

Company Limited by Guarantee

(COPY)

SPECIAL RESOLUTIONS

(Pursuant to "The Companies Acts, 1862 – 2006")

of

The Scottish Football Association Limited.

Passed 6th June 2012

At a GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Wednesday, 6th June 2012, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

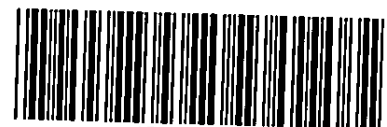
That the Articles of Association of the Scottish FA be and are hereby altered by:-

1. Deleting within Article 1.1, in the definition of "Board Protocols", after the words "means the" the word "Protocols" and replacing it with the word "protocols".
2. Inserting within Article 1.1, in the definition of "Board Protocols", after the words "the Non-Professional Game Board," the words "the Council,".

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

1. Inserting within Article 1.1, in the definition of "insolvency event", after the word "means" in the first line the following words:

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"circumstances where a member suspends, or threatens to suspend payment of its debts, or is unable to pay its debts as they fall due or admits inability to pay its debts, or is deemed unable to pay its debts within the meaning of section 123 of the Insolvency Act 1986;"

2. Deleting within Article 1.1, in the definition of "insolvency event", after the words "means the" in the first line the words "presentation of a petition or"
3. Deleting within Article 1.1, in the definition of "insolvency event", after the words "bona fide solvent reconstruction);" the words "the presentation of a petition for an administration order to be made in relation to a member;"
4. Inserting within Article 1.1, in the definition of "insolvency event", after the words "arrangement with its creditors;" the following words:

"circumstances where a creditor or encumbrancer of a member attaches or takes possession of, or a distress, execution, sequestration or other such process is levied or enforced on or sued against, the whole or any significant or material part of such member's assets, and such attachment or process is not discharged within 14 days;"

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

1. Deleting within Article 1.1, within the definition of "Judicial Panel Protocol" the word "Protocol" where it appears in line 1 and replacing it with "protocol".
2. Deleting within Article 1.1, within the definition of "Judicial Panel Protocol" the reference to "Article 66" and replacing it with "Article 65".

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

1. Inserting within Article 1.1, in the definition of "official", before the words "person having a function or duty" the following words:

"shareholder controlling, directly or indirectly, more than 50 per cent of the voting rights attached to the shares (if any) in a club or recognised football body or any"
2. Deleting within Article 1.1, in the definition of "official", the word "Register" and replacing it with the word "Registrar".
3. Inserting within Article 1.1, in the definition of "official", at the end of the paragraph, the following words:

", all of whom should be included on the Official Return of a club or recognised football body"

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

1. Deleting within Article 1.1, the definition of "Team Official Form" in its entirety and replacing it with the following definition:

“Team Official/Team Staff Form” means the form as prescribed by the Board from time to time to be submitted by the club giving details of the Team Official and/or member of Team Staff, as the case may be, in accordance with Articles 5.3 and 10;”

2. Deleting within Article 5.3, the first sentence in its entirety and replacing it with the following:

“Each member shall procure that each of its Team Officials, and/or each member of Team Staff, as the case may be, completes, signs and submits to the Scottish FA the Team Official/Team Staff Form prior to taking up his post.”

3. Deleting within Article 5.3, the words “Team Official Form” in the second sentence and replacing them with the words:

“Team Official/Team Staff Form”

4. Inserting within Article 5.3 after the words “Team Official” in the second sentence, the following words:

“, and/or each member of Team Staff, as the case may be,”

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

Inserting within Article 5.1, paragraph (b) after the words “Judicial Panel” the following word:

“Protocol”

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

1. Deleting within Article 5.1, paragraph (d) after the words “the Game;” the word “and”.
2. Deleting within Article 5.1, paragraph (e) the “.” and replacing it with “; and”.
3. Inserting within Article 5.1 a new paragraph (f) as follows:

“(f) behave towards the Scottish FA and other members with the utmost good faith.”

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

Inserting within Article 5.2, paragraph (b) after the words “Judicial Panel” the following word:

“Protocol”

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

Inserting within Article 10.1, a new sentence, after sub-paragraph (b), as follows:-

"At the time of lodging the Official Return, as aforesaid, the member shall, without prejudice to its obligations under Article 10.3, disclose to the Scottish FA (i) any proposed changes to the details of any person listed on the Official Return, (ii) the appointment of any person, since the date of the last Official Return, who is required to be listed on the Official Return and (iii) any other matter relating to any person listed on the Official Return which the member (acting reasonably) believes may be relevant to the Board in determining whether such person is fit and proper to hold a position in Association Football."

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

1. Inserting within Article 10.2, in the first paragraph, before the words "office-bearers" the word "officials,".
2. Inserting within Article 10.2, in the first paragraph, after the words "such member or any" the word "official,".
3. Deleting within Article 10.2, the entirety of paragraph (b) and replacing it with the following words:

"he is, by reason of his mental health, the subject of a court order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have;"
4. Inserting within Article 10.2, paragraph (g), after the words "pursuant to" the words:

"a disqualification order granted under"
5. Inserting within Article 10.2, paragraph (g), after the words "five years" the words:

"or was serving a disqualification as a director pursuant to such Act at any time within the previous five years"
6. Deleting within Article 10.2, in the second paragraph, after the words "amendment thereto" the words ", or such other persons as are deemed or determined to constitute officials,"
7. Inserting within Article 10.2, in the second paragraph, after the words "be bound by" the following words:

", comply with"

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

1. Deleting within Article 10.3 the words "Members shall intimate any proposed changes to their details on the Official Return" in the first sentence, and replacing them with the following words:

"In addition and without prejudice to the requirements imposed on members under Article 10.1, members shall intimate (i) any proposed changes to the details of any person listed on the Official Return, (ii) the appointment of any person who is required to be listed on the Official Return and (iii) any other matter relating to any person listed on the Official Return which the member (acting reasonably) believes may be relevant to the Board in determining whether such person is fit and proper to hold a position in Association Football, in each case"
2. Inserting within Article 10.3 after the word "changes" where it appears twice in the first sentence,

the words “, appointments or matters”.

3. Deleting within Article 10.3 the word “variation” and replacing it with the following words:

“proposed changes, appointments or matters arising or coming to the attention of the relevant member”

4. Deleting within Article 10.3, in the second sentence, the word “change(s)” and replacing it with the words “changes, appointments or matters”.

5. Inserting within Article 10.3 after the words “such change(s) relate” in the second sentence, the following word:

“specifically”

6. Subject to the passing of Resolution 5, inserting within Article 10.3 after the words “by means of the Team Official” in the second sentence, the following words:

“/Team Staff”

7. Inserting within Article 10.3 at the end, a new sentence as follows:

“Notwithstanding the foregoing, in the event that any such changes relate to resignations, the member is required to intimate such change as soon as reasonably practicable after the resignation is effective.”

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

Inserting within Article 10.6, before the words “of such member” the following words:

“or Team Staff”

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

1. Inserting within Article 1.1, a new definition as follows:

“Control” means the power of a person(s) to secure that the affairs of a club are conducted in accordance with the wishes of that person(s):

- (i) by means of the holding of shares, or the possession of voting power, in or in relation to that club, directly or indirectly; or
- (ii) by virtue of any powers conferred by the constitutional or corporate documents, or any other document, regulating that club,

and “a Change of Control” occurs if a person who controls any club ceases to do so or if another person(s) acquires control of it;”

2. Inserting a new Article 10.8 as follows:

“In the event of a Change of Control of any club, the board of directors or the board of management or committee (as the case may be) of such club immediately prior to the Change of

Control shall prepare and deliver to the Scottish FA (in such form as the Scottish FA shall prescribe from time to time) at the time of or prior to the Change of Control a certificate signed by an authorised signatory of the outgoing board of directors or the board of management or committee (as the case may be) of such club confirming that they have conducted an investigation into the provenance of the person(s) who is/are prepared to take Control of the club, having regard to the factors listed in Article 10.2, together with such other factors as they (acting reasonably) think fit. In the event that the Board is not satisfied that any such person(s) is or are fit and proper to hold a position within Association Football and determines that the outgoing board of directors or the board of management or committee (as the case may be) of the relevant club which prepared the certificate referred to in this Article 10.8 did not act with due care and attention in doing so, the club shall be deemed to be in breach of these Articles and the Judicial Panel will have jurisdiction to deal with any such breach and to impose sanctions in relation to it as prescribed within the Judicial Panel Protocol."

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

Deleting Article 13.1 in its entirety and replacing it with the following:

"Except with the prior written consent of the Board:

- (a) no club or nominee of a club; and
- (b) no person, whether absolutely or as a trustee, either alone or in conjunction with one or more associates or solely through an associate or associates (even where such person has no formal interest), who:
 - (i) is a member of a club; or
 - (ii) is involved in any capacity whatsoever in the management or administration of a club; or
 - (iii) has any power whatsoever to influence the management or administration of a club, may at the same time either directly or indirectly:-
- (a) be a member of another club; or
- (b) be involved in any capacity whatsoever in the management or administration of another club; or
- (c) have any power whatsoever to influence the management or administration of another club."

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

Inserting within Article 16.1, after the word "cease" the following words:

"for whatever reason"

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

Inserting within Article 27.1, after the words "to influence the result of a match", the following words:

"or otherwise affect the conduct of a match"

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

1. Inserting within Article 29.1, after the word "invented" the following words:

“including but not limited to the Internet, social networking or micro-blogging sites,”.

2. Inserting within Article 29.2, after the word “invented” the following words:

“including but not limited to the Internet, social networking or micro-blogging sites,”.

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

1. Taking the first sentence within Article 35 and re-numbering this sentence as Article 35.1.
2. Deleting within Article 35, the second and third sentences and replacing them with the following:

“35.2 It shall be for the Licensing Committee to determine, in the first instance, whether:
(a) a club has complied with the requirements of the Club Licensing Procedures; and
(b) to grant, suspend, refuse to grant or withdraw a Club Licence (on such terms and conditions as the Licensing Committee thinks fit) and, if a Club Licence is granted, which category of Club Licence to grant to the applicant club,

provided that the determination of the Licensing Committee will not be final and binding, and clubs will have the right to appeal against any determination made by the Licensing Committee to the Judicial Panel in accordance with the Judicial Panel Protocol.

35.3 The Judicial Panel will have jurisdiction to deal with any club which fails to comply with the requirements of the Club Licensing Procedures and/or any terms and conditions imposed by the Licensing Committee, and to impose such sanctions upon such club for such failure as are prescribed within the Judicial Panel Protocol.”

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

1. Deleting within Article 1.1, the definition of “Honorary President” in its entirety.
2. Deleting within Article 1.1, within the definition of “Honorary Office-Bearer” the words “an Honorary President or”
3. Deleting within Article 47.1 sub-paragraph (a) in its entirety and re-numbering the remaining sub-paragraphs accordingly.
4. Deleting within Article 60.1, within the title, the words “Honorary President,”.
5. Deleting within Article 60.1, in the first line, the words “Honorary President or of”.
6. Deleting within Article 60.1, in paragraph (g), the words “the Honorary President or”.
7. Deleting within Article 60.3, the words “an Honorary President or”.

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

Inserting within Article 50.1, in sub-paragraph (c), before the words “the Second Vice-President” the

following words:

“subject to Article 58,”

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

Deleting within Article 51.4.3, in paragraph (b), before the words “Affiliated National Association” the word “an” and replacing it with the word:

“another”

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

Inserting a new Article 51.6 as follows:

“Each nomination received by the Secretary in accordance with Article 51 will be subject to the approval of the Board, whose decision shall be final and binding.”

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

Inserting within Article 52.1, paragraph (a), after the words “Judicial Panel” the following word:

“Protocol”

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

Deleting within Article 52.2, at the beginning of the sentence, the word “Any” and replacing it with the words:

“Subject to Article 59.3, any”

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

Inserting within Article 57.8, at the end, the following sentence:

“The foregoing terms which apply to an Office-Bearer are subject to the terms of Article 60.”

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

1. Subject to the passing of Resolution 10, deleting within Article 60.1, the entirety of paragraph (b) and replacing it with the following words:

“he is, by reason of his mental health, the subject of a court order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have;”

2. Inserting within Article 60.1, in paragraph (c), before the words “the Council” where they appear in line 1 the following words:

“the Board,”

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

1. Deleting within Article 62.2, paragraph (m) in its entirety.
2. Re-numbering the remaining paragraphs.
3. Deleting within Article 62.2, paragraph (o) the letter “(o)” and replacing it with the letter “(n)”.
4. Deleting within Article 62.2, paragraph (p) the word “and” at the end.
5. Deleting within Article 62.2, paragraph (q) the “.” at the end and replacing it with “; and”.
6. Inserting within Article 62.2, a new paragraph as follows:

“(q) it may appoint a commission formed entirely of co-opted persons (who need not be Directors or ordinary members of Council), all as it may think fit, to attend to and/or determine any matter(s) referred to it by the Board.”

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

1. Deleting within Article 1.1, in the definition of “an associated person” the reference to Article 99.1 and replacing it with “Article 62.3”.
2. Inserting a new Article 62.3 as follows:

“62.3 The fact of membership of the Scottish FA shall constitute an agreement by (i) a member; or (ii) any body or person who is involved in Association Football in Scotland under the auspices of or pursuant to a contract with a member (“an associated person”) that such member or associated person shall settle any dispute or difference (with the exception of a matter which falls within the supervisory jurisdiction of the Court of Session, and with the exception of any matter for which the Judicial Panel or tribunals appointed therefrom have jurisdiction under these Articles) with the Scottish FA, by arbitration. Failing agreement, the arbitrator shall be selected and appointed by the Chairman of the Chartered Institute of Arbitrators (Scottish Branch) or by the President of the Law Society of Scotland. With reference to Schedule 1 of the Arbitration

(Scotland) Act 2010, Rules 22, 41, 43, and 69 of the Scottish Arbitration Rules shall not apply.
The seat of the arbitration shall be Scotland.”

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

Inserting within Article 64.3.5, after the words “Chief Executive” the following words:

“to nominate or”

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

1. Deleting within Article 64.4.2, within the first paragraph, the words “meet the eligibility criteria set out in Article 51.3;” and replacing them with the following words:

“be (i) an ordinary member of Council or (ii) an office bearer, secretary, director or member of the board of management or committee of a full member club in the East of Scotland Football League or the South of Scotland Football League and listed as such on the Official Return of such club and comply with Article 51.1.3(c), (e), (f) and (g);”

2. Deleting within Article 64.4.2, the second paragraph in its entirety.

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

Inserting within Article 64.4.3 a new second paragraph as follows:

“Each of the bodies nominating the elected representatives on the Non-Professional Game Board shall be entitled to nominate one alternate to attend meetings of the Non-Professional Game Board in the absence of the elected representative.”

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

Inserting within Article 64.4.4, after the words “Chief Executive” the following words:

“to nominate or”

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

1. Deleting within Article 65.1 after “Article 63” the words and numbers “, subject to Article 65.4”
2. Inserting within Article 65.1 after the words “appointed from it,” the words “and together with any officers, persons or bodies with functions in terms of the Judicial Panel Protocol,”
3. Inserting within Article 65.1 after the words “conferred on it” the words “or them”.

4. Inserting a new Article 65.2 as follows:
 "65.2 All persons or bodies who are subject to the jurisdiction of the Articles shall act in accordance with, and are subject to, the provisions of the Judicial Panel Protocol, including any Decisions or Determinations (as defined in the Judicial Panel Protocol) arising therefrom."
5. Re-numbering the subsequent paragraphs.
6. Inserting within Article 65.3 after the words "Judicial Panel" the words ", together with any tribunal appointed from it, and any officers, persons or bodies with functions in terms of the Judicial Panel Protocol,".
7. Deleting within Article 65.3, paragraph (b) the word "of" where it appears after the words "the decision" and replacing it with the words "or determination of a tribunal appointed from".
8. Deleting Article 65.4 in its entirety.
9. Deleting within Article 65.5 the words "all disputes" and replacing them with the words "such complaints, breaches, claims, disciplinary matters and/or disputes as are specified in the Judicial Panel Protocol"
10. Inserting within Article 65.6 after the words "to promulgate" the words "and amend".
11. Deleting within Article 65.7, in the first line, the words "nor any Director,"
12. Deleting within Article 65.7, after the words "appeal stage" the words "or in any arbitration or other process convened" and replacing them with the words ", nor any Director nor any person included in the Tribunal Candidate List".
13. Inserting within Article 65.7, after the words "before the Judicial Panel" the words "or any Committee".
14. Inserting a new Article 65.8 as follows:
 "65.8 The Scottish FA shall appoint a Compliance Officer (as defined in the Judicial Panel Protocol) who shall have the powers and responsibilities as provided in the Judicial Panel Protocol."
15. Re-numbering all paragraphs accordingly.

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

Inserting within Article 71.3 before the words "the Second Vice-President" the following words:

"(subject to Article 58.1)"

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

Deleting within Article 76.3 the words "the President, the First Vice-President and (subject to Article 58) the Second Vice-President," and replacing them with the following words:

"any two Directors,"

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

Inserting within Article 79.1, after the words "these Articles," the following words:

" , the Laws of the Game"

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

Deleting within Article 81.1, in the first sentence, after the words "Scottish FA" where they appear for the first time, the words "for whatever reason".

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

Inserting a new Article 90.3 as follows:

"The Scottish FA will use its reasonable endeavours to facilitate the appointment(s) of match officials to matches as specified in Article 90.2, and those matches played under the jurisdiction of the Scottish Junior FA and Scottish Women's Football."

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

1. Inserting a new Article 97.1 as follows:

"97.1 Any fine imposed upon any recognised football body, club, official, Team Official or other member of Team Staff, player, Player's Agent, referee or any other person under the jurisdiction of the Scottish FA shall be paid to the Scottish FA within 30 days of intimation of the imposition of the fine (all rights of appeal having been waived or exhausted)."

2. Re-numbering the subsequent paragraphs accordingly.

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

1. Deleting within Article 1.1, the definition of "the Board's Notice" in its entirety.
2. Deleting within Article 1.1, within the definition of "Referring Party" the reference to "Article 99.2" and replacing it with "Article 99.3".
3. Inserting within Article 1.1 a new definition of "Notice to Refer" between "Non Professional Game Board" and "Office" as follows:

"Notice to Refer" shall have the meaning ascribed to it in Article 99.3;"

4. Inserting within Article 1.1 a new definition of "the Secretary's Notice" between "Secretary" and "supporter" as follows:

"the Secretary's Notice" shall have the meaning ascribed to it in Article 99.6;"

5. Deleting Articles 99.1 to 99.6 inclusive in its entirety and replacing them with the following:

"99.1 A "Dispute" in this Article 99 shall be a dispute between or among members and/or any an associated person arising out of or relating to Association Football.

99.2 Subject to (i) the powers of the Scottish FA (including the Judicial Panel and any Committee or sub-committee) to determine a dispute or other issue in accordance with these Articles; and (ii) the member or associated person having taken every possible step to have the Dispute resolved in accordance with these Articles or rules of the Scottish FA and appeals processes contained therein, the fact of membership of the Scottish FA and/or association with such member by an associated person pursuant to a contract in respect of that person's engagement in Association Football shall constitute an agreement by a member and by an associated person that a Dispute shall be settled by arbitration in accordance with this Article 99. A member or an associated person may not take a Dispute to a court of law except with the prior approval of the Board. For the avoidance of doubt, this Article 99.2 does not prevent a member or associated person from raising proceedings for time bar purposes, subject to such proceedings being sisted at the earliest opportunity for resolution in accordance with this Article 99.

99.3 The submission of a Dispute to arbitration by a member or associated person ("the Referring Party") shall be lodged in writing by delivery to the Secretary and to the other party or parties to the Dispute of a notice to refer to arbitration (a "Notice to Refer"), which notice shall include (i) the nature and a brief description of the dispute and of the parties involved; (ii) details of where and when the dispute has arisen; (iii) the nature of the redress which is sought; and (iv) the names and addresses of the parties to the contract (including, where appropriate, the addresses which the parties have specified for the giving of notices). The last date on which the Notice to Refer is served on the other parties and the Secretary shall be deemed to be the date on which the arbitral proceedings are commenced.

99.4 Where a Dispute has been referred to arbitration, each such member or any associated person involved in the Dispute shall submit to the jurisdiction of the Tribunal and shall adhere to the following provisions in this Article 99.

99.5 The Scottish FA shall maintain a list of qualified candidates ("the Tribunal Candidate List") to sit as arbitrators in tribunals to determine Disputes referred in accordance with this Article 99. The Secretary is authorised by the Board to appoint members of the Tribunal Candidate List for the purposes of this Article 99.

99.6 Any arbitration referred to arbitration in accordance with this Article 99 shall be conducted pursuant to the following provisions:-

(a) upon receipt of a Notice to Refer by the Secretary, the Secretary, or his nominee, shall send notice ("the Secretary's Notice") to the Referring Party and to any other party or parties with an interest in the Dispute ("the Respondents" and, together with the Referring Party, "the Parties") which notice shall include (i) a copy of the Notice to Refer; (ii) a list of the component members of the Tribunal Candidate List; (iii) a copy of the provisions of this Article 99; and (iv) an invitation to the Parties to nominate or agree to the appointment of arbitrators in accordance with this Article 99.6;

(b) the arbitral tribunal ("the Tribunal") may consist of three arbitrators. If so, each Party shall nominate an individual from the Tribunal Candidate List as its arbitrator, and the two arbitrators so appointed shall appoint a third arbitrator who shall be or has been a solicitor or advocate of not less than 10 years' standing and who shall act as chairman of the Tribunal ("the Tribunal Chairman");

(c) if either Party fails to nominate an arbitrator within 14 days of receiving the Secretary's Notice, such arbitrator(s) shall be appointed from the Tribunal Candidate List by the Secretary, or his nominee. In such circumstances, the Secretary or his nominee shall have the power in his sole discretion to appoint a single arbitrator or a panel of three arbitrators;

(d) if the two arbitrators nominated by the Parties fail to agree upon the appointment of a third arbitrator within 14 days of the appointment of the second arbitrator, the third arbitrator shall be appointed by the President of The Law Society of Scotland at the written request of either Party or the Secretary. The Party so requesting shall initially bear the nomination fee, but the Tribunal shall in its sole discretion have the power to order that the nomination fee is paid or repaid by any Party;

(e) the Parties may agree to appoint jointly a single arbitrator from the Tribunal Candidate List. If so, the Parties shall nominate such single arbitrator within 14 days of receiving the Secretary's Notice; failing which the single arbitrator shall be appointed from the Tribunal Candidate List by the Secretary;

(f) if any arbitrator appointed by a Party, the Secretary, or the President of The Law Society of Scotland shall die, refuse to act or become incapacitated from acting prior to the making of an award, a further arbitrator shall be appointed to replace him in the same manner as such original arbitrator was appointed. The provisions of Article 99.6(c) shall apply to a replacement appointment by a Party with notice of the death, refusal or incapacity of the original arbitrator being substituted for the Secretary's Notice; and

(g) with reference to Schedule 1 of the Arbitration (Scotland) Act 2010, the default rules of the Scottish Arbitration Rules shall be modified or disapplied, so as to comply with the express rules of this Article 99. Rules 11, 22, 26, 41, 43, 46, 47, 69 and 83 of the Scottish Arbitration Rules shall not apply."

6. Deleting Article 99.15 in its entirety and replacing it with the following:

"99.15 None of the Tribunal, the Tribunal's clerk (if any), the Secretary, nor the Scottish FA shall be liable to any Party for any act or omission in connection with any arbitration conducted under this Article 99, unless the act or omission is in bad faith, and any employee or agent of the Scottish FA is similarly protected from any such liability."

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

Deleting within Article 100.3 the words "which addresses will be shown in the Scottish FA's Handbook from time to time (to the extent necessary)".

That the Board 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
6th June 2012


Company Secretary