

**Company Number 77797**

**The Companies Acts 1985 To 2006**

**SPECIAL RESOLUTION OF  
THE FOOTBALL ASSOCIATION LIMITED  
(the "Company")**

**(Passed 19<sup>th</sup> May 2009)**

At the Annual General Meeting of the Company duly convened and held on 19<sup>th</sup> May 2009 at 2 00pm, the following resolutions were duly proposed and passed as special resolutions

**SPECIAL RESOLUTION**

**Resolutions 16,17,18,19 & 20**

THAT the proposal of the Board, as approved by the Council, in relation to the Articles of Association be approved

The revised wording is set out at Appendix 1

  
.....  
**Company Secretary**

THURSDAY



A26      \*ANLOEKJN\*      208  
03/06/2010  
COMPANIES HOUSE

## Appendix 1

### PROPOSAL 1

#### AS PROPOSED BY THE BOARD AND AS APPROVED BY COUNCIL IN ACCORDANCE WITH ARTICLE 153

<u>Articles 2(a) &amp; 2(b) – Interpretation</u>	
<u>With consequent amendments to Articles 2(zz), 3, 6(b), 10, 19(b), 22, 25, 35, 40, 41, 44, 56, 91, 100, 115, 130(b), 130(c), 133, 134(a), 134(c), 136, 139 &amp; 153</u>	
<u>Current Wording</u>	<u>Proposed Changes</u>
<p>2 In these Articles of Association, except where the subject or context otherwise requires</p> <p>(a) the Act means the Companies Act 1985 as amended, including any modification or re-enactment thereof for the time being in force,</p> <p>(zz) Statutes means the Act and every other statute or statutory instrument, law or regulation for the time being in force concerning companies and affecting The Association,</p>	<p>2 In these Articles of Association, except where the subject or context otherwise requires</p> <p>(a) the <u>1985 Act</u> means the Companies Act 1985 as amended, including any modification or re-enactment thereof for the time being in force,</p> <p>(b) <u>the 2006 Act means the Companies Act 2006 as amended, including any modification or re-enactment thereof for the time being in force,</u></p> <p>(zz) Statutes means the <u>1985 Act and 2006 Act</u> and every other statute or statutory instrument, law or regulation for the time being in force concerning companies and affecting The Association,</p>
<p>3 Words or expressions contained in these Articles which are not defined in Article 2 but are defined in the Act have, if not inconsistent with the subject or context, the same meaning as in the Act (but excluding any statutory modification thereof not in force at the date of adoption of these Articles)</p>	<p>3 Words or expressions contained in these Articles which are not defined in Article 2 but are defined in the <u>1985 Act</u> have, if not inconsistent with the subject or context, the same meaning as in the 1985 Act (but excluding any statutory modification thereof not in force at the date of adoption of these Articles)</p>

6	(b) The Board may allot any relevant securities (as defined as section 80(2) of the Act) to such persons and generally upon such terms and conditions as the Board may think fit, PROVIDED ALWAYS THAT no share shall be issued at a discount or otherwise in breach of these Articles, the Memorandum or the Statutes	6	(b) The Board may allot any relevant securities (as defined as section 80(2) of the <u>1985 Act</u> ) to such persons and generally upon such terms and conditions as the Board may think fit, PROVIDED ALWAYS THAT no share shall be issued at a discount or otherwise in breach of these Articles, the Memorandum or the Statutes
10	In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company	10	In accordance with section 91(1) of the <u>1985 Act</u> , section 89(1) and sections 90(1) to (6) (inclusive) of the <u>1985 Act</u> shall not apply to the Company
19	(b) in the case of a company, unincorporated body or association, enters into a voluntary arrangement pursuant to Part I of the Insolvency Act 1986 (as amended or re-enacted from time to time) (the " <b>1986 Act</b> ") or a scheme of arrangement with its creditors under section 425 of the Act or into any compromise agreement with its creditors generally,	19	(b) in the case of a company, unincorporated body or association, enters into a voluntary arrangement pursuant to Part I of the Insolvency Act 1986 (as amended or re-enacted from time to time) (the " <b>1986 Act</b> ") or a scheme of arrangement with its creditors under section <del>425</del> <u>895</u> of the <u>2006 Act</u> or into any compromise agreement with its creditors generally,
22	Subject to the provisions of the Act and these Articles and save for the Professional Game Special Shareholder and the National Game Special Shareholder,	22	Subject to the provisions of the <u>1985 Act</u> , the <u>2006 Act</u> and these Articles and save for the Professional Game Special Shareholder and the National Game Special Shareholder,
25	Without prejudice to the provisions of any other Article, the forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share(s) and all other rights and liabilities incidental to the share as between the person whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly	25	Without prejudice to the provisions of any other Article, the forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share(s) and all other rights and liabilities incidental to the share as between the person whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles

	saved, or as are by the Act given or imposed in the case of past Shareholders		expressly saved, or as are by the <u>1985 Act or 2006 Act</u> given or imposed in the case of past Shareholders
35	Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way	35	Subject to the provisions of the <u>1985 Act or the 2006 Act as applicable</u> , the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way
40	Subject to the provisions of Article 39, the Board may call general meetings whenever and at such times and places as it shall determine and, on the requisition of Shareholders pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting in accordance with the requirements of the Act	40	Subject to the provisions of Article 39, the Board may call general meetings whenever and at such times and places as it shall determine and, on the requisition of Shareholders pursuant to the provisions of the <u>2006 Act</u> , shall forthwith proceed to convene an <del>extraordinary</del> <u>a</u> general meeting in accordance with the requirements of the <u>2006 Act</u>
41	The Board shall be entitled to propose such business to a general meeting as it considers appropriate, including any amendment to these Articles, the Memorandum of Association or to the Rules (PROVIDED, and subject always to the provisions of the Act, that any proposal to amend the Rules, the Memorandum of Association or the Articles has the approval of Council as set out in Articles 150 and 153 respectively)	41	The Board shall be entitled to propose such business to a general meeting as it considers appropriate, including any amendment to these Articles, the Memorandum of Association or to the Rules (PROVIDED, and subject always to the provisions of the <u>1985 Act and 2006 Act</u> , that any proposal to amend the Rules, the Memorandum of Association or the Articles has the approval of Council as set out in Articles 150 and 153 respectively)
44	Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all the Shareholders, to each of the Directors, to the auditors for the time being of the Company and if required under the Act, the former auditors of the Company	44	Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all the Shareholders, to each of the Directors, to the auditors for the time being of the Company and if required under the <del>Act</del> <u>1985 Act or 2006 Act (as applicable)</u> , the former auditors of the Company
56	A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded by	56	A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded Subject to the provisions of the <u>2006 Act</u> , a poll may be demanded by

91	The affairs of the Company shall be managed by the Board which may exercise all the powers of the Company and do, on behalf of the Company, all such acts as may be exercised and done by the Company, subject always to the provisions of the Act and these Articles	91	The affairs of the Company shall be managed by the Board which may exercise all the powers of the Company and do, on behalf of the Company, all such acts as may be exercised and done by the Company, subject always to the provisions of the <u>1985 Act</u> , the <u>2006 Act</u> and these Articles
100	The office of a Director shall be vacated if  (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or	100	The office of a Director shall be vacated if  (a) he ceases to be a Director by virtue of any provision of the <u>2006 Act</u> or he becomes prohibited by law from being a director, or
115	Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit	115	Subject to the provisions of the <u>2006 Act</u> , the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit
130	(b) to approve changes to the composition of Council (subject to the approval of the Board and the provisions of the Act),	130	(b) to approve changes to the composition of Council (subject to the approval of the Board and the provisions of the <u>2006 Act</u> ),
130	(c) to approve and recommend to the Shareholders proposed amendments to the Memorandum of Association, the Articles and the Rules (subject to the approval of the Board and the provisions of the Act),	130	(c) to approve and recommend to the Shareholders proposed amendments to the Memorandum of Association, the Articles and the Rules (subject to the approval of the Board and the provisions of the <u>Act 1985 Act and 2006 Act (as applicable)</u> ),
133	Subject always to the provision of the Act and so far as may be consistent with the Statutes, in the management of the affairs of The Association,	133	Subject always to the provision of the <u>2006 Act</u> and so far as may be consistent with the Statutes, in the management of the affairs of The Association,
134	Subject to the provisions of the Act and so far as may be consistent with the Statutes  (a) every Director and any other officer of The Association (other than the auditors) shall be indemnified out of the	134	Subject to the provisions of the <u>2006 Act</u> and so far as may be consistent with the Statutes  (a) every Director and any other officer of The Association (other than the auditors) shall be indemnified out of the

assets of The Association against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or offices, providing that any such indemnity in relation to that Director or such officer shall only be valid in respect of any negligence, default, breach of duty or a breach of trust of which that Director or that officer may be guilty in relation to The Association to the extent that it constitutes a qualifying third party indemnity provision as defined in Section 309B of the Act,

- (c) The Association may also provide funds to any Director or other officer (excluding the auditors) or do anything to enable any Director or such other officer to avoid incurring expenditure of the nature described in Section 337A of the Act

136 A copy of every balance sheet and profit and loss account (including any documents required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the Directors' and auditors' reports shall, at least twenty-one days prior to the meeting, be delivered or sent by post to every Shareholder and to every debenture holder of the Company of whose address the Company is aware, and to every other person who is entitled to receive notice of meetings from the Company under the provisions of the Act or of these Articles or, in the case of joint holders of any debenture, to

assets of The Association against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or offices, providing that any such indemnity in relation to that Director or such officer shall only be valid in respect of any negligence, default, breach of duty or a breach of trust of which that Director or that officer may be guilty in relation to The Association to the extent that it constitutes a qualifying third party indemnity provision as defined in Section ~~309B~~234 of the 2006 Act,

- (c) The Association may also provide funds to any Director or other officer (excluding the auditors) or do anything to enable any Director or such other officer to avoid incurring expenditure of the nature described in Section ~~337A~~206 of the 2006 Act

136 A copy of every balance sheet and profit and loss account (including any documents required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the Directors' and auditors' reports shall, at least twenty-one days prior to the meeting, be delivered or sent by post to every Shareholder and to every debenture holder of the Company of whose address the Company is aware, and to every other person who is entitled to receive notice of meetings from the Company under the provisions of the 2006 Act or of these Articles or, in the case of joint holders of any

<p>one of the joint holders, PROVIDED THAT the requirements of this Article shall be deemed satisfied in relation to any Shareholder by sending to such Shareholder, where permitted by the Act and instead of such copies, a summary financial statement derived from the Company's annual accounts and the report of the Directors and prepared in the form and containing the information prescribed by the Act and any regulations made thereunder</p>	<p>debenture, to one of the joint holders, PROVIDED THAT the requirements of this Article shall be deemed satisfied in relation to any Shareholder by sending to such Shareholder, where permitted by the <u>2006 Act</u> and instead of such copies, a summary financial statement derived from the Company's annual accounts and the report of the Directors and prepared in the form and containing the information prescribed by the <u>2006 Act</u> and any regulations made thereunder</p>
<p>139 The accounts of the Company shall be annually examined and the correctness of the balance sheet and accompanying accounts ascertained by an auditor or auditors to be appointed by the Company at the annual general meeting in accordance with the provisions of the Act (such appointment to be subject to the prior consideration of Council where possible)</p>	<p>139 The accounts of the Company shall be annually examined and the correctness of the balance sheet and accompanying accounts ascertained by an auditor or auditors to be appointed by the Company at the annual general meeting in accordance with the provisions of the <u>2006 Act</u> (such appointment to be subject to the prior consideration of Council where possible)</p>
<p>153 The Memorandum of Association and the Articles shall be as determined by the Shareholders from time to time in general meetings and the provisions contained in these Articles Proposals to amend the Memorandum of Association and Articles may be made by the Shareholders pursuant to the Act or by the Board (PROVIDED THAT any such proposals made by the Board have been approved by Council)</p>	<p>153 The Memorandum of Association and the Articles shall be as determined by the Shareholders from time to time in general meetings and the provisions contained in these Articles Proposals to amend the Memorandum of Association and Articles may be made by the Shareholders pursuant to the <u>1985 Act or the 2006 Act (as applicable)</u> or by the Board (PROVIDED THAT any such proposals made by the Board have been approved by Council)</p>

## **PROPOSAL 2**

<b><u>Article 39 – General Meetings</u></b>	
<b><u>Current Wording</u></b>	<b><u>Proposed Changes</u></b>
The Board shall convene and the Company shall hold annual general meetings in accordance with the requirements of the Act	The Board shall convene and the Company shall hold <u>an</u> annual general meetings <del>in accordance with the requirements of the Act</del> <u>in each calendar year</u>

## **PROPOSAL 3**

<b><u>Article 43 – Notice of General Meetings</u></b>	
<b><u>Current Wording</u></b>	<b><u>Proposed Changes</u></b>
<p>An annual general meeting and an extraordinary general meeting shall be called by at least twenty-one clear days' notice but a general meeting may be called by shorter notice if it is so agreed</p> <p>(a) in the case of an annual general meeting, by all those entitled to attend and vote, and</p> <p>(b) in the case of any other meeting, by a majority in number of Shareholders having a right to attend and vote, being a majority together not holding less than 95% of the total voting rights at a general meeting</p>	<p>An annual general meeting and an extraordinary general meeting shall be called by at least twenty-one clear days' notice, but <u>subject to Article 42</u> a general meeting may be called by shorter notice if it is so agreed-</p> <p>(a) <del>in the case of an annual general meeting, by all those entitled to attend and vote, and</del></p> <p>(b) <del>in the case of any other meeting, by</del> a majority in number of Shareholders having a right to attend and vote, being a majority together not holding less than <del>95</del><u>90</u>% of the total voting rights at a general meeting</p>



#### **PROPOSAL 4**

<b><u>Article 103 – Directors' Interests</u></b>	
<b><u>Current Wording</u></b>	<b><u>Proposed Changes</u></b>
<p>Subject to the provisions of the Act, and PROVIDED THAT he has disclosed to the Board the nature and extent of his interest, a Director, notwithstanding his office</p> <p>(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested or involved,</p> <p>(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested or involved, and</p> <p>(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit</p>	<p>Subject to the provisions of the <u>2006 Act</u>, and PROVIDED THAT he has disclosed to the Board the nature and extent of his interest, a Director, notwithstanding his office</p> <p>(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested or involved,</p> <p>(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested or involved, and</p> <p>(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit</p> <p><u>Provided that nothing in this Article shall permit a Director to accept a benefit from a third party which is given to that Director by virtue of his office unless such a benefit could not reasonably be regarded as giving rise to a conflict of interest</u></p>

## **PROPOSAL 5**

<b><u>Article 160 – Transitional Provisions</u></b>	
<b><u>Current Wording</u></b>	<b><u>Proposed Changes</u></b>
Until such time as The Disability Advisory Group or The Race Equality Group are established by the Board, no body shall be entitled to appoint a representative of those organisations to be a Member of Council. Upon confirmation from the Secretary that they are established bodies, they shall each be entitled to appoint a representative as a Member of Council (such person being entitled to serve as a Member of Council until the next following Summer Meeting and who shall, pursuant to Article 12(c), be entitled to hold one Ordinary Share in his or her capacity as a Member of Council)	<del>Until such time as The Disability Advisory Group or The Race Equality Group are established by the Board, no body shall be entitled to appoint a representative of those organisations to be a Member of Council. Upon confirmation from the Secretary that they are established bodies, they shall each be entitled to appoint a representative as a Member of Council (such person being entitled to serve as a Member of Council until the next following Summer Meeting and who shall, pursuant to Article 12(c), be entitled to hold one Ordinary Share in his or her capacity as a Member of Council).</del>