

**RULES OF PROCEDURE OF THE SHAREHOLDERS (“Council” or “Councillors”)
OF FOOTBALL ASSOCIATION OF WALES LIMITED (“Association”)**

Frequency of Council Meetings

1. Meetings of the Council shall normally be held at bi-monthly intervals and always in Wales. They shall rotate in turn between South and North Wales. Additional meetings may be arranged in accordance with the Association’s articles of Association (“Articles”).

Notice

2. (a) Notice of each meeting of the Council shall be given in accordance with Article 32 of the Articles. Any Councillor wishing to propose a matter for inclusion on the agenda of a meeting of the Council shall give notice in writing, signed by the Councillor and at least one (1) other Councillor, at least twenty one (21) clear days before the next meeting of the Council, to the Council Meeting Chair and the Chief Executive Officer of the Association. Save for such matters, the matters for inclusion on the agenda for each Council meeting shall be as stipulated by the Council Meeting Chair (as defined in the Articles), in consultation with the Chief Executive Officer.
 - (b) Fourteen (14) 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 Councillor, using the systems and procedures set by the Association from time to time.
 - (c) The Chief Executive Officer shall set out in the notice of every meeting of the Council all matters stipulated by the Council Meeting Chair and any of which notice has been duly received from Councillors, and in the latter case, in the order in which they have been received (unless the Councillor giving such notice has since withdrawn it in writing).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 Council Meeting Chair and two-thirds of the Councillors present at the time of the vote give their consent.

Council Meeting Chair

3. The provisions of Article 35 of the Articles shall apply in relation to the chairing of each meeting of the Council. Any power or duty of the Council Meeting Chair in relation to the conduct of the Council meeting may be exercised by the person chairing the meeting.

Participation and Quorum

4. The provisions of Articles 33 and 34 shall apply in relation to participation in, and the quorum for, any meeting of the Council.

Order of Business

5. The order of business at every meeting of the Council shall be:-
 - (a) To choose a person to be the Council Meeting Chair if the circumstances set out in Articles 35.2 or 35.3 of the Articles apply.
 - (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 the minutes of the meetings of the Directors of the Association and the minutes of the meetings of committees of the Directors and to consider any matter referred to in or arising out of such minutes provided that such matter shall be raised by motion (of which at least 48 hours' notice in writing has been given to the Council Meeting Chair and the Chief Executive Officer).
- (f) To consider all other matters in the order in which they appear on the agenda of the meeting.
- (g) The Council Meeting Chair shall have the power at any time to vary the foregoing order of business.

Minutes

- 6. (a) When a vote of the Councillors 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 resolution or motion and any casting vote of the Council Meeting Chair (in accordance with Article 38.5 of the Articles and section 8 below). This information shall be recorded in the minutes.
- (b) No discussion shall take place upon the Council meeting minutes, except upon their accuracy, and any question of their accuracy shall be raised by motion (of which at least 48 hours' notice in writing has been given to the Council Meeting Chair and the Chief Executive Officer). 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.
- (c) The minutes of all Council meetings shall be sent to each Councillor together with the notice calling the next meeting of the Council, using the systems and procedures set by the Association from time to time.

Rules of Debate

- 7. (a) *Agenda items and amendments*
An agenda item shall not be discussed at a meeting of the Council unless notice has already been given in accordance with the Articles and section 2 above. Agenda items which are resolutions may only be amended in accordance with Article 42 of the Articles.
- (b) *Only one Councillor to stand at a time*
A Councillor when speaking shall stand and address the Council Meeting Chair. If two or more Councillors rise, the Council Meeting Chair shall call on one to speak and the other or others shall sit. While a Councillor is speaking the other Councillors shall remain seated, unless rising to a point of order or in personal explanation.
- (c) *Content and length of speeches*
A Councillor shall direct his or her 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.
- (d) *When a Councillor may speak again*
A Councillor who has spoken on any agenda item shall not speak again whilst it is the subject of debate, except:-

- (i) on a point of order; or
 - (ii) by way of personal explanation.
- (e) *Matters which may be moved during debate*
When an agenda item is under debate no other matter shall be moved except the following:-
- (i) that the agenda item be now put to a vote. If the Council Meeting Chair, in his or her opinion, considers that the matter before the meeting has been sufficiently discussed the Council Meeting Chair shall put the agenda item to the vote; or
 - (ii) that a Councillor be not further heard in accordance with section 9(b) below.
- (f) *Points of Order*
- (i) A Councillor 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 these Rules of Procedure, the Articles, the Rules of the Association, the Regulations of the Association, or any statutory provision, and the way in which the Councillor considers it has been breached. A personal explanation shall be confined to some material part of a former speech by the Councillor which may appear to have been misunderstood in the present debate.
 - (ii) The ruling of the Council Meeting Chair on a point of order or on the admissibility of a personal explanation shall not be open to discussion.

Voting, Polls and Proxies

8. The provisions of Articles 38 to 41 (inclusive) of the Articles shall apply in relation to voting on any resolution or motion at Council meetings, demand for a poll and the appointment of a proxy.

Disorderly Conduct

9. (a) It shall be the duty of the Council Meeting Chair to preserve order at meetings of the Council. Councillors shall show respect for the Council Meeting Chair at all times. Councillors will resume their seat and will be silent when the Council Meeting Chair stands at any time during the meeting.
- (b) If any Councillor in the opinion of the Council Meeting Chair, notified to the meeting of Council, misconducts him or herself by disregarding the ruling of the Council Meeting Chair or by behaving irregularly, improperly, offensively or by obstructing the business of the Council, the Council Meeting Chair or any other Councillor may move a motion that "The Councillor named be not further heard for the remainder of the meeting" and, if seconded, shall be put and voted on without discussion.

Suspension of these Rules of Procedure

10. Any motion for the suspension of these Rules of Procedure collectively (or any specific Rule or Rules of Procedure) at a meeting of the Council shall not be carried unless supported by at least two-thirds of the Councillors present, and eligible to vote, at the time of the vote.

Appointments Committee

- 11.(a) The only committee of the Council shall be the Appointments Committee.
- (b) The Appointments Committee has responsibility for making recommendations to the Council on elections and appointments in accordance with the Rules of the Association.

- (c) The Appointments Committee shall be composed of those Councillors appointed from time to time by the Council in accordance with the Rules of the Association and these Rules of Procedure.
- (d) Three (3) members of the Appointments Committee shall form a quorum.
- (e) When a new appointment is to be made or a vacancy arises, the Appointments Committee shall meet as often as is necessary for the proper conduct of its business, as decided by the chair of the Appointments Committee, in consultation with the Chief Executive Officer. Any notice convening a meeting shall state the particular business to be transacted and no other business shall be transacted at that meeting.
- (f) Save where stated to the contrary or otherwise where the context so requires, the provisions of these Rules of Procedure which are stated as applying to the proceedings of the Council shall also apply to the proceedings of the Appointments Committee.