

Company Limited by Guarantee

SC5453

(COPY)

SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited.

Passed 1st June 2005



At an EXTRAORDINARY GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Wednesday, 1st June 2005, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

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

Inserting within Article 1, after the definition of "Affiliated National Association" and before the definition of "Annual General Meeting" the following text:-

"amateur" shall have the meaning ascribed to it in Article 96;"

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

Inserting within Article 1, after the definition of "general meeting" and before the definition of "the Highland Football League" the following text:

"General Purposes Committee" shall mean the Standing Committee established by the Board to exercise the powers conferred on it by the Board pursuant to the Standing Orders;"

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

- (i) Inserting within Article 1, after the definition of "the President" and before the definition of "Professional Leagues Vice President" the following text:

“professional” shall have the meaning ascribed to it in Article 96;”

- (ii) Deleting all references within the Articles to the expression “non-amateur” and replacing with the following word:

“professional”

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

- (i) Deleting within Article 1 and all other references thereto wherever such appear in the Articles the words:

“the Professional Leagues Vice President”

- (ii) Deleting within the existing text of Article 28(3) the words “with the exception of”
- (iii) Renumbering existing Article 38(5) as 38(4) and existing Article 38(6) as 38(5).
- (iv) Deleting within the existing text of Article 38.2.1 the words “(specifically excluding the Professional Leagues Vice President)” where they appear in the first line of that Article.
- (v) Deleting within the existing text of Article 39 the words “With the exception of” and “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” and the words “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”.
- (vi) Deleting within the existing text of Article 39 the word “the” where it appears on the fourth line of that Article before the word “Honorary” and replacing it with “The”.
- (vii) Deleting within the existing text of Article 50 the words “except the” where they appear on the fifth line of that Article after the word “Office-Bearers”.

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

- (i) Deleting within the existing text of Article 9 the words “proposed” and “be” where they appear in the first sentence.
- (ii) Deleting within the existing text of Article 9 the words “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 Board” where they appear in the first sentence.
- (iii) Inserting within the existing text of Article 9 after the word “shall” where it appears in the first sentence, the following text:

“become operative only if it is/they are”.
- (iv) Inserting within the existing text of Article 9 after the word “letter” where it appears in the first sentence the following text:

“and have been approved by the Board”.

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

- (i) Inserting after the existing text of Article 10.1 a new Article 10.2 as follows:

“In accordance with Article 5, members shall give full effect to all decisions of the Board in respect of the Board’s determinations pursuant to Article 10, subject to all rights of appeal by the relevant office bearer, secretary, director, or member of the board of management of such member having been waived or exhausted”.
- (ii) Renumbering the existing Article 10.2 as Article 10.3.

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

- (i) Inserting within Article 1, in the correct alphabetical position, having regard to which resolutions are passed, at this Extra Ordinary General Meeting the following text:-

“regional representatives from youth football” shall mean those individuals representing designated geographic areas of Scotland who are involved in the organisation of Association Football for participants who are 19 years old and younger”.
- (ii) Deleting within existing Article 44(8), after the words “Article 48”, the word:

“and”
- (iii) Deleting within existing Article 44(9), after the words “Article 49.2” the following:

“.”

and substituting therefor the following:

“; and”
- (iv) Inserting within existing Article 44, a new Article 44(10), as follows:

“no more than six (6) regional representatives from youth football appointed at the discretion of the Board from time to time”.

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

- (i) Deleting within the existing text of Article 44.6(a) after the word “any” where it appears in the second line the following word:

“committee”;
- (ii) Inserting within the existing text of Article 44.6(a) after the word “any” where it appears in the second line the following words:

“Standing Committee”.

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

Inserting after the existing text of Article 46.3 a new Article 46.3(9) as follows:

“46.3(9) not be the subject of an endorsed Disclosure from the Disclosure Bureau”.

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

Deleting the second paragraph of the existing text of Article 47 in its entirety.

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

- (i) Deleting within the existing text of Article 48, after “(7)” the word:
“and”
- (ii) Inserting within the existing text of Article 48 after “(7)” the following:
“,”
- (iii) Inserting within the existing text of Article 48 after “(8)” the following:
“and (9)”.

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

- (i) Deleting within the existing text of Article 50, after the words “First Vice President” the word:
“and”
- (ii) Inserting within the existing text of Article 50, after the words “First Vice President” the following:
“,”
- (iii) Inserting within the existing text of Article 50, after the words “Second Vice President” the following text:
“and the Chief Executive”.

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

- (i) Deleting within the existing text of Article 61, the existing text of Article 61(6) and substituting therefor the following:
“(6) the President of the Scottish Football League;
(7) the Chairman of the Scottish Premier League;”
- (ii) re-numbering Article 61 accordingly.

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

Inserting after the existing text of Article 63.5, a new Article 63.6 as follows:

“All or any of the members of a Standing Committee may participate in a meeting of the Standing 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 members 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 Standing Committee. 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 located.”

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

Deleting within the existing text of Article 73.3, after the words “deemed to” in line six thereof the word “licence” and substituting therefor the word:

“license”

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

- (i) Inserting within the existing text of Article 83, after the word “competition” in line two, the following text:

“,whether or not within Scotland,”
- (ii) Inserting between the first and second sentences of Article 83 the following text:

“When seeking approval for such a football match or football competition, such football body or club must submit the relevant football match or football competition regulations to the Board for prior approval.”
- (iii) Re-numbering existing Article 83.1 to read “Article 83.1.1”
- (iv) Inserting after the existing text of Article 83.1 a new Article 83.1.2 as follows:

“83.1.2 Once submitted to and approved by the Board in accordance with Article 83, football match or football competition regulations need not be re-submitted on an annual basis to the Association unless there are proposed changes to the previously lodged submissions.”

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

- (i) Deleting within the existing text of Article 85, after the word “match” where it appears at the end of the second sentence the following:

“.”
- (ii) Inserting within the existing text of Article 85, after the word “match” where it appears at the end of the second sentence the following:

“, unless as otherwise authorised by the Board.”

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

Inserting after the existing text of Article 96.1, a new Article 96.2, a new paragraph as follows:

- “96.2 A player shall only engage such individuals as are specified within any regulations issued by the Association and/or FIFA, and are duly authorised by the Association and/or FIFA to act on the player’s behalf in relation to playing contract matters.”

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

Deleting within the existing text of Article 97.2, after the word "Article", the following:

"97(2)"

and substituting therefor the following:

"97"

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

Deleting in its entirety the text of Article 99.

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

Inserting within the existing texts of Articles 105 and 105.2 after the word "Articles" where it appears in line one, the following text:

"Registration Procedures or such regulations as are issued by FIFA, in connection with the status and transfer of players, from time to time."

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

Inserting after the existing text of Article 105.2, a new Article 105.3 as follows:

"105.3 The provisions of Articles 105, 105.1 and 105.2 above shall not apply in the case of any infringement thereof relating to a club in membership of the Scottish Football League unless the Management Committee of the Scottish Football League shall request the Board to invoke the powers granted to it under the Articles.

The provisions of Articles 105, 105.1 and 105.2 above shall not apply in the case of any infringement thereof relating to a club in membership of the Scottish Premier League unless the board of directors of the Scottish Premier League shall request the Board to invoke the powers granted to it under the Articles."

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

Inserting after the existing text of Article 112.1, new Articles 112.2 and 112.3 as follows:

"112.2 Clubs in full or associate membership of the Association shall only transact with those individuals as are specified in any regulations issued by the Association and/or FIFA in respect of playing contract matters for players whom they wish to engage, retain or dispose of for whatever reason."

"112.3 The General Purposes Committee shall be responsible for and have the authority to determine on all matters relating to Player's Agents and clubs' compliance with any regulations and Articles relating to playing contract matters."

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

- (i) Inserting within Article 1, in the correct alphabetic position, having regard to which resolutions are passed at this Extra Ordinary General Meeting the following text:-

“Referees’ Association” shall mean an association of referees, formed with the consent of the Association in terms of Article 79”.

“Referee Categories for Senior Football” shall mean the categories of referees, as defined by the Referee Committee, from which appointments will be made to matches involving clubs in full or associate membership of the Association”.

- (ii) Deleting within Article 1, within the definition of “Registration Scheme for Referees”, the words “referees’ association” where they appear on the third line of that definition and replacing them with “Referees’ Association”.
- (iii) Deleting within Article 1, the definition of “referee supervisor”.
- (iv) Within existing text of Article 114 as follows:

- (a) Inserting after the words “require to be” in line two the following text:

“registered as a referee with the Association and”;

- (b) Deleting after the words “in membership of” in line three the following words:

“the Association’s Registration Scheme for Referees”;

- (c) Inserting after the words “in membership of” in line three the following text:

“one of the Referees’ Associations. The Referee Committee shall determine the classification system for all referees.”

- (v) Within the existing text of Article 115 as follows:

- (a) Deleting after the words “register of”, where it appears in the first sentence, the word:

“registered”;

- (b) Deleting after the words “Referee Committee shall” in line two thereof, the following words:

“approve a Register of Senior Referees”;

- (c) Inserting after the words “Referee Committee shall” in line two thereof, the following words:

“determine annually the Referee Categories for Senior Football”.

- (vi)

- (a) Inserting within the existing text of Article 115.1, before the words “All other matches”, the following text:

“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 Referee Categories for Senior Football”;

- (b) Deleting within the existing text of Article 115.1, after the words “a referee who is” where it appears in line two the following text:

“a member of the Association’s Registration Scheme for Referees”

and substituting therefor the following text:

“a registered referee”;

- (c) Deleting within the existing text of Article 115.1, after the words “discretion of the” the word “Board”

and substituting therefor the following text:

“Referee Committee”.

- (vii) Within the existing text of Article 116 the following changes:

- (a) Deleting after the words “included in the” where they appear in the first sentence the following words:

“Register of Senior Referees”

and substituting therefor the following words:

“Referee Categories for Senior Football”;

- (b) Deleting after the words “officially resigned”, where they appear in line four, thereof, the following words:

“from the Association’s Registration Scheme for Referees” and substituting therefor the following words:

“as a registered referee and from membership of his Referees’ Association”;

- (c) Deleting, after the words “satisfied the”, where they appear in line five thereof, the word “Board” and substituting therefor the words “Referee Committee”.

- (viii) Within the existing text of Article 116.1 the following changes:

- (a) Inserting after the words “All other” where they appear in line one, the word:

“registered”;

- (b) Deleting, after the word “referees” where it appears in line one the following text:

“in membership of the Association’s Registration Scheme for Referees”.

- (ix) Within the existing text of Article 117 the following changes:

- (a) Deleting after the words “tariff for” where they appear in line one the words:

“the Register of Senior Referees for”;

- (b) Inserting after the words “match official” where they appear in line two thereof the following text:

“from the Referee Categories for Senior Football,”;

- (c) Inserting after the words “In all” where they appear in line five thereof, the words:

“Challenge Cup Competition”;

- (d) Deleting after the words “tariff for the”, the words:

“Register of Senior Referees”

and substituting therefor the words:

“Referee Categories for Senior Football”.

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

Inserting within the existing text of Article 124, after words “of a club” where they appear in line two thereof, after the word “employee” where it appears in line three thereof and after the word “club” where it appears on line five the following:

“or a club,”

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

Inserting after the existing text of Article 125, a new Article 125.1 with the following text:

“A member in full or associate membership of the Association is obliged to comply with the decisions and/or determinations of the Association (including its Standing Committees), subject to any right of appeal available to such member pursuant to the Articles.”

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

- (i) Inserting within the existing text of Article 128 after the word “or” the third time it appears in line three of the first sentence the following text:

“in any other manner calculated or likely to lead to publicity which is brought to the Association’s attention or of which the Association becomes aware”
- (ii) Deleting within the existing text of Article 128 after the words inserted pursuant to this resolution the following text:

“in any other manner calculated or likely to lead to publicity”
- (iii) Deleting within the existing text of Article 128 the words “upon such report being upheld,” where they appear after the words “upon his character shall” where they appear in line seven thereof.

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

Inserting after the existing text of Article 135 the following text:

“The provisions for the hearing of appeals, as set out hereunder, shall also apply to any sub-committee established by the Appeals Committee from time to time. All references to Appeals Committee shall also mean a sub-committee of the Appeals Committee as the context so requires.”

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

Inserting within the existing text of Article 135.1 after the words “re-hearing of the case except”, the following text:

“by way of an express submission on behalf of a party to the hearing and”

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

Inserting after the existing text of Article 135.1, the following text:

“Once an appeal has been validly submitted to the Secretary, the decision against which the appeal is submitted shall be set aside pending the hearing of the appeal unless the interests of justice dictate that the decision should be given effect. The original decision making body shall be entitled to make representations to the Secretary opposing such a setting aside of the decision. Such representation must be lodged in writing with the Secretary within 1 working day of the Secretary’s receipt of the appeal submission. The representations shall be considered by the Secretary and the Chairman of the Appeals Committee, whose decision thereon shall be final and binding. In the absence of either the Secretary and/or the Chairman of the Appeals Committee, the President and/or the First Vice President shall be entitled to act as alternates in considering the representations.”

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

Inserting within the existing text of Article 135.1.1 after the words “this shall be £50” within the second sentence, the following text:

“, (which shall also apply in the event of a player’s club lodging an appeal on the player’s behalf),”

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

Inserting after the existing text of Article 135.1.4 (6) after the words “expenses of the meeting “, the following text:

“or of the other party (parties),”

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

Within the existing text of Article 135.2.1 the following changes:-

(i) Deleting within the existing text of Article 135.2.1(a) the text:

“£500”

and substituting therefor the following text:-

“£1,000”;

(ii) Deleting within the existing text of Article 135.2.1(b) the text:

“£250”

and substituting therefor the following text:-

“£500”;

(iii) Deleting within the existing text of Article 135.2.1(c) the text:

“£50”

and substituting therefor the following text:-

“£100”.

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

Deleting within the existing text of Article 135.3.3, within the second paragraph, the word "agreed" and substituting therefor the word "authorised".

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

Inserting within the existing text of Article 135.3.6, after the words "Court of Arbitration for Sport" the following text:

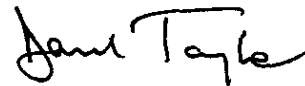
"However, in relation to any matters concerning National Club Licensing or the National Club Licensing Procedures, the decision of the Appeals Board shall be final and binding on all parties concerned."

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

Deleting within the existing text of Article 136.2.2 (4), within the second paragraph, the word "arbitrator" and substituting therefor the word "arbiter".

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
1 June 2005



Company Secretary