



# THE STAMP ACT, 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

## Statement of the Nominal Capital

OF THE

*Derby County Football Club*

*Company, Limited.*

Pursuant to Section 112 of The Stamp Act, 1891.

*NOTE.—The Stamp Duty on the Nominal Capital is Two Shillings for every £100 or fraction of £100.—See last page of this Form.*

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Telegrams: "CERTIFICATE, LONDON."

Telephone Number 65,246.

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, Publishers, and Stationers,

**120 CHANCERY LANE,**

AND

**8 BELL YARD, TEMPLE BAR, LONDON, W.C.**

Presented for filing by



85

# THE NOMINAL CAPITAL

OF THE

*Derby County Football Club*

*Company, Limited,*

is £ *5000* — , divided into — *5000* —

Shares of *£1* — each.

Signature

*Wm D. Blair B.*

Officer *Manager of the Company.*

Dated the

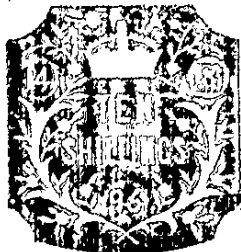
*13<sup>th</sup>*

day of

*August*

*1896*

*This Statement should be signed by an Officer of the Company.*



THE COMPANIES ACTS 1862 to



COMPANY LIMITED BY SHARES.

Memorandum of Association

31877

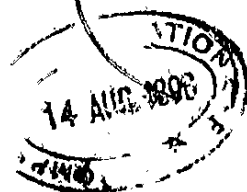
14 AUG 1896

OF THE

DERBY COUNTY FOOTBALL CLUB,  
LIMITED.

1. The name of the Company is "THE DERBY COUNTY FOOTBALL CLUB, LIMITED."
2. The Registered Office of the Company is situate in England.
3. The objects for which the Company is established are—
  - (i.) To acquire and take over, as a going concern, the Assets, Contracts, and Liabilities of the Unregistered Association now known as the "DERBY COUNTY FOOTBALL CLUB," and with a view thereto, to adopt and carry into effect an Agreement dated the 11th day of August, 1896, made between ARTHUR WILSON (on behalf of the Derby County Football Club) of the one part, and JOHN DEAN (as Trustee of the Company) of the other part.
  - (ii.) To promote the practice and play of Football, Cricket, Baseball, 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, 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.

*Presented for filing*



- (iii.) 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 such money to be awarded as prizes or otherwise in connection with any such matters as aforesaid, on such terms as may be prescribed.
- (iv.) To join in and promote competitions for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
- (v.) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated, and to join or subscribe to any union or association for the like objects.
- (vi.) To co-operate or join with any person or persons, club, company, or association having the same or like objects in any manner and for any purpose which may be thought proper in furtherance of the objects of the Company.
- (vii.) 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 authorized 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 arrangements 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.
- (viii.) 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.
- (ix.) 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 for admission to such ground or grounds, and generally to set out and manage the same as may be required for the objects of the Company.
- (x.) To become if necessary a member of and subscribe to the Football Association, the Football League, or Football Alliance, or any other alliance, league, or association having objects altogether or in part similar to those of the Company.
- (xi.) To buy, sell, and deal in all kinds of apparatus, and all kinds of provisions, liquid, and solid, required by persons frequenting the Company's grounds.
- (xii.) To insure the players of the Company against accident for their own benefit.
- (xiii.) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (xiv.) To borrow and raise money by mortgage or charge of the property of the Company, and in particular by the issue of debentures or debenture stock of any description, and either with or without the whole or any part of the

property or assets of the Company being given as security for such money, and generally in such manner and upon such terms as the Company shall think fit, and to pay off or re-borrow such money in such manner and upon such terms as may appear fit or expedient.

- (xv.) To borrow any moneys required for the objects of the Company upon such securities, debentures, or otherwise, as may be determined.
- (xvi.) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (xvii.) To permit and allow any person or persons, club, or society to use and enjoy the said grounds, lands, buildings, pavilions, and stands, and other hereditaments of the Company, for such purposes and upon such terms and conditions as shall be fixed and determined.
- (xviii.) To employ amateur football players, cricketers, and other athletes, and to hire, employ, and pay professional football players, cricketers, and other professional athletes, and also servants and workmen for attending to the ground or grounds for the time being of the company, taking gate money at matches, sports, and festivals, and for carrying out any other object which the Company shall think advisable.
- (xix.) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, and to give pensions, gratuities, or charitable aid to any of the players servants and other employes of the Company, or to the wives, children, or other relations of such persons, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (xx.) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of the Company, and to remunerate any person rendering services to the company.
- (xxi.) To do all such other lawful acts and 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 £5,000, divided into 5,000 shares of £1 each, with power to increase or reduce the same, and to issue any part of the original or increased capital with such preferences, priorities, rights, or privileges, or subject to such restrictions, or with rights postponed or deferred, in such manner as the Company in general meeting may determine.

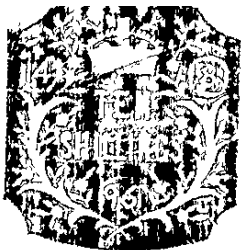
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, Addresses, and Description of Subscribers.	Number of Shares taken by each Subscriber.
John Dean, 2 Park Bank, Duffield, Derby Mercer & Weaver	One
Ernest Henry Sedley, 33 Newfield Street, Duby, Solicitor's Clerk	One
William Campion 3 North Parade, Derby Accountants Clerk.	One
Frederick Pottier Epistoke 17 Fricar Gate Derby Grocer	One
George Stevens, 106 Gornaston Road, Derby Railway Clerk	One
Charles Henry Taylor 112 Gornaston Rd Derby Surgeon	One
Arthur Frederick Longdon 27 Hartington Street Derby	One
Surgical Bandage Manufacturer	
Total Shares Taken.....	Eight

Dated the 13<sup>th</sup> day of August, 1896.

Witness to the above Signatures.

T. Foxon  
Solicitor  
Derby.



# Articles of Association

OF THE

## DERBY COUNTY FOOTBALL CLUB,

LIMITED.

31878

14 AUG 1896

### 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, or decline to 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 importing the singular number only shall include the plural number, and the male shall include the female, and *vice versa*.

4. The first business of the Company shall be to acquire and take over the assets, contracts, and liabilities of the "Derby County Football Club," and for the purpose of so doing the Directors shall forthwith take into consideration, and if approved of, adopt, on behalf of the Company, either with or without modifications, the Agreement referred to in Clause 3, Sub-Section (1) of the Memorandum of Association.

### CAPITAL.

5. The Capital of the Company shall consist of £5,000, divided into 5,000 shares of £1 each.

### CALLS ON SHARES.

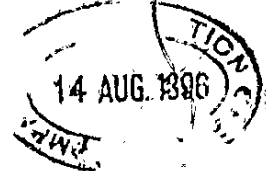
6. The Directors may from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that three months' notice at least be given of the making of each call, and each member shall be liable to pay the amount of calls so made to the persons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

7. 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.

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



87



9. 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.

10. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon all or any of the Shares held by him beyond the sums actually called up, either as a loan repayable or as a payment in advance of calls, and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made and due upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon, or in default of agreement at such rate not exceeding £4 per centum per annum, as the Directors shall think fit.

### SHARES AND CERTIFICATES.

11. 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, and upon the person requiring the new certificate giving up the worn out certificate or giving such evidence of its loss or destruction and such indemnity to the Company as will satisfy the Directors.

12. No share shall be subdivided, and no shareholder shall be entitled to more than one season ticket as a shareholder, and in case two or more persons are registered as the holders of any share, the first named of such persons shall alone be entitled to delivery of the certificate thereof, and to any privileges attaching to shareholders.

13. 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.

14. 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 Derby County Football Club Limited, to hold unto the said \_\_\_\_\_ his executors, administrators, and assigns, subject to the several conditions on which I held 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 same conditions.

As witness our hands and seals the  
Signed sealed and delivered, &c.

day of \_\_\_\_\_ 18\_\_\_\_

L.S.

L.S.



15. The Directors may decline to register any transfer of a share made by a member who is indebted to the Company, or made to any person not approved for the purpose of such transfer by the Directors, and generally any transfer which they may consider prejudicial to the interests of the Company.

16. 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 two shillings and sixpence, and thereupon the Company, subject to the powers vested in the Directors by Article 15, shall register the transferee as a member and retain the deed of transfer.

17. 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.

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

19. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member, or otherwise than by transfer, 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 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.

20. 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.

21. 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.

22. 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.

23. 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.

24. Any share so forfeited 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.

25. 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.

26. 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.

27. 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.

28. 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.

29. 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 OF CAPITAL.

30. 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.

31. 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.

32. 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.

33. 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, or not so charged, but so that the whole amount so borrowed or raised and outstanding at any one time shall not exceed the amount of the subscribed share capital of the Company.

34. The Directors may exercise the borrowing powers hereinbefore given to the Company and secure the repayment of the amount 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 £1,000 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 £500, to be secured in such manner as the Directors think fit.

35. 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.

36. The first General Meeting shall be held within four months of the registration of the Company. One General Meeting of the Company at the least shall be held in every year, on such day and at such time and place as the Directors shall determine, and such General Meeting 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.

37. 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.

38. 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 accidental omission to give notice to any member or the non-receipt of such notice by any member shall not invalidate the proceedings at such meeting.

39. 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.

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

41. 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.

42. The President, or if there is no President, or if he shall be absent, or decline or neglect to take the chair, one of the Vice-Presidents, or if there are no Vice-Presidents, or if they shall be absent, or decline, or neglect to take the chair, the 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.

43. If there is no such Chairman, or if at any meeting he 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.

44. 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.

45. 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.

46. 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.

47. Every Member shall have one vote for every Share registered in his name up to ten Shares, he shall have one additional vote for every five Shares beyond the first ten Shares up to fifty Shares, and one additional vote for every twenty-five Shares after fifty Shares.

48. Any person entitled under the transmission clause to transfer any Shares, may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such Shares provided that 48 hours at least before the time of holding the meeting at which he proposes to vote he shall satisfy the Directors of his right to transfer such Shares, or that the Directors shall previously to such meeting have admitted his right to vote thereat in respect of such Shares.

49. Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of any such Shares, as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.

50. Votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing, under the hand of the appointor, or if such appointor is a Corporation, under its common seal. No person shall be appointed a proxy who is not a Member of the Company, and qualified to vote.

51. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 24 hours before the time for holding the meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution.

52. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal, or revocation of the appointment, unless notice in writing of the death or revocation shall have been received at the office of the Company twenty-four hours at the least before the meeting, or unless the principal attends the meeting.

53. The instrument of proxy, whether for a specified meeting or otherwise, shall be in the form or to the effect of the following :—

**DERBY COUNTY FOOTBALL CLUB, LIMITED.**

"I, \_\_\_\_\_ of \_\_\_\_\_ being a Member of  
 "in the County of \_\_\_\_\_  
 "Derby County Football Club, Limited, hereby appoint  
 "of \_\_\_\_\_ or failing him  
 "of \_\_\_\_\_ or failing him  
 "of \_\_\_\_\_ as my Proxy, to vote for me and on my behalf at  
 "the Ordinary (or Extraordinary) General Meeting of the Company to be held on the  
 "\_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.  
 "\_\_\_\_\_ day of \_\_\_\_\_ 18 \_\_\_\_."

54. The holder of a Share Warrant shall not be entitled to vote by proxy unless otherwise expressed in the Warrant.

55. No Member shall be entitled to be present or to vote on any question, either personally or by proxy, or as proxy for another Member, at any General Meeting, or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any Shares of such Member.

**DIRECTORS.**

56. There shall be a President, and two Vice-Presidents who, with nine other members, shall form the Board of Directors.

57. The first President of the Company shall be :—

The HONOURABLE WILLIAM MONK JERVIS, Quarndon, Derby.

58. The first two Vice-Presidents shall be :—

WILLIAM THOMAS MORLEY, Alvaston, Derby.  
 ARTHUR WILSON. Ashbourne Road, Derby.

59. The first nine other Directors shall be as follows :—

SAMUEL BENNETT, Junr., St. Peter's Street, Derby.  
 ARTHUR BROWN, Uttoxeter New Road, Derby.  
 JOHN DEAN, St. Peter's Street, Derby.  
 MORGAN THOMAS ROBERTS, Otter Street, Derby.  
 JOHN RYLEY, 10, Wilmot Street, Derby.  
 ROBERT JAMES SMITH, Sale Street, Derby.  
 GEORGE STEVENS, Osmaston Road, Derby.  
 CHARLES HENRY TAYLOR, Osmaston Road, Derby.  
 THOMAS WILLIAM THOMPSON, Nottingham Road, Derby.

60. No Director shall be entitled to receive any remuneration in respect of his office as Director.

### POWERS OF DIRECTORS.

61. 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.

62. Subject to the restrictions herein and in the Memorandum of Association contained, the Directors shall have full powers 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 adopt and carry into effect the Agreement referred to in Clause 3, Sub-Section (1) of the Memorandum of Association with or without modifications.
- (b.) 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.
- (c.) To elect such persons as they shall approve of to be playing members of the Company upon such terms as they shall think fit.
- (d.) 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.
- (e.) To issue season or other tickets admitting the holders thereof to the grounds of the Company upon such times and occasions and subject to such regulations as the Directors may determine, and in particular to issue to each original shareholder in each year, while he holds original shares to the nominal value of £1, one untransferable season ticket for football purposes only, at a reduction of 15 per cent. on the ordinary charges for season tickets ; with power to provide such special accommodation on the ground of the Company for such season ticket shareholders as they shall think fit.
- (f.) 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.
- (g.) To make, alter, and revoke all such rules, bye-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 II., 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.

- (k.) To exercise all powers and functions relating to the Company not hereby solely conferred upon the General Meetings of the Company.
- (l.) 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.
- (k.) To hire an office for carrying out the objects of the Company.
- (L.) 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 so that all cheque shall be signed by two of the Directors and countersigned by the Secretary.
- (m.) 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.
- (n.) 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.
- (o.) To accept compromises of any debts due to the Company, or of any claim or demand of the Company.
- (p.) To refer any claims and demands of and against the Company to arbitration, and to perform and observe the awards thereon.
- (q.) To borrow any money required for the objects of the Company upon such securities as they may determine upon.
- (s.) To make to every Ordinary General Meeting a full and particular report of the affairs of the Company.
- (L.) To allot the shares of the Company.
- (u.) To make calls from time to time in respect of all capital unpaid on shares, whatever be the number of shares actually taken up.
- (v.) 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.
- (w.) 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.

63. Every receipt of the Company, signed by the Secretary, shall be an effectual discharge for the money therein expressed to be received.

#### PROCEEDINGS OF DIRECTORS.

64. The Directors may meet together for the dispatch 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 three.

65. The Directors shall elect a Chairman of their meetings, and determine the period for which he is to hold office; but if at any meeting the 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.

66. 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 the powers so delegated conform to any regulations that may be imposed on them by the Directors.

67. 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.

68. 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 have a casting vote.

69. 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.

70. 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.

71. The qualification of a Director shall be the holding, as absolute owner and not subject to any trust or charge, of ten shares of the Company, of the nominal value of £10 at the least.

#### DISQUALIFICATION OF DIRECTORS.

72. The office of a Director, other than that of President or Vice-President 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 become bankrupt or insolvent and compounds with his creditors, or if he become 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.



73. 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.

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

#### ROTATION OF DIRECTORS.

75. The President and Vice-Presidents shall retire from office at the Ordinary General Meeting in each year but shall be eligible for re-election.

76. At the Ordinary General Meeting to be held in the year 1897, and at the Ordinary General Meeting in every subsequent year, one third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to, but not exceeding one-third shall retire from office.

77. The order of rotation in which the first Directors shall retire shall be determined by the Directors by ballot.

78. After their first term of office shall have expired the Directors to retire shall be those who have been longest in office.

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

80. No person except a retiring Director shall be elected a Director unless notice in writing shall be sent to the Secretary at least seven days' before the day of the meeting at which the election is to take place, stating the name and address of the person who offers himself or is proposed as a Candidate.

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

82. 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.

83. 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.

84. 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 every such document shall be countersigned by the Secretary.

85. 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 therefore.

#### DIVIDENDS.

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

87. 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 the maximum dividend allowed from time to time by the Football Association.

88. 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.

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

90. 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.

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

92. 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.

93. 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.

94. 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 a right to inspect and make extracts from any books of the Company.

95. A balance sheet shall be made out once in every year, and laid before the Company at the 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 the maximum dividend allowed from time to time by the Football Association, 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 at least three days previously to such meeting be delivered at or sent by post to the registered address of every member.

**AUDIT.**

96. 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.

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

98. If no Auditors are appointed at the 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 Ordinary General Meeting.

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

100. Every Auditor shall be supplied with a copy of the balance sheet and statement at least fourteen days before the 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 Ordinary General Meeting.

101. 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.

102. 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 a 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.**

103. 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 the post in letters addressed to the members at their last registered place of abode or business.

104. 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.

105. 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.

106. 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.

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

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

#### ALLOTMENT.

109. 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.

#### ARBITRATION.

110. If and whenever any difference shall arise between the Company and any of the members or their respective representatives touching the construction of any of the articles herein contained, or any act, matter, or thing made or done, or to be made or done or omitted, or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or the Companies' Acts or any of them such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the "Arbitration Act 1889."

#### COURSE OF BUSINESS.

111. 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.

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

113. 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 meeting at which such accounts are passed.

#### ACCEPTANCE OF SHARES.

114. 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.

115. 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.

116. 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.

117. 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.

118. On the dissolution of the Company the surplus assets shall be applied, first, in re-paying 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 some other Club or Institute in Derby or Derbyshire, having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within Derby or Derbyshire, 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 shall 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.

## Names, Addresses, and Descriptions of Subscribers.

John Dean, 2 Park Bank, Duffield Rd Derby  
~~Waverley~~ ~~Murcey~~

Ernest Henry Sedley, 33, Wilford Street, Derby  
 Solicitor's Clerk

William Campion 3 North Parade Derby.  
 Accountants Clerk

Frederick Potter Copestake 17 Friar Gate  
 Derby  
 Grocer

George Stenus, 106 Glemaston Road, Derby  
 Railway Clerk

Charles Henry Taylor 112 Glemaston Rd.  
 Derby  
 Carpenter

Arthur Frederick Langdon  
 27. Hartington Street  
 Derby

Surgical Bandage Manufacturer

Dated the 13<sup>th</sup> day of August, 1896.

Witness to the above Signatures.

T. Toxson  
 Solicitor  
 Derby.

DUPLICATE FOR THE FILE.



49139.

N. 48126

# Certificate of Incorporation

OF THE

*Derby County Football Club, Limited.*

I hereby Certify, That the

*Derby County 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 *fourteenth* day of *August* *One*

*Thousand Eight Hundred and Ninety* ~~1895~~.

Fees and Deed Stamps £ *6. 5.*

Stamp Duty on Capital £ *5.-*.

*Assistant Registrar of Joint Stock Companies.*

Certificate received by

*Jordan & Sons, Limited*  
*120 Chancery Lane,*

*W.C.*

1896

*17<sup>th</sup> Aug. 1896*

[SEE BACK]

# Special Resolutions

(pursuant to the Companies (Consolidation) Act, 1908, Section 69)

OF THE

## Derby County Football Club, Limited.

Passed 26th September, 1924.

Confirmed 13th October, 1924.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Royal Hotel, in the County Borough of Derby, on the 26th day of September, 1924, the following Special Resolutions were 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 on the 13th day of October, 1924, such Resolutions were duly confirmed as Special Resolutions:—

### RESOLUTIONS.

1. That the Capital of the Company be increased to £20,000 by the creation of 15,000 additional Ordinary Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing Shares.
2. That Article 5 of the Articles of Association be amended to read as follows—  
“That the Capital of the Company shall consist of £20,000 divided into 20,000 Shares of £1 each.”
3. That Article 33 of the Articles of Association be amended by deleting the words—  
“but so that the whole amount so borrowed or raised and outstanding at any one time shall not exceed the amount of the subscribed Share Capital of the Company.”
4. That Article 34 of the Articles of Association be amended by deleting the words—  
“Provided always that the amount so borrowed or raised by the Directors and outstanding shall not exceed the sum of £1,000 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 £500 to be secured in such manner as the Directors think fit.”
5. That Article 38 of the Articles of Association be amended by deleting the words—  
“circular or letter addressed and sent by post or delivered to the members but the accidental omission to give notice to any member or the non-receipt of such notice by any member shall not invalidate the proceedings at such meeting.”  
and in lieu thereof substitute the words—  
“an advertisement to be inserted in the ‘Derbyshire Advertiser’ the ‘Derby Express’ and the ‘Derby Daily Telegraph’ or such other papers circulating in the district as the Directors may determine.”
6. That Article 56 of the Articles of Association be amended to read as follows—  
“There shall be a President and two Vice-Presidents who with six other members shall form the Board of Directors.”
7. That Article 95 of the Articles of Association be amended by deleting the words—  
“and a printed copy of such balance sheet, statement and report shall at least three days previously to such meeting be delivered at or sent by post to the registered address of every member.”  
and in lieu thereof insert the words—  
“A copy of such balance sheet, statement and report shall at least seven days previously to such meeting be inserted in the ‘Derbyshire Advertiser’ the ‘Derby Express’ and the ‘Derby Daily Telegraph’ or such other papers circulating in the district as the Directors may determine.”

Presented for filing by:-



W.S. Moore

Secretary



Number of Certificate ) *H-9139C-81*

[Form No. 26.]

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;  
THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

**COMPANY LIMITED BY SHARES.**

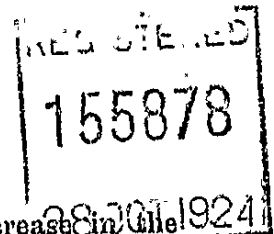
Statement of Increase of the Nominal Capital  
OF

*The Derby County Football Club*

**LIMITED,**

Pursuant to Section 112 of The Stamp Act, 1891;  
Section 7 of The Finance Act, 1899; Section 5 of The  
Revenue Act, 1903 and Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)



This Statement has to be registered with the Notice of Increase in the  
Nominal Capital required under Section 44 of The Companies (Consolidation)  
Act, 1908.

5m-9.20.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 246.

**JORDAN & SONS, LIMITED,**  
Company Registration Agents, Printers, Publishers, and Stationers  
116 & 117 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



# THE NOMINAL CAPITAL

OF

*The Derby County Football Club* LIMITED,

has been increased by the addition thereto of the sum of

*Fifteen thousand* Pounds,

divided into *fifteen thousand ordinary* Shares

of *One pound* each,

beyond the Registered Capital of *Five thousand*  
*pounds*

Signature..

*W.S. Moore*

Description ..

*Secretary*

Dated the

*23<sup>rd</sup>*

day

of

*October*

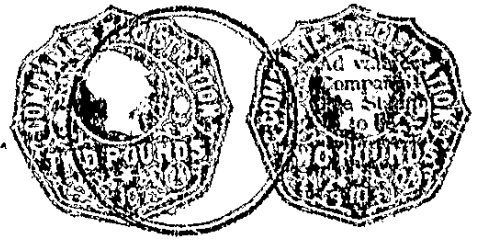
*1924*

\* \* This Statement should be signed by an Officer of the Company.

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

"THE COMPANIES ACTS, 1902 to 1917."

COMPANY LIMITED BY SHARES.



# Notice of Increase in the Nominal Capital

OF

*The Derby County Football Club*

LIMITED.

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

(See Page 2 of this Form).

18451-5,20

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

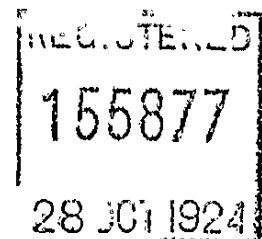
TELEPHONE NUMBER: HOLBORN 246.

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



312



# Notice of Increase in the Nominal Capital

OF

*The Derby County Football Club* Limited.

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with  
Section 44 of The Companies (Consolidation) Act, 1908, that by a <sup>Special</sup> Resolution  
of the Company <sup>passed on</sup> ~~dated~~ the 26<sup>th</sup> day of September 1924  
and confirmed on the 13<sup>th</sup> day of October 1924  
the Nominal Capital of the Company has been increased by the addition thereto

of the sum of Fifteen thousand Pounds,  
divided into fifteen thousand ordinary Shares  
of one pound each, beyond the  
Registered Capital of Five thousand Pounds.

Signature

W. S. Moore

Description

Secretary

Dated the 23<sup>rd</sup> day

of

October 1924

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

THE COMPANIES ACT, 1929,

COMPANY LIMITED BY SHARES.

(Copy).



Special Resolution

(Pursuant to The Companies Act 1929 Section 117).

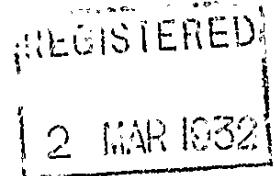
of

THE

DERBY COUNTY FOOTBALL CLUB,

LIMITED.

*Passed 25th February, 1932.*



AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at The Lecture Room, Mechanics' Institute, Wardwick, Derby, on the 25th day of February, 1932, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

"That the new Articles already approved by this Meeting, "contained in the printed document submitted thereto, and for "the purpose of identification subscribed by the Chairman "thereof, be approved and adopted as the Articles of Association "of the Company in substitution for, and to the exclusion of, "all the existing Articles thereof."

Chairman.

Dated 1st March, 1932.

*Witness*  
*H. E. W. King*  
*Secretary*  
*W. H. W. King*



*The Companies Act, 1929.*

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COMPANY LIMITED BY SHARES.

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THE  
**DERBY COUNTY FOOTBALL CLUB,**  
LIMITED.

*Articles of Association*

(Adopted by Special Resolution passed on the 25th February, 1932).

---

INCORPORATED THE 14TH DAY OF AUGUST, 1896

---

SOLICITORS :

TAYLOR, SIMPSON & MOSLEY,  
DERBY.

Articles of Association  
OF THE  
**DERBY COUNTY FOOTBALL CLUB,**  
**LIMITED.**

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PRELIMINARY.

1. Table "A" in the first Schedule of "The Companies Act, 1929," shall not apply to this Company.

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

CAPITAL.

3. The Capital of the Company shall consist of £20,000, divided into 20,000 shares of £1 each.

CALLS ON SHARES.

4. 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 three months' 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.

5. If by the terms of any 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.



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

7. 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.

8. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon all or any of the shares held by him beyond the sums actually called up, either as a loan repayable or as a payment in advance of calls, and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made and due upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon, or in default of agreement at such rate, not exceeding 4 per centum per annum, as the Directors shall think fit.

#### SHARES AND CERTIFICATES.

9. 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, and upon the person requiring the new certificate giving up the worn out certificate or giving such evidence of its loss or destruction and such indemnity to the Company as will satisfy the Directors.

10. No share shall be subdivided, and no shareholder shall be entitled to more than one season ticket as a shareholder, and in case two or more persons are registered as the holders of any share, the first named of such persons shall alone be entitled to delivery of the certificate thereof, and to any privileges attaching to shareholders.

11. 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.

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.



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 Derby County Football Club, Limited, to hold unto the  
 said \_\_\_\_\_ his executors, administrators, and assigns, subject to  
 the several conditions on which I held 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 same conditions.

As witness our hands and seals the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

Signed, sealed and delivered, etc.

(L.S.)

(L.S.)

14. The directors may decline to register any transfer of shares, not being fully paid shares, to a person of whom they do not approve, and may also decline to register any transfer of shares on which the Company has a lien. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary meeting in each year. The Directors may decline to recognise any instrument of transfer unless :—

- (a) A fee not exceeding two shillings and sixpence is paid to the Company in respect thereof, and
- (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

15. 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.

16. The legal personal representatives of a deceased sole holder of a share shall be the only person recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor shall be the only persons recognised by the Company as having any title to the share.

17. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the Directors, have the right, either to be registered as a member in respect of the share, or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

18. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

#### 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 so forfeited 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 statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof, and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of, and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

26. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### CAPITAL.

27. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

28. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time in which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot, in the opinion of the Directors, be conveniently offered under this article.

29. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the shares in the original share capital.

30. The Company may by ordinary resolution :—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares ;
- (b) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 50 (1) (D) of the Act.
- (c) 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.

31. The Company may by special resolution reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law.

**BORROWING POWERS.**

32. The Company may raise or borrow money for the purposes of its business at any time and in any form and for any amount, 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, or not so charged.

33. The Directors may exercise the borrowing powers hereinbefore given to the Company and secure the repayment of the amount so borrowed or raised in any manner in which the Company might so do.

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. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, or, in default, at such time in the third month following that in which the anniversary of the Company's incorporation occurs, and at such place, as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

36. The above-mentioned General Meetings shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

37. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 114 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

38. Subject to the provisions of section 117 (2) of the Act relating to special resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the regulations of the Company, but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

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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.

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39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

40. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

41. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save, as herein otherwise provided, three members personally present shall be a quorum.

42. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the members present shall be a quorum.

43. The Chairman, if any, of the Board of Directors shall preside as Chairman of every General Meeting of the Company.

44. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose some one of their number to be Chairman.

45. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

46. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting 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. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

47. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members present in person or by proxy entitled to vote or by one member or two members so present and entitled, if that member or those two members together hold not less than 15 per cent. of the paid-up capital of the Company, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

48. If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

49. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

50. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

#### VOTES OF MEMBERS.

51. On a show of hands, every member present in person shall have one vote. On a poll, every member shall have one vote for each share of which he is the holder.

52. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

54. No member shall be entitled to vote at any General Meeting unless all calls and other sums presently payable by him in respect of shares in the Company have been paid.

55. On a poll, votes may be given either personally or by proxy.

56. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

57. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve:—

“ I \_\_\_\_\_ Company, Limited.  
 \_\_\_\_\_, of \_\_\_\_\_  
 in the County of \_\_\_\_\_, being a member of the  
 “ \_\_\_\_\_ Company, Limited, hereby  
 “ appoint \_\_\_\_\_ as my proxy to vote for me and on  
 “ my behalf at the (ordinary or extraordinary, as the case may be) General Meeting  
 “ of the Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
 “ and at any adjournment thereof.”  
 “ Signed this \_\_\_\_\_ day of \_\_\_\_\_.”

59. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### DIRECTORS.

60. The Board of Directors shall consist of the President of the Company, two Vice-Presidents, and not less than two, nor more than five others, which latter are hereinafter called “ the Ordinary Directors,” but the whole of the Board, including the President and Vice-Presidents, are hereinafter collectively referred to as “ the Directors.”

61. No Director shall be entitled to receive any remuneration in respect of his office as Director.

#### POWERS OF THE DIRECTORS.

62. 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.

63. Subject to the restrictions herein and in the Memorandum of Association contained, the Directors shall have full powers 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 times and occasions and subject to such regulations as the Directors may determine, and in particular to issue to each original shareholder in each year, while he holds original shares to the nominal value of £1, one untransferable season ticket for football purposes only, at a reduction of 15 per cent. on the ordinary charges for season tickets; with power to provide such special accommodation on the ground of the Company for such season ticket shareholders as they shall think fit.
- (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, bye-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 II., 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.
- (j) 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 so that all cheques shall be signed by two of the Directors and countersigned by the Secretary.
- (k) 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.
- (l) 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.

- (m) To accept compromises of any debts due to the Company, or of any claim or demand of the Company.
  - (n) To refer any claims and demands of and against the Company to arbitration, and to perform and observe the awards thereon.
  - (o) To borrow any money required for the objects of the Company upon such securities as they may determine upon.
  - (p) To make to every Ordinary General Meeting a full and particular report of the affairs of the Company.
  - (q) To allot the shares of the Company.
  - (r) To make calls from time to time in respect of all capital unpaid on shares, whatever be the number of shares actually taken up.
  - (s) 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.
  - (t) 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 whereto the seal may be affixed and countersigned by the Secretary.
64. Every receipt of the Company, signed by the Secretary, shall be an effectual discharge for the money therein expressed to be received.

#### PROCEEDINGS OF DIRECTORS.

65. The Directors may meet together for the dispatch 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 three.

66. The Directors shall elect a Chairman of their meetings, and determine the period for which he is to hold office; but if at any meeting the 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.

67. 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 the powers so delegated conform to any regulations that may be imposed on them by the Directors.

68. 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.

69. 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 have a casting vote.

70. 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.

71. 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.

72. The qualification of a Director shall be the holding, as absolute owner and not subject to any trust or charge, of ten shares of the Company, of the nominal value of £10 at the least.

73. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### DISQUALIFICATION OF DIRECTORS:

74. The office of Director shall be vacated if the Director :—

- (a) Ceases to be a Director by virtue of Section 141 of the Act ; or
- (b) Without the consent of the Company in General Meeting holds any other office of profit under the Company except that of Managing Director or Manager ; or
- (c) Becomes bankrupt ; or
- (d) Becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Act ; or
- (e) Is found lunatic or becomes of unsound mind ; or
- (f) Resigns his office in writing to the Company ; or
- (g) Is directly or indirectly interested in any contract with the Company or participates in the profits of any contract with the Company.

Provided, however, that a Director shall not vacate his office by reason of his being a member of any corporation which has entered into contracts with or done any work for the Company if he shall have declared the nature of his interest in manner required by Section 149 of the Act, but the Director shall not vote in respect of any such contract or work or any matter arising thereout, and if he does so vote his vote shall not be counted.

75. The Company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was elected a Director.

76. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

#### ROTATION OF DIRECTORS.

77. The order of rotation of the Board of Directors shall be as follows :—

- (a) The President shall hold office for a term of three years, and at the end of such term shall be eligible for re-election.
- (b) One of the Vice-Presidents shall retire from office at the Annual General Meeting in each year, and shall be eligible for re-election.
- (c) At the Annual General Meeting in each year, one third of the Ordinary Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office.

The order of rotation in which the Vice-Presidents and ordinary Directors shall retire at the Annual General Meeting for the year 1932 shall be determined by the Directors by ballot, but afterwards the Directors to retire shall be those who have been longest in office.

78. No person except the retiring President, Vice-President, or ordinary Director shall be elected unless notice in writing shall be sent to the Secretary at least seven days before the day of the meeting at which the election is to take place, stating the name and address of the person who offers himself or is proposed as a Candidate.

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

80. The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director, who shall retire from office at the next following Ordinary General Meeting, but shall be eligible for re-election by the Company at that meeting as an additional Director.

81. 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.

82. 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.

## SEAL.

83. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or such other person as the Directors may appoint for the purpose; and that Director and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

## DIVIDENDS.

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

85. 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 the maximum dividend allowed from time to time by the Football Association.

86. 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.

87. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

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

89. 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.

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

91. 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.

92. The Directors shall cause proper books of account to be kept with respect to:—  
All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.  
All sales and purchases of goods by the Company; and  
The assets and liabilities of the Company.

92. The book of account shall be kept at the Registered Office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

94. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

95. The Directors shall from time to time, in accordance with Section 123 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.

96. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' Report, shall not less than seven days before the date of the Meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

#### AUDIT.

97. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

#### NOTICES.

98. 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 the post in letters addressed to the members at their last registered place of abode or business.

99. 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.

100. 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.

101. 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.

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

103. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

104. Notice of every General Meeting shall be given in some manner hereinbefore authorised to (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other persons shall be entitled to receive notices of General Meetings.

#### ARBITRATION.

105. If and whenever any difference shall arise between the Company and any of the members or their respective representatives touching the construction of any of the articles herein contained, or any act, matter, or thing made or done, or to be made or done or omitted, or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or the Companies' Acts or any of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the "Arbitration Act, 1889."

#### COURSE OF BUSINESS.

106. 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.

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

108. 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 meeting at which such accounts are passed.

#### ACCEPTANCE OF SHARES.

109. 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.

## DISSOLUTION OF COMPANY.

110. 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.

111. On the dissolution of the Company, the surplus assets shall be applied, first, in re-paying 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 some other Club or Institute in Derby or Derbyshire, having objects similar to those contained in the Memorandum of Association, or to any local charity or benevolent institution situate within Derby or Derbyshire, 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 shall 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.

Dated the 25th day of February, 1932.



This is the printed document which was submitted to an Extraordinary General Meeting of The Derby County Football Club Limited held on the 26<sup>th</sup> day of February 1932 and by Special Resolution thereof approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

*Handwritten signature*

Chairman of the Meeting

Dated 25<sup>th</sup> February 1932.

The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

THE  
DERBY COUNTY FOOTBALL CLUB  
LIMITED.

Articles of Association

(Adopted by Special Resolution passed on the  
25th February, 1932).

Incorporated the 14th day of August, 1896.

SOLICITORS:

TAYLOR, SIMPSON & MOSLEY,  
DERBY.

J. W. SIMPSON & SONS, LTD., PRINTERS, PRIOR GATE, DERBY.

**STANLEY BLYTHEN & CO.**

99139  
249  
**HAZLEMONT HOUSE  
GREGORY BOULEVARD  
NOTTINGHAM NG7 8LE  
TELEPHONE: (0602) 607111**

Our Ref GFP/GMJ/447

Your Ref

27th November 1981

The Secretary,  
Derby County Football Club Ltd.,  
The Baseball Ground,  
Derby

Dear Sir,

At the request of the Directors and following the arrangements set out in our letter of 19th October 1981 to Mr. R. Stone, we hereby resign our appointment as auditors to the company.

There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or the creditors of the company.

Yours faithfully,

*Kenner Bunn*



No. of Company: 49139

251

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

THE DERBY COUNTY FOOTBALL CLUB LIMITED

Passed the 19th day of January 1982

At an Extraordinary General Meeting of the Company, duly convened and held on the 19th day of January 1982, the following Resolution was passed as an ORDINARY RESOLUTION:-

RESOLUTION

THAT the share capital of the Company be increased from £20,000 to £100,000 by the creation of 80,000 new shares of £1 each ranking pari passu in all respects with the existing 20,000 shares of £1 each in the capital of the Company and ranking for dividend as from the date upon which they are allotted.

M. J. DUNFORD

Secretary

*Michael Dunford*



## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in  
this binding margin ↓Please complete legibly,  
preferably in black type,  
or bold block lettering.\* delete if  
inappropriate† delete as  
appropriate

**Note**  
This notice and a  
printed copy of the  
resolution authorising  
the increase must be  
forwarded to the Registrar  
of Companies within  
15 days after the passing  
of the resolution

To the Registrar of Companies

For official use

Company number

252

49139

Name of Company

THE DERBY COUNTY FOOTBALL CLUB

Limited \*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
Ordinary resolution of the company dated 19th January 1982  
the nominal capital of the company has been increased by the addition thereto of the sum  
of £ 80,000 beyond the registered capital of £ 20,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
80,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
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:  
The new shares are pari passu with the existing Ordinary  
Shares and will rank for dividend from the date upon  
which they are allotted.

Please tick here if  
continued overleaf ☐

Signed

*Michael Vinyard*

[Director] [Secretary] † Date 19/1/82

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

MESSRS. BROWNE,  
JACOBSON & ROOSE,  
SOLICITORS,  
44 FRIAR LANE,  
NOTTINGHAM  
729/PW

For official use  
General section

Post room



THE COMPANIES ACTS 1862 to 1929.

COMPANY LIMITED BY SHARES.

# Memorandum of Association

OF THE

## DERBY COUNTY FOOTBALL CLUB

### LIMITED.

(AS AMENDED BY A SPECIAL RESOLUTION PASSED  
ON 19<sup>th</sup> JANUARY 1982)

1. The name of the Company is "THE DERBY COUNTY FOOTBALL CLUB, LIMITED."
2. The Registered Office of the Company is situate in England.
3. The objects for which the Company is established are :—
  - (i) To acquire and take over, as a going concern, the Assets, Contracts, and Liabilities of the Unregistered Association now known as the "DERBY COUNTY FOOTBALL CLUB," and with a view thereto, to adopt and carry into effect an agreement dated the 11th day of August, 1896, made between ARTHUR WILSON (on behalf of the Derby County Football Club) of the one part, and JOHN DEAN (as Trustee of the Company) of the other part.
  - (ii) To promote the practice and play of Football, Cricket, Baseball, 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, 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.
  - (iii) 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.
  - (iv) To join in and promote competitions for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
  - (v) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated and to join or subscribe to any union or association for the like objects.



- (vi) To co-operate or join with any person or persons, club, company, or association having the same or like objects in any manner and for any purpose which may be thought proper in furtherance of the objects of the Company.
- (vii) 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 arrangements 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.
- (viii) 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.
- (ix) 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 for admission to such ground or grounds, and generally to set out and manage the same as may be required for the objects of the Company.
- (x) To become if necessary a member of and subscribe to the Football Association, the Football League, or Football Alliance, or any other alliance, league or association having objects altogether or in part similar to those of the Company.
- (xi) To buy, sell, and deal in all kinds of apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.
- (xii) To ensure the players of the Company against accident for their own benefit.
- (xiii) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (xiv) To borrow and raise money by mortgage or charge of the property of the Company, and in particular by the issue of debentures or debenture stock of any description, and either with or without the whole of any part of the property or assets of the Company being given as security for such money, and generally in such manner and upon such terms as the Company shall think fit, and to pay off or re-borrow such money in such manner and upon such terms as may appear fit or expedient.
- (xv) To borrow any moneys required for the objects of the Company upon such securities, debentures, or otherwise, as may be determined.
- (xvi) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (xvii) To permit and allow any person or persons, club, or society to use and enjoy the said grounds, lands, buildings, pavilions, and stands, and other hereditaments of the Company, for such purposes and upon such terms and conditions as shall be fixed and determined.
- (xviii) *hire and pay contract or non-contract football players and also*  
To employ ~~and pay~~ professional football players, cricketers, and other athletes, and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate money at matches, sports and festivals, and for carrying out any other object which the Company shall think advisable.

(xiv) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, and to give pensions, gratuities, or charitable aid to any of the players, servants and other employees of the Company, or to the wives, children, or other relations of such persons, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

(xx) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of the Company, and to remunerate any person rendering services to the Company.

(xxi) To do all such other lawful acts and 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 £5,000 divided into 5,000 shares of £1 each, with power to increase or reduce the same, and to issue any part of the original or increased capital with such preferences, priorities, rights, or privileges, or subject to such restrictions, or with rights postponed or deferred, in such manner as the Company in general meeting may determine.

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.

<i>Names, Addresses and Description of Subscribers.</i>	<i>Number of Shares taken by each Subscriber.</i>
JOHN DEAN, 2, Park Bank, Duffield Road, Derby, Mercer and Draper	One.
ERNEST HENRY PEDLEY, 33, Wilfred Street, Derby, Solicitors Clerk	One.
WILLIAM CAMPION, 3, North Parade, Derby, Accountant's Clerk	One.
FREDERICK POTTER COPESTAKE, 17, Friar Gate, Derby, Grocer	One.
GEORGE STEVENS, 106, Osmaston Road, Derby, Railway Clerk	One.
CHARLES HENRY TAYLOR, 112, Osmaston Road, Derby, Surgeon	One.
ARTHUR FREDERICK LONGDON, 27, Hartington Street, Derby, Surgical Bandage Manufacturer	One.
Total Shares taken ...	Seven.

Witness to the above Signatures :

T. W. CONON,  
Solicitor,  
Derby.

Dated the 13th day of August, 1896.

# Articles of Association

## OF THE

# DERBY COUNTY FOOTBALL CLUB

## LIMITED.

As Amended by an Extra-Ordinary General Meeting  
On 19th January 1982.

### PRELIMINARY.

1.—Table "A" in the first Schedule of "The Companies Act, 1929," shall not apply to this Company.

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

2A. Notwithstanding anything which may be contained elsewhere in these Articles of Association the following provisions shall apply to the Company:-

(a) 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 10% before deduction of tax.

(b) Preference shares may be issued with a cumulative preference dividend not exceeding 5 pounds 25 pence per cent nett 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.

### CAPITAL

3. The Capital of the Company shall consist of £20,000, divided into 20,000 shares of £1 each.\*

### CALLS ON SHARES.

4. 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 three months' 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.

5. If by the terms of any 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.

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

7. 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 call or any interest in respect thereof shall be in arrear.

\*Pursuant to Article 27 the Share Capital has been increased and as at 19th January 1982 the Capital of the Company consisted of £100,000 divided into 100,000 Shares of £1 each.





8. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon all or any of the shares held by him beyond the sums actually called up, either as a loan repayable or as a payment in advance of calls, and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made and due upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon, or in default of agreement at such rate, not exceeding £4 per centum per annum, as the Directors shall think fit.

#### SHARES AND CERTIFICATES.

9. 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 five pounds and upon the person requiring the new certificate giving up the worn out certificate or giving such evidence of its loss or destruction and such indemnity to the Company as will satisfy the Directors.

10. No share shall be sub-divided and in case two or more persons are registered as the holders of any share the first named of such persons shall alone be entitled to delivery of the certificate thereof and to any privileges attaching to shareholders and the company shall not make any bonus issue or pay any capital dividend without the written consent of the Council of the Football Association.

11. 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.

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

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 Derby County Football Club, Limited, to hold unto  
the said \_\_\_\_\_ his executors, administrators, and assigns, subject  
to the several conditions on which I held 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 same conditions.

As witness our hands and seals the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_  
Signed, sealed and delivered, etc.

L.S.

L.S.

14. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary meeting in each year. The Directors may decline to recognise any instrument of transfer unless:—

- (a) a fee not exceeding £3 is paid to the Company in respect thereof and
- (b) the instrument of transfer is accompanied by the share certificate to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

15. 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.

16. The legal personal representatives of a deceased sole holder of a share shall be the only person recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor shall be the only persons recognised by the Company as having any title to the share.

17. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the Directors, have the right, either to be registered as a member in respect of the share, or instead of being registered himself, to make such transfer of the share, as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

18. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

#### FORFEITURE OF NEW 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 so forfeited 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 statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof, any may execute a transfer of the share in favour of the person to whom the share is sold or disposed of, and he shall thereupon be registered as the holder of the share, and shall not be bound to see the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

26. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of the issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### CAPITAL.

27. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

28. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares shall, before issue, be offered to such persons as at the date of offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time in which the offer, if not accepted, will be deemed to be declined and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot, in the opinion of the Directors, be conveniently offered under this article.

29. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfers, transmission, forfeiture, and otherwise as the shares in the original share capital.

30. The Company may by ordinary resolution : --

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares ;
- (b) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 50 (1) (D) of the Act.
- (c) 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.

31. The Company may by special resolution reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law.

#### BORROWING POWERS.

32. The Company may raise or borrow money for the purposes of its business at any time and in any form and for any amount, 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, or not so charged.

33. The Directors may exercise the borrowing powers hereinbefore given to the Company and secure the repayment of the amount so borrowed or raised in any manner in which the Company might so do.

34. If the Directors, or any of them, or any officer of the Company, shall become personally liable for 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 ways of indemnity to secure the persons so becoming liable as aforesaid from any loss in respect of such liability.

#### GENERAL MEETINGS.

35. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, or, in default, at such time in the third month following that in which the anniversary of the Company's incorporation occurs, and at such place, as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

36. The above-mentioned General Meetings shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

37. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 114 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

38. Subject to the provisions of section 117 (2) of the Act relating to special resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the regulations of the Company, but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

40. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

41. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members personally present shall be a quorum.

42. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the members present shall be a quorum.

43. The Chairman, if any, of the Board of Directors shall preside as Chairman of every General Meeting of the Company.

44. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose some one of their number to be Chairman.

45. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

46. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting 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. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

47. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members present in person or by proxy entitled to vote or by one member or two members so present and entitled, if that member or those two members together hold not less than 15 per cent. of the paid-up capital of the Company, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

48. If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

49. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

50. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

#### VOTES OF MEMBERS

51. On a show of hands, every member present in person shall have one vote. On a poll, every member shall have one vote for each share of which he is the holder.

52. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

54. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

55. On a poll, votes may be given either personally or by proxy.

56. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

57. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve:—

“ I \_\_\_\_\_, of \_\_\_\_\_  
in the County of \_\_\_\_\_, being a member of the  
\_\_\_\_\_, Company, Limited, hereby  
“ appoint \_\_\_\_\_ as my proxy, to vote for me and on  
“ my behalf at the (ordinary or extraordinary, as the case may be) General  
“ Meeting of the Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
“ and at any adjournment thereof.”

“ Signed this \_\_\_\_\_ day of \_\_\_\_\_  
“ 59. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### DIRECTORS.

60. The Board of Directors shall consist of not less than three nor more than twelve Directors.

61. No Director shall be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company provided that the Directors may appoint any of their number to act in an executive capacity one only of whom from time to time may, subject to the terms of his appointment being notified to and approved by the Football Association and the Football League, receive remuneration from the Company in consideration of such appointment.

61A. (i) The Directors may from time to time appoint any person to the position of President of the Company.

(ii) The President shall not be a Director of the Company and shall not attend Meetings of the Directors except at the invitation of the Directors, and when present at such Meetings he shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he shall have such privileges and duties as the Directors may from time to time determine.

(iii) The President shall cease to hold that position if the Directors so resolve at any time or if he shall resign by notice in writing to the Company.

## POWERS OF THE DIRECTORS.

62. 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 from time to time be 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.

63. Subject to the restrictions herein and in the Memorandum of Association contained, the Directors shall have full powers 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 times and occasions and subject to such regulations as the Directors may determine, with power to provide such special accommodation on the ground of the Company for such season ticket shareholders as they shall think fit.
- (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, bye-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 II., 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 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.
- (j) 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 so that all cheques shall be signed by two of the Directors and countersigned by the Secretary.
- (k) 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.
- (l) 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.
- (m) To accept compromises of any debts due to the Company, or of any claim or demand of the Company.
- (n) To refer any claims and demands of and against the Company to arbitration and to perform and observe the awards thereon.
- (o) To borrow any money required for the objects of the Company upon such securities as they may determine upon.
- (p) To make to every Ordinary General Meeting a full and particular report of the affairs of the Company.
- (q) To allot the shares of the Company.
- (r) To make calls from time to time in respect of all capital unpaid on shares, whatever be the number of shares actually taken up.
- (s) 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.
- (t) 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.

64. Every receipt of the Company, signed by the Secretary, shall be an effectual discharge for the money therein expressed to be received.

#### PROCEEDINGS OF DIRECTORS.

65. The Directors may meet together for the dispatch 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 three.

66. The Directors shall elect a Chairman of their meetings, and determine the period for which he is to hold office; but if at any meeting the 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.

67. 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 the powers so delegated conform to any regulations that may be imposed on them by the Directors.

68. 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.



69. 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 have a casting vote.

70. 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.

71. 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.

72. The qualification of a Director shall be the holding, as absolute owner and not subject to any trust or charge, of ten shares of the Company, of the nominal value of £10 at the least.

73. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### DISQUALIFICATION OF DIRECTORS.

74. The office of Director shall be vacated if the Director:—

- (a) Ceases to be a Director by virtue of Section 141 of the Act; or
- (b) is suspended by the Football Association from taking part in Football Management.
- (c) Becomes bankrupt; or
- (d) becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Act; or
- (e) Is found lunatic or becomes of unsound mind; or
- (f) Resigns his office in writing to the Company; or

Provided, however, that a Director shall not vacate his office by reason of his being a member of any corporation which has entered into contracts with or done any work for the Company if he shall have declared the nature of his interest in manner required by Section 149 of the Act, but the Director shall not vote in respect of any such contract or work or any matter arising thereout, and if he does so vote his vote shall not be counted.

75. The Company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was elected a Director.

76. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

#### ROTATION OF DIRECTORS.

77. At the Annual General Meeting in every year one third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one third shall retire from office, the Directors to retire in each year being those who have longest been in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless otherwise agreed among themselves) be determined by lot. A Retiring Director shall be eligible for re-election.

78. No person except a retiring Director shall be elected unless notice in writing shall be sent to the Secretary at least seven days before the day of the meeting at which the election is to take place, stating the name and address of the person who offers himself as proposed as a Candidate.

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

80. The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director, who shall retire from office at the next following Ordinary General Meeting, but shall be eligible for re-election by the Company at that meeting as an additional Director.

81. 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.

82. 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.

#### SEAL.

83. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or such other person as the Directors may appoint for the purpose, and that Director and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

## DIVIDENDS.

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

85. 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 the maximum dividend allowed from time to time by the Football Association.

86. 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.

87. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

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

89. 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.

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

91. 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.

92. The Directors shall cause proper books of account to be kept with respect to :—

All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.

All sales and purchases of goods by the Company ; and

The assets and liabilities of the Company.

93. The books of account shall be kept at the Registered Office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

94. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

95. The Directors shall from time to time, in accordance with Section 125 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that Section.

96. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's Report, shall not be less than seven days before the date of the Meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

#### AUDIT.

97. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

#### NOTICES.

98. 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 the post in letters addressed to the members at their last registered place of abode or business.

99. 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.

100. 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.

101. 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.

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

103. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any within the United Kingdom supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

104. Notice of every General Meeting shall be given in some manner herein-before authorised (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other persons shall be entitled to receive notices of General Meetings.

#### ARBITRATION.

105. If and whenever any difference shall arise between the Company and any of the members or their respective representatives touching the construction of any of the articles herein contained, or any act, matter, or thing made or done, or to be made or done or omitted, or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or the Companies' Acts or any of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the "Arbitration Act, 1889."

## COURSE OF BUSINESS.

106. 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.

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

108. 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 meeting at which such accounts are passed.

## ACCEPTANCE OF SHARES.

109. 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.

## DISSOLUTION OF COMPANY.

110. 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 re-construction 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.

111. On the winding-up 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 upon their shares, the balance shall be given to The Football Association Benevolent Fund, or to some other Club or Institute in Derbyshire having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within Derbyshire, 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, as then existing, shall determine.

22/2

No. of Company: 49139 / 255

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THE DERBY COUNTY FOOTBALL CLUB LIMITED

Passed the 19th day of January 1982

At an Extraordinary General Meeting of the Company, duly convened and held on the 19th day of January 1982, the following Resolutions were passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. THAT the Memorandum of Association of the Company be modified by omitting sub-clause (xviii) of Clause 3 and by substituting therefor the following sub-clause, viz:-

"3(xviii) To employ hire and pay contract or non-contract football players and also cricketers and other athletes and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate money at matches, sports and festivals, and for carrying out any other object which the Company shall think advisable."

2. THAT the Articles of Association of the Company be altered as follows:-

(a) By adding after Article 2 the following Article to be number 2A:-

"2A Notwithstanding anything which may be contained elsewhere in these Articles of Association the following provisions shall apply to the Company:-

(a) 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 10% before deduction of tax

- (b) Preference shares may be issued with a cumulative preference dividend not exceeding 5 pounds 25 pence per cent nett 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
- (b) By deleting Article 10 and substituting therefor the following Article, viz:-

"10 No share shall be sub-divided and in case two or more persons are registered as the holders of any share the first named of such persons shall alone be entitled to delivery of the certificate thereof and to any privileges attaching to shareholders and the company shall not make any bonus issue or pay any capital dividend without the written consent of the Council of the Football Association."
- (c) By adding at the end of the existing Article 61 the following words, viz:-

"or as an employee of the Company provided that the Directors may appoint any of their number to act in an executive capacity one only of whom from time to time may, subject to the terms of his appointment being notified to and approved by the Football Association and the Football League, receive remuneration from the Company in consideration of such appointment"
- (d) By deleting paragraph (b) of Article 74 and substituting therefor the following paragraph, viz:-

"(b) is suspended by the Football Association from taking part in Football Management."
- (e) By deleting the existing Article 111 and substituting therefor the following Article, viz:-

"111 On the winding-up 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 upon their shares, the balance shall be given to The Football Association Benevolent Fund, or to some other Club or Institute in Derbyshire having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within Derbyshire, 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, as then existing, shall determine."

3. THAT the Articles of Association of the Company be altered as follows:-

- (a) By omitting from Article 9 the words "one shilling" and substituting therefor the words "Five Pounds".
- (b) By inserting in place of the existing Article 14 the following Article viz:-

"The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary meeting in each year. The Directors may decline to recognise any instrument of transfer unless:-

- (a) a fee not exceeding £3 is paid to the Company in respect thereof and
- (b) the instrument of transfer is accompanied by the share certificate to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer

If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on



which the transfer was lodged with the Company, send to the transferee notice of the refusal"

- (c) By inserting in place of the existing Article 60 the following Article viz:-

"60 The Board of Directors shall consist of not less than three nor more than twelve Directors."

- (d) By deleting from paragraph (d) of Article 63 the words "and in particular to issue to each original shareholder in each year while he holds original shares to the nominal value of One Pound, one untransferable season ticket for football purposes only, at a reduction of 15% on the ordinary charges for season tickets."

- (e) By deleting paragraph (g) of Article 74.

- (f) By inserting in place of the existing Article 77 the following Article viz:-

"77 At the Annual General Meeting in every year one third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one third shall retire from office, the Directors to retire in each year being those who have longest been in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless otherwise agreed among themselves) be determined by lot. A Retiring Director shall be eligible for re-election."

- (g) By omitting in Article 78 the words "the retiring President Vice President or Ordinary" and substituting therefor the words "a retiring."

4. THAT the Articles of Association of the Company be altered by adding after Article 61 the following Article to be numbered 61A:-

"PRESIDENT

61A (i) The Directors may from time to time appoint any person to the position of President of the Company.

(ii) The President shall not be a Director of the Company and shall not attend Meetings of the Directors except at the invitation of the Directors, and when present at such Meetings he shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he shall have

such privileges and duties as the Directors may from time to time determine.

(iii) The President shall cease to hold that position if the Directors so resolve at any time or if he shall resign by notice in writing to the Company."

M. J. DUNFORD

Secretary

*Michael Dunford*

BLUNDELL PARK, GRIMSBY

SATURDAY, 20TH MARCH 1982

5.30 P.

SPECIAL BOARD MEETING

PRESENT: Mr. W. Stevenson - Chairman  
 Mr. R. J. Moore  
 Mr. R. Mulholland  
 Mr. E. J. Strachan  
 Mr. J. Kirkland  
 Mr. M. McGarry  
 Mr. B. Holmes

IN ATTENDANCE: Mr. M. J. Dunford - Secretary

APOLOGIES FOR ABSENCE

Apologies for absence were received from Mr. F. Fern.

8787

The Secretary reported that the offer of Shares to the Public was about to close and he produced a list of applications for Shares.

It was resolved that Ordinary Shares of £1 each in the capital of the Company (with a premium of £9) be allotted to the persons specified in the said list and each person be allotted that number of Shares for which they have applied.

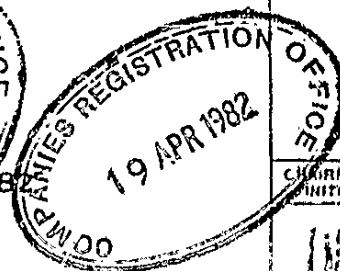
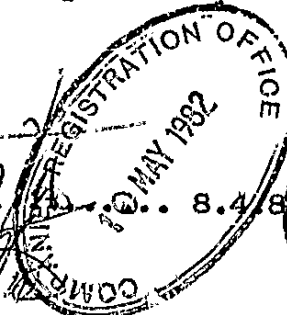
It was further resolved that the Secretary be instructed to file a return of allotment with the Registrar of Companies and that the Shares be sealed and issued in relation to such new Shares.

In view of the fact that the Company had now attained 50,000 issued Shares of a nominal value of £1 each, the Board passed the following Resolutions:-

" THAT the Company be re-registered as a Public Company under the Companies Act of 1948-1980 by the name of Derby County Football Club Public Limited Company and that its Memorandum of Association be amended accordingly as follows, namely :

1. In Clause 1 by the substitution for the word "Limited" of the words "Public Limited Company".
2. In Clause 2 by the substitution of the word "England" by the words "England and Wales".
3. By the insertion after Clause 1 of the following new Clause:  
 "2 The Company is to be a Public Company".
4. By re-numbering the existing Clauses 2, 3, 4, and 5 as Clauses 3, 4, 5, and 6 respectively.

Chairman .....



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 black lettering

\*Insert full name of Company

For official use

261

Company number

49139

Name of company

The Derby County Football Club Limited

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

The Derby County Football Club Public Limited Company

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

†delete as appropriate

Signed

*Michael Dwyer*

[Director] [Secretary] † Date

14/4/82

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.

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

For official use  
General section

Post room

19/04/82  
\* X 03

THE LONDON LAW AGENCY LIMITED

Company Registration Agents, Law Agents, Printers and Publishers  
TEMPLE CHAMBERS, TEMPLE AVE., LONDON, EC4Y 0HP Tel: 01-353 9431 (8 lines)

THE COMPANIES ACTS 1948 TO 1980

# 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

Please do not  
write in this  
binding margin

For official use

Company number

262

49139

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

Name of Company

The Derby County Football Club

Limited

MICHAEL JOHN DUNFORD

of 49 MAYPOLE LANE, LITTLEOVER, DERBY.

Delete as  
appropriate

being [the secretary] ~~or 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(11) 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

Derby

the

15<sup>th</sup>

day of

April

One thousand nine hundred and

eighty-two

before me

Thames

~~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

Michael Dunford

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

For official use  
General section

Post room

THE LONDON LAW AGENCY LIMITED

Company Registration Agents, Law Agents, Printers and Publishers  
TEMPLE CHAMBERS, TEMPLE AVE., LONDON, EC4Y 6HP Tel: 01-353 9471 (6 lines)

COMPANY LIMITED BY SHARES.

# Memorandum of Association

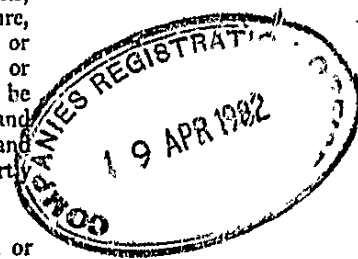
OF THE

## DERBY COUNTY FOOTBALL CLUB

PUBLIC LIMITED COMPANY

As amended by an Extra-Ordinary General Meeting on 19th January 1982 and by Board Resolutions on 20th March 1982.

1. The name of the Company is "THE DERBY COUNTY FOOTBALL CLUB PUBLIC LIMITED COMPANY".
2. The Company is to be a Public Company.
3. The Registered Office of the Company is situate in England and Wales.
4. The objects for which the Company is established are :-
  - (i) To acquire and take over, as a going concern, the Assets, Contracts, and Liabilities of the Unregistered Association now known as the "DERBY COUNTY FOOTBALL CLUB," and with a view thereto, to adopt and carry into effect an agreement dated the 11th day of August, 1896, made between ARTHUR WILSON (on behalf of the Derby County Football Club) of the one part, and JOHN DEAN (as Trustee of the Company) of the other part.
  - (ii) To promote the practice and play of Football, Cricket, Baseball, 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, 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.
  - (iii) 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.
  - (iv) To join in and promote competitions for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
  - (v) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated and to join or subscribe to any



- (vi) To co-operate or join with any person or persons, club, company, or association having the same or like objects in any manner and for any purpose which may be thought proper in furtherance of the objects of the Company.
- (vii) 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 arrangements 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.
- (viii) 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.
- (ix) 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 for admission to such ground or grounds, and generally to set out and manage the same as may be required for the objects of the Company.
- (x) To become if necessary a member of and subscribe to the Football Association, the Football League, or Football Alliance, or any other alliance, league or association having objects altogether or in part similar to those of the Company.
- (xi) To buy, sell, and deal in all kinds of apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.
- (xii) To ensure the players of the Company against accident for their own benefit.
- (xiii) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (xiv) To borrow and raise money by mortgage or charge of the property of the Company, and in particular by the issue of debentures or debenture stock of any description, and either with or without the whole of any part of the property or assets of the Company being given as security for such money, and generally in such manner and upon such terms as the Company shall think fit, and to pay off or re-borrow such money in such manner and upon such terms as may appear fit or expedient.
- (xv) To borrow any moneys required for the objects of the Company upon such securities, debentures, or otherwise, as may be determined.
- (xvi) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (xvii) To permit and allow any person or persons, club, or society to use and enjoy the said grounds, lands, buildings, pavilions, and stands, and other hereditaments of the Company, for such purposes and upon such terms and conditions as shall be fixed and determined.
- (xviii) To employ hire and pay contract or non-contract football players and also cricketers and other athletes and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate money at matches, sports and festivals, and for carrying out any other object which the Company shall think advisable.

(xiv) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, and to give pensions, gratuities, or charitable aid to any of the players, servants and other employees of the Company, or to the wives, children, or other relations of such persons, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

(xv) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of the Company, and to remunerate any person rendering services to the Company.

(xvi) To do all such other lawful acts and 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 £5,000 divided into 5,000 shares of £1 each, with power to increase or reduce the same, and to issue any part of the original or increased capital with such preferences, priorities, rights, or privileges, or subject to such restrictions, or with rights postponed or deferred, in such manner as the Company in general meeting may determine.

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.

<i>Names, Addresses and Description of Subscribers.</i>	<i>Number of Shares taken by each Subscriber.</i>
JOHN DEAN, 2, Park Bank, Duffield Road, Derby, Mercer and Draper	One.
ERNEST HENRY PEDLEY, 33, Wilfred Street, Derby, Solicitors Clerk	One.
WILLIAM CAMPION, 3, North Parade, Derby, Accountant's Clerk	One.
FREDERICK POTTER COPESTAKE, 17, Friar Gate, Derby, Grocer	One.
GEORGE STEVENS, 106, Osmaston Road, Derby, Railway Clerk	One.
CHARLES HENRY TAYLOR, 112, Osmaston Road, Derby, Surgeon	One.
ARTHUR FREDERICK LONGDON, 27, Hartington Street, Derby, Surgical Bandage Manufacturer	One.
Total Shares taken ..	Seven.

Witness to the above Signatures :

T. W. COXON.

Solicitor,

Derby.

Dated the 13th day of August, 1896.

\* As at 22nd March 1982 the authorised share capital of the Company was £100,000 divided into 100,000 Shares of £1 each. The issued capital on the same date stood at £50,000 divided into 50,000 Shares of £1 each.



# FILE COPY



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

No. 49139 / 264

I hereby certify that

THE DERBY COUNTY FOOTBALL CLUB PUBLIC LIMITED COMPANY

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

4TH JUNE 1982

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies

No. of Company: 49139 / 265

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE DERBY COUNTY FOOTBALL CLUB PLC

Passed the 7th day of June 1982

At an Extraordinary General Meeting of the Company, duly convened and held on the 7th day of June 1982, the following Resolution was proposed and passed as a SPECIAL RESOLUTION:-

RESOLUTION

- (a) Pursuant to Section 14 of the Companies Act 1980 and notwithstanding Article 28 of the Company's Articles of Association the Directors are hereby authorised to allot all or any part of the 50,000 unissued shares of £1 each in the capital of the Company by way of a Public Share Issue at the price of £10 per share (including a premium of £9 per share) and such authority shall expire on 31st May 1987 in so far as it shall not have been exercised prior to that date
- (b) Article 28 of the Articles of Association of the Company and Section 17 of the Companies Act 1980 shall not apply to the proposed issue of the said 50,000 shares of £1 each authorised by paragraph (a) of this resolution and such shares shall be offered to the public by way of a Prospectus and applications for allotment of such shares shall be dealt with by the Directors who may accept them wholly or in part or reject them wholly or in part on such terms as they in their absolute discretion may think fit

M. J. DUNFORD

Secretary



*Ans*

THE COMPANIES ACTS 1948 to 1981SPECIAL RESOLUTION

Pursuant to Section 141 and 143  
of the Companies Act 1948

DERBY COUNTY FOOTBALL CLUB P.L.C.

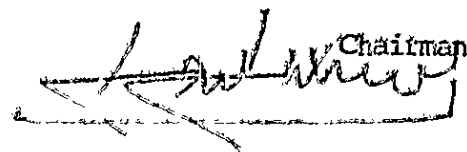
At an Extraordinary General Meeting of the above named Company  
duly convened and held at the Midland Hotel, Derby on Thursday,  
11th day of October, 1984 the under-mentioned resolutions  
were passed as Special Resolutions :-

1. Notwithstanding the provisions of Article 28 of the Articles of Association of the Company, the issue of 50,000 £1 shares by the Directors to Fivetell Limited on 13th August 1984 which were paid in cash at par be and the same is hereby approved.
2. a That the authorised share capital of the Company be and is hereby increased from £100,000 to £550,000 by the creation of (1) £150,000 Ordinary Shares of £1.00 each and of (2) £300,000 10% non cumulative Preference Shares £1.00 each carrying the same voting rights and rights as to dividend on liquidation as the Ordinary Shares in the Company.
- b That the Directors be and are hereby authorised as set out in (i)-(iii) below to exercise all the powers of the Company to allot relevant securities within the meaning of Section 14 of the Companies Act 1980 up to an aggregate nominal amount of £550,000.
  - (i) Generally and unconditionally as to £113,500 in nominal amount by way of Ordinary Shares.
  - (ii) Unconditionally, as to £36,500 in nominal amount by way of Ordinary Shares to Fivetell Limited on subscription at par.
  - (iii) Unconditionally, as to £300,000 in nominal amount by way of non cumulative 10% Preference Shares carrying the rights specified in Resolution 2(a) above to Fivetell Limited on subscription at par.

Provided that the authorities given by this Resolution shall expire on the day preceding the fifth anniversary thereof.

- c That the Directors be and are hereby authorised pursuant to Section 18 of the Companies Act 1980 to allot equity securities within the meaning of Section 17 of that Act pursuant to the authority given by paragraph (i) of Resolution 2(b) above as if Section 17(1) did not apply to the allotment.
- d That the said Section 17(1) shall not apply to the following allotments of equity securities within the meaning of the said Section 17.
  - (i) of £36,500 Ordinary Shares of £1.00 each to Fivetell Limited pursuant to the authority given by paragraph (ii) of Resolution 2(b) above.
  - (ii) of £300,000 10% non cumulative Preference Shares of £1.00 each to Fivetell Limited carrying the rights specified in Resolution 2(a) above pursuant to the authority given by paragraph (iii) of Resolution 2(b) above.

- 3 That Article 28 of the Articles of Association of the Company be and it hereby is deleted.

  
Chairman



## THE COMPANIES ACTS 1948 TO 1980

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding margin.Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

283

49139

Name of Company

DERBY COUNTY FOOTBALL CLUB PLC

Limited

\*delete if  
inappropriate\*delete as  
appropriate

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 11th October, 1984

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 450,000.00 beyond the registered capital of £ 100,000.00

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
150,000	Ordinary	£1.00
300,000	10% Non-cumulative Preference Shares	£1.00

(If any of the new shares are preference shares state whether they are redeemable or not)

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 follows:

Non-redeemable 10% Preference Shares  
carry same voting rights and rights as to  
dividend on liquidation as the Ordinary  
Shares in the Company.Please tick here if  
continued overleaf\*delete as  
appropriate

Signed

[Director] [Secretary] Date

11th October 1984

Presentor's name, address and  
reference (if any):FLINT, BISHOP & BARNETT,  
ROYAL OAK HOUSE,  
MARKET PLACE,  
DERBY.For official use  
General section

Post room



Company Number 49139

292

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DERBY COUNTY FOOTBALL CLUB plc.

passed the 16TH day of AUGUST 1985 at an Extra Ordinary General Meeting of the above named Company, duly convened and held at the Midland Hotel, Derby on 16TH day of AUGUST 1985.

The following Resolution was duly passed:

That the authorised share capital of the Company be and is hereby increased from £550,000 to £800,000 by the creation of 250,000 preferred non voting Ordinary Shares of £1 each such shares to carry no voting rights and to have the right to repayment of their par value on liquidation prior to holders of ordinary shares and to rank pari passu with ordinary shares for the purposes of dividends.

SIGNED ..... *Nickie Vunford* ..... SECRETARY

OF ..... Derby County Football Club plc. ....

DATE ..... 17.10.86 .....



**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

To the Registrar of Companies

For official use

Company number

[2413]

49139

Name of company

\* THE DERBY COUNTY FOOTBALL CLUB PUBLIC LIMITED COMPANY

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 16th August 1985 the nominal capital of the company has been  
increased by £ 250,000 beyond the registered capital of £ 550,000.

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

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:

As per attached

Please tick here if  
continued overleaf† delete as  
appropriate

Signed

[Director][Secretary]† Date 17/10/86

Presenter's name address and  
reference (if any):For official Use  
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Post room



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TELEX 970313

Company Number 49139

294

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DERBY COUNTY FOOTBALL CLUB plc.

passed the 3RD MAY 1986 at an Extra Ordinary General Meeting of the above named Company, duly convened and held at The Baseball Ground, Derby on 3RD MAY 1986.

The following Resolution was duly passed.

That the authorised share capital of the Company be and is hereby increased from £800,000 to £1,400,000 by the creation of 300,000 Ordinary Shares of £1 each to rank pari passu with existing ordinary shares and 300,000 2½% non voting preference shares such shares to carry no voting rights and to have the right to repayment of their value on liquidation prior to any payment to holders of preferred non voting ordinary shares and holders of ordinary shares and to have the right to receive a fixed non cumulative dividend of 2½% per annum prior to any dividend being paid to the holders of preferred ordinary and ordinary shares.

SIGNED ..... *Michael Wignall* ..... SECRETARY

OF ..... Derby County Football Club plc. ....

DATE ..... 17/10/86 .....  
17/10/86





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

To the Registrar of Companies

For official use

Company number

21915

49139

Name of company

\* THE DERBY COUNTY FOOTBALL CLUB PUBLIC LIMITED COMPANY

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 3rd May 1986 the nominal capital of the company has been  
increased by £ 600,000 beyond the registered capital of £ 800,000.

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

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:

As per attached

Please tick here if  
continued overleaf



† delete as  
appropriate

Signed

*Michael [Signature]*

[Director] [Secretary] † Date

17/10/86

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JORDAN & SONS LIMITED  
MANCHESTER  
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TELEX 330103



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General Section

Post room





Company Number 49139

296

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DERBY COUNTY FOOTBALL CLUB plc.

passed the 19TH day of SEPTEMBER 1986 at an Extra Ordinary General Meeting of the above named Company, duly convened and held at the Pennine Hotel, Macklin Street, Derby on 19TH day of SEPTEMBER 1986.

The following Resolution was duly passed:

That the authorised share capital of the Company be and is hereby increased from £1,400,000 to £2,000,000 by the creation of 200,000 Ordinary Shares of £1 each and 400,000 2½% non voting preference shares of £1 each, to rank respectively pari passu with existing shares of those classes.

SIGNED ..... *Udai Singh* ..... SECRETARY  
OF Derby County Football Club plc. ....  
DATE ..... 17/10/86 .....



# 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

To the Registrar of Companies

For official use

Company number

921917

49139

Name of company

\* THE DERBY COUNTY FOOTBALL CLUB PUBLIC LIMITED COMPANY

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 19th September 1986 the nominal capital of the company has been  
increased by £ 600,000 beyond the registered capital of £ 1.4 million.

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

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:

As per attached

Please tick here if  
continued overleaf

☐

† delete as  
appropriate

Signed

*Michael Vignani*

[Director][Secretary]† Date

7/10/86

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JORDAN & SONS LIMITED  
JORDAN HOUSE  
BIRMINGHAM B3 3QJ  
TELEPHONE 0121 253 3333  
TELEX 930133



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

For official Use  
General Section

Post room



# G

COMPANIES FORM No. 122

# 122

## Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

--	--	--	--	--

49139

Name of company

\* DERBY COUNTY FOOTBALL CLUB PUBLIC LIMITED COMPANY

\*Insert full name  
of company

gives notice that:

Special Resolution passed at an Extra-Ordinary General Meeting held on  
16th August 1985, that:

300,000 10% non cumulative Preference Shares of £1 each carrying the  
same voting rights and rights as to divided on liquidation as the  
Ordinary Shares of the Company and forming part of the authorised  
share capital of the company at present held by Fivetell Limited  
be converted to 300,000 Ordinary Shares of £1 each.

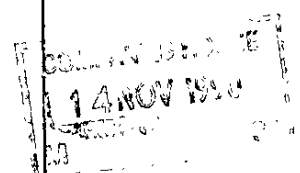
†Delete as  
appropriate

Signed

[Director][Secretary]† Date 9/11/90.

Presenter's name, address and  
reference (if any):For official use  
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Post room



The Stationers' Law Stationery Society plc, Oyez House, 27 Chancery Street, London EC1 5TS

Companies G122

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49139

HELD AT	ON	TIME
PENNINE HOTEL DERBY	FRIDAY, 19TH SEPTEMBER 1986	7.30 p.m.

MINUTES OF AN EXTRA-ORDINARY GENERAL MEETING

HELD AT THE PENNINE HOTEL, DERBY

ON FRIDAY, 19TH SEPTEMBER 1986

AT 7.30 p.m.

PRESENT - Mr. A. S. Webb - In the Chair

Mr. F. W. Fern  
Mr. J. N. Kirkland  
Mr. W. Hart  
Mr. T. J. East  
Mr. G. Glossop  
Mr. C. Charlton  
Mr. C. McKerrow  
Mr. M. McGarry

IN ATTENDANCE

Mr. M. J. Dunford - Secretary  
Mr. A. Willis - Solicitor  
Mr. M. Allen - Accountant  
81 Shareholders

APOLOGIES FOR ABSENCE

Apologies for absence were received from Chairman Mr. Ian Maxwell and Mr. B. E. Fearn.

NOTICE CONVENING THE MEETING

The Secretary read the Notice Convening the Meeting.

ITEM 1 - SPECIAL RESOLUTION

The authorised share capital of the Company be increased from £1,400,000 to £2,000,000 by the creation of 200,000 Ordinary shares of £1 each and 400,000 2½% non voting preference shares of £1 each, to rank respectively pari passu with existing shares of those classes.

Mr. M. McGarry proposed this Resolution. This was seconded from the floor and carried unanimously by the meeting.

ITEM 2 - SPECIAL RESOLUTION

The consent of all the Holders of issued preferred non voting ordinary shares (hereinafter referred to as PNVO Shares) having been obtained:

- a) the 30,000 PNVO shares registered in the name of Fivetell Limited be converted into ordinary shares of £1 each and
- b) the remaining 220,000 PNVO shares of £1 each be converted into 2½% non voting preference shares of £1 each,

to rank pari passu respectively with existing shares of those classes.

19 SEP 1986  
M  
OF

THE PENNINE HOTEL DERBY

FRIDAY, 19TH SEPTEMBER 1986

7.30 p.

- 2 -

ITEM 2 continued

Mr. J. N. Kirkland proposed this Resolution. This was seconded from the floor and carried unanimously by the meeting.

ITEM 3 - SPECIAL RESOLUTION

The Directors be authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities within the meaning of Section 80 of the Companies Act 1985 up to an aggregate amount of £1,010,432, provided that the authority given by this Resolution shall expire on the day preceding the fifth anniversary thereof.

Mr. C. McKerrow proposed this Resolution. This was seconded from the floor and carried unanimously by the meeting.

ITEM 4 - SPECIAL RESOLUTION

Section 89(1) of the Companies Act 1985 should not apply to allotment of equity securities within the meaning of the said Section 89 issued pursuant to the preceding Resolution.

Mr. T. East proposed this Resolution. This was seconded from the floor and carried unanimously by the meeting.

Mr. Webb, in the Chair, then closed the formal business for the evening and introduced Mr. Arthur Cox, Manager, to answer questions relating to Team matters.

CHAIRMAN .....

**Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares**

122

Please do not  
write in  
this margin

**Pursuant to section 122 of the Companies Act 1985**

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

**To the Registrar of Companies**

For official use

**Company number**

491.39

Name of company

\* DERBY COUNTY FOOTBALL CLUB Plc.

\* insert full name  
of company

**gives notice that:**

At the Extra Ordinary General Meeting held on 19th September 1986 the following resolution was adopted by the Shareholders:

The consent of all the Holders of issued preferred non voting ordinary shares (hereinafter referred to as PNVO shares) having been obtained:

- (a) the 30,000 PNVO shares registered in the name of Fivetell Limited be converted into ordinary shares of £1 each
- (b) the remaining 220,000 PNVO shares of £1 each be converted into 2½% non voting preference shares of £1 each.

to rank pari passu respectively with existing shares of those classes.

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Feedland) as  
appropriate

**Signed**

**Designation#**

COMPANY  
SECRETARY

Date \_\_\_\_\_

7112/90

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

**For official Use  
General Section**

### Post room

COMPANIL  
10 DEC 1990

49139

ASSEMBLY ROOMS, DERBY

SATURDAY 22ND OCTOBER 1990

11.00 a.

MINUTES OF AN ANNUAL GENERAL MEETING

HELD AT THE ASSEMBLY ROOMS, DERBY

ON SATURDAY, 22ND OCTOBER 1990

AT 11.00 A.M.

PRESENT: MR. I. R. C. MAXWELL  
MR. A. S. WEBB  
MR. F. W. FERN  
MR. J. N. KIRKLAND  
MR. W. HART  
MR. G. GLOSSOP  
MR. C. R. CHARLTON  
MR. C. W. MCKERROW  
MR. B. E. FEARN  
MR. M. MCGARRY

IN ATTENDANCE: MR. M. J. DUNFORD - SECRETARY  
MR. A. WILLIS - SOLICITOR  
MR. M. ALLAN - CITROEN WELLS & CO.

150 SHAREHOLDERS  
12 MEMBERS OF THE PRESS

APOLOGIES

Apologies for absence were received from Mr. Robert Maxwell, Chairman.

Mr. I. R. C. Maxwell chaired the Meeting.

NOTICE CONVENING THE MEETING

The Notice convening the Meeting was taken as read.

MINUTES OF THE PREVIOUS MEETING

The Minutes of the previous meeting held on 11th November 1989 were taken as read.

ITEM 1 - TO RECEIVE THE REPORT AND ACCOUNTS FOR THE YEAR END 31ST MAY 1990

Mr. M. Allan of Citroen Wells & Co. read the Auditors report. The Report and Accounts were duly received by the Meeting. Brief questions on the Accounts were taken from the floor.

Mr. G. Barnes made the point in relation to the salaries of the senior players and said that in his opinion Derby County could not continue to pay such high salaries if the capacity of the Baseball Ground was not increased and in turn higher attendance levels attracted and asked the Deputy Chairman as to whether there was any news as to the prospect of a major new stand development at the Baseball Ground.

COMPANIES HOUSE

15 DEC 1990

M

20

HEADLINE	ON	TIME
ASSEMBLY ROOMS, DERBY.	SATURDAY 22ND OCTOBER 1990	11.00 a.m.

- 2 -

# ITEM 1 continued

The Deputy Chairman answered by saying that he accepted this point but if the Club wished to retain their top players then the 'going rate' must be paid and in respect of the suggested development the Club were still awaiting the final results of a feasibility study. It was a well known fact that many clubs had in the past gone down the road of building new stands only to suffer the dire financial consequence at a later date - a prime example of this being Wolverhampton Wanderers. If Derby County were to pursue such a project then the scheme would have to be a multi party venture. He wished to emphasize, however, that the Board had a firm commitment to continue to uphold the highest safety standards within the Baseball Ground and assured shareholders that the Club would not compromise on safety at any price.

Mr. Beckett took the floor and asked as to whether all contracts between the Club and Directors of the Company were subject to competitive tendering. The Deputy Chairman assured the meeting that in keeping with normal commercial practise the Club undertook a policy of competitive tendering for all contracts and thus had been able to negotiate some extremely attractive agreements and placed on record his thanks to Mr. J. N. Kirkland's company Bowmer & Kirkland for the extended credit terms that the Club had enjoyed in recent years.

A Shareholder raised the point over his objection to the Chairman's Statement in the Accounts "that if it were not for the Maxwell family and certain members of the Board of Directors including Stuart Webb Derby County would have been relegated in March 1984 to the dustbin of history from whence there is no return". The Deputy Chairman was told that if the Club had acquired additional players then in turn the supporters would support the Club in greater numbers and in fact very few First Division players could boast an attendance level of 70% capacity. He went on to ask why the Chairman had seen fit to loan money to Tottenham whilst at the same time no money was being made available to Derby County. The Deputy Chairman replied that the Club had in the past been heavily supported by the Maxwell family and whilst Derby County was a wonderful Club, shareholders could not expect any further Maxwell family investment. It was always the intention of the Maxwell family to act in a responsible manner and they would not allow the Club to be put back into the dark ages as far as the financial affairs of the Club were concerned. Mr. Maxwell then stated that despite recent press speculation the Club had not as yet been sold and the reported £8 million asking price was pure media speculation as in all sales the final negotiated figures should be a private matter left between the interested parties.

Mr. Fowkes, Secretary of the Shareholders Association, suggested that on close analysis of the accounts it became apparent that with the present level of income and assuming expenditure levels remained at the present level, then it was most unlikely that the Club could hope to make more than a negligible trading profit.



MEETING  
SEMBLY ROOMS DERBY

ON  
SATURDAY 22ND OCTOBER 1990

11.00 a.m.

- 3 -

ITEM 2 - TO ELECT A DIRECTOR

In accordance with the provisions of the Articles of Association, Mr. I. R. Maxwell was retiring by rotation and being eligible offered himself for re-election.

Mr. A. S. Webb proposed that Mr. Maxwell be re-elected. This was seconded from the floor but on a show of hands the resolution was substantially defeated. The Deputy Chairman then addressed the meeting stating that a poll had been requisitioned, however in view of the fact that a proxy vote amounting to over 76% of the ordinary share capital had been deposited with the Secretary was in favour of the Resolution, was it the wish of the meeting to proceed? In light of this information the shareholders agreed to waive their rights for a formal poll and the resolution was duly carried by virtue of the proxy votes held by the Chairman.

ITEM 3 - TO ELECT A DIRECTOR

In accordance with the provisions of the Articles of Association, Mr. G. Glossop was retiring by rotation and being eligible offered himself for re-election.

Mr. C. Charlton proposed that Mr. Glossop be re-elected. This was seconded from the floor and carried by the meeting.

ITEM 4 - TO ELECT A DIRECTOR

In accordance with the provisions of the Articles of Association, Mr. C. Charlton was retiring by rotation and being eligible offered himself for re-election.

Mr. B. E. Fearn proposed that Mr. Charlton be re-elected. This was seconded from the floor and carried by the meeting.

Item 5 - TO RESOLVE THAT CITROEN WELLS & CO. BE RE-APPOINTED AUDITORS OF THE COMPANY AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE COMPANY'S NEXT ANNUAL GENERAL MEETING AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS

Mr. J. Kirkland proposed the Resolution. This was seconded from the floor and carried by the meeting.

ITEM 6 - SPECIAL RESOLUTION

The Directors be authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities within the meaning of Section 80 of the Companies Act 1985 up to an aggregate amount of £827,432 provided that the authority given by this Resolution shall expire on the day preceding the fifth anniversary thereof.

The Deputy Chairman proposed the Special Resolution. This was seconded from the floor and carried by the meeting.

- 4 -

ITEM 7 - SPECIAL RESOLUTION

Section 89(1) of the Companies Act 1985 shall not apply to allotment of equity securities within the meaning of the said Section 89 issued pursuant to the preceding resolution.

The Deputy Chairman proposed the Special Resolution. This was seconded from the floor and carried by the meeting.

The Deputy Chairman closed the formal business of the Meeting and invited Mr. Arthur Cox, Manager, to answer questions relating to Team matters.

CHAIRMAN .....

49139

THE DERBY COUNTY FOOTBALL CLUB PUBLIC LIMITED COMPANY

FE 930K

HELD AT	ON	TIME
THE MIDLAND HOTEL, DERBY.	SATURDAY, 14 DECEMBER 1991	10.30

- 3 -

ITEM 7 - TO APPOINT MOORE STEPHENS & COMPANY AS AUDITORS OF THE COMPANY IN PLACE OF RETIRING AUDITORS CITROEN WELLS & CO. TO HOLD OFFICE UNTIL THE CONCLUSION OF THE COMPANY'S NEXT ANNUAL GENERAL MEETING AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS.

It was unanimously agreed that Moore Stephens & Company be appointed Auditors of the Company.

ITEM 8 - SPECIAL RESOLUTION

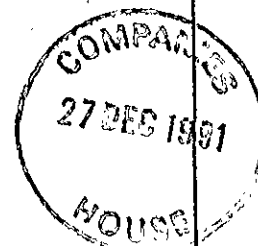
The Company be re-registered as a Private Company under the Companies Act 1985, as amended, and that its Memorandum and Articles of Association be amended by deleting the existing Memorandum and Articles of Association in their entirety and substituting therefore a new Memorandum and New Articles of Association in the form produced to the meeting and initialled by the Chairman for the purposes of identification.

It was unanimously agreed that this Special Resolution be carried.

I hereby certify that this is a true record of the proceedings of the Annual General Meeting on 14th December 1991

SECRETARY .....

*Handwritten signature*



**G****COMPANIES FORM No.53****Application by a public company  
for re-registration as a private  
company****53**Please do not  
write in  
this margin

Pursuant to section 53 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

49139

Name of company

\* insert existing full  
name of company

\* THE DERBY COUNTY FOOTBALL CLUB PUBLIC LIMITED COMPANY

§ insert full name of  
company amended to  
make it appropriate  
for this company  
as a private limited  
company

applies to be re-registered as a private company by the name of §

THE DERBY COUNTY FOOTBALL CLUB LIMITED

c delete if previously  
presented for  
registration

and, for that purpose, delivers the following document(s) for registration:

[1 Copy of the special resolution that the company be re-registered as a private company.] 0

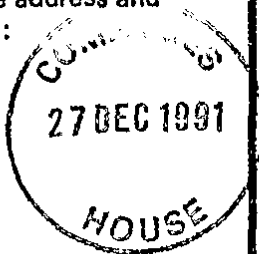
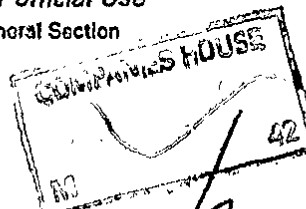
2 Printed copy of the memorandum and articles of association as altered by the special resolution that  
the company be re-registeredSPECIAL RESOLUTIONS PASSED AT THE ANNUAL  
GENERAL MEETING OF THE COMPANY HELD ON  
14TH DECEMBER 1991† delete as  
appropriate

Signed

*Michael W. J. O'Connell*

[Director][Secretary]† Date

16/12/91

Presenter's name address and  
reference (if any):For official Use  
General Section

Post room



£50 RBS/250/000958

49139

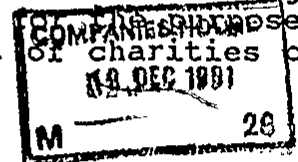
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
THE DERBY COUNTY FOOTBALL CLUB LIMITED

(A Special Resolution was passed on [14/12/91] 1991 to re-register the Company as a private limited company and to amend its objects)

1. The Company's name is "THE DERBY COUNTY FOOTBALL CLUB LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The object of the company is to carry on business as a general commercial trading company. Without prejudice to the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following objects:
  - (a) To carry on the business of a Football Club in all branches thereof and to promote the practice and play of Football, Cricket, Baseball, 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, 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.
  - (c) To join in and promote competitions for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.



ESF

- (d) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated and to joint or subscribe to any union or association for the like objects.
- (e) To co-operate or join with any person or persons, club, company, or association having the same or like objects in any manner and for any purpose which may be thought proper in furtherance of the objects of the Company.
- (f) 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.
- (g) 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 for admission to such ground or grounds, and generally to set out and manage the same as may be required for the objects of the Company.
- (h) To become if necessary a member of and subscribe to the Football Association, the Football League or any other alliance, league or association having objects altogether or in part similar to those of the Company.
- (i) To buy, sell and deal in all kinds of apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.
- (j) To ensure the players of the Company against accident for their own benefit.
- (k) To permit and allow any person or persons, club, or society to use and enjoy the grounds, lands, buildings, pavilions, and stands and other hereditaments of the Company, for such purposes and upon such terms and conditions as shall be fixed and determined.
- (l) To employ amateur football players, cricketers, and other athletes, and to hire, employ, and pay professional football players, cricketers, and other professional athletes, and also employees and workmen for attending to the ground or grounds for the time being of the Company, taking gate money at matches, sports and festivals, and for carrying out any other object which the Company shall think advisable.
- (m) To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

- (n) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (o) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (p) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (q) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (r) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (s) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or

guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (t) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (u) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (v) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (w) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (x) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.



- (y) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (z) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (aa) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (bb) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (cc) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (dd) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (ee) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages,

facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (ff) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (gg) To distribute among the members of the Company in kind any property of the Company of whatever nature.
- (hh) To procure the Company to be registered or recognised in any part of the world.
- (ii) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (jj) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or

inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
  - (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
  - (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
  5. The capital of the Company £2,000,000 is divided into 1,080,000 ordinary shares of £1 each and 920,000 2½% non-voting preference shares of £1 each, with power to increase or reduce the same, and to issue any part of the original or increased capital with such preferences, priorities, rights, or privileges, or subject to such restrictions, or with rights postponed or deferred, in such manner as the Company in general meeting may determine.

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 our respective names.

Names, addresses and description of Subscribers	Number of Shares taken by each Subscriber
JOHN DEAN 2, Park Bank, Duffield Road, Derby, Mercer and Draper	One
ERNEST HENRY PEDLEY 33, Wilfred Street, Derby, Solicitor's Clerk	One
WILLIAM CAMPION 3, North Parade, Derby, Accountant's Clerk	One
FREDERICK POTTER COPESTAKE 17, Friar Gate, Derby, Grocer	One
GEORGE STEVENS 106, Osmaston Road, Derby, Railway Clerk	One
CHARLES HENRY TAYLOR 112, Osmaston Road, Derby, Surgeon	One
ARTHUR FREDERICK LONGDON 27, Hartington Street, Derby, Surgical Bandage Manufacturer	One
Total Shares taken:	Seven

Dated the 13th day of August 1896

Witness to the above signatures:-

T W Coxon  
Solicitor  
Derby

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
THE DERBY COUNTY FOOTBALL CLUB LIMITED

(Adopted by Special Resolution passed on [14/12/] 1991)

INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

'THE ACT' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

'TABLE A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended.

TABLE A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 3,24,35,73 to 81 inclusive, 94, 95 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4. The provisions of section 89(1) of the Act shall not apply to the Company.
5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares.
7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
8. No share shall be sub-divided and in case two or more persons are registered as the holders of any share the first named of such persons shall alone be entitled to delivery of the certificate thereof and to any

privileges attaching to shareholders and the Company shall not make any bonus issue or pay any capital dividend without the written consent of the Council of the Football Association.

#### PROCEEDINGS AT GENERAL MEETING

9. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
10. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
11. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

#### QUALIFICATION AND REMUNERATION OF DIRECTORS

12. A director shall not be required to hold any qualification shares in the Company.
13. No director shall be entitled to receive any remuneration in respect of his office as a director or as an employee of the Company provided that the directors may appoint any one or more of their number to act in an executive capacity and any director so appointed may, subject to his terms of appointment being notified to and approved by the Football Association, receive remuneration from the Company in consideration of such appointment.

#### POWERS AND DUTIES OF DIRECTORS

14. Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.

15. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

16. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.
17. The office of a director shall be vacated:
- (a) if by notice in writing to the Company he resigns the office of director; or
  - (b) if he is suspended by the Football Association from taking part in football management; or
  - (c) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period; or
  - (d) if he becomes bankrupt or enters into any arrangement with his creditors; or
  - (e) if he is prohibited from being a director by an order made under any provision of the Act; or
  - (f) if he becomes of unsound mind; or
  - (g) if he is removed from office under article 14.
18. Unless and until otherwise determined by the Company or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to

DERBY COUNTY FOOTBALL CLUB

Rider to new Articles of Association

PRESIDENT, VICE PRESIDENT AND ASSOCIATE DIRECTORS

- 2.1 The board of directors of the Company may appoint a president and one or more vice presidents and one or more associate directors of the Company. The terms and conditions of such appointments shall be determined by the board of directors provided that any such appointee shall not be a director of the Company and shall not be entitled to attend meetings of the directors except at the invitation of the directors and when present at such meetings he shall not be entitled to vote nor be counted in the quorum. Any such appointee shall cease to hold office if the directors so resolve at any time.

Renumber existing articles 21-23 as 22-24.



1000132

give to the members notice of the age of any director or person proposed to be appointed as such.

#### PROCEEDINGS OF DIRECTORS

19. Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
20. The following sentence shall be added to regulation 72 of Table A:

Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the company.

#### DIVIDENDS

21. 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 (3) years (that is to say, the past three (3) consecutive years). At the date of adoption of these new Articles of Association the maximum dividend payable in respect of any share in any year prescribed by the Football Association is fifteen per cent (15%) of the amount credited as paid upon such share.

#### WINDING UP

22. On the winding-up 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 ratably, so that the loss shall fall upon the members in proportion to the amount called up upon their shares respectively and no member shall be entitled to have any call made upon other members for the purpose of adjusting his right; but where any call 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 upon their shares, the balance shall be given to the Football Association Benevolent Fund, or to some other club or institution in Derbyshire having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within Derbyshire, 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 Company, 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 Company, 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 Company with the consent of the Council of the Football Association, as then existing, shall determine.

23. INDEMNITY AND INSURANCE

Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. The Company may purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

---

JOHN DEAN 2, Park Bank, Duffield Road, Derby, Mercer and Draper

ERNEST HENRY PEDLEY 33, Wilfred Street, Derby, Solicitor's Clerk

WILLIAM CAMPION 3, North Parade, Derby, Accountant's Clerk

FREDERICK POTTER COPESTAKE 17, Friar Gate, Derby, Grocer

GEORGE STEVENS 106, Osmaston Road, Derby, Railway Clerk

CHARLES HENRY TAYLOR 112, Osmaston Road, Derby, Surgeon

ARTHUR FREDERICK LONGDON 27, Hartington Street, Derby, Surgical Bandage Manufacturer

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Dated the 13th day of August 1896

Witness to the above signatures:-

T W Coxon  
Solicitors  
Derby



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

No 49139

I hereby certify that

THE DERBY COUNTY FOOTBALL CLUB LIMITED

formerly registered as a public company has this day  
been re-registered under the Companies Act 1985 as a  
private company, and that the Company is limited.

Given under my hand at Cardiff the 7th January 1992

A handwritten signature in dark ink, appearing to read 'M B May'.

M. B. MAY (MRS.)

An Authorised Officer

**G**

COMPANIES FORM No. 155(6)a

**Declaration in relation to  
assistance for the acquisition  
of shares****155(6)a**Please do not  
write in this  
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

49139

Name of company

Note  
Please read the notes  
on page 3 before  
completing this form

\* THE DERBY COUNTY FOOTBALL CLUB LIMITED

Insert full name  
of companyInsert name(s) and  
address(es) of all  
the directors

~~Met~~ LIONEL VICTOR PICKERING of Ednaston Manor, Brailsford, Derbys;  
BRIAN ERVIN FEARN of The Lodge, Yewlands, Hoddesdon, Herts;  
COLIN WILLIAM MCKERROW of 8 Thornton Road, Wimbledon, London SW19 4NE;  
WILLIAM HART of 1 Somersall Willow, Somersall Lane, Chesterfield, Derbys;  
JOHN NIGEL KIRKLAND of Wigwall Grange, Wirksworth, Derby;  
MICHAEL DAVID MILLS of Willowcroft, 18 Menin Road, Allestree, Derby;  
ARTHUR COX of 16 Park Road, Barton under Needwood, Staffs.

Delete as  
appropriateDelete whichever  
is inappropriate~~[the sole director]~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

- ~~(a) that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1979;~~  
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom;~~  
(c) something other than the above:

The company is proposing to give financial assistance in connection with the acquisition of shares in it

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the purpose of that acquisition].The number and class of the shares acquired or to be acquired is: 739,000 Ordinary Shares  
of £1 each and 433,568 2½% non-voting preference shares of £1 each.Presenter's name, address and  
reference (if any):

For official use

General Section

Post room

The assistance is to be given to: (note 2) \_\_\_\_\_

DCFC LIMITED (Registered in England No 2606421)

of The Baseball Ground, Shaftesbury Crescent,  
Derby DE3 8NB.

Please do not  
write in  
this margin.

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legibly, preferat  
in black type, or  
bold block letter

The assistance will take the form of:

Payments being made on behalf of the Company

The person who [has acquired] [~~will acquire~~]\* the shares is:

DCFC LIMITED, as above

\*Delete as  
appropriate

The principal terms on which the assistance will be given are:

Advances to the Company from time to time in order to pay  
interest in respect of, and repay the loan taken out by DCFC to  
fund the acquisition consideration.

The amount of cash to be transferred to the person assisted is £ 3500,000 =

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is 31<sup>st</sup> January 1992

Page

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write in  
this margin

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

Delete either (a) or  
(b) as appropriate

~~1/~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) ~~1/~~ We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)

(b) ~~[It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]† (note 3)~~

And ~~1/~~ we 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 the Beeston & Gurnell  
in the City of Derby

the 14th day of January

One thousand nine hundred and twenty four

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor ~~having the powers conferred on a Commissioner for Oaths.~~

Declarants to sign below

Lionel Victor Pickering

[Signature]

Brian Ervin Fearn

[Signature]

Colin William McKerrow

[Signature]

William Hart

[Signature]

John Nigel Kirkland

[Signature]

Michael David Mills

Arthur Cox

[Signature]

#### NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

**AUDITORS REPORT**  
**TO THE DIRECTORS OF DERBY COUNTY FOOTBALL CLUB LIMITED**  
**IN ACCORDANCE WITH SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the Directors dated 14th January 1992 in connection with the proposal that the Company should give financial assistance in connection with the acquisition of the entire issued share capital of the Company and the discharge of the consequent liabilities incurred by D.C.F.C. Limited.

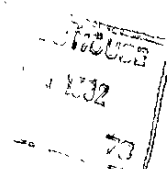
We have enquired into the state of affairs of The Derby County Football Club Limited at 31st December 1991, so far as necessary for us to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the Directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Steward House,  
Sydenham Road,  
Guildford,  
Surrey GU1 3SR.

*17088 Stephens*  
MOORE STEPHENS  
Chartered Accountants  
Registered Auditor

24/1/92







## CITROEN WELLS

Devonshire House, 1 Devonshire Street, London WIN 2DR  
Telephone 071-637 2841, Fax 071-637 1206, Telex 25495

Our Ref: FL811.01

16th January 1992

The Secretary  
Derby County Football Club PLC  
The Baseball Ground  
Derby DE3 8NB

REGISTER  
No. 49139

Dear Sir,

### COMPANIES ACT 1985

As required by the Companies Act we write to confirm that in connection with the termination of our appointment as auditors of the Derby County Football Club PLC there are no circumstances in connection with that termination which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

CITROEN WELLS

