

STANDING ORDERS OF THE FOOTBALL ASSOCIATION OF WALES LIMITED

(“Association”)

Frequency of Council Meetings

1. Meetings of the Council shall be held at bi-monthly intervals and always in Wales. They should rotate in turn between South and North Wales. The Officers of the Association may arrange additional meetings or cancel a meeting of the Council at their discretion.

Notice

2. (a) Subject to Standing Order 10 below, any member of the Council wishing to propose a matter for inclusion on the agenda of a meeting of the Council shall give notice in writing, signed by the member giving notice and delivered at least fourteen clear days before the next meeting of the Council, to the office of the Chief Executive Officer by whom it shall be dated and numbered in the order in which it is received. Save for such matters, the matters for inclusion on the agenda for each meeting shall be as stipulated by the Chairman.
- (b) Seven clear days at least before a meeting of the Council, a notice of the meeting, specifying the date, time, venue and business proposed to be transacted, shall be given to every member of the Council but need not be in writing.
- (c) The Chief Executive Officer shall set out in the notice of every meeting of the Council all matters stipulated by the Chairman and any of which notice has been duly received from members of the Council, and in the latter case, in the order in which they have been received (unless the member giving such notice has since withdrawn it in writing).
- (d) No matter which does not appear on the agenda of the meeting of Council shall be considered at the meeting unless it is certified as being a matter of urgency by the Chairman and two-thirds of the members present at the time of the vote give their consent.

Chairman

3. (a) The President of the Association for the time being shall be the Chairman of the Council and shall preside over all meetings of the Council. If the President has notified the meeting of his absence in advance, or if the President is not present within ten minutes of the time which the meeting is due to start, the senior Vice-President of the Association shall preside. If both the President and the senior Vice-President are absent from the meeting the junior Vice-President shall preside. In the absence of the President or a Vice-President, such member of the Council as the members shall choose shall preside.
- (b) Any power or duty of the Chairman in relation to the conduct of the Council meeting may be exercised by the person presiding at the meeting.

Quorum and Participation

4. (a) The quorum for any meeting of Council shall be seven.
- (b) If during any meeting of the Council, the Chairman after counting the number of members present, declares that there is not a quorum present, the meeting shall stand adjourned to a time fixed by the meeting or, if not so fixed, to the next ordinary meeting of the Council.
- (c) Participation in a meeting of the Council shall be in accordance with Article 11 of the Association's Articles of Association.

Order of Business

5. The order of business at every meeting of the Council shall be:-
 - (a) To choose a person to preside if the President and Vice-Presidents are absent.
 - (b) To approve (as amended, if necessary) as a correct record the minutes of the last meeting of the Council.
 - (c) To consider any matters arising from the minutes of the last meeting.
 - (d) To dispose of matters (if any) remaining from the last meeting.
 - (e) To receive and ratify the minutes of the meetings of Committees of the Council which shall be moved by the respective chairmen or deputies of each Committee.
 - (f) To consider all other matters in the order in which they appear on the agenda of the meeting.
 - (g) The Chairman shall have the power at any time to vary the foregoing order of business.

Minutes

6. (a) When a vote of the members of Council is taken on any matter during a meeting, a record shall be kept of the number of abstentions and the votes for or against the motion and any casting vote of the Chairman and this information shall be recorded in the minutes.
- (b) The Chairman shall put the question that the minutes of the previous meeting of the Council be approved as a true record.
- (c) No discussion shall take place upon the Council minutes, except upon their accuracy, and any question of their accuracy shall be raised by motion (of which at least 24 hours notice shall have been given to the Chairman). If no such question is raised or, if it is raised, then as soon as it has been disposed of, the minutes shall stand as a correct record.
- (d) The minutes of all Council and Committee meetings shall be sent to each member together with the notice calling the next meeting of the Council.
- (e) Minutes of all Council meetings, and minutes of all Committee meetings, shall be published on the Association's website as soon as

reasonably possible following approval of Council minutes and ratification of Committee minutes by Council, subject to any necessary redaction to protect confidential or sensitive information or material.

Rules of Debate

7. (a) *Motions and amendments*
A motion or amendment shall not be discussed unless it has been proposed and seconded, and unless notice has already been given in accordance with Standing Order 2(a). A motion or amendment shall, if required by the Chairman, be put into writing and handed to the Chairman before it is further discussed or put to the meeting.
- (b) *Secunder's speech*
A member when seconding a motion or amendment may, if he then declares his intention to do so, reserve his speech until a later period in the debate.
- (c) *Only one member to stand at a time*
A member when speaking shall stand and address the Chairman. If two or more Members rise, the Chairman shall call on one to speak and the other or others shall sit. While a member is speaking the other members shall remain seated, unless rising to a point of order or in personal explanation.
- (d) *Content and length of speeches*
A member shall direct his speech to the question under discussion, to a personal explanation or to a point of order. No speech shall exceed five minutes except by consent of the Council.
- (e) *When a member may speak again*
A member who has spoken on any motion shall not speak again whilst it is the subject of debate, except:-
- (i) to speak once on an amendment moved by another member;
 - (ii) in exercise of a right of reply given by paragraph (l) of this Standing Order;
 - (iii) on a point of order;
 - (iv) by way of personal explanation.
- (f) *Amendments to motions*
An amendment shall be relevant to the motion and shall be either:-
- (i) to refer the subject of debate to a committee for consideration or reconsideration;
 - (ii) to leave out words;
 - (iii) to leave out words and insert or add others;
 - (iv) to insert or add words;

but such omission, insertion or addition of words shall not have the effect of negating the motion before the Council.

- (g) Only one amendment may be moved and discussed at a time and no further amendment shall be moved until the amendment under discussion has been disposed of. The Chairman may permit two or more amendments to be discussed (but not voted on) together if circumstances suggest that this would facilitate the proper conduct of the Council's business.
- (h) If an amendment be lost, other amendments may be moved on the original motion. If an amendment be carried, the motion as amended shall take the place of the original motion and shall become the motion upon which any further amendment may be moved.
- (j) *Alteration of motion*
A member may with the consent of the Council signified without discussion:-
- (i) alter a motion of which he has given notice, or
 - (ii) with the further consent of his seconder alter a motion which he has moved,
- if (in either case) the alteration is one which could be made as an amendment thereto.
- (k) *Withdrawal of motion*
A motion or amendment may be withdrawn by the mover with the consent of his seconder and of the Council, which shall be signified without discussion, and no member may speak upon it after the mover has asked permission for its withdrawal, unless such permission shall have been refused.
- (l) *Right of reply*
The mover of a motion has a right to reply at the close of the debate on the motion, immediately before it is put to the vote. If an amendment is moved, the mover of the original motion shall also have the right of reply at the close of the debate on the amendment, and shall not otherwise speak on the amendment. A member exercising his right of reply shall not introduce a new matter. After every reply to which this paragraph refers a decision shall be taken without further discussion.
- (m) *Motions which may be moved during debate*
When a motion is under debate no other motion shall be moved except the following:-
- (i) to amend the motion;
 - (ii) to adjourn the meeting or debate. If the Chairman, in his opinion, considers the matter before the meeting has not been sufficiently discussed on that occasion the Chairman shall put the adjournment motion to the vote without giving the mover of the original motion his right of reply on that occasion;
 - (iii) to proceed to the next business. If the Chairman, in his opinion, considers that the matter before the meeting has been sufficiently discussed the Chairman shall first give the mover of the original motion a right of reply and then put to the vote the motion to proceed to next business;

- (iv) that the question be now put. If the Chairman, in his opinion, considers that the matter before the meeting has been sufficiently discussed the Chairman shall first put to the vote the motion that the question be now put and if it is passed then give the mover of the original motion his right of reply in accordance with paragraph (l) of this Standing Order before putting his motion to the vote;
 - (v) that a member be not further heard.
- (n) *Points of Order*
- (i) A member may rise on a point of order in personal explanation, and shall be entitled to be heard forthwith. A point of order shall relate only to an alleged breach of a standing order or statutory provision and the way in which the member considers it has been broken. A personal explanation shall be confined to some material part of a former speech by the member which may appear to have been misunderstood in the present debate.
 - (ii) The ruling of the Chairman on a point of order or on the admissibility of a personal explanation shall not be open to discussion.

Voting

8. (a) Subject to Standing Order 8(c) below, the mode of voting at meetings of the Council shall be by show of hands but on the requisition of any member of the Council the voting on any question shall be by ballot. Only those members of the Council eligible to do so, and present at the time of the vote, shall vote at any meeting of the Council. A non-member of Council co-opted to attend a meeting (including, without limitation, to present a report or provide guidance or advice) shall not have the right to vote or move or second a motion. For the avoidance of doubt the two external members of the Executive Committee and the two representatives appointed by the clubs on each of the Welsh Premier League Panel and Welsh Premier Women's League Panel respectively are and will be full members (not co-opted members) of the respective Committees with the right to vote or move or second a motion.
- (b) The Chairman of a meeting of the Council shall be entitled to a second or casting vote in the case of an equality of votes.
 - (c) Voting rights in meetings of the Council shall be in accordance with Article 14 of the Association's Articles of Association.
 - (d) Before Council votes on any motion or amendment it must identify and if necessary consider any relevant Rule governing the matter under discussion and the minutes of the meeting are to record in full the wording of that Rule.
 - (e) The Council, when identifying and considering any relevant Rule governing the matter under discussion should, before voting, clarify whether or not that Rule grants the Council discretion when making a decision and if so the Council must consider whether or not that discretion be exercised before a vote on the matter under discussion

takes place. The identification of discretion reserved to Council in any Rule must be recorded in the minutes of the meeting and, where Council considers whether or not that discretion be exercised, a record of the debate must be made in the minutes.

Disorderly Conduct

9. (a) It shall be the duty of the Chairman to preserve order at meetings of the Council. Members shall show respect for the Chair at all times. Members will resume their seat and will be silent when the Chairman stands at any time during the meeting.
- (b) If any member of the Council in the opinion of the Chairman, notified to the meeting of Council, misconducts him or her self by disregarding the ruling of the Chair or by behaving irregularly, improperly, offensively or by obstructing the business of the Council, the Chairman or any other member may move “The member named be not further heard” and, if seconded, shall be put and determined without discussion.

Rescission of Preceding Resolution

10. No motion to alter or rescind, or otherwise contrary to, any resolution passed by Council within the preceding six months, and no motion or amendment to the same effect as one which has been rejected within the preceding six months, shall be proposed unless the notice thereof, otherwise given in pursuant of Standing Order 2(a), is signed by at least two-thirds of the members of the Council.

Suspension of Standing Orders

11. Any motion for the suspension of Standing Orders at a meeting of the Council shall not be carried unless supported by at least two-thirds of the members present, and eligible to vote, at the time of the vote.

Standing Committees

12. The Committees of the Association shall be:-
 1. Officers Committee
 2. Executive Committee
 3. International Game Board
 4. National Game Board
 5. Community Game Board
 6. Referees Committee
 7. Scrutiny Committee
 8. Welsh Premier League Panel
 9. Welsh Premier Women’s League Panel

13. The Welsh Premier League Panel and the Welsh Premier Women's League Panel shall apply at all times the rules, regulations and policies of the National Game Board insofar as they are applicable to each League.
14. The Council may from time to time create other Committees. Each Committee may from time to time create sub-Committees, panels, boards or working groups to assist in its work.
15. Each Committee shall be composed of those members appointed or selected as set out below in these Standing Orders.
16. Each Committee shall have full powers to make decisions in their own remit and budget.
17. The Chairman of the Officers Committee and Executive Committee shall be the President of the Association. All other Committees shall appoint their own Chairman. All Committees shall appoint their own Deputy Chairman. The appointment of Chairman and Deputy Chairman shall be for the triennial as set out in the Rules. The Chairman of a meeting of a Committee shall be entitled to a second or casting vote in the case of an equality of votes.
18. Three members of a Committee shall form a quorum.
19. Each Committee shall meet monthly. The Chairman of the Committee may arrange additional meetings or cancel a meeting at their discretion. Any notice convening an additional meeting shall state the particular business to be transacted and no other business shall be transacted at that meeting.
20. Save for the President (for whom there shall be no limit), no member of Council shall be a member of more than three Committees. For this purpose, performance of any of the following roles by a member of Council shall count as membership of a Committee:-
 - being appointed as one of the four Chairmen designate of the Association's Disciplinary Panel; or
 - sitting as the Association's representative on any outside body including, without limitation, the boards of FAW Football in the Community Limited, FAW Grounds Improvements Limited or FAW Football Development Centre Limited.
21. Save where stated to the contrary or otherwise where the context so requires, the provisions of these Standing Orders which are stated as applying to the proceedings of the Council shall also apply to the proceedings of the Council's Committees and sub-Committees.

Composition, Power and Duties of Committees

22. Officers Committee

- i. Comprised of:-
 - President.
 - Two Vice-Presidents.
 - Treasurer.

- ii. Responsibility for:-
 - Public Relations (related to the responsibilities of the Committee).
 - All staff matters including the recruitment of senior staff.
 - Approval of the skills and training programme for all staff and Council.
 - FIFA, UEFA and IFAB.
 - Discipline.
- iii. The Officers Committee shall have plenary powers to make emergency decisions on any matter.

23. Executive Committee

- i. Insofar as reasonably possible, shall include a mixture of football and business skills and knowledge and shall comprise:-
 - President.
 - Two Vice-Presidents.
 - Treasurer.
 - Six Council Members (appointed by Council).
 - The Welsh Premier League representative on the Council.
 - The Welsh Premier Women's League representative on the Council.
 - Two external members (approved by the Council).
- ii. Responsibility for:-
 - General policy and strategy.
 - All financial matters including salaries and setting budgets.
 - Considering and reporting to Council on all matters relating to the Rules and Regulations of the Association.
 - All commercial matters.
 - Public Relations (related to the responsibilities of the Committee).
 - WGI (strategy and finance).
 - All matters of a political nature, including Sport Wales.

24. International Game Board

- i. Comprised of:-
 - President.
 - Three Members of Council (appointed by Council) from those Councillors elected by Qualifying Clubs in the North Wales Area.

- Three Members of Council (appointed by Council) from those Councillors elected by Qualifying Clubs in the South Wales Area.
 - One Member of Council (appointed by Council) from those Councillors representing the North Wales Coast FA, the North East Wales FA and the Central Wales FA Area Associations.
 - One Member of Council (appointed by Council) from those Councillors representing the South Wales FA, West Wales FA and Gwent County FA Area Associations.
 - One Life Vice-President (appointed by Council).
 - One Life Councillor (appointed by Council).
- ii. Chairman and Vice-Chairman to be involved with the Officers in the recruitment of National Team Management.
- iii. Responsibility for:-
- Men's A, Men's Under 21s, Men's Under 19s, Men's Under 17s.
 - Women's A, Women's U19s, Women's U17s.
 - Development squads.
 - Futsal (representative squad).
 - The Welsh Academies Representative Squad (Semi-professional).
 - Coaching and player development.
 - Medical.

25. National Game Board

- i. Comprised of:-
- President.
 - Three Members of Council (appointed by Council) from those Councillors elected by Qualifying Clubs in the North Wales Area.
 - Three Members of Council (appointed by Council) from those Councillors elected by Qualifying Clubs in the South Wales Area.
 - The Welsh Premier League representative on the Council.
 - The Welsh Premier Women's League representative on the Council.
 - One Life Vice-President (appointed by Council).
 - One Life Councillor (appointed by Council).
- ii. Responsibility for:-
- Directly Affiliated Leagues and Qualifying Clubs (level 1-4).
 - FAW Pyramid (level 1-4 including promotion from level 5 to 4).

- Academies.
- FAW competitions.
- Player registrations.

26. **Community Game Board**

- i. Comprised of:-
 - President.
 - Three Members of Council (appointed by Council) from those Councillors representing the North Wales Coast FA, the North East Wales FA and the Central Wales FA Area Associations.
 - Three Members of Council (appointed by Council) from those Councillors representing the South Wales FA, West Wales FA and Gwent County FA Area Associations.
 - One Life Vice-President (appointed by Council).
 - One Life Councillor (appointed by Council).
- ii. Responsibility for:-
 - All adult and junior leagues / clubs under the jurisdiction of the Area Associations (level 5 and below).
 - Minority representation (e.g. BME/disability).
 - Club accreditation.
 - Area Associations.
 - Schools/Full-time Education.
 - Futsal (domestic leagues/clubs).
 - FAW Pyramid (level 5 and below).

27. **Referees Committee**

- i. The membership of the Committee will be comprised in accordance with FIFA regulations.
- ii. Responsible for all matters relating to refereeing, including:-
 - The Association's refereeing structure and organisation.
 - Strategies and programmes for all levels of the game.

28. **Scrutiny Committee**

- i. Comprised of:-
 - Three Life Vice-Presidents (appointed by Council).
 - Three Life Councillors (appointed by Council).
- ii. Responsibility for:-
 - Scrutinising the decision-making processes of Council, all Committees and sub-Committees by examining and reflecting

upon decisions that have been made to ensure that the correct processes and procedures have been followed and that due consideration was given to all the available options and to make recommendations to Council based on its findings.

- Code of Ethics.
- Code of Conduct.
- Producing common set of Rules for Area Associations.

29. Welsh Premier League Panel

- i. Comprised of:-
 - Two Members of Council (appointed by Council) from those Councillors elected by Qualifying Clubs in the North Wales Area.
 - Two Members of Council (appointed by Council) from those Councillors elected by Qualifying Clubs in the South Wales Area.
 - The Welsh Premier League representative on the Council.
 - Two representatives appointed by the clubs in the Welsh Premier League.
 - One Life Vice-President (appointed by Council).
 - One Life Councillor (appointed by Council).
- ii. Responsibility for:-
 - The business of the League.
 - Administration of the League.
 - Management and enforcement of the League's Rules and Regulations.
 - WPL Academies.

30. Welsh Premier Women's League Panel

- i. Comprised of:-
 - One Member of Council (appointed by Council) from those Councillors elected by Qualifying Clubs in the North Wales Area.
 - One Member of Council (appointed by Council) from those Councillors elected by Qualifying Clubs in the South Wales Area;
 - The Welsh Premier Women's League representative on the Council.
 - Two representatives appointed by the clubs in the Welsh Premier Women's League.
 - Two Members of Council (appointed by Council) from those Councillors representing the North Wales Coast FA, the North East Wales FA and the Central Wales FA Area Associations.
 - Two Members of Council (appointed by Council) from those

Councillors representing the South Wales FA, West Wales FA and Gwent County FA Area Associations.

- One Life Councillor (appointed by Council).
- ii. Responsibility for:-
- The business of the League.
 - Administration of the League.
 - Management and enforcement of the League's Rules and Regulations.

**FAW Football in the Community Limited (aka Welsh Football Trust
("WFT"))**

31. In respect of WFT:-

- i. The Association's seven representatives on the board of WFT shall comprise:-
- Two representatives from the Community Game Board.
 - Two representatives from the National Game Board.
 - Two representatives from the International Game Board.
 - One representative from the Officers Committee.
- ii. The respective Committees shall be responsible for nominating each of the above representatives.
- iii. The said representatives shall report to the Council regularly on matters undertaken or discussed by WFT which affect the business of the Association.