



LEYTON ORIENT FANS' SOCIETY LIMITED

"LOFT"

BOARD MEMBERSHIP POLICY

Introduction

This document sets out the Board (otherwise known as "Committee") Membership Policy of Leyton Orient Fans' Society Limited – 'LOFT.' ("The Society").

The purpose of this policy is to ensure that:

- i. the Society Board has the skills and experience which it needs to operate effectively;
- ii. the interests of the community served by the Society are adequately represented; and
- iii. the level of representation of different groups on the Society board strikes an appropriate balance having regard to their legitimate interest in the Society's affairs. It shall also ensure no single group should dominate the Board.

A - Membership of the Board

1. At the first Annual General Meeting ("AGM") of the Society, an election will be held to select a board of at least 11 (but no more than 15) people who shall meet (as many times as are necessary) within 2 weeks of the AGM to carry out the business set out in Clause 6 below.
2. The procedure for election to the board at an AGM, whether at the first AGM or subsequent AGM's shall be as follows:
 - (a) Six weeks before the first AGM the Secretary shall invite nominations for candidates to form the Society Board. Six weeks before each subsequent AGM the Secretary shall invite nominations for candidates to replace those elected members of the society board who are resigning at the AGM.

- (b) Any member (as defined in the Society's Rules) may be nominated to stand for election to the Board, nomination forms will be included in any notice of AGM. All members of the Society Board, whether elected or otherwise, must be members of the Society.
 - (c) Each nomination form must bear the name, signature and address of the candidate and be supported by two other members whose full names, addresses and membership numbers must be disclosed. The names of supporting members may be published by the Society with the candidate's manifesto, and
 - (d) No Member may nominate more than three prospective Board members at any one AGM;
 - (e) Nomination forms will include a signed declaration by the nominee that he/she complies with and will continue to comply with the Rules and this document. The nomination form must also bear a declaration by the candidate that he/she has not been convicted of any indictable offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974), neither is subject to a bankruptcy order or has in place a composition with their creditors; or is subject to a disqualification order made under the Company Directors Disqualification Act; or is liable to detention under Section of the 1983 Mental Health Act.
 - (f) Any board member retiring by rotation in accordance with rule 61 of the rules; as varied by this document, shall also be required to submit a nomination form if he/she wishes to seek re-election; and
 - (g) Nomination forms must be submitted to the Secretary at the Society's Post Office Box address in an envelope clearly marked "LOFT AGM Nominations" (such envelopes received shall be opened only in the presence of two Society Board officers) at least 30 days prior to the AGM at which the nominee is seeking election, or such earlier date as shall be specified by the Secretary; and
 - (h) persons standing for the Board are agreeing to devote a fair and equitable amount of time to Board business
 - (i) a member of the Board may live outside the London Borough of Waltham Forest area and have difficulty physically attending meetings but under provision of the Rules may be available by telephone, video or computer link. Persons participating in this way should however join in Board mailing lists on policy and contribute to the work of the Board in the same way as any other Board member albeit at a distance. If the remaining members do not feel that any such arrangement is feasible and/or effective and the member misses 3 consecutive meetings they can vote to remove that member
3. No later than 21 days before the AGM the Secretary shall circulate to the members ballot papers containing the names of all candidates whose nomination complies with this policy together with the written statements submitted by candidates. The ballot papers shall declare the number of vacancies and shall specify a date by which the completed ballot papers must be received at the Post Office Box address (or the registered office address)

of the Society in an envelope clearly marked as to their contents which shall be no later than 7 days before the AGM.

4. The members shall be invited to vote for up to the agreed number of candidates on the Board.
5. The Society Board may prior to any election nominate an independent person who is not an officer of the Society (but may be a member) to act as scrutiner and undertake the count of ballot papers. In the absence of such nomination the Secretary shall be responsible for counting the votes and announcing at the AGM the members elected to serve on the Society Board in substitution for those resigning. There should be 2 other persons present at the count (not candidates) who shall sign that the count was correct.
6. The newly elected Board (after each AGM and not merely the first AGM) shall meet to select from amongst themselves a Chair, a Vice Chair, a Treasurer, a Secretary and a head for such sub-committees as the Board shall determine from time to time, having due regard to the roles and responsibilities prescribed for each of the positions and the skills and abilities of the members of the newly elected Board. As soon as practicable the names and roles of the new Board should be posted on the Society's website and sent out to members.

Any Board member other than the Treasurer or the Secretary may seek election for the post of Chair or Vice Chair by nominating themselves provided they are seconded by another member of the Board. If more than one person is nominated for a particular post a vote of the Board (including the co-opted members) will be required. The Secretary will conduct a secret ballot to determine the winner of the vote in question. The Chair and Vice Chair will retire at the next AGM but may seek re-election to such position (or the other position) provided that they continue to serve on the next Board (either as an elected member or a co-opted member).

7. It will be the specific responsibility of the Chair (or in his/her absence, Vice Chair) of each sub-committee to co-ordinate that sub-committee and at each meeting of the Board provide a written or oral report to the Board on the activities of that sub-committee. The Chair and/or Vice Chair may attend ex-officio sub committees of which they are not designated members but may not have a vote. **In the event that no sub committees are set up, it shall be the responsibility of the Chair (or Vice-Chair) to co-ordinate the specific activities of LOFT, and to ensure sufficient representation for each area of operation.**
8. As per rule 56, members of the Society Board will normally serve for periods of 3 years in accordance with the Board Membership Policy. Co-opted Society Board members may be re-appointed for a further period subject to these Rules.

9. In accordance with rule 61, at the third and fourth annual general meeting of the Society, one third of the members of the Society Board first elected by Society members (to be chosen by lot) will resign from office. Thereafter the one third of the members of the Society Board elected by the members who have served the longest at the date of the Annual General Meeting each year will resign. If at any time there is an uneven number of elected directors, the Society Board shall decide the number of elected directors to resign in accordance with this Rule, which shall be approximately one third of the total number. Subject to the Rules (and this document) retiring Board members may submit a nomination form to seek re-election at the AGM at which they are to retire.
10. In addition to the classes of people set out in rule 54 of the Society's Rules there may be co-opted such people as the board may in its discretion think fit to ensure that the objects are met.
11. The newly elected Board is obligated to co-opt at least 1 member on to the new Board, and no more than 4 members. Co-opted Board member(s) shall be co-opted on the basis of their ability to fill those roles on the Board which remain vacant and/or where they possess specific skills or attributes which the elected board members feel would be beneficial to have on the Board.
12. Prior to the co-opting of an additional member, the Board will discuss potential co-optees and if by a majority they require the potential co-optees to appear before them for an interview, the potential co-optee will be asked to attend the next meeting of the Board. Any member co-opted shall be asked to sign a declaration that he/she has not been convicted of any indictable offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974); or is subject to a bankruptcy order or has in place a composition with their creditors; or is subject to a disqualification order made under the Company Directors Disqualification Act; or is liable to detention under Section of the 1983 Mental Health Act.
13. Co-optees shall not be required to attend meetings of the Society Board, and their removal shall take place, with prior notice to them, by vote of the non-co-opted members of the Society Board.
14. The co-opting of an additional member shall be by resolution at any meeting of the Society Board at which two thirds of those present vote in favour. Members of the Board co-opted to fill a casual vacancy will serve until the next AGM and may then either stand for election to the Board or seek re-co-opting.
15. Co-opted Board members may not serve on a disciplinary committee even where he/she is the then current Head of any sub-committee.

16. It will be the specific responsibility of the Head (or in his/her absence, the deputy) of each sub-committee to co-ordinate that sub-committee and provide a written or oral report to the Board on the activities of that sub-committee as requested by the Board.
17. Any member of the Board may be suspended or removed from the Board in accordance with the Rules or as a result of a disciplinary offence.
18. It is the responsibility of each and every Member of the Society Board to act at all times in accordance with the Rules, this document and in a way which maintains the dignity of the Board and the Society. Failure to do so may be considered a disciplinary offence.
19. Members of the Society Board will not receive any payment for serving on the Society Board other than the payment of expenses incurred in carrying out their duties; and nominal Society Board Fees approved by the members in general meeting.

B - Confidentiality and Collective Responsibility

1. Members of the Board acknowledge that discussions at Society Board Meetings are strictly confidential save where expressly stated not to be, and save for official reports of meetings, such as basic publication of minutes, and in the event of the Club being floated as a company listed on the London Stock Exchange, Board members may from time to time have access to or knowledge of price sensitive information. With the exception of those circumstances set out in B2 below, all Board members shall keep all such discussions or information strictly private and confidential.
2. The confidentiality provisions shall not apply where a Board member is asked to co-operate with any statutory or regulatory body and should not stifle due and proper debate on issues within the confines of Board meetings or discussions between Board members.
3. For the avoidance of doubt the confidentiality provisions above remain even after a member is no longer serving on the Board. Breach of the confidentiality provisions is a disciplinary offence.
4. From time to time the Board will vote on issues, make decisions or pass resolutions and each and every member of the Board will be bound by collective responsibility in respect of these with the effect that once a decision is made, a resolution passed etc, no board member shall speak out in public against that decision or resolution. Full and open debate within the confines of

the Board is obviously encouraged but once a decision has been made or a resolution passed the Board must speak with a unified voice.

5. If a Board member does not feel able to comply with the ethic of collective responsibility either that Board member must remain silent on this issue in question or he/she must resign from the Board.
6. A breach of the ethic of collective responsibility is a disciplinary offence.

C - Limitations and Conflicts of Interests

1. Any Board member may speak about, give comments or opinions on a variety of issues provided they are expressed to be a personal opinion.
2. Only the authorised spokesperson(s) (or such other person who has the express consent of the board or the Head of the Communications/Media sub-committee) may issue communications or brief the press/media on behalf of the Society, save, in their absence, of it they are unable to do so, by agreement of two members of the Society Board, one of whom shall be the Chair or Vice-Chair.
3. All efforts must be made to retain copies or recordings of all Society communications, minutes, press releases, interviews, and publicity whether in written, oral or visual form. A library of such information must be kept by the Archivist, except for the minutes of which this responsibility falls to the Secretary, on behalf of the Board for posterity and consistency and to deal with any future queries
4. Any Board member who volunteers to take on a particular job must, as far as possible, carry out that task to the best of their ability. It will be the responsibility of each Board member to take the action required to deal with any task allocated to him/her in the minutes. Failure to do so may be considered a disciplinary offence. Guidance can always be sought from the rest of the Board.
5. All money collected by Board members on behalf of the Society must be forwarded to the Treasurer for entry into the Society's Bank Account. There will be no exception to this rule. The Treasurer has the authority to pay any reasonable expenses to the Board members for phone calls, stationery etc without the consent of a full Committee, but he/she must inform the Board of the amounts paid out.
6. All information is strictly confidential. Any Board member collecting details of new members must ensure that they forward all the correct information and monies to the membership secretary.

7. No member shall be permitted to seek election to the Board if they are or are reasonably likely to during their 3-year term of office become an employee of the Club. If a Board member shall during his/her term of office fall into this category (s)he shall immediately notify the Board. In order for that person to continue on the Board they must specifically undertake not to abuse the potential conflict. The Board may issue such conditions as it sees fit to the Board member's continued service on the Board.
8. In addition, unless disclosure of the same is made in the election manifesto, no Member shall be permitted to seek election to the Board if they are or are reasonably likely to during their 3 year term of office to fall in to any one (or more) of the following (whether part time or full time, whether for consideration or voluntarily):
 - a member of any football fan group other than; the Society, season ticket holders, Club shareholders, or members of an official supporters' club or a national organisation of football supporters.
 - a proprietor or editor of a fanzine or football magazine;
 - a sports journalist or broadcaster;
 - a proprietor or editor of a website relating in whole or in part to sport, football or Leyton Orient in particular.
9. If a Board member shall during his/her term of office fall in to one (or more) of the above categories (i.e. 4(a)-(e)) (s)he shall immediately notify the Board. In order for that person to continue to be a member of the Board they must specifically undertake not to abuse the potential conflict. The Board may issue such conditions as it sees fit to the Board member's continued service on the Board.
10. Any Board member may speak about, give comments or opinions on matches (including reports) transfer activity, tactics and player management issues provided that these do not conflict with Board or the Society's policy, resolutions or decisions (including the confidentiality provisions in this document), and provided they are expressed to be a personal opinion and no mention is made of the Society.
11. If a Board member acts in a way which conflicts with the Rules, this document, the Society's policy or Board decisions or resolutions, that Board member will be subject to disciplinary measures.
12. A breach of the provisions relating to conflicts of interests is a disciplinary offence.

D - Disciplinary Matters

1. Where any Board member is deemed by a majority of the Board to have committed a disciplinary offence as defined above or has otherwise acted in a way which a majority of the Board believe is in contrast to the spirit of this document or the Rules, they shall be at liberty to constitute a disciplinary committee ("the committee") to determine the facts and take such measures as the committee sees fit. If the Board decides to constitute a Committee the Board member(s) concerned will be suspended and shall not be entitled to vote nor attend Board meetings for the period of suspension.
2. The Committee will consist of the then Chair and Vice-Chair of the Board unless one or both of them is the subject of the disciplinary action, in which case another member of the Board will be selected by the Board as Chair of the Committee and he/she shall have the casting vote if necessary. In addition up to 3 but no less than 2 other Board members (who shall not be the subject of the disciplinary action or serve of the same sub-committee as the member who is the subject of the disciplinary action) shall sit on the Committee.
3. The Committee shall meet as soon as is practicable (where possible within 7 days) after the Board meeting which constituted the Committee and shall invite the member concerned to attend or submit his/her version of events or mitigating circumstances. The Committee shall act honestly and equitably in assessing the facts of the disciplinary case before them and may impose such sanction as it sees fit, including for example, dismissal; further suspension to allow more facts to be gathered; censure or warning. If appropriate the Committee may choose to impose no sanction. If the member concerned fails to either attend or submit as envisaged above the Committee can proceed and make such inferences as it sees fit from such non-attendance or non-submission.
4. The Board member subject to the disciplinary hearing may appeal against the decision of the Committee within 7 days of being notified of the decision. The appeal must be made to an officer of Supporters Direct whose decision will be binding on all parties. The appeal will take place as soon as possible after the member concerned has requested it, and no later than 28 days following the date of receipt of the appeal. As Supporters Direct is independent of the Society there will be no further right of appeal by any party.

NB. Please note this Code of Conduct is structured in a way which will allow for it to be adapted to suit different needs in a democratic manner should the occasion arise. Any amendments will be made by the Society Board, by resolution, at a Society Board meeting.