

Edinburgh 27 August 2014
Certified a true copy of the original.
ROBIN M. IOWAN LLB(Hons) DipLP
Company Secretary.

SCOTTISH RUGBY UNION PLC

SC132061

THURSDAY



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SCT

28/08/2014

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COMPANIES HOUSE

WRITTEN SPECIAL RESOLUTION OF THE MEMBERS OF THE COMPANY

We, being all the members of Scottish Rugby Union plc (SC132061) (the "Company"), hereby **RESOLVE THAT**, subject to the consent of the members of Scottish Rugby Union being obtained in accordance with Article 92.3 of the Company's Articles of Association, the following Resolution be passed as a Special Resolution of the Company:

THAT the following amendments to the Articles of Association of the Company be and are approved:

- (i) **THAT** Article 47 be amended by deleting the first sentence and substituting the following:

"The directors of the company shall comprise four independent non-executive directors, four directors elected by and from the Scottish Rugby Council and up to four executive directors."

- (ii) **THAT** Article 47.1 be amended by inserting the following after the word "shall" where it appears in the second sentence:

", if considered appropriate,"

- (iii) **THAT** Article 47.2 be deleted in its entirety and replaced with the following:

"47.2 The executive directors shall be the person who holds the position of Chief Executive and up to three other full time employees of the Union whose appointments will be determined by the Scottish Rugby Board after recommendation from the Nomination Committee."

- (iv) **THAT** Article 47.3 be deleted in its entirety and replaced with the following:

"47.3 Each member of the Scottish Rugby Board who is a non-executive director elected from the Scottish Rugby Council shall be appointed for a period of three years, subject to the Bye-Laws of the Union. Such member is eligible for re-appointment following an initial term of appointment but may not be re-appointed after serving six years as a non-executive director, whether continuously or as the aggregate of a series of shorter periods, without the expiry of a period of three years. Prior years' service will continue to count towards the maximum period of six years until a three-year period out of office has elapsed since the most recent of those prior years."

Trustee

For and on behalf of

The Scottish Rugby Union Trust

(formerly known as the Football Union Trust)

Graham A Ireland

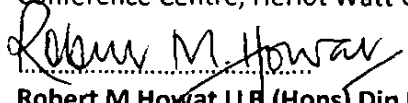
Date: 14 AUGUST 2014

Date: 14 / August / 2014

**CERTIFIED COPY MOTION OF THE MEMBERS OF THE SCOTISH RUGBY UNION
APPROVAL OF CHANGES TO SCOTTISH RUGBY UNION PLC ARTICLES OF ASSOCIATION**

Edinburgh 27 August 2014

I certify that the following motion was duly passed at a properly convened and quorate Annual General Meeting of the members of the Scottish Rugby Union held at the Edinburgh Conference Centre, Heriot Watt University on 16 August 2014.


Robert M Howat LLB (Hons) Dip LP
Secretary
Scottish Rugby Union

"Motion 14

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" , if considered appropriate, "
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RMH