

MODEL RULES FOR A SUPPORTERS COMMUNITY MUTUAL (2014 VERSION)

Supporters Direct
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Rules for Bradford City Supporters Trust

Sponsoring Bodies for registration purposes:

Register No: [29466R](#)



RULES

of

BRADFORD CITY SUPPORTERS' SOCIETY

LIMITED

Registered Society under The Co-operative and Community Benefit Societies Act
2014

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Note: Text highlighted Blue in these rules for the Bradford City Supporters' Society denotes that this is where specific entry is required or there is deviation from the model rule. This is done only for convenience.

RULES

NAME AND DEFINITIONS

1. The name of the Society is to be [Bradford City Supporters' Society Limited](#) and it is called "the Society" in the rest of these Rules; [Bradford City Football Club Ltd](#) is called "the Club"; and [Bradford and surrounding area](#) 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, a fax number, 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;

"**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;

"**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;

"**Independent Examination**" means an independent examination of the Society's accounts which may only be carried out:

- in accordance with guidance issued by Supporters Direct; and in years in which the Society has disapplied the obligation to conduct an audit in accordance with section 4A of the Friendly and Industrial and Registered Society under The Co-operative and Community Benefit Societies Act 2014
- For the avoidance of doubt, if the Society is obliged under the 2014 Act to produce an accountant's report it must do so even if it also carries out an Independent Examination for that year of account.

"**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 Services 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 Society's purpose is to encourage and develop balanced and constructive relationships between the Club, its supporters, and the communities it serves. The business of the Society is to be conducted for the benefit of the communities 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 acting as a democratic and representative voice of the supporters of the Club;

4.2 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 operating sustainably, transparently, and with financial responsibility;

4.5 being an inclusive organisation, open and accessible to all supporters of the Club regardless of their age, income, race, ethnicity, gender, disability, sexuality or religious or moral belief;

4.6 encouraging the Club to adopt similar objects.

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 fund raising 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 greater opportunity to invest in 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 others 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;

7.3 in paying interest on or repaying issued share capital in accordance with the provisions of these Rules.

8. **NOT USED**

MEMBERSHIP

9. The members of the Society are the people whose names are entered in the register of members. The first members are the people who sign these Rules in applying for registration.
10. Membership is open to any individual, unincorporated body, firm, partnership or corporate body who or which:
 - 10.1 is a supporter of the Club; or
 - 10.2 has an interest in the game of [Association Football](#) in the Area and is in sympathy with the objects of the Society; and
 - 10.3 is 16 years of age or older;
 - 10.4 [not used](#);
 - 10.5 agrees to respect commercial confidentiality in relation to business decisions of the Society; and
 - 10.6 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.

11. 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.
12. 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 1p from the first payment shall be applied to purchase an ordinary share in the Society.
13. 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.
14. No person under the age of 16 may be an officer of the Society.
15. A corporate body 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.

SHARES

16. The Society has ordinary shares and may have Community Shares in accordance with the provisions set out at Rule 21.

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

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

17.2 Shares shall not be transferable except on death or bankruptcy or with the consent of the Society Board;

17.3 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;

17.4 Shares shall be paid for in full on allotment (if payment is required).

ORDINARY SHARE PROVISIONS

18. The following provisions apply to ordinary shares in the Society:

18.1 The ordinary shares of the Society shall be of the nominal value of 1p.

18.2 The Society Board will decide and issue a form of application for membership. Membership is free or such other reasonable sum as the Society Board shall decide. One 1p. share shall be allotted to each member upon admission to membership and payment shall not be due unless the Society requests it.

19. 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.

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

CAPITAL FUNDING SHARE PROVISIONS

21. 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:

21.1 Community Shares shall not be withdrawable except with the consent of the Society Board;

21.2 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;

21.3 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;

21.4 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;

21.5 Community Shares may only be issued to members;

21.6 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

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

22.1 fail after written demand to pay their annual subscription (if such is required);

22.2 die (in the case of the individual);

22.3 cease to exist (in the case of a body corporate);

22.4 are the nominee of an unincorporated Society or firm which is wound up or dissolved;

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

22.6 are not the holder of a fully paid up share (if payment has been requested by the Society for the share);

22.7 are expelled under these Rules; or

22.8 withdraw from membership by giving at least one month's written notice to the Secretary.

23. A member may be expelled for conduct prejudicial to the Society in accordance with any Disciplinary Policy adopted by the Society (which is to take account of any guidance issued by Supporters Direct).

ORGANISATION

24. 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

25. 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.

26. 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:

26.1 any direction must:

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

26.1.2 not affect the powers and responsibilities of the Society Board under Rule 27.

26.2 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

27. 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 **take account of** any guidance issued by Supporters Direct). The Society Board:

27.1 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;

27.2 may delegate any of its powers to committees consisting of such of its own number (and others, provided that Society Board members remain in a 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:

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

27.2.2 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;

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

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

GENERAL MEETINGS

28. 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 **take account of** any guidance issued by Supporters Direct.

29. The business of an annual general meeting shall normally comprise, where appropriate:

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

29.2 the appointment of an auditor, if required;

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

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

29.5 the application of surplus; and

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

The business of any general meeting shall comprise:

29.7 consideration of any member's resolution, notice of which has been given to the Secretary in accordance with Rule 26;

29.8 consideration of any resolution proposed by the Board; and

29.9 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.

30. All general meetings other than annual general meetings are called special general meetings.

31. 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.

32. 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.

33. 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.

34. 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.

35. Notice of a general meeting is to be given either:

35.1 in writing; or

35.2 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:

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

35.2.2 state whether the meeting is an annual or special general meeting;

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

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

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

36.1 personally; or

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

36.3 by leaving it at that address; or

36.4 (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:

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

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

37. 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.

38. 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.

39. The Society Board may decide where a general meeting is to be held.

40. 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.

41. The Chair shall facilitate 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. Each Member 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 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

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 Save as otherwise provided by these Rules 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 of votes cast.
51. Resolutions may be passed at general meetings or by written resolution. A written resolution may consist of several identical documents signed by one or more Members.
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.

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

53. The following further rules apply to proxies.

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

53.2 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.

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

54. A vote given or poll demanded by proxy or by the duly authorised deputy of a corporate 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.

55. 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.

CONSTITUTION OF BOARD

56. The Society shall have a Board of Directors comprising not less than 8 and not more than 15 persons.

57. The initial Directors of the Society from registration until the first Annual General Meeting shall be appointed by the members on whose application the Society is registered.

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

59. Members of the Board of Directors will normally serve for periods of three years, according to the Society's Board Membership and Conduct Policy.

60. At the first Annual General Meeting all members of the Board of Directors shall stand down. A retiring Society Board member shall be eligible for re-election.

61. At the annual general meetings following the first annual general meeting of the

Society [half or one third] of the members of the Society Board first elected by the members (to be chosen by lot) will resign from office. Thereafter the **one third** of the members of the Society Board elected by the members who have served the longest at the date of the annual general meeting each year will resign. If at any time **there is an uneven number of elected directors or the number of elected directors is not divisible by three**, the Society Board shall decide the number of elected directors to resign in accordance with this Rule, which shall be approximately **one third** of the total number.

62. 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 take account of any guidance issued by Supporters Direct.
63. 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.
64. The Society Board may co-opt up to 3 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 65 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.
65. 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.
66. 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.

BOARD MEETINGS

67. 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.
68. 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 take account of any guidance issued by Supporters Direct.
69. 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.

70. 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.
71. 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.
72. 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.

QUORUM

73. 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.
74. 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

75. The Chair shall facilitate meetings of the Board of Directors. If he or she is 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

76. 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

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

TERMINATION OF A DIRECTOR'S APPOINTMENT

78. 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.

OFFICERS

79. 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

80. 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 OF THE BOARD

81. The Society Board may delegate any of its powers to committees of the Society Board and in particular may appoint a sealing committee.
82. The Society Board will:
- 82.1 decide the membership of each committee;
- 82.2 appoint the Chair of each committee;
- 82.3 lay down the procedure to be adopted by each committee (including the quorum);
- 82.4 produce a written record of the scope and authority of each committee.

FINANCIAL AUDIT

83. The Society Board will in respect of each year of account ending on 31st May:
- 83.1 cause to be prepared a revenue account or revenue accounts which:
- 83.1.1 deal with the affairs of the Society and any subsidiary company or society as a whole for that year; and
- 83.1.2 give a true and fair view of the income and expenditure of the Society and any subsidiary company or society for that year;
- 83.2 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.
- 83.3 in any year of account the Society shall not be required to appoint auditors if it is exempt under the 1968 Act and has disapplied the obligation to do so in accordance with the 1968 Act.
- 83.4 in any such year, an Independent Examination shall be carried out and all references in Rules 29, 35, 40, 84, 85 and 88 to "auditor(s)" and "audited" shall be read as "Independent Examiner" and "Independently Examined" respectively and Rules 86, 87, 89 and 90 shall not apply.

83.5 for the first year of account, provided the Society is exempt from the requirement to appoint auditors in accordance with the 1968 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.

83.6 for the first year of account, where the Society Board has disapplied the obligation to appoint auditors in 82.5 above, this decision must be ratified by the members so resolving by the appropriate margins laid down under the 1968 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.

83.7 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 1968 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.

83.8 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 Supporters Direct Membership Policy, should such exemption be allowed under that policy.

84. The 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.

85. 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 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.

86. Subject to Rule 83.4, 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 7 of the Friendly and Industrial and Provident Societies Act 1968 and Section 25 of the Companies Act 1989.

87. Subject to Rule 83.4, the auditor shall, in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act 1968, make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year in question.

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

88.1 an officer or servant of the Society; or

88.2 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.

89. Subject to Rule 83.4, 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.

90. Subject to Rule 83.4, an auditor for the preceding financial year shall be re-appointed as auditor of the Society for the current financial year unless:

90.1 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

90.2 s/he has given notice in writing to the Society of her/his unwillingness to be re-appointed; or

90.3 s/he is ineligible for appointment as auditor of the Society for the current financial year; or

90.4 s/he has ceased to act as auditor of the Society by reason of incapacity.

91. 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.

Old Rule 94 deleted

ANNUAL RETURNS

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

93. 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

94. 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.

95. 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.

CHANGES TO THE CONSTITUTION

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

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

96.2 transfer its engagements to another society or a company registered under the Companies Acts;

96.3 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, Rule 7, Rule 8 and this Rule.

INVESTMENT AND BORROWING

97. 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:

97.1 in the shares of any company or society;

97.2 in any manner expressly authorised by the Act; but are not to be invested otherwise.

98. 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.

99. 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.

DISSOLUTION

100. 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.

101. 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:

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

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

101.3 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

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

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

102.2 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;

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

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

104. 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

105. 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.

106. 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.

107. 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.

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

108.1 Proceedings at meetings of the Society; and

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

108.3 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.

109. 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.

110. The Society's registered office is 81-83 Denholme Road, Oxenhope, Keighley, West Yorkshire, BD22 9SJ. The Society is to keep at its registered office:

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

110.1.1 the names and addresses of the members;

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

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

110.1.4 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;

110.1.5 details of any deputy appointed by any corporate member;

110.1.6 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.

110.2 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 110.1.2 and 110.1.3 above;

110.3 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;

110.4 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.

111. Subject to the provisions of the Data Protection Act the registers to be maintained by the Society may be kept in electronic form. The Society is to take account of guidance issued by Supporters Direct in relation to the maintenance of records.

112. 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.

113. 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.

114. Members are entitled to inspect:

114.1 their own account;

114.2 the duplicate register at the registered office at any reasonable time.

115. 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.

116. 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.

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

118. 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:

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

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

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

119. The Society is registered under the Industrial and Provident Societies Acts 1965-78 (referred to as "the Act" in these Rules). Any references to the Act include reference to any statutory re-enactment and/or modification.

120. 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 Services Authority (or any body that succeeds its function) to carry on that regulated activity without first having applied for and obtained such permission.

DISPUTES

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

121.1 a member; or

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

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

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

121.5 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.

122. 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
	ALAN CARLING	
	MIKE THOMPSON	
	MANUEL DOMINGUEZ	
	MIKE MCNALLY	
	GEORGINA WEBSTER	
	JAMIE DORWARD	
	MICHAEL LEVYCKY	
	JUSTIN BRETT	
	GARRY BRUMFITT	
	MATTHEW HEMMINGWAY	
SIGNATURE OF SECRETARY	FULL NAME	DATE
	ROSALIND HALL	

BRADFORD CITY
SUPPORTERS SOCIETY LIMITED

ELECTION POLICY

1. Introduction

1.1. This document is drafted in accordance with the existing Rules of [Bradford City](#) Supporters Society Limited adopted pursuant to a resolution of the Society at a General Meeting held on [21 November 2012](#) and the Best Practice guidance issued by Supporters Direct. The purpose of the Election Policy is to ensure that the elections for the Society Board members are conducted in a democratic and unbiased manner and the process and results are accepted as free and fair by all participants.

2. Definitions

- 2.1 “AGM” means the annual general meeting of the Society.
- 2.2 “Election Period” means the period from the date each year on which the Secretary issues nomination forms to Members until 3 days after the announcement of the result of the election to which the nomination forms relate.
- 2.3 “Member(s)” means a member(s) of the Society.
- 2.4 “Society Board Member(s)” means an elected or Co-opted Member(s) of the Society.
- 2.5 “Election Policy” means the terms and conditions laid out in this document.
- 2.6 “EMG” means the Election Management Group.
- 2.7 “Board Membership and Conduct Policy” means a detailed set of rules and regulations of the Society set out in a separate policy statement.
- 2.8 “Co-opted Member(s)” means a person(s) who has/have been elected to the Society Board by Society Board Members but not elected by the Members.
- 2.9 “Indictable Offence” means a criminal offence (other than a spent conviction as defined by the rehabilitation of Offenders Act 1974) for dishonesty, fraud or dealing in drugs.
- 2.10 “Rules” means the rules and regulations of the Society laid out in the separate Rules document
- 2.11 “Secretary” means the Secretary of the Society.
- 2.12 “Society” means [Bradford City](#) Supporters’ Society Limited (also known as [Bradford City](#) Supporters Trust).
- 2.13 “Society Board” means the elected Board of the Society including any co-opted Society Board Members.

3. Election control

- 3.1. In advance of the commencement of the election, the Society Board will appoint members of the Society (who with the exception of the Secretary may not include serving Society board members) to form the EMG. This group shall be chaired by an independent person who is not a member of the Society. The Secretary may be a member of this group. In the event that it is not possible to agree the identity of the Independent chair, Supporters Direct will select the Independent chair.
- 3.2. No members of the Society Board whose positions are due to be offered for election shall play any part in determining the composition of the EMG or any aspect regarding the conduct of the elections.
- 3.3. Members of the EMG shall not be eligible to nominate candidates nor be a candidate themselves and shall ensure that they are not associated closely with any candidates and have proper regard to maintaining the integrity of the election process.
- 3.4. During the Election Period the EMG will ensure that the election is run in accordance with this policy.
- 3.5. The EMG shall make the final decision as the eligibility of candidates, nominations and valid votes. They shall conduct the count and the result, as determined by them is final. Any decisions taken will be by majority vote and recorded. The Chair of the EMG shall have a casting vote in the event of a tie.

4. Timetable

- 4.1. The AGM will take place within the period laid down in the Society's Rules, and the exact date shall be decided by the Society Board by the end of the preceding financial year.
- 4.2. The Board shall agree the number of vacancies to be elected; if the numbers to be elected differs from the numbers elected in previous years, or changes the number of places to be elected in total on the Society Board, then the reasons why the change has been made shall be communicated to members in the form soliciting nominations.
- 4.3. The Secretary will circulate a nomination form with advance notice of the AGM at least eight weeks before the AGM.
- 4.4. The Society Board shall ensure that the membership of the EMG has been agreed by the Society Board before the Secretary circulates nominations forms.
- 4.5. During the Election Period, the EMG shall manage the process, with the assistance of the Secretary as required.

5. Nominations and eligibility

- 5.1. Any person wishing to be a candidate for election to the Society Board must be a fully paid-up member of the Society and be nominated by at least two fully paid-up members of the Society.
- 5.2. The EMG will verify that nominations are from members of the Society. Society members can nominate as many candidates as they wish.
- 5.3. A signed letter of nomination from a member, or email from the address a member has given the Secretary for receiving Society communications, are acceptable substitutes for a signature on the candidate's nomination form.

- 5.4. It is the candidate's responsibility to ensure that their nomination is valid and submitted in accordance with the election timetable. In order to ensure that candidates can confirm the validity of their nominees, the EMG and Secretary should arrange for candidates to be able to check in advance whether those nominating them are fully paid-up members.
- 5.5. Decisions over the validity of nominations shall be a matter for the EMG having due regard for the Secretary's assessment of the membership status of an individual nominating a candidate. Any decision by the EMG not to accept a nomination as valid should be notified to the candidate as soon as possible in order that the situation may be rectified or an appeal heard.
- 5.6. Candidates must also submit a statement in support of their nomination and may also submit a photograph for publication with their statement (see section 6 below for more details).
- 5.7. The names of those nominating candidates shall be appended to each candidate's statement.
- 5.8. By submitting a nomination, Candidates will be deemed to have accepted this Election Policy, the Society's Rules, and any other policies and rules adopted by the Society Board and the membership and agreed to be bound by them.
- 5.9. Specifically, candidates are also self-certifying that they comply with the Society Rules and Board Membership and Conduct Policy relating to eligibility to serve on the Board. In particular, no person can be a member of the Society Board:
 - (with the exception of Co-opted Members co-opted onto the Society Board under Rule 66 of the Rules) who ceases to be a Member of the Society;
 - who has been a member of the Board for 12 consecutive years;
 - who is subject to a bankruptcy order or has in place a composition with his/her creditors;
 - who is subject to a disqualification order made under the Company Directors Disqualification Act 1986;
 - fails to abide by any rules for the conduct of elections made by the Society Board.
 - who has a conviction for an indictable offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974);
 - in relation to whom a registered medical practitioner who is treating them gives a written opinion to the Society stating that they have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - in relation to whom by reason of their mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights which that person would otherwise have;
- 5.10. All candidates shall leave full contact details with the EMG including email address

6. Statements and Campaigning

- 6.1. Campaigning under the auspices of the Society will be restricted to the statements submitted by the candidates and to any hustings organised by the Society.



- 6.2. All candidates' statements are to be sent by email to the relevant members of the EMG. These will be gathered together and issued with the ballot papers, and include the photograph (if submitted) of the candidate and a list of the members who have nominated them.
- 6.3. Candidate statements should be at least 400 words long and no longer than 1000 words. If a candidate's statement has more 1000 words, it will be truncated and text will be inserted below stating "The candidate's statement has exceeded the permitted amount and has therefore been truncated". The number of words counted shall be decided using Microsoft Word.
- 6.4. Candidates shall not in their statements make threats, insults or derogatory, abusive, racist, sexist or homophobic statements. The EMG will reserve the right to edit any statement to ensure that it does not breach these rules.
- 6.5. In agreeing to be nominated and so accepting this Policy, candidates shall agree to indemnify the Society for the cost of meeting any liability of the Society that may arise as a result of the contents of their statement.
- 6.6. During the election neither the EMG nor the Society Board may provide advice to voting members as to the suitability of any candidate nor issue any voting advice to members collectively. Individual Society board members who indicate a preference in public must make it clear that they do not speak on behalf of the Society board and express a purely personal opinion.

7. Appeals

- 7.1. Candidates or complainants shall raise matters with the EMG whose decision is final.
- 7.2. Complaints after voting has closed shall be made to the EMG not later than three working days after the close of poll. Any complaint received after this date shall be ruled out of order.
- 7.3. If any candidate should contravene the Election Policy, the EMG shall judge whether a disqualification should apply and their decision is final.
- 7.4. Any appeal against the decision of the EMG shall be made through and governed by the disputes procedure as set out in the Society Rules.

8. Result

- 8.1. If there are more candidates than places available on the Society Board
 - 8.1.1 *If Hustings are held before the AGM, the following procedure shall be followed;*
 - 8.1.1.1 The EMG will issue postal ballot papers and copies of candidates' statements with the notice sent convening the AGM.
 - 8.1.1.2 Votes may be submitted by the post up to the day of the AGM, and also deposited at the start of the AGM. The Count shall be made during the AGM, and the result announced before the close of the AGM.
 - 8.1.2 *If Hustings are held at the AGM*
 - 8.1.2.1 The EMG shall arrange for candidates to address the AGM and field questions from the floor. The EMG will then issue postal ballot papers and copies of candidates' statements. Votes

shall then either be deposited at the AGM or posted to the Secretary to be received no later than 14 days after the AGM.

- 8.1.2.2 The election result shall be announced within 4 weeks of the date of the AGM starting
- 8.2 The highest placed candidates in terms of total votes as equal to number of places available for election declared by the Board shall be deemed elected.
- 8.3 If there are as many or fewer candidates than there are places, an affirmative ballot shall be held at the AGM. Each successfully nominated candidate will be put before the meeting for the approval of members. Any candidate not receiving the support of more than half of those present in person and by proxy shall be deemed to have not been elected. The exception shall be that should the failure to elect any of the validly nominated candidates leave the Board below the minimum required under the Rules for them to act, all validly nominated candidates shall be deemed elected by the EMG and this declared at the AGM.
- 8.4 The result shall be communicated to members on the Society's website and in the Society's newsletter (if they have one) and at the AGM or next members' meeting (if it is possible to complete the count at the AGM in question).
- 8.5 Successful candidates shall become full members of the Society Board upon receipt of their signed acceptance of the Board Membership and Conduct Policy.
- 8.6 The Society Secretary will issue the Board Membership and Conduct Policy to the successful candidates upon the result of the election and should any successful candidate not return the Board Membership and Conduct Policy duly signed in whichever way the Secretary asks for it to be returned within one calendar month, without an acceptable reason for the lateness in returning the document, the election of that candidate will be declared null and void and a vacant position will be created. For the avoidance of doubt, the onus for returning the signed Board Membership and Conduct Policy shall be on the successful candidate not the Society Secretary

BRADFORD CITY
SUPPORTERS SOCIETY LIMITED

**STANDING ORDERS FOR SOCIETY BOARD
MEETINGS**

1.0 Introduction

This document is drafted in accordance with the existing rules of [Bradford City Supporters Society Limited](#) and sets out the Standing Orders for Society Board Meetings adopted pursuant to a resolution of the Society Board dated [21 November 2012](#)

The purpose of this policy is to ensure that:

- 1.1 the Society Board conducts its meetings in an effective and professional way;
- 1.2 the time allotted for the transaction of the business of the meeting is clearly defined and adhered to unless there are special reasons to extend the meeting;

2.0 Definitions

- 2.1 “AGM” means the annual general meeting of the Society.
- 2.2 “Member(s)” means a member(s) of the Society.
- 2.3 “Society Board Member(s)” means a Member(s) of the Society Board including any persons co-opted onto the Society Board in accordance with the Rules.
- 2.4 “Election Policy” means a detailed set of rules and regulations relating to elections of The Society set out in a separate policy statement.
- 2.5 “Society Board Membership and Conduct Policy” means the terms and conditions laid out in that document.
- 2.6 “Co-opted Member(s)” means a person(s) who is/are a Member(s) and has/have been elected to the Society Board by Society Board Directors but not elected by the Members.
- 2.8 “Rules” means the rules and regulations of the Society laid out in the separate Rules document
- 2.9 “Secretary” means the secretary of the Society.
- 2.10 “Treasurer” means the elected treasurer of the Society.
- 2.11 “Society” means [Bradford City Supporters’ Society Limited](#) (also known as [Bradford City Supporters Trust](#)).
- 2.12 “Society Board” means the Society Board of the Society including any co-opted Society Board Members.



3.0 Principles of Standing Orders

- 3.1 All committees or Society Boards, whatever their role, have Standing Orders. These rules define the conditions under which a committee or Society Board should meet, how Society Board Members should behave towards one another and how the business of the meeting should be conducted. These Standing Orders supplement the provisions in the Society's Rules relating to the operation of the Society Board (Rules [27](#) to [84](#)). In the case of any inconsistency between the Rules and these Standing Orders then the terms of the Rules shall prevail.
- 3.2 The Society Board may alter, rescind or add to any part or element of these Standing Orders by a simple majority vote of those present. The Secretary is to consider, periodically, the need for amendments to Standing Orders and report on this matter to the Society Board.
- 3.3 The aim of these Standing Orders is to make each meeting as efficient and productive as possible and to ensure that it is conducted in a professional manner, allowing the Chair to keep order whilst permitting each member the opportunity to fully participate in the meeting. All these issues are key to the Society as its functional structure is based on the democratic process, of which meetings are a key part.

4.0 Meetings of the Society Board

- 4.1 Meetings of the Society Board will normally be held according the Schedule of Society Board Meetings as approved by the Society Board on an annual basis, with at least one Society Board Meeting per quarter.
- 4.2 All meetings of the Society Board shall normally last for 2 hours except when the suspension of Standing Orders has been agreed.

5.0 Extension of Meetings

Any extension of meeting must be moved by the end of the first hour of the meeting and a new finish time proposed. If agreed by a majority, the meeting will then close at the new finish time after which all business shall stand adjourned.

6.0. Quorum

- 6.1 The quorum for the Society Board shall be one-half of its membership plus one.
- 6.2 The Society Board may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence at the meeting.

- 6.3 In the event of a quorum not being present within thirty minutes of the stated time of commencement, no meeting shall be held and the business of the Agenda shall be postponed until an alternative date is determined by the Secretary.
- 6.4 If during the course of a meeting, the meeting becomes inquorate no further business may be transacted except for that of adjourning the meeting, calling an election for or appointing Society Board Members or calling a general meeting.

7.0 Business Agenda

- 7.1 All business to be considered shall be included on the Agenda and shall indicate whether the Society Board are being invited to note, discuss or consider the matter.
- 7.2 The agenda shall be circulated to Society Board Members not less than 7 days in advance of the meeting.
- 7.3 If there is a specific proposal, this shall be explicitly stated in advance. Items to be noted shall not normally be raised for discussion unless prior notice of this request is given to the Secretary as soon as possible after receiving the agenda and no later than noon on the day before the Society Board Meeting.
- 7.4 All business should have a supporting paper which shall be circulated with the agenda unless a verbal report is to be given. Papers may be tabled after the agenda has been circulated but the notice should advise the Society Board when they can expect the paper to be with them.
- 7.5 The Agenda shall be drawn up by the Secretary in consultation with the Chair.
- 7.6 Any Society Board Member wishing to introduce new business for inclusion on the Agenda shall give notice to the Secretary as soon as possible and not later than the commencement of the Society Board Meeting. Such new business may be discussed but cannot be voted on at this meeting unless it is stated to be and agreed by a majority of two-thirds of the Society Board Members in attendance that it is exceptional circumstances.
- 7.7 The business of any Special Meetings of the Society Board shall be confined to the business set out on the Agenda covering such a meeting unless there is an item which is agreed to be exceptional circumstances and agreed by two thirds of the Society Board Members in attendance to be accepted as an Agenda item.
- 7.8 The Chair will formally close the meeting when the business on the agenda has been transacted, or earlier if agreed by a majority. The time that the meeting closes will be noted in the Minutes. No business

purported to be transacted after that time will be valid and will not form part of the formal record of the meeting. If for any reason the full business of the meeting cannot practically be completed the meeting may stand adjourned if a majority of the Society Board Members present so decide.

8.0 Rules for Discussion

- 8.1 Society Board Members wishing to speak shall address themselves to the Chair and only one Society Board Member shall speak at one time.
- 8.2 When the Chair speaks or intervenes during a debate any Society Board Member then speaking or offering to speak must immediately cease speaking.
- 8.3 No Society Board Member may interrupt another Society Board Member whilst that Society Board Member is speaking except on a point of order which must be approved and accepted by the Chair.
- 8.4 When two or more Society Board Members indicate their wish to speak the Chair shall call upon the Society Board Member he/she first observed.

9.0 Conduct

- 9.1 Society Board Members shall arrive prepared for meetings, having read the paperwork circulated in advance.
- 9.2 Society Board Members shall devote their full attention to the meeting and switch off all mobile phones and other communications equipment prior to the commencement of the meeting.
- 9.3 The Society Board or Committee meeting will be conducted in accordance with the agenda. Society Board Members will conduct themselves in a manner which shows respect for all participants and which does not obstruct the business of the meeting or calls into question the status of the Chair.
- 9.4 If any Society Board Member persistently disregards the ruling of the Chair or behaves in any way which obstructs the Society Board business, the Chair (or any Society Board Member) may move that the motion under discussion be put and, if seconded, it shall be voted upon without further discussion.
- 9.5 If the same Society Board Member continues the misconduct after a motion has been carried, the Chair shall either:-
 - 9.5.1 move that the Society Board Member shall leave the meeting, which can be determined without seconding or discussion; or



9.5.2 adjourn the meeting and determine where and when it will be reconvened.

9.6 The Chair will ensure that the meeting considers the decisions required under each item of business. In relation to the conduct of meetings the ruling of the Chair is final.

10.0 Motions and Amendments

10.1 Whenever an amendment is made upon an original proposition no second amendment shall be taken until the first amendment is disposed of.

10.2 If the amendment is carried it shall displace the original proposition and shall itself become the proposition to which a further amendment may be moved.

10.3 If an amendment is not carried then a further amendment may be moved to the original proposition.

10.4 No motion or amendment shall be discussed (except by the mover) until it has been seconded. Any Society Board Member seconding a motion or amendment without remark shall not be considered to have spoken and may speak later in the debate.

10.5 When no other Society Board Member wishes to speak the mover of the original motion or substantive motion which may have taken its place by an approved amendment shall have the right to reply.

10.6 The mover of a motion may exercise the right to reply to any amendment after all other Society Board Members have been given an opportunity to speak on that amendment.

10.7 After reply the motion shall be put from the Chair without further debate and immediately put to the vote.

11.0 Voting

11.1 Voting shall normally be by a show of hands except if a ballot be agreed to by a majority of Society Board Members present and voting, in which event the Society Board Members there present shall decide the form the ballot should take.

11.2 For the avoidance of doubt, abstentions are not to be classed as votes for or against a motion. In the case of an equality of votes the Chair shall have a casting vote unless the issue being voted upon has been accepted as exceptional circumstances onto the Agenda in accordance with 7.6 and 7.7 above in which case, a majority of three quarters of the Society Board Members present are required to agree to the motion.

12.0 Chair and Duties of the Chair

- 12.1 The Chair of the Society Board shall, in the event of a tie in voting on any matter before the Society Board, have a casting vote in addition to their own vote which they shall be expected to cast.
- 12.2 A Vice Chair may be appointed, according to the procedure agreed by the Society Board for the appointment of Chairs and Vice Chairs, to deputise for the Chair when required. In the absence of the Chair and Vice Chair at Meetings of the Society Board, the Society Board Members present at such meetings shall appoint one of their number to act as Chair of the Meeting.
- 12.3 The ruling of the Chair on any point of order shall be final and shall not be open for discussion.
- 12.4 It shall be the Chair's duty to see that all the Standing Orders are adhered to, unless any of them is suspended, such suspension requiring the consent of a majority of Society Board Members present and voting.

13.0 Society Board Committees

- 13.1 The Society Board may delegate certain functions to sub-committees, led by one Society Board Member. The extent of this delegation is to be detailed in the Committee's Terms of Reference.
- 13.2 All Committees must report back to the next Society Board meeting, where possible, following the exercise of any of their delegated functions.
- 13.3 The business of Committee meetings will be conducted, in accordance with the provisions for the conduct of Society Board meetings detailed in these Standing Orders

BRADFORD CITY
SUPPORTERS SOCIETY LIMITED

STANDING ORDERS FOR GENERAL MEETINGS

1.0 Introduction

This document is drafted in accordance with the existing rules of [Bradford City Supporters Society Limited](#) and sets out the Standing Orders for General Meetings adopted pursuant to a resolution of the Society Board dated [21 November 2012](#).

The purpose of this policy is to ensure that:

- 1.1 the Society conducts its meetings in an effective and professional way;
- 1.2 the time allotted for the transaction of the business of the meeting is clearly defined and adhered to unless there are special reasons to extend the meeting;

2.0 Definitions

- 2.1 "AGM" means the annual general meeting of the Society.
- 2.2 "Member(s)" means a member(s) of the Society.
- 2.3 "Society Board Member(s)" means an elected or Co-opted Member(s) of the Society.
- 2.4 "Rules" means the rules and regulations of the Society laid out in the separate Rules document
- 2.5 "Secretary" means the secretary of the Society.
- 2.6 "Treasurer" means the elected treasurer of the Society.
- 2.7 "Society" means [Bradford City Supporters' Society Limited](#) (also known as [Bradford City Supporters Trust](#)).
- 2.8 "Society Board" means the elected Board of the Society including any co-opted Society Board Members.

3.0 Principles of Standing Orders

- 3.1 These Standing Orders supplement the provisions in the Society's Rules relating to General Meetings. In the case of any inconsistency between the Rules and these Standing Orders then the terms of the Rules shall prevail.
- 3.2 The Society Board may alter, rescind or add to any part or element of these Standing Orders by a simple majority vote of those present at a Society Board Meeting. The Secretary is to consider, periodically, the need for amendments to Standing Orders and report on this matter to the Board.



- 3.3 The aim of these Standing Orders is to make each meeting as efficient and productive as possible and to ensure that it is conducted in a professional manner, allowing the Chair to keep order whilst permitting each member the opportunity to fully participate in the meeting. All these issues are key to the Society as its functional structure is based on the democratic process, of which meetings are a key part.

4.0 Order of Business

- 4.1 The order of business at every ordinary or special meeting of the Society shall be in accordance with the printed agenda of business issued with the notice of the meeting.

5.0. Speaking

- 5.1 The mover of a motion or amendment shall be allowed up to 5 minutes in which to state the case. The mover of the motion shall also have the right to reply at the end of the discussion, and in replying shall be confined to answering previous speakers and shall not be permitted to introduce new matters into the debate. Up to 5 minutes shall be allowed for this right of reply after which the motion shall be put to the vote.
- 5.2 In regard to any motion or amendment no other speaker shall be allowed more than 5 minutes except with the permission of the Chair. No amendments to motions shall be accepted at a general meeting unless the notice convening the meeting has made clear that motions may be amended at the meeting.
- 5.3 Every member who wishes to speak shall address the Chair and confine their speech to the subject under discussion.
- 5.4 No member shall address the meeting more than once on the same subject except as provided in 5.1 and 5.2.
- 5.5 The Chair may invite an officer or professional advisor of the Society present at the meeting to give a report and/or to respond to any comments or questions raised by a member.
- 5.6 In response to any questions or comments raised by a member, the Chair reserves the right to arrange for a written response to be forwarded to the member in due course.

6.0 Closure of Debate

- 6.1 All meetings shall terminate not later than two-and-a-half hours after the commencement time specified in the notice of the meeting.

7.0 Chair of Meetings

- 7.1 The Chair shall facilitate general meetings. If s/he 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.

- 7.2 The Chair may call attention to continued irrelevance, repetition, unbecoming language or any breach of order on the part of a member and may direct such member to discontinue their speech.
- 7.2 If the Chair considers that a motion or amendment has been discussed sufficiently, he/she may move that the question be now put, and the motion or amendment shall at once be put to the vote without further discussion.
- 7.3 The decision of the Chair on any point shall be final.
- 7.4 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 not have been carried.

BRADFORD CITY
SUPPORTERS SOCIETY LIMITED

BOARD MEMBERSHIP AND CONDUCT POLICY

1.0 Introduction

This document is drafted in accordance with the existing rules of [Bradford City Supporters Society Limited](#) and sets out the Board Membership and Conduct Policy of adopted pursuant to a resolution of the Society Board dated [21 November 2012](#).

The purpose of this policy is to ensure that:

- 1.1 the Society Board has the skills and experience which it needs to operate effectively;
- 1.2 the interests of the community served by the Society are adequately represented;
- 1.3 the level of representation of different groups on the Society Board strikes an appropriate balance having regard to their legitimate interest in the Society's affairs; and
- 1.4 the Board operates in an effective and professional way.

2.0 Definitions

- 2.1 "AGM" means the annual general meeting of the Society.
- 2.2 "Disciplinary Offence" means an Indictable Offence and/or offences described as a Disciplinary Offence in paragraphs 5.3, 7.8, 9.2 and 11.5 of this Board Membership and Conduct Policy
- 2.3 "Member(s)" means a member(s) of the Society.
- 2.4 "Society Board Member(s)" means a Member(s) of the Society Board including any persons co-opted onto the Society Board in accordance with the Rules.
- 2.5 "Election Policy" means a detailed set of rules and regulations of the Society set out in a separate policy statement.



- 2.6 “Board Membership and Conduct Policy” means the terms and conditions laid out in this document.
- 2.7 “Co-opted Member(s)” means a person(s) who and has/have been elected to the Society Board by Board Directors but not elected by the Members.
- 2.8 “Indictable Offence” means a criminal offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974) for dishonesty, fraud or dealing in drugs.
- 2.9 “Rules” means the rules and regulations of the Society laid out in the separate Rules document.
- 2.10 “Secretary” means the secretary of the Society.
- 2.11 “Treasurer” means the elected treasurer of the Society.
- 2.12 “Society” means [Bradford City Supporters’ Society Limited](#) (also known as [Bradford City Supporters Trust](#)).
- 2.13 “Society Board” means the elected Board of the Society including any co-opted Society Board Members.

3.0 Election of members

- 3.1 The Society Board shall comprise not less than **8** and not more than **15** Society Board Members.
- 3.2 Eight weeks before the AGM in each year the Secretary shall invite nominations for candidates to replace those elected members of the Society Board who are resigning at the AGM and/or to increase the number of Board Directors subject to the provisions of **3.1** above
- 3.3 Elections shall be governed in accordance with the Election Policy.

4.0 Co-opted members

- 4.1 The Board shall have power to co-opt up to **6** additional Society Board Members at its discretion. Co-opted Members may be co-opted to either fill a casual vacancy on the Society Board in accordance with Rule **65** of the Rules or as external directors in accordance with Rule **66** of the Rules. Co-opted



Members may have a specialist knowledge or specific skills required or attributes which the elected Board members feel would be beneficial to have on the Board. Also Members may be co-opted on the basis of their ability to fill those roles on the Board which remain vacant at any one time to ensure that the aims and objectives of the Society are met provided that elected Board Directors are not outnumbered by Co-opted Members.

4.2 The co-option of an additional Society Board Member shall be by resolution at any meeting of the Society Board at which two thirds of those present vote in favour. Co-opted Members of the Society Board will serve until the next AGM and may then either stand for election to the Society Board or seek a further period of co-option.

4.3 Co-opted Board members may not serve on a disciplinary committee

5.0 Principles of Board Membership

5.1 All members of the Society Board, whether elected or otherwise, must be members of the Society and in exercising their duty must at all times have in mind the aims and objectives of the Society.

5.2 With the exception of Co-opted Members co-opted onto the Society Board under Rule 66 of the Rules, all members of the Society Board must abide by decisions of the majority of them and take all such steps as are necessary or desirable to give effect to such decisions. Society Board members are expected to adhere to the principles of collective responsibility.

5.3 In particular, It shall be considered a disciplinary offence for a Society Board member to publicly criticise or to otherwise undermine any decision or policy of the Board.

5.4 It is expected that once decisions have been made by the Board, members in disagreement with them accept the decision as the settled view of the Board, with items already determined only being reconsidered in the light of new information or significantly changed circumstances.

5.5 The Society Board may by majority vote determine that Society Board members are not bound by collective responsibility in respect of any particular matter in which case the above shall not apply.

5.6 Society Board members shall not act in any way calculated to bring the Society into disrepute.

5.7 The Society shall maintain in force bank mandates which require that any cheque issued by the Society must bear the signature of two Society Board members.



5.8 No person can be a member of the Board:

5.8.1 (with the exception of Co-opted Members, co-opted onto the Society Board under rule 66 of the Rules) who ceases to be a Member of the Society

5.8.2 who has been a member of the Board for 12 consecutive years

5.8.3 who is subject to a bankruptcy order or has in place a composition with their creditors;

5.8.4 who is subject to a disqualification order made under the Company Directors Disqualification Act 1986;

5.8.5 who fails to abide by any rules for the conduct of elections made by the Board;

5.8.6 who is removed from office in accordance with the disciplinary process set out in paragraph 6 below;

5.8.7 in relation to whom a registered medical practitioner who is treating them gives a written opinion to the Society stating that they have become physically or mentally incapable of acting as a Director and may remain so for more than three months;

5.8.8 in relation to whom by reason of their mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights which they would otherwise have;

5.9 Any member of the Board who:

5.9.1 ceases to comply with the criteria set out in this Board Membership and Conduct Policy; or

5.9.2 (with the exception of Co-opted Members co-opted onto the Society Board under Rule 66 of the Rules) ceases to be a Member; or

5.9.3 resigns

is to vacate the office of Board member

5.10 Any member of the Board who

5.10.1 fails without good cause to attend 3 consecutive Board meetings; or



5.10.2 fails without good cause to participate in board training

is to vacate the office of Board member if required to do so by a majority of the other Board members.

6.0 Disciplinary Process

- 6.1 Where any Board member is deemed by a majority of the Board to have committed a Disciplinary Offence as defined in this document or has otherwise acted in a way which a majority of the Board believe is in contrast to the spirit of this document or the Rules, they shall be at liberty to constitute a Disciplinary Committee ("the Disciplinary Committee") to determine the facts and take such measures as the committee sees fit. If the Board decides to constitute a Disciplinary Committee the Board Member(s) concerned will be suspended until the Disciplinary Committee meets and shall not be entitled to vote nor attend Board meetings for the period of suspension
- 6.2 The Disciplinary Committee will consist of the then Chair and Vice-Chair of the Board unless one or both of them is the subject of the disciplinary action, in which case another member of the Board will be selected by the Board as Chair of the Committee and he/she shall have the casting vote if necessary. In addition up to 3 but no less than 2 other Board members (who shall not be the subject of the disciplinary action) shall sit on the Disciplinary Committee.
- 6.3 Either the Society Board or the members who are the subject of the hearing may request for an independent member to join the Committee. The Independent member will be selected on the basis of mutual agreement, and shall for the avoidance of doubt not be someone who has served with any of the subjects of the hearing on any board or committee and shall ideally not be a member of the Society itself.
- 6.4 In the event that it is not possible to agree the identity of the Independent member, Supporters Direct will select the Independent member.
- 6.5 All incidental expenses for Independent members shall be met by the Society.
- 6.6 The Disciplinary Committee shall meet as soon as is practicable (where possible within 7 days) after the Board meeting which constituted the Disciplinary Committee and shall invite the member concerned to attend or submit his/her version of events and/or mitigating circumstances. The Disciplinary Committee shall act honestly and equitably in assessing the facts of the disciplinary case before it and may impose such sanction as it sees fit, including for example, dismissal; further suspension to allow more facts to be gathered, after which a further meeting of the Disciplinary Committee shall be held; censure or warning. If appropriate the Disciplinary Committee may



choose to impose no sanction. If the member concerned fails to either attend or submit his or her version of events and/or mitigating circumstances as envisaged above the Disciplinary Committee can proceed and make such inferences as it sees fit from such non-attendance or non-submission.

- 6.7 The Board member subject to the disciplinary hearing may appeal against the decision of the Disciplinary Committee within 7 days of being notified of the decision. The appeal must be made to the Society secretary who shall contact Supporters Direct who shall appoint an independent organisation such as Co-operatives UK whose decision will be binding on all parties. The appeal will take place as soon as possible after the member concerned has requested it, and no later than 28 days following the date of receipt of the appeal. As the Independent organisation is independent of the Society there will be no further right of appeal by any party.
- 6.8 The final decision will be communicated to members only after the conclusion of the appeal, or when the date for the lodging of an appeal has passed without such appeal being lodged. The Secretary will be responsible for communicating the decision, and no members of the disciplinary committee shall make any comment about the proceedings publicly.

7.0 **Board Procedure**

- 7.1 The newly elected Board (after each AGM and not merely the first AGM) shall meet to select from amongst themselves a Chair, a Vice Chair, a Treasurer and a head for such sub-committees as the Board shall determine from time to time, having due regard to the roles and responsibilities prescribed for each of the positions and the skills and abilities of the members of the newly elected Board. The Society Secretary shall be appointed by the Society Board. As soon as practicable the names and roles of the new Board should be posted on the Society's website and sent out to members.
- 7.2 As per rule 61, Society Board Members will normally serve for periods of 3 years in accordance with this Board Membership and Conduct Policy after which time they may stand for re-election. Co-opted Society Board members may be re-appointed for a further period subject to the Rules and this Board Membership and Conduct Policy.
- 7.3 At the third annual general meeting of the Society a third of the members of the Board first elected by the members (to be chosen by lot) will resign from office. Thereafter the third of the members of the Board elected by the members who have served the longest at the date of the annual general meeting each year will resign. If at any time there is an uneven number of elected directors, the Board shall decide the number of elected directors to resign in accordance with this paragraph, which shall be approximately a third of the total number.



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- 7.4 Vacancies arising amongst the Society Board Members elected by the members will be dealt with as follows.
- 7.4.1 If a vacancy caused by retirement or removal is not filled at the general meeting at which they retire or are removed, the vacancy may be filled by the Board
- 7.4.2 A vacancy occurring by death or resignation may be filled by the Board.
- 7.4.3 In each case the member appointed to fill the vacancy is to retire at the next annual general meeting and the Board will make provision for an election to be held. For the avoidance of doubt the retiring member may stand for re-election at the meeting at which they retire.
- 7.5 With the exception of Co-opted Members co-opted onto the Society Board under Rule 66 of the Rules, Society Board Members will not receive any payment for serving on the Society Board other than the payment of expenses incurred in carrying out their duties.
- 7.6 All information held by the Society is subject to the Confidentiality principles set out below. Any Board member collecting details of new members must ensure that they forward all the correct information and monies to the secretary or a nominated person.
- 7.7 Society Board Member(s) must not arrange for or accept any undue or improper favours, match tickets or gifts from members of staff at any Sporting Club for personal gain. A breach of this rule is a Disciplinary Offence.

8.0 Declaration of Interest

A Director shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter, provided that nothing shall prevent a Member voting in respect of her/his terms and conditions of employment or any associated matter. A breach of this rule will result a disciplinary procedure.

9.0 Confidentiality and Collective Responsibility

- 9.1 Members of the Board acknowledge that discussions at Society Board Meetings are strictly confidential save where expressly stated not to be, and save for official reports of meetings, such as publication of approved minutes. With the exception of those circumstances set out below, all Board members shall keep all such discussions or information strictly private and confidential.



- 9.2 The confidentiality provisions shall not apply where a Board member is asked to co-operate with any statutory or regulatory body and should not stifle due and proper debate on issues within the confines of Board meetings or discussions between Board members conducted in confidence.

For the avoidance of doubt the confidentiality provisions above remain in force even after a member is no longer serving on the Society Board. Breach of the confidentiality provisions is a Disciplinary Offence.

- 9.3 Only persons authorised by the Society Board may act as spokespersons for the Society. Society Board Members who are not authorised as spokespersons have a duty to ensure that their public statements (including on electronic media) do not conflict with the policy agreed by the Society Board.

- 9.4 Where a Society Board Member is also a director or officer of a separate company or corporate entity in which the Society has an interest (“the other company”), that Society Board Member shall be bound by the duty of confidentiality to the Society and to the other company. It shall be the duty of the Society Board to put in place:

9.4.1 arrangements for the transmission of information between the Society and the other company; and

9.4.2 a statement of the duties of the Society Board Member within those arrangements.

- 9.5 A person who ceases to be a Society Board Member shall as soon as reasonably possible return to the Society Board all documents and electronic records held by that Society Board Member which have been held in conjunction with that person’s duties as a Society Board Member. Should those effects be not returned, the Society is authorised to involve outside agencies to secure their recovery, up to and including considering the failure to return such effects as unlawful possession of the Society’s property.

10.0 Officers

- 10.1 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. 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. A serving officer who is not re-elected to the Society Board at the annual general meeting shall nevertheless continue to perform interim duties solely to ensure normal administrative functions are undertaken to maintain the Society’s operations until the first Society Board meeting following the annual general meeting when a successor can be appointed. For the



avoidance of doubt; they should have no role in any substantive actions and all parties with whom they deal in this period should be advised as to this situation.

11.0 Treasurer

- 11.1 All money collected by Society Board Members on behalf of the Society must be either forwarded to the Treasurer for entry into the Society's Bank Account or deposited in Society's Bank Account with the consent of the Treasurer and a receipt provided to the Treasurer as soon as reasonably practicable. There will be no exception to this rule.
- 11.2 The Society may pay any reasonable expenses which Society Board Members properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.
- 11.3 The Treasurer has the authority to pay any reasonable expenses to the Society Board Members for phone calls, stationery etc without the consent of a full Society Board, but he/she must inform the Society Board of the amounts paid out. The Treasurer has the authority to authorise spending of up to £500 on any single item in preparation for a fund-raising event agreed by the fund-raising sub-committee and up to £250 for other matters but he/she must inform the Society Board of the amounts paid out.
- 11.4 An item "Declaration of Expenses" will form part of the Treasurer's report for each Society Board meeting. The Treasurer may only authorise the payment of expenses that have been declared in a Society Board Meeting.
- 11.5 All cash donations and payments taken must be recorded on a form approved by the Treasurer and as advised by the Society Auditor/Independent Examiner. At least two Society Board Members must sign the completed form. A failure to complete the form to the requirements of the Treasurer may be a Disciplinary Offence.

BRADFORD CITY
SUPPORTERS SOCIETY LIMITED

DISCIPLINARY POLICY

1.0 Introduction

This document is drafted in accordance with the existing rules of [Bradford City Supporters' Society Limited](#) and sets out the Disciplinary Policy adopted pursuant to a resolution of the Society at a General Meeting held on [21 November 2012](#)

The purpose of this policy is to ensure that:

1.1 Members agree to be bound by the rules of the Society which require that the conduct of members is not prejudicial to the Objects of the Society.

2.0 Definitions

2.1 “Member(s)” means a member(s) of the Society.

2.2 “Society Board Member(s)” means an elected Member(s) of the Society.

2.3 “Co-opted Member(s)” means a person(s) who is/are a Member(s) and has/have been elected to the Society Board by Society Board Directors but not elected by the Members.

2.4 “Board Membership and Conduct Policy” means a detailed set of rules and regulations of the Society set out in a separate policy statement which includes the procedure which should be followed in all cases relating to Society Board Members only.

2.5 “Disciplinary Offence” means a member has committed an Indictable Offence (as defined below at 2.6) or such act or deed which would adversely affect the reputation of the Society in accordance with 4.1 below

2.6 “Indictable Offence” means a criminal offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974) for dishonesty, fraud or dealing in drugs.

2.7 “Disciplinary Policy” means the terms and conditions laid out in this document.

2.8 “Rules” means the rules and regulations of the Society laid out in the separate Rules document

2.9 “Secretary” means the Secretary of the Society.

2.10 “Chair” means the elected chair of the Society Board.

2.11 “Society” means [Bradford City Supporters’ Society Limited](#) (also known as [Bradford City Supporters Trust](#)).

2.12 “Society Board” means the Board of the Society including any Co-opted Members.



3.0 Co-opted Society Board Members

3.1 Co-opted Society Board Members may not serve on a disciplinary committee.

4.0 Procedure

- 4.1 Where any Member is deemed by a majority of the Society Board to have committed a Disciplinary Offence as defined in this document or has otherwise acted in a way which a majority of the Society Board believe is in contrast to the spirit of this document and/or the Rules, they shall be at liberty to constitute a Disciplinary Committee ("the Disciplinary Committee") to determine the facts relating to the matter and take such measures as the Committee sees fit. If the Society Board decides to constitute a Disciplinary Committee the Member(s) concerned will be suspended from membership of the Society and shall not be entitled to vote nor attend general meetings for the period of suspension.
- 4.2 The Disciplinary Committee will consist of the then Chair and Vice-Chair of the Society Board unless one or both of them is the subject of the disciplinary action, in which case another member of the Society Board will be selected by the Society Board as Chair of the Disciplinary Committee. In addition up to 3 but no less than 2 other Society Board members (who shall not be the subject of the disciplinary action) shall sit on the Disciplinary Committee. The Chair of the Disciplinary Committee shall have the casting vote if necessary.
- 4.3 Either the Society Board or the Member(s) who are the subject of the hearing may request for an independent member to join the Disciplinary Committee. The independent member will be selected on the basis of mutual agreement, and shall for the avoidance of doubt not be someone who has served with any of the subjects of the hearing on any board or committee, and shall ideally not be a member of the Society itself.
- 4.4 In the event that it is not possible to agree the identity of the independent member, Supporters Direct will select the independent member.
- 4.5 All members of the Disciplinary Committee shall treat its proceedings as confidential, unless the subjects of the hearing waive that right directly, or violate the confidentiality through making public comment about its proceedings.
- 4.6 All incidental expenses for independent members shall be met by the Society.
- 4.7 The Disciplinary Committee shall meet as soon as is practicable (where possible within 7 days) after the Society Board meeting which constituted the Disciplinary Committee and shall invite the member concerned to attend or submit his/her version of events or mitigating circumstances. The Disciplinary Committee shall act honestly and equitably in assessing the facts of the disciplinary case before it and may impose such sanction as it sees fit, including for example, expulsion; further suspension to allow more facts to be gathered; after which time a further meeting of the Disciplinary Committee shall be held; censure or warning. If appropriate the Disciplinary Committee may choose to impose no sanction. If the member concerned fails to either attend or submit his/her version of events or mitigating circumstances as envisaged above the Disciplinary Committee can proceed and make such inferences as it sees fit from such non-attendance or non-submission and the Disciplinary Committee meeting may proceed in the Member(s) absence..
- 4.8 The Member(s) subject to the disciplinary hearing may appeal against the decision of the Disciplinary Committee within 7 days of being notified of the decision. The appeal must be



made to the Society Secretary who shall contact Supporters Direct who shall appoint an independent organisation such as Co-operatives UK whose decision will be binding on all parties. The appeal will take place as soon as possible after the member concerned has requested it, and no later than 28 days following the date of receipt of the request for an appeal hearing. As the independent organisation is independent of the Society there will be no further right of appeal by any party.

The final decision will be communicated to members only after the conclusion of the appeal, or when the date for the lodging of an appeal has passed without such appeal being lodged. The Secretary will be responsible for communicating the decision, and no members of the disciplinary committee shall make any comment about the proceedings publicly.

- 4.9 No member expelled from membership shall be re-admitted except by a special resolution of the Society in general meeting.

