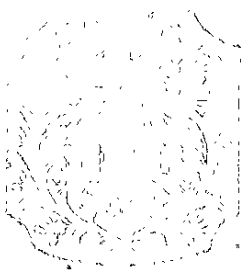


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THE COMPANIES ACTS 1862 to 1893.

COMPANY LIMITED BY SHARES.

12272

16 APR 1894

## Memorandum of Association

OF THE

# MANCHESTER CITY FOOTBALL CLUB

COMPANY, LIMITED.

1. The name of the Company is "THE MANCHESTER CITY FOOTBALL CLUB COMPANY LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are—

(a) To promote the practice and play of Football, Cricket, Lacrosse, Lawn Tennis, Hockey, Bowls, Bicycle and Tricycle Riding, Running, Jumping, the physical training and development of the human frame, and other athletic sports, games, and exercises of every description, and any other games, pastimes, sports, recreation, amusements or entertainments; and to buy, sell, exchange, or hire all articles, implements, fixtures, furniture, apparatus and things used in the playing or practice of such games or pursuits, and any other implements or things used or required therefor, or for the promotion of the objects of the Company, including prizes to be given in any competition or competitions promoted by the Company, and for that purpose to establish, engage, and maintain teams of football and other players, whether composed of amateur or professional players, or partly of one and partly of the other.

(b) To acquire money by gift or subscription, and to distribute the same in or about the furtherance of all or any of the objects of the Company, and to raise or grant sums of money to be awarded as prizes or otherwise in connection with any such matters as aforesaid, on such terms as may be prescribed.

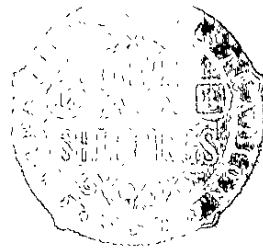
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Name, Address, and Description of Subscribers.	Number of Shares taken by each
John Edward Chapman Shakers Hotel, Stockport Rd. Manchester (Publican)	one
Samuel Barnett, Holden, 24 Park Avenue Longsight (Schoolmaster)	one
Robert Hayes, 15 Parker St. St. Andrew, Telegraphist	one
Frederick William Skinner, 14 Elton St Everton Road Chorlton on Medlock Staffs Manufacturers	one
John Robert Prouse, 12 Howard Avenue, Ardwick, Assistant Schoolmaster	one
Alfred Jones, Brewery House Birch Street West Gorton Brewer	one
Edwin Hudson, 7 Collyer St. Stockport Incorporated Solicitor	One
Charles McLaughlin of Plymouth some Chorlton on Medlock Agent	one
William Raymond, Jonathan Robert Gibbs, West Gorton	one
Alexander Strachan, 4 Armitage Street Hyde Road, Manchester Sign Writer & Decorator	one
Robert Heath, 41 Hickmansburn Lane Longsight Wholesale Druggist	one

Dated this 13<sup>th</sup> day of April 1894

Witness to above Signatures:

Frank Campbell  
clerk with best  
Frank Bidder  
Solicitor  
3 Norfolk Street  
Manchester



Articles of Association  
OF THE  
**MANCHESTER CITY FOOTBALL CLUB**  
COMPANY, LIMITED.

12273

16 APR 1894

It is agreed as follows:—

**PRELIMINARY.**

1. Table "A" in the first Schedule of "The Companies Act 1862" shall not apply to this Company.

2. The Directors may carry out the objects of the Company whether the whole of the shares shall have been subscribed or not, and they may allot the shares as and when they think proper.

3. In the construction of the Memorandum and Articles of Association, unless the contrary is expressed or is to be inferred from the context, words purporting the singular number only shall include the plural number, and the male shall include the female, and *vice versa*.

**CAPITAL.**

4. The capital of the Company shall consist of £2,000, divided into 2,000 shares of £1. each.

**SHARES.**

5. The Directors may from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that twenty-one clear days notice at least be given of the making of each call, and each member shall be liable to pay the amount of calls so made to the persons and at the times and places appointed by the Directors.

6. If by the terms of the Prospectus or by the Conditions of Allotment any amount is payable in respect of any shares by instalments, every such instalment shall be payable as if it were a call duly made by the Directors and of which due notice had been given, and all provisions hereof with respect to the payment of calls or to the forfeiture of shares for non payment of calls shall apply to such instalments and to the shares in respect of which they are payable.

7. A call shall be deemed to be made at the time when the resolution authorising such call was passed.

8. If before or on the day appointed for payment thereof, any member does not pay the amount of any call to which he is liable then such member shall be liable to pay interest for the same at such rate as the Directors may determine from the day appointed for payment thereof to the time of actual payment. No member shall be entitled to any of the privileges arising from the possession of a share so long as a call or any part of a call or any interest in respect thereof shall be in arrear.

9. Any member shall be at liberty to pay up the whole or any part of the share or shares held by him in advance of any call or calls.

10. Every member shall be entitled to a certificate under the Seal of the Company specifying the shares held by him and the amount paid up thereon, and if such certificate be worn out or lost it may be renewed on payment of one shilling.

11. No share shall be subdivided.

12. The Company shall not be bound by or recognise, even though having notice thereof, any other right in respect of a share than an absolute right thereto in the registered holder thereof for the time being, and such right in the case of transmission as hereinafter mentioned.

### TRANSFER OF SHARES.

13. Shares in the Company shall be transferred in the following form:—

I, \_\_\_\_\_ of \_\_\_\_\_ in consideration of the sum of \_\_\_\_\_ paid to me by \_\_\_\_\_ of \_\_\_\_\_ do hereby transfer to the said \_\_\_\_\_ the share (or shares) numbered \_\_\_\_\_ standing in my name in the books of the Manchester City Football Club Company Limited, to hold unto the said \_\_\_\_\_ his ex euntors, administrators, and assigns, subject to the several conditions on which I hold the same at the time of the execution hereof. And I, the said \_\_\_\_\_ do hereby agree to take the said share (or shares) subject to the said conditions.

As witness our hands and seals the \_\_\_\_\_ day of \_\_\_\_\_ 18\_\_\_\_  
Signed sealed and delivered, &c.

14. The Directors may decline to register any transfer of a share made by a member who is indebted to the Company, or in the case of a share not fully paid up where they are not satisfied as to the financial responsibility of the proposed transferee.

15. Every deed of transfer duly executed by both the transferor and transferee must be left at the Registered Office of the Company to be registered, accompanied with such evidence as the Directors may reasonably require to prove the title of the transferor, and with a registration fee of one shilling, and thereupon the Company, subject to the powers vested in the Directors by Article 14, shall register the transferee as a member, and retain the deed of transfer.

16. In no case shall the Directors be bound to inquire into the validity, authority, legal effect, or genuineness of any deed of transfer produced by a person claiming as transferee of any share in accordance with these Articles, and whether they abstain from so inquiring or do so inquire and are misled the transferor shall have no claim whatever upon the Company in respect of the share, but only if at all upon the transferee.

## TRANSMISSION OF SHARES.

17. The executors or administrators of a deceased member shall be the only persons recognised by the Company as having any title to his share.

18. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon such evidence being produced as may from time to time be required by the Directors, either be registered himself as a member or execute a transfer of the share to his nominee, subject in the case of a share not fully paid up to the approval of the nominee by the Directors. If such person shall elect to have his nominee registered in his stead he shall testify his election by executing to his nominee a transfer of the share and causing such transfer to be sent to the Company, and he shall not be freed from liability in respect of the share until his nominee shall have been registered as the holder thereof.

## FORFEITURE OF AND LIEN UPON SHARES.

19. The Company shall have a primary lien upon the share of any member who may be either absolutely or contingently indebted or liable to the Company in any amount or on any account whatsoever, and that whether such member is indebted or liable solely or jointly with any other person or persons, and whether the debt or liability be actually payable or not, and the Directors may, after any such debt or liability has become actually payable, by a resolution to that effect absolutely forfeit the share of any member so indebted or liable to the Company as aforesaid, and may sell, dispose of, and transfer the same, and apply the proceeds of such sale in or towards the payment or satisfaction of the said debt or liability.

20. If any member fails to pay any call due on the appointed day the Directors may at any time thereafter during such time as the call remains unpaid serve a notice on him requiring him to pay such call, together with any interest which may have accrued by reason of such non-payment.

21. The notice shall name a further day and place on and at which such call and interest are to be paid. It shall also state that in the event of non-payment at the time and place appointed the share in respect of which such call was made will be liable to be forfeited.

22. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before payment of all calls and interest due in respect thereof has been made be forfeited, by a resolution of the Directors to that effect. Notice of the forfeiture shall be forthwith entered on the Register of Members.

23. Any share forfeited in either of these manners shall be deemed to be the property of the Company, and may be disposed of in such manner as the Directors may think fit. They shall have power, however, in case they think fit, within one year from the date of forfeiture, to remit such forfeiture on such terms as they shall think fit.

24. Any member whose share has been forfeited shall notwithstanding be liable to pay to the Company all calls and interest owing upon such share at the time of forfeiture without deduction or allowance for the value of the share, and the same may be recovered by action at law.

25. A certificate under the seal of the Company and signed by two Directors stating that the share therein mentioned has been duly forfeited shall be conclusive evidence of such forfeiture, and such certificate and the receipt of the Company for the price of such share shall constitute a good title to such share, and a certificate of proprietorship shall be delivered to the purchaser and thereupon he shall be deemed the holder of such share discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such forfeiture or sale.

## REDUCTION OF CAPITAL.

26. The Company may from time to time by special resolution reduce its capital in any manner allowed by law, and may subdivide or consolidate its shares or any of them.

27. Upon the subdivision of any share into two or more shares of less amount the holder of any one or more of such resulting shares may be given a preference or priority over the holder of the other or others of such resulting shares in respect of the payment of dividends or distribution of surplus assets. But no preference or priority shall thereby be given over or in regard to the holder of any other share or shares.

28. If and whenever the capital is divided into shares of various classes the rights and privileges of the holders of shares of each class may be varied or modified by any arrangement which is sanctioned on the one hand by a special resolution of the holders of the shares of such class, and on the other hand by a like resolution of the holders of the remaining shares of the Company, each such resolution being passed at a separate meeting of the members entitled to vote thereat. Meetings of the holders of a class of shares shall be subject as far as possible to the same rules and provisions as the meetings of the Company.

## INCREASE IN CAPITAL.

29. The members may at any Extraordinary General Meeting convened expressly for such purpose at which at least two-thirds of the members present shall vote therefor, increase the capital of the Company by the issue of new shares.

30. The new shares shall be issued upon such terms and conditions and with such rights, priorities, or privileges as the Company in General Meeting shall have directed, or if no direction shall have been given, as the Directors shall determine.

31. Any additional capital raised by the creation of such new shares shall be considered as part of the original capital, and shall be subject to the same provisions in all respects, whether with reference to the payment of calls, the forfeiture of shares, on non-payment of calls or otherwise, as if it had been part of the original capital.

## BORROWING POWERS.

32. The Company may raise or borrow money for the purposes of its business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the property of the Company (present or future), including its uncalled or unissued capital, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the property of the Company (present or future), or not so charged, but so that the whole amount so borrowed or raised and outstanding at any one time shall not exceed the nominal amount of the subscribed share capital of the Company.

33. The Directors may exercise the borrowing powers hereinbefore given to the Company and secure the repayment of the amounts so borrowed or raised in any manner in which the Company might so do. Provided always that the amount so borrowed or raised by the Directors and outstanding shall not exceed the sum of £250 without the sanction of the Company in General Meeting, and in addition to the powers in this Article the Directors may effect such temporary loans as may be required in the ordinary course of business, but not exceeding in amount due and outstanding at any one time the sum of £100, to be secured in such manner as the Directors think fit.

34. If the Directors, or any of them, or any officer of the Company, shall become personally liable for the payment of any sum primarily due from the Company, they 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 persons so becoming liable as aforesaid from any loss in respect of such liability.

## GENERAL MEETINGS.

35. The first General Meeting shall be held within four months of the registration of the Company. Two General Meetings of the Company at the least shall be held in every year, namely, one in May and the other in December, on such day and at such time and place as the Directors shall determine, and each of such two General Meetings shall be called "an Ordinary General Meeting," and each of all other General Meetings shall be called "an Extraordinary General Meeting." The Directors may whenever they shall think fit, and shall upon receiving a requisition in writing signed by not less than fifty members, convene an Extraordinary General Meeting.

36. Such requisition shall express the objects of the meeting proposed to be called, and shall be served upon the Directors by being left at the registered office of the Company, and if they do not proceed to convene the meeting within twenty-one days from the receipt of such requisition the requisitionists may themselves convene the meeting.

37. Seven clear days notice at the least specifying the day, time, and place of any meeting, and in case of special business the general nature of such business, shall be given by circular or letter addressed and sent by post or delivered to the members, but the non-receipt of such notice by any member shall not invalidate the proceedings at such meeting.

38. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Ordinary General Meeting, with the exception of the consideration of the accounts, balance sheet, declaration of dividend, and the ordinary Report of the Directors, and the election of Directors and Auditor.

39. No business except the declaration of dividend shall be transacted at any General Meeting unless thirty members, whether Directors or not, are present at the time when the meeting proceeds to business.

40. If within half an hour from the time appointed for the meeting the required number of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In every other case it shall stand adjourned till the following day at the same time and place, and if at such adjourned meeting the required number of members is not present, it shall be adjourned *sine die*, and in such case the directors shall have power to transact the business for which such meeting was called as effectually as the meeting might have done.

41. The Chairman, or if there is no Chairman, or if he shall be absent or decline or neglect to take the chair the Vice-Chairman of the Board of Directors shall preside as Chairman at every General meeting of the Company, and in case of an equality of votes he shall, in addition to his original vote, have a casting vote.

42. If there is no such Chairman or Vice-Chairman, or if at any meeting they shall be absent or decline or neglect to take the chair, the members present shall choose some Director, if one be present, and if not, then one of their own number to be Chairman of such meeting, who shall, in case of an equality of votes, have in addition to his original vote a casting vote.

43. The Chairman may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

44. At any meeting a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of that fact without proof of the number or other proportion of the votes recorded in favour of or against such resolution.

45. All voting at a General Meeting shall be by show of hands, unless such meeting shall resolve that the same shall be by ballot or otherwise, but the Chairman shall have full power before taking such ballot, or other mode of ascertaining the number voting for or against, to proceed with and finish the other business to be transacted at the meeting,

### VOTES OF MEMBERS.

46. Every member shall have only one vote.

47. If two or more persons are jointly entitled to any share, the person whose name stands first in the Register of Members as one of the holders of such share and no other person shall be entitled to vote in respect of the same.

48. Votes must be given personally.

### DIRECTORS.

49. There shall be a Chairman and a Vice-Chairman, who, with nine other members shall form the Board of Directors.

50. The first Chairman of the Company shall be:—

JOHN E. CHAPMAN, Esq., Publican, Shakspeare Hotel, Stockport Rd., Manchester

The first Vice-Chairman of the Company shall be:—

S. BARNETT HOLDEN, Esq., Schoolmaster, 27 Park Avenue, Longsight

The first nine other Directors shall be as follows:—

ROBERT HEATH, Wholesale Druggist, 41 Kirkmanshulme Lane, Longsight

WILLIAM HEYWOOD, Publican, Junction Hotel, West Gorton

EDWIN HODSON, Salesman, 2 Callender Street, Stockport Road, Manchester

FREDERICK W. SKINNER, Ship Manufacturer, 4 Elton Street, Everton Road, Chorlton-on-Medlock

JOHN R. PROWSE, Assistant Schoolmaster, 12 Howard Avenue, Ardwick

ALFRED JONES, Brewer, Brewery House, Birch Street, West Gorton

ALEXANDER STRACHAN, Sign Writer and Decorator, 4 Armitage Street, Hyde Road, Manchester

ROBERT HAYES, Telegraphist, 15 Parker Street, Ardwick

CHARLES McLAUGHLIN, Agent, 57 Plymouth Grove, Chorlton-on-Medlock

51. The qualification of every Director shall be the holding and retention of three shares at the least in the Capital of the Company. A Director may act before acquiring his qualification.

52. The future remuneration of the Directors, and their remuneration for services performed previously to the first General Meeting, shall be determined by the Company in General Meeting.

### POWERS OF DIRECTORS.

53. The management of the Company shall be vested in the Directors under such regulations as they shall in their discretion think fit to establish, and they may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not by law or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles, to the requirements of the law, and to such regulations as may be from time to time prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

54. Subject to the restrictions herein and in the Memorandum of Association contained, the Directors shall have full power of management and control over the conduct and affairs of the Company, and of exercising all powers within the scope of the Memorandum of Association, and also power to do all acts and things which they may consider proper or advantageous for carrying out the objects of the Company, and in particular (but so as not to restrain the preceding generality) they shall have power to do the following things:—

- (a) To appoint the Bankers and Solicitors of the Company, to engage and determine the duties and salaries of the Secretary or Secretaries, Professional Players, and servants of the Company, and to remove any of such persons at their discretion.
- (b) To elect such persons as they shall approve of to be playing members of the Company upon such terms as they shall think fit.
- (c) To acquire and undertake the whole or any part of the business and assets of any person, firm, or company carrying on any of the businesses or objects which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept by way of consideration for any of the acts or things aforesaid any shares, debentures, or securities, that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (d) To issue season or other tickets admitting the holders thereof to the grounds of the Company upon such terms and at such times and occasions and subject to such regulations as the Directors may determine.
- (e) To use and dispose of, sell, or invest all the property or funds of the Company, and from time to time vary such investments at their discretion.
- (f) To make, alter, and revoke all such rules, by-laws, and regulations relative to the use of the property of the Company, and to the conduct or holding of the meetings for any of the purposes mentioned in paragraph 3, Section A, of the Memorandum of Association as they may deem fit and proper, provided that such bye-laws are not inconsistent with these Articles or with the Memorandum of Association.
- (g) To exercise all powers and functions relating to the Company not hereby solely conferred upon the General Meetings of the Company.
- (h) To arrange such Football and other matches and Athletic Sports mentioned in the Memorandum of Association, and to make all necessary arrangements for the holding thereof, and to fix and enforce a scale of charges thereto, and generally to carry out the objects of the Company.
- (i) To hire an office for carrying out the objects of the Company.
- (k) To draw upon the Bankers of the Company for any sums necessary for payment and satisfaction of the debts and liabilities of the Company, but all cheques shall be signed by two of the Directors and countersigned by the Secretary; but in case any Directors shall sign any cheque without the sanction of a meeting of Directors, such Directors so signing shall be personally liable for and shall refund the amount of such cheque to the Company.

- (l) To institute, conduct, defend, compromise, and abandon legal proceedings by and against the Company and its officers, and otherwise concerning the affairs of the Company.
  - (m) To enter into contracts for the Company, and rescind, alter, and vary the same, and to contract on behalf of the Company as may be necessary in carrying out the objects of the Company.
  - (n) To accept compromise of any debts due to the Company, or of any claim or demands of the Company.
  - (o) To refer any claims and demands of and against the Company to arbitration, and to perform and observe the awards thereon.
  - (p) To borrow any money required for the objects of all the Company upon such securities as they may determine upon.
  - (q) To make to every Ordinary General Meeting a full and particular report of the affairs of the Company.
  - (r) To allot the shares of the Company.
  - (s) To make calls from time to time in respect of capital unpaid on shares, whatever be the number of shares actually taken up.
  - (t) To keep the Register of Members, the Register of Transfers, and the seal of the Company, and to determine the form of the certificate of the shares.
  - (u) To authorise the affixing of the seal of the Company to any document, which shall only be affixed under a resolution of the Board, and such authorisation shall be evidenced by the signatures of at least two Directors to every document whereunto the seal may be affixed, and countersigned by the Secretary.
55. Every receipt of the Company, signed by the Secretary or by any two Directors, shall be an effectual discharge for the money therein expressed to be received.

### PROCEEDINGS OF DIRECTORS.

56. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of the votes of the Directors present. The quorum of Directors shall be five.

57. The Directors shall, upon the expiration of the term of office of the Chairman or Vice-Chairman of the Company, appointed by clause 49 hereof, elect a Chairman or Vice-Chairman, as the case may be, of their meetings, and determine the period for which he is to hold office; but if at any meeting the Chairman or Vice-Chairman be not present at the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a casting vote.

58. The Directors may delegate any of their powers to Committees consisting of such members of their body or of the Company, or partly of the one and partly of the other, as they think fit. Any Committee so formed shall in the exercise of their powers so delegated conform to any regulations that may be imposed on them by the Directors.

59. A Committee may elect a Chairman of their meetings. If no such Chairman is elected, or if he is not present at the time appointed for holding the same, the members present shall choose one of their number to be Chairman of such meeting.

60. A Committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of the votes of the members present, and in case of an equality of votes the Chairman, in addition to his original vote, shall give a casting vote.

61. All acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, be as valid as if such Director or person had been duly appointed and was qualified to act.

62. The Directors shall cause minutes to be made in a book provided for that purpose:

- (1) Of the names of the Directors present at each meeting of Directors and Committees;
- (2) Of all appointments of officers made by the Directors;
- (3) Of all orders made by the Directors and Committees;
- (4) Of all cheques drawn by the Directors upon the Bankers of the Company; and
- (5) Of all resolutions and proceedings of the Company and of the Directors and Committees;

And such minutes as aforesaid if signed by any person purporting to be the Chairman of any General Meeting of the Company, or of any meeting of the Directors, or of any Committee, shall be receivable in evidence.

#### DISQUALIFICATION OF DIRECTORS.

63. The office of a Director shall be vacated if he shall cease to be a shareholder in the Company, or if he fails to attend a meeting of the Directors for four consecutive months except he is prevented by illness or his attendance is excused by the other Directors at their meetings, or if he becomes bankrupt or insolvent and compounds with his creditors, or if he becomes of unsound mind or be found a lunatic, or if he be convicted of an indictable offence, or if he gives the Company notice in writing that he resigns his office, or if he shall violate any clause in these Articles, or if he contracts with the Company or is concerned in or participates in the profits of any contract with the Company, or participates in the profits of any work done for the Company without declaring his interest at the meeting of the Directors or of any Committee at which such contract is determined on or work ordered if his interest then exists, or in any other case at the first meeting of the Directors or of such Committee, whichever first takes place after the acquisition of his interest, and no Director so interested shall vote at any such meeting on any question relating to such contract or work.

64. The Company in Extraordinary General Meeting may remove any Director before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

65. The continuing Directors may act notwithstanding any vacancy in their body.

#### ROTATION OF DIRECTORS.

66. At the May Ordinary General Meeting to be held in the year 1895 and in every subsequent year one half of the Directors, or if their number is not a multiple of two then the number nearest to but not exceeding one half, shall retire from office but shall be eligible for re-election.

67. The Directors first to retire shall (unless such Directors shall agree between themselves) be determined by lot.

68. After their first term of office shall have expired the Directors to retire shall be those who have been longest in office. The length of time a Director has been in office shall be computed from his last election or appointment, where he has previously vacated office.

69. A retiring Director shall be eligible for re-election.

70. Any casual vacancy occurring on the Board of Directors may be filled up by the Directors, but any person so chosen shall remain in office so long only as the vacating Director would have retained the same if no vacancy had occurred.

71. If at any meeting at which an election of Directors ought to take place the places of the vacating Directors are not filled up, the vacating Directors, or such of them as have not had their places filled up, shall continue in office until the ordinary meeting in the next year, and so on from time to time until their places are filled up.

72. The Company may from time to time, in General Meeting, increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

### THE SEAL.

73. The Directors shall forthwith procure a Common Seal to be made for the Company, and shall as soon as the same is received provide for the safe custody thereof. The Seal shall never be affixed to any document except by the authority of the Board of Directors and in the presence of at least two Directors, who shall affix their signatures to every document so sealed, and shall be countersigned by the Secretary.

74. The Directors may from time to time cause to be broken up the Common Seal or any official Seal or Seals of the Company and may renew the same or cause any other seal or seals to be substituted therefor.

### DIVIDENDS.

75. No dividend shall be payable except out of the profits arising from the business of the Company.

76. The Directors shall lay before the Company in General Meeting a recommendation as to the amount which they consider ought to be paid by way of dividend, which shall not exceed £5 per cent per annum, and the Company shall declare the dividend to be paid, but such dividend shall not exceed the amount recommended by the Directors.

77. Subject to the rights of the holders of any shares entitled to any priority, preference, or special privilege, the net profits of the Company recommended by the Directors for dividend shall be divisible by way of dividend among the members of the Company in proportion to the amount paid up by them respectively on their shares.

78. The Directors may deduct from the dividends payable to any member all such sums or money as may be due from him to the Company on account of calls or otherwise.

79. Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned, and all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company.

80. No dividend shall bear interest as against the Company.

81. The Company may transmit any dividend or bonus payable in respect of any share by ordinary post to the registered address of the holder of such share (unless he shall have given written instructions to the contrary), and shall not be responsible for any loss arising therefrom.

## ACCOUNTS.

82. The Directors shall cause true accounts to be kept—

- (1) Of the property of the Company;
- (2) Of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place;
- (3) Of the credits and liabilities of the Company, and
- (4) Of all contracts in writing entered into by the Directors, when, for what purpose, and with whom.

83. The books of account shall be kept at the Registered Office of the Company. The Directors shall by resolution determine to what extent and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of members, and the members shall have only such rights of inspection as are given to them by statute or by such resolution as aforesaid. Provided always that the Company in General Meeting shall have right to inspect and make extracts from any books of the Company.

84. A balance sheet shall be made out once in every year, and laid before the Company at the May Ordinary General Meeting, and such balance sheet shall contain a summary of the property and liabilities of the Company, and shall be accompanied by a report of the Directors upon the general state of the Company, and a recommendation as to the amount (if any) which the Directors consider ought to be paid by way of dividend, not exceeding £5 per cent. for annum, and as to the amount (if any) which they propose to set aside as a reserve fund. And a printed copy of such balance sheet, statement, and report shall three days previously to such meeting be delivered at or sent by post to the registered address of every member.

## AUDIT.

85. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet and statement ascertained by two Auditors, one of whom shall be a Chartered Accountant, and the other a member of the Company.

86. The Auditors shall be appointed by the Company at the December Ordinary General Meeting to be held in every year, and such meeting shall also determine the remuneration to be paid to such Auditors.

87. If no Auditors are appointed at the December Ordinary General Meeting, or if any casual vacancy occurs in the office of any Auditor appointed by the Company, the Directors shall forthwith elect an Auditor to act until the next December Ordinary General Meeting.

88. Any Auditor shall be re-eligible on his quitting office.

89. Every Auditor shall be supplied with a copy of the balance sheet and statement at least fourteen days before the May Ordinary General Meeting, and it shall be his duty to examine the same with the accounts and vouchers relating thereto, and to report to the members thereon at such May Ordinary General Meeting.

90. Every Auditor shall have a list delivered to him of all books kept by the Company, and he shall at all reasonable times have access to the books and accounts of the Company, and he may in relation to such accounts examine the Directors or any officers of the Company.

91. The Auditors shall make a report to the members upon the balance sheet, statement, and accounts, and in every such report they shall state whether in their opinion the balance

sheet is a full and fair balance sheet, containing the particulars required by these regulations, and properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs, and in case they have called for explanations or information from the Directors whether such explanations or information have been given by them, and whether they have been satisfactory; and such report shall be read, together with the report of the Directors, at the Ordinary General Meeting in every year.

### NOTICES.

92. Notices requiring to be served by the Company upon the members may be served either personally, or by leaving the same, or sending them through post in letters addressed to the members at their last registered place of abode or business.

93. The Registered Office of the Company shall be considered as the address of every member who causes no other address within the United Kingdom to be registered.

94. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to the person whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the proprietors of such share.

95. Any notice if served by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed to a member at his last registered place of abode or business in the United Kingdom, and put into the post-office.

96. No other person than the person whose name appears in the Register as the holder of shares shall be entitled to any notice.

97. All notices required by the Companies Act to be given by advertisement shall be advertised in one or more newspapers circulating in Manchester as the Directors shall think proper.

### ALLOTMENT.

98. The Directors shall not allot any shares beyond those taken by the subscribers to the Memorandum of Association of the Company unless and until applications shall have been received for shares to the extent of at least one-eighth of the nominal capital of the Company.

### COMMENCEMENT OF BUSINESS.

99. The business of the Company shall not be commenced unless and until capital to the amount of at least £250 shall have been subscribed for and allotted and at least £50 actually paid thereon.

### COURSE OF BUSINESS.

100. All money received by the Company shall be at once paid to the Bankers for the time being of the Company to the credit of the Company.

101. All payments made by the Company shall as far as practicable be made by cheque.

102. No payment shall be made by the Company unless and until the statement on which such payment is to be made shall be passed by the Directors. All accounts due by the Company must be passed by the Directors and initialled by the Chairman of the meetings at which such accounts are passed.

### ACCEPTANCE OF SHARES.

103. No person shall be deemed to have accepted any share or the transfer of any share in the capital of the Company, unless he shall have testified his acceptance thereof in writing, otherwise than those allotted to him on his application, which shall be deemed accepted on allotment.

### NO JOINT HOLDERS.

104. The Company may but shall not be compellable to accept or register more than one person as the holder of or entitled to any share.

### DISSOLUTION OF COMPANY.

105. Two successive Extraordinary General Meetings, of which the second shall be held not less than fourteen days or more than one month after the first, may, by a resolution passed by the votes of at least two-thirds of the members present at the first meeting, and by a majority of the votes of the members present at the second meeting, resolve on the dissolution of the Company, and the time, mode, terms, and conditions at, in, and upon which the dissolution shall take place, provided that not less than one half of the members of the Company shall be present at the first meeting.

106. The dissolution of the Company may be determined on for any purpose whatever, and whether the object be the absolute dissolution of the Company, or the reconstruction or modification of the Company, or its amalgamation with any other company having similar objects, and when determined on the Directors shall carry the same into effect accordingly.

107. 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 repay to the members the whole amount paid up on their shares, the balance shall be distributed among the members in proportion to the amount actually paid up on their shares respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares issued upon special conditions.



# THE COMPANIES ACTS, 1862 TO 1890."

25th & 26th Vict., c. 89; 30th & 31st Vict., c. 131; 40th & 41st Vict., c. 26; 42nd & 43rd Vict., c. 76; 43rd Vict., c. 19; 46th & 47th Vict., cc. 28 & 30; 49th Vict., c. 23; and 53rd & 54th Vict., cc. 62, 63, & 64.)

12853

20 JUL 1894

## NOTICE

OF THE

*Situation of the Registered Office*

OF THE

*Manchester City Football*

*Club*

Company, Limited.

Pursuant to Sections 39 & 40 of The Companies Act, 1862.

(See last page of this Form.)

### JORDAN & SONS,

Companies' Registration Agents, Printers, and Stationers,

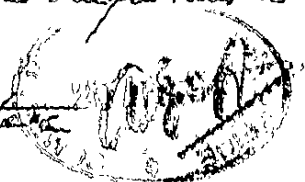
120 CHANCERY LANE, LONDON, W.C.

Presented for filing by

*Byrne & Blaxall*  
*14 Bell Yard Temple Bar*

*Solicitor*

*Manchester*



# NOTICE

OF THE

*Situation of the Registered Office*

OF THE

*Manchester City*  
*Football Club Company, Limited.*

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TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The *Manchester City Football*  
*Club Company Limited* hereby give  
you notice, in accordance with The Companies Act, 1862, that the Registered  
Office of the Company is situated at *15 Parker Street*  
*Adwick, Manchester*

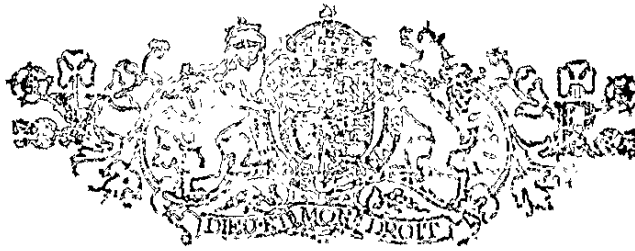
*Robert Hayes, Secy*

Dated the *Eighteen<sup>th</sup>* day of

*April* 189 *4*

\*\* This Notice is to be signed by a Director, Secretary, or other Authorised Officer of the Company.

No. 40946



N.I. 39964

# Certificate of Incorporation

OF THE

Manchester City Football Club Company Limited

I hereby Certify,

That the

Manchester City Football Club Company 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 Sixteenth day of April One

Thousand Eight Hundred and Ninety four.

Fees and Deed Stamps £ 3.5

Stamp Duty on Capital £ 2

Registrar of Joint Stock Companies.

Certificate received by

Byrne & Blakiston

14 Bell Yard

Temple Bar

Date

18<sup>th</sup> April 1894

[SEE BACK]