

*Company Limited by Guarantee*

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(COPY)

SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited.

Passed 18<sup>th</sup> June 2014

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THURSDAY



SCT

03/07/2014

#373

COMPANIES HOUSE

At a GENERAL MEETING of the above-named Association, duly convened and held at the Edinburgh Conference Centre, Heriot-Watt University, Riccarton, Edinburgh, on Wednesday, 18<sup>th</sup> June 2014, 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:-

Inserting a new Article 4.5 as follows:-

"From the commencement of Season 2016/17, in order to retain their full membership of the Scottish FA, members, which have a Club Licence, are required to maintain their Club Licence throughout their entire period of membership. Failure to so retain the Club Licence shall be a cause for the Judicial Panel to consider the status of such member's membership of the Scottish FA in accordance with the terms of Article 15."

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

Deleting Article 6.9 in its entirety and replacing it with the following:-

"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 Lowland Football League to which the foregoing will not apply until the commencement of Season 2015/16."

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

1. Deleting Article 26.1 in its entirety and replacing it with the following:-

"A club, official, Team Official or other member of Team Staff, player, referee or other person under the jurisdiction of the Scottish FA shall not gamble in any way on a football match. Any such club or person found guilty of gambling of any description on football shall be deemed guilty of misconduct and shall be liable to such sanctions in respect thereof as are prescribed within the Judicial Panel Protocol."

2. Deleting within Article 26.2 the word "betting" where it appears in line 5 and replacing it with the word "gambling".
3. Deleting within Article 26.2 the words "a fine, suspension, expulsion or any other penalties or conditions which the Judicial Panel may think proper" and replacing them with the following:-

"such sanctions in respect thereof as are prescribed within the Judicial Panel Protocol"

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

1. Inserting within Article 1.1, at the definition of "Conduct" the word "Violent".
2. Deleting within Article 1.1, within the definition of "Conduct", the words "which is violent".
3. Moving the definition of "Violent Conduct" to insert it after the definition of "Unacceptable Conduct" and before the definition of "working day".
4. Deleting within Article 1.1, within the definition of "Disorderly Conduct" the word "or" where it appears after the word "conduct" in line 6.
5. Inserting within Article 1.1, within the definition of "Disorderly Conduct" after the words "or insulting;" the following:-

"or (iv) using words or conduct or displaying any writing or other thing which indicates support for, or affiliation to, or celebration of, or opposition to an organisation or group proscribed in terms of the Terrorism Act 2000 and any successive or replacement legislation thereto."
6. Inserting within Article 1.1, within the definition of "Unacceptable Conduct" the word "Violent" after the word "means" and before the word "Conduct".
7. Inserting within Article 28.1 the word "good" after the word "and" and before the word "behaviour" where they appear twice.
8. Inserting within Article 28.2 the word "good" after the word "and" and before the word "behaviour".

9. Inserting a new Article 28.11 as follows:-

"28.11 Guidance in respect of the application of the terms of this Article 28 shall be promulgated by the Scottish FA from time to time. Observance with such guidance shall be taken cognisance of in respect of any proceedings under the jurisdiction of 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, in the definition of "Proxy Notice", the reference to "46.1" and replacing it with a reference to "46.2".
2. Inserting a new Article 46.1 as follows:-

"46.1 Each member entitled to be represented at general meetings shall be entitled to appoint another person as its proxy to exercise all or any of its rights to attend and to speak and vote at a general meeting."
3. Deleting the words "General Meeting", where they appear in Articles 46.1(d) and 46.5, and replacing them with the words "general meeting".
4. Inserting new Articles 46.6 to 46.8 as follows:-

"46.6 On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:-

  - (a) the proxy has been duly appointed by more than one member entitled to vote on the resolution; and
  - (b) the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it.

46.7 The appointment of a proxy to vote on a matter at a general meeting authorises the proxy to demand, or join in demanding, a poll on that matter.

46.8 On a poll taken at a general meeting, the voting rights of a member may be exercised by any proxy present who has been duly appointed by such member in relation to the resolution in respect of which the poll is taken."
5. Deleting the word "person" each time it appears in Articles 46.5, 46.6 and 46.8, and replacing it with the word "member".
6. Deleting the word "who", where it appears in the first line of Article 46.5, and replacing it with the word "which".
7. Deleting the words "whom or on whose behalf", where they appear in Article 46.6, and replacing them with the words "or on behalf of which".
8. Re-number the existing Article 46 accordingly.

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

Deleting within Article 52.1(a) the word "Protocol" where it appears in line 3 thereof.

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 "Honorary Vice-President" the words "elected in terms of Articles 56 and" and replacing them with the following:-  
"appointed in terms of Article".
2. Deleting within Article 1.1, within the definition of "members of the Council", the words "the Honorary Vice-President".
3. Deleting within Article 1.1, within the definition of "ordinary members of Council", the words "the Honorary Vice-President and".
4. Deleting within Article 41(c), the words "the Honorary Office-Bearers,".
5. Deleting within Article 45.3, the words "the Honorary Office-Bearers,".
6. Deleting within Article 47.1(d), the words "elected to the position of" and replacing them with the following:-  
"appointed by the Board from time to time as".
7. Deleting within Article 47.1(d), the words "Vice-President" and replacing them with the following:-  
"Vice-Presidents"
8. Deleting within the heading of Article 48 the words "Honorary Office-Bearers and".
9. Deleting Article 48.1 in its entirety.
10. Deleting within Article 48.5, within the first paragraph, the words "or the Honorary Office-Bearers".
11. Re-numbering Article 48 accordingly.
12. Deleting Article 50.1(d) in its entirety and re-numbering the Article accordingly.
13. Deleting within Article 51.5, the word "elected" where it appears in line 3 and replacing it with the word "appointed".
14. Deleting Article 55.2 in its entirety.
15. Deleting within Article 56, the following:-
  - a. The words "Honorary Office-Bearers, the" in line 1.
  - b. The words "Honorary Office-Bearers and" in line 4 where they appear after the words "at such meeting" and inserting the word "the".
  - c. The words "Honorary Office-Bearers and" in line 7.
16. Deleting Article 57.1 in its entirety and replacing it with the following:-

"On conclusion of his tenure as President, such former President may be appointed by the Board as an Honorary Office-Bearer. Once so appointed, the Honorary Office-Bearer shall retain that appointment unless such appointment is withdrawn by the Board.

Retiring Office-Bearers shall be eligible for re-election unless disqualified in terms of any of these Articles."

17. Deleting within Article 57.2 the first sentence thereof.
18. Deleting within Article 57.7 the words "the Honorary Office-Bearers and".
19. Deleting within Article 57.8 the words "an Honorary Office-Bearer or".
20. Deleting Article 60.3 in its entirety.

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

1. Deleting Article 60.1(b) in its entirety.
2. Deleting Article 60.1(c) in its entirety.
3. Deleting within Article 60.1(d) the reference to "60.1(d) and replacing it with "60.1(b)".
4. Deleting within Article 60.1(e) the reference to "60.1(e)" and replacing it with "60.1(c)".
5. Re-numbering the Article accordingly.

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

1. Deleting Article 61.2(g) in its entirety and replacing it with the following:-  
"2 Independent Non-Executive Directors."
2. Deleting within Article 61.5 the words "or such other person who satisfies the criteria set out in the Board Protocols for appointment as an Independent Non-Executive Director for election, in each case"

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

Inserting a new Article 63.7 as follows:-

"No member of any Committee, the Professional Game Board, the Non-Professional Game Board or Council, whether at first instance or at any subsequent appeal stage or in any arbitration or any process commenced pursuant to these Articles and/or the Judicial Panel Protocol shall be permitted to represent any player, official or employee of a club, or a club, on whose Official Return such individual is listed in the event that such player, official or employee or club is called to appear before a Committee, the Professional Game Board, the Non-Professional Game Board or Tribunal of the Judicial Panel. Under no circumstances shall an Office Bearer be permitted to represent any player, official or employee of a club or a club."

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

1. Deleting within Article 64.3.1(e) the word "elected" after "7" and before "representatives" and replacing it with the word "nominated".
2. Deleting within Article 64.3.2 the word "elected" where it appears twice and replacing it with the word "nominated".
3. Deleting within Article 64.3.3 the word "elected" and replacing it with the word "nominated".
4. Deleting within Article 64.3.3 at the beginning of the sentence the word "Each" and replacing it with the following:-  
  
"Subject to his annual nomination, each".
5. Deleting within Article 64.3.3 the words "not be eligible to stand for election to the Professional Game Board again until a period of 2 years has elapsed since they so stood down" and replacing them with the following:-  
  
"be eligible to stand for re-election"
6. Deleting within Article 64.3.4 the word "elected" where it appears twice and replacing it with the word "nominated".

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

1. Inserting within Article 64.3.2(a), after the word "be" and before the words "an office-bearer" the following:-  
  
"(i)"
2. Deleting within Article 64.3.2(a), the ";" at the end of the existing paragraph.
3. Inserting within Article 64.3.2(a) at the end of the existing paragraph the following:-  
  
"or (ii) be a member of the board of management or committee of the league he represents and must be listed as such in the Official Return of such league;"
4. Inserting within Article 64.3.2(b), after the word "be" and before the word "nominated" the following:-  
  
"(i)"
5. Deleting within Article 64.3.2(b) the ";" at the end of the existing paragraph.
6. Inserting within Article 64.3.2(b) at the end of the existing paragraph the following:-  
  
"or (ii) must be nominated by a full member who is a member of the relevant league as the case may be;"
7. Inserting within Article 64.3.2(c) at the beginning of the sentence the words "without prejudice to Articles 64.3.2(a) and (b),"

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

1. Deleting within Article 64.4.1(e) the word "elected" after "8" and before "representatives" and replacing it with the word "nominated".
2. Deleting within Article 64.4.2 the word "elected" and replacing it with the word "nominated".
3. Deleting within Article 64.4.3 the word "elected" and replacing it with the word "nominated".
4. Deleting within Article 64.4.4 the word "elected" where it appears twice and replacing it with the word "nominated".

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

Deleting within Article 66.9 the words "of Directors referred to in Article 66.5" where they appear in line 6 and replacing them with the following:-

"as specified elsewhere in these Articles and/or the Board Protocols"

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

Deleting within Article 74.2 the words "No full member with the exception of clubs in membership of an Affiliated National Association, and no" and replacing them with the word "No".

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

Deleting within Article 75.1 the words "Companies Act 2006" and replacing them with the word "Act".

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

Deleting Article 83 in its entirety and replacing it with the words "Not Used".

**83. Not Used**

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

Deleting within Article 94.3 the words ", save in relation to Article 15 when the Board will have an overriding jurisdiction".

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

1. Deleting Article 98 in its entirety and replace with "Not Used".
2. Inserting a new Article 88.5 as follows:-

"All suspensions imposed for any breach of Article 88 and the Anti-Doping Regulations shall be regulated strictly in accordance with the provisions of the Anti-Doping Regulations."

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

1. Deleting Article 62.3 in its entirety.
2. Deleting Article 99 in its entirety and replacing it with the following:-

#### **99. Arbitration**

##### **General**

- 99.1 This Article 99 comprises an agreement by parties who are subject to the jurisdiction of the Scottish FA, to submit disputes of certain natures, as specified in more detail below, to arbitration. It is important for parties to understand that the resolution of any dispute under this Article 99 comprises resolution by arbitration. Accordingly the provisions of the Arbitration (Scotland) Act 2010 ("the 2010 Act"), together with the Scottish Arbitration Rules which form Schedule 1 to the 2010 Act (with the exception of default rules which are disapplied by this Article 99) must be considered together with this Article 99, together with any amendments to the said Act and/or any other statutory or other provisions which may be relevant to the conduct of an arbitration in Scotland.
- 99.2 It is also important for parties to recognise that arbitrations under this Article 99 provide for resolution by an independent arbitral tribunal. The role of the Scottish FA and officers thereof, arises (in disputes which do not involve the Scottish FA) in respect of the *appointment* of tribunals. In respect of any jurisdictional matter, which cannot be agreed between the parties, such matters shall be determined by the arbitral tribunal, who shall have available the powers provided to them in this Article 99 and in the 2010 Act or otherwise by the law of Scotland. The Scottish FA may, in its appointment role, point out to parties an obvious jurisdictional issue, or an obvious conflict issue (for instance in a party's nomination of an arbitrator in terms of this Article) or otherwise. Insofar as a party does not agree with the Scottish FA in such circumstances, then the appointment of the tribunal shall proceed and the tribunal shall resolve the matter. Where the Scottish FA has raised such a matter with a party, and the party declines to take a step suggested by the Scottish FA, an arbitral tribunal may take such into consideration in any award of costs.
- 99.3 In respect of all arbitrations conducted under this Article 99, the law governing the arbitration shall be the law of Scotland and the seat of the arbitration shall be Scotland.
- 99.4 Where a player, official, referee, club, league or association has the right to refer a dispute to any recognised football body, then such dispute shall be so referred to such recognised football body and any appeal shall proceed in accordance with the provisions of Paragraph 14.3 of the Judicial Panel Protocol. Similarly appeals against Determinations of a Disciplinary Tribunal, disciplinary committee or a Club Licensing determination shall proceed in accordance with the relevant provisions of Paragraph 14 of the Judicial Panel Protocol. Where such a right of appeal exists to the Judicial Panel or tribunals appointed therefrom, then such matters shall not be referred to arbitration under this Article 99.

##### **Definitions**

- 99.5 An "associated person" shall have the definition ascribed to it in Article 1.1.
- 99.6 A "Scottish FA Dispute" in this Article 99 shall be 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.

- 99.7 A "Football Dispute" in this Article 99 shall be a dispute between or among members and/or any associated person(s) arising out of or relating to Association Football (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).
- 99.8 Other definitions shall have the meaning ascribed to them elsewhere in the Articles.

#### **Scottish FA Dispute Arbitrations**

- 99.9 The fact of membership of the Scottish FA and/or the submission to the jurisdiction of the Articles and/or association with such member by an associated person shall constitute an agreement by a member; and/or an associated person and/or the Scottish FA that such member and/or associated person and/or the Scottish FA shall settle a Scottish FA Dispute by arbitration conducted in accordance with Articles 99.9 to 99.12.
- 99.10 Failing agreement, in respect of a Scottish FA Dispute, 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 or by the Executive Director or the Chairman of Sports Resolutions (UK) (a trading name of Sports Dispute Resolution Panel Limited, company no. 03351039, registered at 1 Salisbury Square, London, EC4Y 8AE) ("Sport Resolutions"). Where appointment is by Sport Resolutions, Sports Resolution's Arbitration Rules, as amended by Sports Resolutions from time to time (<http://www.sportresolutions.co.uk/page.asp?section=56&sectionTitle=Arbitration>), shall apply, save that (1) all such arbitrations shall follow the Full Arbitration Procedure; and (2) their provisions regarding the seat, applicable law, and statutory regime shall be deleted, so that the law governing the arbitration shall be the law of Scotland and the seat of the arbitration shall be Scotland, and the Arbitration (Scotland) Act 2010 (as amended), shall apply.
- 99.11 With reference to Schedule 1 of the Arbitration (Scotland) Act 2010, Rules 11, 22, 26, 41, 43, 46 and 69 of the Scottish Arbitration Rules shall not apply.
- 99.12 A member, an associated person and/or the Scottish FA shall not take a Scottish FA Dispute to a court of law except with the prior approval of the Board. For the avoidance of doubt, this Article 99.12 does not prevent a member, associated person and/or the Scottish FA 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.

#### **Football Dispute Arbitrations**

- 99.13 The fact of membership of the Scottish FA and/or the submission to the jurisdiction of the Articles and/or association with such member by an associated person shall constitute an agreement by (i) a member; and/or (ii) an associated person that such member and/or associated person shall settle a Football Dispute by arbitration conducted in accordance with Articles 99.13 to 99.29.
- 99.14 A Football Dispute shall not be referred under these provisions where (i) the Scottish FA (including the Judicial Panel and any Committee or sub-committee) has power to determine a dispute or other issue in accordance with a different provision of these Articles or the Judicial Panel Protocol; or (ii) the member or associated person has not 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.

- 99.15 A member or an associated person may not take a Football Dispute to a court of law except with the prior approval of the Board. For the avoidance of doubt, this Article 99.15 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.
- 99.16 The submission of a Football Dispute to arbitration by a member or associated person ("**the Referring Party**") shall be lodged in writing by delivery to the Secretary and, at the same time, to the other party or parties to the Football 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.
- 99.17 Where a Football Dispute has been referred to arbitration, each such member or any associated person involved in the Football Dispute shall submit to the jurisdiction of the Tribunal and shall adhere to the provisions in this Article 99.
- 99.18 The Scottish FA shall maintain a list of qualified candidates ("**the Tribunal Candidate List**") to sit as arbitrators in tribunals to determine Football 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.
- 99.19 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 99.19;
  - (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 or member of the judiciary (Sheriff Court or Court of Session) of not less than 10 years' standing (including cumulatively in a combination of the said functions) and who shall act as chairman of the Tribunal ("**the Tribunal Chairman**"). The Tribunal Chairman shall generally be a suitable person appointed from the Tribunal Candidate List, but may, where appropriate, be a solicitor or advocate, or member of the judiciary (Sheriff Court or Court of Session) of not less than 10 years' standing (including cumulatively in a combination of the said functions) who is not included in the Tribunal Candidate List;
  - (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 by the Secretary. Such a single arbitrator shall generally be a suitable person appointed from the Tribunal Candidate List, but may, where appropriate, be a person who is not included in the Tribunal Candidate List;
  - (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 99.19(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 and 69 of the Scottish Arbitration Rules shall not apply.
- 99.20 As soon as practicable after it has been convened the Tribunal may convene a meeting with the Parties or their representatives.
- 99.21 The Tribunal may adopt such procedures as it considers appropriate for the resolution of the Football Dispute to ensure its just, expeditious, economic, and final determination and may proceed by way of oral hearing or by written submission and by such manner of evidence as it considers appropriate. Any award or procedural decision of the Tribunal shall if necessary be made by a majority and, in the event that no majority may be formed, the Tribunal Chairman shall make his determination as if he were a sole arbitrator.
- 99.22 The Tribunal may make interim awards or part awards on different issues at different times.
- 99.23 If, before the award is made, the Parties agree on a settlement of the Football Dispute, the Tribunal shall either issue an order for termination of the reference to arbitration or, if requested by both Parties and accepted by the Tribunal, record the settlement in the form of an award on joint consent, and in such case the award shall be treated as an Arbitral award. The Tribunal shall then be discharged and the reference to arbitration concluded subject to payment by the Parties of any outstanding fees and expenses of the Tribunal.
- 99.24 The Tribunal shall have the power to assess and grant an award and/or damages, and interest thereon, and make such other order as it deems appropriate in its reasonable discretion.
- 99.25 The Tribunal shall have the power to make such order against one or more of the Parties as it considers appropriate as to the costs of the arbitration, which shall include the fees and expenses of the arbitrators and of any hearings (including any administrative costs) and the Parties' expenses and outlays of the Scottish FA (which shall follow the direction of the Tribunal Chairman and shall be as agreed by the Parties and the Scottish FA or, failing such agreement, as determined by means of taxation, on the application of the Parties or the Scottish FA to the auditor of the sheriff court at Glasgow and the Parties and the Scottish FA agree that the Tribunal shall have the power to order a Party to pay the costs of the taxation) in the arbitration. For the avoidance of doubt, the whole costs, expenses and outlays of the arbitration, including the Tribunal's fees and outlays and

any reasonable fees and outlays incurred by the Scottish FA, shall be borne by the Parties.

99.26 In the event of default by either Party in respect of any procedural order of the Tribunal, the Tribunal shall have power:-

- (a) to debar that Party from further participation in the arbitration; and/or
- (b) to proceed with the arbitration and deliver its award.

99.27 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 in respect of a Football Dispute 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.

**General provisions**

99.28 Any SFA Dispute or Football Dispute decided under the procedure referred to in this Article 99 shall be final and binding on the Parties.

99.29 For the avoidance of doubt, the parties to any arbitration established pursuant to this Article 99 agree to renounce their respective rights of appeal, save in respect of the mandatory provisions of the Arbitration (Scotland) Act 2010 in respect of challenging awards, or as otherwise expressly provided in this Article 99.

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

Inserting within Article 6.3, a new sentence at the end of the existing paragraph, as follows:-

"No application for full membership of the Scottish FA shall be granted by the Board unless the Licensing Committee confirms to the Board that the applicant, if it is a club, has satisfied the minimum criteria as prescribed within the Club Licensing Procedures."

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

1. Deleting within Article 61.2(f) the words "a member" and replacing them with the words "two members".
2. Deleting within Article 64.3.4 the word "one" where it appears after the word "elect" and replacing it with the word "two".
3. Deleting within Article 64.3.4, at the beginning of the second sentence the word "person" and replacing it with the word "persons".
4. Deleting within Article 64.3.4, within the third line, the word "process," where it appears before the words "none of" and replacing it with the following:-  
  
"processes, each position on the Board to be filled shall be elected separately and".
5. Inserting within Article 64.3.4, within the last sentence, the word "relevant" before the word "nominee".

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

1. Inserting within Article 51.1.3(b), after the word "be" and before the words "an office-bearer" the following:-  
  
    "(i)"
2. Deleting within Article 51.1.3(b), at the end of the existing paragraph the "," and replacing it with the following:-  
  
    "or (ii) be a member of the board of management or committee of a league or Affiliated Association he represents and must be listed as such in the Official Return of such league or Affiliated Association;"
3. Deleting Article 51.1.3(e) in its entirety and replacing with the following:-  
  
    "if listed in the Official Return of a full member club, not be listed in the Official Return of more than one club in full membership;"

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  
18<sup>th</sup> June 2014

  
Company Secretary