

Company Number 109244

THE COMPANIES ACT 1985 to 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
THE ARSENAL FOOTBALL CLUB PLC

Passed 2nd September 1999

At the ANNUAL GENERAL MEETING of the Company duly convened and held at Arsenal Stadium, Avenell Road, Highbury, London N5 1BU on 2nd September 1999 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Articles of Association of the Company be varied as follows:

- (a) By the deletion of Article 98(e) and inserting in its place the following sub-article:

“The office of a Director shall be vacated if such person is subject to a decision of The Football Association Limited that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a Football Club”

- (b) By the addition of the following heading and new Article after Article 81:

“Rules and Regulations of The Football Association Limited

- 81.A The Rules and Regulations of The Football Association Limited for the time being shall be deemed to be incorporated herein and shall prevail in the event of any conflict with the provisions set out herein.



- (b) No proposed alteration to the provisions set out herein shall be effective unless the proposed alteration has been approved in writing by The Football Association Limited 14 days or more before the day on which the alteration is proposed to take place”
- (c) By the deletion of Article 127 and the insertion in its place of the following Article:

“127. On the winding-up of the Company the surplus assets shall be applied, first, in repaying the Members the amount paid on their shares respectively. If such assets are insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called up on their shares respectively. No Member shall be entitled to have any call upon other Members for the purpose of adjusting the Members’ rights; but where any call has been made and has been paid by some of the Members such call be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves.

If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid upon their shares, the balance shall be given by the Members of the Company, at or before the time of dissolution as they shall direct, to The Football Association Benevolent Fund, or to some club or institute within the area of the Greater London Authority having objects similar to those set out in the Memorandum of Association or to any local charity, or charitable or benevolent institution situate within the area of the Greater London Authority.

In default of any such decision or apportionment by the Members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution and as he shall determine.

Alternatively such balance may be disposed of in such other manner as the Members of the Company with the consent of the Council of The Football Association Limited, as then existing, shall determine”



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P. D. HILL-WOOD
CHAIRMAN