

Company Limited by Guarantee

SC 5453

(COPY)

SPECIAL RESOLUTIONS

(Pursuant to "The Companies Acts, 1862 - 1985")

of

The Scottish Football Association Limited.

Passed 4th February, 2000

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 Friday, 4th February, 2000, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

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

- i) re-numbering existing Article 39.2 as Article 39.3 and by inserting the following wording as a new Article 39.2:-

"If, for any reason, the office of President or of First Vice-President or of Treasurer becomes vacant the Council either on its own or on the requisition of the members in accordance with the Act may convene an Extraordinary General Meeting to elect a candidate to fill such vacant office.

Articles 40 and 42 shall not apply to the nomination or election of a candidate pursuant to this Article. The nomination of any candidate for the vacated office of President, First Vice-President or of Treasurer shall state the office to which such candidate seeks to be elected and shall be submitted by recorded delivery letter to the Secretary at any time up to and including the date to be set by the Council for receipt of such nominations prior to the date of the convened Extraordinary General Meeting to fill such vacant office and the Secretary shall, within 7 days thereafter, issue to the members entitled to receive notice of such an Extraordinary General Meeting the names of the candidates for office. For the avoidance of doubt the provisions of Articles 41 and 43 shall apply to the nomination of a candidate pursuant to this Article.

The provisions of article 32.1 shall apply to any election to the office of President, or First Vice President, or Treasurer, pursuant to this Article save that the references to "Annual General Meeting" shall be deleted and replaced by the words "Extraordinary General Meeting".

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Any candidate elected pursuant to this Article shall be deemed to retire at the next Annual General Meeting at which the Honorary Office Bearers and the Office Bearers elected pursuant to Article 39 retire."

- ii) deleting the text of Article 51.1 in its entirety and inserting in its place the following text:-

"If, for any reason, the office of President or of First Vice-President or of Treasurer becomes vacant and such office or offices is or are not filled by a candidate elected pursuant to Article 39.2, the Council shall on the recommendation of the Executive Committee be entitled to appoint one of the members of the Council to such vacant office."

- iii) inserting in Article 53 immediately after the words "provided in", the following words and figures:-

"Article 39.2 or"

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

inserting a new Article 59.1 as follows:-

"Without prejudice to the provisions of Article 59.1, the Council shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Honorary Office Bearers, Office Bearers, ordinary members of the Council, co-opted persons, Secretary, or other officer or employee of the Association, or of any other company in which the Association or any of the predecessors of the Association has any interest whether direct or indirect or which is in any way allied to or associated with the Association, or of any subsidiary undertaking of the Association or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Association or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Association or any such other company, subsidiary undertaking or pension fund."

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

- i) deleting in Article 39, in the first sentence, the words "whom the Scottish Premier League shall be entitled to nominate and whom it shall choose from amongst its representatives" and inserting in their place the following words:-

"whom the Scottish Premier League and the Scottish Football League shall be entitled, in rotation, to nominate and whom they shall choose from amongst their respective representatives".

- ii) deleting in Article 39, in the first sentence, the words "such management committee" and inserting in their place the following words:-

"the Board or management committee of the body nominating the Second Vice-President".

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

- i) deleting the text of Article 47.1 in its entirety and inserting in its place the following text:-

"The Secretary shall immediately after those Annual General Meetings succeeding which a new Council will be formed, but not earlier than 10 days after the date of issue of nomination forms to Affiliated Associations as prescribed in Article 46.2, send a nomination form to each of the Scottish Football League and the Scottish Premier League. The form shall be completed and returned as soon as possible thereafter to the Secretary to be received by him in any case not later than 30th June following."

- ii) deleting the text of Article 48.1 in its entirety and inserting in its place the following text:-

"The Secretary shall immediately after those Annual General Meetings succeeding which a new Council will be formed, but not earlier than 10 days after the date of issue of nomination forms to Affiliated Associations as prescribed in Article 46.2, send a nomination form to each League which is entitled to nominate one representative to the Council. The form shall be completed and returned as soon as possible thereafter to the Secretary to be received by him in any case not later than 30th June following."

- iii) deleting the text of Article 49.3 in its entirety and inserting in its place the following text:-

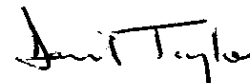
"The Secretary shall immediately after those Annual General Meetings succeeding which a new Council will be formed, but not earlier than 10 days after the date of issue of nomination forms to Affiliated Associations as prescribed in Article 46.2, send a nomination form to each Affiliated National Association. The form shall be completed and returned as soon as possible thereafter to the Secretary to be received by him in any case not later than 30th June following."

BY ORDER OF THE COUNCIL,

Registered Office:

6 PARK GARDENS,
GLASGOW G3 7YF.

14th February, 2000.



Company Secretary