

Company Limited by Guarantee

TUESDAY



(COPY)

SPECIAL RESOLUTIONS

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

of

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

Passed 12th June 2019

At a GENERAL MEETING of the above-named Association, duly convened and held at the National Stadium, Hampden Park, Glasgow on Wednesday, 12th June 2019, 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 the definition of "associate member", where it appears in Article 1.1, in its entirety and replacing it with the following:-

"“associate member” means a club or association which is admitted as a full member in accordance with Article 6 at any time after the commencement of the 2019 Annual General Meeting and which, at the time of becoming a full member, is not entitled to play in the Scottish Professional Football League, the Scottish Highland Football League or the Scottish Lowland Football League during the Season in which it is admitted as a full member;”
2. Inserting, within the definition of "full member" in Article 1.1, the words "(including an associate member)" between the words "full member of the Scottish FA" and "and the expression".
3. Inserting a new Article 4.6 as follows:-

"4.6 Notwithstanding any other provision of these Articles, an associate member shall be entitled to receive notice of and attend (by way of a representative appointed pursuant to Article 40.1) at all general meetings in accordance with the terms of these Articles, but shall not be entitled to speak or vote at any such general meeting or appoint another person as its proxy to attend, speak or vote at any such general meeting. Without

prejudice to the foregoing, the associate member shall otherwise remain at all times bound by the obligations and liabilities of full membership.”

4. Inserting a new Article 4.7 as follows:-

“4.7 The rights and privileges of each club and association which is a full member prior to the commencement of the 2019 Annual General Meeting, or to whom such full membership has been transferred with the approval of the Board, shall, for so long as its full membership is extant, be unaffected by the provisions of Article 4.6.”

5. Inserting a new Article 4.8 as follows:-

“4.8 Notwithstanding the provisions of Article 4.6:

(a) if any club which is an associate member shall become entitled to play in the Scottish Professional Football League, or the Scottish Highland Football League, or the Scottish Lowland Football League, it shall be entitled to receive notice of, attend, speak and vote (including by way of proxy) at any general meeting with effect from the last working day immediately prior to the Annual General Meeting falling immediately after becoming so entitled; and

(b) in the event that any such club shall thereafter no longer be entitled to play in any of the Leagues referred to in Article 4.8(a), the terms of Article 4.6 shall apply to the relevant club in respect of any general meeting with effect from the last working day immediately prior to the Annual General Meeting falling immediately after it is no longer entitled to play in any of those Leagues.”

6. Inserting a new Article 4.9 as follows:-

“4.9 Without prejudice to the terms of Article 4.8, in exceptional circumstances, the Board shall, in its sole discretion and subject to such conditions as it determines to be appropriate, be entitled to determine that the terms of Article 4.6 shall not apply to a full member for such period of time as the Board determines to be appropriate, in which case such full member shall be a full member without any restriction on the rights and privileges of such membership and shall not be an associate member for such period of

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 “Violent Conduct”, the word “and” where it appears at the end of the definition.

2. Deleting within Article 1 “Interpretation”, within the definition of “Working Day”, the “.” where it appears at the end of the definition and replacing it with “; and”.

3. Inserting within Article 1 “Interpretation”, a new definition of “Youth Ambassador” immediately after the definition of “Working Day” as follows:-

“Youth Ambassador” shall have the meaning ascribed to it in Article 51.4.1.”

4. Deleting within Article 50.1(h), the word “and” where it appears at the end of such Article.

5. Inserting a new Article 50.1(i) immediately after the existing Article 50.1(h) as follows:-

“the Youth Ambassador; and”

6. Re-numbering the existing Article 50.1(i) as Article 50.1(j).

7. Inserting the following sentence at the end of Article 51.4.1:-

“In addition, the Scottish FA shall nominate one (1) individual to the Congress to represent the views and opinions of young people on matters relating to Association Football in Scotland (“the Youth Ambassador”).”
8. Inserting within Article 51.4.2, between the words “of the Football Family” and “shall comply with”, the words “, and the Youth Ambassador,”.
9. Inserting within Article 51.7, between the words “the Congress nominated” and “as aforesaid”, the words “or appointed”.
10. Inserting within Article 59.2, between the words “for the nomination” and the words “of such a member”, the words “or appointment”.

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

1. Inserting within Article 64.2.2, a new sentence after the first sentence ending “sole discretion.” as follows:-

“The chairmen of the Professional Game Board and the Non-Professional Game Board, respectively, need not be an Office Bearer, but must be either a nominated representative or ex officio member of the Professional Game Board or the Non-Professional Game Board, as the case may be.”

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

1. Deleting within Article 64.3.3, the first sentence thereof in its entirety, and replacing it with the following new sentence:-

“Each of the nominated representatives on the Professional Game Board shall serve for the duration of the Season in respect of which he is nominated.”.
2. Deleting within Article 64.4.3, the words “a continuous period of 1 year”, where they appear after the words “shall serve for” in the first sentence, and replace them with the words:-

“the duration of the Season in respect of which he is nominated.”.

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
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12th June 2019