

Registered Number: 80612

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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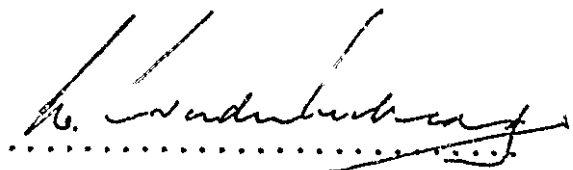
SPECIAL RESOLUTIONS

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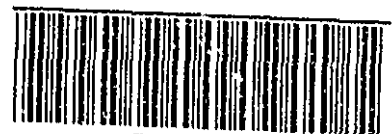
THE FOOTBALL LEAGUE LIMITED  
(Passed the 9th day of June 1994)

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AT THE ANNUAL GENERAL MEETING of the Members of the Company duly convened and held at Walsall Football Club, Bescot Stadium on the 9th June 1994 at 11.30am the RESOLUTIONS annexed were passed as SPECIAL RESOLUTIONS.



CHAIRMAN



\*B07JS2RW\*

GIR RECEIPT DATE: 08/07/94

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE  
FOOTBALL LEAGUE:  
ANNUAL GENERAL MEETING 1994

PRESENT ARTICLE

Article 10(d)

- (d) any Member shall have a manager, receiver, or administrative receiver appointed in respect of a Member or any property of a Member, or an order shall be made in respect of a Member or any property of a Member, or an order shall be made or an effective resolution passed for the winding up of a Member otherwise than for the purpose of reconstruction or amalgamation; or

PROPOSED AMENDMENT

Proposed by the Board

Delete existing Article 10(d) and substitute:

- (d) Any Member shall:
- (i) have a manager, receiver or administrative receiver appointed in respect of that Member or any part of its property;
  - (ii) have a petition presented in respect of it for an administration order or if an administration order shall be made in respect of that Member;
  - (iii) have a winding-up order made in respect of that Member;
  - (iv) pass a resolution for the winding-up of that Member;
  - (v) enter into any arrangement with its creditors or some part of them in respect of the payment of its debts or part of them as a Company Voluntary Arrangement under Part 1 of the Insolvency Act 1986

PRESENT ARTICLE

Article 64

64. The Board shall consist of six persons, or, if an independent Chairman is elected pursuant to the provisions of Article 85(b), seven persons. One Director shall be elected by each of the six Regional Groups in the manner hereinafter provided. Except any independent Chairman elected pursuant to Article 85(b), no person shall be eligible for election to the Board unless he is a director of a Member.

PROPOSED AMENDMENT

Proposed by the Board

Delete existing Article 64 and substitute:

64. Unless Additional Directors are appointed pursuant to Article 70 the Board shall consist of six persons, or, if an independent Chairman is elected pursuant to the provisions of Article 85(b), seven persons. If Additional Directors are appointed pursuant to such Article, the Board shall consist of a maximum of eight persons, or if an independent Chairman is elected, nine persons. One Director shall be elected by each of the six Regional Groups in the manner hereinafter provided. If, at any time, when the Directors are appointed by the Regional Groups pursuant to these Articles, any Division of The League does not have a representative on the Board, such Division shall appoint a Director in the manner specified in Article 70. Such Director shall be a Director of The League within the meaning of the Act, shall be appointed upon the terms hereinafter provided, and is hereinafter in these Articles 64 to 73 referred to as an

Additional Director.  
Elsewhere in these  
Articles, a reference  
to a Director shall,  
unless the context  
otherwise requires, be  
taken to include an  
Additional Director.  
Except any independent  
Chairman elected  
pursuant to Article  
85(b), no person shall  
be eligible for  
election to the Board  
unless he is a director  
of a Member.

PRESENT ARTICLE

Article 66

66. (1) Each Director other than an original Director shall (save as otherwise provided in this Article or Article 72 below, or unless he ceases to hold office earlier by reason of a casual vacancy) hold office until the appointment of his successor following the end of the Season falling three years after the date of his appointment in accordance with Article 67 (the rule that each Director shall be the subject of a retirement and a re-election every three years being hereafter referred to as "the Three Year Rule"). Each Director appointed to fill a casual vacancy, or to fill a vacancy arising upon the retirement of a Director pursuant to sub-Article 72 below shall, subject to those Articles or unless he ceases to hold office earlier by reason of a casual vacancy, hold office for the unexpired portion of the period of office of the person whom he replaces. A Director retiring

PROPOSED AMENDMENT

Proposed by the Board

After the word "Director" insert:

"(but not an Additional Director whose term of office shall be specified in Article 70)"

at an Annual  
General Meeting  
shall retain office  
until the  
conclusion of that  
meeting.

- (2) If a Club of which  
a Director is a  
director ceases to  
be a Member, that  
Director shall  
retire from office  
immediately on such  
Club ceasing to be  
a Member.

After the word "Director" in  
both places, insert:

"or Additional Director"

PRESENT ARTICLE

PROPOSED AMENDMENT

Proposed by the Board

Insert as a new Article 70  
and renumber subsequent  
Articles accordingly:

70. (1) As soon as the outcome of the voting of the Regional Groups pursuant to Articles 68 and 69 is known, the Secretary shall note whether there is any Division of The League that will not, as a result of such voting, be represented on the Board. The Secretary shall then give notice to the members of The League in such Division or Divisions of such fact, and shall invite nominations for the appointment of an Additional Director to be elected from among the directors of Members in that Division (hereinafter called "the Divisional Vacancy Notice").

(2) Proposals of candidates for election as Additional Directors and the voting procedure shall, mutatis mutandis, be conducted in accordance with the provisions of Articles 68 and 69, with references to

the relevant  
Division being  
substituted for  
references to the  
Regional Group or  
Groups, and  
references to the  
Divisional Vacancy  
Notice being  
substituted for  
references to the  
Vacancy Notice.

- (3) An Additional  
Director, unless he  
ceases pursuant to  
any provision of  
these Articles to  
be such prior to  
the expiration of  
his term of office,  
shall be appointed  
for a period of one  
year, but continue  
in office until, in  
the Season  
following that in  
which he was  
appointed, where a  
Director is  
appointed from the  
Division he was  
appointed to  
represent, the  
outcome of the  
voting of the  
Regional Groups for  
the appointment of  
Directors pursuant  
to Article 69 is  
known, and in all  
other cases, until  
the appointment of  
his successor in  
accordance with the  
terms of this  
Article 70.



In the latter case,  
a retiring  
Additional Director  
shall, subject to  
complying with the  
eligibility  
criteria contained  
in these Articles,  
be eligible for re-  
election.

PRESENT ARTICLE

Article 70

70. The office of a Director shall be vacated immediately in any of the following events:-
- (a) if he resigns his office by notice in writing under his hand to the Secretary sent to or left at the Office; or
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) if in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder, for his detention or for the appointment of a guardian or receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
  - (d) if he is absent from meetings of the Board for six successive months without leave of the Board; or
  - (e) if he ceases to be a director of a Member or

PROPOSED AMENDMENT

Proposed by the Board

After the word "Director" insert:

"(which term includes an Additional Director)"

- (f) if the Club of which he is a director gives provisional notice of withdrawal pursuant to Regulation 9 of the Regulations; or
- (g) if he dies; or
- (h) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director.

If a Club of which a Director 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 forthwith vacate his office.

Any vacation of office pursuant to the foregoing provisions of this Article or pursuant to Article 66(2), shall be deemed a casual vacancy.

Proposed by the Board

After paragraph (h) insert:

- "(i) in the case of an Additional Director, the Club of which he is a director ceases to be a member of the Division which he was appointed to represent; or
- (j) in the case of an Additional Director, a Director is appointed pursuant to a casual vacancy from a Club in the Division, the Additional Director was appointed to represent".

PRESENT ARTICLE

Article 71

71. Unless the person whose retirement from or vacation of office gives rise to the vacancy would have retired pursuant to Article 65 or the Three Year Rule prior to the filling of the vacancy in accordance with the following provisions, in which case Article 69 shall apply, a vacancy on the Board arising other than pursuant to Article 65, the Three Year Rule or Article 72, shall be filled in accordance with the following provisions:-

- (a) The Secretary shall give written notice of such vacancy to all Members as soon as reasonably practicable after the occurrence of the vacancy and shall invite nominations to fill the vacancy (hereinafter called "the Vacancy Notice").
- (b) Proposals of candidates for election to the Board to fill such vacancy must be in accordance with the provisions of Article 68.
- (c) The provisions of Article 69 shall, mutatis mutandis, be applied in the election of persons to fill such vacancy.
- (d) Notice of the filling of any vacancy pursuant to the provision of

PROPOSED AMENDMENT

Proposed by the Board

Delete the words "Article 72" and substitute:

"Article 73 (including for the avoidance of doubt a vacancy in the position of Additional Director)"

Proposed by the Board

After the words "Article 69" insert:

"or, in the case of an Additional Director, Article 70,"

this Article shall be sent to all Members as soon as reasonably practicable.

Successful candidates shall take office on the completion of the ballot, or if only one candidate is proposed, on the closing date for the receipt of proposals.

PRESENT ARTICLE

Article 101 (%)

- (a) Within 10 days after the playing of each League Match, (all such matches being hereinafter referred to as "Relevant Matches") the Home Club shall pay to The League for the credit of the Pool Account an amount equal to 3% of its net gate and stand receipts for that Relevant Match.

PROPOSED AMENDMENT

Proposed by the Board

Insert the following at the end of the existing paragraph:

"together with a statement of their calculations thereof in a format prescribed by the Board".

PRESENT ARTICLE

Article 101(c)

- (c) Clubs issuing season tickets shall pay in addition to the payments set out in (a) above a further sum to The League for the credit of the Pool Account equal to 3% of the net proceeds of the sale of such tickets. In calculating such net proceeds, V.A.T. and costs of printing of such season tickets may be deducted. Payments in respect of this provision shall be sent to the Secretary before the Club plays its last home League Match.

PROPOSED AMENDMENT

Proposed by the Board

After the words "this provision" insert:

"together with a statement of the calculations thereof in a format prescribed by the Board."



## Articles of Association of The Football League, Limited

### Preliminary

1. The Regulations contained in Table A (Parts I and II) in the First Schedule to The Companies (Tables A to F) Regulations 1985 shall not apply to the Company.

2. In these Articles, unless the context otherwise requires:

"The League Competition" or "League Championship Competition" means the league competition organised by The League and competed for by Association Football Clubs comprising from time to time the Members.

"The League" means The Football League, Limited.

"the Board" means the Board of Directors for the time being of The League.

"Director" means a member of the Board.

"Member" means any Club which is from time to time a Member of The League in accordance with these Articles of Association and the Regulations.

"Club" means each association football club which is a Member of The League.

"the Act" means the Companies Act, 1985 and every statutory modification or re-enactment thereof for the time being in force.

"these Articles" means these articles of association as adopted on 5th June 1992 or as from time to time altered.

"the Regulations" means the Regulations of The League as adopted on the 5th June 1992, or as from time to time altered in accordance with the provision of Article 60.

"Office" means the registered office for the time being of The League.

"seal" means the common seal of The League.

"the United Kingdom" means Great Britain and Northern Ireland.

"Chairman" or "President" means the Chairman of the Board appointed in accordance with Article 86, who is also known as the President of The League.

"paid up" means paid up or credited as paid up.

"League Match" means an Association Football Match in the League Championship competition of each Division of the League Competition.



"Home Club" means the Club on whose ground any League Match should be or should have been played or where ground sharing is in operation the Club whose name appears first in the relevant fixture.

"Visiting Club" means the Club which should play or should have played any League Match on the ground of a Home Club.

"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.

"The Football Conference" means the combination of Association Football Clubs known at the date of adoption of these Articles as "The G.M. Vauxhall Conference" or, subject to the approval of the Board, any successor or alternative conference thereto, and if such conference shall have more than one division, unless the context otherwise requires, shall mean the premier division of such conference.

"in writing" means writing, printed, typewritten, sent and received by facsimile, photographed or lithographed, or visibly expressed in all or any of those or any other modes of representing or reproducing words.

Words importing the singular number shall include the plural number, and vice versa.

Words importing the masculine gender shall include the feminine and neuter genders.

Words importing persons include corporations.

The expression "Secretary" shall (subject to the provisions of the Act) include an assistant joint or deputy secretary, and any person appointed by the Board to perform any of the duties of the Secretary.

"Clear days" in respect of a notice means exclusive of the day on which the notice is served, or deemed to be served, and of the day for which it is given and in respect of receipt of a document by a specified number of "clear days" prior to an event means exclusive of the day on which the document is received and of the day of that event.

Wherever in these Articles, reference is made to a Director of The League or a Director of a Club or other body corporate, such references shall mean a director within the meaning of the Act, but shall not include shadow directors within the meaning of the Act.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

### Capital

3. The share capital of The League at the date of adoption of these Articles is £5 divided into 100 shares of 5p each (hereinafter called "the original share capital"). As at the date of adoption of these Articles, the issued share capital of The League is 61 shares of 5p each (hereinafter referred to as "the original issued share capital"). No part of the share capital of The League other than the original issued share capital shall be issued otherwise than upon terms that they are to be fully paid on allotment, without the previous sanction of The League in General Meeting. No share in the original share capital shall entitle the holder

thereof to any payment in respect of paid-up share capital (if any), dividend, bonus, profit, or otherwise.

### Shares

4. Subject to the provisions of these Articles relating to new shares, any unissued shares for the time being in the capital of The League shall be at the disposal of the Board, and they may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

5. The League shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares of The League or of its holding company (if any), nor shall The League make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any), but nothing in this Article shall be taken to prohibit transactions not prohibited by the Act.

6. Save for the purposes of Regulations 84 to 89 inclusive of the Regulations, no person shall be recognised by The League, as holding any share upon any trust, and The League shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interests in any fractional part of a share, or any other right to the entirety thereof in the registered holder.

7. The Company may purchase its own shares (including any redeemable shares) but so that no purchase shall take place save in accordance with the Act.

### Membership

8. No share shall be issued or transferred to or held by any person other than an incorporated Club which is a Member; save that any share which is required to be transferred pursuant to the provisions of these Articles may, at the discretion of the Board, be transferred to the Secretary. While held by the Secretary such shares shall rank *pari passu* in all respects with other shares in issue, save that the Secretary shall not, by virtue only of holding such shares, be entitled to attend, speak or vote at any General Meeting of The League.

9. Save as provided in Article 8, no Member shall otherwise than with the consent of the Board hold more than one share.

10. If:

- (a) any person other than a person described in Article 8 hereof shall be holding a share of The League; or
- (b) any person described in Article 8 shall be holding more than one share otherwise than with such consent as aforesaid; or
- (c) any Member shall cease to be a person entitled to hold a share; or

(d) any Member shall:

- (i) have a manager, receiver or administrative receiver appointed in respect of that Member or any part of its property;
- (ii) have a petition presented in respect of it for an administration order or if an administration order shall be made in respect of that Member;
- (iii) have a winding-up order made in respect of that Member;
- (iv) pass a resolution for the winding-up of that Member;
- (v) enter into any arrangement with its creditors or some part of them in respect of the payment of its debts or part of them as a Company Voluntary Arrangement under Part 1 of the Insolvency Act 1986

(e) the Secretary, while holding any share pursuant to Article 8, shall have died;

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

Any Member taking or suffering any such action as is specified in Article 10 or any action calculated to lead to such action as aforesaid shall notify the Secretary of the same forthwith and in any event within one working day of the occurrence of the same.

11. If any person (hereinafter referred to as "the intended transferor") upon whom a notice pursuant to the preceding Article shall have been served shall fail to execute a transfer in favour of the transferee of the share concerned within 14 days after service on the intended transferor of the said notice the Board may authorise some person to execute the necessary transfer on behalf of that intended transferor and may upon delivery at the Office of such transfer enter in the register of Members the name of the transferee as the holder of the relevant share and the share shall thereupon become indefeasibly held by the transferee and The League may receive the purchase price from the transferee and give a good receipt therefor and issue to him a certificate for such share. The transferee shall not be bound to see to the application of the purchase money and after his name has been entered in the register of Members in the purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person. The intended transferor shall in any case become bound to deliver up the certificate for the share and on such delivery shall be entitled to receive the said purchase price without interest.

12. The Board shall allot and issue a share or produce the transfer of an existing issued share to each person not already a Member to whom a share may be issued or transferred in accordance with Article 8 as soon

as reasonably possible upon such person serving a notice in writing upon The League at the Office that he is willing to become a Member.

### Life Members

13. The League may by ordinary resolution elect Life Members, and the Board shall maintain a separate register of the names and addresses of such members. Life Members shall be entitled to receive notices of and to attend at all General Meetings of The League as if they were members of The League, but they shall not be entitled to speak or vote at any meeting.

### Certificates

14. (a) Every person whose name is entered as a Member in the register of Members shall be entitled without payment to one certificate in respect of the share held by him. Every certificate shall be issued within two months after allotment or the lodgment with The League of the transfer of the shares, not being a transfer which The League is for any reason entitled to refuse to register and does not register, and shall be under the seal, and shall specify the distinguishing number of the share to which it relates, and the amount paid up thereon.

(b) Share certificates and, subject to the provisions of any instrument constituting or securing the same, certificates issued under the seal in respect of any debentures, need not be signed or countersigned.

15. If a share certificate be lost, destroyed, defaced or worn out, it may be renewed without payment and (in the case of loss or destruction) on such terms (if any) as to evidence and indemnity as the Board think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

### Right of Deduction

16. (a) If any Club defaults in making any payment due to The League or to another Club (hereinafter referred to as a "defaulting Club"), the Board shall be entitled, in addition and without prejudice to the provisions of Article 108, to deduct any sums due to it and/or to any Club from any monies which would otherwise have been payable to the defaulting Club out of any fund or account held by The League.

(b) Any sums so deducted by The League shall be applied first in paying any sums due to The League. Any balance remaining shall be paid to any other Clubs to whom the defaulting Club owes money. If the balance is insufficient to pay all sums due to such Clubs in full, the sums to be paid to each of them shall abate rateably.

### Transfer of Shares

17. All transfers of shares shall be effected by transfer in writing in any usual form or in any other form approved by the Board and need not be under seal.

18. The instrument of transfer shall be signed by or on behalf of the transferor and, in the case of a partly paid share, by the transferee. Save for the purposes specified in Regulation 31(a) of the Regulations, the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of Members in respect thereof.

19. The Board may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares otherwise than in accordance with Article 8.

20. The Board may decline to recognise any instrument of transfer, unless the instrument of transfer, duly stamped, is deposited at the Office or such other place as the Board may appoint, accompanied by the certificate for the share to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

21. If the Board refuse to register a transfer of any share they shall, within two months after the date on which the transfer was lodged with The League, send to the transferee notice of the refusal.

22. The registration of transfer of shares may be suspended at such times and for such periods (not exceeding 30 days in any year) as the Board may from time to time determine.

23. All instruments of transfer which shall be registered shall be retained by The League, but any instrument of transfer which the Board may refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

#### Increase of Capital

24. The League may from time to time by special resolution increase its capital by such sum as the resolution shall prescribe.

25. All new shares shall be subject to the provisions of these Articles with reference to transfer, transmission and otherwise, and shall be ordinary shares.

#### Alteration of Capital

26. The League may by ordinary resolution cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its share capital by the amount of the shares so cancelled; and may by special resolution reduce its share capital and any capital redemption reserve fund and any share premium account in any manner authorised by the Act.

#### General Meetings

27. The League shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than 15 months shall elapse between the date of one Annual General Meeting of The League and that of the next. Subject as aforesaid and to the provisions of the Act, the Annual General Meeting shall be held at such time and place as the Board may determine. All

General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

28. The Board may call an Extraordinary General Meeting whenever they think fit and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting in accordance with the provisions of the Act.

#### Notice of General Meetings

29. An Annual General Meeting and an Extraordinary General Meeting for the passing of a special resolution shall be called by 21 clear days' notice at the least, and all other Extraordinary General Meetings shall be called by 14 clear days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the Members, other than those if any who under the provisions of these Articles are not entitled to receive the notice, and to the auditors for the time being of The League.

30. In every notice calling a meeting of The League there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member.

31. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### Proceedings at General Meetings

32. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring dividends, the consideration of the accounts and balance sheet and the reports of the Board and auditors and other documents required to be annexed to the balance sheet, the noting of the Directors appointed in place of any Directors ceasing to hold office pursuant to Article 66 (2) and the appointment of and the fixing of the remuneration of the auditors. Any amendment or addition to or deletion from the Articles shall not be valid unless duly passed as a special resolution. Amendment of the Regulations shall be effected in the manner specified in Article 60.

33. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to The League not less than 28 clear days (or such shorter period as the Act permits) before the meeting at which it is moved. The League shall give to the Members notice of any such resolution as required by and in accordance with the provisions of the Act.

34. No business shall be transacted at any General Meeting unless a quorum is present. Save as otherwise provided in these Articles, 25 members who are present in person by a representative or by proxy and

in each case entitled to vote at the meeting shall be a quorum for all purposes.

35. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by 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 place, or to such other day and at such other time and place as the Members then present may determine, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the Meeting the Members present in person, by a representative or by proxy, shall be a quorum provided that there shall not be less than five Members present in person, by a representative or by proxy, in default of which the meeting shall be dissolved.

36. The Chairman if any of The Board shall preside as chairman at every General Meeting of The League, or if there is no such Chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act then one of the Directors shall be chairman of the meeting.

37. Subject to the provisions of Article 34, if at any meeting there is no Director willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

38. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, seven clear days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

39. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded:

- (a) by the Chairman; or
- (b) by not less than five Members having the right to vote at the meeting; or
- (c) by a Member or Members representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members holding shares of The League conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right. Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of The League shall be evidence of the fact without proof of the number or

proportion of the votes recorded in favour of or against such resolution.

40. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority (a) to demand or join in demanding a poll, (and so that for the purposes of the last preceding Article a demand by a person as proxy for a Member shall be the same as a demand by the Member); and (b) to vote on a poll on the election of a Chairman and on a motion to adjourn a meeting.

41. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and it shall in the opinion of the chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

42. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot papers), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be Members) and may fix some place and time for the purpose of declaring the result of the poll.

43. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than 30 clear days from the date of the meeting or the adjourned meeting at which the poll was demanded.

44. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote.

45. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

46. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.

47. Each Director shall be entitled to attend and speak at any General Meeting of The League but shall not be counted in the quorum present at such meeting or be entitled to vote in his capacity as Director.

#### Votes of Members

48. Subject to any restrictions as to voting imposed in relation to any shares in accordance with these Articles, every Member who is present in person, by proxy or by a representative, shall have one vote whether on a show of hands or on a poll.

49. No Member shall, unless the Board otherwise determine, be entitled in respect of any share held by him to vote at any General Meeting either in person or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of that share have been paid.



50. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

51. Any person (whether a Member or not) may be appointed to act as a proxy.

52. The instrument appointing a proxy shall be in writing in any usual common form, or such other form as may be approved by the Board, and shall be signed by the appointer, or by his attorney duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney duly authorised in writing.

53. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which may be approved by the Board):-

"The Football League, Limited

We ....., of .....

being a member of the above named Company, hereby appoint .....

..... of .....

or failing him ..... of .....

as our proxy to vote in our name and on our behalf at the

Annual/Extraordinary General Meeting of the Company, to be held on

..... 19 ....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1 For\* Against\*

Resolution No. 2 For\* Against\*

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this ..... day of ..... 19 .....

Note This form may be amended to provide for voting in respect of whatever number of resolutions are proposed.\*

54. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified

or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting or in any instrument of proxy sent out by The League in relation to the meeting not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.

55. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such revocation shall have been received by The League at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

56. The Board may at the expense of The League send, by post or otherwise, to the Members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting of The League either in blank or nominating in the alternative any one or more Directors or any other persons. If for the purpose of any meeting invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at The League's expense, they shall be issued to all (and not to some only) of the Members entitled to be sent a notice of the meeting and to vote thereat by proxy.

57. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings, or being corporations, their duly authorised representatives, shall be as valid and effective as if the same had been passed at a General Meeting of The League duly convened and held.

#### Corporations Acting by Representatives

58. Any corporation which is a Member of The League may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of The League, or at any separate meeting of the holders of any class of shares of The League, and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if he were an individual member of The League. The Board may, but shall not be bound to, require evidence of the authority of any person purporting to act as the representative of any such corporation.

## THE REGULATIONS OF THE LEAGUE

59. The Board may from time to time produce Regulations relating to the business, affairs and conduct of The League and its Members, provided always that, save for the existing Regulations, such Regulations shall not have effect unless and until approved by The League in General Meeting in the manner hereinafter specified. The existing Regulations are those adopted on the 5th June 1992.

60. No alteration, deletion or addition shall be made in or to the Regulations except by resolution passed at a General Meeting of The League convened and held in the manner provided in these Articles, save that notwithstanding any other provisions of these Articles, the following provisions shall apply:-

- (a) Thirty one clear days notice must be given to the Secretary of any alteration, deletion or addition proposed by a Club;
- (b) Notwithstanding the provisions of Article 29, The League shall give not less than 21 clear days notice of any resolution to alter, delete or add to the Regulations;
- (c) A resolution to alter, delete or add to the Regulations shall not be carried unless it has been passed by a majority of the votes cast at the General Meeting by those entitled to vote in accordance with Article 48 and at the same time by a majority of the votes cast by the Clubs voting thereon which are then in the First Division of The League.

## THE BOARD OF DIRECTORS

### General Provisions

61. The affairs of The League shall be governed by the Board, who may do all such acts, and exercise all such powers of The League, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute, or by the Regulations of The League or Articles of Association of The League required expressly or impliedly to be done or exercised by The League in General Meeting.

62. The Board shall be the Directors of The League within the meaning of the Act.

63. Members of The League shall be divided by the Board into six Regional Groups. Immediately after the end of each Season, the Board shall meet to note which Members are leaving The League, whether any Director will, as a result, cease to be such by reason of Article 66(2), the Clubs that will be joining The League as Members, and to assign such new Members to a Regional Group, having regard to the geographical location of each new Member. The Board may, in its absolute discretion, from time to time revise the Regional Groups and

the membership thereof, provided always that should the assignment of a member to a Regional Group or the withdrawal from membership of a Club result in the number of Members in any one Regional Group being more than three from the mean average then the Board shall revise the Regional Groups so as to provide as far as is reasonably practicable the same number of clubs in each Regional Group.

For the purposes of this Article "the mean average" shall mean the number of Clubs in membership of The League divided by six but rounded to the nearest whole number.

In revising the Regional Groups the Board shall not allocate to a different Group a Club one of whose directors is a Director of The League.

64. Unless Additional Directors are appointed pursuant to Article 70 the Board shall consist of six persons, or, if an independent Chairman is elected pursuant to the provisions of Article 86(b), seven persons. If Additional Directors are appointed pursuant to such Article, the Board shall consist of a maximum of eight persons, or if an independent Chairman is elected, nine persons. One Director shall be elected by each of the six Regional Groups in the manner hereinafter provided. If, at any time, when the Directors are appointed by the Regional Groups pursuant to these Articles, any Division of The League does not have a representative on the Board, such Division shall appoint a Director in the manner specified in Article 70. Such Director shall be a Director of The League within the meaning of the Act, shall be appointed upon the terms hereinafter provided, and is hereinafter in these Articles 64 to 73 referred to as an Additional Director. Elsewhere in these Articles, a reference to a Director shall, unless the context otherwise requires, be taken to include an Additional Director. Except any independent Chairman elected pursuant to Article 86(b), no person shall be eligible for election to the Board unless he is a director of a Member.

65. The Directors as at the date of adoption of these Articles shall be those persons whose names appear in the first column in the Schedule hereto and shall represent respectively the Regional Group identified in the second column of such Schedule. Such Directors (hereinafter in this Article referred to as "the original Directors") shall, unless ceasing to hold office earlier pursuant to Article 66(2) or 72, hold office until the appointment of their successors in accordance with Article 69. Two of the original Directors shall retire in 1993, with a further two retiring in 1994 and the final two original Directors retiring in 1995. At the Board Meeting held immediately upon the end of Season for the purpose specified in Article 63 in 1993 and 1994, the original Directors (which term shall include any Director appointed to replace an original Director before the expiry of his term of office) shall (unless they otherwise agree amongst themselves) draw lots to determine which of the original Directors shall retire that year. A retiring Director shall, subject to complying with the eligibility criteria hereinafter contained, be eligible for re-election.

66. (1) Each Director other than an original Director (but not an Additional Director whose term of office shall be specified in

Article 70) shall (save as otherwise provided in this Article or Article 73 below, or unless he ceases to hold office earlier by reason of a casual vacancy) hold office until the appointment of his successor following the end of the Season falling three years after the date of his appointment in accordance with Article 69 (the rule that each Director shall be the subject of a retirement and a re-election every three years being hereafter referred to as "the Three Year Rule"). Each Director appointed to fill a casual vacancy, or to fill a vacancy arising upon the retirement of a Director pursuant to Sub-Article (2) hereof or Article 73 below shall, subject to those Articles or unless he ceases to hold office earlier by reason of a casual vacancy, hold office for the unexpired portion of the period of office of the person whom he replaces. A Director retiring at an Annual General Meeting shall retain office until the conclusion of that meeting.

(2) If a Club of which a Director or Additional Director is a director ceases to be a Member, that Director or Additional Director shall retire from office immediately on such Club ceasing to be a Member.

67. Immediately following the Board Meeting referred to in Article 63, the Secretary shall give notice in writing to all Members of the new Members of the League, the Regional Groups to which they have been allocated, the offices of Director falling vacant, whether pursuant to Article 65, the Three Year Rule, Article 66(2), Article 73 or otherwise, and the Regional Groups represented by the retiring Directors, and shall invite nominations to fill such vacancies (hereinafter called "the Vacancy Notice").

68. Proposals of candidates for election to the Board upon the retirement of a Director from such office whether pursuant to the Three Year Rule or otherwise in accordance with the provisions of these Articles must (a) be signed by the Chairman and Secretary of the proposer Club; (b) state the full name and address of the person proposed, the name of the Club of which he is a director and that the person proposed has agreed to stand; and (c) be received at the Office not later than 14 clear days after the date of service of the Vacancy Notice. Provided he is eligible for election a retiring Director shall unless he indicates otherwise, be deemed to have been validly proposed for re-election.

69. The Members in each Regional Group shall elect their respective representative on the Board in accordance with the following procedure:

(a) Each candidate put forward for election under Article 68 shall be eligible for election as a representative of a Regional Group only if, at the time at which the appointment is to take effect,

(i) the Member which put his name forward is a member of that Regional Group;

(ii) the candidate himself is a director of a Club which is a member of that Regional Group; and

(iii) he is otherwise eligible, in accordance with the provisions of these Articles, for election to that office.

(b) If in any Regional Group only one person is nominated by the closing date for nominations pursuant to Article 68, that candidate shall be deemed elected to the Board.

(c) If in respect of any Regional Group, more than one candidate is nominated, the Secretary shall as soon as reasonably practicable after the closing date for nominations specified in Article 68, despatch postal ballot papers to each Club in the relevant Regional Group.

(d) Postal ballot papers, duly completed with the vote of a Club in favour of the candidate of its choice within the relevant Regional Group shall be despatched to the Secretary at the Office and received thereat not later than the close of business 14 clear days after service of such ballot papers, in default of which such votes shall not be counted.

(e) In each of the Regional Groups, the candidate receiving the highest number of votes shall be declared elected to the Board, provided that where two or more candidates have received the same number of votes (being more than the other remaining candidates) such candidates being hereafter called "Tied Candidates", the procedure hereinafter specified shall be applied:-

(i) The Secretary shall, as soon as reasonably practicable, despatch postal ballot papers for a second ballot, but between or amongst the Tied Candidates only, to each Club in the relevant Regional Group.

(ii) Postal ballot papers for the second ballot, duly completed with the vote of a Club in favour of its favoured candidate of the Tied Candidates in the relevant Regional Group shall be despatched to the Secretary at the Office and be received thereat not later than the close of business 14 clear days after service of such second ballot papers, in default of which such votes shall not be counted. The candidate, being one of the Tied Candidates, receiving the highest number of votes shall be declared elected to the Board.

(iii) If after the second ballot, two or more candidates have again obtained the same number of votes (being more than the other remaining candidates), the determination of the person to be elected to the Board shall be effected in such manner as the Board shall determine, whether by the drawing of lots in accordance with such procedures as the Board may from time to time determine, the convening of a meeting of the relevant Regional Group, or otherwise howsoever.

(iv) The ballots referred to in this Article shall be conducted in accordance with such procedures as the Board may from time to time determine.

(f) In the event that no candidate shall be proposed, the retiring Director shall be deemed to have been re-elected unless he is no longer eligible for election, and if no such retiring Director shall be so elected, the Board shall be empowered to fill the vacancy in such manner as they in their absolute discretion deem appropriate.

(g) Notice of the filling of any vacancy pursuant to the provisions of this Article shall be sent to all Members as soon as reasonably practicable. The candidates appointed to the Board pursuant to the provisions of this Article shall take office on completion of the ballot, or if only one candidate is proposed on the closing date for receipt of proposals.

70. (1) As soon as the outcome of the voting of the Regional Groups pursuant to Articles 68 and 69 is known, the Secretary shall note whether there is any Division of The League that will not, as a result of such voting, be represented on the Board. The Secretary shall then give notice to the members of The League in such Division or Divisions of such fact, and shall invite nominations for the appointment of an Additional Director to be elected from among the directors of Members in that Division (hereinafter called "the Divisional Vacancy Notice").

(2) Proposals of candidates for election as Additional Directors and the voting procedure shall, *mutatis mutandis*, be conducted in accordance with the provisions of Articles 68 and 69, with references to the relevant Division being substituted for references to the Regional Group or Groups, and references to the Divisional Vacancy Notice being substituted for references to the Vacancy Notice.

(3) An Additional Director, unless he ceases pursuant to any provision of these Articles to be such prior to the expiration of his term of office, shall be appointed for a period of one year, but continue in office until, in the Season following that in which he was appointed, where a Director is appointed from the Division he was appointed to represent, the outcome of the voting of the Regional Groups for the appointment of Directors pursuant to Article 69 is known, and in all other cases, until the appointment of his successor in accordance with the terms of this Article 70.

In the latter case, a retiring Additional Director shall, subject to complying with the eligibility criteria contained in these Articles, be eligible for re-election.

71. The office of a Director (which term includes an Additional Director) shall be vacated immediately in any of the following events:-

(a) if he resigns his office by notice in writing under his hand to the Secretary sent to or left at the Office; or

(b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) if in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder, or his detention or for the appointment of a guardian or receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or

(d) if he is absent from meetings of the Board for six successive months without leave of the Board; or

(e) if he ceases to be a director of a Member; or

(f) if the Club of which he is a director gives provisional notice of withdrawal pursuant to Regulation 9 of the Regulations; or

(g) if he dies; or

(h) 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.

(i) in the case of an Additional Director, the Club of which he is a director ceases to be a member of the Division which he was appointed to represent; or

(j) in the case of an Additional Director, a Director is appointed pursuant to a casual vacancy from a Club in the Division, the Additional Director was appointed to represent".

If a Club of which a Director 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 forthwith vacate his office.

Any vacation of office pursuant to the foregoing provisions of this Article or pursuant to Article 66(2), shall be deemed a casual vacancy.

72. Unless the person whose retirement from or vacation of office gives rise to the vacancy would have retired pursuant to Article 65 or the Three Year Rule prior to the filling of the vacancy in accordance with the following provisions: in which case Article 69 shall apply, a vacancy on the Board arising (other than pursuant to Article 65, the Three Year Rule or Article 73 (including for the avoidance of doubt a vacancy in the position of Additional Director), shall be filled in accordance with the following provisions:-

(a) The Secretary shall give written notice of such vacancy to all Members as soon as reasonably practicable after the occurrence of the vacancy and shall invite nominations to fill the vacancy (hereinafter called "the Vacancy Notice").



(b) Proposals of candidates for election to the Board to fill such vacancy must be in accordance with the provisions of Article 68.

(c) The provisions of Article 69 or, in the case of an Additional Director, Article 70, shall, *mutatis mutandis*, be applied in the election of persons to fill such vacancy.

(d) Notice of the filling of any vacancy pursuant to the provision of this Article shall be sent to all Members as soon as reasonably practicable. Successful candidates shall take office on the completion of the ballot, or if only one candidate is proposed, on the closing date for the receipt of proposals.

73. (1) No person shall be eligible for election to the Board if he has attained the age of 70.

(2) A member of the Board shall give notice to the Secretary not less than three months before he attains the age of 70. His successor shall be appointed in the ballot of Members held pursuant to Articles 67, 68 and 69 next following the date on which he attains the age of 70, and he shall vacate his office forthwith upon the appointment of his successor. Acts done by a person as a member of the Board shall be valid notwithstanding that it is afterwards discovered that his appointment had terminated by virtue of this paragraph.

(3) Where a person retires by virtue of the last foregoing paragraph no provision for the automatic proposal or reappointment of retiring Directors shall apply to him.

74. Any person retiring as a Director pursuant to the Three Year Rule and who is not re-elected who has served a total period of 15 years as a member of the Board and any person retiring by virtue of Article 73 shall become an honorary Life Vice-President but such Life Vice-Presidency shall not carry with it any of the powers or obligations of membership of the Board.

#### Board Expenses

75. Directors and members of such other committees connected with the business of The League as the Board may from time to time approve shall be entitled to be paid their expenses of attending General Meetings, meetings of the Board and any such other committee. The expenses so payable may include first class rail travel, car mileage expenses and living expenses (inclusive of hotel and accommodation expenses) in respect of each day and night during which such persons are absent from home by reason of the attendances referred to above at such rate or rates as The League by ordinary resolution or the Board may from time to time decide.

### Contracts with Directors

76. The League shall not make a loan to any Director nor enter into any guarantee or provide any security in connection with a loan made to a Director by any other person, but nothing in this Article shall prohibit anything not prohibited by the Act.

77. 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.

78. No Director or intending Director shall be disqualified by his office from contracting with The League nor shall any such contract, or any contract or arrangement entered into by or on behalf of The League in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to The League for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship hereby established.

79. Any Director may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by The League or in which The League may be interested, as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or other officer or member of, or from his interest in, any such other company.

80. (a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with The League shall declare the nature of his interest at a meeting of the Board. In the case of a proposed contract the declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration, or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Board held after the Director becomes so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made the first meeting of the Board held after he is so appointed.

(b) A Director, having declared his interest in the manner specified in Article 80(a) shall, unless the interest is one that affects the Members of The League as a whole, not be counted in a quorum for the Board meeting nor be entitled to vote in any resolution concerning the subject matter of his declaration.

81. For the purpose of the last preceding Article a general notice given to the Board by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any

contract which may, after the date of the notice, be made with the company or firm shall (if such Director shall give the same at a meeting of the Board or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

82. The Board may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of The League, or of any company which is a subsidiary of The League or of a Member of The League or is otherwise allied to or associated with The League or any such subsidiary of such Member or who may be or have been Directors or officers of The League or of any such other company as aforesaid or any such Member and who hold or have held executive positions or agreements for service with The League or any such other company as aforesaid or any such Member, and the wives, widows, families and dependents of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interest and well-being of The League or of any such other company as aforesaid or any such Member or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid or any such Member.

83. The Board may (from time to time with the sanction of The League in General Meeting) exercise all the powers of The League to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities.

84. All cheques, promissory notes, drafts, bills of exchange and other negotiable, or transferable instruments, and all receipts for monies paid to The League shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

#### Proceedings of The Board

85. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The person elected as Chairman of the Board in accordance with Article 86 shall preside at all meetings of the Board, save that in his absence the Directors present shall elect a chairman. Questions arising at any meeting shall be determined by a majority of votes. In cases of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to

give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.

86. At the first Board Meeting after the election of new Board Members pursuant to Articles 66 to 70 inclusive in any year, the Board shall elect a Chairman to hold such office, subject as hereinafter provided, for the ensuing year. The Board may either:-

- (a) Elect such Chairman out of their own number; or
- (b) Elect an Independent Chairman, who shall not be a director or other officer of any Club or a holding company of any Club nor either by himself or with one or more associates, either directly or indirectly have any interest in the management or administration of any Club.

The first annual appointment of any person as an Independent Chairman pursuant to this Article 86(a) 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 meeting to consider the ratification of such appointment, the Independent Chairman shall have all the powers and duties of the Chairman and a director of The League as provided by these Articles and by law, even if, at such General Meeting as aforesaid, his election as Independent Chairman is not ratified

A Chairman appointed pursuant to paragraphs (a) or (b) shall also hold the title of President of The League. He shall be a Director of The League and may be removed from such office and from the office of Chairman 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.

87. The quorum necessary for the transaction of the business of the Board may be fixed by the Members in General Meeting and unless so fixed at any other number shall, for so long as there are six or more Directors holding office, be four. If the number of Directors holding office falls, for whatever reason, to less than five, the quorum shall be two. In the case of a meeting of the Board, in addition to the Directors present at such meeting, any Director in telephonic or video communication with the meeting shall be counted in the quorum. Further, if each of the Directors (sufficient to constitute a quorum) are in telephone or video communication with each of the other Directors, a meeting of the Board shall be deemed validly constituted.

88. Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest or otherwise than by virtue of his interest in shares or debentures or other securities of or otherwise in or through The League. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting. A Director with any interest in respect of which he is not entitled to vote,

shall leave the Meeting for the duration of the discussion and voting on such matter.

89. (a) Notwithstanding the preceding Articles, a Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:

- (i) the giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of The League or any of its subsidiaries or any Member;
- (ii) the giving of any security or indemnity to a third party in respect of a debt or obligation of The League or any of its subsidiaries or any Member for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- (iii) any proposal concerning any other company (including a Member) in which he is interested, or the holding company, subsidiary company or subsidiary of the holding company of any such company, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he is not the holder of or beneficially interested in 1 per cent or more of any class of the equity share capital of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this article to be a material interest in all circumstances);
- (iv) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes.

(b) If any question shall arise at any meeting as to the materiality of a Director's interest or as to his entitlement to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive except in case where the nature or extent of the interests of the Directors concerned have not been fairly disclosed.

(c) If any such question as is referred to in (b) above arises in relation to the Chairman of the meeting and is not resolved by his voluntarily agreeing to abstain from voting such question shall be determined by the other members of the Board on a majority vote and shall be final and conclusive as in (b) above. In the event of an equality of votes on such question, the Chairman shall not be entitled to vote or be counted in the quorum upon the matter in respect of which he has or may have an interest.

(d) The League may by ordinary resolution suspend or relax the provisions of this or the last preceding Article to any extent or ratify any transaction not duly authorised by reason of a contravention of such provisions.

90. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to these Articles as the quorum of the Board the continuing Director or Directors may act for the purpose of summoning general or other meetings of The League, but not for any other purpose.

91. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as effective as a resolution passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form each signed by one or more Director.

92. The Board may delegate any of their powers to committees consisting of such members or member of their body or to an officer or officers of The League or such other persons as they think fit. Any committee so formed or any officer or officers shall in the exercise of the powers so delegated conform to any conditions or requirements that may be imposed by the Board.

93. The meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by any conditions or requirements imposed by the Board under the last preceding Article.

94. All acts done bona fide by any meeting of the Board, or by a committee of the Board or by any person acting as a Director or by any officer shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office, or were not entitled to vote, or act be as valid as if every such person had been duly appointed, and was qualified and had been entitled to vote or act.

#### League Secretary

95. The Secretary shall be appointed and may be removed by the Board without prejudice to any claim for breach of any contract between the Secretary and The League.

96. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of The League authorised generally or specifically in that behalf by the Board.

### Seal

97. The Board shall provide for the safe custody of the seal and the seal shall never be used except by the authority of a resolution of the Board or of a committee of the Board authorised in that behalf by the Board. The Board may from time to time make such rules or other provisions as they think fit (subject to the provisions of these Articles in relation to share and debenture certificates) determining the persons and the number of such persons who shall sign every instrument to which the seal is affixed, and until otherwise so determined every such instrument shall be signed by one Director and shall be countersigned by the Secretary.

### Accounts

98. The Board shall cause proper books of account to be kept in accordance with the Act.

99. The books of account shall be kept at the Office, or (subject to the provisions of the Act) at such other place as the Board think fit, and shall always be open to inspection by the Directors. No Member shall have any right of inspecting any account or book or document of The League except as conferred by statute or authorised by the Board or by The League in General Meeting.

### Finance

100. (a) The League shall maintain an account ("the Pool Account") for the credit of which all the income of The League shall be received and out of which the sums hereafter provided will be paid.

(b) Monies received which are not the income of The League shall not be credited to the Pool Account but to a separate account or accounts.

(c) Income from the FA Challenge Cup Pool will be paid into the Pool Account.

101. The Board shall be empowered by levy or otherwise to require Members to contribute from time to time such sum or sums of money to the Pool Account as may be necessary for the proper conduct of the business of The League and for any liability which The League may assume being additional to the provisions of the Social Security Act and in respect of the authorised Benefit Scheme for Players and Club Executives.

102. (a) Within 10 days after the playing of each League Match, (all such matches being hereinafter referred to as "Relevant Matches") the Home Club shall pay to The League for the credit of the Pool Account an amount equal to 3% of its net gate and stand receipts for that Relevant Match together with a statement of their calculations thereof in a format prescribed by the Board.

(b) For the purpose of this Article "net gate and stand receipts" shall be deemed to mean the total proceeds derived from admitting persons to the ground at which the Relevant Match is played, less the expenses incurred for that Relevant Match of any printing, postage, advertising, gatemen, police, floodlighting (provided that for this purpose the expense of floodlighting shall not exceed £100 per match), contributions to First Aid helpers, clearing the ground of snow, and Value Added Tax.

Any Club having an "All Ticket" restriction imposed on its away fixtures or any other restriction imposed in relation to any fixture as a disciplinary order or alternatively as a self-imposed ban shall pay to the Home Club such sum as the Board shall determine which will form part of the net gate receipts for that match.

(c) Clubs issuing season tickets shall pay in addition to the payments set out in (a) above a further sum to The League for the credit of the Pool Account equal to 3% of the net proceeds of the sale of such tickets. In calculating such net proceeds, VAT and costs of printing of such season tickets may be deducted. Payments in respect of this provision together with a statement of the calculations thereof in a format prescribed by the Board shall be sent to the Secretary before the Club plays its last home League Match.

(d) If a Club admits spectators to Relevant Matches as part of hospitality arrangements, whereby no separate charge is made for admission, then for the purposes of this Article, each such spectator shall be deemed to have purchased a ticket at the highest price payable for a ticket at the Relevant Match.

103. There shall be paid out of the Pool Account:-

(a) such sums as are necessary to discharge the debts and financial obligations of The League;

(b) such sums as are provided for in these Regulations, determined by any General Meeting or determined by the Board as being payable to any Club or other organisation by way of prize money, gate receipts, gate compensation monies, television facility fees, donations or otherwise unless, under the Rules of any Cup Competition under the jurisdiction of The League, such sums are to be deducted from the proceeds of the relevant Cup Competition before payment of the balance of the proceeds to the Pool Account;

(c) such sums as are required to pay in each Season the basic award as hereinafter defined to each Club;

Provided that in the event of the income of The League, after payment of the sums referred to in (a) and (b) above, being insufficient to pay the basic award to each Club in full, then the payment to each Club shall abate rateably;

(d) such sums as are required to make payments to Clubs in accordance with the ladder principle, as hereinafter defined.



104. (a) "The basic award" shall mean for each Club and for each Season a sum equal to the amount which a Club in the equivalent division (however titled) received in respect of Season 1991-92 from the central funds of The League together with an increase each Season in accordance with the Retail Price Index provided always that there shall be 24 basic awards for each Division of The League Competition. In the event of there being fewer than 24 Clubs in any Division for the whole of a Season, the unallocated basic awards shall be divided equally between the remaining Clubs in the relevant Division. In the event of any Club ceasing to be a Member of The League during a Season, The League may, in its absolute discretion, pay out of the basic award which would otherwise have been payable had the Club in question completed its fixtures less any interim payment which has been paid to and not recovered from such Club, sums by way of compensation to Clubs in the relevant Division who in consequence of such Club's cessation of membership lose a Home Match. In the event of the divisions of The Football League being re-constituted then the Board shall determine how the basic award will be calculated in the light of the changes then made.

"Retail Price Index" shall mean the monthly index of retail prices maintained by the Department of Employment (or by any government department upon which duties in connection with such index shall have devolved) provided that:

(i) if any change occurs in the reference base used to complete the said index, the figures taken to be shown shall be the figure which would have been shown in the said index if the reference base current at the date thereof had been retained; or

(ii) if it becomes impossible by reason of any change in the method used to compile the said index or the said index being abolished (or for any other reason whatsoever) to apply the said index for the purposes herein contemplated then the increase or decrease in the amount of the basic award shall be in accordance with such arrangements determined by the Board as the Board considers to be a fair and reasonable increase or decrease for the purposes of these Regulations.

(iii) The increase or decrease in the Retail Price Index from one Season to the next shall be calculated by reference to the change in the Retail Price Index for the month of June in one year to June in the next year and shall be for such year immediately preceding the period in which the change is to take effect (eg the increase for the Season 1992-93 shall be based on the change in the Retail Price Index between June 1991 and June 1992).

(b) "The ladder principle" shall mean that after the payment of all sums in accordance with paragraph (a) of this Article the Board shall determine at the end of each Season how much of the remaining sum in the Pool Account shall be distributed to the Clubs (retaining in the Pool Account such amount as the Board shall consider prudent). Such distribution shall be made to each of the Clubs on merit based on League positions in The League Competition whereby the bottom Club in the

lowest Division will receive one share of such distribution and the top Club in the highest Division will receive the number of shares equivalent to the number of Clubs in The League in that Season with each intermediate Club receiving pro rata the number of shares corresponding to its overall League position. Any Club which ceases during a Season to be a Member of The League shall not be counted in determining the number of places on the ladder and such Club shall not be entitled to any payment under the ladder principle.

(c) The basic award and payment in accordance with the ladder principle will, notwithstanding any interim payment, pursuant to Article 106 only become due once a Club has completed in its entirety its fixture obligations to The League for the relevant Season save that should a Club retire as a Member to be replaced by the Champion Club of The Football Conference in accordance with the provisions of Regulation 29(f) of the Regulations the Board may reduce the incoming Club's entitlement to the basic award (but not its entitlement from the ladder principle) to 50% for the first Season of its membership of The League and may allocate the remaining part of such share to the retiring Club for that Season.

105. The League shall be entitled to deduct from each Club's entitlement under the ladder principle in any Season a levy equal to 10% of such entitlement ("the Ground Improvement Levy"), and pay the same into a separate account held by The League for ground improvements ("the Ground Improvement Account"). Each Club shall be entitled, upon such terms and in accordance with such procedures as the Board shall from time to time determine, to request The League to make payment from the Ground Improvement Account up to the amount of all Ground Improvement Levies deducted by The League pursuant to this Article and Regulation 50(i) from monies that would, but for the provisions of this Article and that Regulation, have been payable to that Club, for the purposes of ground improvement. The Board shall be empowered to make early payment from the Ground Improvement Account to any Club which ceases to be a Member of The League or any Club which can provide satisfactory evidence to the Board of completion of ground improvement work.

106. (a) The Board shall from time to time make interim payments from the Pool Account to any Club or Clubs of such amounts as it in its absolute discretion deems appropriate such sums being based on interim calculations and subject to amendment at any time.

(b) If as a result of any payment made under paragraph (a) above, a Club receives more than it is entitled for whatever reason to receive it shall repay the excess to The League forthwith on demand.

107. (a) In the case of all League Matches postponed through Football Association Cup Matches a Home Club that is not engaged in The Football Association Cup Competition shall be entitled to receive after the end of the relevant Season a sum in compensation, which shall be paid out of the Pool Account, that will bring the gross gate for such

League Match up to the average of the gross gates of all the League Matches it plays at home in that Season.

(b) In the case of all League Matches postponed from a Saturday through Football League Cup Matches a Home Club that is not engaged in The Football League Cup Competition shall be entitled to receive after the end of the relevant Season a sum in compensation, which shall be paid out of the Pool Account, that will bring the gross gate for such League Match up to the average of the gross gates of all the League Matches it plays at home in that Season.

No compensation shall be payable in respect of a Saturday League Match which is re-arranged for another Saturday.

108. (a) Any Club which defaults in making any payment due to The League or to another Club (hereinafter referred to as a "defaulting Club") shall, in addition and without prejudice to the next following provisions of this Article, be subject to such penalty as the Board in its absolute discretion shall determine.

(b) The Board shall be entitled to apply any sums standing to the credit of the Pool Account, which would otherwise be payable to a defaulting Club, in discharge of any debt due from the defaulting Club to The League, and/or to any of The League's subsidiaries, holding company or subsidiaries of that holding company (if any) or pension funds in such manner as the Board shall determine. Any balance remaining may be paid in settlement of the defaulting Club's indebtedness to another Club or, in the event of indebtedness to more than one Club, to and among all the creditor Clubs pro rata to the respective sums due.

109. (a) Where a Club sells match tickets on behalf of The League it will pay forthwith into the Pool Account the proceeds of sale and will send to the Secretary within 28 days of the match a final statement of account and ticket reconciliation and will pay into the Pool Account any balance due whether the Club has received payment or not.

(b) Within seven days of each match the League Secretary will send to each Club participating in such match 50% of his estimate of the amount which that Club will be entitled to receive out of the net gate receipts for that match.

### Notices

110. Any notice or document may be given or served by The League on any Member either personally or by sending it through the post in a pre-paid letter addressed to such Member at its address as appearing in the register of Members or to the Member care of the secretary or other officer of the Member.

111. All Members shall be incorporated under the laws of England and Wales.

112. Any Member present, either in person or by proxy, at any meeting of The League shall for all purposes be deemed to have received due notice of such meeting, and, where requisite, of the purposes for which such meeting was convened.

113. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which, before his name and address are entered in the register of Members, shall be duly sent to the last registered address of the person from whom he derives his title to such share.

114. Any notice or other document required to be served by The League on any Member, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted.

115. Any notice or document delivered or sent by post or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member be then in liquidation, and whether or not The League has notice of the liquidation of such Member, be deemed to have been duly served in respect of any share registered in the name of such Member, unless his name shall, at the time of the service of the notice or document, have been removed from the register of Members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested in the share.

116. If upon the winding up or dissolution of The League there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of The League, but shall be given or transferred to trustees to be held upon trusts for the benefit of old or incapacitated players or to such institution or institutions having objects wholly or partially similar to the objects of The League as shall be determined by the Members of The League at or before the time of dissolution or by the Board after such dissolution, or in default thereof by such Judge of the High Court of Justice as may have jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object.

## THE SCHEDULE

g the names of the Directors of The Football League Limited as  
vided for in Article 70 of the Articles of Association adopted on  
th June 1992.

<u>Director</u>	<u>Regional Group Represented</u>
T Robinson	Group 1
W G McKeag	Group 2
A S Webb	Group 3
K J Reames	Group 4
D G Hammond	Group 5
J W T Hill	Group 6

## Names, Addresses and Description of Subscribers

JOHN J. BENTLEY  
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T. H. SIDNEY  
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JOHN LEWIS  
Old Grammer School, Blackburn, Carriage Builder

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Tavistock Chambers, Nottingham, Agent

WILLIAM McGREGOR  
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JOHN McKENNA  
28 Nuttall Street, Liverpool, Vaccination Officer

GEO. H. LEAVEY  
49 Highbury New Park, N. Hosier and Outfitter

CHAS. E. SUTCLIFFE  
Alder Grange, Rawtenstall, Solicitor

Witness to the signatures of all the above named subscribers:

THOS. CHARNLEY  
13 Winckley Street, Preston  
Secretary to the Football League.

Dated the 4th day of March, 1904.