

Register No: 30872




**RULES**

**OF**

**PORTSMOUTH SUPPORTERS' SOCIETY**

**LIMITED**

**Registered Under the Industrial  
And Provident Societies Acts 1965-78**

The development of the original Model Rules for a Supporters Community Mutual was promoted and funded by the Co-operative Party with help and advice from Co-operatives UK, DWF Solicitors and Supporters Direct  and their contribution is hereby gratefully acknowledged.

## RULES

### NAME AND DEFINITIONS

1. The name of the Society is to be Portsmouth Supporters Society Limited and it is called “the Society” in the rest of these Rules; and the surrounding area of Portsmouth, Hampshire and West Sussex is called “the Area”.

### INTERPRETATIONS

2. In these Rules:

“the Act” refers to the Industrial and Provident Societies Act 1965 or any Act or Acts amending or in substitution of it or them for the time being in force;

“Address” means a postal address or, for the purposes of electronic communication, email address or telephone number for receiving text messages;

“The Club” means Portsmouth Community Football Club;

“The Society Board” or “the Society Board Members” means all those persons appointed to perform the duties of directors of the Society within the meaning of the Act;

“Society Board Meeting” includes, except where inconsistent with any legal obligation a physical meeting, a meeting held by electronic means and a meeting held by telephone;

Society Board Member means a director of the Society and includes any person occupying the position of director, by whatever name called;

“Electronic Means” shall include email, video links and secure authenticated website transactions;

“Member” has the meaning as detailed under ‘Membership’ in these Rules;

“Person” means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or any representative of an unincorporated body, firm, partnership or corporate body;

“Registrar” means the Financial Conduct Authority or any successor body in function;

“Rules” means the Society’s Rulebook;

“Writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

3. **COMMUNITY BENEFIT PURPOSE**

The business of the Society is to be conducted for the benefit of the community served by the Society and not for the profit of its members.

## OBJECTS

4. The Society 's objects are to benefit the community by;
  - 4.1 enhancing the social, cultural and economic value of the Club to its Communities and by acting as a responsible custodian of the Club for future generations;
  - 4.2 promoting the mutual ownership of the Club operating democratically, fairly and transparently;
  - 4.3 encouraging the Club to play at the highest level with financial responsibility and prudence enabling the Club to be run for the long term interest of the Community;
  - 4.4 providing sporting and other facilities and opportunities regardless of age, income, ethnicity, gender, disability, sexuality, religious or moral belief;
  - 4.5 working in partnership with supporters, directors, staff, players, Portsmouth City Council, other statutory bodies and other official and independent supporters' associations related to the Club, in order to further the footballing and financial success of the Club;
  - 4.6 enhancing the Club's benefit to the community it serves.

## POWERS

5. 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.
6. In order to achieve its objects the Society may either itself or through a subsidiary company or society acting under its legal control or in which it seeks legal control:
  - 6.1 buy, sell and lease property;
  - 6.2 borrow;
  - 6.3 grant security over its property and assets;
  - 6.4 establish promote and maintain for the purposes of the Society any lawful fund raising scheme;
  - 6.5 promote means to give supporters greater opportunity to invest in the Society and the Club;
  - 6.6 promote means to give supporters greater opportunity to donate to the Society;
  - 6.7 indemnify or take out and maintain insurance for the benefit of people who are or were:
    - 6.7.1 members of the Society Board; or
    - 6.7.2 officers; or

- 6.7.3 employees; or
- 6.7.4 trustees of a pension fund of the Society or any subsidiary against any liability which they may have as a result of their involvement with the Society or its subsidiaries;
- 6.8 indemnify or take out and maintain insurance for the benefit of people who are or were elected or nominated by the Society to serve on the board of any company owning or controlling the Club;
- 6.9 so far as permitted by these Rules take out and maintain insurance against any risks to which the Society may be exposed;
- 6.10 co-operate with other supporters organisations, co-operatives and societies conducted for the benefit of the community at local, national and international levels; and
- 6.11 do anything else which is necessary or expedient to achieve its objects.

#### **APPLICATION OF SURPLUS**

- 7. The profits or surpluses of the Society are not to be distributed either directly or indirectly in any way whatsoever among members of the Society but shall be applied;
  - 7.1 to maintain prudent reserves;
  - 7.2 on expenditure to achieve the Society's objectives; and
  - 7.3 to pay interest on or repaying issued share capital in accordance with the provisions of these Rules.

#### **ASSET LOCK**

- 8. NOT USED

#### **MEMBERSHIP**

- 9. The members of the Society are the people whose names are entered in the register of members.
  - 9.1 Membership is open to any individual, unincorporated body, firm, partnership or corporate body who or which:
    - 9.1.1 is a supporter of the Club; or
    - 9.1.2 has an interest in the game of football and is in sympathy with the objects of the Society; and
    - 9.1.3 (if an individual) is 16 years of age or older;
  - 9.2 agrees to respect commercial confidentiality in relation to business decisions of the Society; and
  - 9.3 agrees to be bound by these Rules and by Rules 3 and 7 in particular.

The Society Board shall have power to refuse membership to any person who does not in the opinion of the Society Board meet these requirements.

10. Every member holds one ordinary share in the capital of the Society. No member may hold more than one ordinary share in the Society either individually or jointly. Members are able to purchase Community Shares, a different type of share. (see rule 20)
11. The Society Board will decide, and issue a form of application for 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 an ordinary share in the Society.
12. The Society Board will have the power to offer associate or affiliate status with or without payment or subscription to corporate or unincorporated bodies which support the aims of the Society. The Society may designate a share in the capital of the Society as being held on behalf of any unincorporated organisation. The Society Board shall have the right to offer a class of junior membership with or without payment to minors under the age of 16, but no person under the age of 16 shall be entitled to a share in the Society or be entitled to vote at any general meeting of the Society.
13. No person under the age of 16 may be an officer of the Society.
14. A corporate body or firm or an unincorporated organisation which is a member may by resolution of its governing body appoint any person it thinks fit to be its deputy and revoke such an appointment. 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 Council shall be sent to the Secretary of the Society. The deputy will be entitled to exercise all rights of membership on behalf of the body including seeking election as an officer and speaking and voting at any general meeting. References in these Rules to a member being present in person include members which are corporate or unincorporated bodies being present through their deputy.

## SHARES

15. The Society has ordinary shares and may have Community Shares in accordance with the provisions set out in Rule 20.
16. The following provisions apply to shares in the Society:
  - 16.1 shares shall be withdrawable only in accordance with the provisions of these Rules;
  - 16.2 shares shall not be transferable except on death or bankruptcy or with the consent of the Society Board;
  - 16.3 application for shares shall be made to the Society Board who shall allot to members, upon their admission, the share or shares for which they have applied provided that the total number of shares allotted to any member shall not exceed the maximum shareholding permitted by these Rules or by law; and
  - 16.4 shares shall be paid for in full on allotment.

## **ORDINARY SHARE PROVISIONS**

17. The ordinary shares of the Society shall be of the nominal value of £1.00.
18. If a member ceases to be a member, the ordinary share registered in the name of that member is to be cancelled and the amount subscribed for the share is to become the property of the Society.
19. Ordinary shares shall not be withdrawable and do not carry any rights to interest, dividend or bonus.

## **COMMUNITYSHARE PROVISIONS**

20. In order to fund its business, the Society may issue Community Shares. Community Shares may be issued in such denomination and upon such terms as the Society Board shall decide, subject to the Rules, and in particular the following provisions:
  - 20.1 Community Shares shall not be withdrawable except with the consent of the Society Board;
  - 20.2 The Society Board may specify a date or dates on which Community Shares may be withdrawn and may make provision for the withdrawal of different issues of shares on different dates;
  - 20.3 The Society Board may pay interest to holders of Community Shares as compensation for the use of such funds, but the rate of interest shall be no higher than the Society Board considers to be necessary to attract the funding needed for the business of the Society and shall not in any event be higher than 2% above clearing bank base rate from time to time. The rate may vary within these limits between different issues of shares;
  - 20.4 No withdrawal of Community Shares or payment of interest on them shall be made except from trading surpluses and any withdrawal or payment shall be at the discretion of the Society Board having regard to the long term interests of the Society, the need to maintain prudent reserves and the Society's primary commitment to community benefit;
  - 20.5 Community Shares may only be issued to members;
  - 20.6 On the solvent dissolution or winding up of the Society, holders of Community Shares shall have no financial entitlement beyond payment of outstanding interest and repayment of paid-up share capital.

## **REMOVAL OF MEMBERS**

21. A member shall cease to be a member if they:
  - 21.1 fail after written demand to pay their annual subscription;
  - 21.2 die (in the case of an individual);
  - 21.3 cease to exist (in the case of a body corporate);
  - 21.4 are the nominee of a corporate body or firm or an unincorporated organisation firm which is wound up or dissolved;

- 21.5 are the nominee of a corporate body or firm or an unincorporated organisation which removes or replaces them as nominee;
  - 21.6 are not the holder of a fully paid up share;
  - 21.7 are expelled under these Rules; or
  - 21.8 withdraw from membership by giving at least one month's written notice to the Secretary.
22. A member may be expelled for conduct prejudicial to the Society in accordance with any Disciplinary Policy adopted by the Society (which must have regard to any guidance issued by Supporters Direct).

## **ORGANISATION**

23. The powers of the Society are to be exercised by the members and the Society Board as set out in the Rules which follow.

## **RIGHTS AND POWERS OF MEMBERS**

24. The members have the rights and powers available to them under the law relating to Community Benefit Societies and are to decide in particular the issues specifically reserved to them by these Rules.
25. The members may by a resolution carried by not less than two-thirds of the members voting at a general meeting but not otherwise give directions to the Society Board. A member wishing to propose a Members' resolution for consideration at a general meeting shall give notice in writing to the Secretary of such wish, and of the justification for, form and content of the resolution, not later than noon 28 days before that meeting is to be held. The following provisions apply to any directions given:
- 25.1 any direction must:
    - 25.1.1 be consistent with these Rules and with the Society's contractual, statutory and other legal obligations; and
    - 25.1.2 not affect the powers and responsibilities of the Society Board under Rule 26;
  - 25.2 Any person who deals with the Society in good faith and is not aware that a direction has been given may deal with the Society on the basis that no decision has been given.

## **DUTIES AND POWERS OF SOCIETY BOARD**

26. The Society Board is to ensure that the business of the Society is conducted in accordance with these Rules and with the interests of the community and in accordance with the Board Membership and Conduct Policy adopted by the Society (which must have regard to any guidance issued by Supporters Direct). The Society Board:

- 26.1 may exercise all the Society's powers which are not required by these Rules or by statute to be exercised by the Society in a general meeting;
- 26.2 may delegate any of its powers to committees consisting of such of its own number (and others provided that Society Board Members remain in the majority on such committees) as it thinks fit who shall, in the function entrusted to them, conform in all respects to the instruction given to them by the Society Board. The following provisions apply to any such delegation:
  - 26.2.1 any delegation may be revoked and its terms may be varied; and
  - 26.2.2 the proceedings of any sub-committee shall be governed by the rules regulating the proceedings of the Society Board so far as they are capable of applying.
- 26.3 shall appoint and remove Society representatives on the Club Board in accordance with the PST and Club Board Policy and the Board Membership and Conduct Policy;
- 26.4 shall receive all information from the Club in confidence and shall respect commercial confidentiality in respect of business decisions by the Club.

#### **GENERAL MEETINGS**

- 27. The Society shall, within six months of the end of the financial year, hold a general meeting of the members as its annual general meeting and shall specify the meeting as such in the notices calling it. The Society is to ensure that all general meetings are accessible so as to encourage participation in them by members. All general meetings are to be held in accordance with the Society's Standing Orders for General Meetings, which shall be determined by the Society Board of Members and should have regard to any guidance issued by Supporters Direct.
- 28. The business of an annual general meeting shall normally comprise, where appropriate:
  - 28.1 the receipt of the accounts and balance sheet and of the reports of the Society Board and auditor;
  - 28.2 the appointment of an auditor;
  - 28.3 the results of the election;
  - 28.4 the report of the Club Board including a financial report;
  - 28.5 the audit of any other aspect of the performance of the Society;
  - 28.6 the application of any surplus; and
  - 28.7 the transaction of any other business included in the notice convening the meeting.

The business of any general meeting shall comprise:



- 28.8 consideration of any member's resolution, notice of which has been given to the Secretary in accordance with Rule 27;
  - 28.9 consideration of any resolution proposed by the Society Board; and
  - 28.10 consideration of any other business relating to the affairs of the Society which any member or the Society Board may wish to raise but no resolution may be put to the vote of the meeting under this item.
29. All general meetings other than annual general meetings are called special general meetings.
30. The Secretary, at the request of the Society Board may convene a general meeting of the Society. The purpose of the general meeting shall be stated in the application and notice of the meeting.

The Society Board upon an application by not less than 50 members or 5% of the membership, whichever is the greater, delivered to the Society's registered office, shall convene a general meeting. The purpose of the special general meeting shall be stated in the application and notice of the meeting. No business other than that stated in the notice of the meeting shall be conducted at the meeting.

31. A special general meeting called in response to a members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting.
32. If, within one month from the date of the receipt of the application, the Society Board has not convened a special general meeting, the Secretary or any three Members of the Society acting on behalf of the signatories to the application may convene a special general meeting, and shall be reimbursed by the Society for any costs incurred in convening such a meeting.
33. Notice of a general meeting is to be given either:
- 33.1 in writing; or
  - 33.2 where a member has agreed to receive notice in this way, by such electronic means as the Society Board shall decide at least 14 clear days before the date of the meeting. The notice must:
    - 33.3 be given to all members and to the members of the Society Board and to the auditors;
    - 33.4 state whether the meeting is an annual or special general meeting;
    - 33.5 give a time, date and a place of the meeting; and
    - 33.6 indicate the business to be dealt with at the meeting.
34. Any notice to a member may be given either:
- 34.1 personally; or
  - 34.2 by sending it by post in a prepaid envelope addressed to the member at their registered address; or

- 34.3 by leaving at that address; or
- 34.4 (if a register of e-mail addresses is maintained by the Society and the member has notified the Society of an e-mail address) by e-mail to their registered e-mail address.

Notices or communications sent by first class post to members at their registered address are deemed to have been duly served 48 hours (excluding Sundays) after being posted. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. The proceedings at a general meeting are not invalid if:

- 34.5 there has been an accidental omission to send a notice to a member or members; or
  - 34.6 the notice is not received by a member or members.
- 35. A member present either in person or by proxy at any meeting of the Society shall be deemed to have received notice of the meeting and where requisite, of the purposes for which it was called.
  - 36. Before a general meeting can do business there must be a quorum present. Except where these Rules say otherwise a quorum is 20 members or 5% of the members entitled to vote at the meeting whichever is lower.
  - 37. The Society Board may decide where a general meeting is to be held and may also in the interests of democracy;
    - 37.1 arrange for the annual general meeting to be held in a different part of the Area each year;
    - 37.2 make provision for a general meeting to be held at different venues either simultaneously or at different times. In making such provision the Society Board shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall not be less than the quorum set out in the previous Rule.
  - 38. It is the responsibility of the Society Board, the Chair of the meeting and the Secretary to ensure that at any general meeting:
    - 38.1 the issues to be decided are clearly explained;
    - 38.2 sufficient information is provided to members to enable rational discussion to take place;
    - 38.3 where appropriate, representatives of the Society, experts in relevant fields or representatives of special interest groups are invited to address the meeting.
  - 39. If the chair of a general meeting or the Secretary considers that steps should be taken to ensure:
    - 39.1 the safety of people attending a general meeting; or
    - 39.2 the proper and orderly conduct of the meeting;

- 39.3 they may take whatever steps are necessary to deal with the situation. They may in particular, if they think it necessary:
- 39.3.1 require people to prove their identity;
  - 39.3.2 arrange security searches;
  - 39.3.3 stop certain things being taken into the meeting;
  - 39.3.4 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.
40. An auditor appointed in accordance with these Rules they shall be entitled to attend general meetings of the Society and to receive all notices of and communications relating to any general meeting which any member is entitled to receive. The auditor shall be entitled to be heard at any meeting on any part of the business of the meeting which is of proper concern to an auditor.
41. The Chair shall preside at general meetings. If he or she is absent or unwilling to act at the time any meeting proceeds to business then another Society Board Member shall facilitate the meeting. If no other Society Board Member is present or willing to act, the members present shall choose either one of their number or an independent person recommended by the Society Board to be the Chair for that meeting. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the Chair must adjourn the meeting for at least 7 days. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the members present shall constitute a quorum.
42. The Chair of a general meeting may adjourn the meeting whilst a quorum is present if:
- 42.1 The meeting consents to that adjournment; or
  - 42.2 It appears to the Chair that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
43. When adjourning a meeting the Chair must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Society Board.
44. If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
45. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting if the adjournment had not taken place.
46. Every member present in person or by proxy shall have one vote on any question to be decided in general meeting.
47. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a paper poll is demanded in accordance with these Rules. Unless a paper poll

is demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost recorded in the minutes of the proceedings of the general meeting shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.

48. In the case of equality of votes whether on a show of hands or a poll, the Chair shall not have a second or casting vote and the resolution shall be deemed to have been lost.

## RESOLUTIONS

49. Decisions at general meetings shall be made by passing resolutions:

49.1 The following decisions must be made by extraordinary resolution:

49.1.1 Any amendment to the Society's Rules;

49.1.2 The decision to wind up the Society.

49.2 All other decisions shall be made by ordinary resolution.

50. An extraordinary resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (50%+1) of votes cast.

51. Resolutions may be passed at general meetings or by written resolution or a combination of both. A written resolution may consist of several identical documents signed by one or more Members or as a result of an electronic poll.

52. A proxy may be appointed and the appointment may instruct the proxy to vote in a particular way or as he or she thinks fit. A proxy is to be appointed as follows:

52.1 in writing;

52.2 in any usual form or any other form which the Society Board may approve;

52.3 under the hand of the appointor or of their attorney duly authorised in writing; and

52.4 by depositing the appointment document at the registered office of the Society or at such other place within the United Kingdom as the Society shall specify not less than two clear days before the day fixed for the meeting at which the proxy is authorised to vote. Where the appointment document is exercised by an attorney on behalf of the appointor, the authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Society Board is to be lodged with the appointment document.

53. If this procedure is not followed the appointment of the proxy will be invalid.

54. The following further rules apply to proxies:

54.1 No person other than the Chair of the meeting or the Secretary can act as proxy for more than 3 members;

54.2 Any question as to the validity of a proxy is to be determined by the Chair of the meeting whose decision is to be final;

54.3 A proxy need not be a member of the Society.

55. A vote given or poll demanded by proxy or by the duly authorised deputy of a corporate or unincorporated body, shall be valid unless notice of termination of the authority is received by the Society at the registered office or at any other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.
56. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered. Any objection made in due time about any vote whether tendered personally or by proxy is to be determined by the Chair of the meeting, whose decision is to be final. Every vote not disallowed at the meeting will be valid.

## POSTAL BALLOTS

57. Where:

57.1 the Society Board considers that a significant issue has arisen which should be determined by the members of the Society the issue shall be determined by a postal ballot of the members of the Society conducted in accordance with such procedure as the Society Board shall determine subject to the following principles:

57.1.1 notice of the ballot shall be given to each member of the Society in the same way as notice of a meeting is to be given;

57.1.2 the notice must set out clearly the issue to be decided;

57.1.3 sufficient information must be provided to members to enable an informed decision to be made; and

57.1.4 the date by which the voting papers are to be returned must be clearly stated.

57.2 In any case where a postal ballot is appropriate the Board may make such a provision as it thinks fit to permit notice of the ballot to be given and voting to be conducted by electronic means.

## CONSTITUTION OF THE SOCIETY BOARD

58. The Society shall have a Board of Society Board Members comprising not less than 6 and not more than 12 persons.
59. Only Members of the Society who are aged 16 years or more may serve on the Society Board.
60. Elected Society Board Members shall be elected only in accordance with the Election Policy adopted by the Society from time to time.
61. Society Board Members will normally serve for periods of three years in accordance with the Board Membership and Conduct Policy.
62. A retiring Society Board member shall be eligible for re-election.

63. At each annual general meeting one third of the Society Board members of the first elected by the members (to be chosen by lot) will resign from office. Thereafter, the one third of the elected Society Board Members who have served the longest at the date of the annual general meeting will resign. If at any time the number of elected directors is not divisible by three, the Society Board shall decide the number of elected Society Board Members to resign in accordance with this rule, which shall be approximately one third of the total number.
64. New Society Board Members shall be elected in accordance with the Society's Election Policy including by authenticated electronic means and postal ballot. The Society's Election Policy shall have regard to any guidance issued by Supporters Direct.
65. The Society Board may at any time co-opt any Member of the Society or the representative of an organisation which is a Member to fill a casual vacancy in the Board of Directors, provided that at no time shall more than one-third of the members of the Society Board be co-opted members. A casual vacancy shall be deemed to exist if the number of Directors should drop below the minimum prescribed in these Rules or below the number elected at the preceding Annual General Meeting.
66. The Society Board may co-opt non-members and members to the Society Board in addition to the number of elected Society Board Members specified in these Rules provided that at all times the total number of non-members and members co-opted under Rule 68 shall be in the minority. A Society Board Member co-opted in accordance with this Rule shall serve for a fixed period determined by the Society Board at the time of co-option, subject to a review at least every twelve months, may be removed from office at any time by a resolution passed by a majority of the members of the Society Board, and may be remunerated in an amount (to be disclosed in the published accounts) from time to time, as fixed by the Society Board. Co-opted Society Board Members shall be selected by virtue of their specialist skills and experience considered to be of benefit to the Society.
67. In the event that the size of the Society Board should drop below the minimum number of members prescribed in these Rules, the Directors may act to increase their number or to call a General Meeting of the Society, but for no other purpose.
68. The Society Board shall ensure that the business of the Society is conducted in accordance with these Rules and with the interests of the community and in accordance with any bye-laws, policies or procedures adopted by the Society.

#### **SOCIETY BOARD MEETINGS**

69. Any two Society Board Members may, and the Secretary on the requisition of a Society Board Member shall, call a meeting of the Society Board by giving reasonable notice of the meeting to all Society Board Members. Notice of any meeting of the Society Board must indicate the date, time and place of the meeting and, if the Society Board Members participating in the meeting will not be in the same place, how they will communicate with each other.
70. The Society Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. All Society Board meetings are to be held in accordance with the Society's Standing Orders for Board Meetings, which shall be determined by the Society Board and shall have regard to any guidance issued by Supporters Direct.

71. A Society Board Member is able to exercise the right to speak at a meeting of the Society Board and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Society Board Members may make whatever arrangements they consider appropriate to enable those attending a meeting of the Society Board to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Society Board Members attending are in the same place as each other.
72. Questions arising at any meetings shall be decided by a majority of votes cast. For the avoidance of doubt, abstentions are not to be classed as votes cast. In the case of an equality of votes the Chair shall have a casting vote.
73. A written resolution, circulated to all Society Board Members and signed by a simple majority of Society Board Members, shall be valid and effective as if it had been passed at a Society Board meeting duly convened and held. A written resolution may consist of several identical documents signed by one or more Society Board Members.
74. The Society Board may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

#### **QUORUM**

75. The quorum necessary for the transaction of business at a meeting of the Society Board shall be 50% of the Directors or 4 Elected Directors, whichever is the greater, or such greater number as the Society Board shall determine from time to time.
76. If at any time the total number of Society Board Members in office is less than the quorum required, the Society Board must not take any decisions other than to appoint further Society Board Members or to call a general meeting so as to enable the Members to appoint further Directors.

#### **CHAIR**

77. The Chair shall facilitate meetings of the Society Board. If he or she is absent or unwilling to act at the time any meeting proceeds to business then the Society Board Members present shall choose one of their number to be the Chair for that meeting. The appointment of a Chair shall be the first item of business at the meeting.

#### **DECLARATION OF INTEREST**

78. A Society Board Member shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest in accordance with the Society's Board Membership and Conduct Policy.

#### **EXPENSES**

79. The Society may pay any reasonable expenses in accordance with the Society's Board Membership and Conduct Policy.

#### **TERMINATION OF A DIRECTOR'S APPOINTMENT**

80. A person ceases to be a Society Board Member as soon as one of the matters listed in the Board Membership and Conduct Policy as bringing membership of the Society Board to an end applies.

## OFFICERS

81. The Society Board shall elect from among their own number a Chair, treasurer and such other Officers as they may from time to time decide in accordance with the Society's Board Membership and Conduct Policy. These Officers shall have such duties and rights as may be bestowed on them by the Society Board or by statute and any officer appointed may be removed by the Society Board.

## SECRETARY

82. The Society Board shall appoint a Secretary of the Society for such term at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may be removed by them. A provision of the Act or these Rules requiring or authorising a thing to be done by or to a Society Board member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

## COMMITTEES OF THE SOCIETY BOARD

83. The Society Board may delegate any of its powers to committees.
84. The Society Board will:
- 84.1 decide the membership of each committee;
  - 84.2 appoint the Chair of each committee;
  - 84.3 lay down the procedure to be adopted by each committee (including the quorum); and
  - 84.4 produce a written record of the scope and authority of each committee.

## FINANCIAL AUDIT

85. The Society Board shall in respect of each year of account ending of 30<sup>th</sup> June:
- 85.1 cause to be prepared a revenue account or revenue accounts which:
    - 85.1.1 deal with the affairs of the Society and any subsidiary company or society as a whole for that year; and
    - 85.1.2 give a true and fair view of the income and expenditure of the Society and any subsidiary society or company for that year;
  - 85.2 cause to be prepared a balance sheet giving at that date a true and fair view of the state of the affairs of the Society and any subsidiary company or society.
86. The Society Board is to 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 Society Board on the position of the affairs of the Society, as the case may be. Every revenue account and balance sheet published is to be signed by the Secretary and by two Society Board Members acting on behalf of the Society Board.



87. The Society Board is not to cause to be published any balance sheet unless it has previously been audited by the auditor and it incorporates a report by the auditor that it gives a true and fair view of the income and expenditure, or the state of affairs of the Society, as the case may be. Every revenue account and balance sheet published by is to be signed by the Secretary and by two Society Board members acting on behalf of the Society Board.
88. A qualified auditor must be appointed to audit the Society's account and balance sheet for each financial 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 and Section 25 of the Companies Act 1989.
89. 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 the and on the revenue account or accounts and the balance sheet of the Society for the year in question.
90. None of the following people can be appointed as auditor for the Society:
- 90.1 an officer or servant of the Society; or
  - 90.2 a person who is a partner or close relative of or in employment or who employs an officer or servant of the Society.
91. Save as provided in this Rule any appointment of an auditor is to be made by resolution of a general meeting of the Society.
- The Society Board may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society.
92. 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 Society Board) is to be re-appointed as auditor of the Society for the current year of account (whether or not any resolution re-appointing them has been passed) unless:
- 92.1 a resolution has been passed at a general meeting of the appointing somebody instead of them or providing expressly that they are not to be re-appointed; or
  - 92.2 they have given to the Society notice in writing of their unwillingness to be re-appointed; or
  - 92.3 they are not permitted by these Rules to the auditor; or
  - 92.4 they have ceased to be an auditor of the Society by reason of incapacity; or
  - 92.5 proper notice of an intended resolution to appoint another person in their place has been given but the resolution cannot be preceded with because of the health or incapacity of that other person.
93. A resolution at a general meeting of the Society:
- 93.1 appointing another person as auditor in place of a retiring auditor; or
  - 93.2 providing expressly that a retiring auditor is not to be re-appointed will 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.

If such notice is given the following procedure will be adopted:

- 93.3 the Society will send a copy of the notice to the retiring auditor;
- 93.4 if it is practicable to do so the Society will give notice of the intended resolution to the members with notice of the meeting;
- 93.5 if that is not practicable, the Society will publish details of the notice by advertisement not less than seven days before the meeting in a newspaper circulating in the area in which the Society conducts its business; and
- 93.6 if the retiring auditor makes any representations in writing to the Society in response to the notice or notifies the Society that they intend to make such representations, the Society will notify the members as required by Section 6 of the Friendly and Industrial and Provident Societies Act 1968.

#### **PERFORMANCE AUDIT**

- 94. A general meeting of the Society may require the Society Board to appoint appropriate people to act as auditors by the achievement of the Society of its objects or any aspect of the Society's performance of its obligations under these Rules.

#### **ANNUAL RETURNS**

- 95. The Society will make an annual return to the Registrar as required by the Act.
- 96. The Society will supply a copy of the last annual return with all supporting documents to any member on request and without charge.

#### **AMENDMENT TO RULES**

- 97. Unless these Rules say otherwise any Rule may be altered or rescinded, or any new rule may be made, by extraordinary resolution. No change to these Rules shall be valid until registered.
- 98. In the case of this Rule, Rule 3 and Rule 7 the quorum at any general meeting called to consider a resolution to amend shall be not less than one quarter of the members entitled to vote at the meeting when the meeting is called.

#### **CHANGES TO THE CONSTITUTION**

- 99. The Act provides that the Society may by special resolution as defined in the Act:
  - 99.1 amalgamate with another society or a company registered under the Companies Acts;
  - 99.2 transfer its engagements to another society or a company registered under the Companies Acts;

99.3 convert itself into a company registered under the Companies Acts.

The quorum at any general meeting called to consider such a resolution shall be 50% of the members entitled to attend and vote at the meeting unless the resolution proposes an amalgamation with or transfer of engagements to another industrial and provident society trading for the benefit of the community and having provisions in its rules substantially identical to Rule 3, 4, Rule 7 and this Rule.

## **INVESTMENT AND BORROWING**

100. The funds of the Society, may to the extent permitted by the law for the time being in force and with the authority of the Society Board, be invested:

100.1 in the shares of any company or society;

100.2 in any manner expressly authorised by the Act;

but are not to be invested otherwise.

101. The Society may borrow money on such terms as the Society Board shall authorise save that any borrowing that would require a significant proportion of the Society's turnover to be apportioned to repaying such borrowing, or that would use the assets of the Society (and/or any subsidiaries) as security for such borrowing, shall require the approval of the Society in general meeting.

102. A duly appointed receiver or manager of the whole or part of the Society's property may assume such powers of the Society Board as he or she considers necessary to carry out his or her duties under the instrument of appointment.

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## **DISSOLUTION**

103. The Society may be dissolved by the consent of three-quarters of the members who sign an instrument of dissolution in the form provided by the Registrar or by winding-up in the manner provided by the Act.

104. 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 is to be transferred to:

104.1 a sporting charity or sporting charities operating in the Area and/or;

104.2 one or more societies established for the benefit of the community operating in the Area; and/or

104.3 one or more societies established for the benefit of the community in each case as determined by the members at a meeting called to decide the issue. Nothing belonging to the Society shall be transferred to any other society unless that Society has in its rules a rule substantially in the terms of this Rule.

## **INDEMNITY**

105. Subject to the following rule, any current or former Society Board Member may be indemnified out of the Club's assets against:

- 105.1 Any liability incurred by that Society Board Member in connection with any negligence, default, breach of duty or breach of trust in relation to the Society;
- 105.2 Any liability incurred by that Director in connection with the activities of the Society in its capacity as a trustee of an occupational pension scheme;
- 105.3 Any other liability incurred by that Director as an officer of the Society.
- 106. The above rule does not authorise any indemnity which would be prohibited or rendered void by any provision of law.
- 107. The Society Board may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any Society Board Member or former Board Member of the Society in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Society.

#### **MISCELLANEOUS ADMINISTRATIVE PROVISIONS**

- 108. The Society Board may make or adopt bye-laws, policies or procedures for the conduct of the Society's business and may where it considers it to be necessary or appropriate arrange for them to be ratified by members in general meeting. Details of all bye-laws, policies and procedures in force shall be made available to members.
- 109. Anything done in good faith by any meeting of the Society Board shall be valid, notwithstanding that it is afterwards discovered that there was any defect in the appointment of any Board member or Board Members or that any one or more of them were disqualified and shall be as valid as if every Board Member has been duly appointed and was duly qualified to serve.
- 110. The Society will not be entitled to rely against other persons on any amendment to its Rules if the amendment had not been registered at the material time and the fact that the amendment had not been registered is not shown by the Society to have been known at that time to the person concerned.
- 111. The Society shall ensure that minutes are kept of all:
  - 111.1 Proceedings at meetings of the Society; and
  - 111.2 Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Society Board Members present, decisions made and the reasons for those decisions;
  - 111.3 Minutes of meetings will be read at the next meeting and signed by the Chair of that meeting. The signed minutes will be conclusive evidence of the events of the meeting.
- 112. The Society's registered office is a 6 Marlborough Place, Brighton BN1 1UB. The Society will keep at the registered office:
  - 112.1 a register in which the Secretary is to enter the following particulars:
    - 112.1.1 the name and addresses of the members;
    - 112.1.2 details of the share held by each member and the amount paid or agreed to be considered as paid for that share;

- 112.1.3 a statement of other property in the Society whether in loans or loan stock held by each member;
  - 112.1.4 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;
  - 112.1.5 details of any deputy appointed by any corporate member;
  - 112.1.6 the names and addresses of the members of the Society Board with the offices held by them and the dates on which they assumed office.
- 112.2 a duplicate register in which the Secretary is to enter all the particulars in the original register of members other than those referred to in Rules 112.1.2 and 112.1.3;
- 112.3 a register of the holders of loan stock in which the Secretary is to enter such particulars as the Society Board direct and register all transfers of loan stock;
- 112.4 a register in which the Secretary is to enter such particulars of all mortgages and charges on land of the Society as the Society Board directs.
113. Subject to the provisions of the Data Protection Act the registers to be maintained by the Society and may be kept in electronic form. The Society must have regard to any guidance issued by Supporters Direct in relation to the maintenance of records.
114. 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 evidence that such person is or is not a member of the Society.
115. The Society is to 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.
116. Members are entitled to inspect:
- 116.1 their own account;
  - 116.2 the duplicate register.
- at the registered office at any reasonable time.
117. The Secretary is to deliver a copy of these Rules to every person on demand on payment of an amount fixed by Society Board subject to the statutory maximum.
118. No change in the address of the registered office is valid until registered by the Registrar. The Secretary shall notify the Registrar in the form prescribed.
119. The registered name of the Society is to be engraved in legible characters on its seal if it has one.
120. The registered name of the Society is to be displayed in a prominent place at the registered office and every other office or place in which the business of the Society is carried out. The registered name of the Society is also to be mentioned in all legible characters in all:
- 120.1 business letters, notices, advertisements and other official publications;

120.2 bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society;

120.3 bills, invoices, receipts and letters of credit of the Society.

121. For the avoidance of doubt the Society shall not engage in any activity by virtue of any of these rules that would require a permission from the Financial Conduct Authority (or any constituted body that succeeds its function) to carry on that regulated activity without first having applied for and obtained such permission.

**DISPUTES**

122. Every unresolved dispute which arises out of these Rules between the Society and:

122.1 a member; or

122.2 any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or

122.3 any person claiming through such member or person aggrieved; or

122.4 any person bringing a claim under the Rules of the Society; or

122.5 an officer of the Society.

is to be submitted to an arbitrator agreed by the parties or nominated by the Chief Executive (or equivalent) of Supporters Direct. The arbitrator’s decision will be binding and conclusive on all parties.

123. Any person bringing a dispute must deposit with Society the sum of £500 or such other reasonable sum as the Society Board shall decide. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

SIGNATURES OF MEMBERS	FULL NAMES	DATE
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.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

SIGNATURE OF SECRETARY	FULL NAME	DATE
.....	.....	.....