The Companies Act 1985, as amended and modified from time to time

ARTICLES OF ASSOCIATION OF
THE FOOTBALL ASSOCIATION LIMITED
("the Company" or "The Association")

Company Number: 00077797

(Adopted by special resolution passed on 19th May 2009 as amended by special resolutions passed on 19th May 2010 and 27th October 2010)

Exclusion of Table A

1 The provisions of Table A of the Companies Act 1985, as amended and modified from time to time, shall not apply to the Company. The following shall be the Articles of Association of the Company.

Interpretation

2 In these Articles of Association, except where the subject or context otherwise requires:

(a) (i) the 1985 Act means the Companies Act 1985 as amended, including any modification or re-enactment thereof for the time being in force;

(ii) the 2006 Act means the Companies Act 2006 as amended, including any modification or re-enactment thereof for the time being in force;

(b) Affiliated Organisation means one or any of the listed organisations:

(i) The League Managers' Association;

(ii) The Professional Footballers' Association;

(iii) The Referees' Association;

(iv) The Football Conference;

(v) The Northern Premier League;

(vi) The Southern League;

(vii) The Isthmian League;

(viii) The Disability Advisory Group; and

(ix) The Race Equality Advisory Group;

(c) Alliance Committee means the committee established by Council to oversee matters relating to the participation of The Football Conference, The Northern Premier League, The Isthmian League and The Southern Football League in steps 1 to 4 (inclusive) of the National League System from time to time in accordance with these Articles and the Standing Orders;

(d) Articles means these articles of association as altered from time to time by special resolution (and "Article" shall be interpreted accordingly);

(e) Member Club pursuant to the Rules;

(f) Audit Committee means the audit committee established by the Board from time to time in accordance with these Articles;

(g) auditors means the auditors for the time being of the Company;

(h) Board means the board of directors of The Association for the time being, constituted in accordance with these Articles;

(i) Chairman means the chairman of the Board who is appointed from time to time by Council in accordance with these Articles and the Standing Orders;

(j) clear days means the period excluding the day when a notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

(k) Competition means any competition (whether league or knock-out competition or otherwise) sanctioned by The Association, a County Association or an Other Football Association;

(l) Council means the Council of The Association for the time being constituted in accordance with these Articles, and Member of (the) Council shall be any person for the time being appointed to and serving on (the) Council in accordance with Article 119;

(m) County Association means an association accorded the status of a County Association pursuant to the Rules;

(n) Director means a director of the Company who shall be a member of the Board;

(o) Division(s) means no more than ten groupings of Full Member Clubs segregated on a regional basis which shall be determined by Council from time to time;

(p) FIFA means the Fédération Internationale de Football Association or any successor body;

(q) football means the game of association football played in accordance with the Laws of the Game;

(r) football club means a club playing football and recognised as such by The Association pursuant to the Rules;

(s) Football Regulatory Authority means a division of The Association established by Council from time to time and responsible for regulation and compliance functions;

(t) Full Member Club means a football club accorded the status of a Full Member Club pursuant to the Rules;

(u) Funding Formula means the formula as set out in Article 92 setting out the mechanism by which The Association's income is allocated;

(v) General Secretary means a person appointed from time to time to the executive office of General Secretary by the Board in accordance with these Articles;

(w) Judicial Panel means the judicial panel of The Association appointed by Council from time to time from which judicial commissions and appeal boards are appointed to hear disciplinary and other cases and appeals;

(x) Laws of the Game means the laws of the game as settled and in force from time to time by the International Football Association Board and FIFA;

(y) Leader of Council means a non-executive Director who shall chair meetings of Council and general meetings of The Association and who is appointed from time to time by Council in accordance with these Articles and the Standing Orders.

(z) Life Member means such persons who have been accorded the status of Life Member of Council pursuant to these Articles;

(aa) Life Vice-President means such persons who have been accorded the status of Life Vice-President of Council pursuant to these Articles;

(bb) Material Business Relationship as between an individual and the relevant body means a significant commercial relationship including one under which he receives the payment of remuneration by fees or rent or otherwise (save for properly incurred expenses). "Individual" includes any person connected with that individual as a spouse, civil partner, widow, widower, former spouse, former civil partner, parent, step or adopted parent, grandparent, child, step child, adopted child, descendant, qualifying co-habitant or next-of-kin;

(cc) National Game means all aspects of football involving and affecting Participants in and at the level of step 1 of the National League System and below;

(dd) National Game Board means a committee of the Board established by the Board from time to time in accordance with these Articles and responsible to the Board for the conduct of the National Game whose composition is as set out in Article 99;

(ee) National Game Shareholder means any Shareholder who is:

  (i) a Full Member Club, save for those Full Member Clubs who are in membership of The FA Premier League or The Football League from time to time;

  (ii) a Member of Council who is a National Game Representative; and

  (iii) a County Association.

(ff) National Game Representative means a Member of Council who is:

  (i) A representative of a County Association;

(ii) a representative of an Other Football Association;
(iii) a representative of a Division;
(iv) a representative of The Football Conference, The Isthmian League, The Northern Premier League or The Southern League;
(v) a voting Life Vice-President, Life Member or Vice-President PROVIDED THAT any such person shall not be a National Game Representative if he is (or at the time of his first appointment or election to Council was) a representative of The FA Premier League or The Football League, or holds (or at the time of his first appointment or election to Council held) a position with a football club in membership of either of the above;

(gg) National Game Special Share means the special share of £1.00 in the capital of the Company, allotted and issued to the National Game Special Shareholder;

(hh) National Game Special Shareholder means the chairman of the National Game Board from time to time;

(ii) National League System means the Competitions which interact with one another by way of promotion and relegation within those steps of the National Game pyramid as determined by Council from time to time;

(jj) Nominations Committee means the nominations committee established by the Board from time to time in accordance with these Articles;

(kk) Nominee means a natural person appointed as a nominee pursuant to Article 15;

(ll) Other Football Association means one or any of the following listed associations:
(i) The University of Oxford Football Association;
(ii) The University of Cambridge Football Association;
(iii) The Army Football Association;
(iv) The Royal Navy Football Association;
(v) The Royal Air Force Football Association;
(vi) The Amateur Football Alliance;
(vii) The Women's Football Conference;
(viii) The English Schools' Football Association; and
(ix) The Independent Schools' Football Association;

(mm) Ordinary Share means an ordinary share of £0.05 in the capital of the Company;

(nn) Participants means a participant as defined in the Rules from time to time;

(oo) President means the president of The Association who shall be appointed annually by Council and whose position shall be honorary;

(pp) Professional Game means all aspects of football involving and affecting Participants in and at the levels of The FA Premier League and The Football League;

(qq) Professional Game Board means a committee of the Board established by the Board from time to time in accordance with these Articles and responsible to the Board for the conduct of the Professional Game, whose composition shall be as determined by the terms of reference of the Professional Game Board from time to time;

(rr) Professional Game Representative means a Member of Council who is a representative of either The FA Premier League or The Football League or, if a representative of a Regional Division, a person who holds a position with a football club in membership of The FA Premier League or The Football League;

(ss) Professional Game Special Share means the special share of £1.00 in the capital of the Company allotted and issued to the Professional Game Special Shareholder;

(tt) Professional Game Special Shareholder means jointly The FA Premier League and The Football League;

(uu) Remuneration Committee means the remuneration committee established by the Board from time to time in accordance with these Articles;

(vv) Rules means the provisions for the regulation of football matters known as the "Rules of The Football Association Limited" as applicable from time to time and any regulations, standing orders, decisions, rulings, findings, penalties or orders of any

nature made pursuant to the Rules;

(ww) Secretary means the secretary of the Company and includes a joint, assistant, deputy or temporary secretary and any other person appointed to perform the duties of the secretary;

(xx) Shareholder means any of the persons or bodies referred to in Articles 12 and 13 or their Nominee or Nominees appointed pursuant to Article 15, in either case, whose name is entered in the register as the holder of such shares and “holder of a share” in the Company shall be construed accordingly;

(yy) share means any Ordinary Share, the National Game Special Share or the Professional Game Special Share;

(zz) Standing Orders means the standing orders of (the) Council as applicable from time to time;

(aaa) Statutes means the 1985 Act and 2006 Act and every other statute or statutory instrument, law or regulation for the time being in force concerning companies and affecting The Association;

(bbb) Summer Meeting(s) means the meeting of Council which takes place in June or July every calendar year, in accordance with the Standing Orders;

(ccc) Supporters’ Representative means the representative of supporters’ organisations who is appointed pursuant to these Articles;

(ddd) The Disability Advisory Group means the group of that name whose individuals are appointed by the Board from time to time to carry out the function of advising the Board on matters of disabilities in football;

(eee) The FA Premier League means The Football Association Premier League Limited or any successor body;

(fff) The Football Conference means The Football Conference Limited or any successor body;

(ggg) The Football League means The Football League Limited or any successor body;

(hhh) The Isthmian League means The Isthmian Football League Limited or any successor body;

(iii) The Northern Premier League means The Northern Premier Football League Limited or any successor body;

(jjj) The Race Equality Group means the group of that name whose individuals are appointed by the Board from time to time to carry out the function of advising the Board on matters of race equality in football;

(kkk) The Southern League means The Southern Football League Limited or any successor body;

(lll) UEFA means the Union of European Football Associations or any successor body;

(mmm) Vice-Chairman means a vice-chairman of The Association and who is elected from time to time by the Members of Council pursuant to the Standing Orders; and

(nnn) Vice-President means any vice-president of The Association who is elected annually by Council.

3 References to a document being executed include references to its being executed under hand or under seal or by any other method.

References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.

Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.

Words or expressions contained in these Articles which are not defined in Article 2 but are defined in the 1985 Act have, if not inconsistent with the subject or context, the same meaning as in the 1985 Act (but excluding any statutory modification thereof not in force at the date of adoption of these Articles).

Subject to the preceding paragraph, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force.

4 Headings are inserted for convenience only and do not affect the construction of these Articles.

5 In these Articles,

(a) powers of delegation shall not be restrictively construed but the widest interpretation shall be given thereto;

(b) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and

(c) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under these Articles or under another delegation of the power.

Share Capital

6 (a) The authorised share capital of the Company is £102 divided into 2,000 Ordinary Shares, the National Game Special Share and the Professional Game Special Share.

(b) The Board may allot any relevant securities (as defined as section 80(2) of the 1985 Act) to such persons and generally upon such terms and conditions as the Board may think fit, PROVIDED ALWAYS THAT no share shall be issued at a discount or otherwise in breach of these Articles, the Memorandum or the Statutes.

(c) The general authority conferred by Article 6(b) shall be unconditional and shall extend to an amount of shares equal to the authorised but unissued share capital of The Association at the date of the passing of the resolution adopting these Articles. The said authority shall expire on that date which is the fifth anniversary of the date upon which the resolution adopting these Articles was passed, unless previously renewed, varied or revoked by The Association in general meeting.

7 No part of the said share capital shall be called or paid up without the prior approval of the Company in general meeting.

8 No share shall entitle the holder thereof to any payment in respect of paid-up capital (if any), dividend, bonus, profit, or otherwise. No share shall be sub-divided. No share shall be consolidated. No bonus issue shall be made nor shall any capital dividend be paid.

9 No invitation to the public to subscribe for shares in the said share capital shall be issued.

10 In accordance with section 91(1) of the 1985 Act, section 89(1) and sections 90(1) to (6) (inclusive) of the 1985 Act shall not apply to the Company.

11 All unissued shares for the time being in the capital of the Company shall be under the control of the Board who shall have the power to allot or otherwise dispose of them only to such persons and only in such manner as provided in these Articles.

12 Subject to Articles 14 and 15, Ordinary Shares may only be allotted or (to the extent that a transfer is permitted from an existing Shareholder) transferred to the following:

(a) The FA Premier League;

(b) The Football League;

(c) a voting Member of Council;

(d) a Full Member Club;

(e) a County Association; and

(f) the Secretary.

13 The Professional Game Special Share may only be issued to, held by and transferred to the Professional Game Special Shareholder and the National Game Special Share may only be issued to, held by and transferred to the National Game Special Shareholder. The rights attached to the Professional Game Special Share may be varied with (but only with)

the consent in writing of the Professional Game Special Shareholder. The rights attached to the National Game Special Share may be varied with (but only with) the consent in writing of the National Game Special Shareholder.

14 The entitlement to Ordinary Shares shall be as follows:

(a) The FA Premier League and The Football League shall each be entitled to one Ordinary Share only;

(b) each Member of Council shall be entitled to one Ordinary Share only for so long as he or she is a voting Member of Council;

(c) each Full Member Club shall be entitled to one Ordinary Share only;

(d) each County Association shall be entitled to one Ordinary Share if there are fifty football clubs or less in membership of such County Association; to two Ordinary Shares if there are more than fifty football clubs and not more than one hundred football clubs in such County Association; and to one additional Ordinary Share for every fifty football clubs or less in such County Association above the first one hundred football clubs. Notwithstanding any other provision in these Articles, the Board shall be entitled to determine what shall or shall not qualify as a football club in membership of a County Association for the purposes of this provision; and

(e) the Secretary shall be entitled in accordance with Article 16.

15 Where any body identified in Article 12 is not a legal entity entitled to hold shares in its own name, a Nominee or Nominees shall be appointed to hold the share or shares to which the relevant body is entitled for and on behalf of all persons combining to form the relevant body, PROVIDED THAT such Nominee is a member of such body and that such body informs the Board promptly in writing of the appointment of and the details of such Nominee. The Board may require any person whose name is on the register as a holder of shares to disclose in writing full details of the person or persons for whom he/she holds shares. For the purposes of this Article, any issue as to whether a person is or is not entitled to hold a share or shares as Nominee or a person or persons is/are entitled to appoint a Nominee shall be determined finally by the Board. The Company shall register any such share or shares in the name of the Nominee where the Board has determined that such person or persons is/are so entitled. A County Association may appoint a Nominee or Nominees under the terms of this Article to hold a share or shares to which it is entitled, notwithstanding that it is a legal entity.

16 The Secretary may be registered as the holder of any number of Ordinary Shares in the Company which may be transferred to the Secretary by or on behalf of Shareholders in accordance with the Articles, but the Secretary shall not in respect of such Ordinary Shares be permitted to vote at any general meeting of the Company, either personally or by proxy, or to be reckoned in a quorum, or to exercise any right or privilege as a Shareholder in relation to general meetings. The Secretary shall, upon retiring or removed from the office of Secretary, execute a transfer of all the Ordinary Shares of which the Secretary is then registered as holder in favour of the succeeding Secretary.

Share Certificates

17 Every Shareholder, upon becoming entitled to be the holder of any share, shall be entitled, without payment, to call for one certificate for the share(s) held.

18 If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity (with or without security) and payment of any exceptional out-of-pocket expenses reasonably incurred by the Company in investigating evidence and preparing the requisite form of indemnity as the Board may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

Suspension of Rights

19 Where any person or body referred to in Articles 12 and 14:

(a) has not paid any subscription, fee, fine or other sum due to the Company in accordance with these Articles or the Rules or following any order from Council; or

(b) in the case of a company, unincorporated body or association, enters into a voluntary arrangement pursuant to Part I of the Insolvency Act 1986 (as amended or re-enacted from time to time) (the "1986 Act") or a scheme of arrangement with its creditors under section 895 of the 2006 Act or into any compromise agreement with its creditors generally; lodges, or its shareholders or officers (where relevant) lodge, a notice of intention to appoint an administrator or a notice of appointment of an administrator at the Court, in accordance with paragraphs 26 and 29 of Schedule B1 of the 1986 Act or it or its shareholders or officers (where relevant) make an application to the Court for an administration order under paragraph 12 of Schedule B1 to the 1986 Act or where an Administrator is appointed or where an Administration Order is made in respect of it ("Administrator" and "Administration Order" having the meanings attributed to them respectively by paragraphs 1 and 10 of Schedule B1 of the 1986 Act); has an Administrative Receiver (as defined by section 251 of the 1986 Act) or a Law of Property Receiver (appointed under section 109 of the Law of Property Act 1925) or any receiver appointed by the Court under the Supreme Court Act 1981 or any court appointed receiver or any other receiver appointed over any of its assets which, in the opinion of the Board, are material to that body's ability to fulfil its obligations; or ceases or forms an intention to cease wholly or substantially to carry on its business save for the purpose of reconstruction or amalgamation otherwise in accordance with a scheme of proposals which have previously been submitted to and approved in writing by the Board; has any distress, execution, sequestration or other process is levied or enforced upon or issued against the property of that body, he or it (as applicable) is subject to the sanction of suspension at the absolute discretion of the Board. Upon the Board deciding in favour of suspension, such person or body or its Nominee shall not in respect of any share held by him or it be entitled, until such time as the circumstances set out above have ceased to apply in respect of such person or body, to:

(i) attend or vote at any general meeting of the Company;

(ii) exercise any other right conferred by holding a share in relation to any such meeting; or

(iii) exercise any right of any nature conferred by the Company with regard to the holding of a share.

Forfeiture and Surrender

20 Save for the Professional Game Special Shareholder and the National Game Special Shareholder, the following shall not be entitled to be nor shall continue to be a Shareholder:

(a) any person who is, or may be, suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or any similar law of any jurisdiction; or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(b) any person or body who is not specified as being entitled to hold a share pursuant to Articles 12 and 14 or ceases to be so entitled;

(c) any person or body who is subject to Article 19 above and whom the Board decides, in its complete discretion, should be subject to the provisions of this Article 20;

(d) in the case of an individual, any person who has a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction or any person who makes any arrangement or composition with his creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act;

(e) in the case of a company, unincorporated body or association, where its shareholders pass a resolution pursuant to section 84(1) of the 1986 Act to voluntarily wind it up; where it has a meeting of its creditors convened pursuant to section 95 or section 98 of the 1986 Act; where it has a winding up order made against it by a Court under section 122 of the 1986 Act or where a provisional liquidator is appointed over it under section 135 of the 1986 Act; or where an action is taken by the Registrar of Companies to strike that company off the register under section 652 of the Act; or

(f) any person who holds a share as a Nominee and that person has ceased to be a member of the body in respect of which he is a Nominee, or the relevant organisation appoints a new Nominee or Nominees, and any share held by such person or body shall be transferred as the Board may direct, failing which such share(s) shall be forfeited.

21 Save for the Professional Game Special Shareholder and the National Game Special Shareholder, the Company shall have the power by passing a resolution at a general meeting to determine that any Shareholder (including a Nominee) of the Company shall cease to be a Shareholder. Such resolution shall be carried if supported by 75% or more of those present and voting at the meeting. Such resolution shall take effect as from the conclusion of such meeting, or from such subsequent time as the said resolution may prescribe, and any share(s) held by any person or body subject to such resolution shall be transferred by such person or body as the Board may direct, failing which such share(s) shall be forfeited.

22 Subject to the provisions of the 1985 Act, the 2006 Act and these Articles and save for the Professional Game Special Shareholder and the National Game Special Shareholder, shares transferred as the Board directs or forfeited pursuant to Articles 20 and 21 shall be deemed to belong to the Company and may be cancelled, re-allotted or otherwise disposed of on such terms and in such manner as the Board determines. Where for the purposes of its re-allotment or disposal, a share is to be transferred to any person or body and where the holder of the share makes a default in transferring the share after having been bound aforesaid, the Board may authorise the Secretary to execute an instrument of transfer of each share to that person or body. Subject to Articles 12 and 14, the Company may register the transferee as holder of the share and an instrument of transfer so executed shall be effective as if it had been executed by the holder of the share and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto.

23 A person or body, any of whose shares have been forfeited, shall cease to be a holder in respect of them and shall surrender to the Company for cancellation any certificate for the share(s) but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares or otherwise.

24 Any person or body whose share(s) is/are forfeited under these Articles shall not in respect of the relevant share(s) from the time it is/they are deemed forfeited be entitled to attend or vote at any general meeting of the Company or to exercise any other right conferred by ownership of a share in relation to any such meeting.

25 Without prejudice to the provisions of any other Article, the forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share(s) and all other rights and liabilities incidental

to the share as between the person whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the 1985 Act or 2006 Act given or imposed in the case of past Shareholders.

26 The Board may accept the surrender of any share. A surrendered share shall be treated as if it had been forfeited.

27 A statutory declaration by a Director or the Secretary that a share has been duly forfeited or surrendered on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share. Title to the share shall not be affected by any irregularity in, or validity of, the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

Transfer of Shares

28 The instrument of transfer of a share may be in any usual form or in any other form which the Board may approve. An instrument of transfer need not be under seal.

29 The Board may, in its absolute discretion and without giving any reason, refuse to register the transfer of a share (whether or not such share is fully paid), unless the transfer is from the Nominee of a person who is entitled to hold a share under Article 14 to another Nominee of the same person, or to that person, and the disclosure requirements under Article 15 have been complied with.

30 If the Board refuses to register the transfer, it shall within two months after the date on which the instrument of transfer was lodged with the Company send to the transferee notice of the refusal.

31 The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the Board may determine.

32 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

33 The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the Board refuses to register shall be returned to the person lodging it when notice of the refusal is given.

Alteration of Share Capital

34 The Company may by ordinary resolution:

(a) increase its share capital by such sum to be divided into shares of such amount as the resolution prescribes; and

(b) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled.

35 Subject to the provisions of the 1985 Act or the 2006 Act as applicable, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

Special Measures

36 (a) This Article 36 shall only apply in respect of the following provisions:

(i) the definition of “Funding Formula” (in Article 2);

(ii) the definitions of “National Game Special Share”, “Professional Game Special Share”, “National Game Special Shareholder” and “Professional Game Special Shareholder” (in Article 2);

(iii) Articles 6 - 11 (relating to share capital);

(iv) Article 13 (relating to the National Game Special Shareholder and the Professional Game Special Shareholder);
(vi) Articles 34 - 35 (alteration of share capital);
(vi) this Article 36 and Article 37 (Special Measures);
(vii) Article 57 (proceedings at general meetings);
(viii) Articles 76 - 116 (relating to Directors and the Funding Formula);
(ix) Articles 119 - 133 (relating to Council);
(x) Article 150 (relating to winding up);
(xi) Article 151 - 154 (relating to the procedures for determining the Rules); and
(xii) Article 155 (relating to the procedures for determining amendments to the Memorandum of Association and the Articles).

(b) Notwithstanding any provision in the Articles to the contrary, any amendment to any of the following Articles, that is to say those listed in 36(a) above, (including the removal of, or any waiver or ratification of any breach of, any such Articles) shall be deemed to be a variation of the rights attaching to the Professional Game Special Share and accordingly upon: (i) the proposal of any resolution to amend any such Articles (or to remove, or to waive or ratify any breach of, any such Articles); and (ii) the Professional Game Special Shareholder being invited by the chairman of the meeting to cast the votes attached to the Professional Game Special Share on that resolution, the Professional Game Special Shareholder shall be entitled to cast, and shall have available to cast, against any such resolution (and, for the avoidance of doubt, only against such resolution) such number of votes either on a show of hands or on a poll, as shall be equal to the aggregate number of votes cast in favour of the resolution.

(c) Save as set out in Articles 13, 36(b) and 57, the Professional Game Special Shareholder shall have no right to vote at a general meeting by virtue of being the holder of the Professional Game Special Share.

(d) The Professional Game Special Share shall confer no right to participate in the capital or the profits of the Company.

37 (a) This Article 37 shall only apply in respect of the following provisions:
(i) the definition of “Funding Formula” (in Article 2);
(ii) the definitions of “National Game Special Share”, “Professional Game Special Share”, “National Game Special Shareholder” and “Professional Game Special
Shareholder” (in Article 2);
(iii) Articles 6 - 11 (relating to share capital);
(iv) Article 13 (relating to the National Game Special Shareholder and the Professional Game Special Shareholder);
(v) Articles 34 - 35 (alteration of share capital);
(vi) this Article 37 and Article 36 (Special Measures);
(vii) Article 57 (proceedings at general meetings);
(viii) Articles 76 - 116 (relating to Directors and the Funding Formula);
(ix) Articles 119 - 133 (relating to Council);
(x) Article 150 (relating to winding up);
(xi) Article 151 - 154 (relating to the procedures for determining the Rules); and
(xii) Article 155 (relating to the procedures for determining amendments to the Memorandum of Association and the Articles).

(b) Notwithstanding any provision in the Articles to the contrary, any amendment to any of the following Articles, that is to say those listed in 37(a) above, (including the removal of, or any waiver or ratification of any breach of, any such Articles) shall be deemed to be a variation of the rights attaching to the National Game Special Share and accordingly upon: (i) the proposal of any resolution to amend any such Articles (or to remove, or to waive or ratify any breach of, any such Articles); (ii) the National Game Special Shareholder being informed by the chairman of the meeting that less

than 50% of the National Game Shareholders voting in person or by proxy have cast their votes in favour of the resolution; and (iii) the National Game Special Shareholder being invited by the chairman of the meeting to cast the votes attached to the National Game Special Share on that resolution, the National Game Special Shareholder shall be entitled to cast, and shall have available to cast, against any such resolution (and, for the avoidance of doubt, only against such resolution) such number of votes either on a show of hands or on a poll, as shall be equal to the aggregate number of votes cast in favour of the resolution.

(c) Save as set out in Articles 13, 37(b) and 57, the National Game Special Shareholder shall have no right to vote at a general meeting by virtue of being the holder of the National Game Special Share.

(d) The National Game Special Share shall confer no right to participate in the capital or the profits of the Company.

General Meetings

38 All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.

39 The Board shall convene and the Company shall hold an annual general meeting in each calendar year.

40 Subject to the provisions of Article 39, the Board may call general meetings whenever and at such times and places as it shall determine and, on the requisition of Shareholders pursuant to the provisions of the 2006 Act, shall forthwith proceed to convene a general meeting in accordance with the requirements of the 2006 Act.

Business – Proposals

41 The Board shall be entitled to propose such business to a general meeting as it considers appropriate, including any amendment to these Articles, the Memorandum of Association or to the Rules (PROVIDED, and subject always to the provisions of the 1985 Act and 2006 Act, that any proposal to amend the Rules, the Memorandum of Association or the Articles has the approval of Council as set out in Articles 152 and 155 respectively).

42 In the case of general meetings where it is proposed to amend the Rules, the Memorandum of Association or the Articles, not less than thirty-five clear days' notice shall be given by the Secretary to the Shareholders, such notice setting out the proposed changes to such documents and the date of the meeting. Notice of any proposed amendment to the proposed changes shall be given to the Secretary not less than twenty-eight clear days' prior to the date fixed for such general meeting. The Secretary shall give notice of such amendments to the Shareholders with the notice under Article 43.

Notice of General Meetings

43 An annual general meeting and an extraordinary general meeting shall be called by at least twenty-one clear days' notice but, subject to Article 42 a general meeting may be called by shorter notice if it is so agreed by a majority in number of Shareholders having a right to attend and vote, being a majority together not holding less than 90% of the total voting rights at a general meeting.

44 Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all the Shareholders, to each of the Directors, to the auditors for the time being of the Company and if required under the 1985 Act or 2006 Act (as applicable), the former auditors of the Company.

45 The notice shall specify the time and place of the meeting and shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special or extraordinary resolution, specify the intention to propose the resolution as a

special or extraordinary resolution, as the case may be.

46 The notice shall state with reasonable prominence that a Shareholder entitled to attend and vote at the meeting being called is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a Shareholder.

47 The accidental omission to give notice of a meeting to any person entitled to receive the same, or the non-receipt of a notice of meeting by any such person, shall not invalidate the proceedings at that meeting. Notice of a general meeting shall be deemed to have been given to any Nominee if sent to a business address of the body set out under Article 12 entitled to the share and on whose behalf the Nominee has been appointed as Nominee under Article 15.

Proceedings at General Meetings

48 No business shall be transacted at any general meeting unless a quorum is present, but the absence of a quorum shall not preclude the choice or appointment of a chairman of the meeting, which shall not be treated as part of the business of the meeting. Ten or more Shareholders entitled to vote upon the business to be transacted, each being a Shareholder or a proxy for a Shareholder or a duly authorised representative of a corporation shall be a quorum.

49 If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of Shareholders, shall be dissolved, and in any other case shall stand adjourned to such time and place as the chairman of the meeting may determine.

50 If at the adjourned meeting there are less than ten Shareholders present, they shall have power to decide on all matters which might have been disposed of at the meeting from which the adjournment took place if a quorum had been present thereat PROVIDED THAT at least three days' notice has been given to the Shareholders of such adjournment in order to enable special business to be transacted thereat by less than a quorum.

51 The Leader of Council or in his absence, a Vice-Chairman (or in his absence any other Director) nominated by the Board shall preside as chairman at a general meeting.

52 If at any meeting neither the Leader of Council nor a Vice-Chairman nor such other nominated Director (if any) is present within fifteen minutes after the time appointed for holding the meeting, the Shareholders present and entitled to vote shall choose one of their number to be chairman of the meeting.

53 The chairman of the meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

54 The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without setting a time or to another time or place where it appears to him that:

(a) the Shareholders wishing to attend cannot be conveniently accommodated in the place appointed for the meeting; or

(b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or

(c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.

55 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a

patent error) may in any event be considered or voted upon.

56 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the 2006 Act, a poll may be demanded by:

(a) the chairman of the meeting; or

(b) not less than five Shareholders present personally or by proxy having the right to vote at the meeting; or

(c) by Shareholders, present personally or by proxy, representing not less than one tenth of the total voting rights of all the Shareholders entitled to vote at the meeting.

57 Upon any resolution to amend all or any of the Articles listed in Articles 36(a) and/or 37(a) of these Articles or for the removal of, or waiver or ratification of any breach of, any of those Articles:

(a) whether on a show of hands or on a poll, when the votes cast on that resolution have been counted, the chairman of the meeting, before any declaration of the result of that vote, shall immediately inform whichever of the Professional Game Special Shareholder and the National Game Special Shareholder is/are present at that meeting: (i) of the number of abstentions on, and of the number of votes cast in favour of, and of those cast against, the resolution; and (ii) of the number of votes cast in favour by the National Game Shareholders whether in person or by proxy;

(b) the chairman of the meeting shall then invite the Professional Game Special Shareholder and the National Game Special Shareholder to cast the votes attached to their respective shares on that resolution, whereupon the Professional Game Special Shareholder and the National Game Special Shareholder may cast the votes attached to their respective shares on that resolution; and

(c) any votes cast by the Professional Game Special Shareholder and/or the National Game Special Shareholder shall be counted and taken into account by the chairman of the meeting in deciding whether the resolution has been passed or has been lost.

58 Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by any particular majority or lost or not carried by a particular majority, and an entry to that effect made in the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

59 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of any show of hands declared before any demand was made.

60 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

61 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll on any other matter shall be taken in such manner and either forthwith, or at such time after the date of the meeting, as may be determined by the chairman of the meeting and the result of such poll shall be deemed to be the resolution of the Company in general meeting. Without prejudice to the power of the chairman of the meeting to take a poll in such manner as may be determined, a poll may be taken by the display of voting cards sent or provided to Shareholders or holders of proxy votes for such purpose; and, in such event, a voting card shall be issued to each Shareholder present in person in respect of the vote and a separate voting card shall be issued to each proxy in respect of the number of votes exercisable by the person as proxy. A scrutineer or scrutineers (who need not be Shareholders) shall be appointed by the chairman of the meeting and the result of the voting thereby ascertained shall be deemed the resolution of the meeting on the subject in question.

62 A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.

63 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least

seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

64 Where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective and where for any purpose an extraordinary resolution is required a special resolution shall also be effective.

Votes of Shareholders

65 Subject to any rights or restrictions attached to any shares, on a show of hands each Shareholder who is present in person or by proxy shall have one vote and on a poll each Shareholder present in person or by proxy shall have one vote for every share of which he is the holder.

66 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or poll at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

67 On a poll votes may be given either personally or by proxy. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

68 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing passed or done.

Proxies and Corporate Representatives

69 A proxy need not be a Shareholder.

70 The instrument appointing a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

"The Football Association Limited

I/We, ..., of .... being a shareholder of the above-named company, hereby appoint the chairman of the meeting/

.... *[1] .... of ...., or failing that person, ... of ...., as proxy to attend and vote on my/our behalf at the annual/ extraordinary general meeting of the company to be held on ...., and at any adjournment thereof.

Signed ..... Dated.....

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for*against [2]

Resolution No.2 *for*against.

* Strike out to indicate choice [1] between the chairman of the meeting or a different named person [2] as to whether to vote for or against on a particular resolution. Unless otherwise instructed, the proxy may vote as is thought fit or abstain from voting."

71 Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting or poll concerned, in which case any proxy shall be invalid.

72 The instrument appointing a proxy and any power of attorney or other written authority under which it is executed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority shall:

(a) be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any

instrument of proxy sent out by the Company in relation to the meeting or, if the Directors decide to accept proxy forms electronically, in the manner in which they specify, not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than forty eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the Secretary or to any Director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

No instrument of proxy shall be valid after the expiration of two months from the date stated in it as the date of its execution. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which was delivered last (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was delivered last, none of them shall be treated as valid in respect of that share.

73 The instrument of proxy shall, unless the contrary is stated in it, be deemed to confer authority to vote as the proxy thinks fit on any amendment of a resolution put to the meeting for which the proxy is given and on any resolution put to the meeting, whether or not notice of such resolution was given in the notice of meeting. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

74 Any corporation or corporation sole which is a Shareholder of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any separate meeting of the holders of any class of shares. A person so authorised shall be entitled to exercise the same power on behalf of the grantor of the authority as the grantor could exercise if it were an individual Shareholder of the Company and the grantor shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it.

75 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at its registered office (marked “Urgent, for the attention of the Secretary”) or at such other place at which the instrument of proxy was duly deposited not less than forty eight hours before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Appointment and Retirement of Directors

76 The number of Directors shall be no more than twelve as provided for in Article 77.

77 The following shall be Directors of the Company:

(a) the Chairman, when appointed by Council pursuant to Articles 78 to 82;

(b) up to five National Game Representatives as elected pursuant to Articles 86 to 89;

(c) up to five Professional Game Representatives as appointed pursuant to Articles 90 and 91; and

(d) the General Secretary.

78 The Chairman shall be nominated (in writing on or before 30 April for a Summer Meeting or 21 days or more before the date of any other meeting of Council) by the Nominations Committee, endorsed by the Board and appointed by Council. At the time of his

appointment such a person shall not be a Member of Council or be an employee, director or officer (other than in an honorary position) of, or have a Material Business Relationship with, a Competition (or any body which administers a Competition), a County Association, an Other Football Association, an Affiliated Organisation, a Full Member Club, an Associate Member Club, FIFA, UEFA (or any of its members, associations or confederations) or The Association (other than in his capacity as the Chairman) and he shall not take up any such positions after the date of his appointment until his retirement, removal or vacation from that office. Any dispute about whether or not a person complies with the eligibility criteria set out above will be resolved by the Board, whose decision on the matter shall be final.

79 Subject to Articles 101 and 102 and as provided in this Article, the term of office of the Chairman shall be three years. No person may be the Chairman for more than two terms. Where appointed at a Summer Meeting, the first term shall be deemed to have commenced at the date of the Summer Meeting. Where appointed at any other time, the term of office shall be deemed to have commenced at the date of the next Summer Meeting.

80 Subject to Board approval, at the end of his first term, a Chairman shall be eligible for reappointment without further nomination if he offers himself for re-appointment on or before 1 January in that year and other candidates may be proposed by the Nominations Committee and the Board to Council in writing on or before 30 April, if such appointment is to take place at a Summer Meeting. If the Chairman is to be appointed at any other meeting of Council other than a Summer Meeting, candidates shall be proposed by the Nominations Committee and the Board 21 days or more before the date of the meeting at which the appointment is to take place.

81 Council shall have the power to remove the Chairman from his office at any time if a proposal at a meeting of Council to do so is supported by 66% or more of those present and voting.

82 Any vacancy arising upon the death, retirement due to age, removal or any other such vacation from office of the Chairman under these Articles (save for where a Chairman is retiring at the end of his first term) shall be filled: (i) as soon as practicable at an extraordinary meeting of Council convened pursuant to the Standing Orders; and (ii) pursuant to Articles 78 and 79. Prior to such appointment for a new Chairman at the extraordinary meeting of Council, a Vice-Chairman (if he is a Director) appointed by the Board, and if he is not a Director any other Director appointed by the Board, shall act as Chairman of The Association. For the avoidance of doubt, any acting Chairman of The Association shall only hold such a position until the new Chairman is appointed or until he himself is removed or resigns as a Director or if the Board resolves to appoint another acting Chairman, whichever is the earlier.

83 During his term of office, the Chairman shall:

(a) chair meetings of the Board pursuant to these Articles; and

(b) carry out such other representative, ceremonial and ambassadorial roles as the Board shall determine from time to time.

Where the Chairman is unable at any time to carry out any of his duties above, then a Vice- Chairman shall, subject to any other provisions in the Articles, carry out such duty or duties in his place.

84 The Leader of Council shall be appointed, reappointed and removed pursuant to these Articles and the Standing Orders, as appropriate.

85 During his term of office the Leader of Council shall:

(a) chair meetings of Council and general meetings of The Association pursuant to these Articles and the Standing Orders, as appropriate; and

(b) carry out such other representative, ceremonial and ambassadorial roles as the Board shall determine from time to time.

Where the Leader of Council is unable at any time to carry out any of his duties above, then a Vice-Chairman shall, subject to any other provisions in the Articles, carry out such

duty or duties in his place.

86 Subject to the maximum set out in Article 77(b), and Articles 101 and 102, the following provisions will apply in respect of the election of National Game Representatives to the Board:

(a) up to five National Game Representatives shall be elected to the Board by the National Game Representatives; and

(b) a National Game Representative shall serve on the Board for a maximum period of three years from the date of his election, at the expiry of which he shall retire, upon which he may stand for re-election if eligible without further nomination for further terms of three years each.

87 Save for where a National Game Representative is to retire at the end of his term pursuant to Article 88 above, any vacancy arising upon death or retirement due to age or removal or any other such vacation from the Board of a National Game Representative under the Articles shall be filled at the next scheduled meeting of Council.

88 Where elected at a Summer Meeting, the first term for a National Game Representative shall be deemed to have commenced at the date of the Summer Meeting. Where elected at any other time, his term of office shall be deemed to have commenced at the date of such election, save and except that, solely for the purposes of determining when he is to retire pursuant to Article 86 (b), his term of office shall be deemed to have commenced on the date of (the most recent) election of the National Game Representative he has replaced.

89 Nominations and the procedure for National Game Representatives to be elected or re-elected to the Board or the National Game Board shall take place on the basis of a procedure to be determined from time to time by the National Game Representatives. Such procedure shall be published.

90 Subject to Articles 101 and 102, the following provisions will apply in respect of the appointment of Professional Game Representatives to the Board:

(a) at each Summer Meeting, up to five Professional Game Representatives are to be appointed to the Board in writing, of which up to three shall be appointed by The FA Premier League and up to two shall be appointed by The Football League; and

(b) upon the retirement of a Professional Game Representative at every Summer Meeting pursuant to Article 90 (a) above, such representatives shall be eligible for reappointment.

91 Save for where a Professional Game Representative is to retire at the end of his term pursuant to Article 90 above, any vacancy arising upon death, retirement due to age, removal or any other such vacation from the Board of a Professional Game Representative under the Articles shall be filled by The FA Premier League or The Football League respectively, by notifying the Board in writing within one month after the date of the vacancy arising. Subject to Articles 101 and 102, a person so appointed pursuant to this Article shall hold office only for the period of appointment of the person he is replacing.

Funding Formula

92 (a) In Article 92 (b), the following definitions shall apply:

(i) Accounting Year means the period from and including 1 January to 31 December in any calendar year;

(ii) Distributable Surplus means Income less (1) Expenditure; (2) the Retention; and (3) the Wembley Retention;

(iii) Exceptional Items means any exceptional and unexpected items identified by the Board from time to time requiring funding by the Board in any Accounting Year (which items shall be included within the Retention);

(iv) Expenditure means the aggregate of the total cost of sales and the total expenditure, in each case incurred by The Association in an Accounting Year, as determined by the Board from time to time by reference to the budget as

adjusted by the audited accounts of The Association for such Accounting Year;

(v) Income means the total income arising from the activities and operations of The Association in an Accounting Year, as determined by the Board from time to time by reference to the budget as adjusted by the audited accounts of The Association for such Accounting Year;

(vi) Initial Surplus means the sum of £65,077,000;

(vii) Retention means in relation to an Accounting Year such amount as the Board in its absolute discretion deems necessary to retain for application to capital projects or projected expenditure, to cover contingent liabilities or expenses or to provide for the reserves of The Association PROVIDED THAT, other than in relation to Exceptional Items, such amount shall not exceed 10% of the Income less Expenses in such Accounting Year.

(viii) Wembley Retention means in relation to an Accounting Year any amount not included in Expenses or the Retention, which the Board in its absolute discretion deems necessary to apply towards the completion of the construction of and the financing and refinancing of the construction, repair and development of Wembley Stadium.

(b) Subject to Article 92 (c), where the Distributable Surplus in any Accounting Year is equal to or exceeds the Initial Surplus, the Initial Surplus shall be allocated so that the National Game shall receive £32,432,000 of the Distributable Surplus and the Professional Game shall receive £32,645,000 of the Distributable Surplus. Any excess Distributable Surplus over the Initial Surplus (the “Excess Surplus”) shall be allocated between the National Game and the Professional Game so that the National Game shall receive 50% of the Excess Surplus and the Professional Game shall receive 50% of the Excess Surplus.

(c) Nothing in this Article shall oblige the Board to make any payment or enter into any commitment which would have the effect of The Association becoming insolvent.

(d) The Board shall agree with and provide to the National Game Board and the Professional Game Board respectively a budget for the Accounting Year setting out the calculations referred to in this Article 92 as soon as practicable in order to enable interim payments of Distributable Surplus to be made at the Board’s discretion during such Accounting Year, such payments to be subject to adjustment after completion of the audited accounts of The Association for such Accounting Year.

Powers of the Board

93 The affairs of the Company shall be managed by the Board which may exercise all the powers of the Company and do, on behalf of the Company, all such acts as may be exercised and done by the Company, subject always to the provisions of the 1985 Act, the 2006 Act and these Articles. The Board shall be responsible for (without limitation to the general powers referred to):

(a) taking such decisions and actions as the Board considers appropriate in managing the affairs of the Company including without limitation appointing or removing from office of the General Secretary, and determining the terms of service of the Chairman (subject to Articles 79 to 83) and the General Secretary;

(b) all financial matters, including implementing the Funding Formula and approving the operating budgets and business plans of the Professional Game Board, the National Game Board and the Football Regulatory Authority;

(c) creating, developing and implementing The Association’s overall strategy and specific strategies (including, but not limited to, coaching) and reporting on the same to Council;

(d) taking advice from the Professional Game Board, the National Game Board, The Disability Advisory Group and/or The Race Equality Advisory Group on all relevant

matters under their consideration;

(e) reporting to and proposing strategic plans to Council;

(f) making decisions upon any and all matters of policy or procedure to be followed by The Association and setting The Association's values and standards;

(g) making any such regulations or rules of the Board, together with any amendments to those regulations or rules as it sees fit; and

(h) exercising all such powers of the Company as may be required to give effect to the objects as described in the provisions of the Memorandum of Association and which are not by statute or these Articles specifically required to be done or exercised by the Company in general meeting or by Council.

94 No alteration of the Memorandum of Association or these Articles or direction given by special resolution or otherwise by the Company in general meeting or decision of Council shall invalidate any prior act of the Board which would have been valid if that alteration had not been made, that direction had not been given or that decision had not been made.

Delegation of Powers of the Board

95 The Board may delegate any of its powers to such committees, divisions, boards, groups or such other bodies consisting of one or more Directors or others, or to the General Secretary, or to any other person holding any other executive office as it sees fit. Any such delegation may be made subject to any conditions as the Board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Such committees, divisions, boards, groups or such other bodies may in turn delegate to a sub-committee or such other bodies and on such terms as it considers appropriate.

96 The following, without limitation, shall be committees of the Board:

(a) the Audit Committee;

(b) the Nominations Committee;

(c) the Remuneration Committee;

(d) the National Game Board, pursuant to Article 99; and

(e) the Professional Game Board, pursuant to Article 100.

97 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as the Board shall determine, including authority for the agent to delegate all or any of his powers.

98 The Board may appoint any person to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such a designation or title and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the Company, nor shall the holder thereby be empowered in any respect to act as, or be deemed to be, a director of the Company for any of the purposes of these Articles, save pursuant to a delegation of power pursuant to Article 95.

99 The remit of the National Game Board shall be as set out by the Board in the terms of reference of the National Game Board from time to time and the members of the National Game Board shall be:

(a) the National Game Representatives on the Board from time to time;

(b) one representative appointed jointly by The English Schools' Football Association and the Independent Schools' Football Association (the "Schools' Committee Member");

(c) eight National Game Representatives who are not the National Game Representatives on the Board (the "Council Committee Members"); and

(d) any other person appointed in accordance with the terms of reference of the National Game Board from time to time.

Any appointment or removal of the Schools' Committee Member shall be notified in writing to the Secretary by both the English Schools' Football Association and the Independent

Schools' Football Association from time to time. Where there is no agreement, the Board shall determine who shall, or who shall not, act as the representative.
At Summer Meetings of Council, the Council Committee Members shall be elected for terms of three years following the same procedures as apply for National Game Representatives on the Board pursuant to Articles 86 to 89, including those procedures which apply to vacancies pursuant to Article 87. An elected Council Committee Member who is retiring by rotation shall be eligible for re-election without further nomination, and any other candidates shall be proposed and seconded by other National Game Representatives to the Secretary in writing at least 21 days in advance of the date on which the election is to be held (save that any candidate put forward as a National Game Representative on the Board for election at the same meeting shall be deemed also to be a candidate for the National Game Board if not successful in the Board election).

100 The remit of the Professional Game Board shall be as set out by the Board in the terms of reference of the Professional Game Board from time to time. The members of the Professional Game Board shall be the following:

(a) four members appointed by The FA Premier League (each a "FAPL Committee Member"). A FAPL Committee Member may be a person who is: (i) a director or an officer of a football club in membership of The FA Premier League; (ii) a Professional Game Representative; or (iii) the chairman, chief executive officer or other officer of The FA Premier League, PROVIDED ALWAYS THAT at least two FAPL Committee Members are Professional Game Representatives; and

(b) four members appointed by The Football League (each a "FL Committee Member"). A FL Committee Member may be a person who is: (i) a director or an officer of a football club in membership of The Football League; (ii) a Professional Game Representative; or (iii) the chairman, chief executive officer or other officer of The Football League, PROVIDED ALWAYS THAT at least two FL Committee Members are Professional Game Representatives.

Disqualification and Removal of Directors

101 No person may be a Director who has attained the age of seventy years save that a serving Director shall retire at the conclusion of the last Board meeting to take place prior to the Summer Meeting after attaining the age of seventy years.

102 The office of a Director shall be vacated if:

(a) he ceases to be a Director by virtue of any provision of the 2006 Act or he becomes prohibited by law from being a director; or

(b) he ceases to hold the position or office by virtue of which he became eligible to be a Director, including (where applicable) where he ceases to be a Member of Council; or

(c) he is removed by the Shareholders of the Company by a majority vote; or

(d) being the Chairman, he is removed pursuant to Article 81;

(e) being a Professional Game Representative on the Board, he is removed by whichever of The FA Premier League or The Football League appointed him in writing to the
Board; or

(f) he has a bankruptcy order made against him or is declared bankrupt by any court of competition jurisdiction or where he makes any arrangement or composition with his creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act;

(g) he dies or he is, or may be, suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or any similar law in any jurisdiction; or

(ii) an order is made by a court having jurisdiction (whether in the United

Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(h) he resigns his office by notice to the Company; or

(i) he no longer complies with the provisions of any regulations of The Association relating to "Fit and Proper Persons" as shall be in force from time to time pursuant to paragraph J(1)(f) of the Rules; or

(j) he is absent for more than six consecutive months from Board meetings without the permission of the Board; or

(k) he is subject of a decision of The Association, UEFA or FIFA that he be suspended permanently or for a specified period from taking part in football management and/or football administration and/or any football related activity pursuant to any applicable disciplinary provisions under the rules or statutes of UEFA or FIFA (as appropriate).

Remuneration and Expenses of Directors

103 Subject to any recommendation from the Remuneration Committee and approval from Council, only the Chairman and the General Secretary may be paid such remuneration or extra remuneration by way of salary, commission or otherwise as the Board may determine.

104 The Directors may be paid an attendance allowance in respect of his attendance at meetings of the Board at a level determined by the Board, together with all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board or otherwise in connection with the discharge of their duties.

Directors' Interests

105 Subject to the provisions of the 2006 Act, and PROVIDED THAT he has disclosed to the Board the nature and extent of his interest, a Director, notwithstanding his office:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested or involved;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested or involved; and

(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit unless such a benefit.

Provided that nothing in this Article shall permit a Director to accept a benefit from a third party, which is given to that Director by virtue of his office, unless such a benefit could not reasonably be regarded as giving rise to a conflict of interest.

106 For the purposes of Article 105;

(a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class or persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Proceedings of Directors

107 Subject to the provisions of these Articles, the Board may regulate its proceedings as it

thinks fit. On any resolution, each Director shall have one vote save for as set out below at Articles 110 and 115;

108 The Chairman or, in his absence, a Vice-Chairman (if he is a Director) appointed by the Board or, in his absence, such other Director appointed by the Board shall act as the chairman of meetings of the Board.

109 The quorum for a meeting of the Board shall be five, one of whom must be either the Chairman or the General Secretary, one of whom must be a National Game Representative and one of whom must be a Professional Game Representative, and all of whom may participate in a meeting pursuant to Article 114, for the purposes of ensuring a quorate meeting.

110 At all meetings or any part thereof, voting rights shall be equal as between the National Game Representatives on the Board and the Professional Game Representatives on the Board. Where there are unequal numbers of National Game Representatives on the Board and the Professional Game Representatives on the Board present at a meeting (or for any part of a meeting), or where any National Game Representative or Professional Game Representative (as the case may be) has become chairman of the meeting in the Chairman's absence, pursuant to Article 108 above, then the chairman of the meeting shall determine the mode of voting, always subject to the overriding principle of equality of votes.

111 All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a Director shall, notwithstanding that it afterwards be discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. For these purposes, a Director may be appointed as an alternate for another Director, PROVIDED THAT such alternate is given in such form as complies with the requirements for alternates of Directors as shall be determined from time to time by the Board.

112 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

113 At least 7 clear days' notice of a meeting shall be required to be given to the Directors save where each Director agrees in writing to shorter notice. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

114 A meeting of the Board or of a committee of the Board may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication or by any other communication equipment) to speak to each of the others, and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting then is. The word "meeting" in the Articles shall be construed accordingly.

115 Where a Director directly or indirectly has either: (i) a material personal interest; (ii) a material commercial interest; or (iii) a duty, which conflicts or may conflict with the interests of the Company, (which is to include any decision made in respect of that Director pursuant to Article 102) he shall declare it on or before the commencement of the meeting and shall not be entitled to vote on any resolution concerning that matter, save where authorised by a resolution of the Board passed by the members of the Board other than the Director so interested and in respect of which, Article 110 shall not apply. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

116 If a question arises at a meeting of the Board or of a committee of the Board as to the right

of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

Secretary

117 Subject to the provisions of the 2006 Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit.

Minutes

118 The Board shall cause minutes to be made in books kept for the purpose of recording all proceedings at meetings of the Company, and of the Board and of such committees, divisions, boards, groups and other bodies of the Board, including the names of the Directors present at each such meeting.

Council

119 (a) There shall be a body known as "The Council of The Football Association" which shall be constituted according to this Article.

(b) The following shall be Members of Council:

(i) the Leader of Council, when so appointed by Council;

(ii) the Chairman, when so appointed by Council;

(iii) six Vice-Presidents as elected by Council (who may also be Members of Council appointed pursuant to (iv) to (x) below);

(iv) the representatives of The FA Premier League as appointed pursuant to these Articles;

(v) the representatives of The Football League as appointed pursuant to these Articles;

(vi) the representatives of the County Associations as appointed pursuant to these Articles;

(vii) the representatives of the Other Football Associations as appointed pursuant to these Articles;

(viii) the representatives of the Affiliated Organisations as appointed pursuant to these Articles;

(ix) the Supporters' Representative, when so appointed by Council;

(x) the representatives of the Divisions as appointed pursuant to these Articles;

(xi) the General Secretary; and

(xii) all Life Members and Life Vice-Presidents (who may also be Members of Council appointed pursuant to (iv) to (x) above). A Member of Council shall become a Life Member on completion of twenty years' service (whether continuous or discontinuous) as a Member of Council PROVIDED ALSO THAT he has attained the age of seventy-two years. After completing two years as a Life Member, he shall become a Life Vice-President. An elected Vice-President shall immediately become a Life Vice-President on meeting the criteria of Life Membership. A past Chairman may be appointed by Council as a Life Vice-President upon his relinquishing the Chair.

120 The FA Premier League and The Football League shall each be entitled to appoint up to eight representatives to Council. A representative of The FA Premier League or The Football League shall be a person who is a director of a football club in membership of The FA Premier League or The Football League respectively or the chairman, chief executive officer or other officer of either of those respective companies.

121 The Football Conference shall be entitled to appoint up to two representatives to Council. The representatives of The Football Conference shall be a person who is a director of a

football club in membership of The Football Conference, a member of the management committee of an unincorporated member of The Football Conference or the chairman, chief executive officer or other officer of The Football Conference.

122 The Isthmian League, The Northern Premier League and The Southern League shall each be entitled to appoint one representative to Council. A representative of The Isthmian League, The Northern Premier League and The Southern League shall be a person who is a director of a football club in membership of The Isthmian League, The Northern Premier League and The Southern League respectively, a member of the management committee of an unincorporated member of The Isthmian League, The Northern Premier League or The Southern League or the chairman, chief executive officer or other officer of any of those respective companies.

123 Each County Association that has been such for the previous three years and has had 50 or more football clubs in membership for at least one year (the provisions of Article 14(d) applying in relation to what shall qualify as a football club in membership) shall be entitled to appoint annually one representative to Council.

124 Each of The University of Oxford Football Association, The University of Cambridge Football Association, The Amateur Football Alliance, The English Schools' Football Association, The Independent Schools' Football Association, The Army Football Association, The Royal Navy Football Association, The Royal Air Force Football Association, The League Managers' Association, The Professional Footballers' Association, The Referees' Association, The Disability Advisory Group and The Race Equality Advisory Group shall be entitled to appoint annually one representative to Council.

125 The Women's Football Conference shall be entitled to appoint annually up to two representatives to Council.

126 The Supporters' Representative shall be the individual elected to represent the interests of supporters, by way of a process approved by the Council Membership Panel, and appointed annually by Council from time to time.

127 The Divisions shall each be entitled to appoint annually one club representative (each hereinafter known as a "Divisional Representative") to Council in accordance with the Standing Orders.

128 Save for the Chairman, Leader of Council, the General Secretary, Life Members and Life Vice-Presidents, each representative appointed under Article 119 shall serve as a Member of Council from the date of appointment (which shall, save for Articles 129 and 130 take place in June but always on a date before the date of the Summer Meeting), until midnight on the day before the Summer Meeting in the following year or the date of his replacement or vacation of office if earlier and (subject to any provisions as set out in the Standing Orders in respect of age limits or otherwise) such representatives shall be eligible for re-appointment.

129 If any Member of Council is appointed pursuant to Articles 120 to 127 and subsequently becomes a Life Member or a Life Vice-President, he shall only be able to vote in his capacity as a representative of the organisation which so appointed him and not in his capacity as a Life Member or a Life Vice-President PROVIDED THAT, if such organisation elects for him to cease to be its voting representative, as it may do so (and such election is to be final), then it may appoint a replacement to become a voting Member of Council who shall serve for the period of appointment of the person being replaced.

130 If any Member of Council is appointed pursuant to Articles 120 to 127 and subsequently is elected as a Vice-President, he shall only be able to vote in his capacity as a representative of the organisation which so appointed him and not in his capacity as a Vice-President PROVIDED THAT, if such organisation elects for him to cease to be its voting representative, as it may do so (and such election is to be final), then it may appoint a replacement to become a voting Member of Council who shall serve for the period of appointment of the person being replaced.

131 On the death, resignation or removal or vacation from office (otherwise than as set out in Articles 129 and 130 above) of any representative, the organisation by which the

representative was appointed under these Articles, shall have the power to appoint a new representative as a replacement. Such replacement shall serve for the period of appointment of the person being replaced.

132 Notwithstanding the power of the Board to manage The Association as reserved in Article 93, Council shall have the following powers:

(a) to manage all matters relating to:

(i) the operation of the Football Regulatory Authority and the Judicial Panel, and where appropriate, appointments to the Judicial Panel, pursuant to financial and
other arrangements agreed with the Board;

(ii) the control and management of the National League System and the leaguesbeneath the National League System;

(iii) the criteria for membership of The Association;

(iv) the sanction of competitions and matches in England and overseas and the status and registration of players;

(v) the registration, control and development of refereeing;

(vi) the privileges of Members of Council and in particular issues of protocol, travel, seating and hospitality at matches;

(vii) the development of women's football;

(viii) youth football and the county youth cup competitions;

(ix) the composition of the committees of Council; and

(x) the appointment, re-appointment or removal of the Chairman and Leader of Council and any other elections or appointments (as required) in respect of positions on Council;

(b) to approve changes to the composition of Council (subject to the approval of the Board and the provisions of the 2006 Act);

(c) to approve and recommend to the Shareholders proposed amendments to the Memorandum of Association, the Articles and the Rules (subject to the approval of the Board and the provisions of the 1985 Act and 2006 Act (as applicable));

(d) to make or alter such regulations as are deemed necessary to provide for matters arising from or to implement the Rules in so far as any such regulation is not in conflict with any Rule;

(e) to debate any current and significant issues relating to football;

(f) to amend and/or make Standing Orders regulating the conduct of the business of Council (subject to the approval of the Board);

(g) to represent The Association at all "Football Association Semi Professional XI" representative matches;

(h) to debate and consider those documents referred to in Article 139;

(i) to debate and consider the appointment of the auditors of The Association; and

(j) to receive reports from the Board on the exercise of the Board's powers on an annual basis at the Summer Meeting or at such other time as requested by Council,

PROVIDED THAT Council shall not have the power to make any decision (including any decision which purports to be binding on the Company) in relation to any financial or commercial matter or other business matter or which has any financial or commercial or other business effect unless specifically authorised to do so by the Board in accordance with these Articles.

133 Council shall have the power to delegate matters within its jurisdiction only to the Football Regulatory Authority, the Judicial Panel, the Referees Committee, the Protocol Committee, Leagues Committee, the Membership Committee, the Alliance Committee, the Sanctions and Registrations Committee, the Women's Football Committee, the Youth Committee, the Representative Matches Committee, the Committee Appointment Panel and the Council Membership Panel. Other than the Football Regulatory Authority and the Judicial Panel, such committees, groups and panels shall not have the power to delegate any matters to others, without prior Board approval.

Seal

134 The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary (or by a second Director). Any document signed by two Directors or one Director and the Secretary and expressed (in whatever from of words) to be executed by the Company has the same effect as if executed under the Seal.

Indemnity

135 Subject always to the provision of the 2006 Act and so far as may be consistent with the Statutes, in the management of the affairs of The Association, no Director shall be liable for any loss to the property of The Association arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Director in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any Director.

136 Subject to the provisions of the 2006 Act and so far as may be consistent with the Statutes:

(a) every Director and any other officer of The Association (other than the auditors) shall be indemnified out of the assets of The Association against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or offices, providing that any such indemnity in relation to that Director or such officer shall only be valid in respect of any negligence, default, breach of duty or a breach of trust of which that Director or that officer may be guilty in relation to The Association to the extent that it constitutes a qualifying third party indemnity provision as defined in Section 234 of the 2006 Act;

(b) every Director or other officer of The Association (excluding the auditors) is exempted from any liability to The Association, where that liability would be covered by the indemnity in Article 136 (a); and

(c) The Association may also provide funds to any Director or other officer (excluding the auditors) or do anything to enable any Director or such other officer to avoid incurring expenditure of the nature described in Section 206 of the 2006 Act.

Accounts

137 The Board shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Company, and of all other matters necessary for showing the true state and condition of the Company, and the accounts shall be kept in such books and in such manner as the Board think fit, and to the satisfaction of the auditors.

138 A copy of every balance sheet and profit and loss account (including any documents required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the Directors' and auditors' reports shall, at least twenty-one days prior to the meeting, be delivered or sent by post to every Shareholder and to every debenture holder of the Company of whose address the Company is aware, and to every other person who is entitled to receive notice of meetings from the Company under the provisions of the 2006 Act or of these Articles or, in the case of joint holders of any debenture, to one of the joint holders, PROVIDED THAT the requirements of this Article shall be deemed satisfied in relation to any Shareholder by sending to such Shareholder, where permitted by the 2006 Act and instead of such copies, a summary financial

statement derived from the Company's annual accounts and the report of the Directors and prepared in the form and containing the information prescribed by the 2006 Act and any regulations made thereunder.

139 The Board shall, prior to the balance sheet, the profit and loss account and the Directors' and the auditors' reports being laid before the Company in general meeting, as referred to in Article 138 above, procure that each of those documents shall be sent to the members of Council and where possible laid before a meeting of Council.

140 The books of account shall be kept at such place or places as the Board appoint, and shall be open to inspection by a Shareholder with the consent of the Board or of a special resolution of the Company.

Audit

141 The accounts of the Company shall be annually examined and the correctness of the balance sheet and accompanying accounts ascertained by an auditor or auditors to be appointed by the Company at the annual general meeting in accordance with the provisions of the 2006 Act (such appointment to be subject to the prior consideration of Council where possible).

Notices

142 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

143 A notice may be served in accordance with the provisions of the Statutes. The Company may serve or deliver any notice or other document on or to a Shareholder: (i) personally; (ii) by sending it by post in a prepaid envelope addressed to the Shareholder at the registered address of the person or of the body referred to in Article 12 on whose behalf a share is held; (iii) by leaving it at the address referred to above; (iv) electronically to an electronic address or facsimile number notified to the Company by the Shareholder for this purpose; or (v) by reference to a particular website. A notice given to any person shall be binding on any body referred to in Article 12 on whose behalf that person acts or holds a share and all proceedings taken without any further or other notice shall be binding on such body.

144 A Shareholder present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

145 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register, has been duly given to a person from whom he derives his title.

146 Proof that an envelope containing a notice or document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was given. A notice or document sent by post shall be deemed to be given:

(a) if sent by first class on the day following that on which the envelope containing it was posted; or

(b) in any other case, on the second day following that on which the envelope containing it was posted.

147 Where a notice or document is sent to an electronic address or facsimile number, service or delivery is deemed to be effected at the expiration of forty-eight hours after it was sent and in proving such service or delivery, it shall be sufficient to show that the sender's equipment indicates successful transmission within such period. Where a notice or document is sent by reference to a particular website, service or delivery is deemed to be effected when the recipient is notified of its availability on the website.

148 If at any time the Company is unable effectively to convene a general meeting by notices sent through the post in the United Kingdom as a result of the suspension or curtailment of

postal services, notice of such general meeting may be sufficiently given by advertisement in the United Kingdom and in that event the notice shall be deemed to have been served on all Shareholders and other persons, who are entitled to have notice of meetings served upon them. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

149 Any notice given by advertisement shall be advertised on the same date in at least two daily newspapers having a national circulation and such notice shall be deemed to have been served at noon on the day when the advertisement appears.

Winding-Up

150 If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Shareholders, but subject to the next provisions shall be given or transferred to such institution or institutions having objects wholly or partially similar to the objects of the Company as shall be determined by the Shareholders at or before the time of dissolution or by the Board after such dissolution, or in default thereof by such Judge of the High Court of Justice in England and Wales as may have or acquire jurisdiction in the matter, or if and so far as effect cannot be given to such provision, then to some charitable object.

Rules

151 All Shareholders, Directors, Members of Council and any body appointing the same under these Articles, are bound by and subject to and shall act in accordance with the Rules and any regulations, standing orders, decisions, rulings or other findings, penalties or orders of any nature made pursuant to the Rules under Article 152.

152 The Rules shall be as determined by the Shareholders from time to time in general meetings. Proposals to amend the Rules may only be made by:

(a) a Shareholder (PROVIDED THAT such proposal does not relate in any way to any financial or commercial matter or other business matter or which has any financial or commercial or other business effect); or

(b) the Board (PROVIDED THAT such proposal has been approved by Council).

153 The Rules may provide that regulations, standing orders, decisions, rulings or other findings, penalties or orders may be made by Council or any committee thereof in order to carry out the intent or purpose of a Rule.

154 A resolution to amend the Rules shall be by way of ordinary resolution which shall be carried if supported by 75% or more of those Shareholders who are present and voting.

Memorandum of Association and Articles

155 The Memorandum of Association and the Articles shall be as determined by the Shareholders from time to time in general meetings and the provisions contained in these Articles. Proposals to amend the Memorandum of Association and Articles may be made by the Shareholders pursuant to the 1985 Act or the 2006 Act (as applicable) or by the Board (PROVIDED THAT any such proposals made by the Board have been approved by Council).

Transitional Provisions

156 The foregoing Articles are to be read having regard and subject to the transitional provisions set out immediately below.

157 For the purposes of Article 86(b), each National Game Representative who is on the Board

as at the date of adoption of these Articles, shall serve out the remainder of his respective term of office.

158 For the purposes of Article 90, each Professional Game Representative who is on the Board as at the date of adoption of these Articles, shall serve out the remainder of his respective term of office.

159 For the purposes of Article 128, each Member of Council as at the date of adoption of these Articles and who is elected or appointed to Council annually shall serve out the remainder of his respective term of office.

160 The provisions of Article 129 shall not apply to those Members of Council who are: (i) Life Members and Life Vice-Presidents at the date of adoption of these Articles; and (ii) Life Members at the date of adoption of these Articles and who subsequently become Life Vice-Presidents. Such persons shall continue to be able to vote in their capacities as Life Members and/or Life Vice-Presidents until they are no longer Members of Council.

161 The provisions of Article 130 shall not apply to those Members of Council who are: (i) Vice-Presidents at the date of adoption of these Articles; and (ii) Vice-Presidents at the date of adoption of these Articles and who subsequently become Life Vice-Presidents. Such persons shall continue to be able to vote in their capacities as Vice-Presidents and/or Life Vice-Presidents until they are no longer Members of Council.

162 Without prejudice to the definition of the Funding Formula, the Board will undertake a thorough and comprehensive review of The Association's finances as soon as reasonably practicable after the date of the adoption of these Articles.