

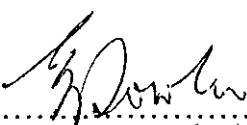
THE FOOTBALL LEAGUE LIMITED

(Company No. 80612)

SPECIAL RESOLUTIONS

passed 17 June 2000

At the Annual General Meeting of The Football League Limited, the attached Resolutions were passed as Special Resolutions in relation to the changes to the articles of association.


.....
K.T. Bowler
Chairman of the Annual General Meeting

We certify this to be a true
copy of the original
H e
22.08.00



RESOLUTIONS

(Annual General Meeting)

Notes:

- 1 An ordinary resolution requires a vote of a majority of the Clubs present and voting either in person or by proxy.
- 2 A special resolution requires a vote of 75% of the Clubs present and voting either in person or by proxy.
- 3 The Chairman of the Meeting has a casting vote in the event of a tied vote on an ordinary or a special resolution.
- 4 A resolution to change a Regulation requires a vote of a majority of the Clubs present and voting in person or by proxy:
 - 4.1 a majority of all Clubs; and
 - 4.2 a majority of the Clubs in the First Division.

Proposed Changes to the Articles of Association

Special Resolutions (note 2)

PRESENT ARTICLE

Article 34

The Board will nominate the persons who are to represent The League and its interests on outside bodies such as the FA Council and other Football related bodies.

PROPOSED CHANGE

Proposed by the Board:

Insert the following new Articles 34.2 and 34.3:

34.2 *Where a person is nominated as a director of The Football Association, his term of office on the FA Board will be 3 years. He will only be replaced by The League, if the Club of which he is a director, is either promoted to The FA Premier League or relegated to the Football Conference, or he ceases to be a Director of The League under the provisions of Article 31 (excluding 31.1.1 and 31.1.2), or he ceases to be a director of The Football Association under the provisions of the FA's articles of association.*

34.3 *Where, subject to Article 34.2, a person remains as a director of The Football Association having ceased to be a Director of The League, that person will be entitled to receive all Board papers and attend League Board meetings. He will not count in the quorum and will not be entitled to vote. Otherwise he will have the status of a director of The League.*

PRESENT ARTICLE

Article 57.3

As at 31 December and again before its last League Match, each Member Club shall pay to The League for the credit of the Pool Account, a sum equal to 3% of the net proceeds of the sale of season tickets. The Member Club will send with the payment, a statement in the form required by the Executive, showing its calculations. Any Member Club making late payment shall pay interest to The League at the rate of 1 per cent per day on the outstanding sum from the due date to the actual date of payment.

PROPOSED CHANGE

Proposed by the Board:

Delete the words underlined

PRESENT ARTICLE

Article 69.1

Where a Member Club sells match tickets on behalf of The League, it shall pay the proceeds of sale which are in the form of cash and cheques, directly into the Pool Account immediately. Where the proceeds are in the form of credit card payments into the Club's account, the Club shall pay those receipts into the Pool Account within 10 days of the match.

PROPOSED CHANGE

Proposed by the Board:

Replace 'match' with '*credit card transaction*'.

PRESENT ARTICLE

Article 69.2

Within 28 days of the match, the Member Club shall send to the Executive a final statement of account and ticket reconciliation and will pay into the Pool Account any balance due to The League. This applies whether or not the Club has itself been paid. Any Club making late payment shall pay interest to The League at the rate of 1 per cent per day on the outstanding sum from the due date to the actual date of payment.

PROPOSED CHANGE

Proposed by the Board:

Replace '28 days' with '14 days'

Delete the words underlined

PRESENT ARTICLE

PROPOSED CHANGE

Proposed by the Board:

Article 70

70.1 Where a Member Club defaults in making any payment due to any of the following persons, the Member Club ('Defaulting Club') shall be subject to such penalty as the Board may decide and subject also to Article 70.2:

70.1.1 the League and The FA Premier League;

Insert in Article 70.1.1: *'the Football Association'*

PROPOSED CHANGE TO THE ARTICLES AND TO THE REGULATIONS

SPECIAL RESOLUTION (note 2)

PRESENT ARTICLE/REGULATIONS

PROPOSED CHANGE

Proposed by the Board:

That the Executive be authorised to make such consequential deletions, alterations, additions and renumbering to the Articles of Association and the Regulations to give effect to the Resolutions passed at this meeting provided that all such changes are within the spirit of such Resolutions.