

Company Number 80612

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**EDGE & ELLISON**  
RUTLAND HOUSE,  
148 EDMUND STREET,  
BIRMINGHAM,  
B3 2JR.

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

**ORDINARY AND SPECIAL RESOLUTIONS**  
of  
**THE FOOTBALL LEAGUE LIMITED**  
(Passed 19 December 1996)

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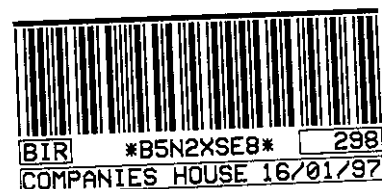
AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at The New Connaught Rooms, Great Queen Street, London, WC2B 5DA on 19 December 1996 at 11.00 am the following Resolutions were unanimously passed as Ordinary and Special Resolutions:

**ORDINARY RESOLUTIONS**

- 1 To receive and consider the Report of the Directors and the Statement of Accounts and Balance Sheet of The Football League Limited for the year ended 30th June 1996 with the auditors' report thereon.
- 2 To re-appoint Messrs Rushtons of Starkie House, Winckley Square, Preston, PR1 3JJ as auditors and authorise the directors to fix their remuneration.
- 3 "THAT the Members of The Football League approve in principle the Basis of the Proposal put before the Members at the meeting on 14 November 1996 set out in Annex 1 to the Notice of Extraordinary General Meeting dated 26 November 1996 together with a rider to section d dealing with the Report (and recommended by the Board) "that the terms of reference will also include any matter proposed in writing, signed by not less than 8 Members and left at the Office by 5.00 pm on 31 December, 1996".

**SPECIAL RESOLUTION**

- 4 To give effect to the Basis of the Proposal will require the following changes to the Articles of Association of The Football League:
  - 4.1 "THAT Articles 63-74 inclusive be deleted."
  - 4.2 "THAT new Articles 63-69 inclusive be adopted as follows:



WE HEREBY CERTIFY THAT THIS IS A TRUE  
AND EXACT COPY OF THE ORIGINAL

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EDGE & ELLISON  
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118 EDWARD STREET  
BIRMINGHAM  
ENGLAND

- 63.1 Members of The League shall be divided by the Board into three Regional Groups. So far as practicable each Regional Group will comprise an equal number of Members and comprise an equal number of Clubs from each of the three Divisions.
- 63.2 For the remainder of the 1996/97 Season the membership of the three Regional Groups is set out in Annex 2 to the Notice of Extraordinary General Meeting dated 26 November 1996.
- 63.3 At the end of each Season the Board will determine the composition of the Regional Groups taking account of promotions and relegations to and from The League and as between the three Divisions. A Member will not be moved to another Regional Group if a director of that Member is a director of The League.
- 64 The Board shall have a maximum of ten persons, nine representing the Regional Groups and elected pursuant to Article 65 and one being the independent chairman (if any) elected pursuant to Article 86.
- 65.1 Each of the Regional Groups shall be represented by three directors (one from each of the First, Second and Third Divisions) from time to time in accordance with the following procedures:
- 65.2 Without prejudice to the entitlement of an individual Club to nominate a director of that Club as a candidate for election, each Division is entitled to nominate a director of a Club in that Division as a candidate for election as a director of The League for each of the Regional Groups. A candidate may only stand for the Regional Group of which his Club is a member.
- 65.3 A candidate's nomination paper:
- 65.3.1 shall state the full name and address of the candidate and the Club of which he is a director.
  - 65.3.2 shall be signed by the candidate consenting to be a candidate.
  - 65.3.3 shall be signed by the Chairman and the Secretary of the Club of which the candidate is a director endorsing his candidature.

The completed nomination paper shall be deposited at the Office not later than fourteen days after the date of service of a vacancy notice pursuant to Article 68.

- 65.4 Within seven days after the closing date for nominations, the Secretary shall notify each Regional Group of the name of each candidate, the Club of which he is a director and the Division of which that Club is a member.
- 65.5 If in any Regional Group there is only one candidate from a particular Division, that candidate shall be deemed to have been duly elected as a director of The League.
- 65.6 If in any Regional Group there is more than one candidate from a particular Division, the Secretary shall send postal ballot papers to all the Clubs in that Division for that Regional Group, unless the Members shall, at the Extraordinary General Meeting of The Football League held on 19 December 1996 (or any adjournment thereof), resolve by ordinary Resolution No. 5 that in such circumstances postal ballot papers shall be sent to all the Clubs in the relevant Division (and not merely all the Clubs in the relevant Division for that Regional Group).
- 65.7 Postal ballot papers, duly completed with the vote of the Member in favour of the candidate of its choice shall be returned to the Office not later than 5.00 pm fourteen days after the service of such ballot papers, in default of which the ballot paper shall be void.
- 65.8 For each of the relevant Regional Groups, the candidate from each Division receiving the highest number of votes among candidates from that Division shall be deemed to have been duly elected as a director of The League.
- 65.9 If the highest number of votes is obtained by two or more candidates and there is a tie, there shall be a second postal ballot in respect of the tied candidates. The Secretary shall send postal ballot papers to the Clubs referred to in Article 65.6. The provisions of Articles 65.7 and 65.8 shall apply. If two or more candidates again receive the same number of votes (being more than any other candidate in the second ballot) the outcome shall be determined by the Board, whether by drawing lots, convening a meeting of the relevant Regional Group or of the Clubs entitled to vote in the relevant election or otherwise howsoever.
- 65.10 If a Division fails to nominate a candidate for a Regional Group in accordance with these procedures, the Secretary shall not serve a vacancy notice in accordance with Article 68 until the end of then current Season.
- 66.1 Each director elected pursuant to Articles 65 shall hold office until the appointment of his successor at the end of the third

complete Season following the date of his appointment. The term of office is subject to Article 67.

- 66.2 After the end of the Season the Secretary shall give notice of any impending vacancy occasioned by the expiry of a director's term of office, to all the Clubs of the relevant Division and invite nominations in accordance with the provisions of Article 65.
- 67.1 The office of director shall be vacated immediately upon the happening of any of the following events:
  - 67.1.1 if the Club of which he is a director is promoted or relegated to or from The League or as between the three Divisions.
  - 67.1.2 if he resigns his office by notice in writing under his hand to the Secretary sent to or left at the Office.
  - 67.1.3 if he becomes bankrupt or makes any arrangement or composition with his creditors generally.
  - 67.1.4 if he is or has been suffering from mental ill-health or becomes a patient for any purpose of any statute relating to mental health and the Board resolves that his office is vacated.
  - 67.1.5 if he is absent from meetings of the Board for six successive months without leave of the Board.
  - 67.1.6 if he ceases to be a director of a Member.
  - 67.1.7 if the Club of which he is a director gives provisional notice of withdrawal pursuant to Regulation 9 of the Regulations.
  - 67.1.8 if he dies.
  - 67.1.9 if he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director.
- 67.2 If a Club of which a director of The League is a director, takes or suffers any matter or action specified in Article 10(d) but remains a Member of The League, the director shall remain in office unless the Board determines that his office should be vacated, whereupon the director shall immediately vacate office.

- 68 If the office of director is vacated for whatever reason, the Secretary shall give notice of such vacancy to all the Clubs of the relevant Division and invite nominations in accordance with the provisions of Article 65.
- 69.1 No person shall be eligible for election as a director of The League if he has attained the age of 70 years.
- 69.2 A director shall give notice to the Secretary not less than three months before he attains the age of 70 years. The Secretary shall give notice of such impending vacancy to all the Clubs of the relevant Division and invite nominations in accordance with the provisions of Article 65. Such director shall vacate office at the end of the Season in which he attains the age of 70 years, or if later, the date upon which his successor is elected as a director.
- 69.3 Any person retiring as a director of The League who has served a total period of fifteen years as a Member of the Board and any person retiring by virtue of Article 69 shall become an honorary Life Vice-President".

4.3 "THAT Article 86 be deleted and replaced as follows:

- 86.1 The Board shall appoint a Chairman of the Board. As soon as reasonably practicable following The League's annual general meeting held in 1997, the Board shall elect an Independent Chairman, who shall not be a director or other officer of any Member or of a holding company of any such Member and who shall not, either by himself or with one or more associates, either directly or indirectly have any interest in the management or administration of any Member. Pending such appointment, the Board shall appoint a Chairman out of their own number. Following the appointment of the first Independent Chairman, the Chairman shall at all times be an independent chairman.
- 86.2 The appointment of any person as an Independent Chairman pursuant to Article 86.1 shall be subject to ratification by ordinary resolution of The League in General Meeting provided always that in the period between election by the Board and the General Meeting to consider the ratification of such appointment, the Independent Chairman shall have all the powers and duties of a director of The League and the Chairman of the Board as provided by these Articles and by law, even if, at such General Meeting as aforesaid, his election as Independent Chairman is not ratified.

- 86.3 The Chairman of the Board may be removed from that office at any time by a resolution of the Board or by an ordinary resolution of The League in General Meeting. For the avoidance of doubt, and notwithstanding any other provisions of these Articles, the Chairman may not vote in relation to a Board resolution to remove him from the office of Chairman."

- 4.4 "THAT a new Article 90 be adopted as follows:

**President**

- 90.1 The offices of Chairman of the Board and the President of The League may be separate offices and need not be held by the same person.
- 90.2 The office of the President of The League shall be an honorary and non-executive office. The powers and duties of the President shall be prescribed by the Board from time to time.
- 90.3 The Board may nominate any person to be the President of The League and appoint such person to the office subject to ratification by ordinary resolution of The League in General Meeting.
- 90.4 The President shall hold office until the conclusion of the annual general meeting of The League following his appointment. The President shall automatically retire but, subject to the provisions of Article 90.3, shall be eligible for re-election at that meeting. For the purposes of Article 32 the re-election (but not the election) of the President shall be ordinary business".

- 4.5 "THAT the Articles of Association be renumbered to take account of the foregoing changes."

**ORDINARY RESOLUTION**

- 5 "THAT, for the purposes of new Article 65.6, if in any Regional Group there is more than one candidate from a particular Division, the Secretary shall send postal ballot papers to all the Clubs in the relevant Division (and not merely to all the Clubs in the Relevant Division for that regional Group."

## SPECIAL RESOLUTIONS

- 6 Subject to Resolution No. 3 having been passed as an ordinary resolution and Resolution No. 4 having been passed as a special resolution, the Members of The Football League resolve as follows:
- 6.1 "THAT, notwithstanding Article 61 and in variation thereof to the extent that this Resolution is inconsistent with such Article, the Board is now required to give effect to the Basis of the Proposal insofar as it relates to the Report as amended by Resolution No. 3 and (so far as practicable) to the timetable."
- 6.2 "THAT, subject to his retirement as a director of The Football League and as the Chairman of the Board, Mr. Gordon McKeag be elected as the President of The Football League in accordance with new Article 90 and that he represent The Football League on the Council and Committees of The Football Association and on ceremonial occasions until the annual general meeting of The Football League in 1997."
- 7 "THAT, notwithstanding new Article 65, the procedures for electing a new Board on this occasion shall be completed as follows:
- 7.1 If all 72 Clubs are present in person either at the Extraordinary General Meeting or at the time and place on 19 December 1996 appointed by the Secretary for the holding of the elections, such elections shall be completed so far as practicable on that date. If all the elections are completed, the Secretary shall declare the result and the new Board members shall take office immediately.
- 7.2 If all 72 Clubs are not present in person or if all the elections referred to in paragraph 8.1 are not completed, the Secretary shall have authority to conduct the elections and the new directors shall take office in accordance with the following procedures:
- 7.2.1 Nomination papers to Lytham 23 December
- 7.2.2 If a postal ballot is required:
- |                                   |             |
|-----------------------------------|-------------|
| First ballot papers to Clubs      | 24 December |
| Completed ballot papers to Lytham | 31 December |
| Second ballot papers to Clubs     | 2 January   |
| Completed ballot papers to Lytham | 7 January   |
- 7.2.3 The result of the elections will be notified to Clubs on 24 December or at the earliest practicable date if a first or second ballot is required.



7.2.4 New Board members will take office upon completion of all the elections provided that if such elections have not been completed by 9 January 1997, those candidates who have been duly elected by that date shall take office on that date.

7.3 The Secretary shall have authority on behalf of all the Members to waive any time limits, to replace a postal ballot with a secret ballot of Clubs in meeting and to conduct and complete the procedures as he shall think fit. Communications may be sent by fax.

7.4 There will be no proxy votes.

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CHAIRMAN