

## **Wrexham AFC – Club Advisory Board - Rules and Guidelines**

The Club (as defined below) is committed to listening to and fully understanding the interests of the fans of the Club and conducting the business of the Club having proper consideration for those interests.

### **1 NAME**

The advisory board constituted under these guidelines is the “Club Advisory Board” (referred to in these guidelines as the “**Advisory Board**”).

### **2 INTERPRETATION**

2.1 In these guidelines, the following terms shall have the following means:

“**Board**” means the board of directors of the Club from time to time;

“**Chief Executive Officer**” means the Club's chief executive officer from time to time;

“**Club**” means Wrexham AFC Limited (company number: 07698872);

“**Club Member**” means an individual who is a fan of the Club and who is not a member of any Fan Group or a Season Ticket Holder;

“**Corporate STH**” means a person who is a Season Ticket Holder where such ticket entitles the individual to attend such matches in the Club's hospitality section;

“**Emergency Meetings**” shall have the meaning given in paragraph 6.4 of these guidelines (and “**Emergency Meeting**” shall be construed accordingly);

“**Fan Group**” means any of the bodies or groups listed in paragraph 5.2.65.2 of these guidelines, as varied by paragraph 5.4.3 (and “**Fan Groups**” shall be construed accordingly);

“**Meetings**” means Ordinary Meetings and Emergency Meetings (and “**Meeting**” shall be construed accordingly);

“**Member**” means any member or incoming member (as the context requires) of the Advisory Board from time to time excluding the Chief Executive Officer (and “**Members**” shall be construed accordingly);

“**Mid-Term Election**” shall have the meaning given in paragraph 10.1 of these guidelines;

“**Non-Corporate STH**” means a person who is a Season Ticket Holder where such ticket entitles the individual to general admission at such matches and, for the avoidance of doubt, not the hospitality section;

“**Objects**” shall have the meaning given in paragraph 3.1 of these guidelines;

“**Ordinary Meetings**” shall have the meaning given in paragraph 6.1 of these guidelines (and “**Ordinary Meeting**” shall be construed accordingly);

“**Owners**” means the persons with significant control of the Club by virtue of either their percentage ownership of shares and/or voting rights in the Club or their ability to appoint and remove directors from the Board;

“**Season Ticket Holder**” means an individual who has purchased a ticket which entitles them to attend all regular-season home matches at the Racecourse Ground, Mold Rd, Wrexham LL11 2AH (or such other stadium as the Club may relocate to, to play its home matches) in the domestic league in which the Club's men's first team is to compete or competes in, in the relevant Term; and

“**Term**” means a consecutive period of 12 (twelve) months which runs from 1 July in any given calendar year to 30 June in the subsequent calendar year.

### 3 OBJECTS

3.1 The Advisory Board's objects are to:

3.1.1 understand, engage with and assist the Club to develop the Club's business, vision and values;

3.1.2 represent and express the views, opinions and interests of the Club's entire fan base on all matters the Club consults the Advisory Board on from time to time;

3.1.3 enable the Club to understand the views, opinions and interests of its fan base and how prospective business decisions will or may be received by its fan base; and

3.1.4 assist the Club to maintain and develop the Club's relationship, interaction and communication with its fan base,

(collectively, the “**Objects**”).

## **4 SCOPE OF POWERS AND OBLIGATIONS**

- 4.1 In furtherance of the Objects only, the Members shall attend Meetings to discuss all matters which the Club or Chief Executive Officer consults the Advisory Board on in accordance with paragraph 6.5 of these guidelines.
- 4.2 Any view or opinion expressed by any Member or the Chief Executive Officer, and any decision or conclusion reached by the Advisory Board or any number of its Members, at a Meeting or otherwise, is provided in an advisory capacity only and shall have no binding effect whatsoever on the Club.
- 4.3 Members shall keep any and all matters discussed at Meetings or otherwise which pertain to the Club's business (including, without limitation, any information relating to the players and/or its staff), and which they acquire by virtue of their position on the Advisory Board, strictly confidential unless the Board puts it in the public domain or the disclosure of the information is required by law. The Chief Executive Officer may from time to time require Members to enter into a non-disclosure agreement with the Club and, where the Chief Executive Officer has made such a request, only Members who have entered into to such non-disclosure agreement will be able to attend Meetings.

## **5 CONSTITUTION AND ELECTION**

- 5.1 The Advisory Board shall consist of the Members and the Chief Executive Officer. The Club, the Advisory Board and the Fan Groups accept and agree to act in accordance with these guidelines, as amended by the Board from time to time. The Members and Fan Groups shall ensure that members of their Fan Group, particularly (without limitation) those intending to run for election to the Advisory Board for the following Term, read, accept and agree to act in accordance with these guidelines, as amended by the Board from time to time.
- 5.2 Subject to paragraph 5.4 below, the Advisory Board shall not exceed 18 (eighteen) Members, which shall include:
  - 5.2.1 the Club's Disability Liaison Officer from time to time;
  - 5.2.2 2 (two) representatives of the Owners, as determined by the Owners from time to time;
  - 5.2.3 1 (one) representative who is a Club Member;

- 5.2.4 1 (one) representative who is a Corporate STH;
- 5.2.5 1 (one) representative who is a Non-Corporate STH; and
- 5.2.6 the following number of individuals from the following Fan Groups:

Wrexham Football Supporters' Society Limited (registered society; company number: IP29366R)	2
Wrexham AFC Community Trust (company number: 06931786)	1
Wrexham Supporters' Federation	3
Wrexham Supporters' Association	1
Wrexham AFC Former Players Association	1

- 5.3 The Chief Executive Officer shall be the chair at all Meetings during each Term. If the Chief Executive Officer is unable to attend a Meeting for whatever reason, they shall appoint a suitable substitute to conduct the Meeting on their behalf. Such substitute need not be a current Member.
- 5.4 Notwithstanding paragraph 5.2 above, at any point during a Term (or in preparation for the following Term) the Chief Executive Officer, acting reasonably and with due regard to the Objects, may:
  - 5.4.1 increase or decrease the total number of Members;
  - 5.4.2 increase or decrease the number of any Fan Group's Members or remove the right for a Fan Group to appoint Members altogether; and
  - 5.4.3 invite another fan body or group that is not a Fan Group (including, without limitation, any fan body or group previously removed) to elect a certain number of Members, at which point that fan body or group shall become a "Fan Group" and these guidelines shall be construed accordingly.
- 5.5 Prior to the start of each Term, each Fan Group shall elect the number of Members allocated to them pursuant to either paragraph 5.2 or paragraph 5.4 of these guidelines in accordance with its election procedure in the relevant Appendix to these guidelines (which each form part of and is hereby incorporated into these guidelines), or such other election procedure as the Club may, in its absolute discretion, approve of from time to time. Current Members may run for election again for the next Term.
- 5.6 Prior to the start of each Term, the Club shall elect:

- 5.6.1 1 (one) representative who is a Corporate STH in accordance with Appendix 6;
- 5.6.2 1 (one) representative who is a Non-Corporate STH in accordance with Appendix 7; and
- 5.6.3 1 (one) representative who is a Club Member in accordance with Appendix 8.
- 5.7 In the event of any dispute with respect to the election of any Member, the Board's decision shall be final.
- 5.8 The Club shall keep an up-to-date electronic list of Members.

## **6 MEETINGS**

- 6.1 The Advisory Board shall endeavour to meet on at least 4 (four) occasions each Term, all such meetings to be convened in accordance with paragraph 6.2 below (“**Ordinary Meetings**”).
- 6.2 Ordinary Meetings shall take place on the first Thursday of July, November, February and April each Term. The Chief Executive Officer (or their appointee) will notify the Members of the specific date (which may deviate from the scheduled date), time, location (whether in-person or remote) and proposed agenda for each Ordinary Meeting at least 14 (fourteen) days before the date of the relevant Ordinary Meeting.
- 6.3 Each Member shall confirm to the Chief Executive Officer (or their appointee) whether they can attend the relevant Ordinary Meeting as soon as practicable and in any event at least 3 (three) days prior to the date of the Ordinary Meeting. If a Member cannot attend an Ordinary Meeting for whatever reason, paragraph 8 below shall apply.

- 6.4 The Chief Executive Officer may, in their absolute discretion, convene meetings other than Ordinary Meetings for any urgent matters of the Club which they believe requires consultation with the Members prior to the next Ordinary Meeting (“**Emergency Meetings**”). The Chief Executive Officer (or their appointee) shall notify Members of the specific date, time, location (whether in-person or remote) and proposed agenda for the Emergency Meeting at least 7 (seven) days prior to the date of the Emergency Meeting. Any such notice shall specify that the proposed meeting is an “Emergency Meeting”. Each Member shall confirm to the Chief Executive Officer whether they can attend the relevant Emergency Meeting as soon as practicable and in any event at least the day before the date of the Emergency Meeting. If a Member cannot attend an Emergency Meeting for whatever reason, paragraph 8 below shall apply.
- 6.5 The Chief Executive Officer or their appointee shall preside as the chair at all Meetings.
- 6.6 Meetings of the Advisory Board shall consider the following business:
- 6.6.1 apologies for absence and substitutes appointed for that Meeting, where appropriate;
  - 6.6.2 declarations of interest;
  - 6.6.3 minutes of the last Meeting; and
  - 6.6.4 the business otherwise set out on the agenda for the Meeting.
- 6.7 The Chief Executive Officer shall determine the agenda for all Meetings in their absolute discretion. The Chief Executive Officer may introduce new agenda items to or remove agenda items from the proposed agenda before or during a Meeting itself.
- 6.8 The Chief Executive Officer or their appointee may move the discussion on at any Meeting where they believe, in their absolute discretion, discussion has deviated from the agenda or it does not otherwise further the Objects.
- 6.9 The Chief Executive Officer may ask a Member to keep a record of the minutes of the Meeting or, alternatively, may invite an employee of the Club to attend each Meeting for the sole purpose of taking a record of the Meeting. The relevant employee shall not form part of the Advisory Board and shall not take part in the Meeting.

## **7 QUORUM AND VOTING**

- 7.1 The quorum for a Meeting shall be 6 (six) Members, one of which must be the Chief Executive Officer or their appointee.
- 7.2 The Chief Executive Officer may ask for the Members to vote on any particular agenda item at a Meeting. The vote shall be conducted on a show of hands where each Member (or their proxy) shall be entitled to 1 (one) vote each. Any such vote shall be decided by majority of votes and the Chief Executive Officer or their appointee shall have a second or casting vote.
- 7.3 Without prejudice to the generality of paragraph 4.2 above, any vote conducted shall be for information and advisory purposes only and shall have no binding effect whatsoever on the Club.

## **8 COMMUNICATION**

- 8.1 Any communications or notice given to the Members under these guidelines shall be sent or supplied to the email or other address provided by each Member from time to time to the Chief Executive Officer (or their appointee).
- 8.2 Any communication or notice given by Members to the Chief Executive Officer or their appointee shall be sent or supplied to the email or other address provided by the Chief Executive Officer or their appointee to Members from time to time.

## **9 ABSENCES AND SUBSTITUTES**

- 9.1 By running for election to the Advisory Board, individuals acknowledge and agree that they are expected to use best endeavours to make themselves available to attend all Meetings during the relevant Term.
- 9.2 In the event that a Member is unable to attend a Meeting for a foreseeable reason, they shall notify the Chief Executive Officer in accordance with paragraph 6.2 or paragraph 6.4 above (as applicable) and may appoint a substitute to attend the relevant Meeting on their behalf, subject to the Chief Executive Officer approving the appointment of such substitute (such decision to be at the Chief Executive Officer's sole discretion).
- 9.3 Any substitute with respect to a Member who represents a Fan Group is required to be a member of that Member's Fan Group.

- 9.4 The Club shall be able to elect a substitute to attend in respect of those Members listed at paragraphs clauses 5.2.1 and 5.2.3 to 5.2.5 (inclusive).
- 9.5 If a Member is unable to appoint a suitable substitute for the relevant Meeting or the proposed substitute is not approved by the Chief Executive Officer, the Member shall notify the Chief Executive Officer as soon as possible and in any event prior to the start of the Meeting:
- 9.5.1 that they will not be attend the Meeting, whether as themselves or by proxy;  
and
- 9.5.2 submit in writing their responses, if any, to each item on the agenda.
- 9.6 In the event that a Member is unable to attend a Meeting for an unforeseeable reason, such as an emergency, they shall:
- 9.6.1 where possible, notify the Chief Executive Officer of their absence as soon as possible; and
- 9.6.2 submit in writing to the Chief Executive Officer their responses, if any, to each item on the agenda as soon as possible – whether prior to, during or after the Meeting.

## **10 REMOVAL OF MEMBERS**

- 10.1 Without prejudice to paragraph 5.4.2 above, the Chief Executive Officer may remove a Member during their Term (at which point the individual shall cease to be a Member) if the individual:
- 10.1.1 fails to attend 2 (two) consecutive Meetings without reasonable excuse (in the Chief Executive Officer's absolute discretion) or fails to comply with the provisions of paragraph 8;
- 10.1.2 will be unable to attend the remaining Ordinary Meetings during the Term;
- 10.1.3 is deemed incapable (by a medical practitioner) by reason of mental disorder, illness or injury of managing and administering their own affairs;



- 10.1.4 is, in the reasonable opinion of the Chief Executive Officer, unfit or unsuitable for the role of a Member, having regard to the Objects and damage the Club may suffer to its reputation or otherwise as a result of it being associated with the Member.
- 10.2 In respect of the Club's Disability Liaison Officer, if the individual ceases to be a Member by virtue of paragraph 10.1 above but remains the Club's Disability Liaison Officer or is no longer the Club's Disability Liaison Officer but no replacement Disability Liaison Officer has yet been appointed, the Board shall appoint another individual whom they consider most suitable to fulfil the Objects on behalf of disabled fans of the Club until such time as a new Disability Liaison Officer is in post.
- 10.3 Where any other individual ceases to be a Member by virtue of paragraph 10.1 above:
- 10.3.1 if the individual was a representative of the Owners, the Owners shall promptly appoint a new representative;
- 10.3.2 if the individual was the representative for the Club Members, Corporate STH or Non-Corporate STH, the Club shall promptly appoint a new representative for the remainder of the Term; and
- 10.3.3 if the individual was a representative of a Fan Group, the relevant Fan Group (as appropriate) shall conduct an election consistent with its election procedure attached to these guidelines in the relevant Appendix (or such other election procedure as the Club may, in its absolute discretion, approve of from time to time) to appoint a new Member (“**Mid-Term Election**”).
- 10.4 If the Chief Executive Officer requires a Fan Group to conduct a Mid-Term Election, the relevant Fan Group shall do so promptly, abridging notice and other time periods and/or amending dates where appropriate, provided always that the Mid-Term Election itself remains fair. If a Meeting is due to take place prior to the Mid-Term Election, the Club shall, acting reasonably, appoint a substitute from the relevant Fan Group to attend the Meeting.

## **11 EXPENSES**

The Club shall not reimburse Members for any travel or other expenses incurred by them in connection with their attendance at any Meeting or anything they do on behalf of or as a Member of the Advisory Board.

## **12 CONFLICTS OF INTEREST**

- 12.1 In the event that an agenda item at a Meeting will or may give rise to a conflict of interest between any personal interest of a Member (or their proxy) (including, without limitation, any personal financial interest) and the furtherance of the Objects, the Member or proxy shall notify the Chief Executive Officer prior to the Meeting or, if the conflict only becomes apparent during the Meeting, make it immediately known at the time and excuse themselves from discussions in respect of that agenda item.
- 12.2 In the event that the whole or substantially the whole of the agenda for a Meeting will or may give rise to a conflict of interest between any personal interest of a Member (including, without limitation, any personal financial interest) and the Advisory Board's duty to act solely in furtherance of the Objects, the Member shall notify the Chief Executive Officer prior to the Meeting and appoint a substitute (for whom no conflict exists or may exist) in accordance with paragraph 9.2 above. If no substitute is appointed, paragraph 9.5.2 shall not apply.

## **13 INTERPRETATION**

Any matter of interpretation of these guidelines shall be authoritatively determined by the Chief Executive Officer in their absolute discretion.

**APPENDIX 1**

**FAN GROUP ELECTION PROCEDURE FOR WREXHAM FOOTBALL SUPPORTERS'  
SOCIETY LIMITED**

**APPENDIX 2**

**FAN GROUP ELECTION PROCEDURE FOR WREXHAM AFC COMMUNITY TRUST**

**APPENDIX 3**

**FAN GROUP ELECTION PROCEDURE FOR WREXHAM SUPPORTERS' FEDERATION**

**APPENDIX 4**

**FAN GROUP ELECTION PROCEDURE FOR WREXHAM SUPPORTERS' ASSOCIATION**

**APPENDIX 5**

**FAN GROUP ELECTION PROCEDURE FOR WREXHAM AFC FORMER PLAYERS  
ASSOCIATION**

## **APPENDIX 6**

### **ELECTION PROCEDURE FOR CORPORATE STH**

#### **1 CORPORATE STH**

- 1.1 On or around the 1 May immediately prior to the start of any given Term, the Club shall advertise that is accepting applications for the role for the upcoming Term. Without prejudice to the Club's absolute discretion to determine the materials and methods it uses to advertise the role, the Club should explain:
  - 1.1.1 the eligibility criteria for the role, as stated in paragraph 1.2 of this Appendix;
  - 1.1.2 brief details of the role and any required application particulars; and
  - 1.1.3 the deadline for applications to be submitted to the Club, such deadline to be determined by the Club each Term.
- 1.2 To be eligible to become the Corporate STH Member for any given Term, the applicant must:
  - 1.2.1 be at least 18 (eighteen) years of age;
  - 1.2.2 qualify as a be a Corporate STH for the season to which the Term relates; and
  - 1.2.3 not be a member of any of the other Fan Groups.
- 1.3 Once the deadline for the relevant Term has passed (as determined pursuant to paragraph 1.1.3 of this Appendix), the Board shall review all applications and make a decision in its absolute discretion, having due regard to the Objects. The Club shall promptly notify the successful applicant(s).



## **APPENDIX 7**

### **ELECTION PROCEDURE FOR NON-CORPORATE STH**

#### **1 NON-CORPORATE STH**

- 1.1 On or around the 1 May immediately prior to the start of any given Term, the Club shall advertise that is accepting applications for the role for the upcoming Term. Without prejudice to the Club's absolute discretion to determine the materials and methods it uses to advertise the role, the Club should explain:
  - 1.1.1 the eligibility criteria for the role, as stated in paragraph 1.2 of this Appendix;
  - 1.1.2 brief details of the role and any required application particulars; and
  - 1.1.3 the deadline for applications to be submitted to the Club, such deadline to be determined by the Club each Term.
  
- 1.2 To be eligible to become the Non-Corporate STH Member for any given Term, the applicant must:
  - 1.2.1 be at least 18 (eighteen) years of age;
  - 1.2.2 qualify as a Non-Corporate STH for the season to which the Term relates; and
  - 1.2.3 not be a member of any of the other Fan Groups.
  
- 1.3 Once the deadline for the relevant Term has passed (as determined pursuant to paragraph 1.1.3 of this Appendix), the Board shall review all applications and make a decision in its absolute discretion, having due regard to the Objects. The Club shall promptly notify the successful applicant(s).

## **APPENDIX 8**

### **ELECTION PROCEDURE FOR CLUB MEMBER**

#### **1 CLUB MEMBER**

- 1.1 On or around the 1 May immediately prior to the start of any given Term, the Club shall advertise that is accepting applications for the role for the upcoming Term. Without prejudice to the Club's absolute discretion to determine the materials and methods it uses to advertise the role, the Club should explain:
  - 1.1.1 the eligibility criteria for the role, as stated in paragraph 1.2 of this Appendix;
  - 1.1.2 brief details of the role and any required application particulars; and
  - 1.1.3 the deadline for applications to be submitted to the Club, such deadline to be determined by the Club each Term.
- 1.2 To be eligible to become the Member representing Club Members for any given Term, the applicant must:
  - 1.2.1 be at least 18 (eighteen) years of age;
  - 1.2.2 qualify as a Club Member; and
  - 1.2.3 not be a member of any of the other Fan Groups nor a Season Ticket Holder.
- 1.3 Once the deadline for the relevant Term has passed (as determined pursuant to paragraph 1.1.3 of this Appendix), the Board shall review all applications and make a decision in its absolute discretion, having due regard to the Objects. The Club shall promptly notify the successful applicant(s).