

5453

Company Limited by Guarantee

(COPY)



SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited

Passed 1st June 2007

At an EXTRAORDINARY GENERAL MEETING of the above named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Friday, 1st June 2007, the subjoined Special Resolutions were passed

SPECIAL RESOLUTIONS REFERRED TO

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

Inserting within Article 1, within the existing definition of "the Act", at the end of the existing terms of the definition, the following wording

"or, when such legislation is repealed and the provisions of the Companies Act 2006 are brought into force, the Companies Act 2006,"

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

Inserting within Article 1, after the definition of "Annual General Meeting" and before the definition of "the Articles" the following new definition

"the Anti Doping Charter" shall mean the Anti Doping Charter of the Association which came into force on 12 December 2006 as such shall be amended by the Board from time to time,

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

Deleting within Article 1, within the existing definition of "Association Football", the words "the International Football Association Board" and replacing them with the following

“IFAB,”

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

Inserting within Article 1, after the definition of “the Board” and before the definition of “the Challenge Cup Competitions” the following new definition

“Category” shall mean (i) female or male gender, (ii) colour, race, nationality (including citizenship) or ethnic or national origin, (iii) membership of a religious group or of a social or cultural group with any perceived religious affiliation, (iv) sexual orientation, (v) transgender identity, and (vi) disability,

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

Inserting within Article 1, after the definition of “co opted person” and before the definition of “the Council” the following new definition

“Conduct” shall mean conduct which is violent where there is (i) actual, attempted or threatened physical violence against a person or persons, or (ii) intentional damage to property,

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

Inserting within Article 1, after the definition of “the Directors” and before the definition of “Disciplinary Procedures” the following new definition

“disability” shall mean physical or mental impairment of any kind,

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

Inserting within Article 1, after the existing definition of “Disclosure” and before the existing definition of “the East of Scotland Football League” the following new definition

“Disorderly Conduct” shall mean (i) conduct which stirs up or sustains or is likely or designed to stir up or sustain, hatred, or ill will against or towards a group of persons based on their membership or presumed membership of a group defined by reference to a Category or against an individual who is or is presumed to be, by the person or persons engaged in the Conduct, to be a member of such group, (ii) using threatening, abusive, or insulting words or conduct, or (iii) displaying any writing or other thing which is threatening, abusive or insulting,

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

Inserting within Article 1, after the existing definition of “the Honorary Vice President” and before the existing definition of “Insolvency Event” the following new definition

“IFAB” shall mean the International Football Association Board,

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

Inserting within Article 1, after the existing definition of “insolvency practitioner” and before the existing definition of “junior club” the following new definition

“International Match Calendar” shall mean the calendar of fixed dates, approved by FIFA, for the playing of matches by national teams of confederations of FIFA and of member associations,

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

Inserting within Article 1, after the existing definition of “match official” and before the existing definition of “member” the following new definition

“Medical Committee” shall mean the Standing Committee under that title formed in terms of Article 63 and so identified in the Standing Orders of the Board,

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

Deleting within Article 1, in the existing definition of “recognised football body”, the numbers “78” and “78 1” which appear in the middle and the end of the definition and replacing them with the following number

“79”

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

Inserting within Article 1, after the existing definition of “Referee Categories for Senior Football” and before the existing definition of “Referees’ Association” the following new definition

“Referee Committee” shall mean the Standing Committee under that title formed in terms of Article 63 and so identified in the Standing Orders of the Board,

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

Inserting within Article 1, after the existing definition of “Referees’ Association” and before the existing definition of “regional representatives from youth football” the following new definition

“Referees’ Association Manager” shall mean a person appointed by the Referee Committee 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 within Article 1, after the existing definition of “Referees’ Association Manager” and before the existing definition of “regional representatives from youth football” the following new definition

“Referee Observer” shall mean a person appointed by the Referee Committee 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 within Article 1, after the existing definition of “Registration Scheme for Referees” and before the existing definition of “the Scottish Football League” the following new definition

“Religious Group” shall mean a group of persons defined by reference to their religious belief or lack of religious belief, membership of or adherence to a church or religious organisation, support for the culture and

traditions of a church or religious organisation and/or participation in activities associated with such a culture or such traditions,

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

Inserting within Article 1, after the existing definition of “Standing Orders” and before the existing definition of “UEFA” the following new definition

“transgender identity” shall mean any one or more of transvestism, transsexualism, inter sexuality or change of gender,

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

Inserting within Article 1, after the existing definition of “UEFA” the following new definition

“Unacceptable Conduct” shall mean Conduct and/or Disorderly Conduct as the context so requires,

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

Deleting within the existing text of Article 3 the words “respect the statutes, regulations, directives, codes and decisions of FIFA, UEFA and the Court of Arbitration for Sport” in the second sentence and replacing them with the following words

- (1) comply with the statutes, regulations, directives, codes and decisions and the International Match Calendar of FIFA, UEFA and the Court of Arbitration for Sport and the Laws of the Game issued by IFAB,
- (2) recognise the jurisdiction of the Court of Arbitration for Sport as specified in the relevant provisions of the FIFA Statutes and the UEFA Statutes,
- (3) use its best endeavours to the extent legally permissible to procure that in the final instance any dispute arising under these Articles (and which is referred to it) is determined by arbitration pursuant to Article 135, and
- (4) use its best endeavours to ensure that the leagues, clubs, players, officials, match and players’ agents under its jurisdiction – through their statutes, licences, regulations or any other written document – acknowledge and accept all the above mentioned obligations and agree to be bound by and observe these Articles

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

Deleting the existing text of Article 5 in its entirety and replacing it with the following text

- 5 All members shall be subject to and shall comply with the Articles and any statutes, regulations, directives, codes, decisions and International Match Calendar promulgated by the Board or by a Standing Committee, committee or sub committee thereof, or by FIFA or UEFA or by the Court of Arbitration for Sport

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

Deleting the existing text of Article 5 1 in its entirety and replacing it with the following text

- 5 1 (a) Each member shall procure that its officials and its players observe the Articles and the statutes, regulations, directives, codes, decisions and International Match Calendar promulgated by (a) the Board or by any Standing Committee, committee or sub committee thereof, or (b) by FIFA or (c) by UEFA or (d) by the Court of Arbitration for Sport

- 5 1 (b) Each member shall use its best endeavours to ensure its employees (other than its officials or players) observe the Articles and the statutes, regulations, directives, codes, decisions and International Match Calendar promulgated by (a) the Board or by any Standing Committee, committee or sub committee thereof, or (b) by FIFA or (c) by UEFA or (d) by the Court of Arbitration for Sport

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

Deleting within the existing text of Article 10(6) the words “the” and “Bureau” and replacing the latter word with the following word

“Scotland”

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

Inserting within the existing text of Article 10, within the second paragraph thereof, after the words “amendment thereto” and before the words “thereby agree to be bound” the following wording

“, or such other persons as are deemed or determined to constitute officials,”

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

- (i) Deleting within the existing text of Article 14 1, after the words “the foregoing” the words “a club or nominee of a club” and replacing them with the following words

“the person”

- (ii) Deleting within the existing text of Article 14 1, the word “its” where it appears twice and replacing both references with the following word

“his”

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

- (i) Deleting within the existing text of Article 39 2, within the second sentence, after the words “elected to” the word “same” and replacing it with the following word

“serve”

- (ii) Deleting within the existing text of Article 39 2, within the third sentence, after the words “of the limitation”, the word “as” and replacing it with the following word

“on”

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

Deleting within the existing text of Article 46 3(9) the words “the” and “Bureau” and replacing the latter word with the following word

“Scotland”

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

Deleting within the existing text of Article 49 the word “the” where it appears at the beginning of the fourth line and the word “Association” where it appears after “Scottish Women’s Football”

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

Deleting within the existing text of Article 54(10) the words “the” and “Bureau” and replacing the latter word with the following word

“Scotland”

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

Inserting within the existing text of Article 56(2) after the word “President,” the following words

“the First Vice President,”

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

Deleting within the existing text of Article 58 1, after the word “Article”, the number “58 1” and replacing it with the following number

“58”

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

Deleting within the existing text of Article 60 6, after the word “meeting ” where it appears after the second sentence, the following wording

“If any Director of Directors who are present at such adjourned meeting shall constitute a quorum ”

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

Inserting within the existing text of Article 63, a new sub paragraph as follows

The Medical Committee which the Board may establish from time to time pursuant to the Anti Doping Charter may comprise such members as the Board considers appropriate who need not necessarily be members of the Council or otherwise connected with the Association

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

Inserting a new Article 63 7 as follows

63 7 It shall be deemed serious misconduct for any member directly or indirectly to offer any bribe, consideration or other improper inducement to a member of Council, to a person co opted to a Standing Committee or sub committee of the Board for the purpose of procuring a vote, and for any member of the Council or such co opted person to accept such offer The Board shall impose such penalty as it considers appropriate for any breach of this Article

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

Inserting a new Article 63 8 as follows

63 8 All or any of the members of a Standing Committee may participate in a meeting of the Standing Committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other and provided the relevant quorum is participating as aforesaid (notwithstanding that such quorum is not present together in one place) such meeting shall be quorate and subject to the provisions of these Articles the meeting shall constitute a meeting of the relevant Standing Committee A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairmen of the meeting then is located

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

Deleting within the existing text of Article 64, after the word "Article 61", the number (7) and replacing it with the following number

"(8)"

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

Numbering the second and third paragraphs of existing Article 73 6 as Article 73 7

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

(i) Deleting within the existing text of Article 82(1) the following

" ,

where it appears at the end of the paragraph

(ii) Inserting after the word "Competitions" at the end of Article 82(1), the following wording

" Furthermore, the Disciplinary Committee shall carry out such Disciplinary Procedures, as aforesaid, in respect of registered member clubs of Scottish Women's Football which play in competitions which are included in the Association's Register of Competitions,"

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

Inserting within the existing text of Article 87, after the words "more than 5" the following words

", other than Futsal,"

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

Within the existing text of Article 92, amend as follows

(i) Inserting after the text of existing Article 92 4 the following wording

- 92 5 A club playing at its own ground or allowing its ground to be used for a match in which it is not participating must ensure, so far as is reasonably practicable, (i) good order and security, (ii) that policies and procedures have been adopted and are implemented to prevent instances of Unacceptable Conduct, and (iii) that any instance of Unacceptable Conduct is effectively dealt with, all at its own ground, on the occasion of a match
- 92 6 Each club must ensure, as far as is reasonably practicable, that its players, officials, supporters and any person exercising a function for or in connection with the club do not engage in Unacceptable Conduct at any club's ground on the occasion of a match. Any failure by a club to discharge a requirement to which it is subject by virtue of Articles 92 5 and 92 6 shall constitute a breach of these Articles
- 92 7 In any proceedings in terms of the Articles against a club in which it is alleged that there has been a failure by the club to discharge a requirement to which it is subject by virtue of Articles 92 5 and 92 6 it shall be for the club concerned to prove that it was not reasonably practicable to do more than was in fact done or (as the case may be) there was no better practicable means than were in fact used to discharge such requirement
- 92 8 Proceedings in terms of the Articles against a club in which it is alleged that there has been a failure by that club to discharge a requirement to which it is subject by virtue of Articles 92 5 and 92 6 may only be commenced where the Secretary has received from (i) the police, (ii) from the relevant match official or other match official, (iii) any representative of the Association attending the relevant match on behalf of the Association, and/or the other club which took part in the relevant match, a written complaint or other written communication which, in the opinion of the Association, provides grounds to believe that such requirement may not have been discharged. Upon determining that a breach of or failure to fulfil the Articles has been established, the Association may
- (i) give a warning as to future conduct,
 - (ii) give a reprimand,
 - (iii) impose a fine,
 - (iv) annul the result of a match,
 - (v) order that the match be replayed,
 - (vi) impose a deduction of points or the ejection of the club from the Challenge Cup Competition,
 - (vii) award the match (with such deemed score as it thinks appropriate) to a club,
 - (viii) order the playing of a match or matches behind closed doors,
 - (ix) order the closure of all or part of the club's ground for such period and for such purposes as it thinks appropriate,
 - (x) order the playing of the match or matches at such ground as it thinks appropriate,
 - (xi) order that a club be expelled from a recognised football body,
 - (xii) order a club, official or player to pay compensation to any club, player or person or party,
 - (xiii) order a club, official or player to comply with any obligation or direction,
 - (xiv) cancel or refuse the registration of any player registered or attempted to be registered,
 - (xv) order that the club concerned be debarred from registering players for such period as it thinks appropriate,
 - (xvi) order that any person or persons or group of persons be prohibited from attending at such match or matches for such period as it thinks appropriate,
 - (xvii) make such other direction, sanction or disposal not expressly provided for in these Articles, as it shall think appropriate, and/or
 - (xviii) make such orders to expenses as it thinks appropriate
- 92 9 When imposing a direction, sanction or disposal the Association may apply such number or combination of the directions, sanctions or disposals provided for in Article 92 8 as it thinks appropriate, make such provision for time to comply with any one or more of the same as it thinks appropriate, may defer for such period or until such event as it shall think appropriate, the decision on or imposition of a sanction or sanctions and shall be entitled to suspend the effect of any such direction, sanction or disposal for such period and on such conditions as it thinks appropriate
- 92 10 The expulsion of a club from the recognised football body shall not take effect unless and until it is sanctioned by a resolution passed at the appropriate meeting of the relevant recognised football body in accordance with its respective constitutions
- (ii) Re number existing Article 92 5 as "Article 92 11"
 - (iii) Deleting within the existing text of Article 92 5 the references to "Article 92 2, 92 3 and 92 4" as they appear in the first and second paragraphs and replace with the following

“Articles 92 2 to 92 10 inclusive”

- (iv) Deleting within the third paragraph of the existing text of Article 92 5 the wording “Article 92 5” and replacing with the following wording

“Article 92 11”

- (v) Deleting within the third paragraph of the existing text of Article 92 5 the wording “92 to 92 4” and replacing with the following wording

“92 to 92 10”

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

Within the existing text of Article 82(4) amend as follows

- (i) Deleting the wording “Article 92 5” where it appears after the words “the terms of” and replacing with the following

“Article 92 11”

- (ii) Deleting the wording “Articles 92 to 92 4” where it appears after the words “pursuant to” and replacing it with the following

“Articles 92 to 92 10”

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

Inserting prior to existing Article 96 2 the following heading

“APPOINTMENT OF PLAYER’S REPRESENTATIVE”

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

Moving and re numbering existing Article 122 to and as new Article 104 4

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

Deleting the existing text of Article 109 in its entirety (including Article 109 1 to and including Article 109 3) and inserting a new Article 109 as follows

THE ANTI DOPING CHARTER

109 No player shall use or take advantage of a Prohibited Substance or Prohibited Method as defined in the Anti Doping Charter

109 1 No recognised football body, club, official, player, referee or other person under the jurisdiction of the Association shall assist or incite any player to use or take advantage of any Prohibited Substance or Prohibited Method as defined in the Anti Doping Charter

109 2 Without prejudice to the foregoing provisions of this Article, all players, recognised football bodies, clubs, officials, referees or other persons under the jurisdiction of the Association shall comply in all respects with the Anti Doping Charter

109 3 Any allegations that the provisions of this Article 109 and of the Anti Doping Charter have been breached shall be considered by the Medical Committee and by the General Purposes Committee all in accordance with the terms of the Anti Doping Charter

109 4 If it is established that a breach of this Article in terms of the Anti Doping Charter has occurred, the General Purposes Committee of the Association may impose such penalties as are provided in the Anti Doping Charter

109 5 Where the General Purposes Committee concludes that a breach of Articles 109 or 109 1 or 109 2 has occurred in terms of the Anti Doping Charter, the person or body found to be so in breach shall be entitled to appeal against such conclusion or any penalty imposed under the Anti Doping Charter to the Doping Appeals Tribunal subject to the arbitration procedure which may be available to the appellant to the Court of Arbitration for Sport The procedures governing such appeals are set out in Article 134 4

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

Deleting existing heading "PENALTIES" from above existing Article 122 and inserting same to above existing Article 124

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

Inserting within existing Article 124 1, after the word "Committees" the following words

"or sub committees thereof"

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

Inserting a new Article 124 3 as follows

124 3 In relation to breaches of Article 109 and of the Anti Doping Charter, the General Purposes Committee shall have the power to impose such penalties as are specified in the Anti Doping Charter

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

Inserting a new Article 130 1 as follows

"130 1 In the event that any fine imposed upon any recognised football body, club, official, player, player's agent, referee or any other person under the jurisdiction of the Association is not paid by or on behalf of such person, pursuant to Article 130, the Association will be entitled to offset such outstanding fine from and against the relevant amount of any monies held by the Association by or on behalf of such person or owed by the Association to such person

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

Deleting the existing text of Article 132 and inserting a new Article 132 as follows

132 All suspensions or expulsions by the Association shall be observed by clubs and recognised football bodies A club which is under suspension shall not engage in any match during its term of suspension All suspensions imposed for any breach of Article 109 and the Anti Doping Charter shall be regulated strictly in accordance with the provisions of the Anti Doping Charter

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

(i) Inserting twice within the existing text of Article 134 2, after the words “Disciplinary Committee” and before the words “pursuant to” and after the words “the committee” and before the words “to a specially”, the following words

“(or a sub committee thereof),”

(ii) Deleting within the existing text of Article 134 2, after the words “the decision of the”, the word “committee” and replacing it with the following words

“Disciplinary Committee”

(iii) Inserting within the existing text of Article 134 2 5 after the words “Disciplinary Committee”, where they appear in Articles 134 2 5 (1) and 134 2 5(5), the following words

“(or a sub committee thereof)”

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

(i) Inserting within the existing text of Article 134 3, after the words “Standing Committee” and before the words “of the Association” the following words

“(or a sub committee thereof)”

(ii) Deleting within the existing text of Article 134 3, after the word “decision”, the word “of” and replacing it with the following

“imposed upon it by”

(iii) Inserting within the existing text of Article 134 3, within the second paragraph, after the words “Standing Committee” where they appear at Articles 134 3(1), (2) and (3) the following words

“(or a sub committee thereof)”

(iv) Inserting within the existing text of Article 134 3 5, after the words “Standing Committee” where they appear at Articles 134 3 5(1) and (5), the following words

“(or a sub committee thereof)”

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

(i) Deleting within the existing text of Article 134 4, after the words “in terms of”, the words “The SFA Charter Against Doping in Scottish Football” and replacing them with the following

“the Anti Doping Charter”

(ii) Deleting within the existing text of Article 134 4, after the word “under”, the words “that Charter”, and replacing them with the following

“the Anti Doping Charter”

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

Deleting within the existing text of Article 134 4 1, after the word “must” the remaining wording of the Article and replacing it with the following

"comply with the provisions of Article 10 of the Anti Doping Charter and the procedure for the conduct of the appeal shall be as set out in Article 10 of the Anti Doping Charter "

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

- (i) Deleting within the existing text of Article 134 4 4, after the words "An independent Chairman" the remaining wording of the sub section of the Article and replacing it with the following

"who shall be an experienced, practising or retired solicitor or advocate or judge, and
Two (2) other members, each of whom has relevant experience in Association Football or another sport or who is otherwise competent to resolve the issues arising on appeal "

- (ii) Deleting within the existing text of paragraph two of Article 134 4 4, after the words "provided for in" the words "The SFA Charter Against Doping in Scottish Football" and replacing them with the following

"the Anti Doping Charter has been a participant in the Medical Committee's deliberations"

- (iii) Deleting the third paragraph of Article 134 4 4 in its entirety

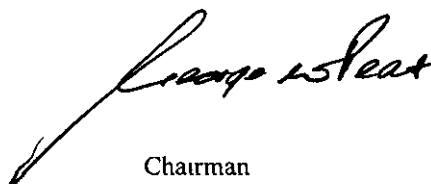
That the Articles of Association of the Association be and are hereby altered by

Deleting within the existing text of Article 134 4 5(5), after the words "in order to deal justly" the words "with the case in question" and replacing them with the following words

"ascribed to it in the Anti Doping Charter"

That the Secretary be authorised to make all necessary changes to the numbering of the Articles of Association, sub paragraphs and cross references and to number any undesignated Articles to ensure that the foregoing changes (Resolutions), when adopted, are accurately and appropriately reflected and accommodated within the Articles of Association

Registered Office
HAMPDEN PARK
GLASGOW G42 9AY
1st June 2007



Chairman