR / AGAINST\***
3. To appoint the auditors to report on the Annual Report and Financial Statements for the year ended 31<sup>st</sup> December 2020. **FOR / AGAINST\***
4. To consider and, if thought fit, pass the name change proposal from The Unified Football Supporters' Organisation Limited to The Football Supporters' Association Limited and make the relevant amendment with Companies House. **FOR / AGAINST\***
5. To consider and, if thought fit, pass the Special Resolution regarding the amendments to the constitution as per the attached summary in Appendix 1 and the details provided in the AGM pack circulated in advance of the Annual General Meeting. **FOR / AGAINST\***
6. To consider and, if thought fit, pass the Special Resolution proposing the creation of a new network covering the women's game. **FOR / AGAINST\***

Signature.....

Name of Organisation (where applicable) .....

Please return this form by email by midday on 11<sup>th</sup> December 2020, copying another Board representative of your organisation (where applicable) to the FSA Secretary, Richard Irving, [richard.irving@thefsa.org.uk](mailto:richard.irving@thefsa.org.uk)

\*Delete as applicable