

*Company Limited by Guarantee*

---

---

(COPY)

SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited.

5453

Passed 11<sup>th</sup> June 2013

---

---

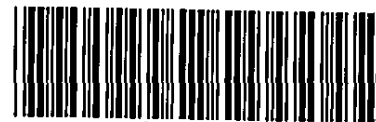
At a GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Tuesday, 11<sup>th</sup> June 2013, the subjoined Special Resolutions were passed.

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, within the definition of "Anti-Doping Charter", the word "Charter" where it appears twice and replacing it with the word "Regulations".
2. Deleting within Article 1.1, in the definition of "Prohibited Method", the word "Charter" where it appears in line 2 after the words "Anti-Doping" and replacing it with the word "Regulations".
3. Deleting within Article 1.1, in the definition of "Prohibited Substance", the word "Charter" where it appears in line 2 after the words "Anti-Doping" and replacing it with the word "Regulations".
4. Deleting within Article 10.2(k), the word "Charter" where it appears in line 2 after the words "Anti-Doping" and replacing it with the word "Regulations".
5. Deleting within Article 82.2, the word "Charter" where it appears in line 5 after the words "Anti-Doping" and replacing it with the word "Regulations".

FRIDAY



SCT

\*S2BGKOB\*

28/06/2013

#398

COMPANIES HOUSE

6. Deleting Article 88, including its title, in its entirety and replacing it with the following:-

“88. The Anti-Doping Regulations

88.1 All players, recognised football bodies, clubs, officials, Team Officials, Team Staff, referees and other persons under the jurisdiction of the Scottish FA are bound by and are required to comply in all respects with the provisions of the Anti-Doping Regulations.

88.2 Any allegations that Article 88.1 and the provisions of the Anti-Doping Regulations have been breached shall be considered and determined by the Scottish FA (or its designee) in accordance with the terms of the Anti-Doping Regulations.

88.3 The Scottish FA (or its designee) shall have the power to impose such penalties as are specified in the Anti-Doping Regulations for any breaches of this Article 88 and of the Anti-Doping Regulations.

88.4 If it is established that a breach of the Anti-Doping Regulations has occurred, the Scottish FA (or its designee) shall impose such penalties and consequences as are provided in the Anti-Doping Regulations. Any such decision is subject to the appeal rights and mechanisms outlined in the Anti-Doping Regulations.”

7. Deleting Article 94.4 in its entirety.
8. Deleting within Article 98.2, the first two sentences.
9. Deleting within Article 98.2, the word “Charter” where it appears in lines 4 and 5 after the words “Anti-Doping” and replacing it with the word “Regulations”.

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

1. Deleting within Article 1.1, the definition of “associate member” in its entirety and replacing it with the following definition:-

“associate member” means a club or association which had previously been admitted as an associate member of the Scottish FA;”
2. Deleting within Article 1.1, within the definition of “List of Referees”, the words “or associate membership”.
3. Deleting within Article 1.1, within the definition of “member” the words “and/or an associate member”.
4. Deleting within Article 1.1, within the definition of “Membership Criteria”, the word “associate” and replacing it with the word “full” and also deleting the number “6.3” and replacing it with the number “6”.
5. Deleting within Article 1.1, within the definition of “Official Return” the words “and associate members”.
6. Deleting within Article 1.1, within the definition of “registered ground” the words “and/or associate member”.

7. Deleting within Article 4.1, the words "or associate members".
8. Deleting within Article 4.2, the words ", associate members".
9. Deleting within Article 6.1, the words ", associate members".
10. Deleting within Article 6.2, the words "an associate or" and replacing them with the word "a".
11. Deleting within Article 6.2, the words "as associate" and replacing them with the words "a full".
12. Deleting Article 6.3 in its entirety and replacing it with the following:-

"A club or association desiring to qualify for full membership of the Scottish FA must meet, and commit to continuous compliance with, the Membership Criteria and amendments thereto as shall be promulgated by the Board from time to time in connection with the membership of the Scottish FA."
13. Deleting within Article 6.4, the word "associate" where it appears four times and replacing it with the word "full".
14. Deleting within Article 6.4, the words "£1,000" and replacing them with the words "£2,000".
15. Deleting within Article 6.5, the words "an associate" and replacing them with the words "a full".
16. Deleting within Article 6.5, the word "associate" in the last line and replacing it with the word "full".
17. Deleting within Article 6.6, the first sentence thereof in its entirety.
18. Inserting a new sub-paragraph as Article 6.8 as follows:-

"6.8 If there are members which, at the date of adoption of these Articles, are associate members, such members shall automatically be deemed to have acquired full membership of the Scottish FA as at such adoption. Furthermore, if at the date of adoption of these Articles, there are clubs which are in the process of being assessed against the Membership Criteria, such assessment shall be on the basis of such clubs qualifying as full members."
19. Deleting within Article 7, the words "and associate members".
20. Deleting within Article 9, the words "or an associate member".
21. Deleting within Article 10.1, the words "and associate member" where they appear twice.
22. Deleting within Article 10.2(d) the words "or associate membership".
23. Deleting within Article 10.7, the words "or associate membership" where they appear three times.
24. Deleting within Article 15.1, the words "or associate membership".
25. Deleting within Article 15.1(d), the words "or associate membership".
26. Deleting within Article 15.1(e), the words "or associate membership".

27. Deleting within Article 15.1(g), the words "or associate membership".
28. Deleting within Article 15.2, the words "or associate membership".
29. Deleting within Article 15.2(a), the words "or associate member".
30. Deleting within Article 15.2, in the last paragraph, the words "or associate member".
31. Deleting within Article 16.1, the words "or associate member".
32. Deleting within Article 16.2, the words "or associate member".
33. Deleting within Article 21.2, the words "or associate member".
34. Deleting within Article 21.2, the words "or associate membership" where they appear three times.
35. Deleting within Article 30, the words "or associate membership".
36. Deleting within Article 34, the words "or associate membership".
37. Deleting within Article 35.1, the words "or associate membership".
38. Deleting Article 38.3 in its entirety and replacing it with the following:-

"No registered member shall be entitled to receive notice of or attend or vote at any general meeting."
39. Deleting within Article 47.4, the ",", after the word "club" in line 2, and replacing it with the word "or".
40. Deleting within Article 47.4, the words "or the associate member" where they appear in line 2 and deleting ",", after the word "club" in line 5, and replacing them with the word "or" in each case, and further deleting the words "or associate member" where they appear in line 5.
41. Deleting within Article 48.3(e), the words "or associate membership".
42. Deleting within Article 60.1(d), the words ", the full member or associate member".
43. Deleting within Article 60.1(e), the words ", the full member or associate member".
44. Deleting within Article 60.2, the ",", after the word "club" and replacing it with the word "or" in line 8, and further deleting the words "or the associate member" in line 8.
45. Deleting within Article 64.3.3(c), the words "or associate membership".
46. Deleting within Article 74.2, the words "or associate member,".
47. Deleting within Article 85.4, the words "or associate membership".
48. Deleting within Article 90.1, the words "or associate membership".
49. Deleting within Article 90.2, the words "or associate membership".

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

Inserting within Article 1.1, within the definition of "club" after the words "Article 6" the following words:-

"and, except where the context otherwise requires, includes the owner and operator of such club"

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

1. Inserting within Article 1.1, within the definition of "Club Licensing Procedures" after the word "procedures" where it appears in line 1, the words "and criteria".
2. Inserting within Article 1.1, within the definition of "Club Licensing Procedures" after the word "Board" where it appears in line 2, the words "and/or UEFA (as appropriate), respectively,".

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

1. Deleting within Article 1.1, the definition of "match official" in its entirety and replacing it with the following:-  
  
"match official" means a referee and/or an assistant referee and/or a 4<sup>th</sup> official and/or an additional assistant referee and/or a referee observer; a referee who is a member of the Registration Scheme for Referees shall be deemed a "match official" for the purposes of these Articles and the Judicial Panel Protocol;
2. Deleting within Article 1.1, the definition of "referee" in its entirety and replacing it with the following:-  
  
"referee" means a referee who is a member of the Registration Scheme for Referees; any reference to referee shall include match official;

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

1. Deleting within Article 1.1, the definition of "regional representatives from youth football" in its entirety and replacing it with the following:-  
  
"regional representatives" means those individuals representing designated geographical areas of Scotland;
2. Deleting Article 50.1(i) in its entirety and replacing it with the following:-  
  
"no more than six (6) regional representatives appointed by the Board from time to time."

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

1. Deleting within Article 1.1, within the definition of "Registration Procedures" the words "Team Officials (if the Board elects to extend such procedures to apply to them)" where they appear after the words "and also the" and replacing them with the words "licensing of Team Scouts".

2. Inserting within Article 1.1, a new definition of "Team Scout", after the definition of "Team Official/Team Staff Form" and before the definition of "Team Staff", as follows:

"Team Scout" means a person employed or acting on behalf of a club, holding a licence issued by the Scottish FA, who undertakes scouting activities for and on behalf of such club;

3. Inserting within Article 1.1, a new definition of "Team Scout Form", after the definition of "Team Scout" and before the definition of "Team Staff", as follows:

"Team Scout Form" means the form as prescribed by the Board from time to time to be submitted by the member giving details of its Team Scout(s) in accordance with Articles 5.4 and 10;

4. Deleting within Article 5.2, the word "and" and replacing it with ",".
5. Inserting within Article 5.2, after the word "employees" where it appears in line 2 of the first paragraph, the following:

", its Team Scout(s)"

6. Inserting a new Article 5.4 as follows:

"Each member shall procure that each of its Team Scouts completes, signs and submits to the Scottish FA the Team Scout Form prior to the taking up of his post."

7. Inserting within Article 97.3, the words ", Team Scout" after the word "referee" in line 2 and before the words "or any other".
8. Inserting within Article 97.3, the words "or Team Scout" as follows:-
  - (i) After the words "or player" and before the words ", the Scottish FA" and
  - (ii) After the words "or player" and before the words "is associated".

Subject to and conditional upon Resolution 8 of the Annual General Meeting being approved that the Articles of Association of the Scottish FA be and are hereby altered by:-

1. Inserting within Article 1.1, a new definition of "the Scottish Lowland Football League" between the definition of "the Scottish Football Highland League" and the definition of "the Scottish Premier League" as follows:-

"the Scottish Lowland Football League" means the unincorporated association of football clubs called The Scottish Lowland Football League;

2. Inserting within Article 50.1 (g) the following words:-

", the Scottish Lowland Football League" after the words "the Scottish Highland Football League".

3. Inserting within Article 51.3.1 the following words:-

", the Scottish Lowland Football League" after the words "the Scottish Highland Football League".

4. Deleting within Article 64.3.1 (e) the number "6" and replacing it with the number "7".
5. Deleting the word "and" where it appears at the end of Article 64.3.1 (e) (ii).
6. Deleting the "." where it appears at the end of Article 64.3.1 (e) (iii) and replacing it with "; and".
7. Inserting a new article 64.3.1 (e) (iv) as follows:-  

"(iv) 1 representative of the Scottish Lowland Football League."
8. Deleting within Article 64.3.3 the number "6" where it appears before the word "elected" and replacing it with the number "7".
9. Deleting within Article 64.3.5 the number "6" where it appears before the word "elected" and replacing it with the number "7".

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

1. Deleting Article 5.1(b) in its entirety and replacing it with the following:-

"(b) be subject to and shall comply with:

- (i) these Articles;
- (ii) the Judicial Panel Protocol;
- (iii) the Challenge Cup Competition Rules;
- (iv) the Registration Procedures;
- (v) International Match Calendar;
- (vi) Club Licensing Procedures; and
- (vii) any statutes, regulations, directives, codes, decisions promulgated by the Board, the Professional Game Board, the Non-Professional Game Board, the Judicial Panel, a Committee or sub-committee, FIFA, UEFA or the Court of Arbitration for Sport;"

2. Deleting Article 5.2(b) in its entirety and replacing it with the following:-

"(b) be subject to and shall comply with:

- (i) these Articles;
- (ii) the Judicial Panel Protocol;
- (iii) the Challenge Cup Competition Rules;
- (iv) the Registration Procedures;
- (v) International Match Calendar;
- (vi) Club Licensing Procedures; and
- (vii) any statutes, regulations, directives, codes, decisions promulgated by the Board, the Professional Game Board, the Non-Professional Game Board, the Judicial Panel, a Committee or sub-committee, FIFA, UEFA or the Court of Arbitration for Sport;"

3. Inserting within Article 5, a new Article 5.4 as follows:-

"Each member shall ensure that it advises its officials, Team Officials, its Team Staff and its employees of all amendments to the Articles from time to time."

4. Subject to Resolution 7 having been approved, inserting within new Article 5.4, to be inserted in accordance with sub-paragraph 3 above, the words ", Team Scout" after the words "Team Staff".

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

Inserting within Article 5, a new sub-paragraph, after existing Article 5.3, as follows:-

“5.4 Each member hereby authorises the Scottish FA to communicate, engage and be the recipient of information, as the Scottish FA deems appropriate, with such governmental agencies (including but not limited to HM Revenue and Customs) in respect of the financial affairs and operations of such member, subject to a duty of confidentiality to the member.”

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

Inserting within Article 6, a new sub-paragraph 6.8 as follows:-

1. “6.8 Only those clubs in full membership of the Scottish FA are permitted to participate in professional leagues, save in respect of those clubs in membership of the Scottish Highland Football League, to which the foregoing will not apply until the commencement of Season 2014/2015.”
2. Subject to and conditional upon the passing of Resolution 8 of the Annual General Meeting and subject to Resolution 8 having been approved, inserting within Article 6, a new sentence at the end of the proposed new sub-paragraph 6.8 as follows:

“Furthermore, clubs in membership of the Scottish Lowland Football League will be exempt from complying with the foregoing until the commencement of Season 2015/2016.”

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

1. Inserting within Article 10.2, after the words “members of the board”, where they appear twice, in the first paragraph, the following:

“of directors or the board”

2. Deleting within Article 10.4, the last sentence and replacing it with the following:-

“All appointments must be intimated to the Scottish FA by means of the relevant form as prescribed by the Board from time to time, not being the Official Return.”

3. Inserting within Article 10.5, a new sentence to be inserted after the end of the first sentence as follows:-

“A recognised football body shall comply with the terms of Articles 10.3, 10.4 and 10.6.”

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

1. Inserting within Article 10.7, after the words “register its” in line 1, the words:-

“name, the name of its registered”

2. Inserting within Article 10.7, after the words “ground and” in line 2, the word “its”.



3. Inserting within Article 10.7, after the words "its name," where they appear in the second sentence, the following words:-

"or the name of its registered ground or"

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

Inserting within Article 10, a new sub-paragraph after Article 10.8 as follows:-

"10.9 In the event that the Board considers that a person is not fit and proper to hold a relevant position within Association Football, the Board shall determine (in its sole discretion) what, if any, actions/consequences will apply in such circumstances."

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

1. Inserting within Article 10.8, after the words "of such club" where they appear twice in lines 2 and 7, the following words:-

"or the insolvency practitioner in relation to such club"

2. Inserting within Article 10.8, after the words "the relevant club" in line 14 the following words:-

"or the insolvency practitioner in relation to such club"

3. Inserting a new sub-paragraph after the end of Article 10.8 as follows:-

"In addition to and without prejudice to the foregoing generality, the Scottish FA shall be provided with such additional information in respect of the proposed transaction as the Board deems appropriate, as soon as reasonably practicable prior to the Change of Control."

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

Deleting Article 11 in its entirety and replacing it with the following:-

**"11. Not used"**

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

Inserting within Article 14.2, after the words "Scottish FA" where they appear three times, the following:-

" , its players, the relevant recognised football body"

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

1. Deleting the existing Article 15.1, and replacing it with the following:

"Subject to Article 15.3 full or associate membership may be suspended or terminated by the Judicial Panel."

2. Deleting Article 15.2 in its entirety and renumbering the existing Article 15.3 to Article 15.2.
3. Deleting Article 15.4 in its entirety and replacing it with the following (renumbered 15.3):-

"15.3 In respect of a Determination by a tribunal appointed from the Judicial Panel of the sanctions of suspension or termination of full or associate membership, subject to the provisions set out below, all members will have the right to request a further appeal (following Determination by an Appellate Tribunal in terms of the Judicial Panel Protocol) against any such Determination to a freshly constituted Appellate Tribunal (a "Second Appellate Tribunal").

(a) A request for further appeal shall be restricted to the following four grounds: that the Appellate Tribunal constituted under the Judicial Panel Protocol (the "First Appellate Tribunal") (1) failed to give the member a fair hearing; (2) acted outwith its powers; (3) issued a Determination which it could not properly have issued on the facts of the case; or (4) made a determination of sanctions which were excessive or inappropriate.

(b) A member may, not less than three working days after the date on which the Determination of the First Appellate Tribunal was communicated or delivered to the member, request that First Appellate Tribunal issue reasons in respect of its Determination that the sanctions of suspension or termination of full or associate membership be imposed.

(c) A member wishing to request a further appeal shall send written notice of its request (a "Request") to the Secretary, which request shall comprise the same details as required by Paragraph 15.2.1.4 of the Judicial Panel Protocol, together with a full statement of its permitted grounds of appeal and the nature and detail of each ground(s) upon which the member requests to rely. Such a Request shall be delivered to the Secretary within five working days following communication or delivery of the communication of the First Appellate Tribunal's final Determination; or, where reasons were timeously requested, within five working days following the communication or delivery of reasons (failing which the right to request a further appeal shall fall).

(d) The Request, and any submission to a Second Appellate Tribunal, shall only refer the question of the sanction of suspension or termination of full or associate membership and any other sanction(s) imposed by the First Appellate Tribunal or by a preceding first instance tribunal shall not be reviewed by the Second Appellate Tribunal and shall remain effective.

(e) Upon receipt of a Request, the Secretary shall submit such request to the Board. The Board shall decide, in its sole discretion, whether to give leave for a further appeal in terms of this Article 15.3. The Board shall generally deliver its decision within 14 days following its receipt of the Request.

(f) A Second Appellate Tribunal shall proceed in accordance with the same provisions of the Judicial Panel Protocol which apply to an Appellate Tribunal, save that the Request shall be deemed to be the Notice of Appeal in terms of Paragraph 15.2.1 and the Deposit shall be paid within 7 days of the date of the Board's letter giving leave for the second appeal. A member shall forfeit its right to further appeal if such member fails to pay the Deposit timeously.

(g) For the avoidance of doubt, there shall be no further appeal from the Determination of a Second Appellate Tribunal. The Determination of a Second Appellate Tribunal will be final and binding."

4. Subject to Resolution 2 having been approved, deleting the words "or associate" each time they

appear in Article 15.1 and Article 15.3, each as altered in accordance with sub-paragraphs 1 and 3 above of this Resolution 19.

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

1. Deleting within Article 4.4, the words "an ordinary" and replacing them with the words "a special".
2. Inserting within Article 4.4, a new sentence after the words "general meeting" as follows:-  
"Such general meeting, as aforesaid, to be arranged by the Board no later than three months before the notice of the member's intention to resign, retire from membership or cease for whatever reason being a member of the Scottish FA becomes effective."
3. Inserting within Article 16.1, after the word "Board," in line 1 the words:-  
"subject to the terms of Article 4.4 and further on such terms as specified by the Board,"
4. Inserting within Article 16.1, after the words "any other member" the following:-  
", or player"
5. Inserting within Article 16.1, at the end of the sentence, the following:-  
"The prior written notice required from the member, as aforesaid, shall be irrevocable. In the event that subsequent to providing such written notice the member intimates a desire not to resign, retire or cease for whatever reason to be a member of the Scottish FA, the written notice shall nonetheless remain extant and if the member wishes to continue in membership of the Scottish FA, it shall be required to apply for membership of the Scottish FA in accordance with Article 6."
6. Inserting within Article 16.2 after the words "its members" where they appear twice, the following words:-  
", players and recognised football bodies"
7. Inserting within Article 16.3 after the words "Scottish FA" where they appear twice in the second sentence, the following words:-  
", its members, the players and recognised football bodies"

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

Inserting within Article 23, between the words "video," and "or otherwise", where they appear in line 3, the words "over the air, via cable, via the Internet (including online streaming), via mobile telephones, on demand,".

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

Deleting Article 24 in its entirety and replacing with the following:-

**"24. Not used"**

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

1. Deleting within Article 27.1 the words "and shall be liable to fine, suspension, expulsion or any other penalties or conditions which the Judicial Panel may think proper" where they appear at the end of the Article.
2. Deleting Article 27.2 in its entirety and replacing it with the following:-  
  
27.2 Any club, official, Team Official or other member of Team Staff, player or referee who has been approached to be the target or is the target of attempted bribery must notify the Scottish FA forthwith.

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

1. Deleting Article 28.4 in its entirety and replacing it with the following:-  
  
"28.4 In the event of misbehaviour of spectators being reported to or otherwise being brought to the attention of the Scottish FA, the Judicial Panel will have jurisdiction to deal with the matter and to impose sanctions in respect thereof as prescribed within the Judicial Panel Protocol. Such misbehaviour must be reported to or brought to the attention of the Scottish FA within six (6) days of the day of the match."
2. Deleting Article 28.5 in its entirety and replacing it with the following:-  
  
"28.5 In the event of a match being abandoned due to field invasion by spectators the Judicial Panel may impose such penalties as prescribed within the Judicial Panel Protocol."
3. Deleting Article 28.9 in its entirety and replacing it with the following:-  
  
"28.9 Proceedings in terms of these Articles against a club in which it is alleged that there has been a failure by that club to comply as required in accordance with Article 28 may be commenced where the Scottish FA has received a written complaint or other written communication or has by any other means been brought to the attention of the Scottish FA which, in the opinion of the Scottish FA, provides grounds to believe that there has been a failure to so comply. The Judicial Panel shall have jurisdiction in the case of an alleged or apparent breach of Article 28."
4. Deleting Article 28.10 in its entirety.
5. Deleting Article 28.11 in its entirety.
6. Re-number accordingly.

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

Deleting Article 32 in its entirety and replacing it with the following:-

**"32. Not used"**

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

1. Deleting within Article 10.4, the last sentence thereof.
2. In the event that Resolution 19 is not approved, deleting within Article 15.1(e), the word and numbers "Article 98" and replacing them with the words:-  
"the Judicial Panel Protocol"
3. Deleting Articles 33.2, 33.4 and 33.5 in their entirety.
4. Deleting within Article 34, the last sentence thereof.
5. Deleting Article 35.3, in its entirety.
6. Deleting Article 45.7 in its entirety and replacing it with the following:-  
"Without prejudice to the generality of Article 5.1(e), no member shall, directly or indirectly, offer any bribe, consideration or other improper inducement to any other member for the purpose of procuring a vote and for any member to accept such offer."
7. Deleting within Article 52.2, the words "a censure, fine, suspension or qualification or such other".
8. Deleting Article 63.6 in its entirety and replacing it with the following:-  
"Without prejudice to the generality of Article 5.1(e), no member shall, directly or indirectly, offer any bribe, consideration or other improper inducement to a member of the Council, to a Director, to a member of the Professional Game Board or the Non Professional Game Board, or to a person co-opted to a Committee or sub-committee, in each case for the purpose of procuring a vote, and for any member of the Council, Director, member of the Professional Game Board or the Non Professional Game Board or such co-opted person to accept such offer."
9. Deleting Article 65 in its entirety and replacing it with the following:-  
"65.1 Alleged breaches of the Articles which fall under the jurisdiction of the Judicial Panel shall be dealt with and be construed in accordance with the Judicial Panel Protocol.  
65.2 Without prejudice to Article 63 the Board shall have the power to appoint the Judicial Panel, which together with any tribunal appointed from it, and together with any officers, persons or bodies with functions in terms of the Judicial Panel Protocol, shall be entitled to exercise any powers conferred on it or them under these Articles and the Judicial Panel Protocol.  
65.3 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.  
65.4 The Judicial Panel shall comprise such persons as are appointed to serve on it by the Scottish FA from time to time. Such persons need not be members of the Council.  
65.5 The fact of membership of the Scottish FA shall constitute an agreement by a member that it, or any body or person interested through such member, shall submit (and/or agree to submission of) such complaints, breaches, claims, disciplinary matters, appeals and/or disputes as

are specified in the Judicial Panel Protocol to the jurisdiction of the Judicial Panel and shall not be permitted to take such differences or questions to a court of law.

65.6 The Board shall be entitled to promulgate and amend the Judicial Panel Protocol, provided that any amendments to the Judicial Panel Protocol made by the Board shall require the approval in writing of the Independent Scrutineers.

65.7 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."

10. Deleting Article 73.7 in its entirety.

11. Deleting Article 80 in its entirety and, subject to Resolution 7 having been approved, replacing it with the following:-

**"80. Prohibition on Approach to Registered Player**

80.1 Except as otherwise provided by these Articles, the Registration Procedures or such regulations as are issued by FIFA, in connection with the status and transfer of players, from time to time, a club, official, Team Official or other member of Team Staff, Team Scout, player or other person, shall not directly or indirectly induce or attempt to induce a registered player of another club to leave for any purpose whatsoever the club for which he is so registered. Public statements by officials of their interest in registered players of other clubs or by players expressing interest in registered players of other clubs shall be regarded as attempts to induce within the meaning of this Article 80.1.

80.2 Except as otherwise provided by these Articles, no club shall employ a player who is registered for any other club or who has failed to comply with a decision of the Board.

80.3 Except as otherwise provided by these Articles, the Registration Procedures or such regulations as are issued by FIFA, in connection with the status and transfer of players, from time to time, a registered player shall not directly or indirectly through an agent or otherwise communicate with or approach another authorised club or any official or player of another authorised club or other person with the object of negotiating or arranging the transfer of registration of himself or another player of any other authorised club during the currency of his or that other player's contract.

80.4 No member or person instructed by such member shall either directly or indirectly induce or attempt to induce any manager, coach, trainer or other person involved in the training or management of the team of another member to terminate a contract of employment with that other member (whether or not by breach of contract) or either directly or indirectly approach any manager, coach, trainer or other person, as aforesaid, with a view to offering employment without first obtaining the consent in writing of that other member."

12. Deleting Article 82.1 in its entirety and replacing it with the following:-

"No player selected to attend any international or other match arranged by the Scottish FA shall refuse to comply with the arrangements for playing in such match or fail to attend such match without good and sufficient cause. No club or official or Team Official or other member of Team Staff shall encourage or instigate or cause such player so to refuse."

13. Deleting Article 85.7 in its entirety.

14. Deleting within Article 86.1, the last sentence in its entirety.

15. Deleting within Article 86.2, the last sentence in its entirety.

16. Deleting Article 94.1 in its entirety and replacing it with the following:-

“No recognised football body, club, official, Team Official or other member of Team Staff, player, referee or other persons under the jurisdiction of the Scottish FA shall bring the game into disrepute.”

17. Deleting Article 96.1 in its entirety.

18. Deleting Article 96.2 in its entirety and replacing it with the following:-

“96.2 No recognised football body, club, official, Team Official or other member of Team Staff, player or other person under the jurisdiction of the Scottish FA, reported to the Scottish FA by a referee for misconduct, or any such body or person, shall, in an interview, a "blog" on the Internet, on a social networking or micro-blogging site, or in any other manner calculated or likely to lead to publicity which is brought to the Scottish FA's attention or of which the Scottish FA becomes aware by whatever manner or means, criticise the performance(s) of any or all match official(s) in such a way as to indicate bias or incompetence on the part of such match official or make remarks about such match official which impinge upon his character.”

19. Deleting Article 96.3 in its entirety and replacing it with the following:-

“96.3 No club, official, Team Official, other member of Team Staff or player shall make public comments which relates to a referee who has been appointed to a match involving the club of the official, Team Official, other member of Team Staff or player; such comments having been made by the official, Team Official, other member of Team Staff or player at any time prior to the relevant match.”

20. Deleting within Article 96.4, the first sentence in its entirety.

21. Deleting Article 96.6 in its entirety and replacing it with the following:-

“96.6 No official, Team Official, other member of Team Staff or player shall engage in harassment, either orally or physically, of any of the match officials so officiating, during and/or directly after a match involving the club of the official, Team Official, other member of Team Staff or player.”

22. Deleting Article 97.1 and 97.2 in their entirety.

23. Deleting within Article 97.3, the words “pursuant to Article 97.1” and replacing it with the following:-

“in accordance with the directions(s) of the Judicial Panel, pursuant to the Judicial Panel Protocol,”

24. Deleting Article 98.1, 98.3 and 98.4 in their entirety.

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

Deleting within Article 51.4.1, the first sentence in its entirety.

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

1. Deleting within Article 52.1(f) the word "and".
2. Deleting within Article 52.1(g), the full stop at the end and replacing it with the following:-  
"; and"
3. Inserting a new sub-paragraph 52.1(h) as follows:-  
"(h) behave towards the Scottish FA and its members with utmost good faith."

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

Inserting at the end of Article 57.1, a new sentence as follows:-

"Such retiring Honorary Office-Bearers shall retain their title notwithstanding their standing down from office, as aforesaid."

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

Deleting within Article 60.1(c), the words "to the Board and" where they appear after the words "satisfactory reason".

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:-  
"Season" means the period from the day of the Annual General Meeting in one year through to the day prior to the next Annual General Meeting;
2. Inserting within Article 61.4 a new sentence after the first sentence, as follows:-  
"Each such Director shall be eligible for nomination to the Board by the Professional Game Board or the Non Professional Game Board, as the case may be, at the first meeting of the Professional Game Board or Non Professional Game Board, as the case may be, at the commencement of each Season."

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

Deleting within Article 61.6, the second sentence in its entirety and replacing it with the following:-

"At the expiry of any such period, the Board may nominate the retiring Director for re-election in accordance with the terms of Article 61.5."



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

Deleting within Article 62.2(m), the words "to the Board and" where they appear after the words "satisfactory reason".

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

1. Deleting within Article 64.4.2 the words "an ordinary member of the Council" and replacing them with the following:-  
"the member of Council who represents the East of Scotland Football League or the South of Scotland Football League, as the case may be".
2. Inserting within Article 64.4.3, at the end of the second paragraph, a new sentence as follows:-  
"Such alternate to comply with the eligibility criteria set out in Article 64.4.2."

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

Deleting within Article 67(d) the last sentence in its entirety.

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

Inserting within Article 71.1, after the words "under Article 50.2" the following:-

", and such other third parties as approved by the Board,".

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

Deleting Article 75.1 in its entirety and replacing it with the following:-

"Every deed, contract, document, instrument or other writing shall be subscribed on behalf of the Scottish FA in accordance with the requirements of the Companies Act 2006."

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

Deleting Article 78.7 in its entirety.

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

Deleting Article 81 in its entirety and replacing it with the following:-

"81.1 If any club is expelled, resigns, retires or ceases for whatever reason to be a member of the Scottish FA, the registrations of the players who are registered with the Scottish FA by such club shall continue to be held by the Scottish FA for such period as the Board determines. Without prejudice to the foregoing generality, the Scottish FA shall not be responsible to meet any financial obligations to such registered players.

81.2 The provisions of Article 81.1 are subject to the rights of the Scottish Football League where a club in membership of the Scottish Football League is expelled, resigns, retires or ceases for whatever reason to be a member of the Scottish Football League prior to resigning, retiring or ceasing to be a member of the Scottish FA."

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

Deleting Article 87.1 in its entirety and replacing it with the following:-

"No club, manager, trainer or other official, Team Official or other member of Team Staff or player of any club or any referee shall accept or receive or permit it or its name to be associated with the acceptance of any testimonial, presentation or gift, where the value of the gift is more than £200, without the prior approval of the Scottish FA."

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  
11<sup>th</sup> June 2013

  
Company Secretary