Model Rules for
Burnley Supporters Society Limited

Supporters Community Mutual
2025 Version
Sponsoring Body
Football Supporters' Association

1. Name

1.1 The name of the Society shall be Burnley Supporters Society Limited and shall be referred to as "the Society" in the rest of these rules.
1.2 Burnley Football Club shall be known as "the Club" and Burnley shall be known as "the area".

2. Registered Office

2.1 The registered office of the Society shall be 4 Chestnut Crescent, Barrow, Clitheroe, Lancashire, BB7 9FD.

3. Objects

3.1 The objects of the Society shall be to carry on business for the benefit of the community by:
3.1.1 Being the democratic and representative voice of the supporters of the Club and strengthening the bonds between the Club and the communities which it serves.
3.1.2 Achieving the greatest possible supporter and community influence in the running and ownership of the Club.
3.1.3 Promoting responsible and constructive community engagement by present and future members of the communities served by the Club and encouraging the Club to do the same.
3.1.4 Operating democratically, fairly, sustainably, transparently and with financial responsibility and encouraging the Club to do the same.
3.1.5 Being a positive, inclusive and representative organisation, open and accessible to all supporters of the Club regardless of their age, income, ethnicity, gender, disability, sexuality or religious or moral belief.

4. Powers

4.1 The Society has the power to:
- Enter into contracts and other arrangements to fulfil its objects.
- Raise funds through donations, grants, and investments.
- Acquire or lease property and other assets as needed.
- Do anything else lawful that is necessary or desirable to accomplish the Society's objectives.

4.2 The Society will not have power to take any deposits in any way that would require authorisation under the Financial Services and Markets Act 2000 unless it has such authorisation.

5. Membership

Eligibility

5.1 Membership is open to any individual or organisation who:

- Is a supporter of the Club; or
- Has an interest in the game of Association Football in the area and is in sympathy with the Objects of the Society; and
- Agrees to take an active interest in the operation and development of the Society and its business;
- Agrees to respect commercial confidentiality in relation to business decisions of the Club; and
- Agrees to be bound by these Rules and any policies adopted by the Society.

5.2 Members of the Society aged under 16 may not:

- Be a member of the Board of Directors; nor
- Vote at a general meeting nor
- Vote in any election to the Board of Directors.
- Be an officer of the Society.

Admission

5.3 The Society Board will decide and issue an application form for membership.

5.4 Members pay an annual subscription of such reasonable sum as the Society Board shall decide the first payment to be made with their initial application for membership.

5.5 Every member holds one ordinary share in the capital of the Society. £1 from the first payment will be used to purchase an ordinary share in the Society.

5.6 No member may hold more than one ordinary share in the Society either individually or jointly.

5.7 Any application for membership shall be considered by the Board or someone else delegated to do so by the Board. The decision of the Board (or their appointee) in relation to admission shall be final. The Board reserves the right to refuse membership to any individual or corporate entity which they feel does not align with the objects and ethos of the Society.

Register

5.8 The Society is required by the Co-operative and Community Benefit Societies Act 2014 (which shall from this point be referred as "the Act") to keep a register in which the Secretary is to enter the following particulars:

- The name and postal and electronic addresses of the members.
- Details of the share held by each member and the amount paid or agreed to be considered as paid for that share.
- A statement of other property in the Society whether in loans or loan stock held by each member.

- The date at which each person was entered in the register as a member and the date at which any person ceased to be a member.
- Details of any deputy appointed by any corporate member.
- The names and addresses of the members of the Board with the offices held by them and the dates on which they assumed office.
- A duplicate register.
- A register of the holders of loan stock in which the Secretary is to enter such particulars as the Board direct and register all transfers of loan stock.
- A register in which the Secretary is to enter such particulars of all mortgages and charges on land of the Society as the Board directs.

5.9 Registers are to be maintained by the Society and may be kept in electronic form.

5.10 Members and any person having a financial interest in the funds of the Society are entitled to inspect:

- Their own account.
- The duplicate register.

Termination of Membership

5.11 Membership shall end if a member:

- Resigns in writing.
- Dies.
- Is not the holder of a fully paid-up share.
- Fails when requested to reconfirm membership or pay annual subscription renewal fee.
- In the case of a corporate body, unincorporated body, firm or partnership, they cease to exist.
- Is the nominee of an unincorporated body or firm which is wound up or dissolved.
- Is the nominee of an unincorporated organisation or firm which removes or replaces them as nominee.
- Fails to comply with the terms of membership as decided by the Society Board.

5.12 A member may be expelled for conduct prejudicial to the Society in accordance with any Disciplinary Policy adopted by the Society (which is to comply with any guidance issued by the Football Supporters' Association if practicable).

6. Board

Powers

6.1 The Board shall have the authority to manage the day-to-day affairs of the Society and may exercise all the powers of the Society save those reserved to the members by these Rules or by the Act. The Board may delegate the exercise of any of its powers to a committee, to officers or to employees of the Society under written terms of reference.

6.2 The Board must ensure that the business of the Society is conducted in accordance with the provisions of the Act, these Rules and for the benefit of the wider community and in accordance with any by-laws, policies or procedures adopted by the Society.

6.3 The Board may make or adopt by-laws, policies or procedures for the conduct of the Society's business and may, where it considers it to be necessary or appropriate, arrange for them to be ratified by members in general meeting.
6.4 Details of all by-laws, policies and procedures in force shall be made available to members.

Composition

6.5 The Society shall be governed by a Board consisting of a minimum of six and a maximum of ten people who are to be elected on an annual basis in line with the adopted Election Policy.
6.6 Members of the Board will normally serve for terms of three years.
6.7 NOT USED
6.8 If there are fewer serving Board members than these rules require, the Board can:
- Co-opt additional members if that alone enables the Board to function and does not breach these rules.
- Call a by-election or a General Meeting of the Society.

but can make no other decisions until they have a minimum number of serving Board members.
6.9 In the event that the Board should drop to zero, a working party of members can be formed to act to call a General Meeting of the Society in order for members to elect a new Board, but for no other purpose.

Roles and Responsibilities

6.10 The Board shall elect from among their own number a Chair, Treasurer and such other officers as they may from time to time decide in accordance with the Society's Board Membership and Conduct Policy. These officers shall have such duties and rights as may be bestowed on them by the Board or by statute and any officer appointed may be removed by a majority vote of the Board.
6.11 **Chairperson:** Oversees meetings and represents the Society.
6.12 **Secretary:** The Board shall appoint a Secretary of the Society for such term at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may be removed by them.
6.13 A provision of the Act or these Rules requiring or authorising a thing to be done by or to a Board member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.
6.14 **Treasurer:** Manages Society finances and maintains accurate records.

Co-option

6.15 The Board may at any time co-opt any member of the Society or the representative of an organisation which is a member to fill a casual vacancy on the Board, provided that at no time shall more than one-third of the total number on the Board be co-opted members.
6.16 A casual vacancy shall be deemed to exist if the number of Board members should drop below the maximum prescribed in these Rules.
6.17 The Board may also co-opt three external Directors to the Board in addition to the number of Directors specified in these Rules provided that at all times the total number of external Directors and persons co-opted shall be in the minority.

6.18 An external Director shall serve for a fixed period determined by the Board at the time of co-option, subject to a review at least every twelve months, may be removed from office at any time by a resolution passed by a majority of the members of the Board, and may be remunerated in an amount (to be disclosed in the published accounts) from time to time, as fixed by the Board.

6.19 External Directors shall be selected by virtue of their specialist skills and experience considered to be of benefit to the Society.

Decision-Making

6.20 Decisions in Board meetings are made by a majority vote of the Board members voting, with abstentions are not counted as votes cast. If there is a tie, the Chairperson will have a casting vote.

6.21 In order for a Board meeting to be valid and for resolutions made at it be binding, at least 3 Board members elected by members must be present, or 50% of the total number of Board members, whichever is the larger. If the number present falls below that at any time, the meeting is adjourned, and no further business can be transacted.

Termination

6.22 A person shall cease to be a member of the Board if they are deemed to have breached the Society Board Conduct Policy and/or under the process laid out in the Society Disciplinary Policy.

6.23 A Board member may, at the discretion of the Chair or Secretary, be suspended following receipt of such a complaint under a procedure set out in the Society Board Conduct Policy.

6.24 Upon receipt of such a complaint the Director concerned must be immediately notified in writing either by the Secretary or by the Chair of any suspension which will be effective from the date of notice and continue until any investigation and decision-making process concerning the complaint is concluded.

6.25 Following conclusion of investigation process as laid out in the Disciplinary Policy, the Board may:

- dismiss the matter and take no further action; or
- for a period not exceeding twelve consecutive months suspend the rights of the Director concerned to attend Board meetings and vote under these Rules; or
- submit a resolution to remove the Director concerned, to be considered at the next Board meeting.

Expenses

6.26 The Society may pay reasonable expenses in accordance with the Board Membership and Conduct Policy.

7. General Meetings

7.1 The Board have the power to decide the location of any General Meeting of the Society which includes digital or hybrid meetings.

7.2 Any member attending the meeting electronically is deemed as being in attendance and forms part of the quorum.

Annual General Meeting (AGM)

7.3 The AGM will be held each year within six months of the financial year-end.

7.4 The purpose of the AGM is to review activities, and financial statements, to conclude Board elections and undertake any of other business requested by members or the Board.

Special General Meeting (SGM)

7.5 An SGM may be called at the request of the Board or by written request of 10 members or 5% of the membership, whichever is higher.

Notice of Meetings

7.6 Notice of all General Meetings shall be given in writing to all members at least 28 clear days before the meeting and should include an invite for members to submit motions.

7.7 Members wishing to propose a motion at a General Meeting should do so in writing to the Secretary no later than 21 clear days prior to the meeting. They should include the justification for and the form and content of the motion.

7.8 A calling notice containing an agenda detailing all business to be conducted at the meeting, including wording of any motions, shall be circulated to members at least 14 clear days prior to the meeting.

Quorum

7.9 The quorum for General Meetings shall be 10 members or 5% of the membership whichever is lower attending in person and/or digitally.

7.10 The quorum required to make changes to the rules listed below in 7.11 shall be;

- not less than one half of the members entitled to vote at the meeting if the Club has up to 200 members when the meeting is called:
- not less than one third of the members entitled to vote at the meeting if the Club has more than 200 but less than 1000 members when the meeting is called;
- and not less than one quarter of the members entitled to vote at the meeting if the Club has more than 1000 members when the meeting is called.

7.11 7.10, 7.11, 7.24, 8.9

Voting

7.12 Each member shall have one vote. Voting at General Meetings can be conducted in person, by authenticated electronic means or by ballot.

7.13 Ballots can be requested by the Chair at or in advance of the meeting, by the request of any two members in writing to the Secretary prior to the meeting or by request of any two members present at the meeting.

7.14 Voting may not be cast in advance of a general meeting and if ballots are required, they are to be opened once a motion is tabled.

7.15 Ballots may be extended beyond the General Meeting to all members, provided the closing point of the ballot is announced at the meeting which the motion is tabled.

7.16 For clarity, abstentions do not count as votes cast.
7.17 Subject to the Act, decisions at General Meetings shall be made by passing resolutions:

Ordinary Resolutions

7.18 Save as otherwise provided by these Rules or by the Act, all decisions shall be made by ordinary resolution.
7.19 An ordinary resolution is one passed by a simple majority of votes cast.
7.20 NOT USED

Members Resolutions

7.21 The members may submit motions to General Meetings seeking to give directions to the Society Board.
7.22 Any direction must be consistent with these Rules and with the Society's contractual, statutory and other legal obligations.
7.23 A member's resolution is one passed by not less than two-thirds of votes cast.

Extraordinary Resolutions

7.24 The following decisions must be made by extraordinary resolution:
- Any amendment to the Society Rules;
- Any decision to reduce shareholding in Burnley Football Club;
- Any decision to appoint a recipient of assets in the case of dissolution of the Society as detailed in rule 9;

7.25 An extraordinary resolution is one passed by a majority of not less than 75% of votes cast.

8. Finance

Financial Year End

8.1 The Board shall in respect of each year of account ending on 31st December ensure that a revenue account or revenue accounts are prepared which:
- Deal with the affairs of the Society and any subsidiary company or Society as a whole for that year; and
- Give a true and fair view of the income and expenditure of the Society and any subsidiary Society or company for that year.
- Ensure that a balance sheet giving at that date a true and fair view of the state of the affairs of the Society and any subsidiary company or Society is prepared.

Bank Account

8.2 The Society shall open and maintain a bank account in its name, with designated signatories approved by the Board and a policy agreed on appropriate thresholds for the use of Society funds.

Financial Records

8.3 The Society shall keep accurate financial records, which shall be presented at each AGM.

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

Audit

8.5 If required to do so by law or if the members in General Meeting so determine, the Society shall appoint a qualified auditor to audit the Society's account and balance sheet for each financial year. In this Rule "qualified auditor" means a person who is a qualified auditor under Section 91 of the Act. If an auditor is appointed under this Rule the following provisions shall apply:

- The accounts of the Society for the financial year in question shall be submitted to the auditor for audit.
- The auditor shall have all the rights and duties in relation to notice of, and attendance and right of audience at, general meetings, access to books, the supply of information, reporting on accounts and otherwise, as are provided by the law.
- The provisions of the law shall apply to the appointment, re-appointment and removal and to any resolution removing, or appointing another person in the auditor's place; and the auditor's remuneration shall be fixed by the Society Board.

8.6 In any year of account, the Society shall not be required to appoint auditors if it is exempt under the Act and has disapplied the obligation to do so in accordance with the Act.

8.7 In any such year, an Independent Examination shall be carried out and all references auditor(s)" and "audited" shall be read as "independently examined."

8.8 Any decision to disapply the requirement for audit must be passed by the appropriate margins laid down under the Act at the AGM prior to the AGM at which the accounts for the year in question are to be laid before members.

Surplus

8.9 Any surplus shall be reinvested into the Society to further its objects, or given to other organisations, groups of individuals in pursuit of the achievement of the Club's objects. No surplus shall be distributed to members.

Shares

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

Ordinary Shares

8.11 The ordinary shares of the Society shall be of the nominal value of £1.00.

8.12 If a member ceases to be a member, the ordinary share registered in the name of that member is to be cancelled and the amount subscribed for the share is to become the property of the Society.

8.13 Ordinary shares shall not be withdrawable and do not carry any rights to interest, dividend or bonus.
8.14 All shares and property shall not be transferable except upon death or bankruptcy and in line with sections 37 to 40 of the Co-operative and Community Benefit Societies Act 2014.

Community Shares

8.15 In order to fund its business, the Society may issue Community Shares.
8.16 The Community Shares of the Society shall be of the nominal value of £1.
8.17 Community Shares may be issued in such denomination and upon such terms as the Board shall decide, subject to the Rules, and in particular the following provisions:
8.18 Community Shares shall not be withdrawable except with the consent of the Board.
8.19 The Board may specify a date or dates on which Community Shares may be withdrawn and may make provision for the withdrawal of different issues of shares on different dates.
8.20 The Board may pay interest to holders of Community Shares as compensation for the use of such funds, but the rate of interest shall be no higher than the Board considers to be necessary to attract the funding needed for the business of the Society and shall not in any event be higher than 2% above clearing bank base rate from time to time. The rate may vary within these limits between different issues of shares.
8.21 No withdrawal of Community Shares shall be made except from trading surpluses and any withdrawal or payment shall be at the discretion of the Board having regard to the long-term interests of the Society, the need to maintain prudent reserves and the Society's primary commitment to community benefit.
8.22 On the solvent dissolution or winding up of the Society, holders of Community Shares shall have no financial entitlement beyond payment of outstanding interest and repayment of paid-up share capital.
8.23 Community Shares are not transferable.
8.24 All membership rights are available only to holders of ordinary shares. No rights to participation are conferred on holders of Community Shares.
8.25 Community Shares can only be issued if the prospective Investment Shareholder is also the holder of an ordinary share.
8.26 Withdrawal of Community shares, and payment of interest on Community Shares is only possible if the holder of the Community Shares is also the holder of an ordinary share reissued to the member in the year on which interest is to be paid.
8.27 Should a holder of Community Shares subsequently cease to hold a membership share, their Community Shares remain their property until such time as five years have passed without them holding an ordinary share. On the fifth anniversary of cancellation of their ordinary share, any Community Shares shall be cancelled and the funds become the property of the Society.
8.28 Should a Community Share holder come to own an ordinary share before the fifth anniversary, all rights to withdraw Community Shares and have interest paid on the investment shares is recommenced. For the avoidance of doubt, any interest that would have been paid had the Community Share holder also held an ordinary share in that year on which interest was paid

will be forfeited and shall not be paid even if the investment share holder subsequently comes to hold an ordinary share.

Investment and Borrowing

8.29 The funds of the Society may, to the extent permitted by the law and with the authority of the Board, be invested:

- In the shares of any company or Society.
- In any manner expressly authorised by the Act.

but are not to be invested otherwise.

8.30 The Society may borrow money on such terms as the Board shall authorise save that any borrowing that would require a significant proportion of the Society's turnover to be apportioned to repaying such borrowing, or that would use the assets of the Society (and/or any subsidiaries) as security for such borrowing, shall require the approval of the members at a General Meeting.

9. Dissolution

9.1 In the event of dissolution any remaining assets after the settlement of debts shall be distributed to:

- A sporting charity or sporting charities operating in the Area and/or;
- One or more societies established for the benefit of the community operating in the Area; and/or
- One or more societies established for the benefit of the community.

in each case as determined by the members by special resolution at a General Meeting called to decide the issue.

9.2 Nothing belonging to the Society shall be transferred to any other Society unless that Society has in its rules a rule substantially in the terms of this Rule.

10. Amendments

10.1 This constitution may be amended by extraordinary resolution at a General Meeting.

10.2 Required quorums for amalgamation, conversion and transfer of engagements are detailed in the Co-operative and Community Benefit Societies Act 2014.

11. Disputes

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

- A member; or
- Any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
- Any person claiming through such member or person aggrieved; or
- Any person bringing a claim under the Rules of the Society; or
- An officer of the Society.

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

11.2 Any person bringing a dispute must deposit with the Society a reasonable sum as the Board shall decide. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

12. Seal

12.1 The Society may not have a seal. Any document which would have previously required to be sealed, should be signed by a Board member and Secretary or two Board members and accompanied by a written statement that the document has been executed by the Society as if under common seal.

13. NOT USED

Signatures

Chairperson: _____[Date]_____

Member: _____[Date] _____

Member: _____[Date] _____

Secretary: _____[Date] _____