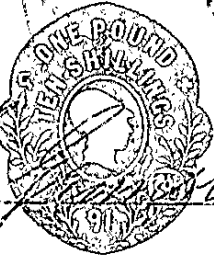


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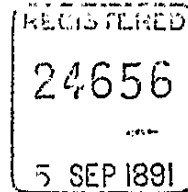
24460 CH 33829/1

Form No. 25.



*The Farnesby Town Football Club*

COMPANY, LIMITED.



STATEMENT of the Nominal Capital made pursuant to s. 11 of 51 Vict.,

cap. 8, Customs and Inland Revenue Act, 1888. (NOTE.—The Stamp Duty on the

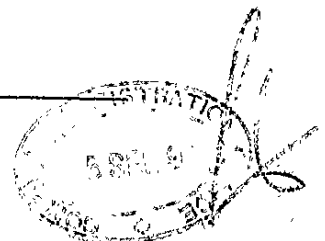
Nominal Capital is Two Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,

when the Company is registered.

Presented for registration by

AGENTS  
WATERSON & CO. LTD.  
LONDON WALL,  
LONDON, E. C.



The NOMINAL CAPITAL of the

Grimsey Town

Football Club

Company, Limited,

is £ 1500, divided into 1500 shares of £ 1

each.

Signature

AGENTS  
WATERLOW & SONS, LIMITED.  
LONDON WALL,  
LONDON, E. C.

Description

Date

5 Sept 1891

This statement should be signed by an Officer of the Company.



[The Companies' Acts, 1862 to 1890.]



# Memorandum of Association

OF

## THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED.

1. The name of the Company is "THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED."
2. The registered office of the Company is situate in England.
3. The objects for which the Company is established are:—
  - (a.) To adopt and carry into effect an Agreement dated the 20th day of June 1891 between Charles Maddison Confectioner George Smith Shipbuilder and Robert Cook Chemist all of Great Grimsby in the County of Lincoln acting for and on behalf of the then present Members of the Committee of an unregistered Club called "The Grimsby Town Football Club" of the one part and Isaac John Patmore of No. 127 Willingham Street in Great Grimsby aforesaid Head Teacher in the Menenge Board School as trustee for the Company of the other part for the acquisition of the Assets of the said Club and for the discharge of its liabilities.
  - (b.) To promote the game of Football in the Town of Grimsby and the County of Lincoln by the holding of matches there or elsewhere in Great Britain and Ireland and for that purpose to engage establish and maintain teams of Football Players whether composed of amateur or professional players or partly of one and partly of the other.
  - (c.) To hold and promote Athletic Sports in or near to the said Town of Grimsby and for that purpose to give at such sports prizes in kind or in money.
  - (d.) Subject to the provisions of the 21st Sec. of the Companies' Act of 1862 to purchase take on lease or in exchange hire or otherwise acquire a ground or grounds or any other real or personal estate necessary or convenient for the objects of the Company.

GRIMSBY  
TOWN FOOTBALL CLUB, LIMITED.  
GRIMSBY TOWN, LINCOLN.  
LONDON, E.C.



- (e.) To construct fit up and maintain any Buildings Pavilions or Stands upon such ground or grounds to fix and enforce a scale of charges for admission thereto and generally to set out and manage the same as may be required for the objects of the Company.
  - (f.) To become a Member of and subscribe to the Football Association the Football Alliance or any other Alliance League or Association having objects altogether or in part similar to those of this Company.
  - (g.) To insure the Players of the Company against accident for their own benefit.
  - (h.) To invest the monies of the Company not immediately required upon such securities as may from time to time be determined.
  - (i.) To borrow monies required for the objects of the Company upon such securities as may be determined.
  - (j.) To sell improve manage develop lease mortgage dispose of or otherwise deal with all or any part of the property of the Company.
  - (k.) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
5. The Capital of the Company is £1500 divided into 1500 shares of £1 each.

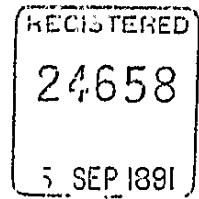
WE the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
George Smith Shipbuilder 33 Kent St. Grimsby	one
William Quad Freemercant South Street Cleethorpe	one
Potter J. Post-Richmond Market Place Grimsby	one
William Brocklesby Fish Buyer 26 Stanley St. New Linc.	one
James Duke Bethlehem St. Grimsby	one
Charles Maddison Confectioner 132 Victoria St. Grimsby	one
Frederick Barker Coulson 14 Pelgrave Terrace Grimsby	one

Dated this 4<sup>th</sup> day of September 1891.

Witness to the signatures of the above-named

Isaac John Patmore  
Schoolboard teacher  
Willingham Street  
Great Grimsby



## Articles of Association

OF

## THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED.

1. The Company shall forthwith adopt an agreement dated the 20th day of June 1891 made between Messrs. Maddison Smith and Cook acting for and on behalf of the then present Members of the Committee of an unregistered Club called "The Grimsby Town Football Club" of the one part and T. J. Patmore as Trustee for the Company of the other part.

2. Every Member shall have one vote for every share up to 5 and one vote for every 10 shares after the first 5.

3. Subject to Clauses 1 and 2 Table A. in the first Schedule of "The Companies Act 1862" shall apply to this Company.



NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
George Smith Shipbuilders 35 Kent St Grimsby	
William Mud Hammerhead South Street Cleethorpes	
Robt Robt R Chimney Market Place Grimsby	
William Brocklesby Fish Curer 26 Stanley St New Lee	
James Doble Bromwich 13 Bethelheim St Grimsby	
Charles Maddison Confectioner 132 Victoria St Grimsby	
Frederick Barker Coulson Fishmonger 14 Belgrove Terrace Grimsby	

Dated this 11<sup>th</sup> day of September 1891.

Witness to the signatures of the above-named

Isaac John Patmore  
Schoolboard Teacher  
Willingham Street  
Great Grimsby

DUPLICATE FOR THE FILE.

No. 347600.



NL 32829.

# Certificate of Incorporation

OF THE  
*Grimsey Town Football Club, Limited.*

I hereby Certify, That the  
*Grimsey Town Football Club, Limited,*

is this day Incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited**.

Given under my hand at London, this *Fifth* day of *September* 189*1*

Thousand Eight Hundred and Ninety

*One.*

Dees and Deed Stamps £ *3 5/-*

Stamp Duty on Capital £ *1 10/-*

*Ernest George*

*Assistant* Registrar of Joint Stock Companies.

Certificate received by

*Wm. Low & Sons*  
*P. J. St. John*  
*33 London Wall &c*

Date

*8 Sept 1891*

[SEE BACK.]



34760

The Return must be according to the prescribed Form, having a Companies' Registration Fee Stamp of the value of Five Shillings impressed thereon, and be signed by some authorized Officer of the Company.

If the Company is no longer carrying on business you are requested to notify to this Office the date at which its operations were suspended and the cause thereof.

As penalties have not hitherto been enforced, I am instructed to send special notice on the present occasion. But you are to understand that it is the intention of the Board of Trade to enforce the Acts strictly in future, and that in case of any further neglect to comply with the law proceedings will be taken for the purpose without special notice.

I should also add that the issue of this notice does not in any way affect the liability of the Company and its Directors or Managers as regards any proceedings which may be taken by any member of the public.

I am,

GENTLEMEN,

Your obedient Servant,

*Ernest Hearn*

Registrar.

*Ans  
14e 7 not  
Dated 1900  
3/8/07*

*Hi*

*The return was sent you  
& I have your receipt for same dated July  
13<sup>th</sup> 1901*

*Yours truly  
H. Hearn*

## COMPANIES' ACTS, 1862 TO 1900.

All communications to be addressed to  
 The Registrar of Joint Stock Companies,  
 Companies' Registration Office,  
 Somerset House, London, W.C.  
 Remittances must be made out in favour  
 of "The Commissioners of Inland Revenue,"  
 and be crossed "Bank of England, Inland  
 Revenue a/c."  
 The following number should be quoted in  
 the reply:—

347/60

COMPANIES' REGISTRATION OFFICE,

SOMERSET HOUSE,

LONDON, W.C.

1901.

1 AUG. 1901

GENTLEMEN,

I have to call your attention to the failure of the

*Grimby Tower Football Club* ~~Company~~, Limited,  
 to forward me a copy of the Register of its Directors pursuant to the 20th Section of  
the Companies' Act, 1900.

As the COMPANY and every DIRECTOR or MANAGER who shall knowingly permit such default severally incur a penalty not exceeding £5 for every day during which the default may continue, I have to give you notice that if the copy is not lodged at this Office within TWENTY-ONE days from the date hereof, it will be my duty to report the default to the Board of Trade, who have determined to enforce the punctual filing of Returns and to proceed for penalties in cases of neglect to obey the law.

To the Directors of the Company.



The

*over*

ON HIS MAJESTY'S SERVICE.



The Directors of the

*Gymsey Town Football Club Ltd.*

*11 Harrington St*

*Newlee Thorpe*

*Gymsey*

Registration Office,  
Post Office House, London, W.C.



34760 64.

12 not 18 Cent

THE COMPANIES' ACTS, 1908 to 1917.



## SPECIAL RESOLUTION

(pursuant to S. 69 of the Companies' (Consolidation) Act, 1908)

OF THE

GRIMSBY TOWN FOOTBALL CLUB, LIMITED.

PASSED 12th JULY, 1920.

CONFIRMED 28th JULY, 1920.

REGISTERED  
55433  
17 APR 1926

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at the Cyclists' Club, Hainton Square, Grimsby, at 7-30 o'clock in the evening on Monday, the Twelfth day of July, 1920, the following resolution was duly passed, and at a subsequent Extraordinary General Meeting of the Members of the said Company also duly convened and held at the same place, at 7-30 o'clock in the evening on Wednesday, the 28th day of July, 1920, the following Special Resolution was duly confirmed:—

"That the Capital of the Company be increased to £10,000 by the creation  
"and issue of 8,500 Shares of £1 each."

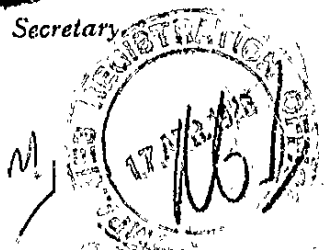
M R P H S M. Com

6 Hodge Lane

Grimsby

*H. Hickson*

Secretary



Certificate No.

34760

65

Int-6  
16/12/26

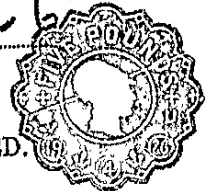
Form No. 20



JR 85

Int-6

24-6-6



The Grimsby Town Football Club COMPANY, LIMITED.

STATEMENT of Increase of Nominal Capital pursuant to s. 112 of the  
Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance  
Act, 1920. (NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound  
for every £100 or fraction of £100.)



REGISTERED  
55434  
17 APR 1926

This statement is to be filed with the Notice of Increase registered under  
Section 44 of the Companies (Consolidation) Act, 1908. If not so filed within 15 days  
after the passing of the Resolution by which the Registered Capital is increased,  
Interest on the Duty at the rate of 5 per cent. per annum from the passing of the  
Resolution is also payable (s. 5, Revenue Act, 1903.)



Presented for registration by

The Company

*[Handwritten signatures and notes]*

NOTE.—This margin is reserved for Binding, and must not be written across.

The NOMINAL CAPITAL of the Grimsby Town Football Club

Company, Limited,

has by a Resolution of the Company dated twelfth July 1920 & confirmed  
28th July 1920

been increased by the addition thereto of the sum of £ 8500, divided into

8500 shares of £ 1 each beyond the Registered Capital of

£1500.

Signature.....

A. H. Dixon

Description .....

Secretary

Date.....

16th April 1926

This statement must be signed by the Manager or by the Secretary of the Company.

Certificate No. 3476a *66* *Call*

<sup>Tw</sup>  
Price: Three Pence.

Form No. 10.

**"THE COMPANIES ACTS, 1908 to 1917."**

Notice of Increase in the Nominal Capital  
of the Grainby Town Football Club Limited.

Company,



Pursuant to Section 44 of the Companies (Consolidation) Act, 1908.

REGISTERED  
55435  
17 APR 1926

This Notice should be signed by the Manager or by the Secretary of the Company, on page 8.

Presented for Filing by

the Company

## NOTICE

Of increase in the nominal Capital of the Grimby Town Football  
Club Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Grimby Town Football Club Limited

hereby gives you

notice, in accordance with Section 44 of "The Companies (Consolidation) Act, 1908," that

by a Resolution of the Company dated the twelfth day of July 1920  
& confirmed 28<sup>th</sup> July 1920

the nominal Capital of the Company has been increased by the addition thereto of the sum

of Eight thousand five hundred pounds,

divided into Eight thousand five hundred Shares of

One pound each, beyond the registered Capital of

£1500.

Dated the sixteenth day of April 1926.

Signature.....

H. H. H. H.  
Secretary

\* \* \* This Notice should be signed by the Manager or by the Secretary of the Company.

Form No. 10.

NOTE.—This Margin is reserved for binding, and must not be written across.





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**The Grimsby Town Football Club, Limited.**

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**Articles of Association.**

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2726

# Articles of Association

OF

## THE GRIMSBY TOWN FOOTBALL CLUB, LTD.

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(By a Special Resolution passed at a General Meeting of the Company held on the *Twenty-Eighth* day of *September*, 1948, these regulations were adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof).

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### PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part 1") shall apply to the Company.

2. Regulations 62, 75 and 89 of Table A Part 1 shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part 1 subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

### SHARES

3. The shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

4. The second paragraph of Regulation 32 of Table A, Part 1 shall not apply to the Company but the following paragraphs shall be substituted therefor namely :—

Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 90 days the Directors may thereafter forthwith declare the share to be forfeited.

For the purpose of this clause notice shall be deemed to be served upon such person if sent by post addressed to the registered holder of the share.

## VOTES OF MEMBERS

5. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll every member shall have one vote for the first five shares (or less than five shares) and one vote for every ten shares after the first five.

## DIRECTORS

6. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than five nor more than 13.

7. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part 1.

## BORROWING POWERS

8. The proviso to regulation 79 of Table A, Part 1 shall be omitted.

## DISQUALIFICATION OF DIRECTORS

9. In regulation 88 of Table A, Part 1 the word and number "or 18" shall be omitted.

10. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

## ROTATION OF DIRECTORS

11. At the Annual General Meeting in every year one-third of the Directors for the time being or if their number is not three or a multiple of three then the number nearest one-third shall retire from office.

12. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part 1.

## DIVIDENDS

13. No larger dividends shall be declared than the maximum dividend allowed from time to time by the Football Association.

*MacKinnon*  
Secretary.





**Special Resolution**  
OF  
**The Grimsby Town Football Club, Limited.**

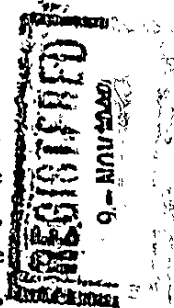
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(By a Special Resolution passed at a General Meeting of the Company held on the 28th day of September, 1948, the following alterations were made to the provisions of the Memorandum of Association).

(1) By inserting in paragraph 3 (b) thereof immediately after the word "Ireland" the following words namely "or in any other part of the world."

(2) By inserting in paragraph 3 thereof immediately after paragraph (c) thereof the following paragraph namely :

(cc) To establish and carry on sports clubs of any description (including rifle, flying, cycle, motor cycle, and motor racing, and the like) and any other business which may conveniently or advantageously be combined with the business of the Company and to arrange, organize, and hold fetes, shows, galas, and the like and in connection with the business of the Company to carry on business as caterers restaurant proprietors, refreshment room proprietors, licenced victuallers, confectioners, tobacconists and newsagents.



(3) By deleting in paragraph 3 (f) thereof the 13th and 14th words thereof namely the words "Football Alliance" and by substituting therefor the words "Football League."

(4) By deleting in paragraph 3 (f) thereof the 18th word thereof namely the word "Alliance" and by substituting therefor the word "Competition."



*J. R. Atkinson*

Secretary

12727

**DAMAGED DOCUMENT**

110.

Memorandum of Association

OF

The Grimsby Town Football Club, Limited.



(1) The name of the Company is "THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED."

(2) The registered office of the Company is situate in England.

(3) The objects for which the Company is established are :—



(a) To adopt and carry into effect an Agreement dated the 20th day of June, 1891 between Charles Maddison Confectioner George Smith Shipbuilder and Robert Cook Chemist all of Great Grimsby in the County of Lincoln acting for and on behalf of the then present Members of the Committee of an unregistered Club called "The Grimsby Town Football Club" of the one part and Isaac John Patmore of No. 127 Willingham Street in Great Grimsby aforesaid Head Teacher in the Hencage Board School as trustee for the Company of the other part for the acquisition of the Assets of the said Club and for the discharge of its liabilities.

(b) To promote the game of Football in the Town of Grimsby and the County of Lincoln by the holding of matches there or elsewhere in Great Britain and Ireland or in any other part of the world and for that purpose to engage establish and maintain teams of Football Players whether composed of amateur or professional players or partly of one and partly of the other.

(c) To hold and promote Athletic Sports in or near to the said Town of Grimsby and for that purpose to give at such sports prizes in kind or in money.

(cc) To establish and carry on sports clubs of any description (including rifle, flying, cycle, motor cycle, and motor racing, and the like) and any other business which may conveniently or advantageously be combined with the business of the Company and to arrange, organize, and hold fetes, shows, galas, and the like and in connection with the business of the Company to carry on business as caterers, restaurant proprietors, refreshment room proprietors, licenced victuallers, confectioners, tobacconists and news-agents.



13594



- (d) Subject to the provisions of the 21st Section of the Companies' Act of 1862 to purchase take on lease or in exchange hire or otherwise acquire a ground or grounds or any other real or personal estate necessary or convenient for the objects of the Company.
  - (e) To construct fit up and maintain any Buildings Pavilions or Stands upon such ground or grounds to fix and enforce a scale of charges for admission thereto and generally to set out and manage the same as may be required for the objects of the Company.
  - (f) To become a Member of and subscribe to the Football Association the Football League or any other Competition League or Association having objects altogether or in part similar to those of this Company.
  - (g) To insure the Players of the Company against accident for their own benefit.
  - (h) To invest the monies of the Company not immediately required upon such securities as may from time to time be determined.
  - (i) To borrow monies required for the objects of the Company upon such securities as may be determined.
  - (j) To sell improve manage develop lease mortgage dispose of or otherwise deal with all or any part of the property of the Company.
  - (k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (4) The liability of the Members is limited.
- (5) The Capital of the Company is £1,500 divided into 1,500 shares of £1 each.

*I HEREBY certify this to be a true copy of the Memorandum of Association as altered in pursuance of a Special Resolution passed on the 28th day of September, 1948, the amendments being shown in bold type.*

*J. R. Atkinson*  
Secretary.

No. 34760

1149

THE COMPANIES ACT, 1948.



Copy

SPECIAL

RESOLUTION

REGISTERED

- of -

23 DEC 1957

THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED.

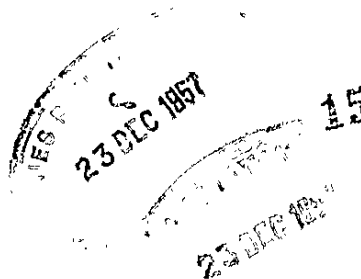
Passed the Fourth day of December 1957.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened pursuant to the provisions of Section 141 (2) of the Companies Act, 1948, and held at Blundell Park, Cleethorpes, on the Fourth day of December 1957, the following SPECIAL RESOLUTION was duly passed:-

"That the regulations set out herewith be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof".

*L. B. Warr.*

CHAIRMAN.



31760.

3.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED.

(Adopted by Special Resolution passed 4th December 1957)

PRELIMINARY.

1. Subject as hereinafter provided the regulations contained in Part I of Table A in the First Schedule of the Companies Act 1948 (hereinafter referred to as "Table A, Part 1") shall apply to the Company.

2. Regulations 2, 30, 31, 32, 40, 41, 42, 43, 45, 47, 75, 76, 77, 78, 79, 81, 83, 84, (3) 84 (4) 87, 88, 89, 93, 107, 108, 109, 128, 129 of Table A, Part 1 shall not apply to the company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part 1 subject to modifications hereinafter expressed shall constitute the regulations of the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS.

3. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to articles 4 and 6, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of Capital or otherwise as the Company may from time to time by Special Resolution determine.

4. Preference Shares may be issued with a cumulative preference dividend not exceeding £7.10.0 per cent for a period not exceeding three years (that is to say the past three consecutive years); but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

5. The Shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper PROVIDED THAT no shares shall be issued at a discount except as provided by Section 57 of the Act. PROVIDED THAT the Directors in allotting and disposing of any Share in the Company to any person shall obtain from that person a signed



declaration stating the number of Shares in the Company (if any) held by that person or by any person or persons as nominee or in trust for him, and shall not allot or dispose of any Share to any person so as to cause a contravention of Article 6.

6. No person may be or become the Registered Holder of any Share or Shares in the Company in such circumstances that he or any other person would thereby become the Registered Holder of or as cestui que trust or otherwise interested in an aggregate number of Shares in the Company exceeding Five hundred.

7. Each Member (and in case of Shares jointly held each of the joint Holders) shall whenever required by the Directors so to do make a statutory declaration as to whether or not any Share or Shares in the Company registered in his name is or are held by him as nominee or upon trust for any other person or persons, and addresses of the person or persons beneficially entitled to the same, and if more than one the proportions in which they are so entitled. Information so obtained by the Directors shall not prejudice or affect the operation of Article 7 of Table A, Part 1. If and whenever at least three Members shall by notice in writing served on the Secretary request the Directors so to do the Directors shall forthwith require such a statutory declaration to be made by any Member specified in such notice.

#### TRANSFER OF SHARES.

8. (1) Before registering any transfer of Shares to any person the Directors shall obtain from that person a signed declaration stating the number of Shares in the Company (if any) held by that person or by any persons as nominee or in trust for him.

(2) The Directors shall decline to register a transfer of shares if and whenever the registration of that transfer would cause a contravention of Article 6.

#### TRANSMISSION OF SHARES.

9. Any person becoming entitled to a Share in consequence of the death or bankruptcy of a member occurring after the date of the adoption of these Articles shall upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided have the right to make such transfer of the Share as the deceased or bankrupt person could have made, but shall not be entitled to be registered as a Member in respect of the Share. The Directors shall have the same right to decline or suspend registration of the transferee as they would have had in the case of a transfer of the share by the deceased or bankrupt person before his death or bankruptcy as the case may be.

10. (1) Any person becoming entitled to a Share by reason of the death or bankruptcy of the Member shall be entitled to the same dividends to which he would be entitled if he were the registered holder of the Share, but he shall not be entitled to in respect of it to exercise any right conferred by Membership in relation to meetings of the Company unless he shall be or become registered as a Member in respect of the Share of a Member who died or became bankrupt before the date of the adoption of these Articles.

10. (2) Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 90 days the Directors may thereafter forthwith declare the share to be forfeited.

For the purpose of this clause notice shall be deemed to be served upon such person if sent by post addressed to the registered holder of the share.

11. (1) If any Member (hereinafter referred to as "the selling Member") shall be or become the Registered Holder of Shares in the Company in such circumstances that he or any other person is the Registered Holder or as cestui que trust or otherwise interested in an aggregate number of Shares in the Company exceeding five hundred he shall forthwith give notice in writing (hereinafter referred to as "the notice of sale") to the Secretary of the Company containing an offer to sell so many of the Shares registered in his name as will prevent the continuance of a contravention of Article 6 and shall in such notice of sale specify the number and class of Shares he offers to sell.

(2) Such notice shall constitute the Company his agent for the sale of the Shares specified in the notice of sale to any person (who may hereunder properly be registered as a Member in respect thereof) selected by the Directors at the fair value of such Shares ascertained in manner hereinafter appearing.

(3) Forthwith upon the Directors selecting a person or persons willing to purchase the Shares specified in the notice of sale the Secretary shall give notice thereof to the selling Member, who shall be bound upon payment of the purchase price to transfer the Shares specified in the notice of sale to the purchaser or purchasers.

(4) If in any case the selling Member, after having become bound as aforesaid, makes default in transferring the Shares specified in the notice of sale or any of them the Company may receive the purchase money on his behalf and may authorise some person to execute a transfer or transfers of the said Shares in favour of the purchaser or purchasers, who shall thereupon (subject to Article 8) be registered as the Holder or

Holders of the said Shares. The receipt of the Company for the purchase money shall be a good discharge to any such purchaser and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(5) If any Member who ought pursuant to this Article to give such notice of sale as aforesaid shall make default for fourteen days in giving such notice of sale the Directors shall forthwith upon becoming aware of such default as his agents give the same for him, and the same results shall follow as in the case of a notice of sale voluntarily given.

(6) For the purposes of the foregoing provisions of this Article the fair value of a Share comprised in any notice of sale shall mean and be deemed to be such sum as is determined by agreement reached (within seven days after the service on the Secretary of that notice of sale) between the selling Member and the Directors to be the fair value thereof, or in default of such agreement the sum which the Auditor for the time being of the Company shall on the application of the Selling Member or of the Directors certify in writing to be in his opinion the fair value of such Share. In so certifying the Auditor shall be considered to be acting as an expert and not as arbitrator, and accordingly The Arbitration Acts, 1889 to 1950, shall not apply. Any such certificate of the Auditor shall be conclusive and binding on the Company and all persons interested in the Share.

#### ALTERATION OF CAPITAL.

12. The Company may by ordinary resolution -

- (a) consolidate and divide all or any of its Share Capital into Shares of larger amounts than its existing Shares;
- (b) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

13. A share shall not be sub-divided.

#### GENERAL MEETINGS.

14. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it; and such Annual General Meeting shall be held in each calendar year not earlier than the 21st day of June and not more than 14 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

VOTES OF MEMBERS.

15. No Member shall be entitled to vote at any General Meeting in respect of any Shares that he has acquired by transfer unless he has been possessed of the Shares in respect of which he claims to vote for at least three months previous to the time of holding the Meeting at which he proposes to vote.

DIRECTORS.

16. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than five nor more than thirteen.

17. (1) A Director shall not be entitled to receive any remuneration in respect of his office as director or as an employee of the Company.

(2) All Directors shall be entitled to be paid all reasonable travelling hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the affairs of the Company and otherwise in the execution of their duties as Directors.

18. The shareholding qualification for every Director shall be the holding in his own right and as sole Holder of shares of the Company to the nominal value of one hundred pounds.

19. Unless all the Directors for the time being of the Company shall by writing under their hands otherwise direct no person other than a retiring Director shall be elected a Director of the Company unless and until he has entered into an agreement with all the Directors for the time being (and if he is proposed to be elected in the place of a deceased Director the legal personal representatives (if any) of that deceased Director) that he will, if elected to be a Director, forthwith upon election make a loan to the Company of a sum equal to the average amount lent to the Company at the time of his election by each of the other Directors (including any retiring disqualified or deceased Directors) and execute bonds or guarantees for securing such moneys advanced or to be advanced to the Company up to a maximum sum equal to the average amount of the maximum contingent liability of each of the other Directors (including any retiring disqualified or deceased Directors) under bonds or guarantees executed by such other Directors prior to and which are current at the date of his election and in the case both of such loan and such bonds and guarantees upon similar terms and conditions in all respects to those upon which the other Directors have made such loans or executed such bonds and guarantees.

If any person hereafter elected a Director shall not within

one week of his election, or within such extended period (not exceeding one month from the time of his election) as the Directors may resolve to allow, implement such last mentioned agreement to the satisfaction of the Directors he shall ipso facto become disqualified as a Director, and any person proposed and elected as a Director in his stead shall be required to comply with the same provisions as were required under this Article of the Director so disqualified.

#### BORROWING POWERS.

20. Subject to Article 21 the Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

21. No mortgage or other security or charge upon any assets of the Company to secure more than the principal money advanced and interest at Seven and a Half per centum shall be issued without the previous consent of The Football Association Limited. All loans to the Company except with the previous consent of The Football Association Limited shall be limited to the same rate of interest.

22. Any Bonds, Debentures, Debenture Stock, or other securities issued or to be issued by the Company shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

23. If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

24. A Register of Holders of the Debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

DISQUALIFICATION OF DIRECTORS.

25. The Office of Director shall be vacated if the Director
- (a) ceases to be a Director by virtue of Section 182 of the Act; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during that period; or
  - (g) be suspended by The Football Association from taking part in football management.

26. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

ROTATION OF DIRECTORS.

27. At the Annual General Meeting in every year one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.

28. No person other than a Director retiring at the Meeting shall be eligible for election to the office of Director at the Annual General Meeting in any year unless between the fifteenth day of May and the thirty first day of May in that year there shall have been left at the registered office of the Company notice in writing, signed by a Member of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

DIVIDENDS AND RESERVE.

29. A larger dividend shall not be declared than the maximum dividend allowed from time to time by The Football Association and may be cumulative for a period not exceeding three years (that is to say the past three consecutive years). Until otherwise determined by The Football Association the maximum

dividend payable in respect of any year shall be seven and one half per centum, but if the dividend is paid free of income tax such maximum dividend shall be five per centum.

#### SHAREHOLDERS SEASON TICKETS.

30. A Shareholder may have issued to him a season ticket or tickets subject to a deduction of Five per cent. from the amount charged to non-Shareholders. Tickets so issued must not be sold and the privilege granted under this Clause shall be restricted to such holder, and in case of transference or death to such member of his family as shall become the Registered Holder of the Shares. The privilege cannot be sold or granted to any other transferee.

#### WINDING UP.

31. On the dissolution of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called up on their Shares respectively, and no Member shall be entitled to have any Call made upon other Members for the purpose of adjusting his rights; but where any Call has been made and has been paid by some of the Members such Call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to The Football Association Benevolent Fund or to some other club or institute in the boroughs of Grimsby or Cleethorpes having objects similar to those contained in the Memorandum of Association or to any local charity, or charitable or benevolent institution situate within the said boroughs of Grimsby or Cleethorpes, such club, institution, or charity to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the Members of the Club, at or before the time of dissolution as they shall direct, or, in default of any such decision or apportionment by the Members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Member of the Club with the consent of the Council of the Football Association, if then existing, shall determine.

*L. E. Woulch.*

CHAIRMAN.

No. of COMPANY 34760



[C.F. 10]

## THE COMPANIES ACT, 1948.

### Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

NAME OF  
COMPANY GRIMSBY TOWN FOOTBALL CLUB.

LIMITED.

CAT. No. C.F. 10.

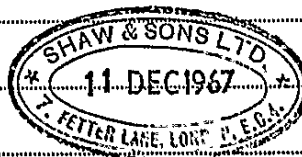
S 1319 (10)

SHAW & SONS  
LIMITED

*Law Stationers and Company Registration Agents*

7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

*Presented by*





# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

GRIMSBY TOWN FOOTBALL CLUB.

LIMITED,

heroby gives you notice pursuant to Section 63 of the Companies Act, 1948,  
that by (a) ORDINARY Resolution of the Company dated the  
28th day of NOVEMBER 1967 the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£ 10,000 beyond the registered Capital of £ 10,000

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
10,000	ORDINARY	£1.

The conditions (e.g., voting rights, dividends, etc.), subject to which the  
new Shares have been, or are to be issued, are as follows :—

They are to rank in all respects pari passu  
with the existing shares.

None of the new Shares are Preference Shares, and are (b) [not]  
redeemable.

(Signature) D. M. Whoot

SECRETARY

(State whether Director, or Secretary)

Dated the 30th day of NOVEMBER 1967

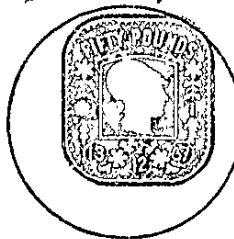
- (a) "Ordinary," "Extraordinary" or "Special."  
(b) Delete the word "not" if the Shares are redeemable.

is margin to be reserved for binding.

NO. OF COMPANY.....

34760/189

DUTY £50-7-0  
CCD 7-50



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

COMPANY HAVING A SHARE CAPITAL.

NAME OF  
COMPANY.....

GRIMSBY TOWN FOOTBALL CLUB.

SEC. 49 (5), FINANCE ACT 1973	
CREDIT AMOUNT	£5-50
CREDIT AMOUNT	£5-50
IN LAND REVENUE	LIMITED.
DATE	25/11/74
REFERENCE	COO/2189/74

## Statement of Increase of Nominal Capital

*pursuant to Section 112 of the Stamp Act, 1891.*

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 28th November 1967 been increased by the addition thereto of the sum of £ 10000 beyond the Registered Capital of £10000

Signature.....

*D.M. Wood*

Date..... 6 - 12 - 67

Description..... Secretary.

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

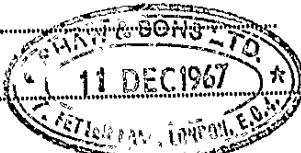
SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

8812 (n)

Presented for registration by



34760/190.

"THE COMPANIES ACTS, 1948 to 1967".

COPY

ORDINARY RESOLUTION

of

GRIMSBY TOWN FOOTBALL CLUB LIMITED.

Passed the 28th day of November, 1967.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at Blundell Park, Cleethorpes on the 28th day of November, 1967, the following ORDINARY RESOLUTION was duly passed:-

That the capital of the Company be increased to £20,000 by the creation of 10,000 Ordinary Shares of £1 each.

*J. B. Duer*

CHAIRMAN.

28 DEC 1967

34760/230

# GRIMSBY TOWN FOOTBALL CLUB LIMITED

Registered Office: BLUNDELL PARK - CLEETHORPES - DN35 7PY

Chairman H. C. HAMILTON

Vice-Chairman J. R. ATKINSON

**Directors**

J. EVANS M.B.E. T. J. LINDLEY  
R. K. MIDDLETON T. WILKINSON  
F. A. WOULD

Team Manager T. CASEY

Secretary MRS. D. EDWARDS

Medical Officer DR. A. N. MILNE



Telephone CLEETHORPES 61420 61803

Telegrams FOOTBALL GRIMSBY

Registered Business No. 34760 England

Registered V.A.T. No. 127 7446 65

ESTABLISHED 1878

All communications to be addressed  
to the Secretary

At a meeting of the above Company held at Blundell Park, Cleethorpes, on the first day of December, 1976, the following resolutions were passed:-

## Ordinary Resolution

1. That the capital of the company be increased to £60,000 by the creation of 1,600 Ordinary Shares of £25 each.

## Special Resolutions

2. That the Articles of Association of the company be altered as follows:-
  - (1) In regulation 2 by omitting the reference to regulation 30 and to regulation 31 and to regulation 32 and by inserting after the reference to regulation 47 a reference to regulation 62 (to the effect that regulation 62 of Table A no longer applied to the company).
  - (2) In regulation 3 by deleting the words "Articles 4 and 6" and by substituting therefor "Article 4".
  - (3) In regulation 5 by deleting the whole of the last sentence thereof.
  - (4) In regulation 6 by deleting this regulation.
  - (5) In regulation 7 by deleting this regulation.
  - (6) In regulation 8 by deleting this regulation and by deleting the Head Note thereto "Transfer of Shares".
  - (7) In regulation 9 10 and 11 by deleting these regulations and by deleting the Head Note thereto "Transmission of Shares".



3. That the Articles of Association of the company be altered as follows:-

In regulation 15 by re-numbering such regulation as 15(1) and by adding the following regulation as regulation 15(2).

"Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each £1.00 of the nominal capital of which he is the holder so that the holder of a £25 share has 25 votes".

4. That the Articles of Association of the company be altered as follows:-

Consequent upon the passing of such of the above resolutions as are approved by the meeting the regulations be re-numbered consecutively.

*H. E. de Vries*

Chairman.



34760

231

number of company

form No. 10

no filing fee payable

## THE COMPANIES ACTS 1948 TO 1967

Notice of

**increase in nominal capital**

pursuant to section 63 of the Companies Act 1948

**name of company**

GRIMSBY TOWN FOOTBALL CLUB

Limited

51

**Jordan & Sons Limited**  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

Presented by... Weaver, Wroot & Co.,

28 Dudley Street,

Grimsby, South Humberside.

Presenter's Reference... WHEW/RC



## To the Registrar of Companies

~~GRIMSBY TOWN FOOTBALL CLUB~~ Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 1st December, 1976, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 40,000 beyond the registered Capital of £ 20,000

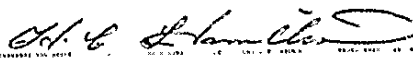
The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
1,600	Ordinary	£25

The conditions (*e.g.*, voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

To rank *pari passu* with existing £1 Shares.

~~of the new Shares are Preference Shares and are (2)~~  
~~[not redeemable]~~

 (Signature)

Director (State whether Director or Secretary)

Dated December 8<sup>th</sup> 1976

(1) " Ordinary, " Extraordinary " or " Special "

(2) Delete as appropriate

Number of Company ..... 3476/242

Form No. 50

THE COMPANIES ACTS 1948 to 1976

{COPY}

special resolution(s)

6372/8

GRIMSBY TOWN FOOTBALL CLUB  
of ..... Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and

held at Blundell Park, Cleethorpes, South Humberside

on the ..... First ..... day of ..... December ..... 19.76.,

the following SPECIAL RESOLUTION(S) was/were duly passed:-

1. That the articles of association of the company be altered as follows:-
  - (1) In regulation 2 by omitting the reference to regulation 30 and to regulation 31 and to regulation 32 and by inserting after the reference to regulation 47 a reference to regulation 62 (to the effect that regulation 62 of Table A, no longer applied to the company).
  - (2) In regulation 3 by deleting the words "Articles 4 and 6" and by substituting therefor "Article 4".
  - (3) In regulation 5 by deleting the whole of the last sentence thereof.
  - (4) In regulation 6 by deleting this regulation.
  - (5) In regulation 7 by deleting this regulation.
  - (6) In regulation 8 by deleting this regulation and by deleting the Head Note thereto "Transfer of Shares".
  - (7) In regulation 9 and 10 and 11 by deleting these regulations and by deleting the Head Note thereto "Transmission of Shares".
2. That the articles of association of the company be altered as follows :-

In regulation 14 by re-numbering such regulation as 15(1) and by adding the following regulation as regulation 15(2).

"Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each £1.00 of the nominal capital of which he is the holder so that the holder of a £25 share has 25 votes".
3. That the articles of association of the company be altered as follows :-

Consequent upon the passing of the above resolutions the regulations be re-numbered consecutively.

25.9.80

Director

A. Middleton.



*Handwritten:* No. 34760/243

THE COMPANIES ACT 1862

and

THE COMPANIES ACTS 1948 to 1976

*Handwritten:* 11/3/81

MEMORANDUM OF ASSOCIATION OF

THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED

*Handwritten:* 6324/25

(1) The name of the Company is "THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED".

(2) The registered office of the Company is situate in England.

(3) The objects for which the Company is established are:-

(a) To adopt and carry into effect an Agreement dated the 20th day of June, 1891 between Charles Maddison Confectioner George Smith Shipbuilder and Robert Cook Chemist all of Great Grimsby in the County of Lincoln acting for and on behalf of the then present Members of the Committee of an unregistered Club called "The Grimsby Town Football Club" of the one part and Isaac John Patmore of No.127 Willingham Street in Great Grimsby aforesaid Head Teacher in the Heneage Board School as trustee for the Company of the other part for the acquisition of the Assets of the said Club and for the discharge of its liabilities.

(b) To promote the game of Football in the Town of Grimsby and the County of Lincoln by the holding of matches there or elsewhere in Great Britain and Ireland or any other part of the world and for that purpose to engage establish and maintain teams of Football Players whether composed of amateur or professional players or partly of one and partly of the other.

(c) To hold and promote Athletic Sports in or near to the said Town of Grimsby and for that purpose to give at such sports prizes in kind or in money.

(cc) To establish and carry on sports clubs of any description (including rifle, flying, cycle, motor cycle, and motor racing, and the like) and any other business which may conveniently or advantageously be combined with the business of the Company and to arrange, organize, and hold fetes, shows, galas, and the like and in connection with the business of the Company to carry on business as caterers, restaurant proprietors, refreshment room proprietors, licenced victuallers, confectioners, tobacconists and newsagents.

(d) Subject to the provisions of the 21st Section of the Companies' Act of 1862 to purchase take on lease or in exchange hire or otherwise acquire a ground or grounds or any other real



*Handwritten:* A 66

personal estate necessary or convenient for the objects of the Company.

(e) To construct fit up and maintain any Buildings Pavilions or Stands upon such ground or grounds to fix and enforce a scale of charges for admission thereto and generally to set out and manage the same as may be required for the objects of the Company.

(f) To become a Member of and subscribe to the Football Association the Football League or any other Competition League or Association having objects altogether or in part similar to those of this Company.

(g) To insure the Players of the Company against accident for their own benefit.

(h) To invest the monies of the Company not immediately required upon such securities as may from time to time be determined.

(i) To borrow monies required for the objects of the Company upon such securities as may be determined.

(j) To sell improve manage develop lease mortgage dispose of or otherwise deal with al] or any part of the property of the Company.

(k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

(4) The liability of the Members is limited.

(5) The Capital of the Company is £60,000 divided into 20,000 shares of £1 each and 1,600 shares of £25 each. ✓

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

THE GRIMSBY TOWN FOOTBALL CLUB, LIMITED

(As altered by Special Resolution passed 1st December 1976)

#### PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Part I of Table A in the First Schedule of the Companies Act 1948 (hereinafter referred to as "Table A, Part I") shall apply to the Company.

2. Regulations 2, 40, 41, 42, 43, 45, 47, 62, 75, 76, 77, 78, 79, 81, 83, 84 (3), 84 (4), 87, 88, 89, 93, 107, 108, 109, 128, 129 of Table A, Part I shall not apply to the company, but the Articles hereinafter contained and the remaining regulations of Table A, Part I subject to modifications hereinafter expressed shall constitute the regulations of the Company.

#### SHARE CAPITAL AND VARIATION OF RIGHTS

3. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to Article 4, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting return of Capital or otherwise as the Company may from time to time by Special Resolution determine.

4. Preference Shares may be issued with a cumulative preference dividend not exceeding £7.50 per cent for a period not exceeding three years (that is to say the past three consecutive years); but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

5. The Shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper PROVIDED THAT no shares shall be issued at a discount except as provided by Section 57 of the Act.

#### ALTERATION OF CAPITAL

6. The Company may by ordinary resolution:-

(a) consolidate and divide all or any of its Share Capital into Shares of larger amounts than its existing Shares;

(b) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

7. A Share shall not be sub-divided.

#### GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it; and such Annual General Meeting shall be held in each calendar year not earlier than the 21st day of June and not more than 14 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

#### VOTES OF MEMBERS

9. (1) No Member shall be entitled to vote at any General Meeting in respect of any Shares that he has acquired by transfer unless he has been possessed of the Shares in respect of which he claims to vote for at least three months previous to the time of holding the Meeting at which he proposes to vote.

(2) Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each £1.00 of the nominal capital of which he is the holder so that the holder of a £25 share has 25 votes.

#### DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than five nor more than thirteen.

11. (1) A Director shall not be entitled to receive any remuneration in respect of his office as director or as an employee of the Company.

(2) All Directors shall be entitled to be paid all reasonable travelling hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the affairs of the Company and otherwise in the execution of their duties as Directors.

12. The share holding qualification for every Director shall be the holding in his own right and as sole Holder of shares of the Company to the nominal value of five hundred pounds.

13. Unless all the Directors for the time being of the Company shall by writing under their hands otherwise direct no person other than

a retiring Director shall be elected a Director of the Company unless and until he has entered into an agreement with all the Directors for the time being (and if he is proposed to be elected in the place of a deceased Director the legal personal representatives (if any) of that deceased Director) that he will, if elected to be a Director, forthwith upon election make a loan to the Company of a sum equal to the average amount lent to the Company at the time of his election by each of the other Directors (including any retiring disqualified or deceased Directors) and execute bonds or guarantees for securing such moneys advanced or to be advanced to the Company up to a maximum sum equal to the average amount of the maximum contingent liability of each of the other Directors (including any retiring disqualified or deceased Directors) under bonds or guarantees executed by such other Directors prior to and which are current at the date of his election and in the case both of such loan and such bonds and guarantees upon similar terms and conditions in all respects to those upon which the other Directors have made such loans or executed such bonds and guarantees.

If any person hereafter elected a Director shall not within one week of his election, or within such extended period (not exceeding one month from the time of his election) as the Directors may resolve to allow, implement such last mentioned agreement to the satisfaction of the Directors he shall ipso facto become disqualified as a Director, and any person proposed and elected as a Director in his stead shall be required to comply with the same provisions as were required under this Article of the Director so disqualified.

#### BORROWING POWERS

14. Subject to Article 15 the Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

15. No mortgage or other security or charge upon any assets of the Company to secure more than the principal money advanced and interest at Seven and a half per centum shall be issued without the previous consent of The Football Association Limited. All loans to the Company except with the previous consent of The Football Association Limited shall be limited to the same rate of interest.

16. Any Bonds, Debentures, Debenture Stock, or other securities issued or to be issued by the Company shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

17. If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage,

charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

18. A Register of Holders of the Debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### DISQUALIFICATION OF DIRECTORS

19. The Office of Director shall be vacated if the Director:-

(a) ceases to be a Director by virtue of Section 182 of the Act; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during that period; or

(g) be suspended by The Football Association from taking part in football management.

20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

#### ROTATION OF DIRECTORS

21. At the Annual General Meeting in every year one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.

22. No person other than a Director retiring at the Meeting shall be eligible for election to the office of Director at the Annual General Meeting in any year unless between the fifteenth day of May and the thirty first day of May in that year there shall have been left at the registered office of the Company notice in writing, signed by a Member of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

## DIVIDENDS AND RESERVE

23. A larger dividend shall not be declared than the maximum dividend allowed from time to time by The Football Association and may be cumulative for a period not exceeding three years (that is to say the past three consecutive years). Until otherwise determined by The Football Association the maximum dividend payable in respect of any year shall be seven and one half per centum but if the dividend is paid free of income tax such maximum dividend shall be five per centum.

## SHAREHOLDERS SEASON TICKETS

24. A Shareholder may have issued to him a season ticket or tickets subject to a deduction of Five per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold and the privilege granted under this Clause shall be restricted to such holder, and in case of transference or death to such member of his family as shall become the Registered Holder of the Shares. The privilege cannot be sold or granted to any other transferee.

## WINDING UP

25. On the dissolution of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called up on their Shares respectively, and no Member shall be entitled to have any Call made upon other Members for the purpose of adjusting his rights; but where any Call has been made and has been paid by some of the Members such Call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to The Football Association Benevolent Fund or to some other club or institute in the boroughs of Grimsby or Cleethorpes having objects similar to those contained in the Memorandum of Association or to any local charity, or charitable or benevolent institution situate within the said boroughs of Grimsby or Cleethorpes, such club, institution, or charity to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the Members of the Club, at or before the time of dissolution as they shall direct, or, in default of any such decision or apportionment by the Members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Club with the consent of the Council of the Football Association, if then existing, shall determine.

No. of Company: 34760 / 250

THE COMPANIES ACTS 1948 to 1980

Copy of Resolution of the Directors of

THE GRIMSBY TOWN FOOTBALL CLUB,  
..... Limited

Passed on the 8th day of February 1982 by virtue  
of Section 8(3)a of the Companies Act 1980.

At a meeting of the Directors of the above-named Company duly  
convened and held at Blundell Park, Cleethorpes  
on the 8th day of February 1982 the following  
Resolution was duly passed:-

- That (a) the Company, being an old public company, should be  
re-registered as a public company as defined in Section 1  
of the Companies Act 1980; and
- (b) the Company's Memorandum be altered so that it states  
that the name of the Company is THE GRIMSBY TOWN FOOTBALL CLUB, PLC  
and that the Company is to be a public company and the  
print of the Memorandum of Association of the Company as  
so altered, produced to the Meeting and for the purpose of  
identification signed by the Chairman hereof, be approved  
and adopted.



*[Signature]*  
.....  
Director/Secretary



THE COMPANIES ACTS 1948 TO 1980

# Application by an old public company for re-registration as a public company

Pursuant to section 8(3) of the Companies Act 1980

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

\*Insert full name of Company

For official use

[21511]

Company number

34760

Name of company

The GRIMSBY TOWN FOOTBALL CLUB LIMITED

hereby applies to be re-registered as a public company under the Companies Acts 1948 to 1980 by the name of \_\_\_\_\_

The GRIMSBY TOWN FOOTBALL CLUB, PLC

and, for that purpose, delivers the undermentioned documents for registration under the said Acts.

Signed

[Director] [Secretary] † Date 14<sup>th</sup> February 1982

Documents delivered for registration with this application

- 1 Printed copy of memorandum as altered in pursuance of the Directors resolution under section 8(4) of the Companies Act 1980
- 2 Declaration made by a Director or the Secretary (on Form No. R8) of the company verifying that a Directors Resolution under section 8(3) of the Companies Act 1980 has been passed and that the conditions specified in section 8(11) have been satisfied.

Presentor's name, address and reference (if any): ORLOIS/KINFB


 For official use  
General section

Post room



Please do not  
write in this  
binding margin

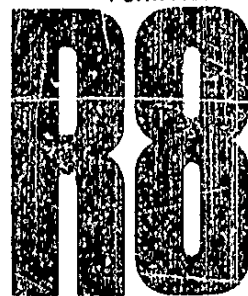


Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

\* Delete as  
appropriate

THE COMPANIES ACTS 1948 TO 1980

Form No. 88



# Declaration by Director or Secretary on application by an old public company for re-registration as a public company

Pursuant to section 8(5)(b) of the Companies Act 1980

For official use

Company number

21512

34760

Name of Company

THE GRIMSBY TOWN FOOTBALL CLUB
Limited

I, DOUGLAS PETER EVERITT  
of 119 CLEETHORPE ROAD  
GRIMSBY  
SOUTH HUMBERSIDE

being ~~the secretary~~ [a director] \* of the above named company, do solemnly and sincerely declare that:

- 1 the directors have passed a resolution complying with section 8(4) of the Companies Act 1980 that the company should be re-registered as a public company and;
- 2 the conditions specified in section 8(II) of the Act were satisfied at the time of the resolution.

And I make this solemn Declaration conscientiously believing  
the same to be true and by virtue of the provisions of the  
Statutory Declarations Act 1835

Declared at Great Grimsby in the  
County of Humberside

the Nineteenth day of February  
One thousand nine hundred and eighty-two

before me Dennis Jones (J.D. 12/8/82)  
A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

Signature of Declarant

D.P. Everitt

Presentor's name, address and  
reference (if any): 021015/SK/WB



For official use  
General section

Post room

100 1002

No. of Company: 34760/253

THE COMPANIES ACT 1862

and

THE COMPANIES ACTS 1948 to 1980

A PUBLIC COMPANY LIMITED BY SHARES

REVISED MEMORANDUM

and

NEW ARTICLES OF ASSOCIATION

of

THE GRIMSBY TOWN FOOTBALL CLUB, PLC

Incorporated the 20th day of June 1899

Re-registered the      day of      1982

10.10.1982

R. K. Middleton

THE COMPANIES ACT 1862

and

THE COMPANIES ACTS 1948 to 1980

MEMORANDUM OF ASSOCIATION OF

THE GRIMSBY TOWN FOOTBALL CLUB, PLC

(As altered by Resolution of the Board of Directors passed the  
day of 1982)

(1) The name of the Company is "THE GRIMSBY TOWN FOOTBALL CLUB, PLC".

(2) The Company is to be a public company.

(3) The registered office of the Company is situate in England.

(4) The objects for which the Company is established are:-

(a) To adopt and carry into effect an Agreement dated the 20th day of June, 1891 between Charles Maddison Confectioner George Smith Shipbuilder and Robert Cook Chemist all of Great Grimsby in the County of Lincoln acting for and on behalf of the then present Members of the Committee of an unregistered Club called "The Grimsby Town Football Club" of the one part and Isaac John Patmore of No.127 Willingham Street in Great Grimsby aforesaid Head Teacher in the Heneage Board School as trustee for the Company of the other part for the acquisition of the Assets of the said Club and for the discharge of its liabilities.

(b) To promote the game of Football in the Town of Grimsby and the County of Lincoln by the holding of matches there or elsewhere in Great Britain and Ireland or any other part of the world and for that purpose to engage establish and maintain teams of Football Players whether composed of amateur or professional players or partly of one and partly of the other.

(c) To hold and promote Athletic Sports in or near to the said Town of Grimsby and for that purpose to give at such sports prizes in kind or in money.

(cc) To establish and carry on sports clubs of any description (including rifle, flying, cycle, motor cycle, and motor racing, and the like) and any other business which may conveniently or advantageously be combined with the business of the Company and to arrange, organize, and hold fetes, shows, galas, and the like and in connection with the business of the Company to carry on business as caterers, restaurant proprietors, refreshment room proprietors, licenced victuallers, confectioners, tobacconists and newsagents.

(d) Subject to the provisions of the 21st Section of the Companies' Act of 1862 to purchase take on lease or in exchange hire or otherwise acquire a ground or grounds or any other real or

personal estate necessary or convenient for the objects of the Company.

(e) To construct fit up and maintain any Buildings Pavilions or Stands upon such ground or grounds to fix and enforce a scale of charges for admission thereto and generally to set out and manage the same as may be required for the objects of the Company.

(f) To become a Member of and subscribe to the Football Association the Football League or any other Competition League or Association having objects altogether or in part similar to those of this Company.

(g) To insure the Players of the Company against accident for their own benefit.

(h) To invest the monies of the Company not immediately required upon such securities as may from time to time be determined.

(i) To borrow monies required for the objects of the Company upon such securities as may be determined.

(j) To sell improve manage develop lease mortgage dispose of or otherwise deal with all or any part of the property of the Company.

(k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

(5) The liability of the Members is limited.

(6) The Capital of the Company is £60,000 divided into 20,000 shares of £1 each and 1,600 shares of £25 each.

# THE COMPANIES ACTS 1948 to 1976

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### THE GRIMSBY TOWN FOOTBALL CLUB, PLC

(As altered by Special Resolution passed 1st December 1976)

#### PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Part I of Table A in the First Schedule of the Companies Act 1948 (hereinafter referred to as "Table A, Part I") shall apply to the Company.

2. Regulations 2, 40, 41, 42, 43, 45, 47, 62, 75, 76, 77, 78, 79, 81, 83, 84 (3), 84 (4), 87, 88, 89, 93, 107, 108, 109, 128, 129 of Table A, Part I shall not apply to the company, but the Articles hereinafter contained and the remaining regulations of Table A, Part I subject to modifications hereinafter expressed shall constitute the regulations of the Company.

#### SHARE CAPITAL AND VARIATION OF RIGHTS

3. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to Article 4, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting return of Capital or otherwise as the Company may from time to time by Special Resolution determine.

4. Preference Shares may be issued with a cumulative preference dividend not exceeding £7.50 per cent for a period not exceeding three years (that is to say the past three consecutive years); but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

5. The Shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper PROVIDED THAT no shares shall be issued at a discount except as provided by Section 57 of the Act.

#### ALTERATION OF CAPITAL

6. The Company may by ordinary resolution:-

(a) consolidate and divide all or any of its Share Capital into Shares of larger amounts than its existing Shares;

(b) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

7. A Share shall not be sub-divided.

#### GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it; and such Annual General Meeting shall be held in each calendar year not earlier than the 21st day of June and not more than 14 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

#### VOTES OF MEMBERS

9. (1) No Member shall be entitled to vote at any General Meeting in respect of any Shares that he has acquired by transfer unless he has been possessed of the Shares in respect of which he claims to vote for at least three months previous to the time of holding the Meeting at which he proposes to vote.

(2) Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each £1.00 of the nominal capital of which he is the holder so that the holder of a £25 share has 25 votes.

#### DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than five nor more than thirteen.

11. (1) A Director shall not be entitled to receive any remuneration in respect of his office as director or as an employee of the Company.

(2) All Directors shall be entitled to be paid all reasonable travelling hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the affairs of the Company and otherwise in the execution of their duties as Directors.

12. The share holding qualification for every Director shall be the holding in his own right and as sole Holder of shares of the Company to the nominal value of five hundred pounds.

13. Unless all the Directors for the time being of the Company shall by writing under their hands otherwise direct no person other than

a retiring Director shall be elected a Director of the Company unless and until he has entered into an agreement with all the Directors for the time being (and if he is proposed to be elected in the place of a deceased Director the legal personal representatives (if any) of that deceased Director) that he will, if elected to be a Director, forthwith upon election make a loan to the Company of a sum equal to the average amount lent to the Company at the time of his election by each of the other Directors (including any retiring disqualified or deceased Directors) and execute bonds or guarantees for securing such moneys advanced or to be advanced to the Company up to a maximum sum equal to the average amount of the maximum contingent liability of each of the other Directors (including any retiring disqualified or deceased Directors) under bonds or guarantees executed by such other Directors prior to and which are current at the date of his election and in the case both of such loan and such bonds and guarantees upon similar terms and conditions in all respects to those upon which the other Directors have made such loans or executed such bonds and guarantees.

If any person hereafter elected a Director shall not within one week of his election, or within such extended period (not exceeding one month from the time of his election) as the Directors may resolve to allow, implement such last mentioned agreement to the satisfaction of the Directors he shall ipso facto become disqualified as a Director, and any person proposed and elected as a Director in his stead shall be required to comply with the same provisions as were required under this Article of the Director so disqualified.

#### BORROWING POWERS

14. Subject to Article 15 the Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

15. No mortgage or other security or charge upon any assets of the Company to secure more than the principal money advanced and interest at Seven and a half per centum shall be issued without the previous consent of The Football Association Limited. All loans to the Company except with the previous consent of The Football Association Limited shall be limited to the same rate of interest.

16. Any Bonds, Debentures, Debenture Stock, or other securities issued or to be issued by the Company shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

17. If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage,



charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

18. A Register of Holders of the Debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### DISQUALIFICATION OF DIRECTORS

19. The Office of Director shall be vacated if the Director:-

(a) ceases to be a Director by virtue of Section 182 of the Act; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during that period; or

(g) be suspended by The Football Association from taking part in football management.

20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

#### ROTATION OF DIRECTORS

21. At the Annual General Meeting in every year one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.

22. No person other than a Director retiring at the Meeting shall be eligible for election to the office of Director at the Annual General Meeting in any year unless between the fifteenth day of May and the thirty first day of May in that year there shall have been left at the registered office of the Company notice in writing, signed by a Member of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

## DIVIDENDS AND RESERVE

23. A larger dividend shall not be declared than the maximum dividend allowed from time to time by The Football Association and may be cumulative for a period not exceeding three years (that is to say the past three consecutive years). Until otherwise determined by The Football Association the maximum dividend payable in respect of any year shall be seven and one half per centum but if the dividend is paid free of income tax such maximum dividend shall be five per centum.

## SHAREHOLDERS SEASON TICKETS

24. A Shareholder may have issued to him a season ticket or tickets subject to a deduction of Five per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold and the privilege granted under this Clause shall be restricted to such holder, and in case of transference or death to such member of his family as shall become the Registered Holder of the Shares. The privilege cannot be sold or granted to any other transferee.

## WINDING UP

25. On the dissolution of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called up on their Shares respectively, and no Member shall be entitled to have any Call made upon other Members for the purpose of adjusting his rights; but where any Call has been made and has been paid by some of the Members such Call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to The Football Association Benevolent Fund or to some other club or institute in the boroughs of Grimsby or Cleethorpes having objects similar to those contained in the Memorandum of Association or to any local charity, or charitable or benevolent institution situate within the said boroughs of Grimsby or Cleethorpes, such club, institution, or charity to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the Members of the Club, at or before the time of dissolution as they shall direct, or, in default of any such decision or apportionment by the Members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Club with the consent of the Council of the Football Association, if then existing, shall determine.

# FILE COPY



## CERTIFICATE OF INCORPORATION ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 34760 / 254

I hereby certify that

THE CRIMSEY TOWN FOOTBALL CLUB, PLC

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the

26TH MARCH 1982

A handwritten signature in black ink, appearing to read 'J. H. Jones', written over a horizontal line.

Assistant Registrar of Companies

**J51**

(COPY) 1

(1)

**resolution**

Company Number

34760

pursuant to sections 376 and 377 of the Companies Act 1985

of GRIMSBY TOWN FOOTBALL CLUB PLC~~XXXXXX~~Passed the 10th day of SEPTEMBER 1987At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Findus lounge, Blundell Park, Cleethorpeson the 10th day of SEPTEMBER 1987

The following Resolutions were duly passed;

(2) **Ordinary Resolution**

The nominal share capital of the Company be increased from £150,000.00 to £600,000.00 by the creation of 4,500 new shares of £50.00 each and 2,250 new shares of £100.00 each to rank pari passu in all respects with the existing share capital of the Company

**Special Resolution**

- (a) The Directors be and they are hereby unconditionally authorised for the purpose of section 80 of the Companies Act 1985 generally to allot at any time during the period of five years from the date of adoption of this Resolution, until 10 September 1992 any relevant securities (as defined in Section 80 (2) of the Companies Act 1985) of the Company up to an amount equal to the amount of the authorised share capital of the Company from time to time unissued during the period of such authority
- (b) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Resolution to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority
- (c) The Directors be and they are hereby empowered to allot equity securities (as defined by Section 94 (2) of the Companies Act 1985) of the Company pursuant to the authority conferred by paragraph (a) of this Resolution as if Section 89 (1) of the Companies Act 1985 did not apply to such allotment and the Directors shall be entitled to make at any time before the expiry of the power hereby conferred any offer or agreement which will or might require equity securities to be allotted after the expiry of such power
- (d) Save as otherwise provided in this Resolution, all unissued shares (whether forming part of the original or any increased capital of the Company) shall be at the disposal of the Directors who may, allot, grant options over, offer or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they may determine provided always that the shares of the Company shall not be allotted at a discount

**JORDAN & SONS LTD**  
**21 ST. THOMAS ST**  
**BRISTOL, BS1 6JS**

R13314/148

Chairman; *L. J. Lintley*

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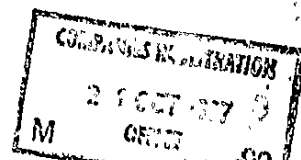
**Jordans**

JORDAN & SONS LIMITED  
 ORDAN HOUSE  
 BRUNSWICK PLACE  
 CHICHESTER RG2 2EG  
 TELEPHONE 01243 3330  
 FAX 01243 3330

**NOTES.**

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan &amp; Sons Ltd. for that purpose



# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\* Insert full name  
of company

§ the copy must be  
printed or in some  
other form approved  
by the registrar

To the Registrar of Companies

For official use

Company number

--	--	--

34760

Name of company

\* THE GRIMSBY TOWN FOOTBALL CLUB PLC

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 10 SEPTEMBER 1987 the nominal capital of the company has been increased by £ 450,000 beyond the registered capital of £ 150,000.

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

THE NEW SHARES RANK PARI PASSU IN ALL RESPECTS WITH THE EXISTING SHARE CAPITAL OF THE COMPANY AND ARE NOT SUBJECT TO ANY SPECIAL CONDITIONS

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Please tick here if  
continued overleaf

Signed

*J. G. Lancelley*

Designation †

Date 3-12-87

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
21 ST. THOMAS STREET  
BRISTOL, BRISTOL  
AVON, BRISTOL  
AVON, BRISTOL  
AVON, BRISTOL



5/87

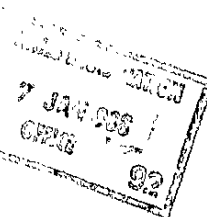
Presenter's name address and  
reference (if any):

JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 6JS

R13314 / 178

For official Use  
General Section

Post room



05 NOV 1987

34760

RESOLUTION

(pursuant to Sections 376 and 377 of the Companies Act 1985)

of

THE GRIMSBY TOWN FOOTBALL CLUB P.L.C.

(Passed the 18th day of June 1987)

At an Extraordinary Meeting of the members of the above named Company duly convened and held in the Findus Lounge, Blundell Park, Cleethorpes, on the 18th day of June 1987 the following resolution was duly passed as a Special Resolution:-

"That the Nominal Share Capital of the Company be increased from £60,000 to £150,000 by the creation of 600 new shares of £50 each and 600 new shares of £100 each to rank pari passu in all respects with the existing share capital of the Company"

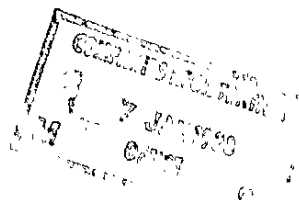
*T. J. Lindley*

T. J. Lindley

Chairman

JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 6JS

R1304/af .



G

COMPANIES FORM No. 123

Notice of increase  
in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

84760

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* The Grimsby Town Football Club PLC

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 18 June 1987 the nominal capital of the company has been  
increased by £ 90,000 beyond the registered capital of £ 60,000.

A copy of the resolution authorising the increase is attached.†

‡ the copy must be  
printed or in some  
other form approved  
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

The new shares rank pari passu in all respects within the existing share  
capital of the Company and are not subject to any special conditions.

Please tick here if  
continued overleaf

☐

† delete as  
appropriate

Signed

*J. J. L. L. L.*

[Director][Secretary]† Date 21 Dec 1987

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010



Presentor's name address and  
reference (if any):

JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 6JS

R13314/4f

For official Use  
General Section

Post room

Number of )  
Company )...34760.....

COMPANY LIMITED BY SHARES

**Special Resolution**

(Pursuant to s. 378. (2) of the Companies Act 1985)

OF

THE GRIMSBY TOWN FOOTBALL CLUB, PLC

Passed *f*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at *Blundell Park Cleethorpes* on the *11 November 1991* the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

*of* "that the Memorandum and Articles of Association now produced to the Meeting and initialled by the Chairman for the purpose of identification be and the same is adopted as the Memorandum and Articles of Association of the Company in replacement and to the entire exclusion of those at present in force."

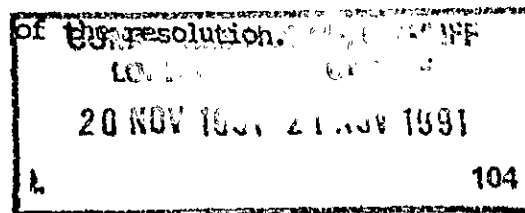
Signature *P.W. Lumsden*.....

CHAIRMAN

Note:- To be filed within 15 days after the passing of the resolution.

RM COMPANY SERVICES LIMITED  
3RD FLOOR  
120 ABERNACLE STREET  
LONDON EC2A 4SD

Tel: 071 749 1404





THE COMPANIES ACTS 1862 TO 1989

MEMORANDUM OF ASSOCIATION

OF

THE GRIMSBY TOWN FOOTBALL CLUB, PLC

- (1) The name of the Company is "THE GRIMSBY TOWN FOOTBALL CLUB, PLC."
- (2) The Company is to be public company.
- (3) The registered office of the Company is situate in England.
- (4) The objects for which the Company is established are:-
  - a. To adopt and carry into effect an Agreement dated the 20th day of June, 1891 between Charles Maddison Confectioner George Smith Shipbuilder and Robert Cook Chemist all of Great Grimsby in the County of Lincoln acting for and on behalf of the then present Members of the Committee of an unregistered Club called "The Grimsby Town Football Club" of the one part and Isaac John Patmore of No.127 Willingham Street in Great Grimsby aforesaid Head Teacher in the Heneage Board School as trustee for the Company of the other part for the acquisition of the Assets of the said Club and for the discharge of its liabilities.
  - b. To promote the game of Football in the Town of Grimsby and the County of Lincoln by the holding of matches there or elsewhere in Great Britain and Ireland or any other part of the world and for that purpose to engage establish and maintain teams of Football Players whether composed of amateur or professional players or partly of one and partly of the other.
  - c. To hold and promote Athletic Sports in or near to the said Town of Grimsby and for that purpose to give at such sports prizes in kind or in money.
  - cc. To establish and carry on sports clubs of any description (including rifle, flying, cycle, motor cycle, and motor racing, and the like) and any other business

which may conveniently or advantageously be combined with the business of the Company and to arrange, organize, and hold fetes, shows, galas, and the like and in connection with the business of the Company to carry on business as caterers, restaurant proprietors, refreshment room proprietors, licenced victuallers, confectioners, tobacconists and newsagents.

d. Subject to the provision of the 21st Section of the Companies Act of 1862 to purchase take on lease or in exchange hire or otherwise acquire a ground or grounds or any other real or personal estate necessary or convenient for the objects of the Company.

e. To construct fit up and maintain any Buildings Pavilions or Stands upon such ground or grounds to fix and enforce a scale of charges for admission thereto and generally to set out and manage the same as may be required for the objects of the Company.

f. To become a Member of and subscribe to the Football Association the Football League or any other Competition League or Association having objects altogether or in part similar to those of this Company.

g. To insure the Players of the Company against accident for their own benefit.

h. To invest the monies of the Company not immediately required upon such securities as may from time to time be determined.

i. To borrow monies required for the objects of the Company upon such securities as may be determined.

j. To sell, improve, develop, lease mortgage dispose of or otherwise deal with all or any part of the property of the Company.

k. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

(5) The liability of the Members is limited.

(6) The Capital of the Company is £60,000 divided into 20,000 shares of £1, and 12,600 shares of £25 each.

(i) By special resolution passed on 18 June 1987 the Capital was increased to £150,000 by the creation of 600 Ordinary shares of £50 each and 600 Ordinary shares of £100 each.

(ii) By Ordinary Resolution passed on 10 September 1987 the Capital was increased to £600,000 by the creation of 4,500 Ordinary shares of £50 each and 2,250 Ordinary shares of £100 each.

THE COMPANIES ACTS 1862 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

THE GRIMSBY TOWN FOOTBALL CLUB, PLC

(Adopted by Special Resolution passed 11th November 1991)

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to Regulations are to Regulations in the said Table A unless otherwise stated.

INTERPRETATION

2. "The Association" means The Football Association "the League." means The Football League Regulation 1 shall be extended accordingly.

3. SHARE CAPITAL

The Share Capital of the Company at the date of adoption of these Articles is £600,000 divided into 20,000 unclassified shares of £1 each 1,600 unclassified shares of £25 each 5,100 Ordinary Shares of £50 each and 2,850 Ordinary Shares of £100 each.

4. Subject to Section 80 of the Companies Act 1985, all unissued shares shall be of the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

## 5. VARIATION OF RIGHTS

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to Article 6, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting return of Capital or otherwise as the Company may from time to time by Special Resolution determine.

6. Preference Shares may be issued with a cumulative preference divided not exceeding £7.50 per cent for a period not exceeding three years (that is to say the past three consecutive years); but the Company may not issue more Preference Shares than its Subscribed Ordinary Shares.

## 7. ALTERATION OF CAPITAL

The Company may by ordinary resolution:-

(a) consolidate and divide all or any of its Share Capital into Shares of larger amounts than its existing Shares.

(b) cancel any 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 the Shares so cancelled. Regulation 32 shall not apply.

8. A share shall not be sub-divided.

*R 9. MEETINGS*  
9.

(a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it; and such Annual General Meeting shall be held in each calendar year not earlier than the 21st day of June and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. Regulation 38 shall be extended accordingly.

(b) In the case of a Corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.

## 10. VOTES OF MEMBERS

(1) No Member shall be entitled to vote at any General Meeting in respect of any Shares that he has acquired by transfer unless he has been possessed of the Shares in respect of which he claims to vote for at least three months previous to the time of holding the Meeting at which he proposes to vote.

(2) Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each £1.00 of the nominal capital of which he is the holder so that the holder of a £25 share has 25 votes a holder of a £50 share has 50 votes and a holder of a £100 Share has 100 votes. Regulation 54 shall be modified accordingly.

#### 11. DIRECTORS

Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than five nor more than ten. Regulation 64 shall be modified accordingly.

12. (a) Save as provided in sub-clause (b) a Director shall not be entitled to receive any remuneration in respect of his office as director or as employee of the Company. Regulation 82 shall not apply.

(b) A Director of any Club in Full or Associate Membership of the Association may receive remuneration in consideration of his appointment as a Director provided that the terms of such appointment is notified to and approved by the Association and the League of which the Club's First Team is a member and that such appointment is in respect of full time employment.

(c) All Directors shall be entitled to be paid all reasonable travelling and hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Director or General Meetings of the Company or in connection with the affairs of the Company and otherwise in the execution of their duties as Directors. Regulation 83 shall not apply.

13. The share holding qualification for every Director shall be the holding in his own right and as sole Holder of shares of the Company to the nominal value of five hundred pounds.

14. Unless all the Directors for the time being of the Company shall by writing under their hands otherwise direct no person other than a retiring Director shall be elected a Director of the Company unless and until he has entered into an agreement with all the Directors for the time being (and if he is proposed to be elected in the place of a deceased Director the legal personal representatives (if any) of that deceased Director) that he will, if elected to be a Director, forthwith upon election make a loan to the Company of a sum equal to the average amount lent to the Company at the time of his election by each of the other directors (including any retiring disqualified or deceased Directors) and execute bonds or guarantees for securing such moneys advanced or to be advanced to the Company up to a maximum sum equal to the average amount of the maximum contingent liability of each of the other Directors (including any retiring disqualified or deceased Directors)

under bonds or guarantees executed by such other Directors prior to and which are current at the date of his election and in the case both of such loan and such bonds and guarantees upon similar terms and conditions in all respects to those upon which the other Directors have made such loans or executed such bonds and guarantees.

If any person hereafter elected a Director shall not within one week of his election, or within such extended period (not exceeding one month from the time of his election) as the Directors may resolve to allow, implement such last mentioned agreement to the satisfaction of the Directors he shall ipso facto become disqualified as a Director, and any person proposed and elected as a Director in his stead shall be required to comply with the same provisions as were required under this Article of the Director so disqualified.

#### BORROWING POWERS

15. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by Mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.
16. Any Bonds, Debentures, Debenture Stock, or other securities issued or to be issued by the Company shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
17. If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
18. A Register of Holders of the Debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

19. DISQUALIFICATION OF DIRECTORS

The office of Director shall be vacated if the Director:-

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

(b) ceases to be a Director by virtue of Section 291 of the Companies Act 1985; or

(c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(d) is, or may be, suffering from mental disorder

(e) resigns his office by notice in writing to the company; or

(f) shall for more than six consecutive months have been absent without permission of the Directors from Meetings of the Directors held during that period; or

(g) be suspended by the Association from taking part in football management. Regulation 81 shall be extended accordingly.

20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attainment or having attained the age of seventy or any other age.

ROTATION OF DIRECTORS

21. At the Annual General Meeting in every year one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.

22. No person other than a Director retiring at the Meeting shall be eligible for election to the office of Director at the Annual General Meeting in any year unless between the fifteenth day of May and the thirty first day of May in that year there shall have been left at the registered office of the Company notice in writing, signed by a member of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

23. DIVIDENDS AND RESERVE

A dividend shall not be declared and paid if the amount exceeds the amount permitted from time to time by the Association and may be cumulative for a period not exceeding three years (that is to say the past three consecutive years). Until otherwise determined by the Association the maximum dividend payable in respect of any

year shall be seven and one half per centum but if the dividend is paid free of income tax such maximum dividend shall be five per centum. Regulations 102 to 104 shall be modified accordingly.

#### 24. WINDING UP

On the dissolution of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called up on their Shares respectively, and no Members shall be entitled to have any Call made upon other members for the purpose of adjusting his rights; but where any Call has been made and has been paid by some of the Members such Call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to The Football Association Benevolent Fund or to some other club or institute in the boroughs of Grimsby or Cleethorpes having objects similar to those contained in the Memorandum of Association or to any local charity, or charitable or benevolent institution situate within the said boroughs of Grimsby or Cleethorpes, such club, institution, or charity to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the Members of the Club, at or before the time of dissolution as they shall direct, or, in default of any such decision or apportionment by the Members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the members of the Club with the consent of the Council of the Association, if then existing, shall determine. Regulation 117 shall not apply.