

## **Proposition 1 – Changes to the Articles of Association on Company Membership and Voting**

### **Proposed by the Board**

#### **Article 46.2 – Special Resolution**

That the Articles be amended (with effect from 1 August 2019) by the addition of the words underlined and the deletion of the words struck through or crossed off.

### **3 Interpretation**

3.1 In these Articles, unless the context otherwise requires:

**Company Member** means an Individual Company Member, a County Representative Company Member, ~~or~~ a League Representative Company Member or a Club Representative Company Member.

### **23 Elected Directors**

23.1 Company Members shall elect three directors who shall be titled Elected Deputy Chairmen.

23.2 Each Company Member shall be entitled to nominate one person for each vacancy to be filled by election.

23.3 To be valid a nomination paper must be signed by the Company Member and be received by the person designated by the Board as returning officer by a date decided by the Board being not earlier than the fourteenth day after the issue of nomination papers.

23.4 To be effectively nominated a person must be named in at least two valid nomination papers, must have lodged with the Company not later than the closing date for nominations a signed consent to nomination for that office and must not have withdrawn from nomination by a date prescribed by the Board as the last date for withdrawal.

23.5 If the number of effective nominations exceeds the number of vacancies voting shall be by postal or on-line ballot of the Company Members conducted in such manner as the Board shall from time to time decide.

23.6 The vote of each Company Member in respect of each vacancy shall count as one vote unit.

~~23.6 The vote of each Company Member shall count as the following number of vote units:~~

~~23.6.1 Individual Company Member: 1 unit~~

~~23.6.2 County Representative Company Member: 1 unit~~

~~23.6.3 League Representative Company Member appointed by a Local League with 30 or fewer teams in membership: 2 units~~

~~23.6.4 League Representative Company Member appointed by a Local League with 31-100 teams in membership: 4 units~~

~~23.6.5 League Representative Company Member appointed by a Local League with 101 or more teams in membership: 6 units~~

23.7 An Elected Director shall hold office for a term that begins on the day after the Annual General Meeting following his election and terminates not later than at the end of the fourth Annual General Meeting thereafter. A casual vacancy among Elected Directors shall be filled in accordance with the procedure set out in

23.2-23.6. The person thus elected shall take office immediately after the result of the election is determined and shall serve for the remainder of the term of office of the person giving rise to the vacancy.

### **30 Application for Company Membership**

30.1 The number of Company Members is unlimited.

30.2 No person shall be admitted a Company Member without the approval of the Board.

30.3 Every person who wishes to become a Company Member shall deliver to the Company an application for Company Membership in such form as the Board require, signed by him.

30.4 There shall be four ~~three~~ classes of Company Members: Individual Company Members, County Representative Company Members, ~~and~~ League Representative Company Members and Club Representative Company Members.

30.5 No-one shall be a Company Member in more than one class and no-one shall be a Representative Company Member for more than one County Association, ~~or~~ League or Club.

30.6 Subject to their satisfying the requirements of 30.2 and 30.3 above,

30.6.1 the Individual Company Members shall be the Chairman, the Elected Directors, the Appointed Directors, the Chief Executive Officer, and the Co-opted Director (if any) who shall automatically be granted Company Membership on election or appointment;

30.6.2 the County Representative Company Members shall be the National Councillors appointed by ~~affiliated~~ County Associations;

30.6.3 the League Representative Company Members shall be the representatives appointed by ~~affiliated~~ Local Leagues;

30.6.4 the Club Representative Company Members shall be the representatives appointed by those clubs which meet criteria determined by the Board and set out in the regulations.

30.7 An Individual Company Member ceasing to be a director shall thereupon cease to be a Company Member.

30.8 A County Representative Company Member ceasing to be a National Councillor shall thereupon cease to be a Company Member and a League Representative Company Member or Club Representative Company Member shall cease to be a Company Member if his nomination is terminated by written notice to the Company from the Local League or club which he represents.

#### **41 Voting: general**

41.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

41.2 On a show of hands, every person present as a Company Member or a Proxy shall have one vote.

41.3 On a poll the vote of each Company Member shall count as one vote unit.

~~41.3 On a poll the vote of a Company Member shall count as the following number of vote units:~~

~~41.3.1 Individual Company Member: 1 vote unit~~

~~41.3.2 League Representative Company Member: 1 vote unit for each player registered to take part in the league competition of the Local League by which he is appointed.~~

~~41.3.3 County Representative Company Member: 1 vote unit for each vote unit held by the League Representative Company Members appointed by Local Leagues affiliated to the County Association by which he is appointed.~~

41.4 In the case of an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a second or casting vote. ~~on matters relating to finance but not on any other matters; in any other case the resolution shall fail.~~

#### **Rationale**

*The proposition aims to make the governance of the Company simpler and more democratic.*

*It introduces a new right for designated Clubs to appoint representatives to vote in director elections in accordance with 30.6.4 and at general meetings; and it proposes a fairer system of voting on the principle of one Company Member, one vote.*

*The proposition extends the range of Company Members to include representatives of designated clubs. The criteria for a club to be entitled to a Representative Company Member, which initially will be those for a Premier Club, will be included in the Affiliation and Registration Regulations.*

*Article 23 covers the election of directors. The proposition replaces the current complex system with one Company Member, one vote.*

*Article 30 describes the current three categories of Company Members (directors, national councillors and league representatives). The proposition introduces a new fourth class of club representative, Company Members appointed by clubs.*

*Article 41 sets out the voting in polls at general meetings. The proposition replaces the current complex system with one Company Member, one vote. The proposition also takes the opportunity to simplify the arrangements in Article 41.4 in the case of an equality of votes.*

*The deletion of 'affiliated' in 30.6.2 and 30.6.3 is a purely editorial change, for consistency with all other similar references.*

*(NB Following discussion with the Rules Committee the wording of the proposition has been changed slightly from the version circulated in April).*