

**The Football League Limited**  
**Registered Number 0080612**

**Notice of Passing of Special Resolutions**

Take Notice that at the Annual General Meeting held on the 12<sup>th</sup> June 2009 The Football League Limited passed three special resolutions as follows: -

**Resolution One**

To amend Articles 37 to 50 to read as follows: -

**AUTHORISATION OF CONFLICTS OF INTERESTS**

- 37 For the purposes of Section 175 of the 2006 Act, the Directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a Director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of The League.
- 38 The power of the Directors to authorise any matter under Article 37 applies (but is not limited) to the appointment (whether past, present or future) of Directors to represent The League on other bodies in accordance with the provisions of Article 34.
- 39 Authorisation of a matter under Article 37 shall be effective only if: -
- 39.1 the matter in question shall have been proposed in writing for consideration at a meeting of the Directors in accordance with the Board's normal procedures or such other manner as the Directors may determine;
- 39.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question (or any other interested Director); and
- 39.3 the matter was agreed to without such Director (or Directors) voting, or would have been agreed to if the votes of any interested Directors had not been counted.
- 40 Any authorisation of a matter under Article 37 shall be subject to such conditions, limitations and/or terms as the Directors may determine, whether at the time such authorisation is given or subsequently, and may be varied or revoked by the Directors at any time and at their absolute discretion. The Director(s) shall notify the Board as soon as practicable of any significant change in the circumstances proposed for consideration under Article 39.1. Subject to any such conditions, limitations and/or terms imposed by the Directors, any authorisation given shall be deemed to be given to the fullest extent permitted by the Acts. A Director shall comply with any obligations imposed on him by the Directors pursuant to any such authorisation.

**TRANSACTIONS WITH THE COMPANY**

- 41 If a Director is interested in any contract or arrangement (or proposed contract or arrangement) with The League either directly or indirectly, he must notify the other Directors of his interest and the nature of it. He must do this at the Board meeting at which the contract or arrangement is first considered, or if he did not know he had an

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interest in the contract or arrangement when it was first considered, at the first meeting of the Board after he becomes aware of his interest.

- 42 It will be enough for the Director to give a general notice to the Board stating that:
  - 42.1 he is a shareholder of a specified company or member of a firm and is interested in any transaction made with that company or firm after the date of the notice;
  - 42.2 he is an officer of a Member Club; or
  - 42.3 he is interested in any transaction between The League and a specified person who is 'connected' with him which may be made after the date of the notice. (Section 346 of the Companies Act says when a person is to be regarded as connected with another person).
- 43 The notice will not be effective unless it is either given at a Board meeting or the Director giving the notice takes reasonable steps to make sure that it is discussed at the next Board meeting after it has been given.
- 44 If the Acts allow, and subject to notice having been given as required under Articles 41 and 42, a Director can:
  - 44.1 enter into any contract or arrangement with The League. This applies whether he does this as an officer of another company or as an individual;
  - 44.2 act for The League in a professional capacity, either alone or through his firm, and the Director or his firm can be paid for professional services as though he were not a Director; and
  - 44.3 have any kind of interest in any existing or proposed contract or arrangement with The League.
- 45 The Director will not be disqualified from acting as a Director of The League and any such contract or arrangement will be valid and cannot be challenged on the basis of the Director's interest.
- 46 Notwithstanding the foregoing, neither a Director nor his firm can be The League's Auditor.
- 47 If the Director has declared his interest at a Board meeting as required by these Articles and the Acts, a Director does not have to pay to The League or the Member Clubs any fees, profits or other benefits he makes as a result of that contract or arrangement, and any such contract or arrangement shall not be liable to be avoided on the grounds of any such fees, profits or other benefits.
- 48 Subject to the provisions of Article 49 below, a Director cannot vote or be counted in the quorum, on a Board resolution in relation to any contract or arrangement of any kind in which he has a material interest. In deciding whether a Director has a material interest, any interest of any person connected with him must be taken into account.
- 49 A Director can vote, and be counted in the quorum, on a resolution about any of the following things, as long as the only material interest he has in the resolution is one of the following:
  - 49.1 a contract or arrangement which affects the Member Clubs as a whole; or
  - 49.2 a contract or arrangement between The League and any company in which the Director holds or is beneficially interested in 1 per cent or less of the equity share capital of that company.

- 50 If any question comes up at a Board meeting about whether a Director has a material interest, or whether he can be counted in the quorum or vote, the question will be decided by the Board. For these purposes, the Director in question will not be counted in the quorum and cannot vote on the resolution.

### **Resolution Two**

**Insert the following into Article 69 (as renumbered)**

69.1.3 The amounts of: -

69.1.3.1 £22.6m referred to in Article 67; and

69.1.3.2 £33m and £67m referred to in Article 69.1,

shall be adjusted in the Season that each new domestic "live" broadcast agreement (each a 'Broadcast Agreement') comes into effect, in accordance with the calculation set out in Article 69.1.4 below, for the duration of that Broadcast Agreement.

69.1.4 The amount of the adjustment will be calculated as follows: -

69.1.4.1 for the duration of the 2009 Broadcast Agreement, by a percentage equal to the increase (or decrease) in Headline Index of Retail Prices issued by the Office of National Statistics from time to time ('RPI') between December 1998 and December 2008;

69.1.4.2 for the duration of the Broadcast Agreement taking effect immediately after the expiry of the 2009 Broadcast Agreement, by a percentage equal to the increase (or decrease) in RPI between:-

(a) December 2008; and

(b) the December of the final Season of the 2009 Broadcast Agreement; and

69.1.4.3 for the duration of subsequent Broadcast Agreements, on a similar basis to the calculation set out in Article 69.1.4.2 above with appropriate adjustments to the dates used for calculating the change in RPI to have regard to the dates of each successive Broadcast Agreement.

### **Resolution 3**

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 in the spirit of such Resolutions.

**Dated 15<sup>th</sup> June 2009**

**T S Detko  
Company Secretary**