

Company Limited by Guarantee

(COPY)

SC5453

SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited.

Passed 26th May 2010

At a GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Wednesday, 26th May 2010, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

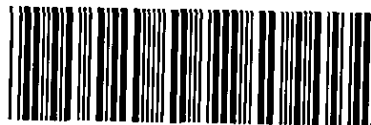
That the Articles of Association of the Association be and are hereby altered by:-

Deleting within Article 1, in the definition of "the Act", the words "Companies Act 1985 and the" and the words ", in each case to the extent in force at any relevant time".

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

Inserting within Article 1, in the definition of "Chief Executive", between the words "shall mean and "the Secretary", the words ", subject to Article 57,".

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

Inserting within Article 1, between the definitions of "disability" and "Disciplinary Procedures", a definition of "Disciplinary Committee" as follows:-

"Disciplinary Committee" shall mean the Standing Committee under that title formed in terms of Article 63 and so identified in the Standing Orders;

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

Inserting within Article 6.3, in line 7, between the words "require," and "a remittance for", the words "together with".

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

(i) Inserting at the end of Article 13.1 the words:-

"This Article is not to be construed as excluding from the ambit of Article 13 any holding by a club to which such Article applies of shares equal to or less than 3% of the issued share capital of another club or the holding company of such club."

(ii) Deleting within Article 14, in line 2, between the words "a trustee" and "may at the same time", the words "either alone or with one or more associates", and replacing them with the words ", 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),".

(iii) Inserting a new Article 14.1 as follows:-

"Except with the prior written consent of the Board, any person who (1) is a member of a club, (2) is involved in any capacity whatsoever in the management or administration of a club or (3) has any power whatsoever to influence the management or administration of a club may not take up any such role with another club until such time as the Association is reasonably satisfied that such person has ceased to hold such role in the first club. If this would require the relevant person to transfer his shares in the first club, the Association must be reasonably satisfied that the share transfer has been completed and that the shares have not been transferred to an associate. The criteria for assessing whether the position is satisfactory or not shall include, without limitation, provision to the Association of (i) a certified true copy of the register of members of the first club showing that the relevant person is no longer a member and that the shares have not been transferred to a person who is an associate and (ii) a certificate from the secretary of the first club confirming that the procedures applied in the transfer of the shares by the person to whom this Article applies complies with such club's constitution in all respects.

The Association must be reasonably satisfied about the transfer of his shares in the first club before such person can take up any such role at another club. The relevant person shall only be entitled to take up any of the aforementioned roles at another club prior to the transfer of his shares in the first club if the Association is reasonably satisfied that the shares have been placed into an irrevocable trust of which neither he nor any of his associates is a beneficiary and that he cannot exercise any rights or be entitled to any privileges in respect of such shares."

(iv) Deleting the existing Article 14.1 in its entirety and replacing it with the following:-

"14.2 Without prejudice to the foregoing, any person who (1) is a member of a club, (2) is involved in any capacity whatsoever in the management or administration of a club or (3) has any power whatsoever to influence the management or administration of a club is required to notify the Board in writing within seven days of any event which results, or would result, in him being entitled to hold or own, or his acquisition or dealing with, the securities or shares in excess of 3% of the issued share capital of another club or the holding company of such club. This Article is not to be construed as excluding from the ambit of Article 14.1 any holding by a person to whom such Article applies of shares equal to or less than 3% of the issued share capital of another club or the holding company of such club."

- (v) Inserting within the existing Article 14.4(1), in line 1, between the words "individual's spouse" and "parent", the words "common law spouse, civil partner," and in line 3, between the words "parent or spouse" and "or anyone else", the words ", common law spouse or civil partner".
- (vi) Inserting within the existing Article 14.4(2), in line 1, between the words "that individual" and "is a director" and between the words "that individual" and "is able to", the words "or a close relative of such individual".
- (vii) Deleting the existing Article 14.5(4).
- (viii) Renumber the existing Articles 14.2 to 14.6 as 14.3 to 14.7.

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

Deleting within Article 17(3), in line 1, the word "who".

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

- (i) Inserting at the end of Article 25 (after deleting the period) the words:-

" , provided that the Board shall not be required to take any action in respect of any such proposal if written support from at least one full member or member of the Board in addition to the full member or member of the Board making such proposal is not submitted together with the notice of the proposal in accordance with the foregoing".

- (ii) Inserting a new Article 25.1 as follows:-

"If, on receipt of a proposal submitted in accordance with Article 25, the Board is of the opinion (acting reasonably) that the addition(s) and/or alteration(s) proposed to be made to the Articles and/or the Challenge Cup Competition Rules do(es) not take account of all additions and alterations which would be required to be made to the Articles and the Challenge Cup Competition Rules in consequence of the adoption of such proposal, the full member or member of the Board lodging such proposal shall be required to work in conjunction with the Secretary and his staff to notify the Board in writing of all such consequential additions and alterations within three weeks of being notified of the requirement so to do by the Secretary. If the Board is not satisfied (acting reasonably) that all such consequential additions and alterations have been notified to it within the time period specified, then the Board will not be required to take any further action in respect of the proposal, which will be deemed to have fallen."

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

- (i) Deleting within Article 44.6, in paragraph (c), the word "and" where it appears at the end of such Article.
- (ii) Deleting within Article 44.6, in paragraph (d), the "." and replacing it with "; and".
- (iii) Inserting within Article 44.6 a new paragraph (e) as follows:-
"(e) comply with the principles of natural justice."

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

- (i) Inserting within Article 56(15), in line 3, between the words "retain" and "monies", the words "or otherwise withhold".
- (ii) Inserting within Article 56(15), in line 4, between the words "of whatever nature" and "to the Association", the words ", whether direct or indirect,".
- (iii) Inserting within Article 56(15), in line 5, between the words "by the Association" and "from any monies", the words "(in its sole discretion)".
- (iv) Inserting at the end of Article 56(15) the words ", provided that this Article 56(15) shall be without prejudice to any sanction otherwise imposed in terms of these Articles."

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

Inserting a new Article 60.9 as follows:-

- "60.9 In exercising their duties under these Articles, members of the Board and co-opted persons shall comply with the principles of natural justice."

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

- (i) Inserting within Article 63, in line 13, between the words "associated with" and "the Referee Committee", the words "the Appeals Committee,".
- (ii) Inserting within Article 63.5, in line 1, between the words "Without prejudice to the" and "generality", the word "foregoing".
- (iii) Inserting at the end of Article 63.6 the words:-
"Each member of a Standing Committee or a sub-committee shall comply with all Standing Orders promulgated by the Board from time to time in respect of the procedures therefor."
- (iv) Inserting within Article 63.9, in line 4, between the words "to so comply" and "shall be deemed", the words "or to comply with the terms of any Standing Order promulgated by the Board from time to time in respect of the relevant Standing Committee or sub-committee".

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

- (i) Inserting within Article 1, between the definitions of "National Club Licence" and "Office", a definition of "NDRC" as follows:-

"NDRC" shall mean the National Dispute Resolution Chamber, which is an emanation of the Appeals Committee as specified in Article 66.2;

- (ii) Inserting a new Article 66.2 as follows:-

"The Appeals Committee shall, in accordance with Article 63, delegate such of its powers as are necessary to sub-committees of the Appeals Committee for the purpose of determining disputes between players and clubs within Scotland regarding employment and contractual stability, and the relevant sub-committee in each such dispute shall constitute the NDRC. The procedures governing such sub-committees (including, without limitation, membership of such sub-committees) shall be set out in protocols promulgated by the Board from time to time."

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

Inserting at the end of Article 73 the words "or otherwise as required by law".

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

- (i) Deleting within Article 77.1, in line 3, between the words "at its" and "registered address", the words "or his".
- (ii) Inserting at the end of Article 77.1 the words "(in the case of a body corporate, which expression shall include unincorporated associations of persons) or such address (home or business) as shall be nominated for the purpose, failing which the last address known to the Association for the relevant member or person (in the case of an individual), which addresses will be shown in the Association's Handbook from time to time (to the extent necessary). Notwithstanding the foregoing, the Association shall assess entitlement to any expenses claimed by individuals by reference to their respective nominated addresses. All such individuals shall be obliged to notify such addresses (together with any changes) to the Association in writing. By furnishing their details to the Association, all persons consent to the inclusion of their nominated addresses and contact information in the Association's Handbook from time to time."

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

Inserting within Article 123, in line 3, between the words "who" and "in its opinion", a ",."

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

Inserting within Article 124, in line 3, between the words "or to an expulsion" and, "to any combination of", the words "or to ejection from the Challenge Cup Competition".

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

- (i) Re-numbering Article 126 as Article 126.1 and inserting within such Article, in line 3, between the words "in an interview" and "or in any other manner", the words ", a "blog" on the Internet, on a social networking or micro-blogging site,".
- (ii) Inserting within the existing Article 126, in line 5, between the words "becomes aware" and "criticise", the words "by whatever manner or means".

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

- (i) Deleting within Article 133.1.1, in line 6, the words "was" and "to", and replacing them, respectively, with the words "(which must be" and the words") was deemed to have been received by".
- (ii) Inserting within Article 133.1.1, in line 7, immediately following the words "the person or body concerned", the words ", provided that (in either case) an electronic or facsimile copy of the appeal must be received by the Secretary within 7 days of the relevant date".
- (iii) Deleting within Article 133.1.1, in line 8, the number "50" and replacing it with the number "75".
- (iv) Deleting within Article 133.1.1, in line 10, the number "100" and replacing it with the number "150".

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

- (i) Deleting within Article 133.2.1, in line 6, the words "was" and "to", and replacing them, respectively, with the words "(which must be" and the words") was deemed to have been received by".
- (ii) Inserting within Article 133.2.1, in line 6, immediately following the words "the player", the words ", provided that (in either case) an electronic or facsimile copy of the appeal must be received by the Secretary within 7 days of the relevant date".

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

- (i) Deleting within Article 133.3.1, in line 6, the words "was" and "to", and replacing them, respectively, with the words "(which must be" and the words") was deemed to have been received by".
- (ii) Inserting within Article 133.3.1, in line 7, immediately following the words "the body or person concerned", the words ", provided that (in either case) an electronic or facsimile copy of the appeal must be received by the Secretary within 7 days of the relevant date".
- (iii) Deleting within Article 133.3.1, in line 7, the words "A deposit shall be lodged with each appeal. In the case of a player or referee this shall be £20, (which shall also apply in the event of a player's club lodging an appeal on the player's behalf), and in the case of any other appellant it shall be £100. At the Appeals Board's discretion, the deposit will be forfeited if the appeal is dismissed."

(iv) Inserting a new sub-paragraph within Article 133.3.1 as follows:-

"A deposit shall be lodged with an appeal as follows:-

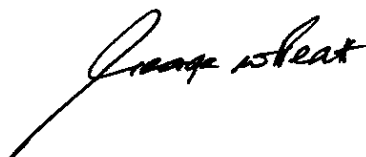
- (a) For clubs, and officials and players of clubs, in membership of the Scottish Premier League - £500
 - (b) For clubs, and officials and players of clubs, in membership of the Scottish Football League - £300
 - (c) For all other clubs, and officials and players of all other clubs - £100
 - (d) For all other appellants - £100
- At the Appeal Board's discretion, the deposit will be forfeited if the appeal is dismissed."

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

Deleting Article 134.2.5 in its entirety and renumbering the remaining Articles as Articles 134.2.5 to 134.2.8.

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
26th May 2010



Director