



RULES OF HENDON FOOTBALL CLUB SUPPORTERS SOCIETY LIMITED

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Company Registration No; IP 30062R

Registered under the Co-Operative and Community Benefits Societies Act 2014

Adopted by Members Resolution on XX XXX 2020

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RULES

NAME AND DEFINITIONS IN THESE RULES

The name of The Trust is to be Hendon Football Club Supporters Society Limited, hereinafter referred to as its more commonly used name "The Trust";

Hendon Football Club is called "the Club";

Hendon Football Club (2008) Limited, a subsidiary of The Trust is called "HFC (2008) Ltd"

London is called "the Area".

INTERPRETATIONS

2. In these Rules:

"the Act" refers to the Co-operative and Community Benefit Societies Act 2014 or any Act or Acts amending or in substitution of it for the time being in force;

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

"The Trust" means the above-named Society;

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

"Trust 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;

"Casual Vacancy" a casual vacancy may arise through the death, resignation or disqualification of a serving Officer or Elected Trust Board Member.

"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 Trust to perform at least eight hours of work per week for The Trust;

"Independent Examination" means an independent examination of The Trust's and HFC (2008) Limited accounts which may only be carried out:

in years in which The Trust has dis-applied the obligation to conduct an audit in accordance with Section 83 of the Act.

For the avoidance of doubt, if The Trust and HFC (2008) Ltd are obliged under Section 85 of the 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;

Officers means the Chair, Vice Chair, Secretary and Treasurer of The Trust;

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

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

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

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

4. OBJECTS

The Trust's objects are either itself or through HFC (2008) Ltd and/or any other subsidiary to benefit the members, supporters and community by:

4.1 Being the democratic and representative voice of the members of the Club and strengthening the bonds between the Club, the supporters and community which it serves;

4.2. Benefiting present and future members and supporters of the Club and community served by the Club by promoting encouraging and furthering the game of football as a recreational facility, sporting activity and focus for community involvement;

4.3 Promoting responsible and constructive community engagement by present and future members of the communities served by the Club;

4.4 Operating democratically, fairly, sustainably, transparently and with financial responsibility;

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

4.6 Encouraging and promoting the principle of supporter representation on the board of any company owning or controlling the Club and to be the vehicle for democratic elections to The Trust Board.

4.7 The Club shall abide by the FA's Child Protection Policies and Procedures, Codes of Conduct and the Clubs' Equality Policy as shall be in place from time to time.

POWERS

5. The Trust 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 Trust's objects.

6. In order to achieve its objects The Trust may either itself or through HFC (2008) Ltd and/or any other subsidiary 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 Trust any lawful fund raising scheme;

6.5 buy and hold shares in HFC (2008) Ltd or any other subsidiary;

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 Trust;

6.8.2 any predecessor of The Trust; and

6.8.3 HFC (2008) Ltd and/ or any subsidiary company or trust of The Trust;

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

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

6.10.1 members of The Trust Board; or

6.10.2 Officers; or

6.10.3 employees; or

6.10.4 trustees of a pension fund of The Trust, HFC (2008) Ltd and/or any subsidiary of The Trust against any liability which they may have as a result of their involvement with The Trust or any subsidiary;

6.11 indemnify or take out and maintain insurance for the benefit of people who are or were elected or nominated by The Trust to serve on the board of HFC (2008) Ltd or any subsidiary;

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

6.13 co-operate with other supporters organisations, co-operatives and societies conducted for the benefit of the members, supporters and 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 Trust are not to be distributed either directly or indirectly in any way whatsoever among members of The Trust but shall be applied:

7.1 to maintain prudent reserves;

7.2 on expenditure to achieve The Trust's objects;

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

ASSET LOCK

8. Restriction on use: Pursuant to regulations made under section 1 of the Co-operatives and Community Benefit Societies Act 2003:

All of The Trust's assets are subject to a restriction on their use.

8.1 The Trust must not use or deal with its assets except-

8.1.1 where the use or dealing is, directly or indirectly, for the purpose that is for the benefit of the members, subsidiary and community;

8.1.2 to pay a member of The Trust the value of his withdrawable share capital or interest on such capital;

8.1.3 to make a payment pursuant under section 36 (payments in respect of persons lacking capacity) 37 (nomination by members of entitlement to property in Trust on member's death), 40 (death of a member: distribution of property not exceeding £5,000) of the Co-operative and Community Benefit Societies Act 2014;

8.1.4 to make a payment in accordance with the Rules of The Trust to trustees of the property of bankrupt members or, in Scotland, members whose estate has been sequestrated;

8.1.5 where The Trust is to be dissolved or wound up, to pay its creditors; or

8.1.6 to transfer its assets to one or more of the following:

8.1.6.1 a prescribed community benefit Trust whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;

8.1.6.2 a community interest company;

8.1.6.3 a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;

8.1.6.4 a charity (including a community benefit Trust that is a charity) ;or

8.1.6.5 a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.

8.2 Any expression used in this Rule which is defined for the purposes of regulations made under section 1 of the 2003 Act shall have the meaning given by those regulations.]

MEMBERSHIP

9. The members of The Trust are the people who have paid their annual subscription fee and whose names are entered in the register of members. The first members were the people who signed 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 football in the Area and is in sympathy with the objects of The Trust; and

10.3 agrees to take an active interest in the operation and development of The Trust and its business;

10.4 agrees to respect commercial confidentiality in relation to business decisions of The Trust; and

10.5 agrees to be bound by these Rules and by Rules 3 and 7 in particular.
The Trust Board shall have power to refuse membership to any person who does not in the opinion of The Trust Board meet these requirements.

11. Every fully paid up member holds one ordinary share in the capital of The Trust. No member may hold more than one ordinary share in The Trust either individually or jointly.

12. The Trust Board will decide and issue a form of application for membership. Members are to pay an annual subscription of such reasonable sum as The Trust Board shall decide, the first payment to be made at the time of application for membership. The sum of £1 from the first payment shall be applied to purchase an ordinary share in The Trust.

13. 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 Trust. The deputy will be entitled to exercise all rights of membership on behalf of the corporate body including seeking election as an Officer and speaking and voting at any general meeting. References in these Rules to a member being present in person include members which are corporate bodies being present through their deputy. No person may act as deputy for more than one corporate body or firm which is a member.

14. Members of The Trust under 16 may not:

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

14.2 vote in any election to the Trust Board

15. be a member of The Trust Board or other Officer of The Trust

SHARES

16. The Trust 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 Trust:

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 Trust Board;

17.3 Application for shares shall be made to The Trust Board who shall allot to members, upon their admission, the share or shares for which they have applied provided that the total number of shares allotted to any member shall not exceed the maximum shareholding permitted by these Rules or by law;

17.4 Shares shall be paid for in full on allotment.

ORDINARY SHARE PROVISIONS

18. The ordinary shares of The Trust shall be of the nominal value of £1.00.

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 Trust.

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

COMMUNITY SHARE PROVISIONS

21. In order to fund its business, The Trust may issue Community Shares. Community Shares may be issued in such denomination and upon such terms as The Trust 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 Trust Board;

21.2 The Trust 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 Trust 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 Trust Board considers to be necessary to attract the funding needed for the business of The Trust 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 Trust Board having regard to the long term interests of The Trust, the need to maintain prudent reserves and The Trust'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 Trust, 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;

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 Trust 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;

22.7 are expelled under these Rules; or

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

23. A member may be expelled for conduct prejudicial to The Trust in accordance with any Disciplinary Policy adopted by The Trust.

23.1 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of seventy-five per cent (75%) of the members present in person or by proxy and voting on a poll at any general meeting of which notice has been properly given.

ORGANISATION

24. The powers of The Trust are to be exercised by the members and The Trust Board 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 seventy five percent (75%) of the members voting in person or by proxy at a general meeting but not otherwise give directions to The Trust 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 Trust's contractual, statutory and other legal obligations; and

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

26.2 Any person who deals with The Trust in good faith and is not aware that a direction has been given may deal with The Trust on the basis that no direction has been given.

DUTIES AND POWERS OF THE TRUST BOARD

27. The Trust Board is to ensure that the business of The Trust is conducted in accordance with these Rules and with the interests of the members, supporters and community and in accordance with the Board Membership and Conduct Policy adopted by The Trust and shall appoint Directors and a Chair of HFC (2008) Ltd and any other Subsidiary.

27.1 The Trust Board shall be responsible for the composition of the Board of Directors of HFC (2008) Ltd and any other Subsidiary and shall develop, maintain and communicate a clear policy on those operational matters the responsibility for which is to be reserved to the Chair and the Directors of HFC (2008) Ltd and any other Subsidiary.

The Trust Board:

27.2 may exercise all The Trust's powers which are not required by these Rules or by statute to be exercised by The Trust in general meeting;

27.3 may delegate any of its powers to Committees consisting of such of its own number (and others, provided that Trust 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 Trust Board. The following provisions apply to any such delegation:

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

27.3.2 the proceedings of any sub-Committee shall be governed by the rules regulating the proceedings of The Trust Board so far as they are capable of applying;

27.4 shall determine from time to time the categories of transaction which require the approval of The Trust Board;

27.5 The Trust Board reserves the right to treat certain business as strictly confidential;

GENERAL MEETINGS

28. The Trust 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 Trust 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 Trust's Standing Orders for General Meetings which shall be determined by The Trust Board.

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 Trust Board and HFC (2008) Ltd and auditor (if any);

29.2 the appointment of an auditor, if required;

29.3 the election of Members to The Trust Board or the results of the election if held previously by ballot;

29.4 The election of the Officers who have been recommended by The Trust Board (Rule 79.1), or have been properly proposed in accordance with the Election Policy (Rule 58). The results of an election if previously held by ballot will be confirmed at the meeting.

29.5 the audit of any other aspect of the performance of The Trust;

29.6 the application of surplus; and

29.7 the transaction of any other business included in the notice convening the meeting. The business of any general meeting shall comprise:

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

29.9 consideration of any resolution proposed by The Trust Board; and

29.10 consideration of any other business relating to the affairs of The Trust which any member or The Trust 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 Trust Board may convene a general meeting of The Trust. The purpose of the general meeting shall be stated in the application and notice of the meeting.

32. The Trust Board upon an application by not less than 20 members or 10% of the membership, whichever is the greater, delivered to The Trust'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.

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 Trust Board have not convened a special general meeting, any three Members of The Trust acting on behalf of the signatories to the application may convene a special general meeting, and shall be reimbursed by The Trust 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 Trust 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 Trust 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 Trust and the member has notified The Trust of an e-mail address) by e-mail to their registered e-mail address. Notices or communications sent by second class post to members at their registered address are deemed to have been duly served 72 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 Trust 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 10% of the members entitled to vote at the meeting whichever is lower.

39. The Trust Board shall decide where a general meeting is to be held.

40. If The Trust has appointed an auditor in accordance with these Rules they shall be entitled to attend general meetings of The Trust and to receive all notices of and communications relating to any general meeting which any Member of The Trust 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 Trust 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 Trust Board member shall facilitate the meeting. If no other Trust 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 Trust 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 Trust 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 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 Trust's Rules;

49.1.2 The decision to wind up The Trust.

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 who must be a fully paid up member of The Trust 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 Trust 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 Trust or at such other place within the United Kingdom as The Trust 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 Trust 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 Any question as to the validity of a proxy is to be determined by the Chair of the meeting whose decision is to be final.

54. 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 Trust 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.

COMPOSITION OF THE TRUST BOARD

56. With effect from The Trust's 2020 Annual General Meeting, The Trust shall have a Board comprising not less than five (5) Elected Members and not more than twelve (12) Elected Members.

57. The Trust Board from registration until the first Annual General Meeting were appointed by the members on whose application The Trust is registered.

58. Elected Board Members shall be elected only in accordance with the Election Policy adopted by The Trust.

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

60. A retiring Elected Trust Board member shall be eligible for re-election at the Annual General Meeting.

61. At the Annual General Meetings following the first Annual General Meeting of The Trust one third of the Members of The Trust Board first elected by the members (to be chosen by lot) will resign from office. Thereafter one third of the Members of The Trust 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 Trust Board Members or the number of Elected Trust Board Members is not divisible by three, The Trust Board shall decide the number of Elected Trust Board Members to resign in accordance with this Rule, which shall be approximately one third of the total number.

62. New Elected Trust Board Members shall be elected in accordance with The Trust's Election Policy including by authenticated electronic means and postal ballot.

63. In the event of a Casual Vacancy occurring in relation to any Elected Trust Board Member, the Board shall have power (but shall not be obliged) to appoint a suitably qualified person as an Elected Trust Board Member until the next AGM, and such person shall be eligible for re-election in accordance with these rules.

63.1. The Trust Board may co-opt up to 3 people who are representative of (or for) the different groups below to ensure that the level of representation on the Trust Board strikes an appropriate balance having regard to their legitimate interest in the Trust's affairs. They may serve for an agreed period, subject to review at least every twelve (12) months and may be removed from the Board at any time by a resolution passed by a majority of Elected Trust Board members. Members co-opted under this rule shall not have voting rights at Trust Board meetings and may not be appointed as an Officer of the Trust Board.

Hendon Youth FC;
 Disabled supporters;
 HFC Supporters Association;
 Employees of the Club - Hendon FC (2008) Ltd;
 Local community;
 Kingsbury Town Management Co. Ltd (KTMC);
 Other SJP users/stakeholders

63.2. The Trust Board may co-opt up to three (3) external members to The Trust Board who shall be selected by virtue of their specialist skills and experience considered to be of benefit to The Trust.

64. The co-optees under Rule 63.1 and the external members under Rule 63.2 are both in addition to the number of Elected Trust Board Members specified in Rules 56 and 63.

64.1 A Trust Board Member co-opted in accordance with this rule shall serve for a fixed period determined by The Trust Board at the time of co-option, subject to a review at least every twelve (12) months, may be removed from office at any time by a resolution passed by a majority of the Members of The Trust Board, and may be remunerated in an amount (to be disclosed in the published accounts) from time to time, as fixed by The Trust Board. A member co-opted in this way will not have voting rights at Trust Board meetings and may not be appointed as an Officer of the Trust Board.

65. In the event that the size of The Trust Board should drop below the minimum number of Members prescribed in these Rules, The Trust Board may act to increase their number or to call a General Meeting of The Trust, but for no other purpose.

66. The Trust Board shall ensure that the business of The Trust is conducted in accordance with these Rules and with the interests of the community and in accordance with any by-laws, policies or procedures adopted by The Trust.

TRUST BOARD MEETINGS

67. At the request of two (2) Trust Board Members, the Secretary shall call a Trust Board meeting. The notice shall be emailed or, when requested, posted to all Trust Board Members individually. At least seven (7) clear days' notice shall be given of Trust Board meetings. Notice of any meeting of the Board must indicate the date, time and place of the meeting and, if the Trust Board Members participating in the meeting will not be in the same place, how they will communicate with each other.

67.1 The Chair of HFC (2008) Ltd is to attend and /or report at each meeting of The Trust Board.

68. The Trust Board 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 Trust's Standing Orders for Board Meetings, which shall be determined by the Trust Board.

68.1 The Trust Board will meet at least 4 times in every calendar year at such times and places as they think fit. Seven clear days' notice of the date and place of each meeting is to be given in writing by the Secretary to all Members of The Trust Board. A Trust Board meeting may be called by shorter notice if it is so agreed by all The Trust Board members entitled to attend and vote at the meeting.

69. A Trust Board Member is able to exercise the right to speak at a meeting of the Trust Board and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Trust Board may make whatever arrangements they consider appropriate to enable those attending a meeting of the Trust Board to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a meeting of the Trust Board, it is immaterial whether any two or more Trust Board Members 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.

70.1. No one individual of The Trust Board may have the unfettered ability to make a decision which would normally be made by a majority vote of The Trust Board.

71. A written resolution, circulated to all of The Trust Board and signed by a simple majority of The Trust Board, shall be valid and effective as if it had been passed at a Trust Board meeting duly convened and held. A written resolution may consist of several identical documents signed by one or more of The Trust Board.

72. The Trust Board may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

QUORUM

73. The quorum necessary for the transaction of business at a meeting of The Trust Board shall be five (5) Elected Trust Board Members.

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

CHAIR

75. The Trust Chair shall facilitate meetings of The Trust Board. If he or she is absent or unwilling to act at the time any meeting proceeds to business then The Trust Board Members 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 Trust Board Member shall declare an interest in any contract or matter in which he/she has a personal, material or financial interest in accordance with The Trust's Board Membership and Conduct Policy.

EXPENSES

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

TERMINATION OF A TRUST BOARD MEMBER'S APPOINTMENT

78. A person ceases to be a Trust Board Member 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 Trust Board may nominate from among their own number a Chair, Vice Chair, Secretary, Treasurer annually in accordance with The Trust Board Membership and Conduct Policy. These Officers shall have such duties and rights as may be bestowed on them by The Trust Board or by statute and any Officer appointed may be removed by The Trust Board.

79.1. The Trust Board Chair, Vice Chair, Secretary, Treasurer shall be such individuals as shall be approved or re-appointed by the membership at the Annual General Meeting.

SECRETARY

80. The Trust Board shall appoint a Secretary to The Trust Board, (in accordance with Rule 79 and 79.1) for such term 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 Trust 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 Trust Board may delegate any of its powers to Committees of The Trust Board and in particular may appoint a sealing Committee.

82. The Trust Board will:

82.1 decide the membership of each Committee;

82.2 each Committee may appoint the Chair of each Committee from the Committee's membership;

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 Trust Board will in respect of each year of account ending on 30 June:

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

83.1.1 deal with the affairs of The Trust, HFC (2008) Ltd and any other Trust or subsidiary company as a whole for that year; and

83.1.2 give a true and fair view of the income and expenditure of The Trust, HFC (2008) Ltd and any other Trust or subsidiary company for that year;

83.2 ensure that a balance sheet giving at that date a true and fair view of the state of the affairs of The Trust, HFC (2008) Ltd and any other Trust or subsidiary company is prepared.

83.3 in any year of account The Trust and HFC (2008) Ltd shall not be required to appoint auditors if they are exempt under the Act and has dis-applied the obligation to do so in accordance with the Act.

83.4 in any such year, an Independent Examination shall be carried out and all references in Rules 29, 35, 40, 86, 87 and 90 to “auditor(s)” and “audited” shall be read as “Independent Examiner” and “Independently Examined” respectively and Rules 88, 89, 91 and 92 shall not apply.

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

83.6 no decision to dis-apply 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 Trust and HFC (2008) Ltd in that financial year is higher than the specified threshold for audit exemption, should such exemption be allowed under that policy.

84. The Trust 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 Trust Board on the position of the affairs of The Trust, HFC (2008) Ltd and any other subsidiary signed by the Chair of the Trust Board meeting at which the report is adopted.

85. The Trust Board is not to cause to be published any balance sheet unless (if an auditor has been appointed) it has previously been audited by the auditor and it incorporates a report by the auditor that it gives a true and fair view of the income and expenditure of The Trust and HFC (2008) Ltd, as the case may be. Every revenue account and balance sheet published for The Trust is to be signed by the Secretary and by two (2) Trust Board members acting on behalf of The Trust Board. Every balance sheet for HFC (2008) Ltd is to be signed by two (2) Directors of HFC (2008) Ltd acting on its behalf.

86. Subject to Rule 83.4, a qualified auditor must be appointed to audit The Trust’s and HFC (2008) Ltd accounts and a balance sheet for each financial year. In this Rule “qualified auditor” means a person who is a qualified auditor under Section 91 of the Act.

87. Subject to Rule 83.4, the auditor shall, in accordance with Section 87 of the Act, make a report to The Trust on the accounts examined by them and on the revenue account or accounts and the balance sheet of The Trust and HFC (2008) Ltd for the year in question.

88. None of the following persons is to be appointed as auditor of The Trust or HFC (2008) Ltd:

an Officer or servant of The Trust or HFC (2008) Ltd; or

a person who is a partner or close relative of or in the employment of or who employs an Officer or servant of The Trust or HFC (2008) Ltd.

89. Subject to Rule 83.4, the first appointment of an auditor shall be made within three months of the registration of The Trust and shall be made by The Trust Board if no General Meeting is held within that time. The Trust 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 Trust.

90. Subject to Rule 83.4, an auditor for the preceding financial year shall be re-appointed as auditor of The Trust, HFC (2008) Ltd and any subsidiary 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 he/she shall not be re-appointed; or

90.2 he/she has given notice in writing to The Trust of her/his unwillingness to be re-appointed; or

90.3 he/she is ineligible for appointment as auditor of The Trust and HFC (2008) Ltd for the current financial year; or

90.4 he/she has ceased to act as auditor of The Trust and HFC (2008) Ltd by reason of incapacity.

91. Any resolution of a General Meeting of The Trust 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 Trust 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 Trust in the manner prescribed in these Rules and in writing to the auditors.

ANNUAL RETURNS

92. The Trust will make an annual return to the Registrar (or any other body that succeeds its function) as required by the Act. HFC (2008) Ltd will make an annual return to Companies House (or any other body that succeeds its function).

93. The Trust 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 Trust 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 Trust 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 Trust has more than 1000 members when the meeting is called. [Rule 8 may not be amended or rescinded.]

CHANGES TO THE CONSTITUTION

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

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

96.2 transfer its engagements to another Trust 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 Registered Trust 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 Trust may, to the extent permitted by the law for the time being in force and with the authority of The Trust Board, be invested:

97.1 in the shares of any company or Trust;

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

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

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

DISSOLUTION

100. The Trust 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. Subject to Rule 8, if on the winding up or dissolution of The Trust 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 Trust shall be transferred to any other Trust unless that Trust has in its rules a rule substantially in the terms of this Rule.

INDEMNITY

102. Subject to the following rule, any Trust Board Member or former Trust Board Member may be indemnified out of The Trust's assets against:

102.1 Any liability incurred by that Trust Board Member in connection with any negligence, default, breach of duty or breach of trust in relation to The Trust;

102.2 Any liability incurred by that Trust Board Member in connection with the activities of The Trust in its capacity as a trustee of an occupational pension scheme;

102.3 Any other liability incurred by that Trust Board Member as an Officer of The Trust.

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

104. The Trust Board may decide to purchase and maintain insurance, at the expense of The Trust, for the benefit of any Trust Board Member or former Trust Board Member in respect of any loss or liability which has been or may be incurred by such a Trust Board Member in connection with their duties or powers in relation to The Trust or any pension fund or employees' share scheme (if established) of The Trust.

MISCELLANEOUS ADMINISTRATIVE PROVISIONS

105. The Trust Board may make or adopt bye-laws, policies or procedures for the conduct of The Trust'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 Trust Board shall be valid, notwithstanding that it is afterwards discovered that there was any defect in the appointment of any Trust Board Member or that any one or more of them were disqualified and shall be as valid as if every Trust Board Member had been duly appointed and was duly qualified to serve.

107. The Trust 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 Trust to have been known at that time to the person concerned.

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

108.1 Proceedings at meetings of The Trust; and

108.2 Proceedings at meetings of The Trust Board and its sub-Committees which include names of The Trust Board Members 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 Trust has a seal it shall be kept in the custody of the Secretary and used only by the authority of The Trust Board. Sealing shall be attested by the signature of two Members of The Trust Board or of one Member of The Trust Board and the Secretary for the time being. If The Trust does not have seal, a document which would have previously required to be sealed, should be signed by a Trust Board Member and secretary or two Trust Board Members and accompanied by a written statement that the document has been executed by The Trust as if under common seal.

110. The Trust's registered office is at 293 Kenton Lane, Harrow, Middx HA3 8RR. The Trust 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 postal and electronic 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 Trust 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 Trust 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 Trust 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 Trust as The Trust Board directs.

111. Subject to the provisions of the Data Protection Act the registers to be maintained by The Trust may be kept in electronic form.

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 Trust.

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

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 Trust 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 Trust is to be engraved in legible characters on its seal if it has one.

118. The registered name of The Trust is to be displayed on the outside of the registered office and every other office or place in which the business of The Trust is carried on. The registered name of The Trust 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 Trust;

118.3 bills, invoices, receipts and letters of credit of The Trust.

119. The Trust is registered EITHER

meeting the condition of registration requiring it to conduct its business for the benefit of the community OR

as a community benefit Trust.

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

DISPUTES

121. Every unresolved dispute which arises out of these Rules between The Trust 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 Trust; or

121.5 an Officer of The Trust;

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

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

SIGNATURES OF MEMBERS

FULL NAMES

DATE

SIGNATURE OF SECRETARY

FULL NAME

DATE