

TUESDAY



SCT *S9AQ1NTF* 04/08/2020 #147
COMPANIES HOUSE

Company Limited by Guarantee

(COPY)

SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited
(Incorporated in Scotland No. SC005453)

Passed 21st July 2020

At a GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow on Tuesday, 21st July 2020, 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 10.8 the words "at the time of or prior to" which appear in line 6 and replacing them with the following words:-

"no later than 5 working days after"
2. Deleting within Article 10.8 the words "is/are prepared to take" which appear in line 10 and replacing them with the following words:-

"has taken"

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

1. Inserting within Article 37 two new sub-paragraphs as 37.2 and 37.3 as follows:-

"37.2 General meetings can be held solely by any means of electronic communication which permits the members who are present at the general meeting to communicate with each other and references in these Articles to the "place" of a general meeting shall be deemed to include holding such general meeting by any such means.

37.3 In determining whether members are present at a general meeting, including for the purposes of determining whether a quorum is present, as prescribed in Article 42.1, it is not necessary for members to be in the same place at the same time. The Board may make whatever

arrangements it considers appropriate to enable those members who are present at a general meeting, whether in person or by other means, to exercise their rights to speak or vote at such general meeting, including by any means of electronic communication which permits the members who are present at the general meeting to communicate with each other."

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

1. Deleting Article 38.2 in its entirety and re-numbering the existing Article 38.3 as Article 38.2.
2. Deleting Article 100.3 in its entirety and replacing it with the following:-

"100.3 The Scottish FA may serve, send, supply or give any notice, document or information upon or to any member or upon or to any Director, member of the Congress or co-opted person by (i) sending it through the post in a prepaid letter addressed to such member or person at its registered address (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 Scottish FA for the relevant member or person (in the case of an individual); (ii) by electronic communication to any number or address used for the purposes of such communications for the time being notified to the Scottish FA by the relevant member or person for the purpose; or (iii) by making the notice, document or information available on a website or such other platform as is determined by the Board from time to time and giving notice of the availability of that document or information to such member or person."
3. Inserting within Article 100.4, immediately following the words "a read receipt has been sent in relation to it", the following words:-

"or, in the event that the Scottish FA receives a notice of failed transmission of an electronic communication, on the date when the Scottish FA re-sends the electronic communication"
4. Inserting the following sentence at the end of Article 100.4:-

"Any notice given by means of a website or other platform shall be deemed to have been served when the notice was first made available on the website or other platform or, if later, when the recipient received (or is deemed to have received) notice of the fact that the notice was available on the website or other platform."

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

Subject to and conditional upon Resolution 2 being approved, that the Articles of Association of the Scottish FA be and are hereby altered by:

1. Inserting within Article 45.2, immediately following the words "on a show of hands", the following words:

"or otherwise in accordance with any arrangements made by the Board prior to such general meeting pursuant to Article 37.3 to enable those members who are present at the general meeting, whether in person or by other means, and who are entitled to vote at such general meeting, to exercise their right to vote."

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

1. Deleting within Article 62.2(c), the amount "10,000,000" which appears before the words "on such security", and replacing it with the amount "20,000,000".

Subject to and conditional upon Resolution 7 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 West of Scotland Football League" between the definition of "Violent Conduct" and the definition of "working day" as follows:-

"the West of Scotland Football League" means the unincorporated association of football clubs called The West of Scotland Football League;"

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

"the West of Scotland Football League," after the words "the East of Scotland Football League,".

3. Inserting within Article 51.2.1 the following words:-

"the West of Scotland Football League," after the words "The East of Scotland Football League,".

4. Inserting within Article 51.2.3, the following words:-

"the West of Scotland Football League," after the words "the East of Scotland Football League,".

5. Deleting within Article 64.4.1(d) the number "9" and replacing it with the number "10".

6. Inserting within the Article 64.4.1(d) the following words:-

"1 representative of the West of Scotland Football League" after the words "1 representative of the East of Scotland Football League,".

7. Deleting within Article 64.4.2 the number "9" where it appears before the word "nominated" and replacing it with the number "10".

8. Inserting within Article 64.4.2 the following words:-

"or a representative of the West of Scotland Football League" after the words "a representative of the East of Scotland Football League" where they each appear in lines 3 and 6:-

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
21st July 2020



Company Secretary