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*Company Limited by Guarantee*

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(COPY)

## SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited.

Passed 4<sup>th</sup> June 2003

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At an EXTRAORDINARY GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Wednesday, 4<sup>th</sup> June 2003, the subjoined Special Resolutions were passed.

## SPECIAL RESOLUTIONS REFERRED TO

That the Memorandum of Association be and is hereby altered by the addition of a new Clause 3(31) and a new final paragraph at the end of Clause 3, as follows:-

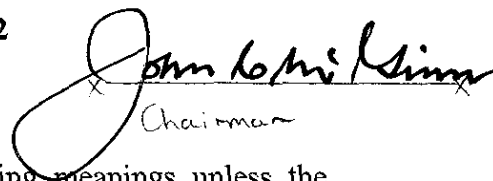
- “(31) To guarantee the payment of any monies or the performance of any contracts, liabilities, duties, obligations or engagements of any company, firm, trust, organisation or person, and to become liable or responsible for money, and to undertake obligations of every kind and description, upon such terms as the Association may consider desirable and without prejudice to the generality thereof and with or without the Association receiving any consideration, to guarantee and/or to give security (either by way of mortgage or charge on all or any part of the property and undertaking present and future, and the uncalled capital of the Association or otherwise) for the performance of the obligations of any company, firm, trust, organisation or person and the payment of principal of and dividends, interests and premiums on any stock, shares, debentures, debenture stock or other securities of any company.

It is hereby declared that each sub-paragraph of this sub-clause shall be construed independently of the other sub-paragraphs hereof and that none of the objects mentioned in any sub-paragraph shall be deemed to be merely subsidiary to the objects mentioned in any other sub-paragraph.”

“That the Articles of Association of the Association (“the Articles”) be and are hereby altered by the adoption of the provisions set out in the attachment to this Resolution which has been signed by the Chairman for identification purposes (“the Attachment”) to the intent that (a) those provisions of the Attachment which are indicated to constitute additions to the Articles (by the utilisation of bold lettering or underlining or similar devices) are deemed to constitute additional wording within the Articles and (b) those

provisions of the Attachment which are indicated to constitute deletions to the Articles (by the utilisation of strike out symbols or similar devices) are deemed to constitute wording deleted and entirely excluded from the Articles."

## ATTACHMENT TO RESOLUTION 2

  
Chairman

### Preliminary

1. In these Articles the following words bear the following meanings unless the context requires otherwise:-

"the Act"	shall mean the Companies Act 1985 as amended by the Companies Act 1989;
"Affiliated Association"	shall mean an association which is in full or associate membership of the Association other than an Affiliated National Association;
"Affiliated National Association"	shall mean a national association as stated in Article 49;
"Annual General Meeting"	shall mean the annual general meeting of the Association;
"the Articles"	shall mean these Articles of the Association;
"associate member"	shall mean a club or association which has been admitted as an associate member in accordance with Articles 6.2 and 6.3 and the expression "associate membership" shall be construed accordingly;
"the Association"	shall mean The Scottish Football Association Limited;
"Association Football"	shall mean any football played under the jurisdiction of FIFA and in accordance with the laws of the game as determined by the International Football Association Board;
"authorised club"	shall mean a "club" as defined herein and any other football club in membership of a national association which is in membership of FIFA;
"the Board"	<u>shall mean the board which shall comprise all of the Directors from time to time, as constituted in accordance with these Articles;</u>
"the Challenge Cup Competitions"	shall mean the Challenge Cup Competitions of the Association comprising the competitions for "The Scottish Association Qualifying Cup (North)", "The Scottish Association Qualifying

	Cup (South)” and “The Scottish Association Cup”;
“the Challenge Cup Competition Rules”	shall mean the rules laid down by the Association governing the conduct of the Challenge Cup Competitions;
“Chief Executive”	shall mean the Secretary of the Association from time to time;
“club”	shall mean a football club playing Association Football in accordance with the provisions set out in Article 6;
“Committee”	shall mean a committee of the Association constituted in accordance with Article 63;
“communications”	shall have the meaning ascribed to that word in the Electronic Communications Act 2000 including any statutory modification or re-enactment thereof for the time being in force;
“co-opted person”	shall mean a person <u>who is neither a member of the Board nor a member of the Council</u> appointed as a member of a Standing Committee or sub-committee under the terms of Article 63;
“the Council”	shall mean the Council of the Association for the time being and from time to time as constituted in accordance with the Articles;
<u>“the Directors”</u>	<u>shall mean the directors of the Association from time to time who shall each be a member of the Board as constituted by the Articles;</u>
“Disciplinary Procedures”	shall mean the disciplinary procedures of the Association as promulgated by <del>Council</del> <u>the Board</u> from time to time to deal with incidents and/or acts of misconduct occurring at a match;
“Disclosure Bureau”	shall mean the organisation established within the Scottish Criminal Record Office (SCRO) for the purposes of issuing certificates disclosing criminal history information to organisations under Part V of the Police Act 1997, and any successor or replacement bodies therefor;
“Disclosure”	shall mean a certificate disclosing criminal history information issued by the Disclosure Bureau;

“the East of Scotland Football League”	shall mean the unincorporated association of football clubs called The East of Scotland Football League;
“electronic communications”	shall have the meaning ascribed to such expression in the Electronic Communications Act 2000 including any statutory modification or re-enactment thereof for the time being in force;
“Extraordinary General Meeting”	shall mean an extraordinary general meeting of the Association;
“FIFA.”	shall mean Federation of International Football Associations;
“the First Vice-President”	shall mean the First Vice-President of the Association elected in terms of Article 39 <del>or appointed in terms of Article 51.1;</del>
“full member”	shall mean a club or association which is a full member of the Association and the expression “full membership” shall be construed accordingly;
“general meeting”	shall mean a general meeting of the Association;
“the Highland Football League”	shall mean the unincorporated association of football clubs called The Highland Football League;
“Honorary Office-Bearer”	shall mean an Honorary President or an Honorary Vice-President;
“Honorary President”	shall mean an Honorary President of the Association elected in terms of Article 39;
“Honorary Vice-President”	shall mean an Honorary Vice-President of the Association elected in terms of Article 39;
“junior club”	shall mean a club in membership of the Scottish Junior Football Association;
“match official”	shall mean a referee and/or an assistant referee and/or a 4th official;
“member”	shall mean a full member and/or an associate member and/or a registered member of the Association and the expression “membership” shall be construed accordingly;

“members of the Council”	shall mean the Office Bearers, the Honorary Vice-Presidents and the ordinary members of the Council ( <u>including the Directors</u> );
“Membership Criteria”	shall mean the criteria promulgated by <del>Council</del> <u>the Board</u> from time to time in connection with qualifying for associate membership of the Association in terms of Article 6.2;
“the Memorandum”	shall mean the memorandum of association of the Association;
“National Association”	shall mean a national association in membership of FIFA;
“National Club Licensing Procedures”	shall mean the procedures promulgated by the <del>Council</del> <u>the Board</u> from time to time in connection with National Club Licensing of the clubs in membership of the Association, an Affiliated Association or an Affiliated National Association;
“National Club Licensing”	shall mean the process by which clubs in membership of the Association, an Affiliated Association or an Affiliated National Association, satisfy the National Club Licensing Procedures and secure and maintain a National Club Licence;
“National Club Licence”	shall mean the licence secured and maintained by the clubs in membership of the Association, an Affiliated Association or an Affiliated National Association upon compliance with the National Club Licensing Procedures;
“Office”	shall mean the registered office of the Association;
“Office-Bearers”	shall mean the President, the First Vice-President, the Second Vice-President and the Treasurer;
“official”	shall mean any person having a function or duty or position involving authority or trust within a club or recognised football body;
“Official Return”	shall mean the annual return of particulars submitted by full and associate members together with all changes from time to time to such return as are permitted by the <del>Council</del> <u>the Board</u> all as set out in Article 10;

“ordinary member of the Council”	shall mean a member of the Council other than the Honorary Vice-Presidents and the Office-Bearers, appointed in terms of any of Articles 46, 47, 48, <u>or 49.2, 50.2 or 50.3</u> ;
“player”	shall mean a player participating in Association Football under the jurisdiction of the Association;
“the President”	shall mean the President of the Association elected in terms of Article 39 <del>or appointed in terms of Article 51.1</del> ;
“recognised football body”	shall mean an Affiliated Association, an Affiliated National Association or an association, league or other combination of clubs, players, officials or referees formed with the consent of the Association in terms of Article <del>81</del> <u>78</u> , or such bodies or persons as may be formed with the consent of an Affiliated National Association in terms of Article <del>81.1</del> <u>78.1</u> ;
“referee”	shall mean a referee who is a member of the Association’s Registration Scheme for Referees;
“referee supervisor”	shall mean a person appointed by the Referee Committee in consultation with the Chief Executive to fulfil the duties and powers assigned to him by the Referee Committee;
“registered ground”	shall mean the sports ground of which the full member and/or associate member has sole use, or shared use approved by the Association, and such member must be in a position to establish security of tenure for the ground and to play matches as and whenever required, all as notified to the Association in the Official Return;
“registered member”	shall mean a club or association which has been admitted as a registered member of the Association in accordance with the provisions of Article 6.1 and the expression “registered membership” shall be construed accordingly;
“Register of Competitions”	shall mean the list of approved leagues and competitions which is compiled annually in accordance with Article <del>81.3</del> <u>78.3</u> ;

“Registration Procedures”	shall mean the procedures promulgated by the <del>Council</del> <u>Board</u> from time to time in connection with the registration of players;
“Registration Scheme for Referees”	shall mean the <del>roll</del> <u>Register</u> maintained by the Association of all qualified and registered referees in membership of a referees’ association who participate in Association Football under the jurisdiction of the Association;
“the Scottish Football League”	shall mean the unincorporated association of football clubs called The Scottish Football League, having its principal office at Hampden Park, Glasgow G42 9AB;
“the Scottish Premier League”	shall mean the combination of association football clubs known as The Scottish Premier League, operating under and administered and managed by The Scottish Premier League Limited a company incorporated under the Companies Act 1985 (Registered No. 175364) and having its Registered Office at Hampden Park, Glasgow G42 9DE, and any successor thereto from time to time; where the context admits, references in the Articles to the Scottish Premier League shall be deemed to include The Scottish Premier League Limited;
“the Secretary”	shall mean the Secretary of the Association appointed by the <del>Council</del> <u>Board</u> in accordance with Article <del>58</del> <u>57</u> and shall include subject to the provisions of the Act an assistant or deputy Secretary appointed in terms of Article <del>58</del> <u>57</u> ;
“the South of Scotland Football League	”shall mean the unincorporated association of football clubs called The South of Scotland Football League;
“Standing Committee”	shall mean a committee consisting of members of the Council and co-opted persons formed in terms of Article <del>66</del> <u>63</u> and so identified in the Standing Orders of the Council;
“Standing Orders”	shall mean the conditions set out by <del>Council</del> <u>the Board</u> in terms of Article <del>64</del> <u>60</u> regulating the proceedings at meetings of the <del>Council</del> <u>Board</u> and of <u>the</u> Committees and the delegation of powers to such Committees;

“the Treasurer” shall mean the Treasurer of the Association elected in terms of Article 39 ~~or appointed in terms of Article 51.1;~~

“UEFA” shall mean Union of European Football Associations.

- 1.1 Save as aforesaid and unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act.
- 1.2 A reference to any statute or provision of a statute includes a reference to any statutory modification or re-enactment of it for the time being in force and from time to time.
- 1.3 Unless the context otherwise requires words importing the singular only shall include the plural and vice versa, words importing any gender shall include all genders and words importing natural persons shall include corporations.
- 1.4 Reference to an Article is to an Article of the Articles.
- 1.5 The headings are inserted for convenience only and shall not affect the construction of the Articles.
- 1.6 Reference to “printed forms”, “forms” or “in writing” includes the use of appropriate electronic media.
2. The regulations contained in Table C in The Companies (Tables A to F) Regulations 1985 (as amended by The Companies (Tables A to F) (Amendment) Regulations 1985) and in any Table C applicable to the Association under any former enactment relating to companies shall not apply to the Association.

#### Membership

3. The aggregate number of full or associate members of the Association shall be restricted to 200 and the ~~Council~~ Board may from time to time register an increase of such members within that limit.
4. Members shall be of three classes – full members, associate members and registered members.
5. All members shall be subject to the Articles and to any regulations or decisions promulgated by the ~~Council~~ Board or by a Committee or by FIFA or UEFA.
- 5.1 Each member shall use its best endeavours to ensure its officials and employees observe the Articles and any regulations or decisions promulgated by (a) the ~~Council~~ Board or by any committee thereof or (b) by FIFA or (c) by UEFA.

#### Application & Fees

6. Clubs or associations undertaking to promote Association Football according to the Laws of the Game as settled by the International Football Association Board and the Articles and other rules of the Association may be admitted as registered



members, associate members or full members, subject to the provisions of Articles 6.1 to 6.6.

- 6.1 A club or association shall be admitted as a registered member automatically by reason of its being admitted as a member of an Affiliated Association or an Affiliated National Association, or in the case of a club through membership of or participation in an association, league or other combination of clubs formed in terms of Article ~~81~~ 78 and in the case of an association by being formed in terms of Article ~~81~~ 78 provided it is not already an associate or full member. A registered member shall not be a member of more than one Affiliated Association or more than one Affiliated National Association. A registered member may apply at any time to become an associate member.
- 6.2 A club or association desiring to qualify for full membership of the Association must first be admitted as an associate member. A club cannot be admitted as an associate member unless it meets, and commits to continuous compliance with the Membership Criteria and amendments thereto as shall be promulgated by the Council Board from time to time in connection with the membership of the Association.
- 6.3 Applicants for associate membership shall use such printed forms as shall from time to time be prescribed by the Council Board. All applications for associate membership shall be considered and decided by the Council Board and the Council's Board's decision on the matter shall be final. Applications for associate membership shall be lodged with the Secretary and must be accompanied by a copy of the applicant's constitution or rules and any other information concerning the applicant which the Council Board may require, a remittance for the amount of the entrance fee and the annual subscription for the current playing season. The entrance fee for associate membership shall be £1,000.
- 6.4 A club or association accepted as an associate member shall within 7 days thereafter receive from the Secretary a copy of the Memorandum and the Articles and such other rules and regulations of the Association as the Council Board may from time to time direct. These publications, in particular the Memorandum and the Articles, shall be placed in a convenient place so that any official or player of such associate member, on application, may have access thereto.
- 6.5 An associate member which has been an associate member for 5 complete successive years may apply at the expiry of that period to become a full member. All applications for full membership shall be considered and decided by the Council Board and the Council's Board's decision on the matter shall be final.
- 6.6 The constitutions of all Affiliated Associations, Affiliated National Associations and associations, leagues or other combinations of clubs formed in terms of Articles ~~81~~ 78 and ~~81.1~~ 78.1 shall include a provision to the effect that membership of such body confers registered membership of the Association.
7. Full members and associate members shall be entitled to a certificate of membership in such form and terms as the Council Board may determine.
8. The annual subscription for a registered member shall be prescribed by the recognised football body of which it is in membership.

## Constitution of Members

9. Any proposed change or changes in the constitution or in the rules of a full or associate member or of a recognised football body shall be submitted to the Secretary in writing by recorded delivery letter 28 days before it is proposed that such change or changes should become operative or should be submitted to a general meeting or extraordinary general meeting of the members of such member and shall in all cases be subject to prior approval of the ~~Council~~ Board.

## Official Return

10. Each full member and associate member shall lodge with the Secretary not later than 1st June in each year the Official Return and shall notify in writing without delay any subsequent changes to the details contained in such Official Return to the Secretary. The Official Return shall include details of all office-bearers, secretary, directors, or members of the board of management or committee of such member, with their full designation, profession, business or occupation and full postal address and also subject to the provisions of Articles 13, 14 and 15 full details of the interest of such member or any office-bearer, secretary, director or member of the board of management or committee of such member and of its or his associates as defined in Articles 14.3 and 14.4 in any other member. The ~~Council~~ Board must be satisfied that any such person is fit and proper to hold such position within Association Football. The ~~Council~~ Board hereby reserves its discretion as to whether or not such a person is fit and proper, as aforesaid, after due consideration of all relevant facts, which ~~Council~~ the Board has in its possession and knowledge, including the undernoted list which is acknowledged to be illustrative and not exhaustive:-

- (1) he is bankrupt or has made any arrangement or composition with his creditors generally;
- (2) he is of unsound mind and has been or is to be admitted to hospital as suffering from a mental disorder following an application for admission for treatment under the Mental Health (Scotland) Act, 1984 or Mental Health Act 1983 or a Court having jurisdiction in the United Kingdom or elsewhere has ordered in matters relating to mental disorder his detention or the appointment of a curator bonis or any other person to exercise power with regard to his property or affairs;
- (3) he is under or is pending suspension imposed or confirmed by the Association;
- (4) he is listed in the Official Return of another club in full or associate membership;
- (5) he is currently participating as a player of another member club or referee in Association Football;
- (6) he is the subject of an endorsed Disclosure from the Disclosure Bureau.

Such persons by allowing their details to be included on the Official Return or any amendment thereto thereby agree to be bound by and be subject to the Articles and rules and regulations of the Association (as amended from time to time) whose decision on all matters shall be final and binding, subject to any appeals or arbitration procedure available in terms of the Articles, and the Official Returns and amendments thereto shall display prominently a notice to this effect.

Such members must submit to the Secretary any proposed changes in such details from time to time, and the ~~Council~~ Board must be satisfied that such changes are bona fide before granting permission thereto.

- 10.1 A recognised football body which is entitled to nominate a representative to the Council in terms of Articles 47 and 48, shall similarly lodge with the Secretary not later than 1st June in each year the Official Return as provided in Article 10.

#### Registered Ground

- 10.2 Each club in full or associate membership shall in its Official Return register its ground and playing field dimensions and no such club shall remove to another ground or take any step which shall have a bearing upon its occupancy of its registered ground or alter its playing field dimensions without first obtaining the consent of the ~~Council~~ Board. Any club in full or associate membership wishing to make any alteration to its name or the name of its registered ground must first obtain the prior written consent of the ~~Council~~ Board. No club in registered membership shall adopt in whole or in part the name of a club in full or associate membership without the prior consent of the ~~Council~~ Board.

#### Association Membership

11. Each Affiliated Association and Affiliated National Association and any other recognised football body requested to do so shall lodge with the Secretary prior to 31st January in each year particulars of all clubs, leagues and associations in its membership and the number of players under its auspices as at 31st December in the previous year.

#### Financial Records

12. All clubs and recognised football bodies shall keep and maintain for a minimum period of 5 years detailed financial books and records in connection with their trading activities including without prejudice to the foregoing generality details of the ground and stand admissions, members tickets, turnstile arrangements and all other related activities. The ~~Council~~ Board may arrange for an inspection of all such books, records and details for the purposes of National Club Licensing and/or by the Association's auditors or other professional advisers duly appointed by it on giving to any club or recognised football body reasonable notice of its intention to do so.

Furthermore, all payments, whether made by the club or otherwise, which are to be made to a player solely relating to his playing activities must be fully recorded within the relevant written agreement with the player prior to submission to this Association and/or the recognised football body of which his club is in membership.

## Dual Interests In Clubs

13. Except with the prior written consent of the ~~Council~~ Board no club, or nominee of a club, may at the same time either directly or indirectly:-

- (1) hold or seek to acquire or deal in the securities or own shares in excess of 3% of the issued share capital of another club or the holding company of such club; or
- (2) be a member of another club; or
- (3) be involved in any capacity whatsoever in the management or administration of another club; or
- (4) have any power whatsoever to influence the management or administration of another club.

13.1 For the purposes of Article 13 'club' means any club in membership of the Association and any club in membership of an association in membership of UEFA and/or FIFA.

14. Except with the prior written consent of the ~~Council~~ Board no person, whether absolutely or as a trustee either alone or with one or more associates may at the same time either directly or indirectly:-

- (1) hold or acquire or deal in the securities or own shares in excess of 3% of the issued share capital of more than one club or the holding company of such club; or
- (2) be a member of more than one club; or
- (3) be involved in any capacity whatsoever in the management or administration of more than one club; or
- (4) have any power whatsoever to influence the management or administration of more than one club.

14.1 For the purposes of Article 14 'club' means any club in membership of the Association and any club in membership of an association in membership of UEFA and/or FIFA.

14.2 For the purposes of Article 14 'person' includes any body corporate and a partnership.

14.3 For the purposes of Article 14 'associate' means if the person referred to is an individual –

- (1) a close relative of that individual, including that individual's spouse, parent, step parent, child, stepchild, uncle, aunt, nephew or niece, or a child or stepchild of such parent or spouse or anyone else of a close relationship to

that individual who in the opinion of the ~~Council~~ Board is or is likely to be acting in conjunction with that individual;

- (2) any company of which that individual is a director or over which that individual is able to exercise control or influence;
- (3) any individual who is an employee or partner of that individual or a close relative of any such employee or partner.

14.4 For the purposes of Article 14 'associate' means if the person referred to or any associate of that person is a body corporate –

- (1) any other body corporate associated with it either through the holding of shares in it or by reason of control by contract or other form of agreement;
- (2) any director or employee of that body corporate or other associated body corporate or any close relative of any such director or employee;
- (3) where any person has an agreement or arrangement, whether legally binding or not, with any other person in relation to the exercise of his voting power in a club or in relation to the holding or disposal of his interest in such club, that other person;
- (4) for the purpose of Paragraph (3) above, the word "person" shall fall to be defined under reference to Article 14.2.

15. In considering whether to give any such consent, as may be required by Article 13 and/or Article 14 the ~~Council~~ Board shall have regard to the need to promote and safeguard the interests and public profile of Association Football, its players, spectators and others concerned with the game and shall have regard also to the Articles, rules and regulations of the Association and to the constitution and rules of those bodies of which the Association is in membership and accordingly any such consent shall be subject to such conditions as the ~~Council~~ Board shall consider appropriate in all the circumstances.

#### Prohibition On Transfer Of Membership

16. It is not permissible for a member to seek directly or indirectly to transfer its membership of the Association to another member or to any other entity. Any member desirous of transferring its membership to another entity within its own administrative group for the purpose of internal solvent reconstruction only must apply to the ~~Council~~ Board for permission to effect such transfer. The ~~Council~~ Board may refuse or grant such application on such terms and conditions as the ~~Council~~ Board may think fit.

- 16.1 Any member which is in breach of the provisions of this Article shall, if required, indemnify the Association and its members against all losses, damages, liabilities, costs or expenses suffered or incurred by the Association and its members which result directly or indirectly from such breach, including and without prejudice to the generality of the foregoing any loss of income or profits from any undertaking, commercial liaison, sponsorship, or arrangement entered into by the Association or by any of its members.

## Termination Of Membership

17. Full membership or associate membership may be terminated by the ~~Council~~ Board in the following circumstances:-
  - (1) a club which fails to have its ground accepted by the ~~Council~~ Board for the current playing season may be struck off the roll of membership;
  - (2) a club which fails for 2 successive playing seasons to play and complete its participation in those of the Challenge Cup Competitions for which it is eligible may be struck off the roll of membership at the last Council meeting of the second season;
  - (3) a full member entitled to have a representative at a general meeting who facilitates representation by a person who does not qualify as its representative in terms of Article 26;
  - (4) a full member or associate member which becomes a member of another National Association or of any other body promoting football which is not authorised by the Association;
  - (5) where the ~~Council~~ Board has exercised its power of expulsion in relation to a full or associate member in terms of Article ~~125~~ 122;
  - (6) where the club has had its National Club Licence suspended for a period in excess of 6 months.
- 17.1. Registered membership shall be terminated automatically on the termination of the registered member's membership of or participation in an Affiliated Association or an Affiliated National Association or any other recognised football body.
18. Except with the prior written consent of the ~~Council~~ Board, no full or associate member shall resign, retire or cease to be a member of the Association unless it shall have given a minimum of 2 full seasons' prior written notice of its intention to do so and such member does not owe any money to the Association or to any other member or recognised football body on the expiry of such notice.
- 18.1 Any full or associate member which is in breach of the provisions of Article 18 shall, if required, indemnify the Association and its members against all losses, damages, liabilities, costs or expenses suffered or incurred by the Association and its members which result directly or indirectly from such breach, including and without prejudice to the generality of the foregoing any loss of income or profits from any undertaking, commercial liaison, sponsorship, or arrangement entered into by the Association or by any of its members.
19. A club or association ceasing to be a member for whatever reason shall thereupon forfeit all privileges of membership but liability as provided for in the Memorandum shall nevertheless continue. Any club or association ceasing to be a member for whatever reason shall nevertheless remain liable for and shall pay to the Association all monies which at such time may be due by such club or association to the Association.

## Dissolution

20. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Association and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue hereof, such a society, institution or organisation to be determined by the full members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some charitable object.

## General Meetings

21. The Association shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the ~~Council~~ Board and shall specify the meeting as such in the notices calling it.
22. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings. The ~~Council~~ Board may whenever it thinks fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on requisition in terms of Article 24 or in default may be convened by such requisitionists as provided in Section 368 of the Act.
23. 21 days notice at least of every general meeting specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given in the manner hereinafter mentioned to such persons including the Association's auditors as are under the Articles or under the Act entitled to receive such notice from the Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Extraordinary General Meetings, a meeting may be convened on such notice as those members may think fit.
- 23.1 Notice to be given to such persons entitled to receive such notice from the Association, as aforesaid, shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the Association. In this Article "address" in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 23.2 Neither an associate member nor a registered member shall be entitled to receive notice of or attend or vote at any general meeting.
24. In addition to any right conferred on members by the Act, the ~~Council~~ Board shall, upon receiving a requisition in writing appealing against the suspension or expulsion of a member and signed by full members having not less than one-tenth of the total voting rights of all such members, convene an Extraordinary General Meeting. Such a requisition must state the object of the meeting proposed to be called and shall be lodged with the Secretary who shall be bound to convene the meeting within 21 days after the receipt of the requisition and in the event of his failing to do so the requisitionists may themselves convene the meeting.

25. Notice in writing of any addition or alteration proposed to be made to the Articles must be lodged with the Secretary not later than the 28th day of February in each year by the full member or member of the Council Board desiring such addition or alteration to be made, for consideration by the Council Board prior to the Annual General Meeting or for action under Article 22 if the Council Board deems such action desirable.
26. Each full member shall be entitled to appoint one representative to attend all general meetings subject to the following conditions:-
- (1) a representative of a club in full membership shall only represent one club and he shall not be listed in the Official Return of any other club. He must be an office-bearer, secretary, director, or member of the board of management or committee of the club he represents and must have been notified as such in the Official Return lodged by his club;
  - (2) the provisions of Article 26(1) shall apply to a representative of an Affiliated Association or an Affiliated National Association in full membership save that references therein to club shall be construed as references to such Affiliated Association or Affiliated National Association as the case may be;
  - (3) a representative must not be a participating player in Association Football;
  - (4) a representative of a member which is under suspension shall be debarred from attending at any general meeting and no member shall be represented at any general meeting by any person under suspension imposed or confirmed by the Association;
  - (5) no person owing money to the Association shall represent a member at any general meeting;
  - (6) a representative of a club which has failed to play or to complete its participation in the appropriate Challenge Cup Competitions in the immediately preceding playing season shall be debarred from attending the Annual General Meeting unless otherwise decided by the Council Board;
  - (7) a representative of a club subject to National Club Licensing which has had its National Club Licence suspended for whatever reason shall be debarred from attending the Annual General Meeting unless otherwise decided by the Council Board in accordance with Article 17(6).
27. A recognised football body which is entitled to nominate a representative to the Council in terms of Articles 47 and 48, shall be entitled to send one representative to all general meetings but shall not be entitled to vote thereat. Such representative must be listed in the Official Return of the recognised football body concerned.

#### Proceedings At General Meetings

28. The business to be transacted at the Annual General Meeting shall be:-



- (1) to receive the report of the ~~Council~~ Board;
  - (2) to receive and consider the accounts and balance sheet of the Association and the report of the auditors thereon;
  - (3) to elect the Honorary Office-Bearers and the Office-Bearers with the exception of the Second Vice-President;
  - (4) to appoint auditors and authorise the ~~Council~~ Board to fix their remuneration;
  - (5) to consider proposed alterations, if any, to the Challenge Cup Competitions Rules; and
  - (6) to transact all such other business as by statute and the Articles can be transacted at general meetings.
29. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. 20 members entitled to be represented at general meetings and to vote thereat shall be a quorum.
- 29.1 If within 30 minutes from the time appointed for any general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and, if available, the same place and if at such adjourned meeting a quorum is not present it shall stand adjourned sine die.
30. The President or in his absence the First Vice-President or, in the absence of both, the Treasurer shall preside as chairman at every general meeting. If at any general meeting neither the President nor the First Vice-President nor the Treasurer is present within 15 minutes after the time appointed for holding such meeting, the members represented and entitled to vote shall choose one of their number to be chairman of the meeting.
31. The chairman may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more or to a different place, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give notice of an adjournment.
32. Other than as provided in Article 32.1, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 32.1 Notwithstanding the terms of Articles 32 and 33 if voting is required at the Annual General Meeting for the election or re-election as the case may be of the Honorary Office-Bearers or Office-Bearers, it shall be by ballot.
33. A declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular

majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

33.1 At general meetings of the Association:

- (a) matters requiring to be passed by ordinary resolution shall be so passed if the relevant resolution is carried by a simple majority of the members who, being present and entitled to vote upon the resolution, do vote; and
- (b) matters requiring to be passed by special resolution shall be so passed if the relevant resolution is carried by a majority of not less than three-fourths of the members who, being present and entitled to vote upon the resolution, do vote.

Votes Of Members

- 34. Every member entitled to be represented at general meetings shall have one vote. Votes shall be given personally and voting by proxy shall not be permitted.
- 35. A member otherwise entitled to be represented at general meetings shall not be entitled to vote thereat unless all monies due by such member to the Association shall have been paid.
- 36. The chairman at all general meetings shall have a casting as well as a deliberative vote.
- 37. It shall be deemed serious misconduct for any member directly or indirectly to offer any bribe, consideration or other improper inducement to any other member for the purpose of procuring a vote and for any member to accept such offer. ~~Council~~ The Board shall impose such sanction as it considers appropriate for any breach of this Article.

The Honorary Office-Bearers,  
The Office-Bearers ~~And The Council~~ and the Board

38. The Honorary Office-Bearers and the Office-Bearers shall consist of not more than:-

- (1) 2 Honorary Presidents;
- (2) the President;
- (3) the First Vice-President;
- (4) the Second Vice-President;
- (5) the Treasurer; and
- (6) such former Presidents as are elected to the position of Honorary Vice-President.

- 38.1. An Office Bearer shall not belong to or have any prohibited connection with the same member club of any other Office Bearer.
- 38.2.1 An Office Bearer (specifically excluding the Second Vice President) for the period of his term of office, shall be entitled, at any time during the period of his term of office, to renounce all connections with the club on whose Official Return he is specified subject to prior written intimation to ~~Council~~ the Board.
- 38.2.2 Furthermore, at the expiry, or earlier termination, of his period of office the Office Bearer shall be entitled to renew his connections with the former club, as aforesaid.
- 38.2.3 For the avoidance of all doubt, in the event that the Office Bearer exercises the foregoing right in terms of Article 38.2.3, this shall in no way whatsoever prejudice nor impinge upon the power, authority and role of the Office Bearer as contained within these Articles.
39. With the exception of the Second Vice-President, whom the Scottish Premier League and the Scottish Football League shall be entitled, in rotation, to nominate and whom they shall choose from amongst their respective representatives nominated to the Council in terms of Article 47, the Honorary Office-Bearers and the Office-Bearers shall be elected every two years at the Annual General Meeting and they may not, except for a period of one calendar month after their appointment to office be members of the board or management committee of the body nominating the Second Vice-President. The retiring Honorary Office-Bearers, and the Office-Bearers ~~with the exception of any who may have been appointed by the Council~~ Board ~~in terms of Article 51.1~~, shall be eligible for re-election unless disqualified in terms of any of the Articles or having attained the age of 70 years other than in the case of an Honorary Vice-President who shall be eligible to hold office until attaining the age of 75 years. ~~Likewise, unless disqualified or having attained the age of 70 years, any Office Bearer who has been appointed by the Council~~ Board ~~in terms of Article 51.1 shall be eligible for election to office.~~
- 39.1 An Office-Bearer who is eligible and who seeks re-election at the Annual General Meeting succeeding which a new Council will be formed shall not later than 28th February in the year of such Annual General Meeting lodge with the Secretary written notice of his desire to continue in office. The Secretary shall within 7 days thereafter inform full members and the Council which of such Office-Bearers is seeking re-election.
- If, in the interval between 28th February and the date of the Annual General Meeting, an Office-Bearer intimates withdrawal of his application for re-election or if any eventuality which would preclude his re-election has arisen, the Secretary shall proceed as instructed by the ~~Executive Committee of the Association~~ Board.
- 39.2 If, for any reason, the office of President or of First Vice-President or of Treasurer becomes vacant the ~~Council~~ Board either on its own or on the requisition of the members in accordance with the Act may convene an Extraordinary General Meeting to elect a candidate to fill such vacant office.

Articles 40 and 42 shall not apply to the nomination or election of a candidate pursuant to this Article. The nomination of any candidate for the vacated office of President, First Vice-President or of Treasurer shall state the office to which such

candidate seeks to be elected and shall be submitted by recorded delivery letter to the Secretary at any time up to and including the date to be set by the ~~Council~~ Board for receipt of such nominations prior to the date of the convened Extraordinary General Meeting to fill such vacant office and the Secretary shall, within 7 days thereafter, issue to the members entitled to receive notice of such an Extraordinary General Meeting the names of the candidates for office. For the avoidance of doubt the provisions of Articles 41 and 43 shall apply to the nomination of a candidate pursuant to this Article.

The provisions of Article 32.1 shall apply to any election to the office of President, or First Vice-President, or Treasurer, pursuant to this Article save that the references to "Annual General Meeting" shall be deleted and replaced by the words "Extraordinary General Meeting".

Any candidate elected pursuant to this Article shall be deemed to retire at the next Annual General Meeting at which the Honorary Office Bearers and the Office Bearers elected pursuant to Article 39 retire.

- 39.3 The Honorary Office-Bearers shall be nominated by the ~~Council~~ Board and to be eligible for such nomination shall not have attained the age of 75 years at the date of the Annual General Meeting at which election or re-election for such office is determined.
40. The nomination of any other candidate as an Office-Bearer shall state the office to which such candidate seeks to be elected and must be submitted by recorded delivery letter to the Secretary so as to be received by him in the period commencing on 28th February and ending on 31st March prior to the Annual General Meeting at which election or re-election for such office is determined.
- 41.1 The nomination of a candidate as an Office-Bearer, must satisfy the following conditions. The person nominated shall:
- (1) be an office-bearer, secretary, director or member of the board of management or committee of a full member and must be listed as such in the Official Return of such full member;
  - (2) at the time of such nomination be either a member of the Council or have been a member of the Council;
  - (3) have attended at least 8 meetings of the Council within the last 5 years preceding such nomination;
  - (4) be nominated by a full member on whose Official Return he is listed in terms of Article 41(1);
  - (5) not be listed in the Official Return of more than one club in full or associate membership;
  - (6) not be participating as a player or a referee in Association Football, and in the case of a person who was formerly such a participant the ~~Council~~ Board must be satisfied that he has permanently ceased so to be;

- (7) not have attained the age of 70 years at the date of the Annual General Meeting at which election for such office is determined;
- (8) not belong to or have any prohibited connection with the same member club such as would cause his election to fail in terms of Article 38.1.

For the avoidance of doubt, the terms of Articles 41.1(1) and 41.1 (4) shall not apply in the event that the candidate, as aforesaid, is an Office Bearer at the date of submission of the nomination, as aforesaid.

- 42. The Secretary shall on issuing the notices convening the Annual General Meeting intimate to the members entitled to receive notice of such meeting the names of the candidates for office.
- 43. A member shall only be entitled to participate either by nomination or voting in the election of the Office Bearers or the Honorary Office Bearers if –
  - (1) it is a full member;
  - (2) it has played and completed its participation in the appropriate Challenge Cup Competitions in the preceding playing season unless the circumstances surrounding its failure to do so have been accepted by Council Board;
  - (3) it is not under suspension imposed or confirmed by the Association.

#### Council

44. ~~The affairs of the Association shall be conducted by t~~ The Council composed of shall comprise of-

- (1) the President,
- (2) the First Vice-President,
- (3) the Second Vice-President,
- (4) the Treasurer,
- (5) the Honorary Vice-Presidents, and
- (6) a representative of each of the Affiliated Associations qualified in terms of Articles 46 and 46.1;
- (7) representatives of the Scottish Football League and the Scottish Premier League as determined pursuant to Article 47;
- (8) a representative of each of the East of Scotland Football League, the Highland Football League and the South of Scotland Football League as determined pursuant to Article 48;
- (9) a representative or representatives of Affiliated National Associations as determined in Article 49.2.

44.1 The Council shall be established and shall meet on a quarterly basis in order to:

44.1.1 receive reports from the Board as to the affairs of the Association;

44.1.2 consider and advise on specific questions which may be addressed to it by the Board;

44.1.3 generally provide a forum for discussion about significant issues for the development of the game of Association Football in Scotland; and

44.1.4 consider and perform its functions as prescribed in these Articles.

~~44.1 To enable fulfilment of the terms of the Standing Orders of the Council which provide that a place shall be taken on the Executive Committee by a representative of a full member club which is not in membership of the Scottish Football League or in membership of the Scottish Premier League, the Council may be increased in number by one member who shall be a representative of a full member club which is not in membership of either of the aforementioned Leagues in the event that such representation is not otherwise achieved by the election or appointment of members of the Council as prescribed in the Articles.~~

#### Quorum Of The Council

44.2. 10 members of the Council present and entitled to vote at meetings of the Council shall constitute a quorum for the transaction of the business of the Council.

44.3. The President or in his absence the First Vice President or in the absence of both the Treasurer shall preside as chairman at every meeting of the Council. If at any meeting of the Council none of the President, the First Vice President and the Treasurer is present within 15 minutes after the time appointed for holding such meeting, the members of the Council present and entitled to vote shall choose one of their number to be chairman of the meeting.

#### Voting

44.4. Questions arising at any meeting of the Council or the Board shall be determined by a majority of votes of the members of the Council or the Board (as applicable) present and entitled to vote and in the case of an equality of votes the Chairman, in addition to his deliberative vote, shall have a casting vote. Voting at meetings of the Council and the Board shall be by show of hands.

44.5. The Honorary Vice Presidents shall be entitled to speak at meetings of the Council and to join in the discussions on any subject but they shall not be entitled to vote or to make or second any proposal or amendment thereto.

45. The ordinary members of the Council shall be elected or appointed every two years in the manner provided in Articles 46 to ~~50.4~~ 49.4 inclusive as the case may be. The retiring ordinary members of the Council, unless disqualified under the Articles, shall be eligible for re-election or re-appointment.

~~45.1 If it should be necessary to increase the number of Council members in terms of Article 44.1 the position shall be filled in the manner provided in Articles 50 to 50.4.~~

45.2 45.1 A club shall not have more than one person listed in its Official Return on the Council unless such representation is exceeded due to any other person or persons listed in its Official Return being elected as an Honorary Vice-President or being nominated as Second Vice-President in accordance with Article 47, by either the Scottish Football League or the Scottish Premier League.

#### Affiliated Association Representatives

46. The following Affiliated Associations shall be entitled to have representation on the Council:-

1. Aberdeen and District F.A.
2. East of Scotland F.A.
3. Fife F.A.
4. Forfarshire F.A.
5. Glasgow F.A.
6. North of Scotland F.A.
7. Stirlingshire F.A.
8. Southern Counties F.A.
9. West of Scotland F.A.

46.1. Each Affiliated Association which is a full member shall be entitled to nominate one representative to the Council, provided such Affiliated Association conforms to the following conditions, viz:-

- (1) it has lodged a copy of its constitution and rules with the Secretary and such constitution and rules and any changes or amendments thereto have been approved by the ~~Council~~ Board;
- (2) it has at least 5 clubs in its membership which are full members of the Association;
- (3) it has no club in its membership which is in membership of another Affiliated Association;
- (4) it has paid its annual subscription to the Association.

46.2. The Secretary shall immediately after those Annual General Meetings succeeding which a new Council will be formed send a nomination form to each Affiliated Association which is entitled to nominate one representative to the Council and such form shall be duly completed and returned to the Secretary to be received by him within 10 days from the date of issue of such form.

46.3. Each representative nominated by an Affiliated Association shall:-

- (1) be a member of the committee of the association he represents and must be listed as such in the Official Return of such Affiliated Association;

- (2) be an office-bearer, secretary, director or member of the board of management or committee of a full member club and must be listed as such in the Official Return of such club;
- (3) be resident in Scotland;
- (4) not be listed in the Official Return of any other Affiliated Association;
- (5) not be listed in the Official Return of more than one club in full or associate membership;
- (6) not be listed in the Official Return of an Affiliated National Association;
- (7) not be participating as a player or a referee in Association Football and in the case of a person who was formerly such a participant the ~~Council~~ Board must be satisfied that he has permanently ceased so to be;
- (8) not have attained the age of 70 years at the date of the Annual General Meeting succeeding which a new Council will be formed.

#### S.F.L. and S.P.L Representatives

47. The Scottish Football League shall be entitled to nominate to the Council 3 members of its management committee, all of whom must comply with Article 46.3(2), (3), (5), (6), (7) and (8). The Scottish Premier League shall be entitled to nominate to the Council 3 representatives, all of whom must comply with Article 46.3(2), (3), (5), (6), (7) and (8).

Either body, in rotation every second year, may nominate one of its representatives on the Council as Second Vice-President.

- 47.1 The Secretary shall immediately after those Annual General Meetings succeeding which a new Council will be formed, but not earlier than 10 days after the date of issue of nomination forms to Affiliated Associations as prescribed in Article 46.2, send a nomination form to each of the Scottish Football League and the Scottish Premier League. The form shall be completed and returned as soon as possible thereafter to the Secretary to be received by him in any case not later than 30th June following.

#### League Representatives

48. The East of Scotland Football League, the Highland Football League and the South of Scotland Football League shall each be entitled to nominate one representative to the Council and such representative shall comply with Article 46.3 (2), (3), (5), (6), (7) and (8).
- 48.1. The Secretary shall immediately after those Annual General Meetings succeeding which a new Council will be formed, but not earlier than 10 days after the date of issue of nomination forms to Affiliated Associations as prescribed in Article 46.2, send a nomination form to each League which is entitled to nominate one representative to the Council. The form shall be completed and returned as soon as



possible thereafter to the Secretary to be received by him in any case not later than 30th June following.

#### Affiliated National Associations

49. The Association's designated Affiliated National Associations shall be: the Scottish Amateur Football Association, the Scottish Junior Football Association, the Scottish Schools' Football Association, the Scottish Welfare Football Association, the Scottish Women's Football Association and the Scottish Youth Football Association. An Affiliated National Association shall not be a member of another Affiliated National Association.

49.1 Notwithstanding anything contained in or implied by these Articles, the Affiliated National Associations named in Article 49 shall be deemed to be full members of the Association.

49.2 An Affiliated National Association shall be entitled to nominate one representative, to the Council, in all cases subject to an Affiliated National Association's conforming to the following conditions, viz:-

- (1) it has lodged a copy of its constitution and rules with the Secretary and such constitution and rules and any changes or amendments thereto have been approved by the ~~Council~~ Board;
- (2) it has no club in its membership which is in membership of another Affiliated National Association;
- (3) it has paid its annual subscription to the Association.

49.3 The Secretary shall immediately after those Annual General Meetings succeeding which a new Council will be formed, but not earlier than 10 days after the date of issue of nomination forms to Affiliated Associations as prescribed in Article 46.2, send a nomination form to each Affiliated National Association. The form shall be completed and returned as soon as possible thereafter to the Secretary to be received by him in any case not than 30th June following.

49.4 Each representative nominated by an Affiliated National Association shall;

- (1) be a member of the committee of the Affiliated National Association he represents and must be listed as such in the Official Return of such Affiliated National Association;
- (2) not be listed in the Official Return of any other Affiliated National Association;
- (3) not be listed in the Official Return of an Affiliated Association;
- (4) comply with the conditions laid down in Article 46.3(3), (5), (7) and (8).

~~50. When it is established that an additional place on the Council is to be filled under the provisions of Article 44.1, the Secretary acting upon the instructions of the Office Bearers or the Council as the case may be, shall send a nomination form for~~

~~the purpose of nominating a representative to those full member clubs which are not in membership of the Scottish Football League or in membership of the Scottish Premier League and which are otherwise eligible in terms of the Articles to participate in the election of members of the Council. The form shall be duly completed and returned to the Secretary to be received by him within 10 days of the issue of such form if a nomination is to be made.~~

~~50.1 A candidate must be proposed by one eligible club and seconded by another eligible club and the nomination form must be signed by the secretaries or other accredited officials for and on behalf of such clubs. A club shall not propose or second more than one candidate.~~

~~50.2 A candidate nominated in terms of Article 50 must comply with the conditions laid down in Article 46.3 (2), (3), (5), (6), (7) and (8).~~

~~50.3 If one valid nomination only is received, the Secretary shall declare the candidate duly elected.~~

~~50.4 If more than one valid nomination is received, the Secretary shall immediately after the closing date for nominations send a list of the candidates nominated and a voting paper to each eligible club, and such voting paper shall be duly completed and signed by the Secretary or other accredited official for and on behalf of such club and be returned to the Secretary to be received by him within 6 days from the date of issue of such voting paper. After the date fixed for the return of the voting papers the Secretary shall convene a meeting of the Office Bearers who shall count the votes cast. The candidate securing the greatest number of votes shall be declared duly elected. In the event of a tie, the election shall be determined by the vote of the majority of the Office Bearers present at such meeting and, in the continuing absence of a decision, by the casting vote of the President, whom failing the First Vice-President, whom failing the Treasurer.~~

#### Term of Office

~~51.~~50. The Honorary Office-Bearers, Office-Bearers and ordinary members of the Council shall continue in office for two years from the date of the Annual General Meeting at which or succeeding which they are elected until the Annual General Meeting in the second year thereafter and at such meeting Honorary Office-Bearers and Office-Bearers except the Second Vice-President, shall be elected or re-elected. A new Council shall thereafter be appointed in the manner provided in Articles 46 to ~~50.4~~ 49.4 inclusive as the case may be, and at every second Annual General Meeting the Honorary Office-Bearers and Office-Bearers shall be so elected or re-elected and the Council thereafter appointed for the ensuing two years. The President, First Vice-President and Treasurer shall be vested with full powers and be entitled to manage the affairs of the Association until a quorum of the members of the ~~Council~~ Board is available in terms of Article ~~63~~ 60.5 and the first meeting of the Council subsequent to every second Annual General Meeting takes place. Subject to the terms of Article ~~52~~ 51, there shall be no limit of time on the period for which any Office-Bearer or Honorary Office-Bearer may serve provided that he is elected or re-elected pursuant to these Articles.

~~51.1 If, for any reason, the office of President or of First Vice-President or of Treasurer becomes vacant and such office or offices is or are not filled by a candidate elected pursuant to Article 39.2, the Council shall on the recommendation of the Executive Committee be entitled to appoint one of the members of the Council to such vacant office.~~

~~51.2~~ 50.1 If, for any reason, a vacancy occurs amongst the members of the Council appointed in terms of Articles 46 to 49.4 inclusive', the ~~Council~~ Board may authorise that the vacancy be filled subject to the conditions prescribed for the nomination of such a member to serve on the Council.

~~51.3 If, for any reason, a member of the Council elected under the provision of Article 44.1 is unable to continue in office, the Council may authorise such vacancy to be filled. In the event of its so doing, nomination forms and voting forms if necessary shall be issued by the Secretary in the manner and subject to the conditions prescribed in Articles 50 to 50.4 inclusive.~~

~~52.1.~~ A member of the Council other than an Honorary Office Bearer, who attains 70 years during his term of office shall be eligible to continue as a member of the Council until the completion of the two year term for which he was elected.

An Honorary Vice-President who attains 75 years during his term of office shall be eligible to continue as a member of the Council until the completion of the two year term for which he was elected.

Acts done by a person as a member of the ~~Council~~ Board are valid notwithstanding that it is afterwards discovered that his appointment had terminated under this Article.

~~53.52~~ The Association in general meeting may by a simple majority remove an Honorary Office Bearer or an Office Bearer before the expiration of his period of office, and the person appointed in his place shall be elected in the manner provided in Articles 39.2 ~~or 51.1.~~

~~532.1~~ The Council may by a simple majority remove any ordinary member of the Council before the expiration of his period of office, and the person appointed in his place shall be elected in the manner provided in Articles ~~51.2~~ 50.2 ~~or 51.3 as the case may be.~~

~~543.~~ Each President, or any person who has been a member of the Council for 7 years either continuously or in separate periods shall be furnished with the gold badge of the Association which shall entitle him to admission to all matches under the jurisdiction of the Association except when the ~~Council~~ Board shall decide otherwise.

#### Disqualification Of Honorary President Or Members Of The Council and the Board

~~554.~~ The office of Honorary President or of a member of the Council other than as excepted below shall be vacated if he:-

- (1) becomes bankrupt, or makes any arrangement or composition with his creditors generally;
- (2) becomes of unsound mind or is admitted to hospital as suffering from a mental disorder following an application for admission for treatment under the Mental Health (Scotland) Act 1984 or Mental Health Act 1983 or a Court having jurisdiction in the United Kingdom or elsewhere orders in matters relating to mental disorder his detention or the appointment of a curator bonis or any other person to exercise powers with regard to his property or affairs;
- (3) absents himself from 3 consecutive meetings of the Council without furnishing a satisfactory reason to the Council;
- (4) be under suspension imposed or confirmed by the Association, or the club or recognised football body from which he derived his appointment be under such suspension;
- (5) ceases to be 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;
- (6) ceases to be resident in Scotland;
- (7) is removed at a general meeting by a simple majority of the members entitled to vote thereat in terms of Article ~~53~~ 52 or by a simple majority of the members of the ~~Council~~ Board in terms of Article ~~53~~ 52.1;
- (8) resigns his office by notice in writing to the Secretary;
- (9) becomes disqualified as or prohibited from being a company director by reason of any relevant order made against him in terms of the Company Directors Disqualification Act 1986.

The terms of Article ~~55~~ 54(3) shall not apply and the terms of Articles ~~55~~ 54(5) and (6) shall only be applicable at the ~~Council's~~ Board's discretion, in the case of an Honorary President or an Honorary Vice-President.

#### Powers Of The ~~Council~~ Board

~~56~~55. The management of the business and the control of the Association shall be vested in the ~~Council~~ Board which ~~may~~ shall be entitled to exercise all such powers and carry out all such objects of the Association as are not by the Articles or by statute expressly directed or required to be exercised or done by the Association in general meeting subject, nevertheless, to any regulations from time to time made by the Association in general meeting provided that no regulation shall invalidate any prior act of the ~~Council~~ Board which would have been valid if such regulation had not been made.

~~57~~56. Without prejudice to the general powers conferred by Article ~~56~~ 55 and of the other powers conferred by the Articles it is hereby expressly declared that the ~~Council~~ Board shall have the following powers, viz:-

- (1) It may make, alter, and revoke all such rules, bye-laws and regulations relative to the use of the property of the Association and to the conduct or holding of meetings, or for such other purpose as it may deem fit and proper, provided that no rule, bye-law, or regulation shall be made under the foregoing which would amount to such an addition to or alteration of the Articles as could only by law be made by a resolution of the members.
- (2) It may draw, make, accept, endorse, discount, execute and issue respectively promissory notes, bills, cheques or other negotiable instruments, provided that every promissory note, bill, cheque or other negotiable instrument drawn, made, accepted, endorsed, discounted, executed or issued shall be signed by the President, the Treasurer and the Secretary or in such other manner as the ~~Council~~ Board may determine.
- (3) It may borrow any sum or sums of money not exceeding in all the sum of £10,000,000 on such security and upon such terms as to interest or otherwise as it may deem fit.
- (4) It may extend the playing season as from time to time it in its discretion shall deem necessary or desirable.
- (5) It may suspend the game entirely or in any district or districts or under the auspices of a recognised football body as from time to time it in its absolute discretion may deem necessary or desirable, provided always that in the case of restricted stoppage it shall have power to exempt any club or number of clubs or recognised football body from such stoppage.
- (6) It may suspend or abandon or discontinue any or all of its competitions.
- (7) It shall have power to call upon any recognised football body, club, official, player, referee or other person under the jurisdiction of the Association to produce any books, letters, or documents or any other evidence at any time it desires.
- (8) It shall have power to enquire into all and any financial arrangements between recognised football bodies, clubs and players and to cancel any agreement between clubs and players contrary to the Articles and to publish in the public press or otherwise the findings of the ~~Council~~ Board in this regard and the substance of any and all evidence tendered in such enquiries.
- (9) It shall have the power, where a recognised football body or club fails to make any payment to the Association or to another recognised football body or club, to deduct and retain any sums due to it and/or to another recognised football body or club from any monies, fund or account held by the Association which would otherwise have been payable to the defaulting recognised football body or club. Any such monies deducted or retained by the Association shall be applied first to meet any payment due to the Association and thereafter to meet any payment due by the defaulting recognised football body or club to another recognised football body or club in which case if the sum deducted/retained is insufficient to pay all sums due to such recognised football bodies or clubs, the remaining deducted/retained monies will be distributed in equal portions between those recognised football bodies or clubs.

- (10) It shall have power to affiliate any national football association within Scotland to which it may or may not grant representation on the Council.
- (11) It shall have power to promulgate from time to time such regulations as it deems necessary in respect of the requirements and standards of football stadia.
- (12) It shall have power to pay reasonable travelling expenses, referees' fees and expenses and other sums where necessary in connection with all matches arranged by it.
- (13) It may submit or refer claims by or against the Association to arbitration.

#### Secretary

~~58~~57. Subject to the provisions of the Act the Secretary shall be appointed by the ~~Council~~ Board for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. The ~~Council~~ Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### Indemnity, Etc

~~59~~58. Every Honorary Office-Bearer, Office-Bearer, ordinary member of the Council, co-opted person, Secretary, or other officer or employee of the Association shall be indemnified by the Association against all costs, losses and expenses incurred by him in or about the discharge of his duties, except such as happen from his own respective wilful neglects and defaults.

~~598.1~~ Without prejudice to the provisions of Article ~~598.1~~, the Council shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Honorary Office Bearers, Office Bearers, Directors, ordinary members of the Council, co-opted persons, Secretary, Chief Executive or other officer or employee of the Association, or of any other company in which the Association or any of the predecessors of the Association has any interest whether direct or indirect or which is in any way allied to or associated with the Association, or of any subsidiary undertaking of the Association or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Association or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Association or any such other company, subsidiary undertaking or pension fund.

~~60~~59. The Association or the Council or a Committee ~~or the Board~~ shall be entitled to publish in the public press, or in any other manner it shall think fit, reports of its proceedings, acts, resolutions and decisions whether the same shall or shall not reflect on the character or conduct of any recognised football body, club, official, player, referee or any other body or person and all of the aforementioned shall be

deemed to have assented to such publication and to regard the same as privileged in law.

#### Proceedings Of The Council Board

- 60.1 The Council Board shall have power to promulgate from time to time Standing Orders regulating the proceedings of the Council, the Board and Committees. Such Standing Orders may in addition set out the nature and extent of any delegation of powers to committees effected by the Council Board pursuant to Article 66 64.
- 60.2 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. On any resolution each Director shall have one vote.
- 60.3 The Board shall meet no less than ten (10) times per year and at least 7 days clear notice of a meeting shall be required to be given, save where each Director agrees to a shorter notice period.
- 60.4 The President (or in his absence the First Vice President) shall act as the Chairman of meetings of the Board.
- 60.5 The quorum for a meeting of the Board shall be 4 provided that at least two of the President, the First Vice President, the Second Vice President or Chief Executive must be present for a meeting to be quorate.
- 60.6 If a quorum is not present within half an hour of the time for which the meeting was called or ceases to be present thereafter, the meeting ("the first meeting") shall be adjourned to the same day in the next week and at the same time and place. The Association shall give notice to each Director who did not attend the first meeting requiring him either to attend the adjourned meeting of the Directors or to state in writing his views on the matter to be discussed at that meeting. If any Director or Directors who are present at such adjourned meeting shall constitute a quorum.
- 60.7 Where a Committee Chairman is unable to attend a meeting of the Board, the Vice-Chairman of the relevant Committee shall attend and be entitled to vote in the Committee Chairman's stead, at such meeting.
- 60.8 A person invited to attend a meeting of the Directors under the preceding article shall be entitled to exercise any of the powers of a Director, and shall be deemed to constitute a Director for the purposes of the Act or any provision of these Articles.
- 60.9 A resolution in writing signed by all of the Directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a Standing Committee duly convened and held; it may consist of several documents in the same form, each signed by one or more Directors.
- 60.10 All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other and provided the relevant quorum of Directors referred to in Article 60.5 is participating as aforesaid (notwithstanding that such quorum is not present together in one place) such meeting shall be quorate and subject to the

provisions of these Articles the meeting shall constitute a meeting of the Directors or a committee of the Directors as the case may be. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

#### Membership and Number of Members of the Board

61. The Board shall comprise:

- (1) the President,
- (2) the First Vice-President,
- (3) the Treasurer,
- (4) the Chief Executive,
- (5) the Committee Chairmen (or their respective Vice Chairmen);
- (6) the Second Vice President; and
- (7) a representative of a full member club which is not in membership of the Scottish Football League or in membership of the Scottish Premier League as appointed in accordance with Article 64.

Unless otherwise determined by ordinary resolution of the Association, there shall be no maximum number of Directors but shall be not less than two. The Vice Chairmen of the Standing Committees shall be appointed as alternate directors of the respective Committee Chairmen.

#### Council Membership Card

62. During his period in office each Honorary Office-Bearer, Office Bearer and ordinary member of the Council shall be provided with a membership card entitling him to admission to all matches played in Scotland under the jurisdiction of the Association except when the Council shall decide otherwise. A member of the Council shall not be admitted to any meeting of the Council without production of his membership card.

#### Quorum

~~63. 10 members of the Council present and entitled to vote at meetings of the Council shall constitute a quorum for the transaction of the business of the Council.~~

#### Chairman

~~64. The President or in his absence the First Vice President or in the absence of both the Treasurer shall preside as chairman at every meeting of the Council. If at any meeting of the Council none of the President, the First Vice President and the Treasurer is present within 15 minutes after the time appointed for holding such meeting, the members of the Council present and entitled to vote shall choose one of their number to be chairman of the meeting.~~

#### Voting



~~65. Questions arising at any meeting of the Council shall be determined by a majority of votes of the members of the Council present and entitled to vote and in the case of an equality of votes the chairman, in addition to his deliberative vote, shall have a casting vote. Voting at meetings of the Council shall be by show of hands. Unless of a routine nature, business shall not be brought before the Council if the subject matter has not been received in writing by the Secretary, at the latest, on the day before such meeting.~~

~~65.1 The Honorary Vice Presidents shall be entitled to speak at the meetings of the Council and to join in the discussions on any subject but they shall not be entitled to vote or to make or second any proposal or amendment thereto.~~

#### Committees, Etc

~~66.63.~~ The Council Board may by vote resolve itself into a Committee of the whole Council Board. The Council Board may also delegate any of its powers to Committees consisting of members of the Council and co-opted persons and such Committees may, with the exceptions of the Committees, if any, established to supervise the refereeing aspects of the game ("the Referee Committee"), and to carry out such Disciplinary Procedures pursuant to Article 84 81 ("the Disciplinary Committee"), respectively in turn delegate powers to sub-committees of its members and other co-opted persons. The Referee Committee and the Disciplinary Committee shall be entitled to delegate their respective powers to sub-committees of their respective members and other co-opted persons and such sub-committees shall themselves be entitled to delegate powers to further sub-committees which shall in turn be entitled to delegate powers to sub-committees. 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 Council.

Any Committee or sub-committee formed pursuant to this Article ~~66~~ 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 Committee by the Council Board or in the case of a sub-committee by the Council Board or by the relevant Committee or in the case of a sub-committee formed by a sub-committee, by the Council Board, by the relevant Committee or by the sub-committee which established it.

~~643.1~~ Without prejudice to the generality, the Council Board shall be entitled to exercise its powers under this Article ~~66~~ 63 by including within any Standing Order promulgated by it under Article 60.1 details of the committees to which it has delegated its powers and the powers to be exercised by such committees provided that before any delegation by the Council Board of its powers to committees takes effect, the Standing Orders including such details shall first have been approved by a vote conducted in accordance with Article ~~65~~ 60 at a meeting of the Council Board.

~~643.2~~ A member of a Committee or sub-committee shall be appointed for a period of 2 years or until the next round of appointments and such appointments may be renewed without limit. If a member should demit office for any reason, the Council Board may authorise that the vacancy be filled . If it is considered appropriate that a vacancy be filled by a co-opted person, the Committee Appointments Board Chief Executive shall be requested to recommend the identity of a replacement.

- 643.3 Co-opted members must not have attained the age of 70 years at the date of their appointment to a Committee.
- 643.4 A member of a Committee or sub-committee if required by such Committee or sub-committee shall retire from any discussion of such Committee or sub-committee if the matter to be dealt with involves or concerns his club or the football body which he represents on the Council and if it is possible that a penalty or some other material decision may require to be taken. Neither shall he vote nor direct any vote to be cast with regard to such a matter.
- 643.5 It shall be deemed serious misconduct for any member directly or indirectly to offer any bribe, consideration or other improper inducement to a member of the Council or to a person co-opted to a Committee or sub-committee of the Council Board for the purpose of procuring a vote, and for any member of the Council or such co-opted person to accept such offer. The Council Board shall impose such penalty as it considers appropriate for any breach of this Article.
- ~~67~~64. The composition of the membership of the Standing Committees, other than the Executive Committee and the Emergency Committee, Board with the exception of the representative of a full member club not in membership of the Scottish Football League and the Scottish Premier League in accordance with Article 61(7) and sub-committees to which the Council Board has delegated or proposes to delegate its powers pursuant to Article 66 63 shall be determined jointly by the Chief Executive and the Office Bearers for the approval of the Council Board. and who, in discharging this function, shall take cognisance of the recommendations of a Board ("the Committee Appointments Board") to be established by the Council for the purpose of making recommendations in respect of appropriate co-opted persons from time to time. Without prejudice to the foregoing generality, the Office Bearers may in their entire discretion, accept, reject or amend any such recommendation made by the Committee Appointments Board.

~~The Committee Appointments Board shall:-~~

- ~~(i) be appointed by the Council prior to the Annual General Meeting succeeding which a new Council will be formed and shall be deemed to retire on the second anniversary of their appointment;~~
- ~~(ii) be composed of candidates who have not attained the age of 70 years at the date of their appointment to the Committee Appointments Board;~~
- ~~(iii) comprise three persons who are not members of the Council but who are regarded as having (a) considerable knowledge of the game of Association Football particularly as it is played in Scotland; (b) made a significant contribution to public, business, academic or professional life in Scotland and; (c) the potential to make recommendations which will be to the advantage of the game of Association Football in Scotland;~~
- ~~(iv) disclose its recommendations only to the Office Bearers and the Secretary and no member of the Council, potential candidate for nomination to any of the Standing Committees or sub-committees, or any other person connected with the Association~~

~~in any manner of way will have the right to obtain access to the recommendations of the Committee Appointments Board or its working papers; and~~

~~(v) have an advisory function only and shall not be entitled to bind the Association in any respect.~~

~~(vi) appointment to the Committee Appointments Board shall be for a period of 2 years and may be renewed without limit.~~

#### Appeals Committee

~~68~~65. The ~~Council~~ Board shall appoint a Committee ("the Appeals Committee") to investigate appeals from players or officials or referees or clubs or leagues or associations against decisions of a club or any recognised football body but appeals which relate to any matter affecting the result of a cup tie or which would interrupt the playing of a competition shall not be entertained. The procedures governing such appeals are set out in Article ~~133.1~~ 130.1.

~~68~~5.1 It is incumbent on any club or any recognised football body to inform any person or body against whom a decision is taken of his or its rights of appeal and of the appeals procedures to be followed.

#### Appeals Board

~~69~~66. The ~~Council~~ Board shall appoint an appeals body ("the Appeals Board") to investigate appeals from recognised football bodies, clubs, officials, players or referees against a decision of a Standing Committee of the Association which imposes a fine or suspension or expulsion upon such body or person excluding a decision of the Appeals Committee or a decision which is applied in accordance with the Disciplinary Procedures. The procedures governing such appeals are set out in Article ~~133.3~~ 130.3.

#### International Selection

~~70~~67. If any player selected to attend any international or other match arranged by the Association refuses without good and sufficient cause to comply with the arrangements for playing in such match or fails to attend such match, the ~~Council~~ Board may find him to have been in breach of this Article, and any club or official who may be found to have encouraged or instigated or caused such player so to refuse shall likewise be deemed to be in breach of this Article.

#### Remuneration and Expenses

~~71~~68. Members of the Council and where appropriate, co-opted persons shall be entitled to expenses properly incurred by them for attending meetings of the Association in connection with the discharge of their duties on a scale to be determined by the ~~Council~~ Board.

~~71~~68.1 Members of the Council shall be entitled to such remuneration as the Association may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

~~71~~68.2 In the event of prolonged absence of the President and/or the First Vice President, as the case may be, the First Vice President shall deputise for the President, and the Treasurer shall deputise for the First Vice President, respectively and as required, and receive the remuneration of that individual, pursuant to Article ~~71.1~~ 68.1 above; subject to a maximum period of 12 months.

#### Validity of Acts

~~72~~69. All acts done by any meeting of the ~~Council~~ Board or by a Committee or sub-committee or by any person acting bona fide as a member of the ~~Council~~ Board or of a Committee or sub-committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of the said member or person acting as aforesaid, be as valid as if such member or person had been duly appointed and was qualified to act.

#### Liberty to Contract

~~73~~70. A member of the Council or Board or a co-opted person shall be at liberty to contract with the Association and shall not be disqualified by reason of his having so contracted, and such member of the Council or co-opted person shall not be bound to account to the Association for any profit which he may derive from the Association from his having so contracted with it provided that at the time the contract is entered into he discloses his interest therein and does not vote in the matter.

#### Minutes

~~74~~71. The ~~Council~~ Board shall cause minutes to be prepared recording –

- (1) all appointments of the Honorary Office-Bearers, the Office-Bearers, the Directors, members of the Council, co-opted persons and the Secretary and other members of the Association's staff;
- (2) the names of the members present at each meeting of the Council, the Board and Committees and sub-committees;
- (3) all orders made by the ~~Council~~ Board and Committees; and
- (4) all resolutions and proceedings of general meetings and of meetings of the ~~Council~~ Board or Committees or sub-committees and any such minutes of any meeting of the ~~Council~~ Board or of any Committee or sub-committee or of any general meeting, if signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be conclusive evidence of the matters stated in such minutes. Such minutes of Committees and sub-committees shall be distributed to each ~~member of the Council and co-opted person~~ Director prior to each meeting of the Council.

#### Commercial Arrangements

~~75~~72. The ~~Council~~ Board may approve contracts on behalf of the Association with commercial sponsors, broadcasters, publishers and others for the benefit of members and Association Football generally.

~~752~~.1 Any such contracts shall be binding upon each member subject to the terms of any sponsorship or other commercial contract of a member previously approved by the Association and in force on the date any such contract is entered into by the Association. Where there is any conflict between a commercial contract entered into by the Association and one entered into by a member the Association's contract shall prevail and members shall reflect this Article in all of their commercial contracts.

~~752~~.2 Such contracts shall include but shall not be restricted to:-

- (1) central sponsorship of the Challenge Cup Competitions or any other competitions organised or promoted by the Association;
- (2) transmission and recording by any means of any match organised or promoted by the Association;
- (3) commercial exploitation of the Association's name, badge, emblem, trade marks and other intellectual property;
- (4) publications, including sound and video recordings, relating to the history and matches of the Association.

~~752~~.3 Members shall take all reasonable steps to assist in securing compliance by the Association with its obligations to third parties in implementing the terms of such contracts, and in particular shall, without prejudice to the foregoing generality, make available appropriate facilities for the transmission or recording by any means of matches organised or promoted by the Association and for the preparation of publications or official photographs related thereto and shall be deemed to licence the use by the Association of all such transmissions, recordings, publications or official photographs and of any other copyright or other intellectual property rights of members required by the Association in connection with such transmissions, recordings, publications or official photographs.

~~752~~.4 Monies received by the Association in terms of any contract referred to in this Article shall be apportioned by the ~~Council~~ Board in its discretion.

~~752~~.5 The ~~Council~~ Board may require any club to provide services and facilities pursuant to any contract relating to sponsorship of the Challenge Cup Competitions or any other competitions organised or promoted by the Association.

#### ~~Books And~~ Financial Accounts

~~763~~. The ~~Council~~ Board shall cause accounting records to be kept in accordance with the requirements of the Act. The accounting records shall be kept at the Office or subject to the provisions of the Act at such other place or places as the ~~Council~~ Board shall think fit.

~~763~~.1 The ~~Council~~ Board may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records or other books or documents of the Association or any of them shall be open to the inspection of members and no member shall have any right of

inspecting any accounting records or other books or documents of the Association except as conferred by statute or authorised by the ~~Council~~ Board or by the Association in general meeting.

- ~~77~~74. At the Annual General Meeting in every year the ~~Council~~ Board shall in accordance with the provisions of the Act lay before such meeting an income and expenditure account for the period since the last preceding accounting reference date of the Association together with a proper balance sheet as at the same date as such account. In cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the amount of any such item may be so distributed. Every such balance sheet shall be signed by the President, the First Vice-President and the Treasurer and shall be accompanied by proper reports of the ~~Council~~ Board and the Association's auditors, and copies of such account, balance sheet and reports all of which shall be stated in accordance with any statutory requirements for the time being in force and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 days before the date of the meeting at which they are to be laid, be delivered or sent by post to all persons entitled to receive notices of general meetings in accordance with the Act in the manner in which notices are in terms of the Articles directed to be served.

#### Audit

- ~~78~~75. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- ~~78~~5.1 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the ~~Council~~ Board being treated for all purposes as the directors mentioned in those provisions.

#### Notices

- ~~79~~76. Notices of the Association requiring authentication may be authenticated by the signature of the Secretary or by any other person appointed by the ~~Council~~ Board to do so.
- ~~79~~6.1 A notice may be served by the Association upon any member or upon any member of the Council or co-opted person by sending it through the post in a prepaid letter addressed to such member or person at its or his registered address.
- ~~79~~6.2 Any notice sent by post shall be deemed to have been served on the day following that on which the letter containing the same was posted, and in proving such service it shall be sufficient to produce a certificate that the letter containing the notice was properly addressed and duly posted.
- ~~79~~6.3 Where a given number of days' notice or notice extending over any period is required to be given, the day for which notice is given shall be included in such number of days or other period, but the day of service, i.e., the day following that upon which the letter containing same was posted, shall not be so included.

796.4 The non-receipt of a notice for any meeting of the Association by any member or any member of the Council, ~~or co-opted person~~ or member of the Board shall not invalidate the proceedings at such meeting.

#### Communications And Enquiries

~~8077.~~ In order that the affairs of the Association may be conducted without unreasonable hindrance, a recognised football body, club, official, player, referee or other person under the jurisdiction of the Association is required to answer a written communication from the Secretary timeously. Any such body or person failing to comply with an instruction of the ~~Council~~ Board in this respect so communicated by the Secretary shall be liable to censure, fine or suspension, or a combination of such penalties.

#### Formation Of Associations, Leagues, Etc

~~8178.~~ Associations, leagues or other combinations of clubs, officials, players or referees shall only be formed with the consent of the Association.

~~8178.1~~ An Affiliated National Association may, where appropriate, and subject to the overriding authority of the Association, give consent to the formation of an association, league or other combination of clubs, officials or players which would normally be expected to participate in that grade of football.

~~8178.2~~ All associations, leagues or other combinations of clubs, officials, players or referees shall observe the Articles, rules, regulations, bye-laws and decisions of the Association.

~~8178.3~~ All applications for consent to operate leagues and competitions other than leagues or competitions which come under the jurisdiction of an Affiliated National Association shall be lodged with the Secretary on a form approved by the ~~Council~~ Board accompanied by a copy of the applicant body's relative constitution and rules, and applications for continuance must be made on this form annually to be lodged with the Secretary not later than 30th June along with notification of any proposed alterations to such constitution and rules which must be approved by the ~~Council~~ Board before becoming operative.

~~8178.4~~ Applications for consent to operate leagues and competitions which come under the jurisdiction of an Affiliated National Association shall be made in accordance with the respective provisions of such bodies.

~~8178.5~~ Any association, league, or other combination of clubs, officials, players, or referees failing or refusing to obtain approval in conformity with Articles ~~81 78~~ and ~~81.1 78.1~~ shall be held to be ineligible and unauthorised and shall be debarred from all privileges and rights obtainable through membership of the Association or an Affiliated National Association.

#### Unauthorised Football

~~8178.6~~ A recognised football body or club or person that is subject to the jurisdiction of the Association, shall not be permitted to be involved in any way with an unauthorised association, league or other combination of clubs, officials, players or referees or

with a match or an event which requires but does not have the approval of the Association or another National Association and any recognised football body, club or person so doing shall be deemed to be automatically suspended from authorised football and may only be re-admitted to authorised football upon applying for and being granted re-admission by the Council.

#### Charity Competitions

~~82~~79. The secretary of every charity committee or association authorised by the ~~Council~~ Board shall at the close of its competition each year forward to the Secretary an audited balance sheet with vouchers relative thereto, and a list of the clubs which took part in the competition. In disbursing the proceeds of a charity competition, the following regulations shall be observed:-

- (1) Proceeds must be disbursed to recognised charities only. A "recognised" charity is generally to be considered an organisation established for charitable purposes only;
- (2) A grant cannot be given to an injured or retired player;
- (3) An honorarium shall not be given to an official from the proceeds of such competition;
- (4) Souvenirs or other prizes shall not be given to players where funds are not available for distribution to charities.

#### Matches

~~83~~80. In any match played under the jurisdiction of the Association, other than the exception permitted in Article ~~83.1~~ 80.1, all of the participating players shall be of the same gender.

~~830.1~~ Matches involving male and female players may be played provided that all of the participating players are not older than 15 years of age on 15 July in any playing season.

~~830.2~~ The involvement of male and female players in footballing activities at any coaching or instructional course or event approved by the Association shall not be deemed to be matches for the purpose of Article ~~83~~ 80.

#### Disciplinary Committee

~~84~~81. The ~~Council~~ Board shall have power to appoint a committee ("the Disciplinary Committee") which shall:-

- (1) carry out such Disciplinary Procedures as shall have been promulgated by the ~~Council~~ Board from time to time to consider matters of whatever nature and howsoever brought before the Disciplinary Committee and whether or not mentioned in a report by a match official including but not limited to incidents and acts of misconduct occurring at a match which is played under the jurisdiction of the Association involving a full or associate member club or such clubs as play in



competitions which involve a full or associate member club and which are included in the Association's Register of Competitions;

- (2) be entitled in addition to any power conferred on it in relation to the Disciplinary Procedures to investigate and/or consider any case in which a player's act of misconduct or the circumstances pertaining to such misconduct would appear in the opinion of the Disciplinary Committee, to be of a significantly serious nature, and to take such action upon the outcome of its investigation, and/or consideration including the imposition of any penalty as it considers may be merited irrespective of whether or not a penalty has been imposed as a result of action by the match official;
- (3) be entitled to deal with acts of misconduct of any official of a club, club or recognised football body occurring before, during or after such matches, as aforesaid, and to take such action, including the imposition of any penalty as it considers may be merited against such official, club or recognised football body irrespective of whether or not a penalty has been imposed as a result of action by the match official; and
- (4) subject to the terms of Article ~~95.5~~ 92.5, be entitled to deal with matters and incidents of whatever nature and howsoever brought before the Disciplinary Committee which arise, directly or indirectly, pursuant to Articles ~~95~~ 92 to ~~95.4~~ 92.4 inclusive, and to take such action, including the imposition of any penalty as it considers may be merited. For the avoidance of doubt any such foregoing action may be taken against any player, official of a club, club or recognised football body under the jurisdiction of the Association irrespective of whether or not a penalty has been imposed as a result of action by the match official.

~~841.1~~ The ~~Council Board~~ shall have power to appoint a Tribunal ("the Disciplinary Appeals Tribunal") to investigate appeals from players against decisions of the Disciplinary Committee under Section V, Paragraph 4 of the Disciplinary Procedures. The procedures governing such appeals are set out in Article ~~133.2~~ 130.2.

#### Approval Of Matches/Competitions

~~8582.~~ A recognised football body or club may not participate in, organise or promote a football match or football competition which is not approved by the ~~Council Board~~. Prior written notice of such match or competition shall be lodged with the Secretary by the recognised football body or club concerned, unless otherwise pre-determined as specified hereinafter. If a match or competition is or is to be arranged through the services of an agent, such agent must be in possession of a FIFA and/or a UEFA match agent's licence.

~~852.1~~ A full or associate member club may play in matches or competitions which are organised or promoted or approved by the Association and in matches or competitions which are included in the Association's Register of Competitions which is compiled annually. The prior written approval of the ~~Council Board~~ must be obtained for all proposed friendly matches involving a club in full or associate membership. A club in full or associate membership desiring to play or stage such a match must ensure that it does not conflict with a scheduled match of any neighbouring club which is in full or associate membership.

852.2 A registered member club, provided that it is eligible to do so, may play in a match or competition:-

- (1) which is organised or promoted by the Association;
- (2) which is included in the Association's Register of Competitions;
- (3) which is under the jurisdiction of an Affiliated National Association.

852.3 A recognised football body or club may not participate in, organise or promote a football match or football competition involving a club or team which is not under the jurisdiction of the Association without the permission of the Association. Permission may be withheld if such club or team is not under the jurisdiction of a National Association in membership of FIFA.

852.4 A recognised football body or club intending to participate in, organise or promote a football match or football competition is required to observe the following conditions:-

- (1) the consent of the Association must be obtained before any contract or agreement relative to such match or competition is concluded;
- (2) except as permitted under FIFA or UEFA Regulations governing licensed match agents, a percentage of receipts from such match or competition may not be paid to any person or organisation arranging such a match or competition nor shall any other payment, whether in respect of a refund of expenses incurred or for any other reason, be made to any such person or organisation;
- (3) application in writing for permission to participate in, organise or promote such match shall be lodged with the Secretary at least 7 days before the proposed date of such match;
- (4) application in writing for permission to participate in, organise or promote such competition shall be lodged with the Secretary at least 84 days before the starting date of such competition and shall include:-
  - (i) if the competition is to be played in Scotland, a copy of the competition rules and the names of the teams intending to take part together with a copy of a letter from the National Association or other relevant football body under whose jurisdiction each team normally participates confirming that such team is authorised to participate;
  - (ii) if the competition is to be played outwith Scotland, a copy of the competition rules translated if appropriate, together with proof of the authorisation of the competition by the National Association concerned and of the approval of the rules thereof by FIFA or by UEFA as the case may be.

8683. Clubs and players shall not compete in any match or competition where the number of players on each side is more than 5, the proceeds of which are not devoted to an

authorised club or recognised football body or to some other object approved by the Association or by an Affiliated National Association where all the players involved in the match come under the jurisdiction of an Affiliated National Association. The playing of matches by private individuals for speculative purposes shall not be permitted.

#### Testimonial Matches

~~87~~84. Testimonial matches may only be played with the consent of and subject to conditions approved by the ~~Council~~ Board, and applications shall be submitted in writing to the Secretary unless the beneficiary is a player or official who would normally participate under the jurisdiction of an Affiliated National Association and both teams in such a match would likewise normally participate under the jurisdiction of an Affiliated National Association in which case the application shall be considered and determined by the Affiliated National Association concerned. An audited income and expenditure statement relative to each testimonial match, and all corroborative vouchers and receipts, must be lodged with the Secretary or with the secretary of the Affiliated National Association concerned not later than 60 days after the date of such match.

~~874~~1. An application to play a testimonial match on behalf of a player of amateur status may be approved only if the player is in ill health and a medical certificate is produced, and the ~~Council~~ Board or the Affiliated National Association concerned is satisfied that there is good reason to play a match for such purpose.

~~874~~2. A club may at its discretion, and with the prior permission of the ~~Council~~ Board or the Affiliated National Association concerned, allow the use of its ground for the purpose of a testimonial match.

#### Sunday Football

~~88~~85. No recognised football body, club, official, player, referee, or other person shall be compelled to engage in football or in any activity connected therewith on a Sunday. The position and interest in the game of a recognised football body, club, official, player, referee, or other person refusing to engage in football or in any activity connected therewith on a Sunday shall not be prejudiced in any way as a result thereof, nor shall such refusal be the subject of penalty of any description whatsoever.

#### Transmission Of Matches

~~89~~86. A match played under the jurisdiction of the Association shall not be transmitted in whole or in part, in any form, or by any means, whether electronic, mechanical, recording, film, video, or otherwise, except with the prior consent of the ~~Council~~ Board. The Association shall retain all copyright and other intellectual property rights in matches in the Challenge Cup Competitions and any other competitions played under the direct control of the Association.

#### Definition of "Play"

~~90~~87. The word "play" shall be understood to 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 ~~Council~~ Board will take cognisance of field offences or other misconduct in matches or games of 5 or less players a side.

#### Match Finances

9188. A financial statement in relation to matches played under the direct control of the Association shall be prepared and recorded in the minutes of the ~~Council~~ Board.
9289. In any match not governed by the rules of a competition, any complaint relating to financial matters must be lodged with the Secretary in writing within 28 days from the date upon which the match was played or should have been played.

#### Betting

9390. A club, official, player, referee or other person under the jurisdiction of the Association shall not bet in any way on a football match. Any such club or person found guilty of betting of any description on football, authorised and registered football pools excepted, shall be deemed guilty of misconduct and shall be liable to fine, suspension, expulsion or any other penalties or conditions which the ~~Council~~ Board may think proper.

#### Misconduct In Intent To Influence Result

9491. A club, official, player, referee or other person directly or indirectly offering or receiving a bonus or any other inducement to or from another club, official, player, referee or other person to influence the result of a match shall be deemed guilty of serious misconduct and shall be liable to fine, suspension, expulsion or any other penalties or conditions which the ~~Council~~ Board may think proper.

#### Responsibility Of Clubs/Behaviour Of Spectators

9592. A club shall take all such steps as are reasonably practicable to ensure the safety, good conduct and behaviour of its supporters on any ground. A club playing at its own ground or allowing its ground to be used for a match in which it is not participating shall also take all such steps as are reasonably practicable to ensure the safety, good conduct and behaviour of all spectators at that ground.
- 952.1 A recognised football body which is directly responsible for organising a match under its jurisdiction shall likewise take all such steps as are reasonably practicable to ensure the safety, good conduct and behaviour of spectators at such match.
- 952.2 Misbehaviour by spectators before, during or at the close of a match resulting from the failure of a club or recognised football body to take all reasonably practicable steps as aforesaid shall render that club or recognised football body liable to a fine or closure of ground or suspension or all of these penalties.
- 952.3 In the event of a report being made to the ~~Council~~ Board that the misbehaviour of spectators has had a material effect on the result of a match and such report being upheld, the ~~Council~~ Board may declare the match and result void and order the

match to be replayed on such ground and on such date and on such conditions as the ~~Council~~ Board shall think proper and/or may impose such other penalties as the ~~Council~~ Board shall think proper. Any such report shall be lodged with the Secretary in writing within 6 days of the day of the match and shall only be considered if made by the referee or a club participating in such match.

952.4 In the event of a match being abandoned due to field invasion by spectators the ~~Council~~ Board shall have power:-

- (1) to have the match replayed on such ground and on such date and on such conditions as the ~~Council~~ Board shall think proper; or
- (2) to allow the result to stand; or
- (3) declare the match void; and additionally
- (4) to impose such other penalties as the ~~Council~~ Board shall think proper.

952.5 The provisions of Articles 95.2 92.2, 95.3 92.3 and 95.4 92.4 above shall not apply in the case of any match played under the jurisdiction of the Scottish Football League unless the Management Committee of the Scottish Football League shall request the ~~Council~~ Board to invoke the powers granted to it under the Articles.

The provisions of Articles 95.2 92.2, 95.3 92.3 and 95.4 92.4 above shall not apply in the case of any match played under the jurisdiction of the Scottish Premier League unless the board of directors of the Scottish Premier League shall request the ~~Council~~ Board to invoke the powers granted to it under the Articles.

Notwithstanding the above terms of Article 95.5 92.5, Article 84(4) shall apply in the case of an alleged or apparent breach of Articles 95 92 to 95.4 92.4 as a result, directly or indirectly, of the actions or omissions of the Scottish Football League or the Scottish Premier League, as the case may be.

#### Programmes, Publicity, etc

9693. A club or recognised football body which publishes, distributes, issues, sells or authorises a third party to publish, distribute, issue or sell a match programme or any other publication or audio/visual material of any description in any media now existing or hereinafter invented, shall be held responsible for all matters contained therein.

963.1 A club or recognised football body which publishes, distributes, issues, sells or authorises a third party to publish, distribute, issue or sell a match programme or any other publication or audio/visual material of any description in any media now existing or hereinafter invented, shall ensure that any such publications or audio/visual material does not contain any criticism of any match official calculated to indicate bias or incompetence on the part of such match official or to impinge upon his character.

963.2 A club or recognised football body issuing a match programme shall make available one page for promoting the Association's activities and interests, as from time to time may be decided by the ~~Council~~ Board.

## Shirt Advertising

9794. In matches played under the jurisdiction of the Association the players' shirts may carry advertising, subject to:-

- (1) compliance with the requirements relating to the dimensions of such advertising as laid down by the ~~Council~~ Board;
- (2) the name or logo and/or design to be used in such advertising having the prior written approval of the ~~Council~~ Board;
- (3) the provisions of the agreements negotiated with the broadcasting authorities in the case of televised matches;
- (4) the Association having the right to make and market whether by electronic, mechanical, film, video or other means recordings of matches played under its direct control in which such advertising is visible.

## Playing Fields

9895. All clubs have a responsibility to ensure that the playing field of its registered ground is properly maintained and is of an acceptable standard of condition for playing a football match.

985.1 The playing field of a full or associate member club must not be encroached upon or used for any other purpose which in the opinion of the ~~Council~~ Board may be detrimental to its being used for football. The ~~Council~~ Board shall be the sole judge as to whether any encroachment or other purpose may be detrimental as aforesaid, and at least 28 days prior written notice of the intended use of a playing field for a purpose other than playing football shall be lodged with the Secretary by the club concerned.

## Players

### Status

9996. A player shall be either an amateur or a non-amateur. A player who has never received any remuneration or consideration other than for the actual expenses incurred during the course of his participation in or for any activity connected with Association Football shall be regarded as amateur. A player who is registered with the Association as a non-amateur or who has ever received or is receiving, in respect of his participation in or an activity connected with Association Football, remuneration or consideration of any sort above or in addition to his necessary hotel and travelling expenses actually paid and the necessary provision of his playing equipment and insurance, shall be regarded as non-amateur. A player who takes part in a football contest for a money prize shall be deemed to be non-amateur. When a player is registered as a non-amateur he immediately loses his status as an amateur.

## Medical Fees

996.1 Medical fees incurred in connection with an injury sustained by an amateur player while playing for his club may be paid by such club without infringing the player's status as an amateur, and likewise an amateur player may be reimbursed by an insurance company in terms of an existing policy for any period during which he is prevented by incapacity from following his normal course of employment by reason of an injury sustained while playing for such club.

#### Reinstatement from Non-Amateur to Amateur Status

~~100~~97. Reinstatement from non-amateur status to amateur status may only be granted by the Association as an application of the principle expressed in Article ~~105~~ 102. A player of non-amateur status who notifies the Association in writing of his desire to be granted reinstatement from non-amateur status to amateur status may be granted such provided that:-

- (1) He is not currently registered for any member club of the Association; and
- (2) A period of not less than 30 days has elapsed since he competed in his last match for his former club.

Any such reinstatement shall not annul any infringement subsequently reported or disclosed to the Association.

~~100~~97.1 Reinstatement to amateur status under Articles ~~100(1)~~ 97 (1) and (2) may not be granted on more than one occasion.

~~100~~97.2 Reinstatement to amateur status under Article ~~100(2)~~ 97(2) may not be granted until a period of 6 months has elapsed from the date upon which any suspension resulting from the infringement expired.

~~100~~97.3 Reinstatement to amateur status under Article ~~100(3)~~ 97(3) shall only apply to the area under the jurisdiction of the national association named in the application form. Before playing as an amateur elsewhere the applicant must obtain the consent of the ~~Council~~ Board.

~~100~~97.4 Reinstatement to amateur status under Article ~~100~~ 97 may only be granted by the Association. Any such reinstatement shall not annul any infringement subsequently reported or disclosed. A player of non-amateur status who applies to be re-instated to amateur status may not re-acquire amateur status until a period of 1 month has elapsed from the date on which he competed in his last match with the club for which he was registered as a non-amateur.

#### Receipts for Payments

~~101~~98. A club making payment of any kind to a player, either amateur or non-amateur, must obtain from the player a written receipt for the same showing details of the payment, and any club under the jurisdiction of the Association must produce such receipts to the Association when called upon to do so. For a player registered by means of a Full Professional Form, a club must produce on request receipts for the weekly wages paid to him in terms of his agreement lodged with the Association.

~~10299.~~ A player of an age to be determined by the ~~Council~~ Board from time to time to be eligible to play for a member club or for any team approved by the Association in a match or a competition which is authorised by the Association or is played under the jurisdiction of the Association shall require to hold a valid current Player's Licence. A Player's Licence which shall be renewable annually shall be issued to a player upon application to the Association subject to such terms and conditions as may be determined by the Association.

#### Participation in a Cup Tie

1030. Clubs eligible to compete in the Challenge Cup Competitions shall be subject to both the Articles and the Challenge Cup Competitions Rules, as amended from time to time.

1041. In Reserve Cup competitions the minimum number of registered players shall be 6. A player shall not take part in a cup tie under the direct control of the Association or of a recognised football body other than an Affiliated National Association without having been registered prior to the cup tie, with the Association, for the club for which he is to play.

1052. A player of non-amateur status shall not be inhibited because of such status from moving from one club to another or from playing for any club provided that his doing so is within the limitations of the regulatory framework governing player movement and participation.

#### Subject to Articles and Rules

1063. A player having signed a registration form shall be subject to the Articles and the rules and regulations of the Association whose decision in all matters in dispute shall be final and binding subject to any relevant appeals or arbitration procedure available in terms of the Articles, and all registration forms shall display prominently a statement to this effect.

1063.1 A player who participates in any match played under the jurisdiction of the Association shall also be subject to the terms of Article ~~106~~ 103.

1063.2 A player who has signed a registration form or who participates in any match played under the jurisdiction of or with the permission of the Association shall be subject also to the regulations and authority of UEFA and FIFA.

1074. A player having signed a registration form of any description, shall not sign another unless as authorised elsewhere in the Articles. A signing can be made invalid only by declaration of the Association.

#### Prohibition On Approach To Registered Player

1085. Except as otherwise provided by the Articles, a club, official, player, or other person, shall not directly or indirectly induce or attempt to induce a registered player of another club to leave for any purpose whatsoever the club for which he is so registered. Any infringement of this Article shall be dealt with by the ~~Council~~ Board which shall be entitled to take such action and impose such penalties against the club, official, player, or other person as it may in the circumstances think fit.



Any penalty imposed by the ~~Council~~ Board upon a club may include the refusal to register for such club any player whom it considers to have been so induced. Public statements by officials of their interest in registered players of other clubs or by players expressing interest in registered players of other clubs, shall be regarded as attempts to induce within the meaning of this Article.

1085.1 Except as otherwise provided by the Articles no club shall employ a player who is registered for any other club or who has failed to comply with a decision of the ~~Council~~ Board. Infringements of this Article shall also be dealt with by the ~~Council~~ Board who may impose any penalty it in its discretion feels necessary, including refusal to register the player.

1085.2 Except as otherwise provided by the Articles, a registered player shall not directly or indirectly through an agent or otherwise communicate with or approach another authorised club or any official or player of another authorised club or other person with the object of negotiating or arranging the transfer of registration of himself or another player of any other authorised club during the currency of his or that other player's contract. Any infringement of this Article shall render the player concerned and any official, player, or other person who makes such communication or approach liable to such penalties by way of fine, suspension, expulsion or otherwise as the ~~Council~~ Board may think proper.

#### Player Serving in HM Forces

1096. A player whilst serving in any branch of H.M. Regular Forces shall not be registered by a club as a non-amateur. A soldier, sailor, or airman whose discharge has been obtained by purchase shall not in such circumstances be entitled to be registered as a non-amateur player until the expiration of 12 months from the date of his discharge. A soldier, sailor or airman whilst serving shall not be approached to play or to sign for a club at any time without at least 14 days' notice being given in the case of the Army or Royal Air Force to the Officer Commanding the Unit and in the case of the Royal Navy to the Honorary Secretary of The Royal Navy Football Association.

#### Consent to Play

1107. A club may not field any player recognised to be currently playing for a club under the jurisdiction of the Scottish Amateur Football Association without the written consent of the Scottish Amateur Football Association club, unless at least 5 clear days' notice shall have been given in writing to that club by recorded delivery letter.

#### Registration for Competitions

1118. For competition purposes only, any Affiliated Association, Affiliated National Association or other recognised football body may make provision in its rules for the registration of players but such registration shall not be binding on the player in any manner contrary to the Articles.

#### Reversion Of Transfer Of Registration Rights

~~1429.~~ Except as aftermentioned, if any club is expelled, resigns, retires, or ceases to be a member of the Association for whatever reason, the registrations of the players who are registered with the Association by such club, and any entitlements therefrom, shall continue to be held by the Association which shall where appropriate arrange the transfers of or compensation fees for all such registrations. The monies received in respect thereof shall belong to the Association but the ~~Council~~ Board shall have the power to grant to such club if its conduct has not been unsatisfactory a sum not exceeding two-thirds of the monies received.

~~1429.1~~ In the event that the cessation of the membership of a club has resulted from the insolvency of the club and/or the appointed official liquidator, receiver, administrator or trustee in bankruptcy has intimated to the Association the resignation of the club in terms of the Articles, then the ~~Council~~ Board may grant to such official liquidator, receiver, administrator or trustee in bankruptcy the monies received in terms of Article ~~443~~ 109 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.

~~14209.2~~ The provisions of Articles ~~442~~ 109 and ~~442.1~~ 109.1 are subject to the rights of the Scottish Football League where a club in membership of the Scottish Football League is expelled, resigns, retires or ceases for whatever reason to be a member of the Scottish Football League prior to resigning, retiring or ceasing to be a member of the Association.

#### Use of Prohibited Substances or Prohibited Techniques

~~1130.~~ No player shall use or take advantage of a Prohibited Substance or Prohibited Technique as defined in The SFA Charter Against Doping in Scottish Football and as may be further specified by the ~~Council~~ Board by amending that Charter from time to time.

~~1130.1~~ No recognised football body, club, official, player, referee or other person under the jurisdiction of the Association shall assist or incite any player to use or take advantage of any Prohibited Substance or Prohibited Technique as defined in The SFA Charter Against Doping in Scottish Football and as may be further specified by the ~~Council~~ Board by amending that Charter from time to time.

~~1130.2~~ If it is established that a breach of this Article has occurred in terms of The SFA Charter Against Doping in Scottish Football the General Purposes Committee of the Association may impose such penalties as are provided in that Charter.

~~1130.3~~ Where the General Purposes Committee concludes that a breach of Articles ~~443~~ 110 or ~~443.1~~ 110.1 has occurred in terms of The SFA Charter Against Doping in Scottish Football, the person or body found to be so in breach shall be entitled to appeal against such conclusion or any penalty imposed under that Charter to the Doping Appeals Tribunal. The procedures governing such appeals are set out in Article ~~443.4~~ 130.4.

#### Registration Procedures

~~1141.~~ Clubs in full or associate membership of the Association or in membership of an Affiliated Association or an Affiliated National Association, as the case may be,

shall comply with the requirements of the Registration Procedures and amendments thereto as shall be promulgated by the ~~Council~~ Board from time to time in connection with the registration of players, irrespective of status, under the jurisdiction of the Association.

#### National Club Licensing

1152. Clubs in full or associate membership of the Association or in membership of an Affiliated Association or an Affiliated National Association, as the case may be, shall comply with the requirements of the National Club Licensing Procedures.

#### Referees

1163. All persons intending to participate as referees in Association Football played under the jurisdiction of the Association require to be in membership of the Association's Registration Scheme for Referees. No person below 16 years of age shall be registered as a referee.
1174. The Association shall maintain a register of registered referees. From this register, the Referee Committee shall approve a Register of Senior Referees for matches involving a club or clubs in full or associate membership. Unless the rules of a European or other competition prescribe to the contrary, or unless the Association gives permission to the contrary, every match in which a club in full or associate membership is engaged within Scotland shall be controlled by a referee whose name is included within the Register of Senior Referees.
- 1174.1 All other matches which are played under the jurisdiction of the Association in which one or both clubs are in registered membership shall be controlled by a referee who is a member of the Association's Registration Scheme for Referees, and any exception to this Article shall only be allowable at the discretion of the ~~Council~~ Board.
1185. A referee whose name is included in the List of Senior Referees shall not be eligible to take part in any match as a player or to be nominated as a representative of a recognised football body or club as prohibited in terms of the Articles unless he has officially resigned from the Association's Registration Scheme for Referees and has satisfied the ~~Council~~ Board that he has permanently ceased to be a referee.
- 1185.1 All other referees in membership of the Association's Registration Scheme for Referees may participate in football as a player or as a representative of a recognised football body or club, provided that to do so is not contrary to the Articles and that there is no conflict of interest between his role as a referee and his role as a player or official.
- 1185.2 If a referee is suspended as a player or official his registration as a referee is suspended for the duration of the period of such suspension.
1196. It is not permitted that any club may pay more than the authorised tariff for the List of Senior Referees for the services of a match official, nor is it permitted for a match official to accept payment in excess of the tariff. A club cannot issue more than two complimentary tickets to each of the appointed match officials at any match. In all appointments made by the Association the remuneration of match

officials shall be on the scale laid down in the tariff for the List of Senior Referees. In all appointments made by Affiliated National Associations or other recognised football bodies to matches under their direct jurisdiction the authorised tariff of the relevant appointing body shall apply.

- ~~120~~17. A referee shall neither comment upon nor discuss in any way which might lead to publicity being given to his comments any incident or reason for any decision related to a match.

#### Sponsorship

- ~~121~~18. Any recognised football body, club, official, player or referee contemplating any form of sponsorship shall submit details of such sponsorship to the Association for approval before entering into any contract or similar undertaking connected therewith.

- ~~122~~19. No club in membership of the Association, with the exception of clubs in membership of an Affiliated National Association, and no recognised football body shall be permitted to change its name to one which could be associated with a sponsor or with any commercial enterprise or product or to assume a name which could be similarly associated.

#### Acceptance of Awards, etc

- ~~123~~0. A club, manager, trainer or other official or player of any club or any referee shall not accept or receive or permit his or its name to be associated with the acceptance of any testimonial, presentation or gift, where the value of the gift is more than £100, without the prior written approval of the Association.
1241. A club, or any manager, trainer or other official or player of a club, referee or other person under the jurisdiction of the Association shall not contribute to any testimonial, presentation or gift which has not been sanctioned as appropriate by the Association or by an Affiliated National Association.

#### Penalties

- ~~125~~2. The ~~Council~~ Board shall have the power to fine, suspend or expel any recognised football body, club, official, player, referee or other person under the jurisdiction of the Association who in its opinion, in any way brings the game into disrepute, or on any other grounds it considers sufficient and of which, subject to any right of appeal, it shall be the sole judge.
- ~~125~~2.1 When a sentence of expulsion has been passed, the permanency or otherwise of such expulsion shall be a matter for the discretion of the ~~Council~~ Board.
- ~~126~~3. For an infringement of any provision of the Articles, a recognised football body, club, official, player, referee or other person under the jurisdiction of the Association shall be liable to fine or to a suspension or to an expulsion or to any combination of these penalties. Subject to the ~~Council~~ Board deciding that there is exceptional reason to act otherwise, no cognisance will be taken of any infringement which has taken place over 12 months prior to the date of complaint or report of such infringement.

1274. A club or association in full membership permitting its ticket of admission to a general meeting to be used by a person not authorised to attend such meeting in terms of Article 26 shall be liable to have its membership terminated by the ~~Council~~ Board or to be dealt with by the ~~Council~~ Board in such other manner as it may decide.
1285. A recognised football body, club, official, player or other person under the jurisdiction of the Association reported to the Association by a referee for misconduct, or any such body or person who shall in an interview or in any other manner calculated or likely to lead to publicity criticise the performance of any match official in such a way as to indicate bias or incompetence on the part of such match official or make remarks about such match official which impinge upon his character shall upon such report being upheld, be liable to a fine or suspension or both, and the expenses of the hearing at which such body or person is dealt with shall at the discretion of the Committee concerned be paid by such body or person or by the recognised football body or club with which such person is connected.
1296. For an infringement of Article 449 116, a club or referee shall be liable to a fine or suspension or both or expulsion. Suspension of a referee by an Affiliated National Association or other recognised body shall only be effective within that association or body.
13027. If a person is debarred by the Association from taking part in football management, any office held by him in relation to the Association or its members or other recognised football body shall be immediately vacated.

#### Suspensions, Expulsions, etc

13428. All suspensions or expulsions by the Association shall be observed by clubs and recognised football bodies. A club which is under suspension shall not engage in any match during its term of suspension.
13229. Unless they become the subjects of appeal to the Association, in which case they may be revoked, varied or confirmed, suspensions by Affiliated National Associations which refer to field offences or, if appropriate, infringements of the Articles shall be confirmed automatically on notification to the Association. Notification of such suspensions shall be compulsory. Suspensions by Affiliated National Associations in other circumstances may be confirmed. Suspensions imposed or confirmed by the Association shall apply to all football, and a player or official or other person who is suspended shall be debarred from taking any part in the game, but suspension by an Affiliated National Association or other body shall apply only to matches immediately within its jurisdiction unless confirmed by the Association. A player who has been suspended for a period of time measured in terms of dates shall be eligible to resume on the last date quoted in his period of suspension and a player who has been suspended for a period of time measured in terms of a match or matches shall be eligible to resume immediately upon the completion of the match or last match stipulated in his period of suspension.
- 13229.1 During the period of a suspension imposed by the Association or confirmed by the Association after being imposed by a recognised football body, a player may play only in those matches which the Association's Disciplinary Procedures or the

Disciplinary Procedures of the recognised football body concerned permit. A player who had last played or who is registered for a club in membership of an Affiliated National Association may not sign a registration form during the currency of such suspension.

- 13229.2 A player under a suspension imposed by a recognised football body, which has not been confirmed by the Association may not during the period of suspension sign a registration form or play for a club in membership of the same recognised football body.

#### Appeals Procedures

1330. The Association's structure for the hearing of appeals is as set out in this Article. The following provisions and procedures provide a means for the resolution of differences or questions arising from the observance and implementation of the Association's Articles, rules and decisions and the fact of membership of the Association shall constitute an agreement by a member that it, or any body or person interested through such member, shall submit all such differences or questions to the jurisdiction of the Association and shall not be permitted to take such differences or questions to a court of law.

#### Appeals Committee

- 1330.1 A player, official, referee, club, league or association has the right to appeal to the Appeals Committee against a decision of a club or any recognised football body which is imposed upon such person or body, provided that the appellant has exhausted such appeals proceedings as were available to the appellant consequent to the decision in question, unless a satisfactory reason is given for not having done so, and provided that the appeal to the Appeals Committee is not excluded in terms of Article 68 65. For the avoidance of doubt, an appeal by a player must be submitted either:

- a) by the player personally, in writing; or
- b) by the player's club, on the player's behalf, in writing with the reasons of appeal countersigned by the player.

An appeal hearing shall neither be conducted as a re-hearing of the case nor shall fresh evidence be permitted except with the permission of the Chairman of the Appeals Committee.

#### 1330.1.1 Procedures for Lodging an Appeal

An appeal from a player, official, referee, club, league or association must be dispatched by recorded delivery letter to the Secretary within 7 days after the date of the meeting at which the decision appealed against was taken unless for any reason it was not made known to the appellant at such meeting, in which case it must be dispatched by recorded delivery letter to the Secretary within 7 days after the date on which the decision was intimated by recorded delivery letter to the person or body concerned. A deposit shall be lodged with each appeal. In the case of a player or referee this shall be £50, and in the case of any other appellant it shall

be £100. At the Appeals Committee's discretion, the deposit will be forfeited if the appeal is dismissed.

#### 1330.1.2 Statement of Grounds for Appeal

In lodging an appeal the appellant shall state fully in writing the grounds for the appeal.

#### 1330.1.3 Composition of the Appeals Committee

The Appeals Committee shall consist of seven members of the Council in conformity with the Standing Orders of the Association.

#### 1330.1.4 Powers of the Appeals Committee

The Appeals Committee shall have the power to:-

- (1) affirm the decision of the body whose decision is appealed against;
- (2) uphold the appeal by setting aside the decision appealed against and quashing any penalty imposed;
- (3) uphold the appeal in part by setting aside part only of the decision appealed against;
- (4) substitute for the decision appealed against a decision to find the appellant guilty of a lesser offence and/or to impose a lesser penalty or penalties in respect thereof;
- (5) refer the case, or any part of it, back to the body whose decision is appealed against;
- (6) take any step which, in the exercise of its discretion, the Appeals Committee considers it would be appropriate to take in order to deal justly with the case in question.

If the appeal is unsuccessful, the appellant may be held liable in all or part of the expenses of the meeting, subject to the discretion of the Appeals Committee.

An appeal may be withdrawn by an appellant prior to the hearing of the case by notifying the Association of such in writing. The appeal will, upon the Association's receipt of such notification, be deemed to be abandoned and the original decision, against which the appellant initially took exception, will be regarded as final and binding. Upon the withdrawal of an appeal, the appeal deposit will be automatically forfeited. The appellant may be held liable in all or part for the expenses of the appeal procedure subject to the discretion of the Appeals Committee.

#### 1330.1.5 Decisions of the Appeals Committee

The decision of the Appeals Committee shall be final and binding on all parties concerned.

#### 1330.1.6 Secretariat

The Association's administration shall provide the secretariat of the Appeals Committee.

## Disciplinary Appeals Tribunal

~~1330~~2 A player who is disciplined by the Disciplinary Committee under Section 4 of the Disciplinary Procedures has the right of appeal against the decision of the committee to a specially appointed Disciplinary Appeals Tribunal.

An appeal hearing shall neither be conducted as a re-hearing of the case nor shall fresh evidence be permitted except with the permission of the Chairman of the Disciplinary Appeals Tribunal.

### ~~1330~~2.1 Procedures for Lodging an Appeal

An appeal from a player must be dispatched by recorded delivery letter to the Secretary within seven days after the date of the meeting at which the decision appealed against was taken unless for any reason the decision was not made known to the player at such meeting, in which case it must be dispatched by recorded delivery letter to the Secretary within seven days after the date on which the decision was intimated by recorded delivery letter to the player.

A deposit shall be lodged with an appeal as follows:

- a) For players of clubs in membership of the Scottish Premier League - £500
- b) For players of clubs in membership of the Scottish Football League - £250
- c) For players of all other clubs - £50

At the Disciplinary Appeal's Tribunal's discretion, the deposit will be forfeited if the appeal is dismissed.

### ~~1330~~2.2 Statement of Grounds for Appeal

In lodging an appeal the player shall state fully in writing the grounds for the appeal.

### ~~1330~~2.3 Representation of Appellant

The player may be accompanied by an authorised representative of the Scottish Professional Footballers' Association or any accredited official of his club.

### ~~1330~~2.4 Composition of the Disciplinary Appeals Tribunal

The Disciplinary Appeals Tribunal shall be formed of –

1. An independent Chairman;
2. The President of the Scottish Football Association or his appointed deputy;
3. The secretary or committee member of the Scottish Professional Footballers' Association, unless otherwise precluded by a prior involvement in the case in question.



No representative of the Scottish Football Association or of the Scottish Professional Footballers' Association shall be eligible to sit on the Disciplinary Appeals Tribunal, if he has been present at the meeting of the Disciplinary Committee whose decision is appealed against.

#### 1330.2.5 Powers of the Disciplinary Appeals Tribunal

The Disciplinary Appeals Tribunal shall have the power to:-

1. affirm the decision of the Disciplinary Committee;
2. uphold the appeal by setting aside the decision appealed against and quashing any penalty imposed;
3. uphold the appeal in part by setting aside part only of the decision appealed against;
4. substitute for the decision appealed against a decision to find the appellant guilty of a lesser offence and/or to impose a lesser penalty or penalties in respect thereof;
5. refer the case, or any part of it, back to the Disciplinary Committee;
6. take any step which, in the exercise of its discretion, the Disciplinary Appeals Tribunal considers it would be appropriate to take in order to deal justly with the case in question.

If the appeal is unsuccessful, the player may be held liable in all or part of the expenses of the meeting, subject to the discretion of the Disciplinary Appeals Tribunal.

An appeal may be withdrawn by an appellant prior to the hearing of the case by notifying the Association of such in writing. The appeal will, upon the Association's receipt of such notification, be deemed to be abandoned and the original decision, against which the appellant initially took exception, will be regarded as final and binding. Upon the withdrawal of an appeal, the appeal deposit will be automatically forfeited. The appellant may be held liable in all or part for the expenses of the appeal procedure subject to the discretion of the Disciplinary Appeals Tribunal.

#### 1330.2.6 Decisions of the Disciplinary Appeals Tribunal

The decision of the Disciplinary Appeals Tribunal shall be final and binding on all parties concerned.

#### 1330.2.7 Secretariat

The Association's administration shall provide the secretariat of the Disciplinary Appeals Tribunal.

#### Appeals Board

1330.3 A recognised football body, club, official, player or referee has the right to appeal against a decision of a Standing Committee of the Association which imposes a

fine or suspension or expulsion upon such body or person, excluding a decision of the Appeals Committee or a decision which is applied in accordance with the Disciplinary Procedures.

An appeal shall be permitted only on one or more of the following grounds:-

- (1) the Standing Committee whose decision is appealed against failed to give the appellant a fair hearing;
- (2) the Standing Committee whose decision is appealed against acted unconstitutionally;
- (3) the Standing Committee whose decision is appealed against came to a decision which it should not have come to on the facts of the case;
- (4) the penalty imposed was excessive or inappropriate;
- (5) the decision of the General Purposes Committee in relation to National Club Licensing Procedures was wrong in law, in breach of the rules of natural justice or otherwise flawed.

An appeal hearing shall neither be conducted as a re-hearing of the case nor shall fresh evidence be permitted except with the permission of the Appeals Board.

#### 1330.3.1 Procedures for Lodging an Appeal

An appeal from a recognised football body, club, official, player or referee must be dispatched by recorded delivery letter to the Secretary within 7 days after the date of the meeting at which the decision appealed against was taken unless for any reason it was not made known to the appellant at such meeting, in which case it must be dispatched by recorded delivery letter to the Secretary within 7 days after the date on which the decision was intimated by recorded delivery letter to the body or person concerned. A deposit shall be lodged with each appeal. In the case of a player or referee this shall be £20, and in the case of any other appellant it shall be £100. At the Appeals Board's discretion, the deposit will be forfeited if the appeal is dismissed.

#### 1330.3.2 Statement of Grounds for Appeal

In lodging an appeal the appellant shall state fully in writing the grounds for the appeal and shall specify on which one or more of the permitted grounds the appeal is based.

#### 1330.3.3 Representation of Appellant

An appellant may be accompanied by a representative as follows:-

In the case of a player -- by an agreed representative of the Scottish Professional Footballers' Association or by an accredited official of his club.

In the case of an official or referee -- by an accredited official of the recognised football body with which he is involved or by an accredited official of his club.

In the case of a recognised football body or club – by a second accredited official of such recognised football body or club.

#### 1330.3.4 Composition of the Appeals Board

The Appeals Board shall be formed of:-

- An independent Chairman;
- An Honorary Vice-President of the Scottish Football Association;
- A maximum of three other members to be selected from a panel determined by the ~~Council~~ Board composed of persons who are experienced in the affairs of Scottish football through holding or having held prominent positions within the Association or its members. Such other members shall be selected by the Chairman in consultation with the President and the Secretary of the Association. No representative of the appellant shall be eligible to sit on the Appeals Board and no representative of the Association or member of the Council shall be eligible to sit on the Appeals Board if he has been present at the meeting of the Standing Committee whose decision is appealed against.

If an Honorary Vice-President is unable to take his place, an eligible member of the Council shall be appointed to maintain the full complement of the Appeals Board.

#### 1330.3.5 Powers of the Appeals Board

The Appeals Board shall have the power to:-

- (1) affirm the decision of the Standing Committee concerned;
- (2) uphold the appeal by setting aside the decision appealed against and quashing any penalty imposed;
- (3) uphold the appeal in part by setting aside part only of the decision appealed against;
- (4) substitute for the decision appealed against a decision to find the appellant guilty of a lesser offence and/or to impose a lesser penalty or penalties in respect thereof;
- (5) refer the case or any part of it back to the Standing Committee concerned;
- (6) take any step which, in the exercise of its discretion, the Appeals Board considers it would be appropriate to take in order to deal justly with the case in question.

If the appeal is unsuccessful, the appellant may be held liable in all or part of the expenses of the meeting, subject to the discretion of the Appeals Board.

An appeal may be withdrawn by an appellant prior to the hearing of the case by notifying the Association of such in writing. The appeal will, upon the Association's receipt of such notification, be deemed to be abandoned and the original decision, against which the appellant initially took exception, will be regarded as final and binding. Upon the withdrawal of an appeal, the appeal deposit will be automatically forfeited. The appellant

may be held liable in all or part for the expenses of the appeal procedure subject to the discretion of the Appeals Board.

#### 1330.3.6 Decisions of the Appeals Board

The decision of the Appeals Board shall be final and binding on all parties concerned.

#### 1330.3.7 Secretariat

The Association's administration shall provide the secretariat of the Appeals Board.

#### Doping Appeals Tribunal

1330.4 A recognised football body, club, official, player, referee, or other person under the jurisdiction of the Association found by the General Purposes Committee to have committed a breach of Article ~~113~~ 110 or Article ~~113.1~~ 110.1 of the Articles in terms of The SFA Charter Against Doping in Scottish Football has the right to appeal against such a finding and/or any penalty imposed by the General Purposes Committee under that Charter to the Doping Appeals Tribunal.

An appeal shall be permitted only on one or more of the following grounds:-

- (1) the General Purposes Committee failed to give the appellant a fair hearing;
- (2) the General Purposes Committee whose decision is appealed against, acted unconstitutionally;
- (3) the General Purposes Committee whose decision is appealed against came to a decision which it should not have come to on the facts of the case;
- (4) the sample collection procedure as described in The SFA Charter Against Doping in Scottish Football was sufficiently departed from so as to cast real doubt on the reliability of the finding;
- (5) the penalty imposed was excessive

An appeal hearing shall neither be conducted as a re-hearing of the case nor shall fresh evidence be permitted except with the permission of the Doping Appeals Tribunal.

#### 1330.4.1 Procedures for Lodging an Appeal

An appeal from a recognised football body, club, official, player, referee or other person under the jurisdiction of the Association must be dispatched by recorded delivery letter to the Secretary within 7 days after the date of the meeting at which the decision appealed against was taken unless for any reason it was not made known to the appellant at such meeting, in which case it must be dispatched by recorded delivery letter to the Secretary within 7 days after the date on which the decision was intimated by recorded delivery letter to the person or body concerned. A deposit shall be lodged with each appeal. In the case of a player or referee this shall be £20, and in the case of any other appellant it shall be £100. At the Doping Appeals Tribunal's discretion, the deposit will be forfeited if the appeal is dismissed.

#### 1330.4.2 Statement of Grounds for Appeal

In lodging an appeal the appellant shall state fully in writing the grounds for the appeal and shall specify on which one or more of the permitted grounds the appeal is based.

#### 1330.4.3 Representation of Appellant

An appellant may be accompanied by an agreed representative, being a representative of the Scottish Professional Footballers' Association or an accredited official of his club or an accredited official of the recognised football body with which he is involved or his parent or guardian.

#### 1330.4.4 Composition of the Doping Appeals Tribunal

The Doping Appeals Tribunal shall be formed of:-

- An independent Chairman;
- An Honorary Vice-President or member of the Council of the Scottish Football Association;
- An expert in the field of medicine as may be thought appropriate in the circumstances of the appeal, to be appointed by the independent Chairman.

No person shall be eligible to sit on the Doping Appeals Tribunal if he has been involved in the investigation of the alleged doping activity as provided for in The SFA Charter Against Doping in Scottish Football or if he has been present at the meeting of the General Purposes Committee whose decision is appealed against.

If an Honorary Vice-President is unable to take his place, an eligible member of the Council shall be appointed to maintain the full complement of the Doping Appeals Tribunal.

#### 1330.4.5 Powers of the Doping Appeals Tribunal

The Doping Appeals Tribunal shall have the power to:-

- (1) affirm the decision of the General Purposes Committee;
- (2) uphold the appeal by setting aside the decision appealed against and quashing any penalty imposed;
- (3) impose a lesser penalty or penalties in respect thereof;
- (4) refer the case, or any part of it, back to the General Purposes Committee;
- (5) take any step which, in the exercise of its discretion, the Doping Appeals Tribunal considers it would be appropriate to take in order to deal justly with the case in question.

If the appeal is unsuccessful, the appellant may be held liable in all or part of the expenses of the meeting, subject to the discretion of the Doping Appeals Tribunal.

An appeal may be withdrawn by an appellant prior to the hearing of the case by notifying the Association of such in writing. The appeal will, upon the Association's receipt of such notification, be deemed to be abandoned and the original decision, against which the appellant initially took exception, will be regarded as final and binding. Upon the withdrawal of an appeal, the appeal deposit will be automatically forfeited. The appellant may be held liable in all or part for the expenses of the appeal procedure subject to the discretion of the Doping Appeals Tribunal.

#### 1330.4.6 Decisions of the Doping Appeals Tribunal

The decision of the Doping Appeals Tribunal shall be final and binding on all parties concerned.

#### 1330.4.7 Secretariat

The Association's administration shall provide the secretariat of the Doping Appeals Tribunal.

### Resolution Of Disputes Between Members

1341. The fact of membership of the Association shall constitute an agreement by a member that it, or any body or person who is involved in Association Football in Scotland under the auspices of or pursuant to a contract with such member ("an associated person"), shall submit all differences or questions between or among members and/or associated persons to the jurisdiction of the Association as set out in Article ~~134.1~~ 131.1, and a member or an associated person may not take such differences or questions to a court of law except with the prior approval of the ~~Council~~ Board.

1341.1 The submission of such difference or question by a member shall be lodged in writing with the Secretary and shall be referred to the ~~Council~~ Board which shall require to be satisfied that the member has taken every possible step to have the difference or question resolved in accordance with the Articles or rules of the Association and the appeals processes contained therein, whereupon the ~~Council~~ Board may, in its absolute discretion:-

1. determine the difference or question itself; or
2. delegate the determination of such difference or question to any Committee; or
3. require that the parties refer the determination of such difference or question to arbitration in terms of the procedures contained in Article ~~134.2~~ 131.2 to ~~134.2.7~~ 131.2.7.

1341.2 Where the ~~Council~~ Board determines that a difference or question between members or any bodies or persons interested through such members is to be determined by way of arbitration under Article ~~134.1~~ 131.1, each such member or any body or person interested through such member shall submit to the decision of the ~~Council~~ Board to refer the matter to arbitration and shall adhere to the following provisions:-

1341.2.1 The ~~Council Board~~ shall have power to appoint a panel of six persons ("the Panel") to sit as arbiters in tribunals appointed pursuant to Article ~~134.1~~ 131.1. The ~~Council Board~~ may delegate the power to appoint members of the Panel to any Committee or to the Secretary.

1341.2.2

Any arbitration after reference in terms of Article ~~134.1~~ 131.1 shall be conducted in accordance with the following provisions:-

- (1) The arbitral tribunal (the "tribunal") shall consist of 3 arbiters. Each party shall nominate a member of the Panel as its arbiter, and the 2 arbiters so appointed shall appoint a third arbiter who shall be a solicitor or advocate of not less than 10 years' standing and who shall act as president of the tribunal.
- (2) If either party fails to nominate an arbiter within 14 days of receiving notice of the component members of the Panel such arbiter(s) shall be appointed from the Panel by the Secretary.
- (3) If the two arbiters nominated by the parties fail to agree upon the appointment of a third arbiter within 14 days of the appointment of the second arbiter, the third arbiter shall be appointed by the President of The Law Society of Scotland at the written request of either party or the Secretary.
- (4) If any arbiter appointed by a party, the Secretary, or the President of The Law Society of Scotland shall die, refuse to act or become incapacitated from acting prior to the making of an award, a further arbiter shall be appointed to replace him in the same manner as such original arbiter was appointed. The provisions of Article ~~134.2.2(2)~~ 131.2.2(2) shall apply to a replacement appointment by a party with notice of the death, refusal or incapacity of the original arbitrator being substituted for notice of the component members of the Panel.

1341.2.3

As soon as practicable after it has been convened the tribunal shall convene a meeting with the parties or their representatives.

1341.2.4

The tribunal may adopt such procedures as it considers appropriate for the resolution of the dispute to ensure its just, expeditious, economic, and final determination and may proceed by way of oral hearing or by written submission and by such manner of evidence as it considers appropriate. Any award or procedural decision of the tribunal shall if necessary be made by a majority and, in the event that no majority may be formed, the president of the tribunal shall make his determination as if he were a sole arbiter.

The tribunal may make interim awards or part awards on different issues at different times.

If, before the award is made, the parties agree on a settlement of the dispute, the tribunal shall either issue an order for termination of the reference to arbitration or, if requested by both parties and accepted by the tribunal, record the settlement in the form of an award on joint consent. The tribunal shall then be discharged and the reference to arbitration concluded subject to payment by the parties of any outstanding fees and expenses of the tribunal.

The tribunal shall have the power to assess and grant an award and/or damages, and interest thereon, and make such other order as it deems appropriate in its reasonable discretion.

The tribunal shall have the power to make such order against one or more of the parties as it considers appropriate as to the costs of the arbitration, which shall include, but not be limited to, the fees and expenses of the arbiters and of any hearings (including any administrative costs) and the parties' costs in the arbitration.

1341.2.5 Each party with the ~~Council's~~ Board's approval may appoint a representative of its choice to act on its behalf or present its case.

1341.2.6 In the event of default by either party in respect of any procedural order of the tribunal the tribunal shall have power:-

- (1) to debar that party from further participation in the arbitration and/or
- (2) to proceed with the arbitration and deliver its award.

1341.2.7  
The law governing the arbitration shall be Scots Law.

1341.2.8  
The tribunal (and the tribunal's clerk if any) shall not be liable to any party for any act or omission in connection with any arbitration conducted under this Article, save for the consequences of conscious and deliberate wrongdoing.

1341.2.9  
Any dispute decided under the procedure referred to in this Article shall be final and binding on the parties and the provisions of section 3(1) of the Administration of Justice (Scotland) Act 1972 shall not apply. For the avoidance of doubt, the parties to any arbitration established pursuant to this Article ~~134~~ 131 agree to renounce their respective rights of appeal or to state a case from the decision of the tribunal to the Court of Session in terms of the Administration of Justice (Scotland) Act 1972.



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

- 1) Inserting within Article 69, in the first sentence, between the words "person" and "excluding" the following words:-  
  
"or in the case of National Club Licensing against any decision of the General Purposes Committee,";
- 2) Inserting within Article 115, at the end of the sentence, after the word "Procedures." the following new sentence:-  
  
"Clubs failing to comply with the requirements of the National Club Licensing Procedures, as aforesaid, shall be liable to a fine, to a suspension, to an expulsion, to a combination of these penalties or such other penalty, sanction or condition as the Association considers appropriate in order to deal justly with the case in question."
- 3) Inserting within Article 133.3, between the words "person," and "excluding" the following words:-  
  
"or in the case of National Club Licensing a club has the right to appeal against any decision of the General Purposes Committee"
- 4) Deleting within Article 133.3(5) the word "Procedures"
- 5) Inserting within Article 133.3, in the last paragraph, between the words "the" and "Appeals", the following words:-  
  
"Chairman of the"
- 6) Inserting within Article 133.3, after the last paragraph, the following new sentence:-  
  
"Notwithstanding the foregoing, it is acknowledged that an appeal from a club in relation to National Club Licensing may include a re-hearing and fresh evidence."
- 7) Inserting within Article 133.3.5 a new paragraph (6) as follows:-  
  
"(6) in relation to National Club Licensing, impose additional conditions, sanctions or impose a greater penalty or penalties in respect thereof;"
- 8) Re-numbering existing paragraph (6) as paragraph (7).

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

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

"Committee Chairman" shall mean the Chairman of the relevant Standing Committee of the Association;"

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

- 1) Inserting within the heading "Membership" where it appears between Articles 2 and 3 and before the word "Membership" the following words:-  
  
"The Association and its"
- 2) Re-numbering existing Article 3 as Article 3.1.
- 3) Inserting a new Article 3 as follows:-

- “3. The Association is a member of FIFA and UEFA. Accordingly, it is itself obliged to respect the statutes, regulations, directives and decisions of FIFA and UEFA.”

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

- 1) Deleting Article 13 paragraphs (1) and (2) in their entirety;
- 2) Inserting a new Article 13 paragraph (1) as follows:-  
“be a member of another club, not being a company having a share capital, or”;
- 3) Re-numbering existing paragraphs 13 (3) and (4) as 13 (2) and (3);
- 4) Insert new Article 13.1:-  
“13.1 Notwithstanding the foregoing, a club or nominee of a club, is required to notify the Board in writing within seven days of any such event of its being entitled to hold or own or its acquisition or dealing with the securities or shares in excess of 3% of the issued share capital of another club or the holding company of such club.”
- 5) Deleting Article 14 paragraph (1) in its entirety;
- 6) Re-numbering existing paragraphs 14 (2), (3) and (4) as 14 (1), (2) and (3);
- 7) Insert new Article 14.1:-  
“14.1 Notwithstanding the foregoing, a club or nominee of a club, is required to notify the Board in writing within seven days of any such event of its being entitled to hold or own or its acquisition or dealing with the securities or shares in excess of 3% of the issued share capital of another club or the holding company of such club.”
- 8) Re-numbering existing Article 14.1 as Article 14.2, Article 14.2 as Article 14.3, Article 14.3 as Article 14.4 and Article 14.4 as Article 14.5. The reference contained within Article 14.4(4) to Article 14.2 is to be changed to Article 14.3.
- 9) The references contained within Article 10 to Articles 14.3 and 14.4 are to be changed to Articles 14.4 and 14.5.

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

- 1) Inserting within the heading “Termination of Membership” where it appears between Article 16.1 and 17 and before the word “Termination” the following words:-  
“Suspension or”
- 2) Inserting within Article 17, in the first sentence, after the word “be” and before the word “terminated”, the following words:-  
“suspended or”
- 3) Inserting within Article 17 paragraphs (1) and (2) the word “where” at the beginning of the sentence, before the words “a club”
- 4) Inserting within Article 17 paragraphs (3) and (4) the word “where” at the beginning of the sentence before the words “a full member”
- 5) Deleting in Article 17 paragraph (1) the word “which” where it appears before the word “fails” and deleting the words “may be struck off the roll of membership”

- 6) Deleting in Article 17 paragraph (2) the word “which” where it appears before the word “fails” and deleting the words “may be struck off the roll of membership at the last Council meeting of the second season.”
- 7) Deleting in Article 17 paragraph (4) the word “which” where it appears before the word “becomes”
- 8) Inserting a new paragraph 17 (7) as follows:-  
  
“(7) where in respect of a member club in full or associate membership a petition is presented for its winding up or where the member club in question shall convene a meeting to pass a resolution for voluntary winding up or shall enter into any form of liquidation (other than for the purposes of a bona fide solvent reconstruction or amalgamation) or shall be deemed by virtue of Section 123 of the Insolvency Act 1986 or any other appropriate statutory provision to be unable to pay its debts.”

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

Deleting Article 23 in its entirety and replacing it with the following text:-

- “23. At least 21 days notice of every general meeting shall be given. The notice shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business. Notice shall be given to such persons as are under the Articles or under the Act entitled to receive such notice from the Association. With the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Extraordinary General Meetings, a meeting may be convened on such notice as those members may think fit.”

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

Deleting Article 24 in its entirety and replacing it with the following:-

- “24. In addition to any right conferred on members by the Act, the Executive Committee shall, upon receiving a requisition in writing: (1) appealing against the suspension or expulsion of a member and signed by full members having not less than one-tenth of the total voting rights of all such members; or (2) questioning an act or omission of the Board and signed by ten (10) or more full members of the Association convene an Extraordinary General Meeting. Such requisitions must state the object of the meeting proposed to be called and shall be lodged with the Secretary who shall be bound to convene the meeting within 21 days after the receipt of the requisition and in the event of his failing to do so the requisitionists may themselves convene the meeting.”

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

- 1) Inserting within Article 38.2.1, after the words “term of office” where they appear twice, the following words:-  
  
“as an Office Bearer”
- 2) Deleting the reference to Article 38.2.3 in Article 38.2.3 and replacing it with “Article 38.2”.

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

Deleting within Article 39, in the first sentence, the word “Board” and replacing it with the word “board”.

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

Inserting within the first paragraph of existing Article 39.1 the following:-

- 1) After the word “seeks” and before the word “re-election” the words “election or”
- 2) After the word “re-election” the following:-  
“, as the case may be, as President or First Vice President or Treasurer, as the case may be,”
- 3) After the words “desire to” insert the words “seek such election or”
- 4) After the words “to continue in office” insert the words “, as appropriate.”
- 5) In the last sentence after the word “seeking” and before “re-election” insert the words “such election or”
- 6) After the word “re-election” in the last sentence insert “, as aforesaid.”
- 7) In the second paragraph, after the word “for”, insert the words “election or”.
- 8) In the second paragraph, after the word “re-election” insert the words “, as the case may be,”
- 9) In the second paragraph, after the word “his” and before the word “re-election” where it appears for the second time, insert the words “election or”

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

Inserting within Article 39.2, in the first paragraph, after the word “convene” the following word:-

“expeditiously”

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

Deleting within existing Article 41.1, paragraph (2) in its entirety and re-numbering paragraphs (3) to (8) as paragraphs (2) to (7). The reference contained within the paragraph following Article 41(7) (as re-numbered) and before Article 42 to Article 41.1(4) is to be changed to Article 41.1(3).

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

- 1) Deleting within existing Article 46.1, paragraph (4) in its entirety.
- 2) Deleting within existing Article 49.2, paragraph (3) in its entirety.

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

- 1) Inserting within Article 55, paragraph (4), at the end of the sentence, the following words:-  
“, provided that this paragraph should not apply, in the case of an Office Bearer who has revoked all connection with the club, on whose Official Return he was specified, in accordance with Article 38.2.1;”
- 2) Inserting within Article 55, paragraph (5), at the end of the sentence, the following words:-

“, provided that this paragraph should not apply, in the case of an Office Bearer who has revoked all connection with the club, on whose Official Return he was specified, in accordance with Article 38.2.1;”

3) Insert new paragraphs (10), (11) and (12) as follows:-

- “(10) becomes at any time during his term of office the subject of an endorsed Disclosure from the Disclosure Bureau;
- (11) fails to comply with policies of the Association which apply to members of the Council as approved by the Board from time to time;
- (12) fails to comply with the obligations and duties incumbent on him as specified in the Articles”

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

1) Deleting within existing Article 57, within paragraph (6) the word “its” and replacing it with the following word:-

“the”

2) Inserting within existing Article 57, within paragraph (6) at the end of the sentence the following words:-

“of the Association.”

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

Inserting a new sentence at the end of Article 57 as follows:-

“The Secretary shall ordinarily also serve in the capacity of Chief Executive but, at the entire discretion of the Board, different persons may be appointed to office as the Secretary and the Chief Executive respectively.”

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

1) Inserting within existing Article 59, after the word “Secretary” the following words:-

“Chief Executive”

2) Deleting within existing Article 60, the words “or the Council or a Committee”

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

Deleting Article 81.6 in its entirety.

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

Deleting within existing Article 83.1 the figures and words “15 July in any playing season.” and replacing them with the following figure and words:-

“1 January of the calendar year in which the season commenced.”

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

Deleting within existing Article 84.1 the words “under Section V, Paragraph 4 of” and inserting in their place the following words:-

“pursuant to”

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

Deleting existing Article 88 in its entirety. Articles 80 to 134.2.9 are to be re-numbered accordingly. Any references throughout the Articles to Articles 89 to 134.2.9 are to be amended accordingly.

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

- a) Deleting the heading “Shirt Advertising” where it appears between the new Articles 93.2 and 94 and inserting the following heading in its place:-

“Playing Shirt Requirements”

- b) Inserting a new first paragraph to Article 94 as follows:-

“Member Clubs in full or associate membership shall submit any proposed change in colour or design of the said club’s playing shirt to the Board for prior written approval. Once approved the playing shirt shall be worn and no changes to it shall be made except with prior written permission of the Board.”

- c) Deleting in the original first paragraph, at the beginning of the sentence, the word “In” and inserting in its place the following words:-

“Furthermore, in”

- d) Deleting within existing Article 94, paragraph (4), at the end of the sentence the full stop and inserting the following word:-

“; and”

- e) Inserting within existing Article 94, a new paragraph (5) as follows:-

“(5) shirt advertisements by tobacco manufacturers or for any tobacco related products or for any product bearing a name or image associated with any tobacco product or manufacturer being strictly prohibited.”

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

Deleting existing Article 98.1 in its entirety.

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

- 1) Deleting within existing Article 118 the word “List” and replacing it with the following word:-

“Register”

- 2) Deleting within existing Article 119 the word “List” and replacing it with the following word:-

“Register”

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

Deleting the existing text of Article 117 in its entirety and inserting in its place the following new text:-

“A referee shall be permitted to discuss points of play related to a match strictly in accordance with instructions promulgated by the Referee Committee and approved by the Board from time to time.”

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

- 1) Inserting within existing Article 126, after the words “liable to” in the first sentence, the following words:-

“censure or to a”

- 2) Inserting within existing Article 126, after the word “expulsion” a comma and then deleting after the word “expulsion” in the first sentence, the word “or”

- 3) Inserting within existing Article 126, after the word “penalties” in the first sentence, the following words:-

“or such other penalty, condition or sanction as the Association considers appropriate in order to deal justly with the case in question.”

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

- 1) Deleting within existing Article 127, after the word “membership” where it appears within the first line thereof the words “permitting its ticket of admission to a general meeting to be used by a person not authorised to attend such meeting in”

- 2) Inserting within existing Article 127, after the word “membership” where it appears within the first line thereof the following words:-

“failing to comply or endeavouring to circumvent the”

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

Inserting within existing Article 128, after the word “both” the following words:-

“or such other penalty, condition or sanction as the Association considers appropriate in order to deal justly with the case in question”

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

Deleting within existing Article 133.2, after the words “Disciplinary Committee” the words and figure “under Section 4 of” and replacing them with the following words:-

“pursuant to”

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

Inserting within existing Article 133.3, in the first sentence, after the word “player” the following words:-

“, Player’s Agent”

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

Deleting within Article 133.3.4, in the third paragraph, after the word “football” the words “through holding or having held prominent positions within the Association or its members. Such other members shall be selected by the Chairman in consultation with the President and the Secretary of the Association”

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

- 1) Inserting within Article 1, after the definition of “player” and before the definition of “the President” the following text:-

“Player’s Agent”	means a person holding a current agent’s licence issued by the Association who for reward represents, negotiates on behalf of, advises or otherwise acts for a player or a member club in the context of either the transfer of a player’s registration or the terms of a current or proposed contract between a player and a member club.”
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- 2) Inserting a new in or around Article 114 as the Secretary in his sole discretion shall consider appropriate as follows:-

“Player’s Agents Registration

The Association shall maintain a register of Player’s Agents authorised by the Association to represent players within the Association’s territory, on such terms promulgated by the Association and/or FIFA from time to time and the Association shall issue appropriate licences to registered Player’s Agents. Player’s Agents failing to comply with the terms as promulgated by the Association and/or FIFA, as aforesaid, shall be liable to a caution, censure, or warning, a fine, suspension of the licence or withdrawal of the licence or to a combination of these penalties as the Association considers appropriate in order to deal justly with the case in question”.

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

Inserting a new Article in or around Article 124 as the Secretary in his sole discretion shall consider appropriate as follows:-

“No member or person instructed by such member shall either directly or indirectly induce or attempt to induce any manager, coach, trainer or other person involved in the training or management of the team of another member to terminate a contract of employment with that other member (whether or not by breach of contract) or either directly or indirectly approach any manager, coach, trainer or other person, as aforesaid, with a view to offering employment without first obtaining the consent in writing of that other member. Members failing to comply with the foregoing shall be liable to a censure, to a fine, to a suspension, to an expulsion, to a combination of these penalties or such other penalty or sanction as the Association considers appropriate in order to deal justly with the case in question.”



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

Inserting a new Article 44.6 as follows:-

**“Obligations and Duties of Council Members**

For the duration of their term of office members of Council shall:

- (a) observe the Articles, the Standing Orders and any Regulations or decisions promulgated by (a) the Board or by any committee thereof, (b) by FIFA and (c) by UEFA;
- (b) observe the policies of the Association which apply to members of the Council as approved by Council from time to time;
- (c) use their reasonable endeavours to attend all meetings of the Council and/or the Board, as appropriate, and of any appropriate committee thereof in person; and
- (d) perform such functions as are allocated to them all as specified in the Articles”

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

Inserting a new Article in or around Article 130 as the Secretary in his sole discretion shall consider appropriate as follows:-

*“In the event that any fine imposed upon any recognised football body, club, official, player, Player’s Agent, referee or any other person under the jurisdiction of the Association is not paid by or on behalf of such person within thirty (30) days of intimation of the imposition of the fine (all rights of appeal having been waived or exhausted), the fine shall be subject to interest at the rate of four percent (4%) per annum over the base lending rate from time to time of the Bank of Scotland from the date on which the fine was due for payment until payment of the fine is received by the Association.”*

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

Inserting a new Article in or around Article 125 as the Secretary in his sole discretion shall consider appropriate as follows:-

*“No member of any Standing Committee shall be permitted to represent any player, official or employee of a club, on whose Official Return the member of the Standing Committee is listed, in the event that such a player, official or employee is called to appear before a Standing Committee. Under no circumstances shall an Office Bearer be permitted to represent any player, official or employee of a club.”*

That the Articles of Association of the Association be and are hereby altered (such alteration to take effect immediately upon the conclusion of the Annual General Meeting of the Association to be held on 4<sup>th</sup> June 2003 or any adjournment thereof) by:-

Inserting within Article 1 after the definition of “the President” and before the definition of “recognised football body”, the following text:-

“Professional Leagues Vice-President	shall mean the individual whom the Scottish Premier League and the Scottish Football League be entitled in rotation to nominate and whom they choose from amongst their respective representatives nominated to the Council in terms of Article 47;”
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All references in the Articles to “Second Vice-President” shall be amended to read “Professional Leagues Vice-President”.

The Secretary in his sole discretion shall have the right to amend the reference to Article 47 in the definition of Professional Leagues Vice-President above depending on the other Resolutions passed during this EGM.

That the Articles of Association of the Association be and are hereby altered (such alteration to take effect immediately upon the conclusion of the Annual General Meeting of the Association to be held on 4<sup>th</sup> June 2003 or any adjournment thereof) by:-

Deleting within Article 1 the definition of “the Treasurer” and inserting after the definition of “the Scottish Premier League” and before the definition of “the Secretary”, the following text:-

“the Second Vice-President	shall mean the Second Vice-President of the Association elected in terms of Article 39 or appointed in terms of Article 51.1;”
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The Secretary in his sole discretion shall have the right to amend the references to Articles 39 and Articles 51.1 in the definition of the Second Vice-President above depending on the other Resolutions passed during this EGM.

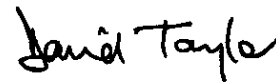
That the Articles of Association of the Association be and are hereby altered by:-

- 1) Deleting within existing Article 1 the definition of “Committee” in its entirety.
- 2) Inserting within the existing definition of “Standing Orders” before the word “Committees” where it appears twice, the word “Standing”.
- 3) Inserting within existing Article 5 before the word “Committee” the word “Standing”.
- 4) Inserting within existing Article 5.1 before the word “committee” the word “Standing” and inserting a capital ‘C’ in the second committee.
- 5) Inserting within existing Article 66, in the second paragraph, before the word “Committee” where it appears four times, the word “Standing”.
- 6) Inserting within existing Article 66, in the second sentence, before the word “Committees” where it appears two times, the word “Standing”.
- 7) Inserting within existing Article 66.1 before the word “committees” where it appears three times, the word “Standing”.
- 8) Inserting within existing Article 66.2, in the first sentence, before the word “Committee” the word “Standing” and capitalise the letter ‘c’ in the word “committees” wherever it appears.
- 9) Inserting within existing Article 66.3 before the word “Committee” the word “Standing”.
- 10) Inserting within existing Article 66.4, in the first sentence, before the word “Committee” where it appears three times, the word “Standing”.
- 11) Inserting within existing Article 66.5 before the word “Committee” the word “Standing”.
- 12) Inserting within existing Article 68 before the word “Committee” the word “Standing”.
- 13) Inserting within existing Article 72 before the word “Committee”, where it appears twice, the word “Standing”.

- 14) Inserting within existing Article 74(2) before the word "Committees" the word "Standing".
- 15) Inserting within existing Article 74(3) before the word "Committees" the word "Standing".
- 16) Inserting within existing Article 74(4), before the word "Committees", where it appears twice, the word "Standing".
- 17) Inserting within existing Article 74(4) before the word "Committee" the word "Standing".
- 18) Inserting within existing Article 128 before the word "Committee" the word "Standing".

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  
17 June 2003



Company Secretary