

5(545)

Company Limited by Guarantee

(COPY)

SPECIAL RESOLUTIONS



(Pursuant to "The Companies Acts, 1862 – 1985")

of

The Scottish Football Association Limited.

Passed 24th May 2004

At an EXTRAORDINARY GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Monday, 24th May 2004, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within Article 1, after the definition of "the Council" and before the definition of "the Directors" the following text:-

"Court of Arbitration for Sport" shall mean the Court of Arbitration for Sport created by the International Court of Arbitration for Sport whose arbitration procedure shall be available to members, players and referees where specifically provided for in these Articles;"

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within Article 1, after the definition of "Honorary Vice-President" and before the definition of "junior club" the following definitions:-

"insolvency event" shall mean the presentation of a petition or convening of a meeting for the purpose of considering a resolution for the winding up of a member; the appointment of any provisional liquidator to a member; the liquidation of a member (other than for the purposes of a *bona fide* solvent reconstruction) the presentation of a petition for an administration order to be made in relation to a member; the making of an administration order or an order by the court appointing an interim manager or manager or the court making an order in

terms of paragraph 13(3)(b) of Schedule B1 of the Insolvency Act 1986 in relation to a member; the appointment of an administrator by the directors or by a qualifying charge holder (as defined in paragraph 14 of Schedule B1 of the Insolvency Act 1986) of a member; the appointment of a receiver (including without limitation, an administrative receiver) in respect of the whole or any part of the property, assets and/or undertaking of a member; the appointment by a court of a judicial factor, receiver or manager in respect of a member; the entering into by a member of a voluntary arrangement with its creditors;”

“insolvency practitioner” shall mean a person qualified to act as an insolvency practitioner in terms of Part XIII of the Insolvency Act 1986.”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within Article 1, in the existing definition of “National Club Licensing Procedures” the first reference to the word “the” where it appears after the words “promulgated by”.

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within Article 1, within the existing definition of “Official Return” after the words “associate members” the following words:-

“using the form prescribed by the Board from time to time,”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within Article 1, within the existing definition of “ordinary member of the Council” after the number “48” the following word and numbers:-

“or 49.2”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within Article 1, a new definition, after “ordinary member of the Council” and before “player”, as follows:-

“play” shall mean to engage in a match or game in which the number of players in each team is more than 5 at which a charge for admission is made or collection is taken or money raised in any form or to engage in any competition or competitive match in which the number of players in each team is more than 5. Notwithstanding the foregoing, the Board will take cognisance of field offences or other misconduct in matches or games of 5 or less players a side.”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within Article 1, within the existing definition of “Standing Committee” the word “Council” where it appears at the end of the definition and inserting in its place the following word:-

“Board”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 5 after the words "All members shall be subject to" the following words:-

"and shall comply with"

That the Articles of Association of the Association be and are hereby altered by:-

Inserting a new Article 5.3 as follows:-

"Members shall intimate any changes to its details on the Official Return to the Association within 10 working days of the effective date of such variation."

That the Articles of Association of the Association be and are hereby altered by:-

Inserting a new Article 5.4 as follows:-

"All members shall ensure that all persons required to be specified on the Official Return, in accordance with Article 10, are so specified on the Official Return and any variations thereto. Any member failing to so specify, as aforementioned, shall be deemed to be in breach of these Articles and shall be liable to a fine, suspension or both, or such other penalty, condition or sanction as the Association considers appropriate."

That the Articles of Association of the Association be and are hereby altered by:-

Inserting a new sentence, after the first sentence within the existing text of Article 10, as follows:-

"Each full member and associate member will procure that the relevant office-bearer, secretary, director or member of the board of management or committee of such member will personally confirm to the Association utilising the form prescribed by the Board that a) he has been furnished with a copy of the Articles and that having read in particular Articles 10, 13 and 14, the information supplied by him using the prescribed form is complete, true and accurate; and b) he is a fit and proper person to hold such position within Association Football."

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within existing Article 10, in the second sentence, after the words "of such member" the following words:-

“, manager/assistant manager or first team coach, (or equivalent as applicable),”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting new paragraphs within the existing text of Article 10 as follows:-

- “(7) he has been disqualified as a director pursuant to the Company Directors’ Disqualification Act 1986 within the previous five years;
- (8) he has been convicted of (a) an offence liable to imprisonment of two years or over, (b) corruption or (c) fraud within the last 10 years;

- (9) he has been suspended or expelled by a National Association from involvement in the administration of a club;
- (10) he has been a director of a club in membership of any National Association which has undergone an insolvency event within the five year period preceding the said insolvency event.”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 10, in the last paragraph, and before the words “Such members” the following words:-

“Pursuant to Article 5.3,” with a consequential change to the capital “S” in the word “Such” to the lower case.

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 10.2 the words “or take any step which shall have a bearing upon its occupancy of its registered ground or alter its playing field dimensions” where they appear in the first sentence.
- 2) Deleting within the existing text of Article 10.2 the words “or the name of” where they appear in the second sentence.
- 3) Inserting within the existing text of Article 10.2 after the word “name” where it appears in the second sentence the following:-
“”
- 4) Inserting within the existing text of Article 10.2, in the second sentence, after the words “registered ground” the following words:-
“or its playing field dimensions”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting the words “Executive Committee” where they appear within the first sentence of existing Article 24 and replacing them with the following word:-

“Board”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 26 a new paragraph as follows:-

- “(8) no person being a Director of the Association shall represent a member at any general meeting. The member, on whose Official Return the Director is specified, shall be entitled to send a representative to a general meeting so long as such person is not a Director of the Association.”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 38.2.1 the words “the Second Vice President” and replacing them with the following words:-

“the Professional Leagues Vice President”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 43, paragraph (2), before the word “Board” the following word:-

“the”

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 44(3) the words “Professional Leagues Vice President” and replacing them with the following words:-

“Second Vice President”

- 2) Deleting within the existing text of Article 44(4) the words “Second Vice President” and replacing them with the following words:-

“Professional Leagues Vice President”

- 3) Deleting within the existing text of Article 44(5) the word “and”

- 4) Inserting within the existing text of Article 44(8) after the number “48” and before “;” the following word:-

“and”

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 44.6, paragraph (a), the word “observe” where it appears at the start of the sentence and replacing it with the following words:-

“comply with”

- 2) Changing within the existing text of Article 44.6, paragraph (a) the word “Regulations” to “regulations”.

- 3) Inserting within the existing text of Article 44.6, paragraph (a), after the word “regulations” the following:-

“, procedures”

- 4) Deleting within the existing text of Article 44.6, paragraph (b), the word “observe” where it appears at the start of the sentence and replacing it with the following words:-

“comply with”

- 5) Deleting within the existing text of Article 44.6, paragraph (b), the word “Council” where it appears for the second time and replacing it with the following word:-

“Board”

6) Inserting a new Article 44.7 as follows:-

“Any Council Member failing to comply with his obligations and duties, as specified in these Articles, shall be liable to a censure, fine, suspension or disqualification or such other penalty or sanction as the Association considers appropriate.”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 45.1 the words “or being nominated as Professional Leagues Vice-President in accordance with Article 47, by either the Scottish Football League or the Scottish Premier League”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 46 the word “Aberdeen” and replace it with the following word:-

“Aberdeenshire”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 49.3 after the words “in any case not” the following word:-

“later”

That the Articles of Association of the Association be and are hereby altered by:-

1) *Deleting the word “Council” where it appears for the first time within the existing text of Article 52.1 and replacing it with the following word:-*

“Board”

2) *Deleting the figures “50.2” where they appear within the existing text of Article 52.1 and replacing them with the following figures:-*

“50.1”

That the Articles of Association of the Association be and are hereby altered by:-

1) *Inserting within the existing text of Article 54(3) after the first reference to “Council” the following:-*

“or of any Standing Committee to which he is appointed”

2) *Inserting within the existing text of Article 54(3) after the second reference to “Council” the following:-*

“and to the Secretary in connection with the meetings of the Standing Committee”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 54(5) after the word "appointment," the following words:-

"or is suspended from being an office-bearer, secretary, director, or member of the board of management or committee of the club or recognised football body from which he derived his appointment as a consequence of an insolvency event involving a member or recognised football body,"

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within existing Article 56, new paragraph (14) as follows:-

"(14) It may remove co-opted persons from Standing Committees by such procedures as are prescribed by the Board from time to time;"

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within existing Article 56, new paragraph (15) as follows:-

"(15) Without prejudice to its common law rights in relation to compensation, retention, set off or any other applicable legal principle, it shall have the power to deduct and retain monies from members or recognised football bodies which fail to settle fines levied by or any other financial obligations or liabilities of whatsoever nature to the Association as determined by the Association from any monies, funds or account held by the Association which would otherwise have been payable to the defaulting member or recognised football body."

That the Articles of Association of the Association be and are hereby altered by:-

Inserting a new Article 56.1 as follows:-

"56.1 The direct responsibilities of the Board shall be prescribed by the Board from time to time as set down in the Standing Orders."

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 58.1 the word "Council" the first time it appears and replacing it with the following word:-

"Board"

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 60.1 after the word "and" and before the word "Committees" the following word:-

"Standing"

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 60.3 the words “no less than ten (10) times per year” and replacing them with the following:-

“as considered appropriate by the Board in accordance with the Act”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 60.5 the figure “4” and replace it with the following:-

“6”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 60.7 after the word “relevant” and before the word “Committee” the following word:-

“Standing”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 61(6) the word “Second” and replace it with the following words:-

“Professional Leagues”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting a new Article 61.1 as follows:-

“61.1 The Board may, in its absolute discretion, invite, from time to time, up to two other people, not being specified on the Official Return of a member, who have specific competencies and/or experience in a relevant field desired by the Board, on such terms as the Board may determine to act as Directors of the Association.”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within existing Article 61 a new paragraph (8) as follows:-

“(8) up to two people as may be invited by the Board, from time to time, to accept the appointment as Directors of the Association pursuant to Article 61.1.”

That the Articles of Association of the Association be and are hereby altered by:-

1) Deleting the word “Council” when it appears for the second time within the first sentence of the existing text of Article 62 and replacing it with the following word:-

“Board”

2) Deleting the last sentence of the existing text of Article 62 in its entirety.

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 63 the word "Committee" where it appears in the first sentence and replacing it with the following word:-

"committee"

- 2) Deleting within the existing text of Article 63 the word "Committees" where it appears in the second sentence after the words "exceptions of the" and replacing it with the following word:-

"committees"

- 3) Deleting within the existing text of Article 63.3 the word "members" and replacing it with the following word:-

"persons"

That the Articles of Association of the Association be and are hereby altered by:-

Inserting new Articles 65, 65.1 and 65.2 as follows:-

"65. The responsibilities of the Board directly allocated to the Board as detailed in the Standing Orders shall confer precedence on the Board in relation to such areas of responsibility over any like matters considered and determined by any Standing Committee.

65.1 The Board may from time to time approve a scheme of delegated authority in respect of matters to be the responsibility of and to be implemented by the Chief Executive which will be set out in the Standing Orders.

65.2 Any such scheme of delegation may be subject to such conditions as the Board may impose from time to time and may be revoked or altered whenever the Board considers appropriate."

The existing Articles 65 and 65.1 shall be renumbered accordingly.

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 68.1 the words "Members of the Council" and replacing them with the following words:-

"The Directors (specifically excluding the Chief Executive)"

That the Articles of Association of the Association be and are hereby altered by:-

Deleting the word "Council" where it appears within the existing text of Article 71(4) and replace it with the following word:-

"Board"

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 72.2 after the word "contracts" the following words:-

"to be entered into on behalf of the Association"

That the Articles of Association of the Association be and are hereby altered by:-

Inserting after the existing text of Article 72.5 a new Article 72.6, new heading and three paragraphs as follows:-

“72.6 Failure and/or refusal by a member to comply with the terms of Article 72 shall be deemed to be an infringement of the Articles.

Execution and Authentication of Documents

Every deed, contract, document, instrument or other writing shall be subscribed on behalf of the Association by two of the Directors or by a Director and the Secretary or by two persons authorised to subscribe such deed, contract, document, instrument or other writing on its behalf.

Any Director or the Secretary or any person appointed by the Board shall have power to authenticate any documents affecting the constitution of the Association, any resolutions passed by the Association, and any books, records, documents and accounts relating to the business of the Association, and to certify copies thereof or extracts therefrom as true copies or extracts. Where any books, records, documents or accounts are elsewhere than at the Office, the officer, servant or agent of the Association having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid. A document purporting to be a copy of a resolution, or a copy of or an extract from the minutes of a meeting, of the Association or of the Board or any Standing Committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Association upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.”

That the Articles of Association of the Association be and are hereby altered by:-

1) Deleting the existing text of Article 76 and replacing it with the following text:-

“76. Any notice to be given to or by any person pursuant to these Articles shall be in writing, except that a notice calling a meeting of the Board need not be in writing.

The signature on any notice required to be given by the Association may be typed or printed or otherwise written.”

2) Deleting within the existing text of Article 76.2 the word “letter” where it appears twice and replacing it with the following word:-

“envelope”

3) Deleting within the existing text of Article 76.3 the word “letter” where it appears and replacing it with the following word:-

“envelope”

4) Inserting within the existing text of Article 76.4 after the word “The” the following words:-

“accidental omission to give notice of a meeting to, or the”

5) Deleting within the existing text of Article 76.4 the word “or” where it appears after the word “person”.

6) Inserting within the existing text of Article 76.4 after the word “person” the following:-

“;”

7) Inserting within the existing text of Article 76.4 after the word “Board” the following words:-

“or any person entitled to receive notice”

8) Inserting two new Articles 76.5 and 76.6 as follows:-

“76.5 A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Association is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same date in at least one national daily newspaper with circulation in the United Kingdom and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Association shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses through the United Kingdom again becomes practicable.”

That the Articles of Association of the Association be and are hereby altered by:-

1) Deleting the word “Secretary” where it appears within the first sentence of the existing text of Article 77 and replacing it with the following word:-

“Association”

2) Deleting the words “an instruction of the Board in this respect so communicated by the Secretary” where they appear within the second sentence of the existing text of Article 77 and replacing them with the following words:-

“the foregoing”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting the existing text of Article 94 in its entirety and replacing it with the following text:-

“All clubs shall have a responsibility to ensure that the playing field of its registered ground is properly maintained and is of a standard of condition compliant with the National Club Licensing Procedures where applicable.”

That the Articles of Association of the Association be and are hereby altered by:-

1) Deleting within the existing text of Article 96(1) the word “He” and replacing it with the following word:-

“he”

2) Deleting within the existing text of Article 96(2) the word “A” and replacing it with the following word:-

“a”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 97 the word “weekly”.

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Inserting within the existing text of Article 99 after the words "subject to" the following words:-
"and shall comply with"
- 2) Inserting new Articles 99.1, 99.2 and 99.3 as follows:-
"99.1 Failure by any member to comply with Article 99 shall be deemed to be an infringement of the Articles.
99.2 All members eligible to compete in the Challenge Cup Competitions, shall so compete in the Challenge Cup Competitions.
99.3 Failure by any member to comply with Article 99.2 shall be deemed to be an infringement of the Articles."

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 104.1 after the word "penalty" the following:-

“,”

That the Articles of Association of the Association be and are hereby altered by:-

In the event that Resolution 2 is passed

- 1) Deleting the existing text of Article 108.1 and replacing it with the following text:-
"In the event that the cessation of the membership of a club has resulted from an insolvency event relating to the club and the insolvency practitioner has intimated to the Association the resignation of the club in terms of the Articles, then the Board may grant to such insolvency practitioner the monies received in terms of Article 108 after deduction therefrom of a sum equal to any debts owed by the club to the Association or to any body of which the Association is in membership or to any club or recognised football body."
- 2) Deleting within the existing text of Article 108 the words "if its conduct has not been unsatisfactory" and replacing them with the following words:-
"if its conduct has been satisfactory"

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 109.3 the numbers and word "113 or 113.1" and replacing them with the following:-
"109 or 109.1"
- 2) Inserting within the existing text of Article 109.3 after the word "Tribunal" the following:-
"subject to the arbitration procedure which may be available to the appellant to the Court of Arbitration for Sport."

That the Articles of Association of the Association be and are hereby altered by:-

Inserting a new Article 111.1 as follows:-

“Any person wishing to secure registration as a Player’s Agent shall be required to satisfy the Association’s requirements including but not limited to the passing of an examination as prescribed by the Association and/or FIFA and the payment of a non-refundable fee to the Association as determined by the Association from time to time.”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 116 the word “List” where it appears in the second sentence and replacing it with the following word:-

“Register”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 118 the words “submit details of such sponsorship to the Association for approval before entering into any contract or similar undertaking connected therewith” and replacing them with the following words:-

“procure that the requirements of the Association pursuant to the Articles and the Challenge Cup Competition Rules shall take precedence over any of its obligations to the contemplated sponsor and that such obligations will be harmonised and be consistent with the requirements of the Association.”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 125 the last sentence in its entirety.

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 127 after the words “impinge upon his character shall” the following words:-

“upon such report being upheld,”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting a new Article 131 as follows:-

“Any recognised football body, club, official, player or other person under the jurisdiction of the Association which has been censured, fined, sanctioned and/or penalised in any way by the Association but which fails to adhere or comply with the terms of such censure, fine, sanction or penalty shall be deemed to have infringed the Articles and shall be liable to such further censure, fine, sanction(s), penalty or penalties as the Association considers appropriate.”

The existing Article 131 shall be renumbered accordingly.

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 133.1 the word “neither” and replacing it with the following word:-
“not”
- 2) Deleting within the existing text of Article 133.1 the words “nor shall fresh evidence be permitted”

That the Articles of Association of the Association be and are hereby altered by:-

Deleting within the existing text of Article 133.1.3 the following word:-

“seven”

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 133.2 the word “neither” and replacing it with the following word:-
“not”
- 2) Deleting within the existing text of Article 133.2 the words “nor shall fresh evidence be permitted”

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 133.3 the word “neither” and replacing it with the following word:-
“not”
- 2) Deleting within the existing text of Article 133.3 the words “nor shall fresh evidence be permitted”

That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within the existing text of Article 133.4 the word “neither” and replacing it with the following word:-
“not”
- 2) Deleting within the existing text of Article 133.4 the words “nor shall fresh evidence be permitted”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting a new sentence at the end of the existing text of Article 133.3.4 as follows:-

“The independent Chairman shall have a casting as well as a deliberative vote.”

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 133.3.6 after the word "concerned" the following words:-

"subject to the arbitration procedure which may be available to the appellant to the Court of Arbitration for Sport."

That the Articles of Association of the Association be and are hereby altered by:-

Inserting within the existing text of Article 133.4.6 after the word "concerned" the following words:-

"subject to the arbitration procedure which may be available to the appellant to the Court of Arbitration for Sport."

That the Articles of Association of the Association be and are hereby altered by:-

1) Deleting the full stop at the end of paragraph (3) within the existing text of Article 134.1 and replacing it with the following word:-

"or"

2) Inserting a new paragraph (4) as follows:-

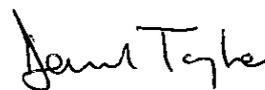
"(4) determine that no action is required."

3) Deleting within the existing text of Article 134.2 the reference to "Article 131.1" and replacing it with the following:-

"Article 134.1"

That the Secretary be authorised to make all necessary changes to the numbering of the Articles of Association, sub-paragraphs and cross-references to ensure that the foregoing changes (Resolutions), when adopted, are accurately reflected and accommodated within the Articles of Association.

Registered Office:
HAMPDEN PARK
GLASGOW G42 9AY
24 May 2004



Company Secretary