

TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE COMPANIES ACT, CAP. 285

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION OF

THE BRITISH VIRGIN ISLANDS FOOTBALL ASSOCIATION

1. The name of the Company (hereinafter called the “Association”) is the “The British Virgin Islands Football Association”.
2. The registered office of the Association will be situated in Road Town, Tortola, British Virgin Islands or at such other place within the British Virgin Islands as the directors may from time to time determine.
3. The objects for which the Association is established are:-
  - (a) To develop, promote, encourage, regulate, control and otherwise engage the game of football in all its forms and in all activities related thereto in the British Virgin Islands (“B.V.I.”).
  - (b) To encourage the practice of football at the national level in the spirit of fair play.
  - (c) To organise and regulate the game of football in the B.V.I. according to the rules of the International Federation of Football Associations (“FIFA”) and the rules and regulations of the Association.
  - (d) To organise competitions in football in all its forms at national level, by defining precisely, as required, the areas of authority conceded to the various leagues/regional association of which it is composed.
  - (e) To control and supervise all friendly football matches of all forms played throughout the B.V.I.
  - (f) To manage international sporting relations connected with football in all its forms.
  - (g) To protect the collective interests of the members of the Association.

- (h) To ensure the promotion, development and maintenance of programmes for the development of football in the B.V.I.
- (i) To develop, cultivate and maintain good relations with all associations, societies, institutions, organizations and other bodies connected with the game of football, and recognised by FIFA.
- (j) To secure and retain information, knowledge, data and materials of the game of football in the B.V.I. and any other Territory, Republic or State in which the game of football is played.
- (k) To develop, promote and preserve any material and data pertaining to the game of football and to make available all discoveries for the education and benefit of the people of the B.V.I..
- (l) To research, study and display all materials relating to the game of football.
- (m) To appeal for, collect and stand possessed of subscriptions, donations and sustenation and endowment funds, the proceeds of which shall be devoted to the objects of the Association.
- (n) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise.
- (o) To seek the guidance of footballers and other persons supportive of the game of football and to provide an opportunity for the training, research and participation of footballers and other interested persons in the game of football and its administration.
- (p) To establish, support, contribute, amalgamate, enter into partnership, union of interests or cooperation and to associate with any association, institution, society, company, body or bodies and to aid in the establishment and support of any other association, institution, society, cooperation, partnership, union of interest or company whose objects are or include objects similar to those of the Association.
- (q) To adopt such means of making known the Association and its objects as may seem expedient and in particular by advertising in any media, or by the purchase, exhibition and reproduction of books, magazines, leaflets, pictures or by prizes, rewards or such other manner, whether similar to the above or not, as the Association may deem desirable.
- (r) To purchase, sell, mortgage, take on lease or in exchange, hire, or otherwise acquire or deal with any real and personal estate or interest, easement or licence

which may be deemed necessary or convenient for any of the purposes and objects of the Association PROVIDED that in the case where the Association shall desire to hold more land than the law shall for the time being permit it to hold, such permission shall be obtained.

- (s) To construct, maintain and alter any houses, buildings, or works necessary or convenient for the purposes and objects of the Association.
- (t) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (u) To sell, manage, lease, mortgage, charge, dispose of or otherwise deal with all or any part of the property of the Association.
- (v) To borrow and raise money in such manner as the Association or the Executive of the Association may deem fit.
- (w) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be deemed fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (x) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- (y) To subscribe to any local, international or other charities and to grant donations for any public purpose, and to provide a fund for the servants of the Association or otherwise to assist any such servants, their widows and children.
- (z) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, entities, societies or associations with which this Association is authorised to amalgamate.
- (aa) To transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, entities, societies or associations with which this Association is authorised to amalgamate.
- (bb) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either through agents, trustees, sub-contracts or otherwise.

- (cc) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

**Provided that:**

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

**IT IS DECLARED** that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed merely subsidiary to the objects contained in any other sub-clause and it is further declared that the word “company” in this clause shall be deemed to include any person or partnership, association or other body of persons whether domiciled in the B.V.I. or elsewhere and words denoting the singular number only shall include the plural number and vice versa.

The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association **PROVIDED** that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding twenty per centum per annum on money lent, or reasonable and proper rent for premises demised or let by any member of the Association.

- 5. The Liability of the members is limited.
- 6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding US\$1.00
- 7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to The National Olympic Association of the British Virgin Islands at or before



Road Town, Tortola  
British Virgin Islands  
Company Secretary

TERRITORY OF THE BRITISH VIRGIN ISLANDS  
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AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION OF

THE BRITISH VIRGIN ISLANDS FOOTBALL ASSOCIATION

1. Neither the Regulations in Table A in the First Schedule nor the Regulations in Form B of the Second Schedule to the Act shall apply to the Association.
2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

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WORDS

MEANINGS

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AGM

Annual General Meeting

Charitable Object

e.g. Red Cross or other charitable organisation

club

Such group of persons/individuals in the BVI being (a) not less than 18 in number; and (b) governed by a set of rules, a constitution or other similar constituent document; and (c) governed by an executive or similar governing body and includes any committee of not less than 5 members involved in the sport of football in the BVI and recognised as a club by the subscribers or the Executive from time to time and is synonymous with the term association and includes similar organisations howsoever called.

Congress

The supreme governing body of FIFA.

Executive Committee

The Executive Body of FIFA.

head office	The offices of the Association at Pickering Road, Road Town, Tortola or at such other place as the Executive shall determine and notified to members from time to time.
Honourary Members	such individuals admitted to membership at the complete discretion of the Executive subject to approval by the members in general meeting.
IFAB	The International Football Association Board.
Laws of the Game	The laws of the Game issued by IFAB, which it may amend from time to time.
member	a person being either an Honourary Member, an Ordinary Member or a Professional Member.
Month	Calendar Month.
Office	The registered office for the time being of The Association.
Ordinary Members	The subscribers to the Memorandum of Association and any club admitted to membership in accordance with these Articles.
Professional Members	the members of the Executive
Regional Football	The game of football as played and promoted in the Caribbean under the auspices of FIFA or other official football organisations in each relevant jurisdiction as recognised by FIFA.
Seal	The Common Seal of The Association.
Secretariat	The administrative staff employed by the Association.
Year	Calendar Year.

In writing or written	Written or produced by some substitute for writing or partly one and partly another.
Act	The Companies Act, Cap. 285 and every other Act for the time being in force concerning companies and affecting the Association.
Executive	The directors and officers of the Association as specified herein.
Register	The Register of members to be kept as required by Section 48 of the Act.
These Presents	These Articles of Association, as originally framed, or as from time to time amended or altered by Special Resolution.

And the words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

3. The number of the members with which the Association proposes to be registered is 50 but the Executive may from time to time register an increase of members.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as may be admitted to membership in accordance with the provisions hereinafter contained shall be members of the Association.

## MEMBERSHIP

6. (i) The Association shall be comprised of three classes of members as follows: Ordinary Members, Honorary Members and Professional Members. Membership in the Association shall be non-transferable and shall cease (i) upon the resignation, (subject to regulation 19) expulsion or (where applicable) upon the death or winding up of any member of any class of members or (ii) upon non-

payment of fees as specified herein for one calendar year; or (iii) if any Ordinary Member ceases to function as a club or disbands or (iv) in the case of Professional Members upon a member of the Executive ceasing to be a member of that body.

Each Ordinary Member and Professional Member has the right

- (a) (i) to know in advance the agenda for any general meeting;
- (ii) to be called to the meeting (notice) within a prescribed time; and
- (iii) to take part and to exercise their right to vote;
- (b) to be informed of the affairs of the Association particularly through the Executive of the Association;
- (c) where the member is not an individual, to take part in the competitions held under the auspices of the Association; and
- (d) to enjoy all other rights under the general law, the Act or the Memorandum and Articles of the Association.

Each Ordinary Member has the right to two votes.

Each Professional Member has the right to one vote save that the President shall, in his capacity as a member, have a casting vote.

Each Honourary Member shall have the right to attend any general meeting but shall have no voting rights.

- (ii) Each member of each class has an obligation:
  - (a) of loyalty to the Association in particular that the member must abstain from any action contrary to the interests of the Association;
  - (b) to settle the sums due by way of subscriptions;
  - (c) to communicate to the Association any amendment of the member's constitution, the list of its officials or persons who are authorised signatories with the right to enter into legally binding agreements with third parties;
  - (d) to agree to be bound by and to comply fully with the statutes, regulations, directives and decisions of FIFA and any of its bodies and of the Association and where relevant the leagues/regional associations of which it is a part;

- (e) to ensure that the rules of the Association are respected by its own members and by any other person (player or official) with whom it has a contract;
  - (f) to adopt a statutory clause specifying that any legal actions requiring arbitration involving a member of the Association and where such member is a club, one of its members, and relating to the statutes regulations directives and decisions of FIFA of the Association and of the leagues/regional associations of which it is a part must be subject to the authority of the Football Arbitration Tribunal (“FAT”) which will arbitrate the dispute in accordance with FAT’s own rules of arbitration;
  - (g) to specify in any contract which it concludes with a player or official a clause pursuant to which any legal actions requiring arbitration arising out of the said contract or related to it must be subject to the authority of the FAT which will arbitrate the dispute in accordance with FAT’s own rules of arbitration;
  - (h) to have elected at a general meeting of the Association, the members of the Executive of the Association and where relevant any disciplinary arm of the Association;
  - (i) not to maintain any relations of a sporting nature with non-affiliated clubs, entities or third parties or with members that have been suspended or excluded;
  - (j) to respect the Laws of the Game;
  - (k) to take part in competitions organised by FIFA; and
  - (l) to observe all other obligations arising out of the general law, the Act and the Memorandum and Articles of the Association.
- (iii) Any body established by election or appointment by a member shall be so established in accordance with the statutes, rules, regulations of that member. Such procedure shall guarantee complete independence of the election or appointment.
- (iv) (a) Any Member’s bodies not elected or appointed in compliance with item (iii) above shall not be recognised by the Association or FIFA.

- (b) Decisions passed by bodies that have not been elected or appointed in compliance with item (iii) shall not be recognised by the Association or FIFA.

#### ORDINARY MEMBERS

7. Any club, association or other entity may become an Ordinary Member of the Association upon being nominated in accordance with regulation 9 hereof and accepted by the Association in General Meeting by a majority vote. Save for the subscribers to the Memorandum, each Ordinary Member of the Association shall pay a membership fee upon gaining admittance to the Association in accordance with regulation 9 hereof. The membership fee shall be such sum as may be determined by the Association in General Meeting from time to time.
8. The Ordinary Members of the Association shall be the subscribers of the Memorandum of Association and such other clubs, associations or other entities as shall apply for admission and be admitted as Ordinary Members in accordance with regulation 7 above. The subscribers shall firstly, in their capacity as directors pursuant to regulation 35 of these Articles, take applications for Ordinary Membership in the Association and such of the applicants as are admitted to membership shall be Ordinary Members of the Association and after the second AGM which shall be held within 30 days of incorporation, the subscribers shall resign as Ordinary Members. At the second AGM the Executive shall be appointed.
9. Applications for Ordinary Membership shall be accompanied by a copy of the applicant's statutes or regulations, a list of its officials specifying those who are authorised signatories with the right to enter into legally binding agreements with third parties, a declaration to the effect that it agrees to be bound by the statutes regulations and decisions of FIFA, the Association and, where applicable, of the leagues/regional associations of which it is a part, a declaration to the effect that it undertakes to ensure that these are respected by its own members and by any other person (player or official) with whom it has a contract, a declaration to the effect that it recognises the exclusive authority of the Football Arbitration Tribunal in respect of all legal disputes involving itself or any of its members, a declaration to the effect that it undertakes to organise or participate in friendly matches only if it has received the prior consent of the Association, a copy of the minutes of its last general or similar meeting and a cheque or monies equal to the membership fee applicable at the date of the application and the application shall be in the following form or in such other form as the Executive shall from time to time prescribe and shall be signed by the applicant, and two members of the Association in good financial standing who shall act as proposer and seconder of the applicant namely:-

“To: The Executive of the British Virgin Islands Football Association We,  
\_\_\_\_\_ of \_\_\_\_\_  
being desirous of becoming a member of The British Virgin Islands Football Association,

hereby apply to be admitted as an Ordinary Member thereof, subject to the provisions of the Memorandum and Articles of Association of the Association.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 200

\_\_\_\_\_  
Applicant

\_\_\_\_\_  
Proposer

\_\_\_\_\_  
Secunder

10. At the second AGM of the Association after the receipt of any application for membership, such application shall be considered by the Association in general meeting and the Association shall thereupon determine upon the admission or rejection of the applicant. An application may not be refused unless (where the applicant is not an individual) the constitution of the applicant is incompatible with the Memorandum or these Articles.
11. If the Association admits an applicant to membership of the Association the General Secretary shall thereupon enter the name of such individual in the Register of the Association and shall notify such individual of his election and upon such entry such person shall become a member of the Association.

#### HONOURARY MEMBERS

12. An individual may be admitted by the Executive as an Honourary Member subject to payment of a membership fee as determined by the Executive and approval by the members of the Association in general meeting. An Honourary Member has no voting rights.

#### PROFESSIONAL MEMBERS

13. The Professional Members shall be the members of the Executive. Such a person admitted to Professional Membership shall, upon admittance, pay a membership fee to be determined by The Executive at its sole discretion. A person admitted to the Association

as a Professional Member may attend meetings of the Association and take part in any discussions and vote thereat.

14. In relation to any member of any class of members, any such club association or other entity being a member of the Association and not being a legal entity, shall appoint a representative being a legal entity to acquire membership in the Association on its behalf.
15. Every member of the Association shall be entitled (costs to be borne by the member) to a copy of the Memorandum and Articles of Association of the Association.
16.
  - (i) Only Professional Members may be Delegates to the FIFA and CONCACAF Congress.
  - (ii) The Association has one vote in the Congress and is represented by its delegates. The Association cannot vote at the Congress by proxy or by letter.
  - (iii) During the term of office, members of the Executive Committee may not be appointed as delegates of the Association.

#### SUBSCRIPTIONS

17. After payment the initial membership fee every member shall pay an annual subscription to be determined from time to time by the Executive (such determination to be made before the 1<sup>st</sup> day of January in respect of the ensuing year) which shall become due on the 1<sup>st</sup> day of January in respect of the ensuing year. Notwithstanding the foregoing any member shall be at liberty to make a contribution to the funds of the Association to any amount over and above those hereinbefore mentioned.
18. If any member fails to pay his subscription for any year within one month of the same becoming due, the General Secretary shall notify him of the fact, and if any member fails to pay his subscription for any year within six months of the same becoming due, he shall *ipso facto*, cease to be a member of the Association, but shall be eligible for re-admission upon payment of all arrears due from him while a member and of the amount of the subscriptions that would have been due from him if he had continued as a member up to the time of his re-admission.
19. Any member of the Association may resign his membership at any time but shall verbally or in writing signify such desire to the Secretary who shall make a note thereof and thereupon his name shall be removed from the Register and he shall be deemed to have resigned.
20. Any member may be expelled from the Association by a resolution of a majority of at least three-fourths of the members present and voting at an extraordinary general meeting at which not less than three-fourths of all members entitled to vote shall be present. Such member shall have 25 days clear notice in writing of the extraordinary general meeting

and may attend the meeting and shall be heard, if he so desires, in his defence but shall not be present at the voting or take any further part in the proceedings otherwise than as the Association allows.

21. Any member may be cautioned, censured or suspended from the Association by a resolution of a majority of the members present, entitled to vote and voting at a general meeting. Such member shall have 25 days clear notice in writing of the general meeting and may attend the meeting and shall be heard if he so desires, in his defence but shall not be present at the voting or take any further part in the proceedings otherwise than as the Association allows.
22. Any member who shall resign or who shall be expelled shall forfeit all claims to a return of the money paid to the Association by way of annual subscription or otherwise and shall cease to be a member of the Association, subject nevertheless to obligations, if any, he may have incurred prior to his ceasing to be a member.

#### STATUS OF MEMBERS – Status of Leagues and other groups of clubs

- 23.A (a) The Association shall define the scope of authority and the rights and duties of its members. The statutes and regulations of the members shall be approved by the Association.
- (b) An Ordinary Member can make all decisions on any matter regarding membership independently of any external body. This applies regardless of an Ordinary Member's corporate structure.
- (c) An Ordinary Member which is neither a natural nor legal person (including holding companies and subsidiaries) shall exercise control over more than one club whenever the integrity of any match or competition could be jeopardised.

#### SUSPENSION

- 23B a) Serious breach of the statutes, regulations, directives and decisions of the Association may result, subsequent to the decision of the general meeting, in the suspension of membership of the Association.
- b) In an urgent case, the Executive may suspend a member. In this case, the suspension may not come into effect until the next general meeting which must come to a decision on this sanction.
- c) Any decision on suspension implies the suspension of the rights and obligations associated with member status while the suspension remains in force so that no such rights may be exercised.

## LOSS OF MEMBER STATUS

24. a) Member status is terminated (where applicable) upon the occurrence of any of the events in regulation 6(i).
- b) Loss of member status does not relieve the member from its financial obligations due to the Association or to other members of the Association. Suspension temporarily places on hold all rights in relation to the Association so that no such rights may be exercised.

## EXPULSION

25. Pursuant to regulation 20 the general meeting may expel a member on the following substantive grounds:
  - (a) for non-payment of dues, subscriptions or other debts;
  - (b) for serious breach of the Memorandum and these Articles and any other regulations directives and decisions of the Association not inconsistent with the Memorandum or these Articles and notified to the members.
  - (c) where in the opinion of the general meeting the behaviour of the member and or its members has not been in the best interests of the Association and/or Regional Football and that it is in such best interest to expel the member.

## DEFINITION AND COMPOSITION

26. 1) The general meeting is the meeting to which all of the voting members of the Association are regularly convened. Without prejudice to regulation 39, it represents the supreme power of the Association.
- 2) Likewise, called to the general meeting, in a consultative capacity are the Honourary Members specifically designated by the general meeting along with the members of the Executive and the General Secretary of the Association.
- 3) The Executive decides on the participation of third parties at the general meeting. Third parties have no voting rights or consultative rights.
- 4) (i) Unless otherwise specified in the Register any legal entity constituted or deriving its existence under the laws of some other jurisdiction shall be regarded as one member and the right of any individual to speak for or represent such member shall be determined by the law of the jurisdiction where, and by the documents by which, the entity is constituted or derives its existence. In the case of a partnership that is registered as such in the Register of Members the Association shall not be concerned with the

identity of the individual partners or the respective interest of each partner in the partnership but shall regard the partnership as one member. In case of doubt as to proper representation of any member, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any member.

- (ii) Any corporation or other form of corporate legal entity which is a member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association or of any class of members of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

#### NOMINATION OF DELEGATES

- 27. Each Ordinary Member shall nominate two duly authorised official delegates to represent it at a general meeting. The Ordinary Members shall provide the Company with a list of named official delegates.

#### AREAS OF AUTHORITY

- 28. The general meeting of the Association possesses the following areas of authority:
  - a) adopting or amending the Memorandum or these Articles;
  - b) approving the minutes of the last general meeting;
  - c) approving the annual accounts and deciding on the allocation of profits or issuing statements on how losses arising in the profit and loss account must be covered;
  - d) approving the management report of the Executive;
  - e) formally approving the actions of the Executive after having listened to the report of the Associations auditors;
  - f) voting on the budget;
  - g) nominating the auditing firm for each year;
  - h) electing the members of the Executive every four years;

- i) approving the admission to membership of any person, as an Honorary Member, who has made a particularly valuable contribution to football within the British Virgin Islands;
- j) admitting, suspending (subject to regulation 23(b)) or expelling a member;
- k) approving the resignation of a member;
- l) dissolving the Association;

#### ANNUAL GENERAL MEETING

- 29. 1) The annual general meeting is convened by the President once a year, in the six months following the end of the financial year, normally at the head office of the Association. The notice of to the meeting must be sent out at least one month before the meeting.
- 2) Subject to the final sentence hereof, the agenda is set by the Executive. The agenda, the management report, the budget, the accounts and any other relevant documents must be sent out to members 15 days at least before the meeting. Each member, along with the President has the right to request inclusion of an item on the agenda.

#### AGENDA FOR THE ANNUAL GENERAL MEETING

- 30. 1) The agenda for the annual general meeting must include at least the following items:
  - a) Verification of the composition of the meeting;
  - b) Approval of the minutes of the previous meeting;
  - c) The President's report;
  - d) Approval of the management report of the Executive;
  - e) Approval of the accounts for the previous year;
  - f) Acceptance of the report of the Association's auditors and formal approval of the actions of the Executive;
  - g) Approval of the budget for the following year;
  - h) Elections to any vacant positions on the Executive;

- i) Examination of proposals for amendments to the Memorandum or these Articles
  - j) other agenda items in accordance with the wishes or needs of the national Association;
- 2) After the first and second AGM's, admission of a member must appear on the agenda at the meeting next occurring after receipt of the application for membership. Conversely, the suspension or expulsion of a member shall if relevant be the first item on the agenda at any general meeting.

#### EXTRAORDINARY GENERAL MEETING

- 31.
- 1) The President may convene an extraordinary general meeting if it deems this to be necessary.
  - 2) When at least one-third of the members submit the request, and in writing, the Executive/President is obliged to convene an extraordinary general meeting, no later than one month after submission of the request. If the meeting is not convened, the members who requested it may refer the matter to FIFA.
  - 3) Notification of the meeting must be sent out at least 25 days before the meeting.
  - 4) The agenda and any other relevant documents must be sent out to the members at least 15 days before the meeting.
  - 5) When the extraordinary general meeting is convened on the initiative of the Executive/President this body/he must set the agenda. When it is convened at the request of at least one third of the members, the agenda must contain the points raised by the latter.

#### QUORUM

- 32.
- 1) Unless otherwise stated in these Articles, at any general meeting valid decisions may only be taken when the absolute majority (50% + 1) of members are present, without prejudice to paragraph 2 of this article.
  - 2) If the quorum is not achieved, a second general meeting of the Association shall take place automatically 24 hours after the first, with the same agenda. There is no quorum required for this second meeting unless any item on the agenda envisages amendment of the Memorandum or these Articles of the Association, election of the President of the Executive, the dismissal of one or a number of members of the Association or the dissolution of the Association.

## CONDUCT OF THE GENERAL MEETING

33. 1) Any general meeting shall be chaired by the President and *by default if the President is absent or unable to attend, by the First Vice-President and by default if the First Vice-President is absent or unable to attend, by the Second Vice-President*. If any Vice President is unable to attend then a member of the Executive shall act as Chairman of the meeting.
- 2) The meeting shall designate two scrutineers.
- 3) Members shall address the meeting in English only.
- 4) The minutes of the meeting must be taken by the General Secretary who must send them to the members within fifteen days following on from the meeting.

## DECISIONS

34. 1) The general meeting may not take any decision on any point not included on the agenda.
- 2) The Ordinary Members exercise their voting rights through their official delegates. The latter may not represent more than one member.
- 3) The Professional Members may not represent an Ordinary Member.
- 4) Unless otherwise stipulated in these Articles, decisions are taken by an absolute majority (50% + 1) of the votes validly cast by the official delegates voting.

Decisions relating to any change of head office of the Association any amendment to the Memorandum or these Articles, or the expulsion of a member of the Association requires a special resolution.

Decisions relating to the approval of granting the title of Honorary Member require a special resolution.

- 5) Elections are carried out on the basis of an absolute majority (50% + 1) of the votes validly cast by the official delegates voting in the first round, and then on the basis of a relevant majority in the second round. In the event that the votes cast in the second round are equal, a new count is undertaken to separate the candidates; if this vote is likewise equal, the candidates will be separated by drawing lots.
- 6) Decisions are taken by Roll Call, unless  $\frac{3}{4}$  of the official voting delegates request a secret ballot. Elections are carried out as secret ballots.

- 7) In the event of a tied vote, the President's has a casting vote.
- 8) No postal or proxy voting is permitted.
- 9) Spoiled voting slips, blank voting slips and any other form of abstentions may not be included in the count of validly cast votes.
- 10) The general meeting may, up to the end of the meeting, reconsider a decision it has taken if so approved by a majority of 2/3 of the official delegates voting.
- 11) The decisions taken by the meeting come into force on the day after they are adopted unless the meeting should set some other date.

### COMPOSITION

35. 1) The Executive shall be composed of six persons who shall be directors and shall be made up of persons holding the office of :
  - (a) President;
  - (b) First Vice President
  - (c) Second Vice President
  - (d) Assistant Secretary (Administration)
  - (e) Assistant Secretary (Operations)
  - (f) One person nominated by the Ordinary Members.

Until directors are appointed, the subscribers to the Memorandum shall have the power to act as directors.

- 2) The President, First Vice President and Second Vice President shall be Nationals or Belongers of the British Virgin Islands or have Resident Status under the Immigration and Passport Act, as amended.
- 3) The Executive shall be elected by the members in general meeting. Every candidate for the Executive must be proposed by at least one member of the Association, no later than 15 days before the general meeting at which the election to the Executive is on the agenda. In addition to the foregoing, he must be no older than the age of 70 already be currently active in football and must not have been previously found guilty of any criminal offence. The member(s) proposing him must not previously have been suspended.
- 4) Candidates must have been sent to the General Secretary. The official list of candidates must be passed on to the members of the Association along with the agenda for the general meeting at which the election is to take place.

- 5) When a member of the Association forfeits his membership, the mandate of the person elected to the Executive on his proposal is terminated at the following general meeting unless that meeting decides to retain him in his functions until the end of his mandate.
- 6) A member of the Executive may not at the same time be a member of the Disciplinary committee of the Association.
- 7) A member of the Association may not have more than one representative on the Executive.
- 8) The above named Officers shall be elected every four (4) years at the general meeting and shall be installed at the first meeting of the Executive after the general meeting at which the election of Officers took place. A firm of qualified accountants shall also be appointed Auditors at the same meeting. All outgoing Officers and Auditors shall be eligible for re-election and/or re-appointment.
- 9) FIFA shall not recognise the Executive of the Association, even on an interim basis, if it has not been appointed in accordance with sub-clause 3 of this regulation above.
- 10) Any decision taken by an outside body to suspend the Association's Executive shall not be binding on FIFA.
- 11) Leagues or any other groups of clubs at Association level shall only be permitted with the Association's express consent and shall be subordinate to it. The regulations of any such group shall be subject to the approval of the Association.
- 12) Any clubs affiliated to the Association shall be in a position to take their own decisions on any matters connected with their affiliation independently of any external body. In particular, the Association shall direct its clubs to abide by this obligation whatever corporate structure the clubs choose. Furthermore, to the extent that the Association allows its affiliated clubs to belong to an external commercial company, not more than one club affiliated to the Association may belong to the same company (including holding companies and subsidiaries).

#### DUTIES AND RESPONSIBILITIES OF OFFICERS

36. 1) The President shall:
- a. be the Chief Co-ordinating Officer of the Association.
  - b. preside at all General Meetings and Executive Meetings of the Association. In the absence of the President, the First Vice-President shall preside at the above-mentioned Meetings. If the First Vice-President is

also absent then the Second Vice President will preside. In the absence of the President and the Two (2) Vice-Presidents, a Chairman shall be elected from among the persons present and entitled to vote at the Meeting.

- c. represent the Association in all circumstances;
  - d. convene any general meetings including ordinary or extraordinary general meetings as well as the meetings of the Executive;
  - e. chair the general meetings as well as the meetings of the Executive;
  - f. ensure implementation of the decisions of the general meeting and of the Executive;
  - g. ensure the regular and effective functioning of the committees of the Association to allow it to achieve the objectives specified by these statutes.
- 2) The President may not embark upon a new mandate after reaching the age of 70.
- 3) The First Vice-President:
- a. The First Vice-President shall be responsible for Technical Development and Tournaments and the Second Vice President shall be responsible for Funding, Finance and Competitions.
  - b. At the first Executive Meeting after the Annual General Meeting the President shall assign to each Vice-President a specific area of responsibility.
- 4) The General Secretary:
- a. The General Secretary is the Chief Administrative Officer of the Association.
  - b. The General Secretary shall keep such books as the Executive may direct. In one of these books he/she shall record the business transacted at all General and Executive Meetings of the Association.
  - c. The General Secretary shall keep such books of Account as the Executive may direct and shall record therein all financial transactions entered into by him/her. He/she shall demand and issue receipts for monies paid and received by him/her in the name of the Association. The books shall be open for inspection at any time by any member of the Association forty-eight (48) hours after giving notice of such a request.

- d. The General Secretary shall prepare and present to the General Meeting in January of each year a Statement of Account and a Balance Sheet of the Association's business to the end of the Financial Year last ended. Such Account and Balance Sheet shall be examined and certified by the Auditor's as herein provided.
- e. The General Secretary shall also conduct the correspondence of the Association.
- f. The General Secretary shall act as a link between the Executive and all Committees. He/she shall be responsible to the Executive for the administration and the work of the staff of the Secretariat.
- g. The General Secretary shall recommend to the Executive persons to be appointed to the Staff of the Secretariat.
- h. The General Secretary shall prepare and present to the Executive each quarter a Statement of Income and Expenditure.
- i. The General Secretary is the manager in charge of the General Secretariat.
- j. He is appointed by the Executive and discharges his duties on the basis of a contract of employment.
- k. He is responsible for the full execution of all of the functions of the General secretariat and for the employment of the staff who work in it, without prejudice to regulation 40(2)(c) of these Articles.
- l. He takes part in the general meeting and the meetings of the Executive. If he is unable to attend, he designates a substitute.

5) The Assistant Secretary Administration:

- a. The Assistant Secretary Administration shall keep such books as are entrusted to him/her by the General Secretary for recording the minutes of all meetings.

6) The Assistant Secretary Operations:

- a. The Assistant Secretary Operations shall be responsible for and shall keep an inventory of the equipment, fixtures and facilities of the Association.
- b. The Assistant Secretary Operations shall do such things as requested of him/her by the General Secretary from time to time.

7) The Auditors:

The Auditors shall audit the Accounts of the Association whenever the Executive may so direct, but will do so at least once annually in respect of the year ended December 31<sup>st</sup> last. This Annual Audit shall be ready for presentation to the Annual General Meeting.

LENGTH OF MANDATES

37. 1) The length of the mandate of the President and the other members of the Executive is four years.
- 2) The mandate of the members of the Executive may be renewed.
- 3) If one or two positions should become vacant during the term of a mandate, the next following general meeting must elect the required number of replacements for the remaining term of the mandate. If more than two positions become vacant during the term of the mandate, the President must convene an extraordinary general meeting at the earliest opportunity to allow the election of the replacements for the remaining term of the mandate.

MEETINGS OF THE EXECUTIVE

38. 1) The Executive must meet as deemed fit, but at least once per quarter Meetings of the Executive shall be convened by the President.
- 2) At the request of at least three members entitled to vote, the President must convene a meeting within the two weeks following the request.
- 3) The members must submit the points they wish to appear on the agenda for the meeting to the General Secretary at least two weeks before the meeting. The agenda must be sent out to the members of the Executive at least seven days before the meeting.
- 4) The General Secretary must take part in the meetings of the Executive, with the right of consultation.
- 5) The meetings of the Executive shall not be held in public. The Executive may, however, invite third parties to attend. Those third parties invited have neither voting rights nor rights of consultation.

AREAS OF AUTHORITY

39. 1) (a) The business of the Association shall be managed by the Executive, who may exercise all such powers of the Association as are not by the Act or

by these presents required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act and to such regulations being not inconsistent with the provisions of the Act as may be prescribed by special resolution of the Association, but no regulation so made by the Association shall invalidate any prior act of the Executive which would have been valid if such regulation had not been made. The general powers given by this regulation shall not be limited or restricted to any special authority or power given to the Executive by any other regulation.

- (b) The Executive may from time to time and at any time, by power of attorney, appoint any company, firm or individual or fluctuating body of individuals, whether nominated directly or indirectly by the Executive, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Executive under these presents) and for such periods and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney and to sub-delegate all or any of the powers, authorities and discretion vested in him.
  - (c) All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments, and all disbursements and receipts for monies paid by and to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive shall from time to time by resolution determine.
  - (d) The Executive may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association present and future, or in such other way as The Executive may think expedient.
- (2) The Executive has authority in the following particular areas:
- a) To manage the affairs of the Association;
  - b) Notwithstanding regulation 36(i)(c) to represent and commit the Association in respect of third parties;
  - c) To appoint the General Secretary and the other administrative officers of the Association, to approve their job specifications and to monitor their activities;
  - d) To appoint the coaches for the national representative teams and the other technical staff;

- e) To apply maximum supervision in all of the areas of activity of the Association;
  - f) To prepare and convene the ordinary and extraordinary general meetings;
  - g) Without prejudice to regulation 36(4)(d) To prepare the budget and the accounts;
  - h) To draft the management report;
  - i) To nominate and, where appropriate, to dismiss members of the consultative committees;
  - j) To prepare the regulations to be adopted or amended by the general meeting and to issue directives for the consultative committees;
  - k) To commit funds to expenses not envisaged in the budget,;
  - l) To institute, organise and abolish official competitions at national level;
  - m) To maintain relations with the international, national and regional sporting bodies, and also to exercise the right to put up representatives of the Association for election to its various bodies.
  - n) To propose any person suitable to be awarded the title of Honorary Member of the Association to the general meeting,
  - o) To provide information for the members of the Association and the public;
  - p) To approve the statutes and regulations of the leagues/regional associations/other sections as well as any amendments to the same;
- 2) At its own discretion, the Executive may delegate tasks arising out of its area of authority and call on the services of advisers or grant mandates to third parties.

## DECISIONS

- 40.
- 1) The Executive may not engage in valid debate unless in the presence of 4 of its members.
  - 2) The Executive must take decisions by resolution passed by a simple majority of the members present at a meeting. In the event of a tied vote, the President will have a casting vote. Absent members may not vote.

- 3) Any member of the Executive must withdraw from the debate where there is any risk of a conflict of interest with a member of the Association.
- 4) Except in the case of withdrawal, each member must express his opinion.
- 5) The decisions at meetings taken are recorded in minutes.
- 6) A resolution approved by all the directors, i.e. all the members of the Executive, for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors and taking the form of one or more documents in writing or messages transmitted by cable or telex from a duly authenticated source shall be valid and effectual as if it had been passed at a meeting of the directors or of such committee duly convened and held. Any one or more members of the Executive or any committee thereof may participate in a meeting of such Executive or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### REPRESENTATION AND SIGNATURE

41. The Executive may, notwithstanding regulation 36 (1)(c), represent the Association in respect of third parties. Save with respect to bank accounts it commits the Association by means of the joint signature of the President and one Professional Member. In relation to any bank account, the signature of the President and one of the Vice Presidents is required.

#### **C. Firm for the auditing of accounts**

##### INDEPENDENT AUDITORS

42.
  - 1) The firm for the auditing of accounts must be an external auditor specifically qualified and independent of the Association. He checks the accounts and presents his report at the annual general meeting in connection with formal approval of the actions of the Executive
  - 2) The firm for the auditing of accounts is nominated each year by the annual general meeting. The auditor's mandate is renewable.

#### **D. Jurisdictional Organ**

##### CONCEPT

43.
  - 1) The disciplinary committee is a committee of the Association charged with responsibility for disciplinary issues;

- 2) Without prejudice to the areas of authority devolved to the general meeting the disciplinary committee is authorised to impose the various disciplinary measures stipulated by these statutes.
- 3) The composition, the areas of authority and the functioning of the disciplinary committee are to be specifically determined by the general meeting.

#### LIST OF DISCIPLINARY MEASURES

44. In the case of unsporting behaviour, breach of the rules of FIFA or violation of the statutes, regulations, directives or decisions of the Association, the disciplinary committee of the Association may impose the following disciplinary measures. These measures may be cumulative:
  1. In respect of clubs:
    - a) To caution
    - b) To censure
    - c) To fine
    - d) To suspend from all or any football activity
    - e) To expel from membership of the Association.
  2. In respect of individuals:
    - a) To caution
    - b) To censure
    - c) To fine
    - d) To suspend from all or any football activity.

#### **E. General secretariat**

##### FUNCTIONS

45.
  - 1) The General secretariat is the permanent administrative organ of the Association.
  - 2) Its particular functions are:

- a) to implement the decisions of the organs and consultative committees;
- b) on the instructions of the President to make preparations for general meeting as well as the meeting of the other organs and committees;
- c) to draft the minutes of the general meeting and of the meetings of the Executive;
- d) to handle the correspondence of the Association;
- e) to keep the books of the Association; and
- f) To deal with public relations.

#### **IV. Finance**

##### THE FINANCIAL ACCOUNTING PERIOD

46. The financial accounting period is 31 December of each year.

##### REVENUE

47. The revenue of the Association arises specifically:
- a) from members' annual subscriptions;
  - b) from the receipts generated by the marketing of rights to which the Association is (jointly) entitled;
  - c) from the fines imposed by the authorised organs;
  - d) from the other subscriptions and receipts in keeping with the objectives pursued by the Association; and
  - e) grants from FIFA or similar bodies.

##### EXPENSES

48. The Association bears:
- a) the expenses stipulated in the budget;
  - b) those other expenses approved by the general meeting and those which the Executive is entitled to incur within the scope of its authority;

- c) all other expenses in keeping with the objectives pursued by the Association.

#### ACCOUNTING PRINCIPLES

- 49. The accounts must be kept in accordance with the appropriate principles of International Accounting Standards.

#### V. Dissolution

##### DECISION

- 50. Any decision relating to the dissolution of the Association requires a special resolution of the Association obtained in the course of a general meeting specially convened for the purpose.

##### DISMISSAL OF A PERSON OR ORGAN

- 51.
  - 1) The Executive may place the dismissal of a person or member on the agenda for a general meeting. Any member may submit a proposal to the Executive to place such a motion for dismissal on the agenda.
  - 2) The motion for dismissal must be justified. It is sent out to the members of the Association along with the agenda for the general meeting.
  - 3) The person or organ in question has the right to speak in his/its own defence before the general meeting.
  - 4) If the motion for dismissal is upheld, the general meeting must make the appropriate announcement by means of internal memo. For it to be adopted, the motion must be supported by a majority of 3/4 of the votes validly cast by the official delegates voting.
  - 5) The person or organ dismissed must be relieved of his/its functions with immediate effect.

##### LEGAL DISPUTES

- 52. Any such disputes must be submitted to the authority of the Football Arbitration Tribunal (FAT) the decision of which will be final and binding in accordance with the FAT's own Rules of Arbitration.

## MATTERS NOT PROVIDED FOR

53. Any matters not provided for under these statutes or cases of "force majeure" must be settled by the Executive. No appeal may be lodged against its decisions.

## ADOPTION AND DATE OF EFFECTIVENESS

54. 1) These Articles and the Memorandum shall be adopted by the first general meeting of the British Virgin Islands Football Association.
- 2) They come into effect on the date of incorporation of the Association.

## THE SEAL

55. The Executive shall provide for safe custody of the Seal, which shall only be used by the authority of The Executive or a Committee authorised by The Executive in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director or by some other person authorised by The Executive for the purpose.

## NOTICES

56. (i) A notice may be served by the Association upon any member either personally, or by posting it in a prepaid letter addressed to him at his address in the register of members. Notices may also be sent by facsimile or other electronic means to any location where the Company or directors have reasonable cause to believe will reach any member.
- (ii) Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office. Notices served by facsimile shall be deemed to be received on the day following the date of transmission.

## ARBITRATION

57. Whenever any difference arises between the Association on the one hand and any of its members or their assigns on the other hand, touching the true intent and construction or the incidence or consequences of these Articles or of the Act, touching anything done or executed, omitted or suffered in pursuance of the Act or touching any breach or alleged breach or otherwise relating to the premises or to these Articles, or to any Act or Ordinance affecting the Association or to any of the affairs of the Association such difference shall be submitted to the jurisdiction of the Association, the appropriate Confederation or FIFA for arbitration.

WINDING UP

58. The Association shall be wound up voluntarily whenever a special resolution, is passed, requiring the Company to be wound up voluntarily.
59. The Memorandum of Association may be amended by special resolution passed by not less than three-fourths of the members in attendance at a duly convened quorate general meeting of the Association.

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Names, Addresses and Description of Subscribers

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Andrew D. Bickerton  
Great Mountain  
Tortola  
British Virgin Islands

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Winston Potter  
Kingston  
Tortola  
British Virgin Islands

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Llewellyn Dasent  
Johnson's Ghut  
Road Town, Tortola  
British Virgin Islands

---

Elroy Mill  
Hunthum's Ghut  
Road Town, Tortola  
British Virgin Islands

---

Claudine Wheatley  
East End  
Tortola  
British Virgin Islands

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Arletta Emmanuel  
Great Mountain  
Tortola  
British Virgin Islands

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2003

Witness to the above signatures

.....  
Andrew B Swapp  
P. O. Box 71  
Craigmuir Chambers  
Road Town, Tortola  
British Virgin Islands  
Company Secretary