



## **STANDING ORDERS OF THE BOARD OF DIRECTORS (“Directors”) OF FOOTBALL ASSOCIATION OF WALES LIMITED (“Association”)**

**Made pursuant to Article 7.2 of the Association’s articles of association (“Articles”)**

### **Frequency of Directors’ Meetings**

1. Meetings of the Directors shall normally be held at two monthly intervals. In addition, the Directors may meet during alternate months and, unless agreed by the Directors to the contrary, the Directors shall meet no less frequently than six (6) times per calendar year. Additional meetings may be arranged in accordance with the Articles.

### **Notice**

2. (a) Any Director wishing to propose a matter for inclusion on the agenda of a Directors’ meeting shall give notice in writing, signed by the Director, at least fourteen (14) clear days before the next Directors’ meeting, to the chair of the Directors (“**Chair**”) and the Chief Executive Officer of the Association. Save for such matters, the matters for inclusion on the agenda for each meeting shall be as stipulated by the Chair, in consultation with the Chief Executive Officer.  
  
(b) Seven (7) clear days at least before a Directors’ meeting, a notice of the meeting, specifying the date, time, venue and business proposed to be transacted, shall be given to every Director, 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 Directors’ meeting all matters stipulated by the Chair.  
  
(d) No matter which does not appear on the agenda of the Directors’ meeting shall be considered at the Directors’ meeting unless it is certified as being a matter of urgency by the Chair of the meeting and at least two-thirds of the Directors present at the time of the vote give their consent.

### **Chair**

3. The provisions of Article 13 of the Articles shall apply in relation to the chairing of each Directors’ meeting. Any power or duty of the Chair in relation to the conduct of the Directors’ meeting may be exercised by the person chairing the meeting.

### **Participation and Quorum**

4. The provisions of Articles 11 and 12 of the Articles shall apply in relation to participation in, and the quorum for, any Directors’ Meeting.

### **Order of Business**

5. The order of business at every Directors’ meeting shall be:-
  - (a) To choose a person to chair if the Independent Chair (as defined in the Articles) and other persons specified in Article 13 of the Articles are all absent.

- (b) To declare any interests relating to agenda items before the Directors and otherwise comply with Article 15 of the Articles, and applicable FAW Rules and Regulations, including the Association's Code of Ethics, in relation to conflicts of interest.
- (c) To approve (as amended, if necessary) as a correct record the minutes of the last Directors' meeting.
- (d) To consider any matters arising from the minutes of the last Directors' meeting.
- (e) To dispose of matters (if any) remaining from the last Directors' meeting.
- (f) To receive reports from the CEO and other Chiefs of staff.
- (g) To consider all other matters in the order in which they appear on the agenda of the Directors' meeting which shall include (but not be limited to) regular agenda items as set out within the Board's Terms of Reference.
- (h) The Chair of the Directors' meeting shall have the power at any time to vary the foregoing order of business.

### **Minutes**

- 6. (a) When a vote of the Directors is taken on any matter during a Directors' meeting, a record shall be kept of the number of abstentions, the votes for or against the motion and any casting vote of the Chair (cast in accordance with Article 14 of the Articles). This information shall be recorded in the minutes.
- (b) No discussion shall take place upon the Directors' meeting minutes, except upon their accuracy, and any question of their accuracy shall be raised by motion (of which at least 24 hours' notice in writing shall have been given to the 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 Directors' and Committee meetings shall be sent to each Director, together with the notice calling the next Directors' meeting, using the systems and procedures set by the Association from time to time.

### **Disorderly Conduct**

- 7. (a) It shall be the duty of the Chair to preserve order at Directors' meetings. Directors shall show respect for the Chair at all times.
- (b) If any Director in the opinion of the Chair, notified to the Directors' meeting, misconducts him or herself by disregarding the ruling of the Chair or by behaving irregularly, improperly, offensively or by obstructing the business of the Directors, the Chair or any other Director may move a motion that "The Director named be not further heard for the remainder of the meeting" and, if seconded, shall be put and determined without discussion.

### **Suspension of Standing Orders**

- 8. Any motion for the suspension of Standing Orders collectively (or any specific Standing Order or Standing Orders) at a Directors' meeting shall not be carried unless supported by at least two-thirds of the Directors present, and eligible to vote, at the time of the vote.

## **Committees of the Directors**

9. Save as expressly stated, commencing on 01 August 2025 the Association will have two types of Committees of the Directors:
  - i. Football Advisory Committees; and
  - ii. Assurance Committees.
10. The Directors may from time to time create other Committees in accordance with the Articles and these Standing Orders.

## **Football Advisory Committees**

11. The Football Advisory Committees of the Directors at the date of the adoption of these Standing Orders shall be:-
  1. Strategic Committee;
  2. Professional Game Committee;
  3. Grassroots and Community Committee;
  4. Women's and Girls' Committee;
  5. Disciplinary Panel Chairs' Committee;
12. Save as expressly stated in these Standing Orders, each Football Advisory Committee shall be composed of those Members of the Council appointed by the Nominations and Remuneration Committee in accordance with the Rules and these Standing Orders.
13. The Directors shall have the right to co-opt additional members (who need not be Members of the Council) onto any Football Advisory Committee. Such co-opted members shall be entitled to participate fully in the proceedings of the Football Advisory Committee. Co-opted members shall not count for the purpose of calculating a quorum of a meeting and their number shall be disregarded for the purpose of calculating any maximum or minimum number of members of a Committee.
14. The role of each Football Advisory Committee is to provide advice to the Association's executive staff and to scrutinise key strategic decision making as further set out below. The Advisory Committees shall not have any decision-making powers.
15. The chair of each Football Advisory Committee shall be appointed by the members of the relevant Football Advisory Committee from the Members of the Council. All Football Advisory Committees shall appoint their own deputy chair. Save for the Strategic Committee, the President, Deputy President, Vice-Presidents, Past Presidents and Life Councillors shall not be eligible for appointment as chair or deputy chair for any Football Advisory Committee. The appointment of the chair and deputy chair of each Football Advisory Committee shall be for four (4) years, save that appointments made in 2025 shall be for two (2) years and will terminate on 31 July 2027.
16. The chair of each of the Football Advisory Committees shall have the discretion to allow up to two (2) "guest" Members of the Council to attend a meeting of the Football Advisory Committee that they chair. Members of the Council must apply to attend a meeting as a guest by sending an application to the secretary of the relevant Football Advisory Committee five (5) days in advance of the meeting. If the secretary receives more than two (2) applications, then each application shall be dealt with in the order that it was received. Such guest members shall not have the right to propose agenda items but shall otherwise be entitled to participate fully in the meeting. Guest members shall not count for the purpose

of calculating a quorum of a meeting and their number shall be disregarded for the purpose of calculating any maximum or minimum number of members of a Football Advisory Committee. Guest members may only attend one (1) Football Advisory Committee meeting per month and may only attend the same Football Advisory Committee a maximum of three (3) times a year (August to July). Guest members are not entitled to reimbursement of expenses incurred in attending the meeting.

17. Three (3) members of an Advisory Committee (including the chair of the meeting) shall form a quorum.
18. Each Football Advisory Committee shall normally meet six (6) to eight (8) times a year, unless agreed by the members of the Football Advisory Committee to the contrary, no less frequently than six (6) times per calendar year. The chair of the Football Advisory Committee may arrange additional meetings or cancel a meeting, in consultation with the Chief Executive Officer.
19. Save for the Strategic Committee, none of the President, Deputy President, Vice-Presidents, Past Presidents, or Life Councillors shall be a member of a Football Advisory Committee. Notwithstanding, the President shall be entitled to attend any of the Football Advisory Committees solely in an advisory capacity and not as a member. In addition, a maximum of one (1) of the Deputy President and Vice-Presidents shall be entitled to attend each Football Advisory Committee solely in an advisory capacity and not as a member.
20. Save where stated to the contrary or otherwise where the context so requires, the provisions of these Standing Orders which are stated as applying to the proceedings of the Directors' meetings shall also apply to the proceedings of the Committees, with the necessary adjustments.

### **Composition and Terms of Reference of the Football Advisory Committees**

#### **21. Strategic Committee**

- i. Chaired by the President, the members of the Strategic Committee shall be the President, Deputy President, Vice-Presidents, Past Presidents, Life Councillors, and a minimum of two independent members appointed by the Directors.
- ii. The Terms of Reference for the Strategic Committee are:-
  - To provide expert advice on strategy development, long-term strategic planning and decision-making;
  - To share historical insights and knowledge to inform current challenges and opportunities;
  - To provide counsel, support and critical feedback to the Association's executive on key issues;
  - Oversight of the delivery of the High-Performance Strategy; and
  - To receive key updates from the Chief Executive Officer and wider executive staff as well as international team coaches.

#### **22. Professional Game Advisory Committee**

- i. Chaired by a Member of the Council, appointed by the Committee, together with a minimum of six (6) other Members of the Council, also (subject to Standing Order 18) appointed by the Nominations and Remunerations Committee, and two (2) independent members appointed by the Directors.

- ii. The Terms of Reference for the Professional Game Advisory Committee are:-
  - To offer the views of the Members and contribute to the strategic development of the elite game;
  - To have oversight of the implementation of strategy, strategic plans and work programmes;
  - To receive performance reports and monitoring of progress against strategic objectives; and
  - To have oversight of the management and development of the elite game structures and administration.

**23. Grassroots and Community Committee**

- i. Chaired by a Member of the Council, appointed by the Committee, together with a minimum of six (6) other Members of the Council, also (subject to Standing order 18) appointed by the Nominations and Remunerations Committee and two (2) independent members appointed by the Directors.
- ii. The Terms of Reference for the Grassroots and Community Committee are:-
  - To offer the views of the Members and to contribute to the strategic development of the community and grassroots game;
  - To have oversight of the implementation of strategy, strategic plans and work programmes;
  - To receive performance reports and monitoring against strategic objectives; and
  - To have oversight of the management and development of the community and grassroots structures and administration.

**24. Women's and Girls' Committee**

- i. Chaired by a Member of the Council appointed by the Committee, the membership of the Committee will be comprised of a minimum of six (6) Members of the Council (subject to Standing Order 18) appointed by the Nominations and Remunerations Committee and two (2) independent members appointed by the Directors.
- ii. The Terms of Reference for the Women's and Girls' Committee are:
  - To offer the views of the Members and to have oversight for all aspects of strategy to do with the women's and girls' game;
  - To develop the women's and girls' game and pathway;
  - To provide scrutiny and support on the delivery of the strategy for the women's and girls' game; and
  - To receive performance reports and monitoring of progress against strategic objectives.

**25. Disciplinary Panel Chairs' Committee**

- i. Comprised of the four (4) Members of the Council appointed by the Nominations and Remuneration Committee.
- ii. The Terms of Reference for the Disciplinary Panel Chairs' Committee are:-

- To review the policies, procedures, operations and decisions of the Disciplinary Panels made under Section E of the Association's Rules;
- To review or consider any non-case specific aspect of the Association's disciplinary regulations and procedures referred to it by the Association from time to time.

### **Assurance Committees**

26. The Assurance Committees of the Directors at the date of the adoption of these Standing Orders shall be:-
1. Referees' Committee;
  2. Nominations and Remuneration Committee; and
  3. Finance, Audit & Risk Committee.
27. Each Assurance Committee shall have full powers to make decisions within its own remit and budget, as set by the Directors from time to time but nothing in this provision shall limit or restrict the right of the Directors lawfully to change or alter (in whole or in part) a decision of an Assurance Committee.
28. Three (3) members of an Assurance Committee (including the chair of the meeting) shall form a quorum.

### **COMPOSITION AND TERMS OF REFERENCE OF THE ASSURANCE COMMITTEES**

#### **29. Referees' Committee**

- i. The membership of the Referees' Committee will be comprised in accordance with the UEFA Convention on Referee Education and Organisation. Subject to the foregoing, it shall be chaired by a Member of the Council, appointed by the Nominations and Remuneration Committee, together with five (5) other Members of the Council, also appointed by the Nominations and Remuneration Committee, and five (5) non-Council members, appointed by the Directors.
- ii. To meet six (6) to eight (8) times per year. The chair of the Referees Committee may arrange additional meetings or cancel a meeting as deemed necessary.
- iii. The Terms of Reference for the Referees' Committee are:-
  - All matters relating to refereeing in Wales, as set out in the FIFA Refereeing Regulations, including:
    - The Association's refereeing structure and organisation; and
    - Strategies and programmes for all levels of the game.

#### **30. Nominations and Remuneration Committee**

- i. Chaired by an independent non-executive Board member (who is not the Independent Chair of the Board) the membership of the Committee will be the President, Deputy President, independent non-executive Board members (including the Independent Chair of the Board), the Chair of the Association's Equality Advisory Group, and any independent members as appointed by the Directors from time to time.

- ii. To meet two (2) times a year or more often if nominating Directors or appointing Council Members to an Advisory Committee.
- iii. The Terms of Reference for the Nominations and Remuneration Committee are:-
  - To nominate the appointment of the Directors to the Association’s Board of Directors;
  - To appoint the Association’s representatives to the board of the Cymru Football Foundation;
  - To appoint Members of the Council to the Football Advisory Committees and Assurance Committees; and
  - To set and review the remuneration of the Chief Executive Officer.

### **31. Finance, Audit & Risk Committee**

- i. Chaired by a suitably qualified independent Director, appointed by the Board, together with two (2) of either the President, Deputy President, or Vice-Presidents, appointed by the Nominations and Remuneration Committee, two (2) other Members of the Council (ideally with financial or senior corporate experience), also appointed by the Nominations and Remuneration Committee, and two (2) external experts with financial and/or senior corporate experience appointed by the Directors.
- ii. To meet quarterly. The chair of the Finance, Audit and Risk Committee may arrange additional meetings or cancel a meeting as deemed necessary.
- iii. Responsibility for:-
  - Overseeing regulatory compliance, business ethics and integrity;
  - Overseeing internal control/audit and external audit processes;
  - Maintaining / updating the Risk Register;
  - Overseeing the Business Continuity Plan;
  - Overseeing whistleblowing;
  - Scrutinising the balance sheet, including the investment portfolio;
  - Scrutinising proposed “material” capital expenditure projects before approval;
  - Reviewing financial budgeting, forecasting, and reporting;
  - Investigating “material” operating income/cost variances;
  - Overseeing sustainability initiatives; and
  - Scrutinising “material” external contracts with both suppliers and customers.

The Directors shall prescribe what constitutes “material” from time to time.

### **Representation on Associated Entities**

#### **32. Cymru Football Foundation**

- i. The Association shall be represented by five (5) persons on the board of trustees of CFF and these shall comprise of:
  - One (1) of either the President, Deputy President, or Vice-Presidents selected by the Nominations and Remuneration Committee;
  - Three (3) other Members of the Council selected by the Nominations and Remuneration Committee; and
  - The Association’s Chief Executive Officer.

- ii. The said representatives shall report to the Directors regularly on matters undertaken or discussed by the CFF which affect the business of the Association.
- iii. The responsibilities of CFF are:
  - To assist in the planning, funding and provision of new facilities, or the improvement of existing facilities, in any part of Wales related to the playing of association football, or other games or sports and thereby to assist in ensuring that due attention is given to the physical education and development of participants;
  - To further the promotion of community participation in healthy physical recreation with specific reference to improving social welfare amongst disadvantaged communities, immigrants and refugees, those communities which feel und
  - To support and promote targeted participation and accessibility strategies, equality, diversity and inclusion strategies and sustainability and social responsibility strategies (including health, education and community development covering all ages) including social cohesion and using the power of football to bring communities together; and
  - To undertake any actions, activities or services which are complementary to or in any way related to the achievement of the above.

*AS APPROVED BY THE FAW BOARD – November 2025*



**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.

*AS APPROVED BY THE SHAREHOLDERS – AUG 2019*