

THE COMPANIES ACT 1908-1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THE FOOTBALL ASSOCIATION OF WALES LIMITED

Preliminary

- 1 (a) The Regulations contained in Table A of the Companies Act 1908-1985 shall not apply to this Company, but in lieu thereof the following shall be the Articles of Association of the Association.
- (b) In these Articles the expression of “the Act” means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act or any other statutory provision or enactment shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

Interpretation Clause

2. In the interpretation of these Articles:-
 - (a) “the Association” means the Football Association of Wales Limited;
 - (b) “the Council” means the Council of the Association for the time being as constituted in accordance with these Articles, and also includes any Committee or Commission thereof having power to act on their respective behalf in accordance with these Articles;
 - (c) “Members of the Council” means those persons including the Officers, elected nominated or appointed to the Council from time to time in accordance with the provisions set out in the Rules;
 - (d) “the Rules” means the existing Rules of the Association, together with such additions and modifications as shall from time to time be made or adopted by the Association; and
 - (e) “Share” means a share of 5p in the capital of the Association and “Share Capital” and “Shareholder” shall be construed accordingly.
 - (f) Members of the Association means, those clubs, leagues and area associations as specified in the Rules, and the Members of Council.

Private Company

3. The Association is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Association is prohibited.

Share Capital

4. The Share Capital at the date of adoption of these Articles is £100 divided into 2000 Ordinary Shares of 5p each.

Share

5. (a) The Council are generally authorised for the purposes of Section 80 of the Act subject to the provisions of that Section and to paragraph (c) below to allot, grant options over or otherwise deal with or dispose of the Shares in the Authorised Share Capital with which the Association is incorporated to such persons at such times and on such conditions as provided for in these Articles, provided that no Shares shall be issued at a discount.
 - (b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Association.
 - (c) The general authority conferred on the Council by paragraph (a) of this Article 5 shall extend to all relevant securities (as defined by Section 80 of the Act) in the authorised Share Capital of the Association with which the Association is incorporated during the period of five years from the date of adoption of these Articles but the Council may, after the Authority has expired, allot any Shares in pursuance of an offer or agreement so to do made by the Association before the authority expired. The authority hereby given may be renewed, varied or revoked by the Association in General Meeting.
6. No Share shall be sub-divided. No Share shall be consolidated. No bonus issue shall be made nor shall any capital dividend be paid.

Shareholders

7. Shares may only be allotted or (to the extent that a transfer is available from an existing Shareholder) transferred to the following persons:-
 - (a) One Share to each subscriber of the Memorandum of Association.
 - (b) One Share to each present Member of the Council of the Association not being one of the aforesaid subscribers.
 - (c) One Share to each future Member of the Council.
8. (a) No person shall be entitled to be a Shareholder, or continue to be a Shareholder, unless he is either a subscriber or a Member of the Council.
- (b) Any Share held by any person who is not so entitled as aforesaid or who has ceased to be so entitled as aforesaid or if he holds more than one (1) Share in the Association the excess Share(s) shall be held in trust for such person or persons as the Council may direct and in such case the registered holder or his personal representatives or trustee in bankruptcy (as case may be) shall upon request transfer such Shares accordingly and shall on such transfer

be entitled to be paid by the transferee that amount (if any) at the time of such transfer paid up on such Shares and if no amount shall at that time be so paid up then shall not be entitled to any payment.

9. No vote shall be given or allowed at any meeting by any person in respect of any Share that he is not entitled to or to continue to hold under the foregoing Article.

Transfer of Shares

10. Transfers of Shares shall be in writing in the usual common form. The Council may in their absolute discretion and without giving any reason refuse to register the transfer of any Share to a person of whom they shall not approve (whether or not such Share is fully paid); but shall in any case within two (2) months after the date on which the transfer was lodged with the Association send to the transferee notice in writing of the refusal.
11. If the Council shall pass a Special Resolution at a meeting (of which due notice including the notice of the intention to propose such Resolution shall have been given) that any Shareholder ought to cease to be a Shareholder by virtue of breach of these Articles, or that any Share or Shares in the capital of the Association ought to be forfeited, and if such Resolution shall be carried by a majority consisting of three-fourths (3/4) of the Shareholders present at the meeting, then such Resolution shall take effect as from the conclusion of such meeting, or from such subsequent time as the said resolution may prescribe for the purpose, and the Council may request or direct a transfer of any Share, and may make any alteration in the Register of Shareholders required by or consequent on such Resolution, and from the time at which such Resolution takes effect no right of voting or other right shall be exercised by such Shareholder.
12. Whenever a right to call for a transfer of a Share has arisen the Council may authorise the Secretary to execute a transfer thereof and a transfer so executed shall be as valid and effective as if the transferee shall be entered in the Register as the holder thereof accordingly.

Transmission of Shares

13. Except as set out in Article 14 (infra), there shall be no transmission of Shares upon the death or bankruptcy of any Shareholder, but any Shares shall revert to the Association to be reallocated in such manner as the Council shall determine.
14. The Council shall have power to call upon the legal personal representatives of any deceased Shareholder to transfer any Share or Shares held by the deceased Shareholder concerned in such manner as the Council shall determine.

Alteration of Capital

15. The Association may from time to time by Ordinary Resolution increase the Share Capital such sum to be divided into Shares of such amount as

the Resolution shall prescribe.

16. The Association may by Ordinary Resolution:
 - (a) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
 - (b) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of section 12(3) of the Act;
 - (c) cancel any Shares which at the date of the passing of the Resolution have not been taken or agreed to be taken by any person.
17. The Association may by Special Resolution reduce its Share Capital, any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised, and consent required by law.

General Matters

18. The Council shall in each year hold an Annual Shareholders' meeting for the purpose of consideration of business in relation to these Articles of Association in addition to any other meetings in that year, and not more than fifteen calendar months shall elapse between the date of one Annual Shareholders' meeting and that of the next. The Annual Shareholders' meeting shall be held at such time and such place as the Secretary shall determine within six months of the end of the Financial Year of the Association.
19. All Shareholders' meetings convened for the purpose of discussing business in relation to these Articles other than the Annual Shareholders' meeting shall be called Extraordinary Shareholders' meetings.
20. The Council, whenever they think fit or where so required pursuant to the provisions of the Act, shall convene an Extraordinary Shareholders' meeting for the purpose of considering such matters as may properly be submitted at such meeting.
21. Notwithstanding the provisions of Article 20 the Council shall be required to convene a General meeting of the Members of the Association in May of each year for the consideration of the Rules of the Association in accordance with the Rules and additionally, when required to do so the Secretary shall convene a Special General meeting of the Members of the Association in accordance with the Rules of the Association.

Notice of Shareholders' Meeting

22. Every notice convening a meeting of the Shareholders shall comply with the provisions of Section 372 of the Act, as to giving such information to Shareholders in regard to their right to appoint proxies, and notice of and other communications relating to any meeting which any Shareholder is

entitled to receive shall be sent to the Auditor for the time being of the Association.

23. An Annual Shareholders' meeting and any Extraordinary Shareholders' meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given, and shall specify the place, the days and the hour of the meeting, and in the case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Council to such persons as are under the Articles of the Association, entitled to receive such notices from the Association.

Provided that a meeting of the Shareholders shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called, if it is so agreed:

- (a) in the case of a meeting called as the Annual Shareholders' meeting, by all the Shareholders entitled to attend and vote thereat; and
 - (b) in the case of Extraordinary Shareholders' meetings, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent in nominal value of the Shares giving that right.
24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at Shareholders' Meetings

25. All business shall be deemed special that is transacted at an Extraordinary Shareholders' meeting, and also all that is transacted at an Annual Shareholders' meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Council and Auditors, and the fixing of the remuneration of the Auditors.
26. No business shall be transacted at any Annual or Extraordinary Shareholders' meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business; save as herein otherwise provided, five (5) Shareholders present in person shall be a quorum.
27. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened under the powers of Section 368 of the Act shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Shareholders then present shall determine.
28. At any adjourned Shareholders' meeting, the Shareholders present, whatever their number provided that they shall not be less than five (5), shall have power to decide on all matters which might have been disposed of at the meeting from which the adjournment took place if a quorum had

be present thereat provided that three (3) days' notice must be given to the Shareholders of such adjournment in order to enable special business to be transacted thereat by less than a quorum.

29. The President of the Association if present or if absent, one (1) of the Vice-Presidents shall preside as Chairman at all Shareholders' meetings.
30. If at any meeting there be no such Chairman present within fifteen (15) minutes after the time appointed for holding the meeting the Shareholders present shall choose one of their number to be Chairman.
31. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
32. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and save as required by Article 27 herein in circumstances where that Article applies, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting at Annual and Extraordinary Shareholders' Meetings

33. At any Annual or Extraordinary Shareholders' meeting, a Resolution put to the vote of the meeting shall be decided on show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or
 - (b) by at least five (5) Shareholders present in person or by proxy; or
 - (c) by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
 - (d) by a Shareholder or Shareholders holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the Shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.

34. Except as provided in Article 33 herein if a poll is duly demanded, it shall be taken in such manner as the Chairman directs and any such poll may be taken by voting papers being sent to each Shareholder, stating the proposed Resolution and giving instructions as to writing in respect thereof. A scrutineer or scrutineers of such voting papers shall be

appointed by the Chairman. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
36. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such a time as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll, save that, if there be any adjournment of the taking of the poll, it shall be taken not less than seven days and not more than fourteen days after the meeting at which it was demanded.
37. Each Shareholder present in person and entitled to vote shall have one (1) vote only on a show of hands, and on a Poll each Shareholder entitled to vote shall have one (1) vote.
38. A Shareholder of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may not vote either by proxy or at all, whether on a show of hands or on a poll and whether by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that Court.
39. No Shareholder shall be entitled to vote unless all calls or other sums presently payable by him in respect of Shares in the Association have been paid.
40. No objection shall be raised to the qualification of any vote or to any votes given or counted at Shareholders' meetings except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. The validity of any Resolution or thing passed or done at the said meeting shall not be affected unless the Chairman shall then and there decide that the error is of sufficient magnitude to affect such Resolution or thing.

Proxies at Annual and Extraordinary Shareholders' Meetings

41. Votes may be given either personally or by proxy. A proxy need not be a Shareholder.
42. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing and if such appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
43. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy if that power or authority shall be deposited at the Cardiff office of the

Association (Plymouth Chambers, Westgate Street, Cardiff CF1 1DD) or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

44. An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:

“THE FOOTBALL ASSOCIATION OF WALES LIMITED”

“I/We

“

“of

“in the County of _____, being a Shareholder(s)

“hereby

“appoint

“of

“or failing him

“of

“as my/our proxy to vote for me/us on my/our

“behalf at the (Annual or Extraordinary, as the case

“may be) Shareholders’ meeting of the Association to be

“held on the _____ day of _____, 19 _____ and

“at any adjournment thereof.

“Signed this _____ day of _____, 19 _____

“.

45. Where it is desired to afford members an opportunity of voting for or against a Resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“THE FOOTBALL ASSOCIATION OF WALES LIMITED”

“I/We

“

“of

“in the County of _____, being a Shareholder(s)

“hereby

“appoint

“of

“or failing him

“of

“as my/our proxy to vote for me/us on my/our

“behalf at the (Annual or Extraordinary, as the case

“may be) Shareholders’ meeting of the Association to be

“held on the _____ day of _____, 19 _____ and

“at any adjournment thereof.

“Signed this _____ day of _____, 19 _____

“.

“This form is to be used *in favour of *against the Resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*strike out whichever is not desired.

46. The instrument appointing a proxy shall be deemed to confer authority to demand or to join in demanding a poll.
47. No instrument appointing a proxy shall be valid after the expiration of twelve calendar months from the date of its execution.
48. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no information in writing of such death, revocation or transfer as aforesaid shall have been received by the Secretary at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

The Directors

49. The Directors of the Association shall consist of the Members of the Council for the time being.

The Council

50. The Association shall be governed by the Council which shall be elected, nominated or appointed as the case may be, in accordance with the Rules.
51. The Council may, appoint a Secretary and/or an Assistant Secretary and such other assistance for such term, at such remuneration and upon such terms and conditions as it thinks fit. The Council may remove such a person. The Council may appoint such Committees Sub-Committees or Commissions as they may consider necessary, delegate all or any of their powers to any such Committee, Sub-Committee or Commission, or to any affiliated Association or Associations, and make such regulations for the management of the Association and control of Football in Wales as may from time to time be necessary.
52. The remuneration (if any) of Members of the Council shall from time to time be determined by the Shareholders. Such remuneration shall be deemed to accrue from day to day. The Members of the Council may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or of any Committee, Sub-Committee or Commission of the Council or Annual or Extraordinary Shareholders' meetings or in connection with the business of the Association.
53. The share holding qualification for Members of the Council shall be one Share in the Capital of the Association for each Member of the Council, which Share shall be taken up with as little delay as possible after he has been elected as a Member of the Council. No Member of the Council shall be entitled to vote, until he shall have been registered as the holder

of one Share in the capital of the Association.

54. A Member of the Council may be or become a director or other officer of, or otherwise interested in any company promoted by the Association or in which the Association may be interested as a shareholder or otherwise, and no such director shall be accountable to the Association for any remuneration or other benefits received by him as a director or officer of, or from his interest in such other company, unless the Association otherwise directs.

Borrowing Powers

55. The Members of the Council may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof and, subject (in the case of any security convertible into shares) to Sections 80 and 380 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

Powers and Duties of the Council

56. The business of the Association shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in Annual and Extraordinary Shareholders' meetings, subject nevertheless to any of these Articles to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Association in Annual and Extraordinary Shareholders' meetings; but no regulation made by the Association in Annual and Extraordinary Shareholders' meetings shall invalidate any prior act of the Council, which would have been valid if that regulation had not been made.
57. (1) At a meeting of the Directors a Member of the Council who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association shall declare the nature of his interest at the meeting of the Directors in accordance with Section 317 of the Act.
- (2) At a meeting of the Directors, a Member of the Council having declared an interest to the other Directors, in respect of the matter upon which such an interest has been declared ("the Declared

Matter”), shall (i) not be counted in the quorum present to consider the Declared Matter at the meeting (ii) leave the room and take no further part in the discussion on the Declared Matter and (iii) shall not vote on the Declared Matter PROVIDED THAT none of these prohibitions shall apply to:

- a) any arrangement for giving any Member of the Council any security or indemnity in respect of money lent by him or to obligations undertaken by him for the benefit of the Association; or
- b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association, for which the Member of the Council himself has assumed responsibility in whole or in part under guarantee or indemnity or by the deposit of a security; or
- c) any contract by a Member of the Council to subscribe for or underwrite shares or debentures of the Association; or
- d) any contract, proposed contract or other matter involving the Association in which such interest arises because the Member of Council has an involvement in the other party to the Declared Matter, solely:
 - (i) in a representative capacity on behalf of the Association, whether as an officer, shareholder or otherwise of the other party; or
 - (ii) as the nominated or elected representative on the Council of any “Club”, “League” or “Area Association”, in each case as defined in the Rules

and these prohibitions may at any time be suspended or relaxed to any extent, either generally or in respect of any particular contract, arrangement or transaction by the Association in Annual and Extraordinary Shareholders’ meetings.

- (3) Subject to the provisions of Article 57(1) and 57(2) above, any Member of the Council may act by himself or his firm in a professional capacity for the Association, and he or his firm shall be entitled to remuneration for professional services as if he were not a Member of the Council; provided that nothing herein contained shall authorise a Member of the Council or his firm to act as Auditor to the Association.
- (4) Any breach of the provisions of this Article 57 shall be construed as a “Disciplinary Offence” for the purposes of Rule 24.1.1 (or any equivalent replacement thereof). The Member of Council in breach shall be charged under Rule 24.2.9 (or any equivalent replacement thereof) with conduct likely to bring the game into disrepute and for the purposes only of such a charge, Rule 24.2.9 shall be construed as meaning ‘bringing the game or the Association into disrepute.

58. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
59. The Council shall cause minutes to be made in books provided for the purpose:
 - a) of all appointments of Officers made by the Council;
 - b) of the names of the Members of the Council present at each meeting of the Council and of any Committee, Sub-Committee or Commission of the Council;
 - c) of all resolutions and proceedings at all meetings of the Shareholders and of the Council and of Committees, Sub-Committees or Commission of the Council.
60. The Council shall adopt and act upon the present Rules so far as the same are consistent with these Articles, unless and until the same shall have been duly altered or varied. Subject to Article 67 if any conflict or ambiguity arises between the Rules of the Association and these Articles, these Articles shall prevail.
61. The Council may meet together for the despatch of business, adjourn and otherwise regulate their business as they think fit and may fix their own respective quorums, and until otherwise provided, five (5) Members of the Council personally present shall form a quorum.
62. The Council shall keep proper Minutes of their proceedings, and all acts done in pursuance of anything appearing by such Minutes to be resolved upon or authorised by the Council, shall be deemed to be acts of the Council within the meaning of these Articles.
63. The Council may act notwithstanding any vacancy in their body.
64. The Council shall defray out of the funds of the Association all expenses in respect of the business of the Association.

Disqualification, Removal and Retirement of Members of the Council

65. The office of a Member of the Council shall be vacated:
 - a) if he becomes bankrupt or insolvent or compounds with his creditors;
 - b) if he becomes of unsound mind;
 - c) if he ceases to hold the necessary Share qualifications or does not obtain the same by first (1st) September following the date he is made a Member of the Council (or such later date as in special circumstances the Council may resolve to be appropriate);
 - d) if he absents himself from its meetings for a period of six (6)

calendar months without the written consent of the Council under the hand of its Secretary;

- e) if he becomes prohibited from being a Director by reason of any order made under the provisions of the Company Directors Disqualification Act 1986, or any like or amending legislation;
- f) if he gives the Council one (1) month's notice in writing that he resigns his office;
- g) if he be suspended from taking part in Football and/or Football management;
- h) if he does any act or thing which brings the Association into disrepute.

But any act done in good faith by a Member of the Council whose office is vacated shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Association or an entry made in the Minute Book stating that the Member has ceased to be a Member of the Council.

- 66. If a Member of the Council does not voluntarily vacate his office in the circumstances set out in Article 65 the Shareholders may by Special Resolution of which special notice has been given in accordance with Section 379 of the Act, remove any Member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Member of the Council. Such removal shall be without prejudice to any claim such Member of the Council may have for damages for breach of any contract of service between him and the Association.
- 67. Section 293 of the Act, relating to the retirement of Members of the Council by reason of their having attained the age of seventy (70) years of age or any other age and any statutory modification or re-enactment thereof for the time being in force shall not apply to the Association. If any conflict or ambiguity arises between the Rules and this Article the Rules shall prevail.
- 68. All acts done by any meeting of the Council or by any person acting as a Member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person so acting or that any person so acting was disqualified, be as valid as if such person had been duly appointed and qualified.

Committees

- 69. No act, matter or thing within the power of the Association in a Shareholders' meeting done by the Council or done by any Committee, Sub-Committee or Commission and adopted by the Council which shall afterwards receive the express or implied consent of the Association in Annual and Extraordinary Shareholders' meeting shall be afterwards impeached on any ground whatever.
- 70. Any Committee, Sub-Committee or Commission shall conform to any mode of proceedings and regulations which the Council may make in that

behalf, and subject thereto may determine and regulate their own proceedings, in the same manner as the Council may do.

71. A Committee, Sub-Committee or Commission may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
72. A Committee, Sub-Committee or Commission may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members of Council present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

The Seal

73. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council, or of a Committee, Sub-Committee or Commission of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second Member of the Council or by some other person appointed by the Council for the purpose.

Accounts

74. The Council shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Association, and of all other matters necessary for showing the true state and condition of the Association, and the accounts shall be kept in such books and in such manner as the Council think fit, and to the satisfaction of the Auditors.
75. The books of account shall be kept at such place or places as the Council appoint, and shall be open to inspection of Members of Council.
76. All monies received at matches, in which the Association is represented, shall be checked by the Honorary Treasurer or by the Secretary of the Association. For the purposes of the checking of these monies, any Member of the Council may deputise for either the Honorary Treasurer or the Secretary. An account of the receipts and expenses of each match, in which the Association is represented, together with a report shall be produced at the first meeting of the Council after the playing of such a match. The Honorary Treasurer or Secretary shall pay all monies received by them on behalf of the Association into a bank account operating in the name of the "Football Association of Wales Limited", within three days of the receipt of such monies.

Audit

77. The accounts of the Association shall be annually examined and the correctness of the balance sheet and accompanying accounts ascertained by an Auditor or Auditors to be appointed by the Association at the Annual Shareholders' meeting in accordance with the provision of the Act.

Notices

78. All notices may be served by the Secretary of the Association upon any Member of the Council in accordance with the provisions of the Act.
79. Where a notice is sent by post, service of the notice shall be deemed to be effected by addressing the notice with the relevant party's last known address, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four (24) hours after the letter containing the same is posted, and in any other case at the time which the letter would be delivered in the ordinary course of post.
80. A notice given to any Member of the Council shall be binding on any Member of the Council, and all proceedings taken without any further or other notice shall be binding on such Member of the Council.
81. Notice of every Annual and Extraordinary Shareholders' meeting shall be given in any manner hereinbefore authorised to:
 - a) every Shareholder.
 - b) the Auditor for the time being of the Association.

No other person shall be entitled to receive notices of Annual and Extraordinary Shareholders' meetings.

Dissolution

82. If upon the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Shareholders or Members of the Association, but subject to the next provisions shall be given or transferred to such Institution or Institutions having objects wholly or partially similar to the objects of the Association as shall be determined by the Members of the Association at or before the time of dissolution or by the Council after such dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object.

Indemnity

83. Every Member of the Council or other officer of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution and discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he acquitted or in connection with any application under Section 144 or Section 727 or the Act in which relief is granted to him by the court, and no Member of the Council or other officer shall be liable for any loss, damage, or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

