

London Town Football

COMPANY, LIMITED.

28500

26 JUN 1897

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55

Vict., cap. 39, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is

Two Shillings for every £100 or fraction of £100.)

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

Presented for registration by

John H. Hobson

9 Essex Street Strand WC

45



The NOMINAL CAPITAL of the

Swindon Town Football

Company, Limited,

is £ 1,500 , divided into 3000 shares of £ 10/-

each.

Signature

Footlake & Hobson

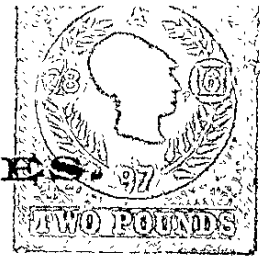
Description

Solicitors

Date

26 June 1897

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



COMPANY LIMITED BY SHARES

Memorandum of Association

OF THE

SWINDON TOWN FOOTBALL COMPANY, LIMITED.

REGISTERED
28501
26 JUN 1897

1. The name of the Company is "THE SWINDON TOWN FOOTBALL COMPANY, LIMITED."

2. The registered office of the Company will be situate in England.

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

- (1). To purchase or otherwise acquire the football and athletic ground and all other the property and effects of the Swindon Town Football Club, and to take over the same as a going concern, and acquire and undertake its assets and liabilities of every kind.
- (2). To acquire from time to time by purchase or on lease, or otherwise, lands, hereditaments, or other property of any description which may be deemed suitable for all or any of the purposes of the Company, and generally to acquire by purchase, lease, exchange, hire or otherwise any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of the Company, or in furthering the objects thereof.
- (3). To form, lay out, level, drain, plant, embellish, build upon, or otherwise improve, fit up, and adapt and maintain all or any part of any lands of the Company as athletic, recreation, or pleasure grounds, and for all or any purposes hereinafter named, or purposes of a similar kind.
- (4). To carry on or promote the business of any ground of the Company for the purpose of a football ground, cricket, or tennis ground, bicycle or running ground, or any place or places for gymnastics, bowling, golf, croquet, athletic sports, or any of them, or for any other amusement, recreation, game, pastime, sport or object whatsoever which may from time to time be determined upon by the Directors.
- (5). To provide and arrange for football, cricket, cycling and other matches, contests, exhibitions, concerts, and such other entertainments and amusements as may be deemed expedient, and in particular to hold football matches at Swindon or elsewhere, and for the purposes aforesaid to engage, establish, and maintain teams of players, whether composed of amateur or professional players, or partly of one and partly of the other, and in holding matches or athletic sports to give at such sports prizes in money or in kind, and to become a Member of and subscribe to the English Football Association, or any other Association, League, or Alliance, having objects altogether or in any respect similar to those of this Company, and also to insure the players of the Company against accident for their own benefit, and also to set apart any match or other meeting or entertainment, or the profits or portion of the profits arising from any match, meeting or entertainment for the benefit of any charity or charitable institution or purpose, or for the benefit of any player engaged by the Company, or for the benefit of any other person or persons whether a player or not, as the Directors may from time to time determine ; and also to recompense any player who shall receive injury while engaged in playing football for the Company, or in or about the business or engagements of the Company, or in case of the decease of any player owing to such injury to recompense any person or persons whom the Directors shall consider has or have suffered pecuniary loss by his death, and also (out of the balance of profits for any year after payment of a dividend of at least 5 per cent.) to give to any charitable institution or for any charitable purpose such amount or amounts as shall be determined upon by resolution of a General Meeting, and subject to any condition which may be annexed to any such gift by the terms of such resolution.

26 JUN 1897

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- (6). To carry on the business of hotel restaurant and refreshment house proprietors and caterers, and for that purpose to buy and sell comestibles, wines, spirits and beverages of all kinds, and either conduct the same under the immediate control of the Company, or by management, sub-contracting or otherwise.
 - (7). To sell, convey, assign, demise, underlet, mortgage, dispose of, develop, use or otherwise deal with or turn to account or profit the whole or any portion of the lands, buildings and premises, or other property, real or personal, of the Company as may from time to time be deemed necessary or expedient.
 - (8). To draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
 - (9). To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, or by way of mortgage or charge upon all or any of the property of the Company, including its uncalled capital.
 - (10). To acquire by purchase, amalgamation, co-operation or otherwise, any share or other interest in any business (within the objects of this Company) of any other Company, or any person or persons, club or other body, or to sell the undertaking of the Company as a going concern, and for the purposes aforesaid to accept on behalf of the Members or otherwise, and to hold shares, debentures or securities of the purchasing, or in any other Limited Company.
 - (11). To promote any Company or Companies for the purpose of acquiring and undertaking all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
 - (12). To invest, if thought fit, and deal with the moneys of the Company not immediately required upon such securities, and in such manner as may from time to time be determined.
 - (13). To lend money to such person or persons, and on such terms as may seem expedient, and in particular to persons having engagements and dealings with the Company.
 - (14). To raise money by subscriptions, and to grant any rights and privileges to subscribers.
 - (15). To transact and do all such other things as are incidental or conducive to the above objects or any of them.
4. The liability of the Members is limited.
5. The nominal Capital of the Company is £1,500, divided into 3,000 Shares of 10s. each, with power to issue any of such Shares or the Shares in any increased Capital with such preference, priority, restrictions or conditions as to Dividend or Capital, or both, as the regulations of the Company from time to time may provide.

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 Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>Mr. Reynolds</i> <i>The Spinnery</i> <i>Ernest C. Murray</i> <i>Swindon</i> <i>Willesden</i> <i>Town Mills</i> <i>Swindon</i>	<i>four</i> <i>four</i>
<i>Harold Thomas</i> <i>Lytle Hotel</i> <i>Swindon</i> <i>Hotel Proprietor</i>	<i>four</i>

Name, Address and Description of Subscribers

Number of Shares taken by each Subscriber

Wm H Lawson
1 London St
New Swindon
Railway Clerk

Four

Georg. F. Major
Beacon St
New Swindon

Mechanic

Four

Samuel Allen
Ford Street

New Swindon
Railway Clerk

Four

Charles Williams
Princes Street
Swindon
Builder

Four

Witness to the signature of the said William Reynolds and
Charles Williams Herbert W. Rose
Robertson
Swindon

Dated this 25th day of June, 1897.

Witness to the Signatures of the said

William Henry Lawson George F. Major
Conrad Dodson
9 Newhall Street
Railway Clerk Swindon



COMPANY LIMITED BY SHARES.

Articles of Association

OF THE

SWINDON TOWN FOOTBALL COMPANY,
LIMITED.

REGISTERED

28502

26 JUN 1897

TABLE A.

1. Subject as hereinafter provided expressly or by implication the provisions and regulations contained in the Table marked A in the first Schedule to the Companies' Act, 1862 (hereinafter called "Table A"), shall apply to the Company.

SHARES AND CALLS ON SHARES.

2. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit, and may issue Shares wholly or partially paid up as the consideration or part of the consideration for work done for or property acquired by the Company.

3. If by the conditions of allotment of any Share the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the holder of the Share, and the word "Call" where used in Clauses 6, 7, 18 and 19 of Table A, shall be deemed to include an instalment. No Share shall be sub-divided, and, in the event of season tickets being allotted to Shareholders in respect of their holding, no Shareholder shall be entitled to more than one season ticket as a Shareholder.

4. Joint holders of Shares shall be severally as well as jointly liable for the payment of all instalments and Calls due in respect of such Shares.

5. Each Member shall give to the Secretary or leave at the Company's office in writing, an address in the United Kingdom, and shall in like manner give notice of any change in his or her name or address, and any Member being a woman, who shall marry, shall in like manner give notice of her marriage and of her then name and address, and during any breach of this Article the Member committing it shall not be entitled to receive dividends or to vote.

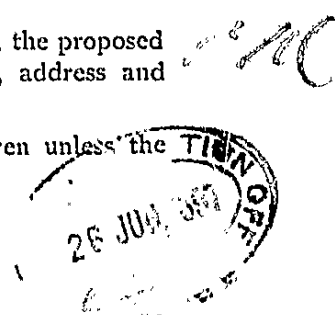
6. The Company shall not be bound by, or recognise the right of, any Executor or Administrator of a deceased Shareholder or Trustee of a bankrupt Shareholder, except as to dividends already declared before the transmission of interest, to any right whatsoever other than the right in accordance with Table A to become a Member in respect of or to transfer or deal with any Share, nor shall the Company be bound by or recognise any trust or contingent, future, partial or equitable interest of the nature of a trust in any Share, or any other right in respect thereof than an absolute right thereto in the person for the time being registered as the owner thereof, save as herein expressly provided.

TRANSFERS OF SHARES.

7. The Directors may decline to register any transfer of Shares made by a Member who is indebted to the Company, or in case the Transferee shall be a person of whom the Directors do not approve or shall be considered by them objectionable, or the transfer shall be considered as having been made for purposes not conducive to the interests of the Company, and the Directors shall not be bound to specify the grounds upon which the registration of any transfer is declined under this Article.

8. Previous to the disposal or transfer of any Share or Shares in the Company, the proposed Transferor shall submit to the Directors notice in writing of the full name, address and description of the proposed Transferee for the approval of the Directors.

9. No transfer shall be executed within 28 days of such notice being given unless the approval of the Directors shall in the meantime have been signified or given.



10. A fee not exceeding 2s. 6d. may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

11. For the purposes of Article 10 of Table A, a Member shall be deemed indebted in respect of a Call made, but not yet payable.

GENERAL MEETINGS.

12. The first General Meeting shall be held at such time (not being more than four months after the registration of the Memorandum of Association of the Company) and at such place as the Directors may determine.

13. Subsequent General Meetings shall be held on the 3rd Wednesday in May in the year 1898, and on the 3rd Wednesday in May in every subsequent year, at such time and place as may be determined by the Directors.

PROCEEDINGS AT GENERAL MEETINGS.

14. Seven Shareholders personally present, and entitled to vote, shall be sufficient to form a General Meeting and transact the business thereof.

15. Each Member shall only have one vote whatever number of Shares he may hold in the Company, and votes must be given personally and not by proxy, and Articles 45, 48, 49, 50 and 51 of Table A are excluded from these Articles.

16. At any General Meeting, unless a poll is demanded by at least five Members, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost, and an entry to that effect in the book of 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 such resolution.

17. If a poll is demanded by five or more Members it shall be taken in such manner, and either at once or after an interval or adjournment as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting. In the case of an equality of votes at any General Meeting, the Chairman shall be entitled to a second or casting vote.

This Clause, and the preceding Clause numbered 16, shall be substituted for Clauses 42 and 43 of Table A.

DIRECTORS.

18. The number of the Directors shall not be less than five, nor more than seven, unless the number shall be from time to time otherwise prescribed by resolution of a General Meeting.

19. The persons hereafter named shall be the first Directors, that is to say :—

Mr. WILLIAM REYNOLDS, The Square, Swindon.

Mr. ERNEST CLEMENTS SKURRAY, The Sands, Swindon.

Mr. HENRY WILLIAM THOMAS, The Eagle Hotel, Swindon.

Mr. CHARLES WILLIAMS, Groundwell Road, Swindon.

Mr. SAMUEL ALLEN, Ford Street, Swindon.

Mr. GEORGE MAJOR, Deacon Street, Swindon.

Mr. WILLIAM H. LAWSON, 1, London Street, Swindon.

and Clauses 52 and 53 of Table A shall not apply to these Articles.

20. The qualification of every Director shall be the holding of Shares or Stock of the Company of the nominal value of £2—but no person shall be qualified to be a Director unless all Calls upon any Shares held by him which shall have become payable shall have been paid. No Director shall be entitled to receive any remuneration in respect of his office as Director.

21. At the First Ordinary Meeting after the registration of the Company, the whole of the Directors shall retire from office, and at the first Ordinary Meeting in every subsequent year three of the Directors for the time being, shall retire from office in rotation and this Clause shall be substituted for Clause 58 of Table A.

22. Until otherwise determined by the Directors, three shall be a quorum, and a Meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under regulations of the Company for the time being vested in or exerciseable by the Directors generally. If the number of Directors be reduced below a quorum, the actual Directors, whatever the number, may convene a General Meeting for the appointment of new Directors.

23. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement, or any contract

or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest must be disclosed by him (unless previously known to the Directors) at the Meeting of the Directors at which the contract or arrangement is determined on, if his interests then exists, or in any other case at the first Meeting of the Directors, after the acquisition of his interest. Provided nevertheless, that no Director shall, as a Director, vote in respect of any contract or arrangement (other than any agreement with the present Committee of the Swindon Town Football Club for the acquisition of the assets of the said Club, or any document or arrangement required to carry such agreement into execution) in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted.

24. The office of a Director shall be vacated.

- (a.) If he accepts or holds any other office of profit or with a salary under the Company.
- (b.) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (c.) If he is found lunatic or becomes of unsound mind.
- (d.) If he ceases to hold the required amount of Shares to qualify him for office or do not acquire the same within one month after election or appointment, or if he shall make default for one month in the payment of any call after the same has become payable.
- (e.) If he absents himself from the Meetings of the Directors during a period of three calendar months without special leave of absence from the Directors.
- (f.) If by notice in writing to the Company he resign his office, and such resignation is accepted by the Directors or the Company in General Meeting, and Clause 57 of Table A shall not apply.

25. The Directors shall cause minutes to be duly entered in books provided for the purpose, and any such minutes of any Meeting of the Directors or of any Committee, or of the Company if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting shall be receivable as conclusive evidence of the matters stated in such minutes.

26. Every Director, Secretary and other Officer or Servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such Director, Secretary, Officer, or Servant may incur, or become liable to by reason of any Contract entered into or act or thing done by him as such Officer or Servant, or in respect of any personal liability incurred by him in respect of monies borrowed under the provisions of the Company's Articles, or in any way in the discharge of his duties, including travelling expenses.

27. All bills of exchange, promissory notes, cheques, negotiable instruments and contracts not under the Seal of the Company, or to which it may be a party, shall be signed by two of the Directors, and countersigned by the Treasurer, and the Seal shall only be affixed to any deed or document in pursuance of a resolution of the Board of Directors. Every deed or other document sealed by the Company shall be signed by two Directors and countersigned by the Secretary, or in case of his absence, by some other Officer to be appointed by the Directors in his place for that purpose.

28. The Directors shall be at liberty to appoint a person (whether a Member of the Company or not) to act as General Manager, and who shall be engaged at such salary and upon such terms and conditions as shall be agreed upon between him and the Directors, and in particular it shall be the duty of such Manager to conform to any regulations which the Directors may impose, and to render to them, whenever required, particulars of all transactions, matters and things over which such Manager shall in anywise have control, or of which he shall be cognisant with reference to the Company and its affairs, or the conduct of any person or persons in its service.

SECRETARY AND TREASURER.

29. Mr. Leonard Dodson, of No. 9, Newhall Street, Swindon, shall be the General Secretary; and Mr. Henry William Thomas, of The Eagle Hotel, Regent Street, Swindon shall be Treasurer to the Company.

30. The Directors shall determine the duties to be respectively undertaken by the Company's Secretaries and other Officers, and they may appoint a temporary substitute for either or any of them if occasion arises.

DIVIDENDS.

31. The profits of the Company shall (subject to any special agreement or agreements to the contrary) be divisible among the Members, in proportion to the amounts credited as paid up on the Shares held by them respectively. Provided nevertheless, that where capital is paid

up in advance of *Calls* upon the footing that the same shall carry interest, such capital, shall not, whilst carrying interest, confer a right to participate in profits, and no larger dividend than the maximum dividend allowed from time to time by the Football Association shall be declared.

32. In any year after a dividend of 5 per cent. on the capital for that year shall have been paid out of the profits, the residue of the profits or any part thereof may (without prejudice to the provisions of Article 74 of Table A) be carried to a reserve fund, or otherwise expended for the benefit of the Company, or may be given to any charitable institution or for any charitable purpose, as the Company in General Meeting shall determine.

AUDIT.

33. If any casual vacancy occurs in the office of Auditor, the Directors may fill it up.

NOTICES.

34. Any notice if served by post shall be deemed to be served not later than the day following that on which it is posted, and Clause 95 of Table A shall be modified accordingly.

DISSOLUTION.

35. On the dissolution of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called up on their shares respectively, and no Member shall be entitled to have any call made upon other Members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the Members, such call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to some other Club or Institute in the County having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the same county, 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 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, if then existing, shall determine.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

W. Reynolds

The Swan Salindon Currier.

Ernest C. Murray

Lower Mills, Swindon.

Henry W. Thomas

Bayle Hotel, Swindon. Hotel Proprietor.

Wm. H. Lawson

1 London St.

New Swindon

Railway Clerk.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

George L Major
Deacon St
New Swindon
Mechanic

Samuel Allen
Jona Street
New Swindon

Railway Clerk
Charles Williams
Prince St
Swindon
Engineer

Witness to the signatures of the said William
Peynolds and Charles Williams
Herbert W. Rose
Solicitor Swindon

Witness to the signatures of the said Ernest Charles
Skewray, Henry William Thomas, William Henry Lawson,
George Frederick Major and Samuel Allen

L. Dodson
9 Newhall Street
Swindon
Railway Clerk

53100

Certificate of Incorporation

OF THE

Swindon Town Football Company,
Limited.

I hereby Certify, That the

Swindon Town Football Company,
Limited.

is this day Incorporated under the Companies Acts, 1862 to 1894³, and that the Company is Limited.

Given under my hand at London this *Twenty-sixth* day of *June* *One*

Thousand Eight Hundred and Ninety seven.

Fees and Deed Stamps £ *3.5/-*

Stamp Duty on Capital £ *1.10/-*



Registrar of Joint Stock Companies

Witnessed by *Goodale & Hobson.*
9 Essex Street Strand

Date *29 June 1897.*

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special and Ordinary Resolutions

(Pursuant to The Companies Act, 1948, Sections 10, 61, and 141)

OF

The Swindon Town Football Company LIMITED

Passed the 3rd day of September, 1951

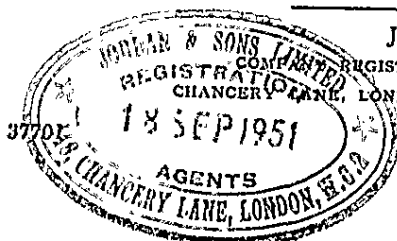


AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Town Hall, Swindon, in the County of Wilts, on the 3rd day of September, 1951, the subjoined Resolution numbered 1. was duly passed as a SPECIAL RESOLUTION and the subjoined Resolution numbered 2 was duly passed as an ORDINARY RESOLUTION:—

1. "That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof."
2. "That the Capital of the Company be increased from £1500, divided into 3000 Shares of 10s. each, to £10,000 by the creation of 17,000 new Shares of 10s. each ranking *pari passu* with the existing Shares of the Company in all respects; and that the said new Shares shall be offered in the first instance to Members of the Company but that the Directors be empowered to dispose of the Shares not taken up by Members of the Company as they may consider expedient in the interests of the Company."

W. J. Castle
Chairman

Presented to the Registrar of Companies
on the 8th day of September, 1951
(8th)



JORDAN & SONS, LIMITED,
REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.



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COMPANY LIMITED BY SHARES

Articles of Association

OF

The Swindon Town Football Company,
LIMITED

*(Adopted by Special Resolution passed on the 3rd day of
September, 1951)*

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to The Companies Act, 1862, shall not apply to the Company.
2. The regulations contained in Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called Table A), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, neither Clauses 62, 75, 76, 77, 107, 108, 109, 128, and 129 in Part I of Table A nor any of the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of these Articles is One Thousand Five Hundred Pounds, divided into Three Thousand Shares of Ten Shillings each, which are all fully paid.
4. A Share shall not be sub-divided.

PREFERENCE SHARES.

5. Preference Shares may be issued with a Cumulative Preference Dividend not exceeding Seven Pound Ten Shillings per centum for a period not exceeding three years in addition to the period covered by the War (that is to say, from 3rd September, 1939, to the date of cessation of hostilities); but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their rights to

appoint proxies; and notice of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Every Member present in person or by proxy shall have one vote and no more whether on a show of hands or on a poll.

DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than five nor more than ten.

9. The Directors of the Company at the time of the adoption of these Articles are: WILFRED JOHN CASTLE, of "Ruborough," Westlecott Road, Swindon, RONALD JAMIESON PARKER, of 23 Westlecott Road, Swindon; WILFRED BUTLER, of 2 Downs View Road, Swindon; FRANK PLYER, of The Crown Inn, Stratton St. Margaret; REGINALD FRICKER, of 130 Kingshill Road, Swindon; BENJAMIN THOMAS HAMILTON, of the Eagle Hotel, Swindon; SAMUEL RICHARD GRAY, of 57 Faringdon Road, Swindon; RALPH EDWIN GRIFFIN, of 136 Clifton Street, Swindon; FREDERICK SAMUEL FOX, of the County Ground Hotel, Swindon, and JAMES DAVIES, of 42 Belle Vue Road, Swindon.

10. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Two Pounds. A Director may act before acquiring his qualifications, but he shall acquire his qualifications within two calendar months of being appointed a Director.

11. A Director shall not be entitled to receive any remuneration in respect of his office as Director, or as an employee of the Company, but he shall be entitled to be repaid any disbursements or travelling expenses properly paid by him in the performance of his duties.

12. The office of a Director shall be vacated if he be suspended by The Football Association from taking part in football management.

13. Clause 84 in Part I of Table A shall be read and construed as if Sub-Clauses (3), (4), and (5) of the said Clause were omitted therefrom.

14. Clause 93 in Part I of Table A shall be read and construed as if the word "three" were deleted therefrom and in lieu thereof the word "fourteen" were inserted therein.

BORROWING POWERS.

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

16. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

GENERAL MANAGER.

17. The Directors shall be at liberty to appoint a person (whether a Member of the Company or not) to act as General Manager and who shall be engaged at such salary and upon such terms and conditions as shall be agreed upon between him and the Directors, and in particular it shall be the duty of such Manager to conform to any regulations which the Directors may impose, and to render to them, whenever required, particulars of all transactions, matters and things over which such Manager shall in anywise have control or of which he shall be cognisant with reference to the Company and its affairs, or the conduct of any person or persons in its service.

SHAREHOLDERS SEASON TICKETS.

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

DIVIDENDS.

19. 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, until otherwise determined by The Football Association the maximum Dividend payable in respect of any year shall be Seven Pounds Ten Shillings per centum, but if the Dividend is paid free of income tax such maximum Dividend shall be Five Pounds per centum. All Dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company.

WINDING UP.

20. On the winding up of the Company the surplus assets shall be applied, first, in repaying to the Members the amounts paid up on their Shares respectively, and if such assets shall be insufficient to repay the said amounts in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amounts 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 amounts paid up on their Shares, the balance shall be given to The Football Association Benevolent Fund, or to some other club or institute in the County of Wilts having objects similar to those contained in the Memorandum of Association, or to

any local charity or charitable or benevolent institution situate within the said County, such club, institution or charity to be decided upon and such surplus 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 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 Company, with the consent of the Council of The Football Association, if then existing, shall determine.

W. J. Castle

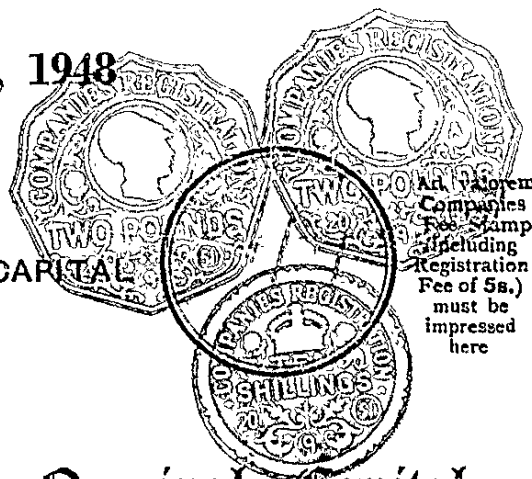
Number of
Company

50000/85

Form No. 10.

The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL

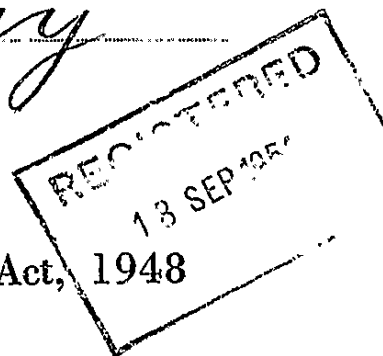


Notice of Increase in the Nominal Capital

OF

*The Swindon Town
Football Company*
LIMITED

Pursuant to Section 63 of The Companies Act, 1948



Telegrams : "CERTIFICATE, ESTRAND, LONDON."

HO-E90195
Telephone No. : HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by



Notice of Increase in the Nominal Capital

OF

The Swindon Town Football Company Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 6 of The Companies Act, 1948, that by (a) *an Ordinary* Resolution of the Company dated the *Third* day of *September*, 19*57* the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ *8,500*, beyond the Registered Capital of £ *1,500*.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
<i>17,000</i>	<i>UNCLASSIFIED</i>	<i>10/-</i>

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

*To rank pari passu with the existing
Shares of the Company in all respects*

Signature

Description (c)

W. J. Baster
Director

Dated the *17th* day
of *September* 19*57*.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) State whether Director or Secretary of the Company.

**THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933**



Inland
Revenue
Duty Stamp
to be
impressed
here.

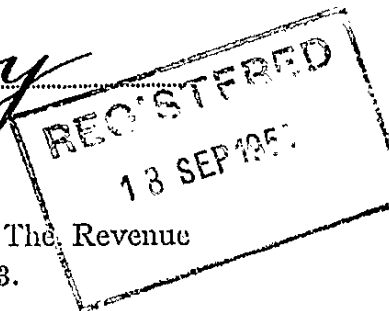
COMPANY HAVING A SHARE CAPITAL

Statement of Increase of the Nominal Capital

OF

The Swindon Town

Football Company
LIMITED



in pursuance of Section 112 of The Stamp Act, 1891; Section 5 of The Revenue
Act, 1903; and Section 41 of The Finance Act, 1933.

The Statement has to be registered with the Notice of Increase in the Nominal Capital and
a true copy of the Resolution authorising the Increase required under Section 63 of The Companies
Act, 1948.

SE	1951
CREDIT	29-50
CREDIT	1-00
	13/5/51
	CD 173/77

Trans: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

1, Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by



SE	1951
CREDIT	28-50
CREDIT	1-00
	13/5/51
	CD 174/77

18 SEP 1951

0644

THE NOMINAL CAPITAL

OF

The Swindon Town
Football Company LIMITED,
has, by a Resolution of the Company dated the *third* day
of *September*, 1951, been increased by the addition thereto of
the sum of *Eight Thousand Five Hundred* Pounds,
divided into *Seventeen Thousand* Shares
of *Ten Shillings* each
beyond the Registered Capital of *One Thousand Five*
Hundred Pounds

Signature.....

Description.....

Dated the *17th* day

of *September* 19*51*

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

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

COMPANY LIMITED IN

Memorandum of Association

OF THE

SWINDON TOWN FOOTBALL COMPANY, LIMITED.

1. The name of the Company is "THE SWINDON TOWN FOOTBALL COMPANY, LIMITED."

2. The registered office of the Company will be situate in England.

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

- (1). To purchase or otherwise acquire the football and athletic ground and all other the property and effects of the Swindon Town Football Club, and to take over the same as a going concern, and acquire and undertake its assets and liabilities of every kind.
- (2). To acquire from time to time by purchase or on lease, or otherwise, lands, hereditaments, or other property of any description which may be deemed suitable for all or any of the purposes of the Company, and generally to acquire by purchase, lease, exchange, hire or otherwise any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of the Company, or in furthering the objects thereof.
- (3). To form, lay out, level, drain, plant, embellish, build upon, or otherwise improve, fit up, and adapt and maintain all or any part of any lands of the Company as athletic, recreation, or pleasure grounds, and for all or any purposes hereinafter named, or purposes of a similar kind.
- (4). To carry on or promote the business of any ground of the Company for the purpose of a football ground, cricket, or tennis ground, bicycle or running ground, or any place or places for gymnastics, bowling, golf, croquet, athletic sports, or any of them, or for any other amusement, recreation, game, pastime, sport or object whatsoever which may from time to time be determined upon by the Directors.
- (5). To provide and arrange for football, cricket, cycling and other matches, contests, exhibitions, concerts, and such other entertainments and amusements as may be deemed expedient, and in particular to hold football matches at Swindon or elsewhere, and for the purposes aforesaid to engage, establish, and maintain teams of players, whether composed of amateur or professional players, or partly of one and partly of the other, and in holding matches or athletic sports to give at such sports prizes in money or in kind, and to become a Member of and subscribe to the English Football Association, or any other Association, League, or Alliance, having objects altogether or in any respect similar to those of this Company, and also to insure the players of the Company against accident for their own benefit, and also to set apart any match or other meeting or entertainment for the benefit of any charity or charitable institution or purpose, or for the benefit of any player engaged by the Company, or for the benefit of any other person or persons whether a player or not, as the Directors may from time to time determine; and also to recompense any player who shall receive injury while engaged in playing football for the Company, or in or about the business or engagements of the Company, or in case of the decease of any player owing to such injury to recompense any person or persons whom the Directors shall consider has or have suffered pecuniary loss by his death, and also (out of the balance of profits for any year after payment of a dividend of at least 5 per cent.) to give to any charitable institution or for any charitable purpose such amount or amounts as shall be determined upon by resolution of a General Meeting, and subject to any condition which may be annexed to any such gift by the terms of such resolution.

REGISTERED
2850
26 JUN 1973

5/2/73

26 JUN 1973

- (6). To carry on the business of hotel restaurant and refreshment house proprietors and caterers, and for that purpose to buy and sell comestibles, wines, spirits and beverages of all kinds, and either conduct the same under the immediate control of the Company, or by management, sub-contracting or otherwise.
- (7). To sell, convey, assign, demise, underlet, mortgage, dispose of, develop, use or otherwise deal with or turn to account or profit the whole or any portion of the lands, buildings and premises, or other property, real or personal, of the Company as may from time to time be deemed necessary or expedient.
- (8). To draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (9). To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, or by way of mortgage or charge upon all or any of the property of the Company, including its uncalled capital.
- (10). To acquire by purchase, amalgamation, co-operation or otherwise, any share or other interest in any business (within the objects of this Company) of any other Company, or any person or persons, club or other body, or to sell the undertaking of the Company as a going concern, and for the purposes aforesaid to accept on behalf of the Members or otherwise, and to hold shares, debentures or securities of the purchasing, or in any other Limited Company.
- (11). To promote any Company or Companies for the purpose of acquiring and undertaking all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (12). To invest, if thought fit, and deal with the moneys of the Company not immediately required upon such securities, and in such manner as may from time to time be determined.
- (13). To lend money to such person or persons, and on such terms as may seem expedient, and in particular to persons having engagements and dealings with the Company
- (14). To raise money by subscriptions, and to grant any rights and privileges to subscribers.
- (15). To transact and do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

5. The nominal Capital of the Company is £1,500, divided into 3,000 Shares of 10s. each, with power to issue any of such Shares or the Shares in any increased Capital with such preference, priority, restrictions or conditions as to Dividend or Capital, or both, as the regulations of the Company from time to time may provide.

(Note: On 3rd September 1951 the Capital was increased to £10,000 divided into 20,000 Shares of 10s. each).

THE COMPANIES ACTS 1948 TO 1980

Declaration by old public company that
it does not meet the requirements for
a public company

Pursuant to section 8(9) of the Companies Act 1980

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

For official use

Company number

25

53100

Name of company

SWINDON TOWN FOOTBALL COMPANY

Limited

I, RONALD ARCHIE MORSE

of 22 GREEN ROAD, UPPER STRATTON
SWINDON, WILTSHIRE*delete as
appropriatebeing [the Secretary] [a Director]* of the above named company do solemnly and sincerely declare:
that the company does not at the time of this Declaration satisfy the conditions
specified in section 8(11) of the Companies Act 1980And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declaration Act 1835

Declared at

34 Regent Circus
Swindon Wilts

Signature of Declarant

the 21st day of January

One thousand nine hundred and

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner
for OathsC. J. SHEWARD
COMMISSIONER FOR OATHSPresentor's name, address and
reference (if any):THE SECRETARY
SWINDON TOWN F.C. LTD
COUNTY GROUND
SWINDON, WILTS
SN1 2EDFor official use
General section

Post room



Company No. 53100

127
SWINDON TOWN FOOTBALL COMPANY LIMITED

SPECIAL AND ORDINARY RESOLUTIONS

Passed 30th Day of March, 1982

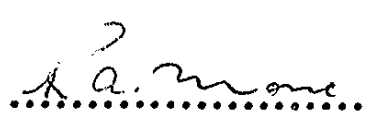
At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Supporters' Social Club, County Ground, Swindon on the 30th day of March, 1982 the subjoined Resolution numbered 1 was duly passed as a SPECIAL RESOLUTION and the subjoined Resolution numbered 2 was duly passed as an ORDINARY RESOLUTION:-

1. That Article No. 7 of the Company's Articles of Association be deleted and the following be substituted:

"On a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each fully paid up share of which he is the holder".

2. That the Ordinary Share Capital of the Company be increased from £10,000 to £200,000 by the creation of 380,000 new ORDINARY SHARES of 50 pence each ranking pari passu with the existing Ordinary Shares of the Company and the directors be authorised to allot such new shares and any un-issued existing Ordinary Shares for a period of five years from this Thirtieth day of March, 1982.

.......... Director

.......... Secretary



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

To the Registrar of Companies

For official use Company number

28

53100

Name of Company

SWINDON TOWN FOOTBALL COMPANY

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 30th MARCH, 1982

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

£ 190,000 - 00 beyond the registered capital of £ 10,000 - 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
380,000	ORDINARY	FIFTY PENCE

(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:

RANKING PARI PASSU WITH THE EXISTING
ORDINARY SHARES OF THE COMPANYPlease tick here if
continued overleaf
☐
†delete as
appropriateSigned *Ramane* [Director] [Secretary] ‡ Date 21st APRIL, 1982Presenter's name, address and
reference (if any):THE SECRETARY,
SWINDON TOWN F.C. LTD.,
COUNTY GROUND,
SWINDON, WILTS.For official use
General section

Post room

75



Company No. 53100 / 223

SWINDON TOWN FOOTBALL COMPANY LIMITED

SPECIAL RESOLUTION

Passed the 20th day of December 1982

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Rendezvous Club, County Ground, Swindon, on the 20th day of December 1982 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

"That Article No. 8 of the Company's Articles shall be amended to read :-

Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than five nor more than twelve".



.....
Director

.....
Secretary

SWINDON TOWN FOOTBALL CO. LTD.

Team Manager:
Lou Macari
Administrative Manager/Club Secretary:
D. G. King
Commercial Manager:
D. Buswell
Accountant/Company Secretary:
V. F. Farrar

Registered Office:
COUNTY GROUND, SWINDON, WILTS. SN1 2ED

Registered No:
53100 England
Telephone:
(0753) 642984 (5 Lines)

53 100



NOTICE is hereby given that at an EXTRAORDINARY GENERAL MEETING of the shareholders of the Company held at the RENDEZVOUS CLUB, COUNTY GROUND, SWINDON on MONDAY 30TH MARCH 1987:-


The following ORDINARY RESOLUTION was passed:-

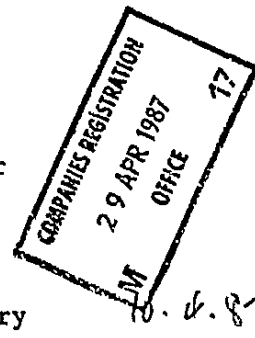
1. The period granted to the Directors to allot new shares and any unissued ordinary shares by virtue of the resolution passed on the 30th March 1982 be extended for a further five years namely until the 30th March 1992.

The following SPECIAL RESOLUTIONS were passed:-

2. That Article 10 of the Company's Articles of Association be deleted and the following substituted namely "The qualification of every Director shall be the holding of one thousand ordinary shares but a Director may act in the capacity of Director before acquiring the qualification shares but he must acquire such shares within two calendar months of being appointed a Director".
3. That the Articles be varied in so far as that an additional article shall be incorporated in the Articles of Association to authorise the Directors to cancel the issue of the One hundred and twenty five thousand additional shares known as Management Shares and it be further resolved that such additional shares should be cancelled accordingly.
4. That Article 18 of the Articles of Association be amended so that the first sentence thereof shall read "a shareholder entitled to at least two hundred ordinary shares may have issued to him a season ticket or tickets subject to a deduction of 5% from the amount charged to non-shareholders:-


.....Director


.....Secretary



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* Insert full name
of company

To the Registrar of Companies

For official use

Company number

[242]

53100

Name of company

* SWINDON TOWN FOOTBALL COMPANY LIMITED

gives notice that:

At an Extraordinary General Meeting of the Shareholders held
on 30th March 1987, the following Special Resolution was passed:-

"That the Articles be varied in so far as that an additional
article shall be incorporated in the Articles of Association
to authorise the Directors to cancel the issue of the One
hundred and twenty five thousand additional shares known as
Management Shares and it be further resolved that such
additional shares should be cancelled accordingly".

† delete as
appropriate

Signed X

[Signature]

[Director][Secretary]† Date 9/4/87

Presentor's name address and
reference (if any): JOAF/KM
SWINDON TOWN FC LTD
c/o WJONAHAN
34-1/2 NEWPORT ST.
SWINDON WICKS
SN1 3AR

For official Use
General Section

Post room

7 MAY 1987

53100

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

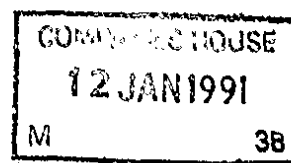
Memorandum & Articles of Association

OF
SWINDON TOWN FOOTBALL COMPANY LIMITED

INCORPORATED THE 29th DAY OF JUNE 1897



Charles Russell
SOLICITORS



Memorandum of Association
OF
The Swindon Town Football Company,
LIMITED

1. The name of the Company is "THE SWINDON TOWN FOOTBALL COMPANY, LIMITED."

2. The registered office of the Company will be situate in England.

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

- (1). To purchase or otherwise acquire the football and athletic ground and all other the property and effects of the Swindon Town Football Club, and to take over the same as a going concern, and acquire and undertake its assets and liabilities of every kind.
- (2). To acquire from time to time by purchase or on lease, or otherwise, lands, hereditaments, or other property of any description which may be deemed suitable for all or any of the purposes of the Company, and generally to acquire by purchase, lease, exchange, hire or otherwise any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of the Company, or in furthering the objects thereof.
- (3). To form, lay out, level, drain, plant, embellish, build upon, or otherwise improve, fit up, and adapt and maintain all or any part of any lands of the Company as athletic, recreation, or pleasure grounds, and for all or any purposes hereinafter named, or purposes of a similar kind.
- (4). To carry on or promote the business of any ground of the Company for the purpose of a football ground, cricket, or tennis ground, bicycle or running ground, or any place or places for gymnastics, bowling, golf, croquet, athletic sports, or any of them, or for any other amusement, recreation, game, pastime, sport or object whatsoever which may from time to time be determined upon by the Directors.
- (5). To provide and arrange for football, cricket, cycling and other matches, contests, exhibitions, concerts, and such other entertainments and amusements as may be deemed expedient, and in particular to hold football matches at Swindon or elsewhere, and for the purposes aforesaid to engage, establish, and maintain

teams of players, whether composed of amateur or professional players, or partly of one and partly of the other, and in holding matches or athletic sports to give at such sports prizes in money or in kind, and to become a Member of and subscribe to the English Football Association, or any other Association, League, or Alliance, having objects altogether or in any respect similar to those of this Company, and also to insure the players of the Company against accident for their own benefit, and also to set apart any match or other meeting or entertainment, or the profits or portion of the profits arising from any match, meeting or entertainment for the benefit of any charity or charitable institution or purpose, or for the benefit of any player engaged by the Company, or for the benefit of any other person or persons whether a player or not, as the Directors may from time to time determine; and also to recompense any player who shall receive injury while engaged in playing football for the Company, or in or about the business or engagements of the Company, or in case of the decease of any player owing to such injury to recompense any person or persons whom the Directors shall consider has or have suffered pecuniary loss by his death, and also (out of the balance of profits for any year after payment of a dividend of at least 5 per cent.) to give to any charitable institution or for any charitable purpose such amount or amounts as shall be determined upon by resolution of a General Meeting, and subject to any condition which may be annexed to any such gift by the terms of such resolution.

- (6). To carry on the business of hotel restaurant and refreshment house proprietors and caterers, and for that purpose to buy and sell comestibles, wines, spirits and beverages of all kinds, and either conduct the same under the immediate control of the Company, or by management, sub-contracting or otherwise.
- (7). To sell, convey, assign, demise, underlet, mortgage, dispose of, develop, use or otherwise deal with or turn to account or profit the whole or any portion of the lands, buildings and premises, or other property, real or personal, of the Company as may from time to time be deemed necessary or expedient.
- (8). To draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (9). To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, or by way of mortgage or charge upon all or any of the property of the Company, including its uncalled capital.
- (10). To acquire by purchase, amalgamation, co-operation or otherwise, any share or other interest in any business (within the objects of this Company) of any other Company, or any person or persons, club or other body, or to sell the undertaking of the Company as a going concern, and for the purposes aforesaid to

accept on behalf of the Members or otherwise, and to hold shares, debentures or securities of the purchasing, or in any other Limited Company.

- (11). To promote any Company or Companies for the purpose of acquiring and undertaking all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (12). To invest, if thought fit, and deal with the moneys of the Company not immediately required upon such securities, and in such manner as may from time to time be determined.
- (13). To lend money to such person or persons, and on such terms as may seem expedient, and in particular to persons having engagements and dealings with the Company.
- (14). To raise money by subscriptions, and to grant any rights and privileges to subscribers.
- (15). To transact and do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

5. * The nominal Capital of the Company is 150,000, divided into 150,000 of 50p each, with power to issue any of such Shares or the Shares in any increased Capital with such preference, priority, restrictions or conditions as to Dividend or Capital, or both, as the regulations of the Company from time to time may provide.

* By Ordinary Resolution passed on the 28th day of December 1990, the nominal Capital was increased to £150,000 by the creation of 150,000 new Shares of 50p each.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

SWINDON TOWN FOOTBALL COMPANY LIMITED

(Adopted by Special Resolution passed on 28th December 1990)

Preliminary

1. (A) Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the Companies (Tables A to F) Regulations 1985, (such Table being hereinafter referred to as "Table A") shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company.

(B) Regulations 32(c), 64, 82, 110 and 117 of Table A shall not apply to the Company.

Shares

2. The Directors are hereby generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all powers of the Company to allot or grant options over any shares and are empowered to make offers or agreements which would or might require shares to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with section 80 of the Act;

(A) the maximum amount of the shares that may be allotted under such authority shall be the aggregate nominal amount of £150,000; and

(B) such authority shall expire on 1st December 1995

3. Pursuant to Section 91 of the Act the provisions of Section 89(1) of the Act shall hereby be excluded

4. (A) The Directors shall not allot shares for cash pursuant to the authority conferred by Article 2 unless they have first made an offer to each person who holds shares to allot to him a proportion of those shares so far as practicable pro rata according to the nominal amount held by him of the aggregate of the share capital

(B) The offer shall be made by the Directors by giving notice in writing in accordance with Regulations 111 to 116 inclusive of Table A to all holders of shares of the number and description of the shares and the allotment price ("the offered shares"). The notice shall invite each such holder to state by notice in writing to the Company within 42 days of the date of the notice whether they are willing to purchase any and if so, what maximum number of the offered shares

(C) At the expiration of the period of 42 days referred to in clause 4(B) of this Article the Directors shall allocate the said shares to or amongst such of the said holders as shall have expressed their willingness to purchase. Such allocation shall be made so far as practicable pro rata according to the nominal amount of share capital held by each such holder, but in the case of each holder shall not exceed the number of the offered shares which such holder shall have expressed his willingness to purchase

(D) Upon such allocation being made, the holders to or amongst whom such allocation shall have been made shall be bound to pay the purchase price for, and to accept the allotment of, the shares so allocated to them respectively and the Directors on payment of the purchase price to allot such shares to the respective purchasers

(E) If, at the expiration of the period of 42 days referred to in Clause 4(B) of this Article, any of the offered shares shall not have been allotted in accordance with this Article, the Directors may allot the shares not so allotted as they in their absolute discretion shall think fit

5. Unless and until The Football Association Limited shall otherwise determine in writing;

(A) no share shall be sub-divided into a share of a smaller amount; and

(B) the Company shall not capitalise its profits by the issue of bonus shares

Directors

6. Unless and until the Company in general meeting otherwise determines, the number of Directors (not being Alternate Directors or Associate Directors) shall not be more than seven.

Associate Directors

7. (A) The Directors may at any time and from time to time appoint any person an Associate Director who will be entitled to receive notice of all meetings of Directors and to attend and vote at any such meeting. Provided always that no Associate Director shall be entitled to vote on any resolution regarding the borrowing or expenditure by the Company of money.

(B) The Directors may at any time remove any Associate Directors from office.

(C) The number of Associate Directors shall not be more than three.

Remuneration of Directors

8. (A) Save as provided in sub-paragraph (B) of this Article no Director or Associate Director shall be entitled to receive any remuneration in respect of his office as a Director or Associate Director (as the case may be) or as an employee of the Company.

(B) Sub-paragraph (A) of this Article shall not apply to a Director or Associate Director whose terms of appointment have been notified to and approved by The Football Association Limited and The Football League Limited and such appointment is in respect of full-time employment.

Retirement of Directors

9. (A) No person shall be appointed a Director of the Company if at the time of his appointment he has attained the age of 70

(B) A Director shall retire and vacate his office at the conclusion of the annual general meeting commencing next after he attains the age of 70. Such retirement shall be disregarded in determining when any other Directors are to retire. If at the meeting at which the Director retires the vacancy is not filled, it may be filled as a casual vacancy

(C) The provisions of Regulations 75 and 80 of Table A shall not apply in the case of a Director retiring under Clause 9(B) of this Article

Disqualification of Directors

10. The office of a Director and Associate Director shall be vacated if he be suspended by The Football Association Limited from taking part in football management.

Dividends

11. (A) No dividend shall be declared of an amount per share greater than the maximum dividend permitted from time to time by The Football Association Limited but dividends may be cumulative for a period not exceeding three (3) consecutive years, Regulations 102 and 103 of Table A shall be read subject to this restriction.

(B) Unless and until otherwise determined in writing by The Football Association Limited the maximum dividend per share payable in respect of any financial year shall be fifteen per cent (15%) of the amount paid up or credited as paid upon such share. Regulations 102 and 103 of Table A shall be read subject to this restriction

Winding-up of the Company

12. 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 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 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 the county of Wiltshire having objects similar to those obtained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the County of Wiltshire, 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, at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the members, 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 with the consent of The Council of The Football Association Limited as then existing, shall determine.

SWINDON TOWN FOOTBALL COMPANY LIMITED

53100

MINUTES of the Annual General Meeting of the Company held at the Holiday Inn Pipers Way Swindon Wiltshire on Friday 28th December 1990 at 11.35am.

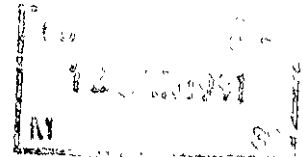
PRESENT:

1. Directors: G W Herbert - Chairman
C N Howard - Vice-Chairman
N Arkell
K J Chapman
L Smart
2. Associate Directors: P T Archer
M Z Tryczynski
3. Approximate 200 Shareholders

IN ATTENDANCE: R A Clark - Charles Russell
M Shawyer - Monahans

-
1. The Minutes of the previous AGM were CONFIRMED.
 2. (a) Mr K J Chapman was RE-ELECTED a Director.

(b) Mr Peter Thomas Archer was ELECTED a director in the place of Mr Lionel Smart who retired by rotation under the provisions of the Articles of Association of the Company.
 3. IT WAS RESOLVED as an Ordinary Resolution that the share capital of the Company be increased from £75,000 to £150,000 by the creation of 150,000 additional shares of 50p.
 4. IT WAS RESOLVED as a Special Resolution that the Articles of Association set out in the attached Notice (signed by the Secretary by way of identification) be adopted as the new Articles of Association of the Company to the total exclusion of its then existing Articles of Association.



5. The Meeting RECEIVED the Report of the Directors and the Audited Accounts of the year ended 31 May 1990 together with the Report of the Auditors.

6. Messrs Monahans were REAPPOINTED Auditors of the Company and the Directors were AUTHORISED to fix the remuneration of the Auditors.

7. Two Shareholders were ELECTED to act on any ballot for the allocation of tickets to shareholders.

.....
G. W. Herbert

Chairman of Meeting

.....
Kin Hung

Secretary

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

--	--	--	--	--	--

53100

Name of company

* SWINDON TOWN FOOTBALL COMPANY LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 28 December 1990 the nominal capital of the company has been
increased by £ 75,000 beyond the registered capital of £ 75,000.

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

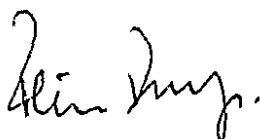
A copy of the resolution authorising the increase is attached.‡

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 Articles.

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation‡

Secretary

Date

11/1/91

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

CHARLES RUSSELL
EXFINCO HOUSE
SANFORD STREET
SWINDON SN1 1QQ
TEL: (0793) 617444

For official Use
General Section

Post room

12 JAN 1991
M 38

G

COMPANIES FORM No.353a

353a**Notice of place for inspection of
a register of members which is
kept in a non-legible form,
or of any change in that place**Please do not
write in
this margin

Pursuant to the Companies (Registers and Other Records) Regulations 1985

Note: For use only when the register is kept by computer or in some other non-legible formPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

53100

Name of company

* insert full name
of company

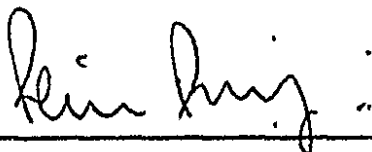
* SWINDON TOWN FOOTBALL COMPANY LIMITED

gives notice, in accordance with regulation 3(1) of the Companies (Registers and Other Records)
Regulations 1985, that the place for inspection of the register of members of the company which the
company keeps in a non-legible form is [now]†:

† delete as
appropriate

BOURNE HOUSE	
34 BECKENHAM ROAD	
BECKENHAM	
KENT	Postcode BR3 4TU

Signed



[Director][Secretary]† Date

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

Barclays Registrars
Bourne House
34 Beckenham Road
Beckenham, Kent, BR3 4TU

CL/NLW

For official Use
General Section

Post room

COMPANIES HOUSE, CARDIFF	
LONDON	CARDIFF
26 FEB 1991 27 FEB 1991	
L	302