

The Companies Act 2006

Dinnington Town Football Club

Limited By Guarantee



Memorandum and Articles of Association

Company Number: 15993543
Incorporated on 02/10/2024



Official Grassroots Partner
of
Rotherham United Football Club



Memorandum of Association of DINNINGTON TOWN FOOTBALL CLUB LTD

Each subscriber to this memorandum of association wishes to form a Business under the Companies Act 2006 and agrees to become a Member of the Business.

Name of each subscriber	Authentication
Paul Gregory	Authenticated Electronically
Malcolm Fox	Authenticated Electronically
Richard Johnson	Authenticated Electronically
Mathew Cox	Authenticated Electronically
Karl Kennard	Authenticated Electronically
Katie Curtis	Authenticated Electronically
Robert Cully	Authenticated Electronically
Louia Turner	Authenticated Electronically
Nicholas Lockerbie	Authenticated Electronically
Andrew Marshall	Authenticated Electronically

Dated: 03/11/2025

Part 1 – Interpretation and objects

1. Defined Terms

1.1 In these Articles, unless the context requires otherwise:

“**the Act**” means the Companies Act 2006.

“**Articles**” means these Articles of Association.

“**Business**” means Dinnington Town Football Club Ltd.

“**Director**” means a director of the Business and includes any person occupying that position, by whatever name called.

“**Registered Coach**” means an individual appointed by the Club to coach (manager or assist) a team for a playing season and recorded as such on the FA Whole Game System.

“**Member**” means a Director of the Business whose name appears in the Register of Members.

“**Ordinary Resolution**” means a resolution passed by a simple majority (more than 50%) of the votes cast by those eligible to vote on that resolution.

“**Special Resolution**” means a resolution passed by at least 75% of the votes cast by those eligible to vote, and which is stated to be a special resolution in the notice of the meeting.

“**written**” or “**in writing**” means visible reproduction or representation of words in any form including electronic form.

2. Liability of Members

2.1 The liability of each Member is limited to £1.

2.2 Each Member undertakes to contribute £1 if the Business is wound up while they are a member or within one year after ceasing to be a member.

3. Objects

3.1 To operate, manage and promote Dinnington Town Football Club including football participation, development, coaching and related activities.

4. Application of Income and Property

4.1 Income applied solely to further the Businesses objects.

4.2 Directors are entitled to be reimbursed reasonable expenses subject to prior agreement by the Chairperson, Vice Chairperson, Treasurer or Club Secretary.

Part 2 – Directors

5. Number of Directors

5.1 The Business shall have 10 Directors:

- 1 Chairperson
- 1 Vice Chairperson
- 1 Treasurer
- 1 Club Secretary
- 1 Safeguarding Officer
- 5 Committee Directors

5.2 Once elected as a Director, the Directors will nominate and appoint the above roles by an Ordinary Resolution. One vote per Director and a simple majority then assigns roles.

6. Eligibility

6.1 Directors must be:

- (a) aged 18 or over; and
- (b) legally permitted to act as a Business director.

7. Appointment of Directors

7.1 Directors are elected in accordance with Article 19.

7.2 Where a vacancy arises during a Director's term, the remaining Directors may appoint a replacement Director by Ordinary Resolution, who shall serve until the next Annual General Meeting where this position will be up for re-election.

7.3 Before making any appointment under Article 7.2, the Directors must advertise the vacancy to all Registered Coaches, existing Directors and publicly, inviting expressions of interest from any eligible person wishing to stand.

7.4 The Directors may re-assign existing Directors into Officer roles (Chairperson, Vice Chairperson, Treasurer, Club Secretary, Safeguarding Officer) by Ordinary Resolution at any time during their term.

7.5 Appointments and reassignments under Articles 7.2, 7.3 & 7.4 do not require approval from Registered Coaches.

8. Terms of Office

- Chairperson – 3 years

- Vice Chairperson – 2 years
- Treasurer – 2 years
- Club Secretary – 2 years
- Safeguarding Officer – 2 years
- Committee Directors – 1 year

8.2 Re-election permitted without limit.

9. Removal

- 9.1 A Director ceases office upon:
- (a) resignation;
 - (b) term expiry;
 - (c) legal disqualification;
 - (d) removal by ordinary resolution of Members.

10. Directors' Authority

- 10.1 Directors manage the Business and may exercise all powers of the Business.

11. Chairing Directors' Meetings

- 11.1 Chairperson chairs meetings or the Vice Chairperson. If neither are available, the Chairperson will appoint a lead for the meeting in advance.

12. Decision-Making

- 12.1 Decisions of the Directors shall ordinarily be made by Ordinary Resolution unless these Articles or the Act specifically require a Special Resolution, in accordance with Article 21.
- 12.2 Chairperson has a casting vote.

13. Quorum

- 13.1 Quorum = 5 Directors.

14. Delegation

- 14.1 Directors may delegate powers and responsibilities.

Part 3 — Members

15. Membership

- 15.1 Members = **Directors only**.
- 15.2 Membership begins on appointment as Director.
- 15.3 Membership is not transferable.

16. Cessation of Membership

- 16.1 Cessation occurs immediately upon ceasing to be a Director.

17. Register of Members

- 17.1 Maintained in accordance with the Act.

Part 4 — Meetings & Voting

18. General Meetings of Members (Company Law)

- 18.1 Held at least once per calendar year.
- 18.2 Only Members vote.
- 18.3 One vote per Member.
- 18.4 Chairperson has a casting vote.
- 18.5 Quorum = 5 Members.

19. Election of Directors (Annual General Meeting - AGM)

- 19.1 Directors elected by Registered Coaches and Members voting together.
- 19.2 One vote per Registered Coach and per Member.
- 19.3 Simple majority elects Directors. This elects Directors and subsequently Directors appoint roles as set out in 5.1
- 19.4 Proxies not permitted.
- 19.5 May be held at AGM or a separate Election Meeting.

- 19.6 Directors up for election do not have to be connected to the Club in anyway but must have a perceived specialism that would be beneficial to the club.
- 19.7 In order to ensure that all appointed Directors act in the best interests of the Club, any proposed Director may be subject to approval by the Members via Special Resolution.
- 19.8 No later than two (2) weeks prior to the Annual General Meeting (AGM), all nominations for election as a Director must be submitted to the Club Secretary in writing.
- 19.9 At the AGM, all individuals proposed for election as Directors shall address the Registered Coaches and outline the specialisms, experience or services they intend to provide to the Club.
- 19.10 At this meeting, a ballot paper shall be issued to all Registered Coaches and Members eligible to vote. Each voting individual shall be entitled to vote for up to ten (10) nominees.
- 19.11 The ten (10) nominees receiving the highest number of votes shall be elected as Directors.
- 19.12 In the event of a tie for any remaining Director positions, those nominees with a clear majority shall be deemed elected, and the elected Directors shall then convene at the earliest opportunity to vote, by Ordinary Resolution, to fill any remaining role (s) from the tied nominees, in accordance with Article 21.

20. Conflicts of Interest

- 20.1 A Director must declare to the Members the nature and extent of any direct or indirect interest they have in a proposed transaction or arrangement with the Business, or in any matter that is or may be discussed by the Members, if such interest could reasonably be regarded as giving rise to a conflict of interest.
- 20.2 A Director who has a conflict of interest:
- (a) must not vote on the matter;
 - (b) must not be counted in the quorum for that item of business; and
 - (c) must absent themselves from the part of the meeting where the matter is discussed, unless the Members resolves otherwise.
- 20.3 The Members may, by Ordinary Resolution, authorise a director to remain present for discussion where appropriate, provided no improper influence is exercised.

- 20.4 All declared conflicts of interest and related decisions must be recorded in the minutes.

21. Matters Requiring Resolutions

- 21.1 Ordinary Resolutions shall be required for but not limited to:
- (a) the election or removal of Directors;
 - (b) approval of annual accounts;
 - (c) decisions relating to the general administration and operation of the Club;
 - (d) any decision of the Members which is not expressly required to be a Special Resolution.
- 21.2 Special Resolutions shall be required for, but not limited to::
- (a) any amendment to these Articles of Association;
 - (b) any decision to wind up, dissolve or merge the Business;
 - (c) any change to the liability of Members;
 - (d) any other matter stated in these Articles or required by the Act to be passed as a Special Resolution.
 - (e) any decision relating to the selection or change of league affiliation for senior teams, including but not limited to the Men's 1st team, Ladies 1st team, Reserves & U21's, for the present season or any subsequent season.
- 21.3 Where a resolution of Registered Coaches is required only for the election of Directors, such resolution shall be passed by simple majority of the votes cast by Registered Coaches and Members voting together.
- 21.4 Disputes Regarding Resolution Type:
- (a) The lists of matters requiring Ordinary Resolutions and Special Resolutions in Articles 21.1 and 21.2 are not exhaustive.
 - (b) If there is any uncertainty or disagreement between members as to whether a proposed matter requires an Ordinary Resolution or a Special Resolution, the Members shall first determine the type of resolution required by an Ordinary Resolution
- 21.5 Requisition of an Extraordinary General Meeting (EGM) by Registered Coaches:
- (a) If at least seventy-five per cent (75%) of all Registered Coaches request an EGM in writing, stating the business to be transacted, the Directors must convene such a meeting within 28 days of receipt of the request.
 - (b) The business of such a meeting shall be limited to the election or removal of Directors.

Part 5 — Administration

21. Communication

21.1 Notices may be provided personally, by post, or electronically.

22. Records

22.1 Accounting records maintained per Act.

22.2 Non-Members may inspect records only if authorised and agreed via an Ordinary Resolution.

23. Rules

23.1 Directors may make rules and byelaws consistent with these Articles.

26. Suspension of Directors

25.1 The Members may suspend a Director from their duties where there are reasonable and proportionate grounds to believe that the Director may have, but not limited to:

- (a) committed a safeguarding breach or failed to follow safeguarding policy;
- (b) committed or is under investigation for a criminal offence;
- (c) engaged in gross misconduct; or
- (d) committed a serious or persistent breach of their duties as a Director.

Suspension shall be decided by Ordinary Resolution of the Members and shall be for no longer than three months in the first instance.

A suspended Director shall be entitled to:

- (i) receive written notice of the reason for suspension; and
- (ii) the opportunity to respond to the allegations within a reasonable timeframe.

Suspension does not remove the Director from office, unless a subsequent resolution for removal is passed in accordance with these Articles or the Act.

Part 6 — Indemnity & Insurance

25. Indemnity

25.1 The Business may indemnify Directors to fullest extent permitted by law.

25.2 Indemnity extended to volunteers and safeguarding personnel acting in good faith.

25.3 Excludes fines, penalties, misconduct or liabilities prohibited by the Act.

26. Insurance

26.1 The Business may purchase insurance for Directors, Registered Coaches acting under authority, and safeguarding officers.