

SC5453

Company Limited by Guarantee

(COPY)

SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited.

Passed 31st May 2006



At an EXTRAORDINARY GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Wednesday, 31st May 2006, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

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

Deleting within Article 1, in the existing definition of "Disclosure Bureau", the reference to "Bureau" and replacing it with the following word:

"Scotland"

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

- (i) Deleting within Article 1, in the existing definition of "Disclosure", the word "the".
- (ii) Deleting within Article 1, in the existing definition of "Disclosure", the reference to "Bureau" and replacing it with the following word:

"Scotland"

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

Inserting within Article 1, within the existing definition of "official", at the end of the existing terms of the definition, the following wording:

“including without prejudice to the foregoing generality any such person who is able to exercise control over the majority of the board of any such club or recognised football body (whether or not such person is himself intimated to the Registrar of Companies as holding the office of director);”

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

- (i) Inserting within the existing text of Article 3, after the word “directives” the following:-
“, codes”
- (ii) Deleting within the existing text of Article 3, after the word “FIFA”, in the second sentence, the word “and” and replacing it with the following:-
“,”
- (iii) Inserting within the existing text of Article 3, after the word “UEFA” in the second sentence, the following words:-
“and the Court of Arbitration for Sport”

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

Inserting a new Article 4.1 as follows:-

“4.1 Members cannot become members of any other National Association without express authority of the Association and the prospective National Association and of FIFA. For the avoidance of doubt, the express authority of the Association for the acceptance of membership in any other National Association can be granted only by the adoption of an ordinary resolution to that effect by the members in general meeting. The Board shall have no power to grant such express authority on behalf of the Association although it will have the power to issue recommendations in respect of any application made by any member pursuant to this Article 4.1.”

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

- (i) Inserting within the existing text of Article 5, after the word “decisions”, the following:-
“, statutes, directives and codes”
- (ii) Inserting within the existing text of Article 5, after the word “UEFA”, the following words:-
“or by the Court of Arbitration for Sport”

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

- (i) Inserting within the existing text of Article 5.1, after the word “decisions”, the following:-
“, statutes, directives and codes”
- (ii) Inserting within the existing text of Article 5.1, after the words “Standing Committee”, the following:-
“, committee or sub-committee”
- (iii) Inserting within the existing text of Article 5.1, after the word “UEFA”, the following words:-

“or (d) by the Court of Arbitration for Sport”

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

Deleting within Article 6.3 the words “and the annual subscription for the current playing season” where they appear after the words “entrance fee” in the third sentence.

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

- (i) Amending Article 12, to effect a change of numbering in order that the Article ends at “other related activities”.
- (ii) Effecting the second sentence of Article 12 into a new sub-clause to be re-numbered “Article 12.1”.
- (iii) Deleting within existing Article 12, the word “the” where it appears before the word “purposes” and replacing it with the following word:-
“any”
- (iv) Within the existing text of Article 12, changing the word “purposes” to “purpose”.
- (v) Deleting within the existing Article 12 the word “of” where it appears after the word “purpose”.
- (vi) Inserting within existing Article 12, after the word “purpose” the following:-
“, including but not limited to,”
- (vii) Deleting within existing Article 12, after the word “Licensing” the words “and/or by” and replacing them with the following:-
“. Such inspection may be conducted by the Board, such authorised employees of the Association,”
- (viii) Deleting within existing Article 12, after the word “by”, the word “it” and replacing it with the following words:-
“the Board”

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

- (i) Deleting within existing Article 13(1) after the words “another club”, the following:-
“, not being a company having a share capital,”
- (ii) Inserting within existing Article 13(1) after the words “another club”, the following:-
“,”
- (iii) Deleting within existing Article 13.1 the word “Notwithstanding” and replacing it with the following words:-
“Without prejudice to”
- (iv) Inserting a new Article 13.3 as follows:-
“13.3 For the purposes of Article 13, “member” means involvement directly or indirectly (and whether as principal, trustee, nominee, beneficiary or in any other capacity) in a club as a shareholder, holder of

options over any share, holder of convertible loans or securities or any like instrument; member of a company limited by guarantee; the holder of an interest in any unincorporated voluntary association; or as possessor of any other right of ownership or control in relation to a club."

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

Inserting a new Article 14.6 as follows:-

"14.6 For the purposes of Article 14, "member" means involvement directly or indirectly (and whether as principal, trustee, beneficiary or in any other capacity) in a club as a shareholder, holder of options over any share, holder of convertible loans or securities or any like instrument; member of a company limited by guarantee; the holder of an interest in any unincorporated voluntary association; or as possessor of any other right of ownership or control in relation to a club."

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

Deleting the existing text of Article 16 and replacing it with the following text:-

"It is not permissible for a member to transfer directly or indirectly its membership of the Association to another member or to any other entity and any such transfer or attempt to effect such a transfer is prohibited save as otherwise provided in this Article 16. Any member desirous of transferring its membership to another entity within its own administrative group for the purpose of internal solvent reconstruction must apply to the Board for permission to effect such transfer, such consent not to be unreasonably withheld or delayed. Any other application for transfer of membership will be reviewed by the Board which will have complete discretion to reject or to grant such application on such terms and conditions as the Board may think fit."

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

Inserting within Article 25, after the words "to the Articles", the following words:

"and/or the Challenge Cup Competition Rules"

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

(i) Inserting within existing Article 39, after the word "Meeting." in the first sentence, the following new sentence:-

"Following upon such election, the term of office of each Honorary Office Bearer and each Office Bearer shall automatically expire after such two year period."

(ii) Inserting within existing Article 39, after the words "age of 75 years." at the end of the Article, three new sentences as follows:-

"Save as provided in Article 39.2 and in the final sentence of this Article, no Office Bearer may hold the same position (as detailed in Article 38) for more than four years after initial election to such position. The maximum continuous or aggregate period of time during which any individual can hold office as an Office Bearer (in whichever of the positions he is elected to serve as detailed in Article 38) shall be twelve years. It is expressly declared that the previous two sentences do not apply to the President and the First Vice-President in office as at 30 April 2006."

(iii) Inserting within the existing Article 39.2, after the words "such vacant office." at the end of the first paragraph of the Article, two new sentences as follows:-

"In the event that as a result of the application of this Article 39.2, a person elected to office as President, First Vice-President or Second Vice-President would, in order to meet the four year limitation on the holding of such offices set out in Article 39, require to resign from any such office prior to the expiry of any two year term which he was subsequently elected to serve in respect of such office, it is declared that such person will be entitled to remain in office until the expiry of such two year term notwithstanding the provisions of the fourth sentence of Article 39 and as an exception to it. Any period of office served as a consequence of the invocation of this Article 39.2 shall therefore be disregarded when assessing the application of the limitation on the holding of the same offices within the Association all as set out in Article 39."

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

Inserting within the existing text of Article 50.1, after the word "Council" in line 4 thereof, the following text:-

"and any person appointed to fill such vacancy shall hold office until the expiry of the period to which the member of Council so replaced was subject"

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

Deleting the existing text of Articles 63.1, 63.2, 63.3, 63.4, 63.5 and 63.6 and replacing it with the following text:-

- "63.1 The Board may by vote resolve itself into a committee of the whole Board and notwithstanding the establishment of the Standing Committees and any other provision of the Standing Orders may also appoint committees of some or all of the members of the Board together with such co-opted persons as the Board thinks fit in the circumstances.
- 63.2 The Board may also delegate any of its powers to Standing Committees consisting of members of the Board, members of the Council and co-opted persons and any such Standing Committee may with the exceptions of the Referee Committee and the Disciplinary Committee (as detailed in the Standing Orders) respectively in turn delegate powers to sub-committees of its members and other co-opted persons.
- 63.3 The Referee Committee and the Disciplinary Committee shall each be entitled to delegate their respective powers to sub-committees of their respective members and other co-opted persons and such sub-committees shall in turn themselves be entitled to delegate powers to further sub-committees which shall have equivalent rights to the sub-committees which appointed them. For the avoidance of doubt, membership of all sub-committees associated with the Referee Committee and the Disciplinary Committee, respectively shall be open to and may be formed entirely of co-opted persons who need not be members of the Board or of the Council.
- 63.4 Any Standing Committee or sub-committee formed pursuant to this Article 63 shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it in the case of a Standing Committee by the Board or in the case of a sub-committee by the Board or by the relevant Standing Committee or in the case of a sub-committee formed by a sub-committee, by the Board, by the relevant Standing Committee or by the sub-committee which established it.
- 63.5 Without prejudice to the generality, the Board shall be entitled to exercise its powers under this Article 63 by including within any Standing Order promulgated by it under Article 60.1 details of the Standing Committees to which it has delegated its powers and the powers to be exercised by such Standing Committees provided that before any delegation by the Board of its powers to Standing Committees takes effect, the Standing Orders including such details shall first have been approved by a vote conducted in accordance with Article 60 at a meeting of the Board.
- 63.6 A member of a Standing Committee or Sub-Committee shall be appointed for a period of 2 years or until the next round of appointments under Articles 46 to 49.4 inclusive, and such appointments may be renewed without limit. If a member should demit office for any reason, the Board may authorise that the vacancy be filled. If it is considered appropriate that a vacancy be filled by a co-opted

person, the Chief Executive shall be requested to recommend the identity of a replacement who will ordinarily serve on the basis set out in the first sentence hereof."

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

Moving the heading "APPEALS COMMITTEE" from before Article 65 to before Article 66.

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

Inserting within the existing text of Article 68, after the word "Article", at the end of the existing wording, the following text:-

"and the provisions of Article 125 shall apply"

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

Inserting within the existing text of Article 83, after the word "Board" in the first sentence, the following words:-

"and, where appropriate, the National Association in whose territory the football match or football competition will be held and of FIFA, except in exceptional circumstances"

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

Inserting a new Article 91.1 as follows:

"91.1 Any referee who has been approached to be the target or is the target of attempted bribery must notify the Association forthwith. Any referee failing so to do shall be deemed guilty of serious misconduct and shall be liable to fine, suspension, expulsion or any other penalties or conditions which the Board may think appropriate in the circumstances."

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

(i) Deleting within existing Article 97, after the word "Association" where it first appears, the following text:-

"as an application of the principle expressed in Article 100"

(ii) Deleting within existing Article 97, in the second sentence and after the word "who" the words "notifies the Association in writing of his desire" and replacing them with the following text:-

"makes a written application to the Association"

(iii) Deleting within existing Article 97(2) after the word "match" the words "for his former club" and replacing them with the following text:-

"as a professional"

(iv) Deleting the existing text of Article 97.1 in its entirety.

(v) Re-numbering existing Article 97.2 as 97.1.

(vi) Re-numbering existing Article 97.3 as 97.2.

- (vii) Deleting within existing Article 97.3 the last sentence "Before playing as an amateur elsewhere the applicant must obtain the consent of the Board."
- (viii) Deleting the existing text of Article 97.4 in its entirety.

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

Inserting within the existing text of Article 102.2, after the word "FIFA", the following words:-

"and decisions issued by the Court of Arbitration for Sport"

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

- (i) Inserting within the existing text of Article 111, after the words "Player's Agents." at the end of the first sentence, the following words:-

"Furthermore, Player's Agents are required to comply with the decisions of the Court of Arbitration for Sport."

- (ii) Inserting within the existing text of Article 111, after the word "FIFA," in the second sentence, the following words:-

"or the decisions of 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 114, after the words "register of referees." in the first sentence, the following words:-

"Referees having been included within the register of referees shall be subject to and comply with the Articles and to any regulations, statutes, directives, codes or decisions promulgated or issued by (a) the Board or by any Standing Committee thereof or (b) by FIFA or (c) by UEFA or (d) the Court of Arbitration for Sport."

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

Inserting within existing Article 124, after the words "into disrepute," where they appear in line 3, the following words:

"or is likely to bring the game into disrepute"

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

- (i) Inserting within existing Article 135.1, at the end of sub-clause 1, after the word "itself", the following words:-

"or through any committee as established pursuant to Article 63.1"

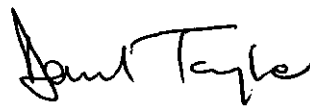
- (ii) Inserting within existing Article 135.1, before the word "Committee" in sub-clause 2, the following word:

"Standing"

- (iii) Inserting within existing Article 135.1, at the end of sub-clause 3, the following:-
“,”
- (iv) Deleting within existing Article 135.1, at the end of sub-clause 4, the full-stop and replacing it with the following:-
“; or”
- (v) Inserting within existing Article 135.1, after sub-clause 4, the following:-
“5. uphold the difference or question itself by setting aside part only of the difference or question itself; or
6. refer the difference or question, or any part of it, back to the body from which the difference or question has emanated; or
7. take any step, which in the exercise of its discretion the Board or committee thereof or Standing Committee considers it would be appropriate to take in order to deal justly with the case in question.”
- (vi) Re-number the Article accordingly.

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

Registered Office:
HAMPDEN PARK
GLASGOW G42 9AY
31st May 2006



Company Secretary