

Company Number SC175364

**The Companies Act 2006**

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**Private Company Limited by Shares**

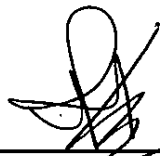
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**Resolution**

**of**

**The Scottish Premier League Limited ("the Company")**

At a General Meeting of the Company held at The Scottish Premier League Board Room, Hampden Park, Glasgow on 30 May 2012 a resolution in the terms first attached was passed as a special resolution amending the Articles of Association of the Company. The Articles of Association of the Company are now in accordance with the second attached document.

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Solicitor  
For and on behalf of the Company

SATURDAY



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07/07/2012 #201  
COMPANIES HOUSE

## **The Scottish Premier League Limited**

**General Meeting – 30 May 2012**

### **RESOLUTION 1**

That the Articles of Association of the Company be amended as described below;

**1. Delete Articles 11 to 13 (inclusive) and substitute:**

- "11. Except where the transfer of a Share is occasioned by the promotion of an association football club from and relegation of a Club to the SFL, the approval of the Members in General Meeting shall be required before the transfer of any Share shall be registered and the Members may, in their absolute discretion, refuse to approve the registration of the transfer of any such Share.
12. The Members shall not approve the registration of the transfer of a Share for the purposes of Article 11 unless the Board shall first have confirmed that the Board has approved the instrument of transfer and that there exist no circumstances in which the Members shall refuse to approve the registration of the transfer of the Share in terms of Article 13.
13. The Members shall refuse to approve the registration of the transfer of a Share:-
- (i) to a person who the Board is not satisfied is or, at the time that the transferee will be entered in the Company's Register of Members as the holder of the Share, will be the owner and operator of a Club;
  - (ii) unless the instrument of transfer is lodged at the Office or at such other place as the Board may appoint and is accompanied by the certificate for the Share to which it relates;
  - (iii) if the transferor and/or transferee shall fail to provide such evidence as the Board may require to demonstrate to the satisfaction of the Board the respective rights of the transferor to make the transfer and the transferee to become a Member;
  - (v) if the instrument of such transfer is in respect of more than one Share; or
  - (vi) if the transferee or an Associate of the transferee shall own or have an interest in any other Share."

2. **Delete** Articles 19 and 20 and **substitute:**

- "19. If the Members refuse to approve the registration of the transfer of a Share, the Board shall after such refusal send to the transferor and transferee notice of the refusal.
- 20. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer for which registration is refused shall be returned to the person lodging it when notice of the refusal is given."