

22-07-97

Company No. 80612

THE COMPANIES ACT 1985
SPECIAL RESOLUTIONS
of
THE FOOTBALL LEAGUE LIMITED
(Passed 15 June 1997)

AT THE ANNUAL GENERAL MEETING of the Company duly convened and held at the Copthorne Tara Hotel London on 15 June 1997, the following resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

Arising out of the Deloitte & Touche Report dated May 1997 and as separate resolutions:

- 1 To authorise the Board of Directors to proceed immediately with the appointment of a Chief Executive.
- 2 To authorise the Board of Directors to proceed as soon as practicable with the appointment of an Independent Chairman under Article 81.1.
- 3 To authorise the Board of Directors together with the Chief Executive and the Independent Chairman (elect) to determine the constitution of the Board and the executive management, the persons who should be appointed and their terms of reference, subject to the ratification of the Clubs in general meeting.
- 4 Notwithstanding the Articles of Association, to retain the existing Directors (except for any director whose Club is promoted to the F.A. Premier League) as directors of the Football League until the new Board is in place in accordance with Resolution 3.



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- 5 To adopt the Mission Statement for The Football League:

Mission Statement for The Football League

The role of The Football League is to provide a nationwide membership organisation and structure for professional football through which The Football League can facilitate financial success, stability and development of professional football clubs, administer and regulate the professional game and promote the values and contribution of the professional game to our national life.

In fulfilling this role, The Football League's objectives will be to:

1. represent the interests of its members and safeguard their position.
2. maximise the income generated to support a healthy and sustainable level of professional football throughout the country.
3. regulate and administer the game to protect the reputation, credibility and image of professional football.
4. provide leadership in developing new initiatives and responding to external changes which affect the future direction of professional football.
5. promote an understanding of the sporting and business needs of its members.
6. provide a voice on developments in football, sports generally, and other issues which have a potential impact on the professional game.
7. enhance and promote the place of football in our national heritage and culture, and in the pursuit of sporting and civic values.

and to note that the role of the Board of Directors will concentrate on the following key areas:

- planning and delivering the long-term development of The Football League, in line with The Football League's mission statement;
- oversight of and setting performance standards/targets for the key commercial activities of The Football League;
- communication with, and accountability, to member clubs;

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- representation of The Football League in other footballing fora, as appropriate;
 - defining the management structure of The Football League and direction of staff through the Chief Executive;
 - overall guidance on the interpretation of Regulations;
 - policy making on behalf of the member clubs, and putting recommendations for fundamental changes in policy and practice to member clubs (e.g. over distributions, relations with other Leagues).
- 6 To note the decision of the Board of Directors to establish a working party to review the Articles of Association and the Regulations of The Football League.
- 7 To note the decision of the Board of Directors to establish a working party to review the structure of The Football League.

PROPOSED CHANGES TO THE ARTICLES OF ASSOCIATION

SPECIAL RESOLUTIONS

PRESENT ARTICLE

"Season" means the period of the year commencing on the date of the first League Match and ending on the date decided by the Board.

PROPOSED CHANGE

Proposed by the Board:

Delete the words underlined and replace with:

"and, for each Club, ending immediately after the completion of the Club's final fixture of the League Championship or, if the Club is participating in the Play-Offs, the final Play-Off match for that Club."

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PRESENT ARTICLE
Article 10. (extract)

then and in any such case and subject always to the provisions of Article 8, the Board may immediately give to that Member or if he shall be dead his executors or administrators or if any of the events referred to in (d) above shall have taken place, its manager, receiver, administrative receiver, administrator or liquidator (as the case may be) or any other person entitled to the share notice in writing requiring the person or persons to whom the notice is given to transfer the share of such Member to such person (hereinafter referred to as "the Transferee") as the Board shall in the notice direct at the price of £1 per share.

PROPOSED CHANGE
Proposed by the Board:

Delete "immediately".

Insert a new penultimate paragraph in Article 10:

"The Board shall give such notice within 28 days of being notified of any such event and shall have authority to give such notice suspended for a period and/or subject to conditions. The Board may subsequently withdraw the notice."

	PRESENT ARTICLE	PROPOSED CHANGE
67.1	The office of director shall be vacated <u>immediately</u> upon the happening of any of the following events:	Proposed by the Board: <i>Delete "immediately".</i>
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.	<i>Insert at the end of Article 67.1.1:</i> "Save for promotion or relegation out of The League, a director shall hold office until the appointment of his successor pursuant to Art. 65."

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PRESENT ARTICLE

72. A Director may hold any other office or place of profit under The League (other than the office of auditor) in conjunction with his office of Director and may act in a professional capacity to The League, on such terms as to tenure of office, remuneration and otherwise as the Board may determine.

PROPOSED CHANGE

Proposed by the Board:

Delete the words underlined and replace with:

"Directors (other than those who are employees of The League) may be paid directors' fees and a Director may hold"



CHAIRMAN