MODEL RULES FOR

WYCOMBE WANDERERS SUPPORTERS GROUP LIMITED

A SUPPORTERS COMMUNITY MUTUAL (2022 VERSION)

Sponsoring Body for registration purposes:

The Football Supporters' Association
1 Ashmore Terrace, Stockton Road, Sunderland
SR2 7DE

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RULES

NAME AND DEFINITIONS

1. The name of the Society is Wycombe Wanderers Supporters Group Limited known as Wycombe Wanderers Trust and it is called “the Society” in the rest of these Rules;

Wycombe Wanderers Football Club is called “the Club” or “the Company”; and High Wycombe and its surrounding area is called “the Area”.

INTERPRETATIONS

2. In these Rules:

"the Act" refers to the Co-operative and Community Benefit Societies Act 2014 or any Act or Acts amending or in substitution of it 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 Society” means the above-named society;

"The Society Board" or "the Directors" means all those persons appointed to perform the duties of Directors of the Society;

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

“Elected Director” means a director elected to the Society Board in accordance with these Rules;

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

"Employee" means anyone over the age of 16 holding a contract of employment with the Society to perform at least eight hours of work per week for the Society;

“Enshrined Rights” means the sole rights, attached to the Enshrined Rights Share (see clause 52.2), that may be altered or abrogated only with the prior consent of the holder of the Enshrined Rights Share.

“Enshrined Rights Share” means the enshrined rights share of £1 in the share capital of the Company;

“The Football Association Limited” means the FA Group (CN 77797) Registered Office, Wembley Stadium, Wembley, London HA9 0WS;

“The Football Supporters Association” means The Unified Football Supporters Organisation Limited, a private limited company (CN 11660866) Registered Office, 1 Ashmore Terrace, Stockton Road, Sunderland, Tyne and Wear, United Kingdom, SR2 7DE;

“Independent Examination” means an independent examination of the Society’s accounts which may only be carried out:

- with reference to guidance issued by the Football Supporters’ Association; and

- in years in which the Society has disapplied the obligation to conduct an audit in accordance with section 84 of the Act.

For the avoidance of doubt, if the Society is obliged under section 85 of the Act to produce a report on its accounts and balance sheet it must do so even if it also carries out an Independent Examination for that year of account.

"*Legacy Member*" *means Members who hold a season ticket with the Club and who are in at least their fourth consecutive season of doing so. Legacy Members who cease to hold a season ticket shall become Members*.

"Life Member" *means Members who are not required to pay an annual subscription in recognition of having previously paid a single 'lifetime' membership fee* or who have been so elected by the Society Board.

"Chair" means the person appointed by the Society to act as chair pursuant to Rule 81

"Secretary" means the person appointed by the Society to act as secretary pursuant to Rule 82

"Community Shares" means a form of shares known as withdrawable share capital, which is unique to society law. Withdrawable share capital can be withdrawn from the Society, subject to these rules and any conditions set out in a share offer document.

"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;

"Registered Society" means a society registered under the Act;

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

"Rules" means **these Rules**;

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;

"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.

COMMUNITY BENEFIT PURPOSE

3. The Society's purpose is to be the vehicle through which a healthy, balanced and constructive relationship between the Club and its supporters and the communities it serves is encouraged and developed. The business of the Society is to be conducted for the benefit of the community served by the Club and not for the profit of its members.

OBJECTS

4. The Society's Objects are to benefit the community by:

4.1 safeguarding the heritage of the Club and protecting the Enshrined Rights that the Society has in the Club;

4.2 being the democratic and representative voice of the supporters of the Club and strengthening the bonds between the Club and the communities which it serves;

4.3 achieving the greatest possible supporter and community influence in the running and ownership of the Club;

4.4 promoting responsible and constructive community engagement by present and future members of the communities served by the Club and encouraging the Club to do the same;

4.5 operating democratically, fairly, sustainably, transparently and with financial responsibility and encouraging the Club to do the same;

4.6 exercising its shareholding and nominated board director positions in the Club to ensure that the Club is properly governed, takes full account of the interests of its supporters and of the wider community, operating democratically, fairly, sustainably, transparently and with financial responsibility and encouraging the Club to do the same;

4.7 being a positive, inclusive and representative organisation, open and accessible to all supporters of the Club regardless of their age, income, ethnicity, gender, disability, sexuality or religious or moral belief.

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. In particular, in pursuit of these Objects (but not otherwise) the Society may:

5.1 acquire an interest in or ownership of the Club;

5.2 secure democratic and accountable representation on the Club's Board;

5.3 take any other steps in relation to the Club which enable it to exercise the greatest possible influence in the ownership, governance and management of the Club.

6. In order to achieve its Objects, the Society may either itself or through a subsidiary company or society acting under its 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 fundraising scheme;

6.5 buy and hold shares in the Club;

6.6 hold and exercise proxies for shares in any company owning or controlling the Club either itself or through a subsidiary;

6.7 promote means to give supporters and the wider community greater opportunity to invest in or donate to the Society or the Club;

6.8 award pensions, allowances, gratuities and bonuses to past and present employees (including their dependants and people connected with them) of:

6.8.1 the Society;

6.8.2 any predecessor of the Society; and

6.8.3 any subsidiary company or society of the Society;

6.9 set up and maintain itself or with other trust funds or schemes (whether contributory or non-contributory) intended to provide pension or other benefits for the people referred to in the preceding sub-paragraph;

6.10 indemnify or take out and maintain insurance for the benefit of people who are or were:

6.10.1 members of the Society Board; or

6.10.2 officers; or

6.10.3 employees; or

6.10.4 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;

6.11 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;

6.12 so far as permitted by these Rules take out and maintain insurance against any risks to which the Society may be exposed;

6.13 co-operate with other supporters' organisations, co-operatives and societies conducted for the benefit of the community at local, national and international levels;

6.14 do anything else which is necessary or expedient to achieve its Objects.

APPLICATION OF SURPLUS

7. The 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 Objects;

INTEREST ON SHARE CAPITAL

8. The surpluses of the Society are also not to be distributed either directly or indirectly in any way whatsoever among members of the Society but shall be applied to pay interest on or repaying issued share capital in accordance with the provisions of these Rules.

ASSET LOCK

9. **NOT USED**

MEMBERSHIP

10. The members of the Society are the people whose names are entered in the register of members.

11. Membership is open to any individual, unincorporated body, firm, partnership or corporate body who or which:

11.1 is a supporter of the Club; or

11.2 has an interest in the game of football in the Area and is in sympathy with the Objects of the Society; and

11.3 agrees to take an active interest in the operation and development of the Society and its business;

11.4 agrees to respect commercial confidentiality in relation to business decisions of the Society; and

11.5 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.

12. 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.

13. The Society Board will decide and issue a form of application for membership. Members are to pay an annual subscription of such reasonable sum as the Society Board shall decide, 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.

14. A corporate body, unincorporated body, partnership or firm 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 corporate 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 bodies being present through their deputy. No person may act as deputy for more than one corporate body or firm which is a member.

15. 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 but no-one shall be entitled to vote at any general meeting of the Society who is not a registered holder of a fully paid up share of the Society.

16. 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.

17. Members of the Society under 16 may not:

17.1 be a member of the Board of Directors; nor

17.2 vote at a general meeting, either in person or by proxy; nor

17.3 vote in any election to the Board of Directors.

18. No person under the age of 16 may be an officer of the Society.

SHARES

19. The Society has ordinary shares and may have Community or Capital Funding Shares in accordance with the provisions set out at Rule 24.

20. The following provisions apply to shares in the Society:

20.1 Shares shall be withdrawable only in accordance with the provisions of these Rules;

20.2 Shares shall not be transferable except on death or bankruptcy or in respect of persons lacking capacity or with the consent of the Society Board;

20.3 Application for shares shall be made to the Board of the Society 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;

20.4 Community or Capital Funding shares may be paid for in full on allotment or by set instalments / subscription as approved in the prospectus setting out the terms and conditions under which these shares are to be allocated.

ORDINARY SHARE PROVISIONS

21. The ordinary shares of the Society shall be of the nominal value of £1.00.

22. 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.

23. Ordinary shares shall not be withdrawable and do not carry any right to interest, dividend or bonus.

COMMUNITY OR CAPITAL FUNDING SHARE PROVISIONS

24. In order to fund its business, the Society may issue Community or Capital Funding Shares. Community or Capital Funding 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:

24.1 Community or Capital Funding Shares shall not be withdrawable except with the consent of the Society Board;

24.2 The Society Board may specify a date or dates on which Community or Capital Funding Shares may be withdrawn and may make provision for the withdrawal of different issues of shares on different dates;

24.3 The Society Board may pay interest to holders of Community or Capital Funding 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;

24.4 No withdrawal of Community or Capital Funding 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;

24.5 Community or Capital Funding Shares may only be issued to members of the Society;

24.6 On the solvent dissolution or winding up of the Society, holders of Community or Capital Funding Shares shall have no financial entitlement beyond payment of outstanding interest and repayment of paid-up share capital.

24.7 Community or Capital Funding Shares are not transferable except on death or with the specific prior written agreement of the Society Board.

REMOVAL OF MEMBERS

25. A member shall cease to be a member if they:

25.1 fail after written demand to pay their annual subscription;

25.2 die (in the case of the individual);

25.3 cease to exist (in the case of a corporate body, unincorporated body, firm or partnership);

25.4 are the nominee of an unincorporated body or firm which is wound up or dissolved;

25.5 are the nominee of an unincorporated organisation or firm which removes or replaces them as its nominee;

25.6 are not the holder of a fully paid up share;

25.7 are expelled under these Rules; or

25.8 withdraw from membership by giving written notice to the Secretary.

26. A member may be expelled for conduct prejudicial to the Society in accordance with any Disciplinary Policy adopted by the Society (which is to comply with any guidance issued by the Football Supporters' Association).

ORGANISATION

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

RIGHTS AND POWERS OF MEMBERS

The members have the following rights and powers:

28. 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.

29. The members may by a resolution carried by not less than two-thirds of the members voting in person or by proxy 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 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:

29.1 any direction must:

29.1.1 be consistent with these Rules and with the Society's contractual, statutory and other legal obligations; and

29.1.2 not affect the powers and responsibilities of the Society Board under Rule 30.

29.2 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 direction has been given.

DUTIES AND POWERS OF BOARD OF DIRECTORS

30. 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 is to comply with any guidance issued by the Football Supporters' Association). The Society Board:

30.1 may exercise all the Society's powers which are not required by these Rules or by statute to be exercised by the Society in general meeting;

30.2 may delegate any of its powers to committees or working groups (subject to Rule 91) consisting of such of its own number (and others, provided that Society Board members remain in a majority on such committees or working groups) 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;

30.2.1 any delegation may be revoked and its terms may be varied;

30.2.2 the proceedings of any sub-committee or working group shall be governed by the rules regulating the proceedings of the Society Board so far as they are capable of applying.

30.3 shall determine from time to time the categories of transaction which require the approval of the Society Board;

30.4 shall approve the use of the Society's seal (if any).

GENERAL MEETINGS

31. 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 first Annual General Meeting may be called by the Society Board at any time within this period. 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 Board of Directors and must comply with any guidance issued by the Football Supporters' Association.

32. The business of an Annual General Meeting shall normally comprise, where appropriate:

32.1 the receipt of the accounts and balance sheet and of the reports of the Society Board and auditor (if any);

32.2 the appointment of an auditor, if required;

32.3 the election of the Society Board or the results of the election if held previously by ballot;

32.4 the audit of any other aspect of the performance of the Society;

32.5 the application of surplus; and

32.6 the transaction of any other business included in the notice convening the meeting.

The business of any general meeting shall comprise:

32.7 consideration of any members' resolution, notice of which has been given to the Secretary in accordance with Rule 29;

32.8 consideration of any resolution proposed by the Board; and

32.9 consideration of any other business relating to the affairs of the Society which any member or the Board may wish to raise, but no resolution may be put to the vote of the meeting under this item.

33. All general meetings other than Annual General Meetings are called Special General Meetings.

34. The Secretary, at the request of the Board of Directors, 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.

35. The Board of Directors, upon an application by not less than 20 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.

36. 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.

37. If, within one month from the date of the receipt of the application, the Society Board have not convened a Special General Meeting, 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.

38. Notice of a general meeting is to be given either in writing; or

38.1 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:

38.1.1 be given to all members and to the members of the Society Board and to the auditors (if any);

38.1.2 state whether the meeting is an Annual or Special General Meeting;

38.1.3 give the time, date and place of the meeting; and

38.1.4 indicate the business to be dealt with at the meeting.

39. Any notice to a member may be given either:

39.1 personally; or

39.2 by sending it by post in a prepaid envelope addressed to the member at their registered address; or

39.3 by leaving it at that address; or

39.4 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:

39.4.1 there has been an accidental omission to send a notice to a member or members; or

39.4.2 the notice is not received by a member or members.

40. 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.

41. 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.

42. The Society Board may decide where a general meeting is to be held which includes the power to hold the meeting virtually.

43. If the Society has appointed an auditor 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 of the Society 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.

44. The Chair shall facilitate general meetings. If they are 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.

45. The Chair of a general meeting may adjourn the meeting whilst a quorum is present if:

45.1 the meeting consents to that adjournment; or

45.2 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.

46. 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.

47. 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.

48. 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.

49. Each member shall have one vote on any question to be decided in a general meeting.

50. 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.

51. In the case of an 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

52. Subject to the Act, decisions at general meetings shall be made by passing resolutions:

52.1 The following decisions must be made by extraordinary resolution:

52.1.1 Any amendment to the Society's Rules;

52.1.2 The decision to wind up the Society.

52.1.3 Any decision to sell, transfer or otherwise dispose of assets held by the Society (subject to 52.2.1 – 52.2.3).

52.2 The following decisions must be made by Legacy Member resolution:

52.2.1 any decision regarding the ownership of Adams Park by Frank Adams Legacy Limited, including any decision to sell, transfer or otherwise dispose of assets held by the Society or Frank Adams Legacy Limited;

52.2.2 any decision to sell, transfer or otherwise dispose of Club memorabilia; and

52.2.3 such other decisions (relating to the history and character of the Club) as the board of directors of the Society may reasonably determine from time to time.

52.3 A decision that has been designated as requiring a Legacy Member resolution can only cease to require a Legacy Member resolution:

52.3.1 with the approval of the Society Board; and

52.3.2 if a Legacy Member resolution to that effect is passed.

52.4 Subject to these Rules, all other decisions shall be made by ordinary resolution including, but not limited to:

52.4.1 variation of home shirt design that doesn't feature the 'quarters';

52.4.2 variation of the life of home or change shirts to less than two seasons;

52.4.3 naming rights to Adams Park, and

52.4.4 future Adams Park ground sharing agreements.

53. Voting requirements (subject to Rules 52.2 and 52.3):

53.1 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 of votes cast;

53.2 A Legacy Member resolution is one passed by not less than 75% of the Society's total number of Legacy Members.

54. An extraordinary resolution will be effective only if:

54.1 not less than 28 days notice is given to the Society; and,

54.2 not less than 21 days notice is given to the members; and,

54.3 the intention to propose the resolution as an extraordinary one is specified.

55. Resolutions may be passed at general meetings or by written resolution (which may take electronic form). A written resolution may consist of several identical documents signed by one or more members. For the avoidance of doubt members may vote on a resolution using a secure online voting system and the Society Board shall take the steps necessary to facilitate voting in such a manner including setting out the full text of the resolution(s) to be considered and providing clear instructions to the members on how to cast their votes.

56. A proxy may be appointed and the appointee may instruct the proxy to vote in a particular A proxy may be appointed and the appointer may instruct the proxy to vote in a particular way or as they think fit. A proxy is to be appointed as follows:

56.1 in writing;

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

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

56.4 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.

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

58. The following further rules apply to proxies.

58.1 No person other than the Chair of the meeting can act as proxy for more than 3 members.

58.1 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.

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

59. A vote given or poll demanded by proxy, or by the duly authorised deputy of a corporate body, a firm, an unincorporated body or a partnership, 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.

60. 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 AND ELECTRONIC BALLOTS

61. Where:

61.1 the Society Board considers, in its sole discretion, that an issue of sufficient significance and urgency has arisen which should be determined by Members of the Society the issue shall be determined by a postal and / or electronic ballot of the Members of the Society conducted in

accordance with such procedure as the Society Board shall determine subject to the following principles:

61.1.1 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;

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

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

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

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

CONSTITUTION OF BOARD

62. The Society shall have a Board of Directors comprising not less than four and not more than eleven persons.

Elected Directors shall be elected only in accordance with the Election Policy adopted by the Society.

63. Members of the Board of Directors will normally serve for periods of three years, according to the Society's Board Membership and Conduct Policy which all board members must sign to signify acceptance of and agreement to comply with.

64. At the Annual General Meetings of the Society those members of the Society Board elected by the members who have served a three-year term will resign.

65. A retiring director shall be eligible for re-election, or co-option subject to Rule 66.

66. New Directors shall be elected in accordance with the Society's Election Policy including by authenticated electronic means and postal ballot. The Society's Election Policy is to comply with any guidance issued by the Football Supporters' Association.

67. 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.

68. The Society Board may co-opt up to three external Directors to the Society Board in addition to the number of Directors specified in these Rules provided that at all times the total number of external Directors and members co-opted under Rule 69 shall be in the minority. A Director 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. External Directors shall be selected by virtue of their specialist skills and experience considered to be of benefit to the Society.

69. 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.

70. In the event that the Society's Board should drop to zero, a working party of members can be formed to act to call a general meeting of the Society in order for members to elect a new Board, but for no other purpose.

71. 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 by-laws, policies or procedures adopted by the Society.

72. No person can be a member of the Society Board who:

72.1 is subject to a bankruptcy order or has a composition with their creditors;

72.2 is subject to a disqualification order made under the Company Directors Disqualification Act;

72.3 has been convicted of an indictable offence (other than a spent conviction as defined in the Rehabilitation of Offenders Act 1974 or its successor legislation);

72.4 is subject to disqualification under the English Football League (or equivalent Premier League regulations), or their successor bodies, 'Owners' and Directors' Test' as will be ascertained upon appointment.

BOARD MEETINGS

73. At the first meeting following the Annual General Meeting, and in any event within a period not more than 12 months following the last such election, the Society Board shall elect from the Directors a Chair and Vice-Chair, provided that the Chair and Vice-Chair are elected not co-opted Directors.

73.1 the Chair, or Vice-Chair as / when required, shall ensure that Society Board meetings are conducted in accordance with these Rules and the Society Board Membership and Conduct Policy, and any other relevant policies;

73.2 the board of directors of the Society Board shall appoint a person to act as Minute Taker to take the Minutes of the Society Board meetings for such term and upon such conditions as the board of directors of the Society think fit. Any person so appointed may be removed by the Board;

72.2.1 the Secretary shall maintain the Minute Book.

74. Any two Directors may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the Directors participating in the meeting will not be in the same place, how they will communicate with each other.

75. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. All Board meetings are to be held in accordance with the Society's Standing Orders for Board Meetings, which shall be determined by the Board of Directors and must comply with any guidance issued by the Football Supporters' Association.

76. A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors 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 Directors attending are in the same place as each other.

77. 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.

78. A written resolution, circulated to all Directors and signed by a simple majority of Directors, 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 Directors.

79. The Board of Directors 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.

80. Absentee directors shall be permitted to appoint a proxy for meetings of the Society Board.

QUORUM

81. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or 3 Elected Directors, whichever is the greater.

82. If at any time the total number of Directors in office is less than the quorum required, the Directors must not take any decisions other than to appoint further Directors or to call a general meeting so as to enable the members to appoint further Directors.

CHAIR

83. The Chair, or in their absence the Vice-Chair, shall facilitate meetings of the Board of Directors. If they are absent or unwilling to act at the time any meeting proceeds to business, then the Directors present shall choose one of their number to be the Chair for that meeting. The appointment of a Chair shall be an item of business at the meeting.

DECLARATION OF INTEREST

84. A Director 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

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

TERMINATION OF A DIRECTOR'S APPOINTMENT

86. The following provisions shall apply:

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

80.2. If the Chair receives a written complaint identifying the complainant and alleging conduct by a Director that in the Chair's reasonable opinion could constitute a serious breach of the code of conduct for Directors, the Chair may suspend the Director concerned during a reasonable period for investigation. Where the Chair is absent, unable or unwilling to act, or the complaint is about the Chair, then the other Directors may exercise the power to suspend the Chair or a Director in the same circumstances. The Director concerned must be immediately notified in writing either by the Secretary or by the Chair of any suspension which will be effective from the date of notice and continue until any investigation and decision-making process concerning the complaint is concluded.

80.3. The Board or such committee as the Board may appoint shall then consider the matter having taken such steps as it considers appropriate to ensure that any relevant Director's point of view is heard and may either:

80.3.1. dismiss the matter and take no further action; or

80.3.2. for a period not exceeding twelve consecutive months suspend the rights of the Director complained of to attend Board meetings and vote under these Rules; or

80.3.3. arrange for a resolution to remove from office the Director complained of, to be considered at the next Board meeting.

OFFICERS

87. 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

88. The Board of Directors 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 AND WORKING GROUPS OF THE BOARD

89. The Society Board may delegate any of its powers to committees or working groups of the Society Board and in particular may appoint a sealing committee.

90. The Society Board will:

90.1 decide the membership of each committee or working group;

90.2 appoint the Chair of each committee or working group;

90.3 lay down the procedure to be adopted by each committee (including the quorum);

90.4 approve the Terms of Reference prepared by each committee or working group that establishes the scope and authority of ~~each~~ that committee or working group.

FINANCIAL AUDIT

91. The Society Board will in respect of each year of account ending on 30th June:

91.1 ensure that a revenue account or revenue accounts are prepared which:

91.1.1 deal with the affairs of the Society and any subsidiary company or society as a whole for that year; and

91.1.2 give a true and fair view of the income and expenditure of the Society and any subsidiary company or society for that year.

91.2 ensure that 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 is prepared.

91.3 in any year of account, the Society shall not be required to appoint auditors if it is exempt under the Act and has disapplied the obligation to do so in accordance with the Act.

91.4 in any such year, an Independent Examination shall be carried out and all references in Rules 32,38,43,91,92,94,95,96,97 and 98 to "auditor(s)" and "audited" shall be read as "Independent Examiner" and "Independently Examined" respectively and Rules 91, 92 and 93 shall not apply.

91.5 for the first year of account, provided the Society is exempt from the requirement to appoint auditors in accordance with the Act, the Society Board may resolve, by a majority of at least three-quarters, to disapply the obligations to do so in accordance with the Act.

91.6 for the first year of account, where the Society Board has disapplied the obligation to appoint auditors in 91.5 above, this decision must be ratified by the members so resolving by the appropriate margins laid down under the Act at the first Annual General Meeting. Should the resolution to ratify not be passed, then auditors must be appointed and the first Annual General Meeting adjourned until the earliest practicable date at which audited accounts can be presented.

91.7 for any year of account after the first, any decision to disapply the requirement for audit must be passed by the appropriate margins laid down under the Act at the Annual General Meeting prior to the Annual General Meeting at which the accounts for the year in question are to be laid before members.

91.8 no decision to disapply shall be valid if the accounts laid before the Annual General Meeting at which the decision is being taken indicate that the turnover of the Society in that financial year is higher than the specified threshold for audit exemption in the Football Supporters' Association Membership Policy, should such exemption be allowed under that policy.

92. 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, (if an audit is required) before each Annual General Meeting, accompanied by a report by the Board on the position of the affairs of the Society and any subsidiary or holding company or society signed by the Chair of the Board meeting at which the report is adopted.

93. The Society Board is not to cause to be published any balance sheet unless (if an auditor has been appointed) 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 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.

94. Subject to Rule 91.4, a qualified auditor must be appointed to audit the Society's accounts and a balance sheet for each financial year. In this Rule "qualified auditor" means a person who is a qualified auditor under Section 91 of the Act.

95. Subject to Rule 91.4, the auditor shall, in accordance with Section 87 of the Act, 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 in question.

96. None of the following persons is to be appointed as auditor of the Society:

96.1 an officer or servant of the Society; or

96.2 a person who is a partner or close relative of or in the employment of or who employs an officer or servant of the Society.

97. Subject to Rule 91.4, the first appointment of an auditor shall be made within three months of the registration of the Society and shall be made by the Society Board if no general meeting is held within that time. The Society Board may appoint an auditor to fill a casual vacancy occurring between general meetings. Except as specified in these cases, every appointment of an auditor shall be made by a resolution of a general meeting of the Society.

98. Subject to Rule 91.4, an auditor for the preceding financial year shall be re-appointed as auditor of the Society for the current financial year unless:

98.1 a resolution has been passed at a general meeting appointing someone else as auditor or providing expressly that s/he shall not be re-appointed; or

98.2 they have given notice in writing to the Society of their unwillingness to be re-appointed; or

98.3 they are ineligible for appointment as auditor of the Society for the current financial year; or

98.4 they have ceased to act as auditor of the Society by reason of incapacity.

99. Any resolution of a general meeting of the Society either to remove an auditor from office or to appoint another person as auditor shall not be effective unless notice of the proposed resolution has been given to the Society at least twenty-eight days prior to the meeting at which the resolution is to be considered. At least fourteen days' notice of such resolution must then be given to members of the Society in the manner prescribed in these Rules and in writing to the auditors.

ANNUAL RETURNS

100. The Society will make an annual return to the Registrar as required by the Act.

101. 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

102. 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.

103. 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 half of the members entitled to vote at the meeting if the Society has up to 200 members when the meeting is called; not less than one third of the members entitled to vote at the meeting if the Society has more than 200 but less than 1000 members when the meeting is called; and not less than one quarter of the members entitled to vote at the meeting if the Society has more than 1000 members when the meeting is called. Rule 9 may not be amended or rescinded.

104. Rules 52.2, 53.2 and this Rule may only be changed by Legacy Member Resolution.

CHANGES TO THE CONSTITUTION

105. The Act provides that the Society may by special resolution as defined in the Act:

105.1 amalgamate with another society or a company registered under the Companies Acts;

105.2 transfer its engagements to another society or a company registered under the Companies Act;

105.3 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 Registered Society trading for the benefit of the community and having provisions in its rules substantially identical to Rule 3, Rule 7, Rule 9 and this Rule.

INVESTMENT AND BORROWING

106. 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:

106.1 in the shares of any company or society;

106.2 in any manner expressly authorised by the Act;

but are not to be invested otherwise.

107. 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 (and especially Adams Park stadium and accompanying grounds) of the Society (and/or any subsidiaries) as security for such borrowing, shall require the approval of the Society in general meeting.

108. 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 they consider necessary to carry out their duties under the instrument of appointment.

DISSOLUTION

109. 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.

110. Subject to Rule 9, 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:

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

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

110.3 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

111. Subject to the following rule, any Director or former Director of the Society may be indemnified out of the Society's assets against:

111.1 Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society;

111.2 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;

111.3 Any other liability incurred by that Director as an officer of the Society.

112. The above Rule does not authorise any indemnity which would be prohibited or rendered void by any provision of law.

113. The Society Board may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any Director or former Director 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 or any pension fund or employees' share scheme (if established) of the Society.

MISCELLANEOUS ADMINISTRATIVE PROVISIONS

114. The Society Board may make or adopt by-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 by-laws, policies and procedures in force shall be made available to members.

115. 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 had been duly appointed and was duly qualified to serve.

116. 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.

117. The Society shall ensure that minutes are kept of all:

117.1 Proceedings at meetings of the Society; and

117.2 Proceedings at meetings of the Board of Directors and its sub-committees or working groups which include names of the Directors present, decisions made and the reasons for those decisions.

117.3 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.

118. If the Society has a seal it shall be kept in the custody of the Secretary and used only by the authority of the Society Board. Sealing shall be attested by the signature of two members of the Society Board or of one member of the Society Board and the Secretary for the time being. If the Society does not have seal, a document which would have previously required to be sealed, should be signed by a Director and Secretary or two Directors and accompanied by a written statement that the document has been executed by the Society as if under common seal.

119. The Society's registered office is at Adams Park, Hillbottom Road,High Wycombe, Buckinghamshire HP12 4HJ. The Society is to keep at its registered office:

119.1 a register in which the Secretary is to enter the following particulars:

119.1.1 the names and postal and electronic addresses of the members;

119.1.2 details of the share held by each member and of the amount paid or agreed to be considered as paid for that share;

119.1.3 a statement of other property in the Society whether in loans or loan stock held by each member;

119.1.4 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;

119.1.5 details of any deputy appointed by any corporate member;

119.1.6 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.

119.2 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 119.1.2 and 119.1.3 above;

119.3 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;

119.4 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.

120. Subject to the provisions of the Data Protection Act 2018 the registers are to be maintained by the Society may be kept in electronic form. The Society is to comply with any guidance issued by the Football Supporters' Association in relation to the maintenance of records.

121. 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.

122. The Society is to keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with Sections 75 and 76 of the Act.

123. Members are entitled to inspect:

123.1 their own account;

123.2 the duplicate register;

at the registered office at any reasonable time.

124. The Secretary is to deliver a copy of these Rules to every person on demand on payment of an amount fixed by the Society Board subject to the statutory maximum.

125. 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.

126. The registered name of the Society is to be engraved in legible characters on its seal if it has one.

127. The registered name of the Society is to be displayed on the outside of the registered office and every other office or place in which the business of the Society is carried on. The registered name of the Society is also to be mentioned in legible characters in all:

127.1 business letters, notices, advertisements and other official publications;

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

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

128. The Society is registered as a Community Benefit Society.

129. 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 body that succeeds its function) to carry on that regulated activity without first having applied for and obtained such permission.

DISPUTES

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

130.1 a member; or

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

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

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

130.5 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 the Football Supporters' Association. The arbitrator's decision will be binding and conclusive on all parties.

131. Any person bringing a dispute must deposit with the 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**
SIGNATURE OF SECRETARY	**FULL NAME**	**DATE**