

THE FOOTBALL ASSOCIATION LIMITED

25 Soho Square, London W1D 4FA

A SPECIAL RESOLUTION of the COMPANY passed at the Annual General Meeting of the Company held on 24 May 2001 at Lords Cricket Ground, St John's Wood, London, NW8 8QN

The meeting commenced at 2.30 pm.

A SPECIAL RESOLUTION was passed as follows:



That ARTICLES 74-81 of the ARTICLES OF ASSOCIATION of the Company be amended as follows:

Article 74 shall be deleted and in its place shall be inserted a new Article 74:

"From the date of adoption of these Articles until the date of the first meeting of the Council thereafter, the Board shall comprise the members of the Executive Committee of the Council as at the date of adoption of these Articles. At the first meeting of Council after the adoption of these Articles, the Board and the National Game Representatives and the Professional Game Representatives (as defined in Articles 79 and 80) shall be appointed in accordance with Articles 75-81 with effect from the end of the meeting of the Council, at which time the members of the then Board shall be deemed to have contemporaneously resigned. Articles 79 and 80 shall be read accordingly, including that nominations shall be required to be given to the Secretary no later than 1 week before the first meeting of the Council after the adoption of these Articles.

In the event that there are six or fewer nominations for either National Game Representatives or Professional Game Representatives, all shall be elected. If there are more than six, there shall be an election by ballot. For the National Game Representatives, those entitled to vote in the ballot and to be a candidate will be all Members of Council who are not appointed to Council as a representative of The F.A. Premier League Limited or The Football League Limited nor, if a representative of a Division, appointed as such by virtue of holding a position with a football club in membership of The F.A. Premier League Limited or The Football League Limited nor, if a Vice-President or a Life Member or a Life Vice-President (as set out in Article 107), the holder of a position with such a football club. For the Professional Game Representatives, those entitled to vote in the ballot and to be a candidate will be all Members of Council who are appointed to Council as a representative of The F.A. Premier League Limited or The Football League Limited or, if a representative of a Division, appointed as such by virtue of holding a position with a football club in membership of The F.A. Premier League Limited or The Football League Limited or, if a Vice-President or a Life Member or a Life Vice-President (as set out in Article 107) the holder of a position with such a football club. A person shall be elected if he receives a vote equal to more than half of the number of Members of Council voting in the elections. Where there are less than six persons so elected in the first ballot, then the candidate who receives the least number of votes shall withdraw from the election and a further ballot taken amongst those who were not elected in the first

ballot; and so on until six candidates are elected. In the event of a tie and no change in two successive ballots election shall then be by the drawing of lots.

The National Game Representatives and the Professional Game Representatives so elected shall draw lots to determine which two from each shall retire at the next summer meeting of Council, and which two shall retire the following year, and which two the year after that."

Article 75 shall be deleted and in its place shall be inserted a new Article 75:

"The number of Directors shall be not more than 14 as provided for in Article 76."

Article 76 shall be deleted and in its place shall be inserted a new Article 76:

"The Directors shall comprise the following:

- (a) the Chairman of The Association
- (b) 6 National Game Representatives as defined in Article 79
- (c) 6 Professional Game Representatives as defined in Article 80
- (d) the Chief Executive."

Article 77 shall be deleted and in its place shall be inserted a new Article 77:

"Save for the Chief Executive, the Directors shall be appointed by the Council pursuant to Articles 78-81."

Article 78 shall be deleted and in its place shall be inserted a new Article 78:

"The Chairman of The Association shall be appointed by the Council. Subject to Articles 87 and 88 and as provided in this Article, the term of office of the Chairman of The Association shall be four years. No person may be Chairman of The Association for more than two terms. The Council shall have the power to remove the Chairman of The Association from such office at any time if a proposal at a meeting of the Council to do so is supported by 75% or more of those present and voting."

Article 79 shall be deleted and in its place shall be inserted a new Article 79:

"The National Game Representatives shall be as follows:

- (a) At each summer meeting of the Council (in June/July), two National Game Representatives shall be elected.
- (b) Nominations (proposed and seconded by other Members of Council entitled to vote in the election) to be a National Game Representative shall be given to the Secretary up to the end of the month of May preceding the summer meeting.

(c) In the event that there are two or fewer nominations, all shall be elected. If there are more than two, there shall be an election by ballot. Those entitled to vote in the ballot and to be a candidate will be as set out in Article 74. A person shall be elected if he receives a vote equal to more than half of the number of Members of Council voting in the election. Where there are less than two persons so elected in the ballot, then the candidate who receives the least number of votes shall withdraw from the election and a further ballot taken amongst those who were not elected in the first ballot; and so on until two candidates are elected. In the event of a tie and no change in two successive ballots, election shall then be by the drawing of lots.

(d) A National Game Representative shall serve for a period of three years save as stated in Article 74.

(e) A National Game Representative retiring under (d) above shall be eligible for re-election without further nomination. Candidates shall be proposed and seconded during the month of May as in (b) above."

Article 80 shall be deleted and in its place shall be inserted a new Article 80:

"The Professional Game Representatives shall be as follows:

(a) At each summer meeting of the Council in June/July, two Professional Game Representatives shall be elected.

(b) Nominations (proposed and seconded by other members of Council entitled to vote in the election) to be a Professional Game Representative shall be given to the Secretary up to the end of the month of May preceding the summer meeting.

(c) In the event that there are two or fewer nominations, all shall be elected. If there are more than two, there shall be an election by ballot. Those entitled to vote in the ballot and to be a candidate will be as set out in Article 74. A person shall be elected if he receives a vote equal to more than half of the number of Members of Council voting in the election. Where there are less than two persons so elected in the ballot, then the candidate who receives the least number of votes shall withdraw from the election and a further ballot taken amongst those who were not elected in the first ballot; and so on until two candidates are elected. In the event of a tie and no change in two successive ballots, election shall be by the drawing of lots.

(d) A Professional Game Representative shall serve for a period of three years save as stated in Article 74.

(e) A Professional Game Representative retiring under (d) above shall be eligible for re-election without further nomination. Candidates shall be proposed and seconded during the month of May (as in (b) above)."

Article 81 shall be deleted and in its place shall be inserted a new Article 81:

“Any vacancy arising upon the death or removal or vacation from office of a National Game Representatives or a Professional Game Representatives under the Articles shall be filled at the next meeting of the Council taking place at least one month after the date of the vacancy arising under the procedures set out in Articles 79(b) and (c) or Articles 80(b) and (c) as the case may be, save that nominations shall be required to be given no later than one week before the date of the Council meeting. A Director so appointed shall hold office only for the period of appointment of the person he is replacing.”

The meeting concluded at 3.15 pm.

A handwritten signature in black ink, appearing to read 'Nicholas Coward', with a stylized, cursive script.

Nicholas Coward
Company Secretary

The Football Association

1 June 2001