

RULES OF MYFOOTBALL CLUB SOCIETY LIMITED

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**RULES**

**OF**

**MYFOOTBALL CLUB SOCIETY LIMITED**

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**Registered under the Industrial  
and Provident Societies Act, 1965 (as amended)**

Registration Date: 16 July 2007

Registration No: 30275R

# RULES OF MY FOOTBALL CLUB SOCIETY LIMITED

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## RULES OF MY FOOTBALL CLUB SOCIETY LIMITED

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**RULES****PART A: NAME, DEFINITIONS, OBJECTS AND REGISTERED OFFICE**

## 1. Name:

The name of the Society is to be Myfootball Club Society Limited ("**the Society**");

## 2. Definitions

In these Rules the following expressions shall have the following meanings:

**"Board"** means any board formed in accordance with these Rules and termed the "Board";

**"Club"** shall have the meaning given to that term in Rule B(3)(i);

**"Launch Date"** means the date that the Club is acquired in accordance with Rule A(3)(i);

**"Objects"** means the objects of the Society set out in Rule A(3);

**"Operating Agreement"** means the operating agreement between the Operator and the Society pursuant to which the Operator agrees to build the Website and perform certain services on behalf of the Society;

**"Operator"** means My Football Club Limited in its capacity as the owner and operator of the Website and includes any successors to My Football Club Limited;

**"Operator Fee"** in the period from the date hereof to but excluding the first anniversary of the Launch Date, the sum of Seven Pounds Fifty Pence (£7.50) per member of the Society who becomes a member of the Society during that Society Year together with Value Added Tax thereon (if any) and thereafter means twenty one per cent of the total Subscriptions collected in each Society Year together with Value Added Tax thereon (if any);

**"Original"**

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- "Subscription"** means the sum of Thirty Five Pounds (£35);
- "Society Year"** means each period of one year commencing on the Launch Date or on the anniversary of the Launch Date (as the case may be) and ending on the day before the next anniversary of the Launch Date;
- "Subscription"** means :
- (i) in respect of the period from the Launch Date to (but excluding) the first anniversary of the Launch Date, the Original Subscription; and
- (ii) in respect of each subsequent yearly period from each anniversary of the Launch Date, an amount decided on by members through the Website, being an amount which is not less than the Original Subscription and not more than the Original Subscription increased by an amount which is not more than ten per cent of the Subscription for the immediately preceding year;
- "Website"** means the website owned and operated by the Operator for the purposes of assisting with the democratic running of the Society and the Club.

**Objects**

3. The Society's objects are, either itself or through a subsidiary company or society trading for the benefit of its members and acting under its control:
- i. to appoint the Operator to identify a football club within England and Wales which is suitable for purchase and to instruct the Operator to act as the Agent of the Society in connection with the purchase of the whole or a controlling interest in the issued share capital of that football club on behalf of the Society ("**the Club**");
- ii. to invest revenue which it derives from members and from any divided or other income in the Club in order to allow the Club to invest in its facilities, players, the stadium or such other expenditure as may be decided on by members through the Website. The Society may not make any other investments (other than deposits of membership fees and

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any other money in bank accounts awaiting application in accordance with the Society's objects);

iii. to benefit present and future members of the Society and members of the community where the Club is located by promoting, encouraging and furthering the game of football at the Club;

iv. to further the development of the game of football nationally and internationally and the upholding of its rules;

v. to allow members to take democratic decisions about the administration of the Club through the Website in the interests of ensuring that the Club is successful;

vi. to ensure that the Club takes full and proper account of the views of the members of the Society and of any decisions that it takes;

vii. to encourage and promote the principle of supporter representation on the board of any company owning or controlling the Club and to be the vehicle for democratic elections to the board; and/or

viii. to promote, develop and respect the rights of members of the community served by the Club and people dealing with the Society, having regard in particular to the need to provide information to members and conduct the affairs of the Society in accessible and appropriate ways.

**Powers**

4. The Society may achieve these objects in whole or in part through an interest or interests in companies or societies provided that the objects of the companies or societies are consistent with the Society's objects. In particular the Society may acquire an interest in the Club or any limited company owning or controlling the Club either itself or through a subsidiary.

5. In order to achieve its objects the Society may either itself or through a subsidiary company or society acting under its control or through a website owned and/or operated by the Operator:

a. advertise for, market to and encourage new members to join the Society;

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- b. collect membership fees;
  - c. buy and hold shares in the Club;
  - d. lend money to the Club, or contribute money to the Club by way of equity investment;
  - e. gift money to the Club in order to promote the Objects of the Society;
  - f. hold and exercise proxies for shares in any company owning or controlling the Club either itself or through a subsidiary;
  - g. enter into agreements or contracts with third party service providers;
  - h. enter into an agreement with the Operator, pursuant to which the Operator shall be appointed as the sole and exclusive agent of the Society in identifying and purchasing a football club within England and Wales which is suitable for purchase by the Society and subsequently conducting negotiations for the acquisition of shares in the Club (including, but not limited to, the commercial terms on which the Club is to be acquired (which shall include appointing the Operator to provide information to the Club via the Website and an agreement by the Club to take full account of the decisions of members on the Website), appointing and instructing lawyers, accountants, consultants and other advisers in connection with the purchase of the Club, arranging for the payment of any fees and disbursements and the transfer of any monies required on completion of the sale, and any other matters in connection with or incidental to the said purchase) upon such terms as the parties thereto shall agree;
  - i. appoint the Operator as its attorney to execute any documents required in connection with the acquisition of the Club, whether or not by deed;
  - j. enter into an exclusive agreement with the Operator, pursuant to which the Operator agrees to provide all web based services to members of the Society in order, inter alia, to promote the democratic administration of the Club;
  - k. award salaries, pensions, allowances, gratuities and bonuses to past and present employees of the Society;
  - l. indemnify or take out and maintain insurance for the benefit of people who are or were:
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(i) members of the Board; or

(ii) officers; or

(iii) employees; or

(iv) trustees of a pension fund of the Society or any subsidiary company or society of the Society;

against any liability which they may have as a result of their involvement with the Society or its subsidiaries;

m. take out and maintain insurance against any risks to which the Society may be exposed;

n. co-operate with other supporters organisations, co-operatives and societies conducted for the benefit of the community or its members at local, national and international levels;

o. appoint and remove all solicitors, accountants, surveyors, consultants, other professional advisers and employees of every description;

p. subject to such consents as may be required by law compromise, settle, conduct, enforce or resist either in a court of law or by arbitration any suite, debt, liability or claim by or against the Society;

q. take as many decisions as reasonably practicable affecting the Society by online voting through the Website;

r. receive monies on deposit from members to be applied for the purposes of the Society;and/or

s. do anything else which is necessary or expedient to achieve its objects provided always that the Society may not (i) borrow any monies or enter into any arrangement with a similar effect; or (ii) grant any security to any person over any of its assets.

**Not for profit**

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6. The Society shall not trade for profit nor distribute any surpluses to members. The business of the Society is to be conducted for the benefit of the community served by the Club and for the community of football supporters both nationally and internationally.
7. The membership fees, profits or surpluses of the Society are to be applied:
  - a. to maintain prudent reserves; and
  - b. on expenditure to achieve the Society's objects.

**Registered office**

8. The registered office shall be at 161 Kennington Park Road, London SE11 4DP until the date that the Club is acquired, when the registered office of the Society shall be at the Club. Notification of the change of registered office shall be sent to the FSA;
9. The registered name of the Society shall be engraved in legible characters on its seal.

**PART B: MEMBERSHIP**

1. The members of the Society are the people whose names are entered in the register of members.
  2. The first members are the people who sign these Rules in applying for registration.
  3. Membership is open to any person, firm or corporate body who or which:
    - a. is a supporter of the Club; or
    - b. has an interest in the game of football generally and is in sympathy with the objects of the Society; and
    - c. signs up to become a member of the Society through the Website run by the Operator in order to take part in the democratic administration of the Club; and
    - d. is over 16 years of age; and
    - e. agrees to be bound by these Rules.
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The Board shall have power to refuse membership to any person who does not in the opinion of the Board meet these requirements. The Board may delegate this power to the Operator.

4. Every member holds one share in the capital of the Society
5. The Society shall appoint the Operator as its sole and exclusive agent for the purposes of issuing applications for membership (including on the Website).

**Obligations of members**

6. All members agree to be bound by the obligations on them as set out in the Rules. When acting as members they shall act at all times in the interests of the Society and, for the benefit of the community, as guardians of the objects of the Society.

7. Members are to pay the Subscription during each year of their membership, the first payment to be made at the time of application for membership. The sum of £1 from the first payment shall be applied to purchase a share in the Society PROVIDED ALWAYS THAT:

(i) The Society may enter into an agreement with the Operator pursuant to which the Operator shall be appointed as the sole and exclusive agent to collect the Subscription from Members on behalf of the Society;

(ii) The Operator shall be permitted to retain the Operator Fee from the Subscription remitted to the Society; and

(iii) The Society may allow the Operator to offer discounts to members, and to collect more than one year's subscription at any time, in return for members agreeing to become members of the Society for periods in excess of one year.

8. No member may hold more than one share in the Society either individually or jointly.

**Ending of membership**

9. A member shall cease to be a member if:

(i) they die; or

(ii) in the case of a body corporate it ceases to be a body corporate; or

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- (iii) they are expelled; or
  - (iv) they withdraw from the Society; or
  - (v) in the case of the nominee of an unincorporated body, they transfer their share to another nominee; or
  - (vi) being a Board Member, they are removed, disqualified or cease to be a Board Member; or
  - (vii) fail after demand by the Operator to pay their Subscription.
10. A member may only be expelled by a resolution carried by not less than two thirds of those voting on a resolution on the Website. The member shall be given due notice of any proposed vote, and shall be entitled to make representations about the proposed vote. The members shall consider evidence in support of the complaint and such evidence as the member may wish to place before them. At least 14 days notice of the proposed vote shall be given on the Website, and a minimum of 5 per cent of the members then entitled to vote or 2,000 members (whichever is lower) shall be required to vote in order for the vote to be effective.
11. A person expelled from membership shall cease to be a member at the expiration of seven days from the date at which the resolution to expel them was carried under the preceding paragraph of this Rule.
12. No person who has been expelled from membership shall be re-admitted except by a resolution carried by the votes of two-thirds of the members voting on a poll on the Website. At least 14 days notice of the proposed vote shall be given on the Website, and a minimum of 10 per cent of the members then entitled to vote or 3,000 members (whichever is lower) shall be required to vote in order for the vote to be effective.
13. To the extent that the Website is not operational, the said votes may be taken in a general meeting.
14. The agreement between the Operator and the Society shall contain a provision allowing the Operator to temporarily or indefinitely suspend the right of a member to use the forums or to contact other members via the Website in the case of or as a
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result of antisocial, aggressive or racist comments or comments which frequently upset other members. This shall be without prejudice to the relevant members' right to participate in all votes which take place on the Website, which shall continue notwithstanding the suspension.

**Deputies of Bodies Corporate**

14. A body corporate, being a member, may by resolution of its governing body appoint and revoke the appointment of any person it thinks fit as a deputy who shall during the continuance of their appointment be entitled to exercise at any general meeting of the Society all such rights and powers as the body corporate appointing them could exercise if it were an individual person. A copy of any such resolution signed by two members of the governing body and in the case of a local authority by the authorised officer of the local authority shall be sent to the Secretary of the Society.

**Share Capital**

15. The share capital of the Society shall be raised by the issue of shares of the nominal value of One pound (£1) each which shall carry no right to interest, dividend or bonus.
16. Except as provided in this Rule shares shall not be capable of being withdrawn or transferred and shall not be held jointly.
17. Shares held by nominees of unincorporated bodies shall be transferable in such manner as the Board may from time to time determine and may be held jointly by any two persons who are nominees of any one unincorporated body.
18. Where a member ceases to be a member or is expelled from the Society their share, not being a share held jointly or a share which is transferable, shall be cancelled and the amount paid up thereon shall become the property of the Society.

**PART C: GENERAL MEETINGS****Annual General Meetings**

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1. The Society shall within six calendar months after the close of each financial year of the Society hold a general meeting which shall be called the annual general meeting.
2. The functions of the annual general meeting shall be:
  - (a) to receive the annual report which shall contain:
    - (i) the revenue accounts and balance sheets for the last accounting period;
    - (ii) the auditor's report on those accounts and balance sheets;
    - (iii) the Board's report on the affairs of the Society;
    - (iv) the Board's statement on the values and objectives of the Society and how those will be achieved in the forthcoming year;
  - (b) to appoint the auditor;
  - (c) to record the appointment and nomination of Board Members;
  - (d) to transact any other general business of the Society included in the notice convening the meeting.
3. An annual general meeting shall not transact any business that is not mentioned in the notice convening the meeting.

**Special General Meetings**

4. All general meetings other than the annual general meetings shall be called special general meetings and shall be convened either:
    - (a) upon an order of the Board; or
    - (b) upon a written requisition signed by such number representing not less than one tenth of the total shares held by the members, stating the purpose for which the meeting is to be convened. The said request may be posted on the Website, which request shall clearly state the purpose for which the relevant member wishes to call a special general meeting and the Board shall only
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call a special general meeting to the extent that the requisite number of members vote in favour of a special general meeting within 21 days of the request being posted on the Website. If the Board call a special general meeting in accordance with these provisions, then they shall give 21 days clear notice of the special general meeting in accordance with Rule B(24);

5. A special general meeting shall not transact any business that is not mentioned in the notice convening the meeting.

**Calling a General Meeting**

6. An annual general or a special general meeting shall be convened by at least twenty one clear days' notice in writing posted or delivered to every member at their registered address or at their e-mail address, specifying whether the meeting is an annual or special general meeting, stating the time, date and place thereof, and the general nature of the business for which it is convened. The accidental omission to send any notice to, or the non-receipt of any notice by, any member shall not invalidate the proceedings at that general meeting.
7. A notice or communication sent by post to a member at their registered address shall be deemed to have been duly served three days after being posted. An e-mail communication shall be deemed to have been duly received one day after being sent.

**Proceedings at General Meetings**

8. No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business. Six members or, if the number of members at any time exceeds sixty members, then one-tenth thereof or twenty five members (whichever is the lower figure) shall form a quorum.
  9. Members shall be allowed to take part in General Meetings through the Website and shall be entitled to vote at the meeting online. Members taking part through the Website shall constitute part of quorum of members referred to in the preceding Rule;
  10. If no quorum is present within half an hour of the time appointed for the meeting, the meeting, if convened on a requisition of the members, shall be dissolved, but in any
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other case shall stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall constitute a quorum.

11. The Chair of the meeting may, with the consent of a majority of the members present, adjourn any meeting. No business shall be transacted at any adjourned meeting other than the business not reached or left unfinished at the original meeting from which the adjournment took place.
  12. Every adjourned meeting shall be deemed a continuation of the original meeting. Any resolution passed at an adjourned meeting shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
  13. At all general meetings of the Society the Chair or, if he/she is not present, the Vice-Chair of the Board shall preside. If there is no Chair or Vice-Chair or if the Chair or Vice-Chair is not present or is unwilling to act, the members present shall elect a member (who shall be a Member of the Board if any such person is present and willing to act) to act as Chair of the meeting.
  14. Where more than 100 members wish to attend a General Meeting in person, the Operator may randomly select which members shall attend in person, and may require the remaining members to participate in the meeting through the Website. All members must notify the Society (or, where the Operator has been appointed, the Operator through the Website) whether they wish to attend the meeting in person or through the Website not less than 10 days prior to the date of the meeting. The Society Board (or, where the Operator has been appointed, the Operator) may notify members that they may attend in person (or, if more than 100 people have elected to attend in person) the Society Board (or the Operator, as the case may be) may notify randomly selected members that they must attend the meeting through the Website in accordance with this Rule. If no such notice has been received from a member within the stated timeframe, then the Society Board reserves the right to refuse admission to that member if that member attends the relevant meeting in person.
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15. If the chair of a general meeting or the Secretary considers that steps should be taken to ensure:

- a. the safety of people attending a meeting; or
- b. the proper and orderly conduct of the meeting;

they may take whatever steps are necessary to deal with the situation. They may in particular, if they think it necessary:

- i. require people to prove their identity;
- ii. arrange security searches;
- iii. stop certain things being taken into the meeting;
- iv. refuse to allow members into the meeting or have members removed from the meeting, where the behaviour of those members is or is likely to be violent or disruptive.

**Voting**

16. Subject to the provisions of these Rules or of any Act of Parliament, every resolution put to the vote at a general meeting shall be decided by a poll of those present in the room or by proxy, and by those casting votes on the Website, according to the actual number of votes cast by members on the Website. Voting on the Website shall be open for a reasonably sufficient period decided upon by the chairman of the meeting to allow members to vote online. The Chairman shall take advice from the Operator about what period of time is sufficient to allow members to vote online. Any members participating in the meeting online who have not submitted votes within the time period which has been selected by the chairman of the meeting shall be deemed to have abstained from the vote and the relevant member shall not be counted in determining whether a majority of votes have been cast (or, where a different proportion of voters to a majority is required to pass the relevant resolution, in determining whether the relevant proportion of votes has been reached).
17. Every member present in person by proxy or through the Website shall have one vote. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
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**Proxies**

18. The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing and shall be deposited at the registered office of the Society not less than two days before the day fixed for holding the meeting at which the person named in such instrument is authorised to vote, or shall be sent by e-mail to the Society prior to the meeting, and in default of the instrument of proxy shall not be treated as valid. Any question as to the validity of a proxy shall be determined by the Chair of the meeting whose decision shall be final. A proxy need not be a member of the Society.
19. Any question as to the acceptability of any vote whether tendered personally or by proxy shall be determined by the Chair of the meeting, whose decision shall be final.

**PART D: BOARD OF MANAGEMENT****Functions**

1. The Society shall have a Board of Management (in these Rules referred to as “**the Board**”) which shall manage the business of the Society. Amongst its functions shall be to:
  - (a) define and ensure compliance with the values and objectives of the Society and ensure these are set out in each annual report;
  - (b) establish policies and plans to achieve those objectives with the active participation of members through the Website;
  - (c) approve each year’s accounts prior to publication and approve each year’s budget;
  - (d) establish and oversee a framework of delegation of decision making to members collectively through the Website;
  - (e) monitor the Society’s performance in relation to these plans, budget, controls and decisions and publish their findings on the Website for the benefit of members;
  - (g) appoint (and if necessary remove) the Chief Executive Officer (if any);



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- (h) satisfy itself that the Society's affairs are conducted in accordance with generally accepted standards of performance and propriety;
  - (i) take appropriate advice;
  - (j) ensure that members are given as much control and involvement over the affairs of the Society and the Club as is practicable in the circumstances through online voting on the Website;
  - (k) appoint the Operator as the exclusive agent of the Society in connection, inter alia, with:
    - (i) identifying a suitable football club within England and Wales in which the Society can purchase a controlling shareholding interest (taking account of the views of members expressed through the Website, the location of the football club, the capacity of the ground, the price that is being asked for the shares, the level of debt which the Club has and any other relevant considerations);
    - (ii) instruct advisers in connection with the identification and purchase of a controlling stake in a football club, approving their fees, and paying their fees from Society funds;
    - (iii) negotiate the terms of the purchase of a controlling stake in a football club (including, but not limited to, the appointment of the board of the initial management board of the Club (which may include a person employed by the Operator), and the staff who have day to day control over affairs at the Club, including the terms of any employment contracts or other contracts entered into at the time of the acquisition of the shares in the Club);
    - (iv) opening bank accounts on behalf of the Society;
    - (v) appointing the Operator as the attorney of the Society to execute any documents entered into in connection with or incidental to the purchase of a controlling interest in the Club on behalf of the Society;
    - (vi) requiring the Club to enter into an exclusive agreement with the Operator (to which the Society may also be a party) simultaneously with the acquisition of its shares pursuant to which the Operator will
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operate and maintain the Website and provide information on votes from members of the Website to the Club which the Club will be agree to take into account in carrying on its business;

- (vii) without prejudice to the preceding paragraphs, enter into an Agreement with the Operator pursuant to which the Operator agrees to provide certain services to the Society, including allowing as many decisions as reasonably practicable concerning the running of the Society to be put to a vote on the Website (without the need for a meeting of members) and to take due account of their views.

**Composition of the Board**

2. Until the first annual general meeting the Board shall consist of the three members who have signed the application for registration of the Society as an Industrial and Provident Society and such other persons, if any, as the Board members themselves may appoint prior to the first annual general meeting within the limits provided by these Rules.
3. The Board shall consist of between 3 and 11 Board Members.
4. All Board Members shall be required to become members of the Society.

**Appointment and Retirement of Board Members**

5. At every annual general meeting one-third of the Board Members or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office but, if there is only one Board Member who is subject to retirement by rotation, he shall retire. The Board Members to retire at any such subsequent annual general meeting shall be those who have been longest in office since they last become Board Members but as between persons who became Board Members on the same day those to retire shall be chosen by lot.
6. A casual vacancy on the Board may be filled by the Board and the Board Member appointed to fill the vacancy shall retire at the next annual general meeting.

**Candidates for the Board**

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7. Any candidates for appointment to the Board shall submit a written statement to the Society in such form as the Board shall from time to time determine. It shall set out the candidate's full name and the reasons for their suitability to be a Board Member.
8. The statement and nomination shall be delivered to the registered office at least 28 days before the meeting at which the vacancies on the Board are to be filled. The Board shall include this information in the notice circulated to members prior to the relevant members' meeting, and shall be published on the Website.

**Removal of Board Members**

9. A Board Member may be removed from office by a resolution carried by two-thirds of the votes given thereon at a special general meeting which may proceed to fill the vacancy.

**Ending Board Membership**

10. A Member of the Board shall be deemed to have vacated their office if and when:
  - (a) they become bankrupt; or
  - (b) they compound with their creditors; or
  - (c) they are convicted of an indictable offence; or
  - (d) they cease to be a member of the Society; or
  - (e) they absent themselves from three consecutive meetings of the Board without special leave of absence or having provided an acceptable explanation.

**Proceedings of Board**

11. The Board shall meet at least once in every calendar year at such times and places as they deem fit and seven days' notice of the date and place of such meetings shall be given in writing by the Secretary to all Board Members. Two Board Members or such higher number as the Board may determine shall form a quorum.
  12. Notwithstanding any vacancies on the Board, the remaining Board Members may continue to act. If the number of Board Members falls below the quorum necessary
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for Board meetings the Board Members may meet for the sole purpose of appointing additional Board Members.

13. The Board shall, at their first meeting after the registration of the Society and subsequently after each annual general meeting elect a Chair and Vice-Chair from their own number to hold office until the next annual general meeting. The Chair shall be the Chair of the Society, and shall be removable from the office of Chair only by a vote of two-thirds of the Members of the Board present at a special meeting called for that purpose. In case of an equality of votes the Chair shall have a casting vote. If at any meeting of the Board the Chair, or if he/she is not present, the Vice-Chair, or if neither be present, the Members of the Board present shall elect one of their number to be Chair of the meeting who shall be entitled to use the Chair's casting vote.
14. Meetings of the Board may be called either by the Secretary, or by a notice in writing given to the Secretary by either the Chair of the Board or by two Board Members, specifying the business to be transacted thereat. The Secretary shall communicate every such notice to all Board Members as soon as possible after the receipt thereof, and the meeting shall be held at the agreed place for meetings of the Board not earlier than seven days and not later than fourteen days after the receipt by the Secretary of such notice. Should the Secretary fail to convene the meeting as provided above, the Chair of the Board, or the two Board Members whose have given the notice in writing, may call the meeting. No business shall be transacted at the meeting other than business specified in the notice calling the meeting.

**Powers of Board**

15. The business of the Society shall be conducted by the Board which may exercise all such powers as may be exercised by the Society, and are not by these Rules or by statute required to be exercised by the Society in general meeting, subject nevertheless to the provisions of these Rules and any regulations not inconsistent with these Rules made from time to time by the Society in general meeting. Any person acting in good faith and without prior notice shall not be concerned to see or inquire whether the powers of the Board have been restricted by any regulations so made, or that the Board has taken proper account of the views of members through the Website. The Board shall in any things act for and in the name of the Society.

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16. Without prejudice to Rule D(1), the Board shall request that members vote on any decisions which they consider (in their reasonable opinion) to be material to the Society through the Website and shall take due account of any such vote in reaching its decisions. This shall include (but not be limited to) the remittance of funds held by or on behalf of the Society to the Club, and the uses to which those funds are to be put.
17. Without prejudice to the general powers conferred on the Board by these rules the Board may pay all such expenses, including travelling expenses, as are properly incurred by any Board Member in the execution of their duties. The Board members shall also be entitled to a nominal remuneration, not exceeding GBP5,000 per annum per board member. The amount of remuneration for each member of the Board shall be voted on by members through the Website before the start of each financial year.

**Miscellaneous Provisions**

18. All acts done in good faith by any meetings of the Board shall, notwithstanding that it shall be afterwards discovered that there was any defect in the appointment of any Board Member or that any one or more of them were disqualified, be as valid as if every Board Member had been duly appointed and was duly qualified to serve.
19. A resolution in writing signed by all Board Members shall be as valid and effective as if it had been passed at a properly called and constituted meeting of the Board.

**PART E: CHAIR, SECRETARY AND OTHER OFFICERS****The Chair**

1. The Society shall have a Chair, who shall also chair board meetings, and shall be elected by the Board. The Society shall also have a Vice-Chair to act as Chair when the Chairman is not present.
2. The Chair and Vice-Chair on election shall hold office until the commencement of the first Board meeting after the next annual general meeting of the Society (or until the Chair resigns as Chair). The first item of business for any Board meeting when there is no chair is not present shall be to elect the Chair. The Chair shall at all times be a Member of the Society and a Board Member. In the case of any equality of votes, the Chair shall have a casting vote.

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3. The Chair and Vice-Chair of the Society may be removed at a Board meeting called for the purpose provided the resolution is passed by at least two thirds of the Members of the Board at the meeting.

**The Chair's Responsibilities**

4. The Chair shall seek to ensure that:
- (a) the Board's business and the Society's general meetings are conducted efficiently;
  - (b) all Board Members are given the opportunity to express their views;
  - (c) the Board delegates sufficient authority to the Chair, the Chief Executive Officer (if any), the Operator, and others to enable the business of the Society to be carried on effectively between Board meetings;
  - (e) the Board receives professional advice when it is needed;
  - (f) the Society is represented as required; and
  - (g) the Society's affairs are conducted in accordance with generally accepted codes of performance and propriety.
5. The Chair shall seek to ensure that there is a written statement of the Chair's responsibilities which shall be agreed with the Board, and reviewed from time to time.

**Role of the Secretary**

6. The Society shall appoint the Operator to act as the secretary of the Society.
7. The Secretary shall act under the supervision, control and direction of the Board, and without prejudice thereto the Secretary shall in particular:
- (a) summon and attend all meetings of the Society and of the Board and keep the minutes referred to in these Rules;
  - (b) keep the register of members and other registers required to be kept by these Rules; give notice to the Financial Services Authority within 14 days of any change in the situation of the registered office of the Society in the
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prescribed form; prepare and send all returns required to be made to the Registrar, and have charge of the seal of the Society;

- (c) unless the Board otherwise directs, keep all the books of accounts and receive all contributions and other payments due from the members and other persons to the Society and pay over the amount so received in accordance with votes made by members of the Website (after deduction of the Operator Fee);
- (d) produce and give up the books, documents and property of the Society which are in their possession whenever required so to do by a resolution of the Board or of a general meeting.

**Security by Officers and Indemnity**

- 8. Every Officer shall be indemnified by the Society against all costs, losses and expenses which they may reasonably incur in discharge of their duties including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a charge on the property of the Society.
- 9. No Officer shall be liable for any loss suffered by the Society through the execution of the duties of their office unless the loss be the consequence of their own dishonesty or gross negligence.

**PART F: APPLICATION OF SURPLUSES****Distribution**

- 1. No portion of the income or property of the Society shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Society.

**PART G: CONTROL & AUDIT****Auditor**

- 1. There shall be appointed in each year of account a qualified auditor to audit the Society's accounts and balance sheet for that year. In this Rule "qualified auditor" means a person who is a qualified auditor under Section 7 of the Friendly and Industrial and Provident Societies Act 1968.
  - 2. None of the following persons shall be appointed as auditor of the Society:
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- (a) an officer or servant of the Society; or
  - (b) a person who is a partner of or in the employment of or who employs an officer or servant of the Society or the Operator.
3. Save as provided in Rule G(4), every appointment of an auditor shall be made by resolution of a general meeting of the Society.
4. The first appointment of an auditor shall be made within three months of the registration of the Society as an Industrial and Provident Society and shall be made by the Board if no general meeting of the Society is held within that time. The Board may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society. The Board may delegate this power to the Operator.
5. An auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the Board) shall be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing them has been passed) unless:
- (a) a resolution has been passed as general meeting of the Society appointing somebody instead of them or providing expressly that they shall not be re-appointed; or
  - (b) they have given to the Society notice in writing of their unwillingness to be re-appointed; or
  - (c) they are not a qualified auditor or they are a person mentioned in Rule G(2); or
  - (d) they have ceased to act as auditor of the Society by reason of incapacity;
- Provided that a retiring auditor shall not be automatically re-appointed if notice of an intended resolution to appoint another person in their place has been given in accordance with the provisions of these Rules and the resolution cannot be proceeded with because of the death or incapacity of that other person or because that other person is not a qualified auditor or is a person mentioned in Rule G(2).
6. A Resolution at a general meeting of the Society:
- a. appointing another person as auditor in place of a retiring auditor; or
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- b. providing expressly that a retiring auditor shall not be re-appointed

shall not be effective unless notice of the intention to move it has been given to the Society not less than twenty eight days before the meeting at which it is to be moved. On receipt by the Society of notice of such an intended resolution the Society shall forthwith send a copy of the notice to the retiring auditor. If it is practicable to do so the Society shall give notice to its members of the intended resolution at the same time and in the same manner as it gives notice in accordance with these Rules of the meeting at which the resolution is to be moved or, if that is not practicable, by advertisement on the Website. Where the retiring auditor makes any representations in writing to the Society with respect to the intended resolution or notifies the Society that they intend to make such representations, the Society shall notify the members accordingly as required by Section 6 of the Friendly Industrial and Provident Societies Act 1968.

7. The auditor shall in accordance with Section 9 of the Friendly and Industrial and Provident societies Act 1968 make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year of account in respect of which they are appointed.
8. The Board shall lay a revenue account and balance sheet duly audited and signed by the auditor and incorporating the report of the auditor thereon before each annual general meeting accompanied by a report by the Board on the position of the affairs of the Society signed by the Chair of the Board meeting at which the report is adopted. The account shall be made up to such date within the period 1st September to 31st January inclusive as the Board shall determine to be the end of the financial year, or such other date as may be allowed by the Registrar.

**PART H: DISPUTES****Dispute Resolution**

1. Every dispute on a matter governed by these Rules between the Society or an officer thereof and any of: a member, an aggrieved person who ceased to be a member less than six months previously, a person claiming through such member or aggrieved person, or a person claiming under these Rules, shall be submitted:
- a to an arbitrator appointed by the President of the Law Society;
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- b. in all other cases any such dispute as is referred to in Section 60(j) of the Industrial and Provident Societies' Act 1965 shall be referred to and decided by the County Court.

The arbitrator's decision shall be binding and conclusive on all parties without appeal, and shall not be removable into any Court of Law or restrainable by injunction, and application for the enforcement thereof may be made by the Society to the County Court.

2. The costs of the arbitration shall be borne as the arbitrator directs, and the complaining party shall before the arbitration deposit with the Society the sum of £100 to abide the decision reached by the arbitrator.

**PART I: MINUTES, SEAL, REGISTERS, BOOKS, RETURN & INSPECTION****Minutes**

1. Minutes of every general meeting and of every meeting of the Board shall be kept and such minutes shall be agreed as a true record at the next of such meetings respectively and signed by the Chair of the meeting at which they are so agreed. All minutes so signed shall be conclusive evidence of any fact stated therein.

**Seal**

2. The Society shall have a seal which shall be kept in the custody of the Secretary and the seal shall not be affixed to any instrument except by authority of the Board or of one or more Board Members empowered by the Board to seal documents on behalf of the Society and the affixing of the seal shall be attested by the signature such person or persons appointed for that purpose by the Board. The Society may execute documents (including deeds) acting by a board member and the secretary or by two board members without the need to use the seal.

**Books**

3. The Society shall keep at its registered office:
  - a. a register of members in which the Secretary shall enter the following particulars:
    - i. the names and addresses of the members;

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- ii. a statement of the share held by each member and the amount paid thereof;
  - iii. a statement of other property in the Society whether in loans or loan stock, held by each member;
  - iv. the date at which each person was entered in the register as a member, and the date at which any person ceased to be a member;
  - v. the names and address of the Officers of the Society with the offices held by them respectively and the dates on which they assumed office;
- c. The inclusion or omission of the name of any person from the original register of members shall, in the absence of evidence to the contrary, be conclusive that such person is or is not a member of the Society;
4. The Society shall keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with Sections 1 and 2 of the Friendly and Industrial and Provident Societies Act 1968.
5. The Society shall establish and maintain a satisfactory system of control of its books of account, its cash holdings and all its receipts and remittances.

**Annual Returns and Balance Sheets**

6. Every year not later than the date provided by the Act or, where the return is made up to the date allowed by the Registrar, not later than three months after such date the Secretary shall send to the Registrar the annual return in the form prescribed by the Financial Services Authority relating to its affairs for the period required by the Act to be included in the return together with:
- (a) a copy of the report of the auditor on the Society's accounts for the period included in the return; and
  - (b) a copy of each balance sheet made during that period and of the report of the auditor on that balance sheet.
7. The Society shall supply gratuitously upon application to every member or person interested in the funds of the Society a copy of the last annual return of the Society
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for the time being together with a copy of the report of the auditor on the accounts and balance sheets contained in the return. The Society shall be entitled to send the copy of the annual return via electronic communication.

8. The Society shall keep a copy of the latest balance sheet for the time being together with the report made thereon by the auditor at its registered office.

**Statutory Applications to the Registrar**

9. Any fifty members each of whom has been a member of the Society for not less than twelve months immediately preceding the date of the application may apply to the Financial Services Authority in the form prescribed by the Act to appoint an accountant or actuary to inspect the books of the Society and to report thereon.
10. One tenth of the members of the Society, or if the number of members shall at any time exceed 10,000, 1,000 members, may apply to the Financial Services Authority in the form prescribed by the Act:
  - (a) for the appointment of an inspector or inspectors to investigate the affairs of the Society and to report thereon; and
  - (b) for the calling of a special general meeting of the Society.

**Copies of Rules to be Supplied**

11. The Secretary shall deliver a copy of the Rules of the Society to every person on demand on payment of a sum not exceeding 10 pence. The Rules may be sent by electronic communication.

**PART J: AMENDMENT OF RULES AND SPECIAL RESOLUTION****Prohibition**

1. Subject to the Rule K(2) and in accordance with the provisions of K(2) to K(4), any Rule of the Society may be rescinded or amended, or a new Rule may be made in the manner provided.

**Fundamental Rules**

- 2 Rules A(2), A(3), A(4), A(5), A(6), B(3), B(8), B(15), B(16), C(6), C(7), D(1)(k), E(9), J(1), K(1), K(2), L(1) and this Rule are hereby declared to be fundamental, and shall not be amended or rescinded except by a resolution carried by three fourths of the
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votes given thereon at a special general meeting of which notice has been given specifying the intention to propose such amendment or rescission. Notice of the meeting may be given by electronic communication.

3. Any Rule not declared to be fundamental may be rescinded or amended, or a new Rule may be made, by a resolution carried by two thirds of the votes given thereon at any special general meeting of which notice has been given specifying the intention to propose such rescission, amendment or new Rule. Notice of the meeting may be given by electronic communication.
4. Application for the registration of every amendment of Rules shall be made to the Registrar in the manner and form required by the Act as soon as practicable after the same has been made, and a copy shall be issued to every member and supplied with every copy of the Rules issued after the registration thereof. No amendment of Rules is valid until registered.
5. The Society may, by special resolution passed in a manner prescribed by the Act, amalgamate with or transfer its engagements to any other society or company, or convert itself into a company under the Companies Acts. The society may also accept a transfer of engagements and assets by resolution of the board or of a meeting of members

**PART K: DISSOLUTION****Resolution of Members**

1. Subject to Rule K2 the Society may be dissolved by the consent of three fourths of the members testified by their signatures to an instrument of dissolution in the form provided by the Act or by winding up in the manner provided by the Act.

**Application of Assets**

2. If on the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some other charitable institution having objects similar to the objects of the Society determined by the members of the Society at or before the time of dissolution.

## RULES OF MY FOOTBALL CLUB SOCIETY LIMITED

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**PART L: INTERPRETATION OF TERMS****Interpretation**

1. In these Rules, including this Rule, unless the subject matter or context are inconsistent therewith:
  - a. words importing the singular or plural shall include the plural and singular respectively;
  - b. words importing gender shall include the male and female genders;
  - c. "amendment of Rules" shall include the making of a new Rule and the rescission of a Rule, and "amended" in relation to Rules shall be construed accordingly;
  - d. "Society" shall mean the Society whereof these are the registered Rules;
  - e. "member" shall mean one of the persons referred to in Rule B(1);
  - g. "Officer" shall include the Chair and Secretary of the Society and any Board Member for the time being and such other Officers as the Board may appoint under these Rules;
  - h. "the Act" shall mean the Industrial and Provident Societies Acts, 1965 to 1975 or any Act or Acts amending or in substitution for the same and for the time being in force;
  - i. "these Rules" shall mean the registered Rules of the Society for the time being;
  - j. reference to any provision in any Act shall include reference to such provision as from time to time amended, varied, replaced, extended or re-enacted and to any orders or regulations under such provision.

**APPENDIX**

**FORMS OF INSTRUMENTS**

**Proxy**

The instrument referred to in Rule B(40) shall be in the following form:

I,  
of  
in the \_\_\_\_\_ of \_\_\_\_\_, being a member of [  
\_\_\_\_\_] **LIMITED**, hereby appoint \_\_\_\_\_ of  
as my proxy to vote for me and on my behalf at the annual general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof.

Signature [Electronic signature or actual signature]

Date:

**Nominations, Revocation and Variation**

The instruments of nomination, revocation and variation made by any member of the Society may be in the following form and shall be signed by the member and forthwith delivered to the Secretary of the Society. An electronic signature shall be sufficient for the purposes of any nomination, revocations or variation which is sent by e-mail:

**(a) Nomination**

[ \_\_\_\_\_ ] Limited

I,  
of  
in \_\_\_\_\_, a member of the above-named Society hereby nominate  
\_\_\_\_\_ of \_\_\_\_\_  
in the \_\_\_\_\_, as the person to whom there shall be transferred at my decease such property in the Society as may be mine at the time of my decease, whether in loan stock, loans or otherwise, not exceeding the limit of the amount for the time being authorised by law.

Date \_\_\_\_\_ 20\_\_\_\_

Signature .....

(b) **Revocation**

[ ] Limited

I HEREBY REVOKE the nomination made by me on the \_\_\_\_\_ day  
of \_\_\_\_\_ 20\_\_\_\_\_ .

Dated \_\_\_\_\_ 20\_\_\_\_\_

Signature .....

(c) **Variation**

[ ] Limited

I HEREBY VARY the nomination made by me on the \_\_\_\_\_ day  
of \_\_\_\_\_ 20\_\_\_\_\_ as follows:

here state the variation desired

Dated \_\_\_\_\_ 20\_\_\_\_\_

Signature .....



# Financial Services Authority

Form B

R/IP/RA/2



## INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

*Acknowledgement of Registration of Society*

Register No. **30275 R**

**Myfootball Club Society Limited** is this day registered under the Industrial and Provident Societies Act 1965.

Date: **16 July 2007**

Financial Services Authority  
25 The North Colonnade  
Canary Wharf  
London, E14 5HS

C. Hyd