

.....
.....
.....

Company Limited by Guarantee

(COPY)

SPECIAL RESOLUTIONS

(Pursuant to "The Companies Act, 1948")

of the

Scottish Football Association Limited.

Passed 12th May, 1997

At an EXTRAORDINARY GENERAL MEETING of the above-named Association, duly convened and held at the Moat House International Hotel, Congress Road, Glasgow, G3 8QT, on Monday, 12th day of May, 1997, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

That the Memorandum of Association of the Association be and is hereby altered by:-

deleting in Clause 3, sub-paragraph (7) the word "professional" and inserting in its place the following words:-

"non-amateur"

That the Memorandum of Association of the Association be and is hereby altered by:-

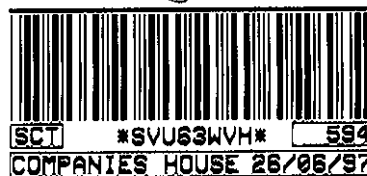
inserting in Clause 3 a new sub-paragraph (4) as follows and re-numbering the existing sub-paragraph (4) and subsequent numbered sub-paragraphs accordingly:-

"(4) *To promote organisations designed to foster in all its branches the development of the game of football, training and regulation of players and referees, sportsmanship, security in relation to spectating and all other aspects of the game by subscribing for shares, loan stock, warrants or other instruments in such organisations, or becoming involved as a member of unincorporated organisations and to facilitate the drafting and adoption of the Constitution or Memorandum and Articles of Association of such organisations.*"

That the Articles of Association of the Association be and are hereby altered by:-

deleting in Article 1 in the definition of "match official", the words "a linesman" and inserting in their place the following words:-

"an assistant referee"



That the Articles of Association of the Association be and are hereby altered by:-

inserting in Article 1 in the list of words and meanings, in alphabetical sequence, the following words and meaning:-

"Referee Supervisor" shall mean a person appointed by the Referee Committee in consultation with the Chief Executive to fulfil the duties and powers assigned to him by the Referee Committee;"

That the Articles of Association of the Association be and are hereby altered by:-

inserting in Article 1 in the list of words and meanings, in alphabetical sequence, the following words and meaning:-

"Registration Scheme for Referees" shall mean the roll maintained by the Association of all qualified and registered referees in membership of a referees' association who participate in Association Football under the jurisdiction of the Association;"

That the Articles of Association of the Association be and are hereby altered by:-

inserting in Article 10 in the first paragraph and immediately after the words "Official Return" at the end of the first sentence the following words:-

"and shall notify in writing without delay any subsequent changes to the details contained in such Official Return to the Secretary."

That the Articles of Association of the Association be and are hereby altered by:-

inserting in Article 10.1 in the first sentence and immediately after the words "another ground" the following words:-

"or take any step which shall have a bearing upon its occupancy of its registered ground".

That the Articles of Association of the Association be and are hereby altered by:-

deleting in Article 41(2) the words "within the last 3 years preceding such nomination" and inserting in their place the following words:-

"and have attended at least twelve meetings of the Council within the last 5 years preceding such nomination;"

That the Articles of Association of the Association be and are hereby altered by:-

deleting in Article 56(3) the figure "£5,000,000" and inserting in its place the following figure:-

"£10,000,000"

That the Articles of Association of the Association be and are hereby altered by:-

deleting the existing text of Article 65 and inserting in its place the following text:-

"The Council may by vote resolve itself into a Committee of the whole Council. The Council may also delegate any of its powers to Committees consisting of members of the Council and such Committees may, with the exception of the Committee, if any, established to supervise the refereeing aspects of the game ("the Referee Committee"), in turn delegate powers to sub-committees of its members and other co-opted persons. The Referee Committee shall be entitled to delegate its powers to sub-committees of its members and other co-opted persons and such sub-committees shall themselves be entitled to delegate powers to further sub-committees which shall in turn be entitled to delegate powers to sub-committees. For the avoidance of doubt, membership of all sub-committees associated with the Referee Committee shall be open to and may be formed entirely of co-opted persons who need not be members of the Council.

Any Committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it in the case of a Committee by the Council or in the case of a sub-committee by the Council or by the relevant Committee or in the case of a sub-committee formed by a sub-committee, by the Council, by the relevant Committee or by the sub-committee which established it."

That the Articles of Association of the Association be and are hereby altered by:-

deleting in Article 68 the words "for trial matches and" where they appear in the first sentence immediately after the word "players".

That the Articles of Association of the Association be and are hereby altered by:-

deleting in Article 80.6 the words "an event which requires but does not have the Association's approval" and inserting in their place the following words:-

"a match or an event which requires but does not have the approval of the Association or another National Association".

That the Articles of Association of the Association be and are hereby altered by:-

deleting in Article 85.4, sub-paragraph (4) the figure "28" and inserting in its place the following figure:-

"84".

That the Articles of Association of the Association be and are hereby altered by:-

inserting in Article 85.4, sub-paragraph (4), section (ii) immediately following the word "FIFA" the following words:-

"or by UEFA as the case may be."

That the Articles of Association of the Association be and are hereby altered by:-

(1) deleting Article 114.2 in its entirety,

and

(2) re-numbering existing Article 114.3 as Article 114.2.

That the Articles of Association of the Association be and are hereby altered by:-

inserting in Article 145 immediately following the third sentence a new fourth sentence as follows:-

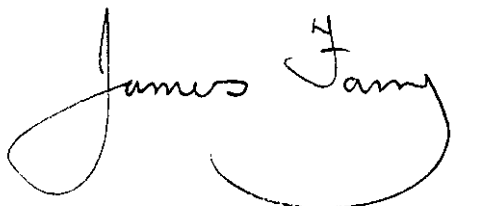
"A Form 'S' which is lodged with the Secretary and which for any reason is found to be unacceptable shall be considered to be invalid and shall be retained by the Secretary."

That the Articles of Association of the Association be and are hereby altered by:-

inserting in Article 152 immediately following the third sentence a new fourth sentence as follows:-

"A Form 'X' which is lodged with the Secretary and which for any reason is found to be unacceptable shall be considered to be invalid and shall be retained by the Secretary."

BY ORDER OF THE COUNCIL,

A handwritten signature in black ink, appearing to read "James Jamy". The signature is fluid and cursive, with a large loop at the end.

Chief Executive/Company Secretary.

Registered Office:
6 PARK GARDENS,
GLASGOW G3 7YF
16th May, 1997