

Sc 5453

Company Limited by Guarantee

(COPY)

SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited.

Passed 22nd May 2002

At an EXTRAORDINARY GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow, on Wednesday, 22nd May, 2002, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

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

- 1) Inserting within Article 1, after the definition of "Committee" and before the definition of "co-opted person" the following text:-

"communications	shall have the meaning ascribed to that word in the Electronic Communications Act 2000 including any statutory modification or re-enactment thereof for the time being in force;"
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- 2) Inserting within Article 1, after the definition of "Disciplinary Procedures" and before the definition of "the East of Scotland Football League" the following text:-

"Disclosure Bureau	shall mean the organisation established within the Scottish Criminal Record Office (SCRO) for the purposes of issuing certificates disclosing criminal history information to organisations under Part V of the Police Act 1997, and any successor or replacement bodies therefor;"
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"Disclosure	shall mean a certificate disclosing criminal history information issued by the Disclosure Bureau;"
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- 3) Inserting within Article 1, after the definition of “the East of Scotland Football League” and before the definition of “Extraordinary General Meeting” the following text:-

“electronic communications shall have the meaning ascribed to such expression in the Electronic Communications Act 2000 including any statutory modification or re-enactment thereof for the time being in force;”

- 4) Inserting within Article 1, after the definition of “members of the Council” and before the definition of “the Memorandum” the following text:-

“Membership Criteria shall mean the criteria promulgated by Council from time to time in connection with qualifying for associate membership of the Association in terms of Article 6.2;”

- 5) Inserting within Article 1, after the definition of “National Association” and before the definition of “office” the following text:-

“National Club Licensing Procedures shall mean the procedures promulgated by the Council from time to time in connection with National Club Licensing of the clubs in membership of the Association, an Affiliated Association or an Affiliated National Association;”

“National Club Licensing shall mean the process by which clubs in membership of the Association, an Affiliated Association or an Affiliated National Association, satisfy the National Club Licensing Procedures and secure and maintain a National Club Licence;”

“National Club Licence shall mean the licence secured and maintained by the clubs in membership of the Association, an Affiliated Association or an Affiliated National Association upon compliance with the National Club Licensing Procedures;”

- 6) Inserting within Article 1, after the definition of “referee supervisor” and before the definition of “registered member” the following text:-

“registered ground shall mean the sports ground of which the full member and/or associate member has sole use, or shared use approved by the Association, and such member must be in a position to establish security of tenure for the ground and to play matches as and whenever required, all as notified to the Association in the Official Return.”

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

Inserting a new Article 1.6 as follows:-

“1.6 Reference to “printed forms”, “forms” or “in writing” includes the use of appropriate electronic media.”

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

Inserting a new Article 5.1 as follows:-

“5.1 Each member shall use its best endeavours to ensure its officials and employees observe the Articles and any regulations or decisions promulgated by (a) the Council or by any committee thereof or (b) by FIFA or (c) by UEFA.”

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

Deleting existing Article 6.2 in its entirety and inserting a new Article 6.2 as follows:-

“6.2 A club or association desiring to qualify for full membership of the Association must first be admitted as an associate member. A club cannot be admitted as an associate member unless it meets, and commits to continuous compliance with the Membership Criteria and amendments thereto as shall be promulgated by the Council from time to time in connection with the membership of the Association.”

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

Deleting Article 8 and re-numbering Article 8.1 as Article 8

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

Deleting in Article 10 the words “A person will not be deemed fit and proper if:-” where they appear on the final line contained within the first paragraph and replace them with the following text:-

“The Council hereby reserves its discretion as to whether or not such a person is fit and proper, as aforesaid, after due consideration of all relevant facts, which Council has in its possession and knowledge, including the undernoted list which is acknowledged to be illustrative and not exhaustive:-”

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

1. Deleting the period at the end of Article 10(5) and replacing it with a semi-colon and inserting a new Article 10(6) as follows:-

“10(6) he is the subject of an endorsed Disclosure from the Disclosure Bureau.”

2. Inserting in Article 10, immediately after new sub-paragraph (6), the following new paragraph:-

“Such persons by allowing their details to be included on the Official Return or any amendment thereto thereby agree to be bound by and be subject to the Articles and rules and regulations of the Association (as amended from time to time) whose decision on all matters shall be final and binding, subject to any appeals or arbitration procedure available in terms of the Articles, and the Official Returns and amendments thereto shall display prominently a notice to this effect.”

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

Inserting in Article 12, in the second sentence after the word “details”, the following words:-

“for the purposes of National Club Licensing and/or”

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

Inserting in Article 12 a new second paragraph as follows:-

“Furthermore, all payments, whether made by the club or otherwise, which are to be made to a player solely relating to his playing activities must be fully recorded within the relevant written agreement with the player prior to submission to this Association and/or the recognised football body of which his club is in membership.”

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

1. Deleting the text of existing Article 13 (1) and replacing it with the following text:-

“13 (1) hold or seek to acquire or deal in the securities or own shares in excess of 3% of the issued share capital of another club or the holding company of such club; or”

2. Deleting the text of existing Article 14 (1) and replacing it with the following text:-

“14 (1) hold or acquire or deal in the securities or own shares in excess of 3% of the issued share capital of more than one club or the holding company of such club; or”

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

1. Deleting Article 17(3) in its entirety

2. Renumbering Article 17(4) as Article 17(3) and renumbering the subsequent Articles accordingly, and deleting the existing text of Article 17(4) and replacing it with the following text:-

“17(3) a full member entitled to have a representative at a general meeting who facilitates representation by a person who does not qualify as its representative in terms of Article 26;”

3. Adding a new Article 17 (6) as follows:-

“17 (6) where the club has had its National Club Licence suspended for a period in excess of 6 months.”

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

1. Deleting in Article 23 the words “in writing” where they appear in the first line deleting the existing Article 23.1 and inserting as new Article 23.2 the following text:-

“23.1 Notice to be given to such persons entitled to receive such notice from the Association, as aforesaid, shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the Association. In this Article “address” in relation to electronic communications, includes any number or address used for the purposes of such communications.”

2. Re-numbering existing Articles 23.2 and 23.3

3. Deleting Article 26 (4), (5) and (9) in their entirety and renumbering Article 26 (6), Article 26 (7), Article 26 (8), Article 26 (9) as Article 26 (4), Article 26 (5), Article 26 (6) and Article 26 (7) respectively.

4. Inserting a new Article 26 (7) (as renumbered) as follows:-

“26 (7) a representative of a club subject to National Club Licensing which has had its National Club Licence suspended for whatever reason shall be debarred from attending the Annual General Meeting unless otherwise decided by the Council in accordance with Article 17(7).”

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

1. Inserting a new Article 38.2 as follows:-

“38.2.1 An Office Bearer (specifically excluding the Second Vice President) for the period of his term of office, shall be entitled, at any time during the period of his term of office, to renounce all connections with the club on whose Official Return he is specified subject to prior written intimation to Council.

38.2.2 Furthermore, at the expiry, or earlier termination, of his period of office the Office Bearer shall be entitled to renew his connections with the former club, as aforesaid.

38.2.3 For the avoidance of all doubt, in the event that the Office Bearer exercises the foregoing right in terms of Article 38.2.3, this shall in no way whatsoever prejudice nor impinge upon the power, authority and role of the Office Bearer as contained within these Articles.”

2. Re-numbering Article 41 as “Article 41.1”

3. Inserting at end of Article 41.1 the following text:-

“For the avoidance of doubt, the terms of Articles 41.1(1) and 41.1 (4) shall not apply in the event that the candidate, as aforesaid, is an Office Bearer at the date of submission of the nomination, as aforesaid.”

4. Deleting Article 41.1 (5) in its entirety and renumbering Articles 41.1 (6) to (9) as Articles 41.1 (5) to (8).

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

1. Deleting in Article 66, in the first paragraph, second sentence, the words “exception of the Committee,” and replacing them with the following words:-

“exceptions of the Committees,”

2. Inserting in Article 66, in the first paragraph, second sentence, after the words “(“the Referee Committee”),” the following words:-

“and to carry out such Disciplinary Procedures pursuant to Article 84 (“the Disciplinary Committee”), respectively”

3. Inserting in Article 66, in the first paragraph, third sentence, after the words “The Referee Committee” the following words:-

“and the Disciplinary Committee”

4. Deleting in Article 66, in the first paragraph, third sentence, the word “its” where it appears twice and replacing with the following words:-

“their respective”

5. Inserting in Article 66, in the first paragraph, fourth sentence, after the words “Referee Committee” the following words:-

“and the Disciplinary Committee, respectively,”

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

1. Inserting a new Article 66.3 as follows:-

“66.3 Co-opted members must not have attained the age of 70 years at the date of their appointment to a Committee.”

2. Re-numbering existing Articles 66.3 and 66.4 as Articles 66.4 and 66.5.

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

1. Inserting a new Article 67 (ii) as follows:-

“67 (ii) be composed of candidates who have not attained the age of 70 years at the date of their appointment to the Committee Appointments Board;”

2. Re-numbering existing Articles 67 (ii), (iii) and (iv) as Articles 67 (iii), (iv) and (v)

3. Inserting new Article 67 (vi) as follows:-

“67 (vi) appointment to the Committee Appointments Board shall be for a period of 2 years and may be renewed without limit.”

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

- 1) Deleting Article 70 in its entirety
- 2) Re-numbering existing Article 70.1 as Article 70
- 3) Deleting the words within the renumbered Article 70 “of the International Committee” after the word “arrangements”.
- 4) Deleting the heading “International Committee” and inserting a new heading as follows:-
“International Selection”

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

1. Deleting in Article 71, the heading “Sederunt Book” and replacing it with the following heading:-

“Remuneration and Expenses”

2. Deleting the existing text of Article 71 in its entirety and replacing it with the following text:-

“71 Members of the Council and where appropriate, co-opted persons shall be entitled to expenses properly incurred by them for attending meetings of the Association in connection with the discharge of their duties on a scale to be determined by the Council.

3. 71.1 Members of the Council shall be entitled to such remuneration as the Association may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

71.2 In the event of prolonged absence of the President and/or the First Vice President, as the case may be, the First Vice President shall deputise for the President, and the Treasurer shall deputise for the First Vice President, respectively and as required, and receive the remuneration of that individual, pursuant to Article 71.1 above; subject to a maximum period of 12 months.”

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

1. Deleting in existing Article 74 (4), in the second sentence, the words "shall be printed and issued" and inserting in their place the following words:-

"shall be distributed to"
2. Deleting existing Article 74 (5) in its entirety

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

1. Deleting in Article 84(1) the words "for dealing with reports by match officials" and inserting in their place the following words:-

"to consider matters of whatever nature and howsoever brought before the Disciplinary Committee and whether or not mentioned in a report by a match official"
- 2.(a) Inserting in Article 84(2) after the words "to investigate" the following words:-

"and/or consider"
- (b) Deleting in Article 84(2) the word "exceptional" and inserting in its place the following words:-

"of a significantly serious nature"
- (c) Inserting in Article 84(2) after the words "its investigation" the following words:-

"and/or consideration"
- (d) Deleting in Article 84(2) the words ", additional or other penalties," and inserting in their place the following word:-

"penalty"
- (e) Inserting at the end of Article 84(2) the following words:-

"irrespective of whether or not a penalty has been imposed as a result of action by the match official;"
- 3.(a) Deleting in Article 84(3) the words ", additional or other penalties," and inserting in their place the following word:-

"penalty"
- (b) Inserting at the end of Article 84(3) the following words:-

"irrespective of whether or not a penalty has been imposed as a result of action by the match official;"
- 4.(a) Deleting in Article 84(4), the words ", additional or other penalties," and inserting in their place the following word:-

"penalty"
- (b) Inserting at the end of Article 84(4) the following words:-

"irrespective of whether or not a penalty has been imposed as a result of action by the match official;"

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

Deleting existing Article 88 in its entirety and renumbering all subsequent Articles so that Article 89 becomes Article 88 and so on.

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

Deleting the text of existing Article 101 and inserting in its place the following new Article 101:-

“101 Reinstatement from non-amateur status to amateur status may only be granted by the Association as an application of the principle expressed in Article 106. A player of non-amateur status who notifies the Association in writing of his desire to be granted reinstatement from non-amateur status to amateur status may be granted such provided that:-

- (1) He is not currently registered for any member club of the Association; and
- (2) A period of not less than 30 days has elapsed since he competed in his last match for his former club.

Any such reinstatement shall not annul any infringement subsequently reported or disclosed to the Association.”

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

Inserting a new Article 116 as follows:-

“116 Clubs in full or associate membership of the Association or in membership of an Affiliated Association or an Affiliated National Association, as the case may be, shall comply with the requirements of the National Club Licensing Procedures.”

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

1. Delete in Article 117 the word “roll” where it appears in first and second sentences and replace it with the following word:-

“register”

2. Delete in Article 117 the word “List” where it appears in second and third sentences and replace it with the following word:-

“Register”

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

Deleting existing Article 121 in its entirety

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

1. Deleting existing Articles 124 and 124.1 in their entirety
2. Inserting a new Article 124 as follows:-

“124 A club, manager, trainer or other official or player of any club or any referee shall not accept or receive or permit his or its name to be associated with the acceptance of any testimonial, presentation or gift, where the value of the gift is more than £100, without the prior written approval of the Association.”

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

Inserting in Article 134.1, in the last paragraph, after the words “the permission of the”, the following words:-

“Chairman of the”

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

1. Deleting in Article 134.1.1, in the third sentence, the figure “£20” and replacing it with the following figure:-

“£50”

2. Deleting in Article 134.1.1, in the third sentence, the figure “£50” and replacing it with the following figure:-

“£100”

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

1. Inserting in Article 134.2, in the second paragraph, after the words “the permission of the” the following words:-

“Chairman of the”

- 2.(a) Deleting in Article 134.2.3 the word “agreed” and inserting in its place the following word:-

“authorised”

- (b) Inserting at the end of Article 134.2.3, the following words:-

“or any accredited official of his club.”

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

1. Inserting in Article 134.3(4) after the word “excessive” the following words:-

“or inappropriate;”

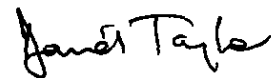
2. Inserting a new Article 134.3(5) as follows:-

“(5) the decision of the General Purposes Committee in relation to National Club Licensing Procedures was wrong in law, in breach of the rules of natural justice or otherwise flawed.”

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

BY ORDER OF THE COUNCIL

Registered Office:
HAMPDEN PARK
GLASGOW G42 9AY
22nd May 2002

A handwritten signature in black ink, appearing to read 'Janet Taylor', written in a cursive style.

Company Secretary