

SC005453

Company Limited by Guarantee

(COPY)

SPECIAL RESOLUTIONS

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

of

The Scottish Football Association Limited.

Passed 6th June 2018

At a GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow on Wednesday, 6th June 2018, 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 1 "Interpretation", within the definition of "Affiliated National Association", the word "and" where it appears before the words "the Scottish Youth Football Association" and replacing it with ",".
2. Inserting within Article 1 "Interpretation", within the definition of "Affiliated National Association", after the words "the Scottish Youth Football Association", the following words:-
"and Scottish Para-Football".
3. Deleting within Article 64.4.1(d), the number "8" where it appears before the word "nominated" and replacing it with the number "9".
4. Deleting within Article 64.4.1(d), the number "6" where it appears before the words "the Affiliated National Associations" and replacing it with the number "7".
5. Deleting within Article 64.4.2, the number "8" where it appears before the words "nominated representatives" and replacing it with the number "9".
6. Deleting within Article 64.4.4, the number "8" where it appears before the words "nominated representatives" and replacing it with the number "9".

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

1. Inserting within Article 4.5, after the first sentence thereof, the following words:-

“Without prejudice to the foregoing generality, each full member must operate at least one team in an adult competition organised by an Affiliated Association or league (formed with the consent of the Scottish FA in terms of Article 18).”

2. Deleting within Article 4.5, the last sentence in its entirety and replacing it with the following:-

“Failure to so secure and thereafter retain the Club Licence or failure to so operate at least one team in an adult competition, as aforesaid, shall be a cause for the Judicial Panel to consider the status of such 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:-

1. Deleting within Article 11.1, within the first paragraph thereof, the following words:-

“With effect from 1st January 2017, each”

2. Inserting within Article 11.1, before the words “club shall” the word “Each”.

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

Deleting Article 47.5 in its entirety and replacing it with the following:-

“The exercise by an Office-Bearer of his right in terms of Article 47.3 shall not in any way whatsoever prejudice or impinge upon the power, authority and role of such Office-Bearer as contained within these Articles.”

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

Deleting within Article 48.1, the word “other” where it appears after the word “any” and before the word “candidate” in line 1 thereof.

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

Inserting at the end of Article 48.2(b) after the words “in Article 48.1”, the following wording:-

“, provided that any time spent as an alternate at meetings of the Non-Professional Game Board pursuant to Article 64.4.3 shall not count as a period of service on the Non-Professional Game Board for the purposes of this Article 48.2(b)”

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

1. Deleting within Article 61.4, where they appear in line 8 thereof, the words “if this would result in a breach of Article 61.6, he shall be appointed for such lesser period as shall ensure compliance with such Article.”

2. Inserting within Article 61.4, after the words “provided that”, where they appear in line 8, the following:-

“:-”

3. Inserting within Article 61.4, at the end of the Article, two new sub-paragraphs, as follows:-
 - “(a) if this would result in a breach of Article 61.6, he shall be appointed for such lesser period as shall ensure compliance with such Article; and
 - (b) where an Independent Non-Executive Director elected pursuant to Article 61.7(c) who is deemed to retire pursuant to Article 61.7 is nominated for re-election by the Board pursuant to this Article 61.4 and is subsequently re-elected as an Independent Non-Executive Director, that Independent Non-Executive Director’s initial three (3) year period of appointment shall be deemed to have commenced on the date of his appointment pursuant to Article 61.7(c).”
4. Deleting within Article 61.5, the words “lodge with the Secretary written notice of the relevant nominees.” where they appear in line 8, and replacing them with the following wording:-

“intimate the names of the relevant nominees to the Secretary.”
5. Inserting within Article 61.7, within the second paragraph thereof, after the words “of those Articles” where they appear in line 4, the following word and numbers:-

“61.4 and 61.5”

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

Inserting a new Article 62.3 as follows:-

- “62.3 In addition to and without prejudice to the terms of Articles 63 and 64, the Board may delegate to any individual who holds an office with the Scottish FA such of the Board’s powers as shall be determined by the Board in its sole discretion, provided that:
- (a) any such delegation shall be subject to:
 - (i) such conditions and (subject to Article 62.3(a)(ii)) for such duration as the Board shall determine from time to time;
 - (ii) renewal by the Board on an annual basis;
 - (iii) modification, suspension or withdrawal by the Board at any time; and
 - (iv) the relevant individual continuing to hold the office with the Scottish FA which was held by him at the time when the relevant powers were delegated to him; and
 - (b) any decision of the Board under this Article 62.3 must be taken unanimously by those Directors present at a quorate meeting of the Board.”

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

Inserting a new Article 63.7 as follows:-

“Where, pursuant to the terms of any applicable policy of the Scottish FA from time to time, a member of the Board, any Committee, the Professional Game Board, the Non-Professional Game Board or the Congress who is entitled to attend and is present at a meeting of the Board, the relevant Committee, the Professional Game Board, the Non-Professional Game Board or the Congress (as the case may be) is not entitled to vote at such meeting on a matter in which he has an interest which conflicts, or may conflict, with the interests of the Scottish FA, such individual shall nonetheless still be counted in the quorum for that part of the meeting at which such matter is considered.”

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

1. Deleting within Article 64.2.1, the words “to exercise its powers in relation to such areas of responsibility over any like matters considered and determined by the Professional Game Board, the Non-Professional Game Board, any Committee or sub-committee or the Chief Executive in priority to any such body or person.” and replacing them with “:-“.
2. Inserting within Article 64.2.1, preamble, after the word “entitled”, the words:-

“, save to the extent that the body or person to which or whom a power has been so delegated has, pursuant to such delegation, already made a determination on the matter or issue delegated to it or him”.
3. Inserting within Article 64.2.1, a new sub-paragraph (a) as follows:-

“(a) to exercise its powers in relation to such areas of responsibility over any like matters to be considered and determined by the Professional Game Board, the Non-Professional Game Board, any Committee or sub-committee, the Chief Executive or any other individual to whom any of the Board's powers are delegated pursuant to the terms of these Articles in priority to any such body or person; and”.
4. Inserting within Article 64.2.1, a new sub-paragraph (b) as follows:-

“(b) withdraw or suspend any such delegated power in whole or in part and subject to any such conditions, including as to a particular matter or issue for determination and/or for such period of time and/or the occurrence of a future event or events, as the Board sees fit.”.

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

Deleting Article 69 in its entirety and replacing it with the following:-

“69. Secretary and Interim Chief Executive

- 69.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it.
- 69.2 The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
- 69.3 The Secretary shall ordinarily also serve in the capacity of Chief Executive but, at the entire discretion of the Board, different persons may be appointed to office as the Secretary and the Chief Executive, respectively.

69.4 Without prejudice to Article 69.3, where the position of Chief Executive is vacant, the Board may (in its sole discretion) appoint an individual to act as Chief Executive on an interim basis and empower such individual to exercise such powers of the Chief Executive as the Board decides. Any individual acting in this capacity shall only hold those positions which these Articles state are to be held by the Chief Executive with the prior approval of the Board.”

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
6th June 2018



Company Secretary