



*Southampton Football and*

*Club*

COMPANY, LIMITED.

REGISTERED

30642

12 JUL 1897

STATEMENT of the Nominal Capital made pursuant to section 11 of the  
Companies and Inland Revenue Act, 1888 (51 Vic. c. 8). (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

PRINTED AND PUBLISHED BY  
WATERLOW BROS. & LAYTON, LIMITED,

LAW AND GENERAL STATIONERS, PRINTERS, AND REGISTRATION AGENTS,

21 & 25, BIRCHIN LANE, LONDON, E.C.

The NOMINAL CAPITAL of the *Southampton Football*

*and Athletic*

Company, Limited,

is £ *5,000* , divided into *5,000* shares

of *£1* each.

Signature

*C.B.*

Description *agents*

Date *12<sup>th</sup> July 1897*

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

53301 2 2180 P863

THE COMPANIES ACTS, 1862 to 1890.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION  
OF THE  
SOUTHAMPTON FOOTBALL AND ATHLETIC COMPANY, Limited.

1. The name of the Company is "The SOUTHAMPTON FOOTBALL AND ATHLETIC 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 a football and athletic ground.

(2). To purchase or otherwise acquire all the property and effects of the Southampton St. Mary's Football Club, and to take over the same as a going concern, and acquire and undertake its assets and liabilities of every kind.

(3). 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.

(4). 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 of a similar kind.

(5). To carry on or promote on any ground of the Company the business of a football, 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.

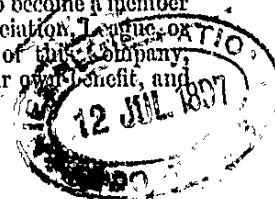
(6). To provide and arrange for football, cricket, cycling and other matches, contests, exhibitions, concerts, and such other entertainments and amusements as may be deemed expedient, and in particular to hold football matches at Southampton or elsewhere, and for the purposes aforesaid to engage, establish, 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 the Company, and also to insure the players of the Company against accident for their own benefit, and

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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.

- (7). 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.
- (8). 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.
- (9). To draw, make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.
- (10). 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 property of the Company, including its uncalled capital.
- (11). To acquire by purchase, amalgamation, co-operation, or otherwise, any share or interest in any business (within the objects of this Company) or any other Company, or any person or persons, club, or 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.
- (12). 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.
- (13). 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.
- (14). 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.
- (15). To raise money by subscriptions, and to grant any rights and privileges to subscribers.
- (16). 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 £5,000, divided into 5,000 shares of £1 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.

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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.
Ernest H. Stancomb, Westbourne, Southampton. Medical Practitioner.	One.
<u>C. A. Russell</u> Portenias Lodge Brewer Southampton	one
G. Thomas MacKernage Southampton Firm-merchant	one
R. B. Horne Rec View The Avenue Southampton Dairyman	one
L. M. Ashton, 10 Pelton Avenue Southampton Engineer	one
W. Newham 22 Weymouth Terrace Southampton Law Clerk	one
Charles Thomas The Rectory Hill Southampton Mineral Water Merchant	one
Edwara Brown Jr. 3 New Alma Road Southampton Decker	one
Georges Payne 10 Northam Road Southampton Builder	one

Dated this Eight day of July 1897.

Witness to the signatures of the said all the  
persons whose names are [3]  
written above

Stewart Garfield  
Director Southampton

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THE COMPANIES ACTS, 1862 TO 1896.

COMPANY LIMITED BY SHARES

## Articles of Association

OF THE

# SOUTHAMPTON FOOTBALL AND ATHLETIC COMPANY, LIMITED.

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12 JUL 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 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.

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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 purpose 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 six 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 once in the year 1898, and once in every subsequent year, and at such time and place as may be prescribed by the Company in General Meeting, and if no time or place is prescribed the same shall be held in the month of June in every such 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 have one vote who is the holder of one Share; he shall have two votes if he is the holder of five Shares, and he shall have an additional vote for every ten Shares beyond the first five Shares; 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 ten, 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:—

GEORGE ALFRED ERNEST HUSSEY, Braemar Lodge, Southampton, Brewer.

HARRY MAYGER ASHTON, 19, Wilton Avenue, Southampton, Engineer.

ERNEST H. STANCOMB, Westbourne, Southampton, Medical Practitioner.

GEORGE PAYNE, 168, Northam Road, Southampton, Butcher.

GEORGE THOMAS, The Hermitage, Shirley, Southampton, Fishmonger.

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

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20. The qualification of every Director shall be the holding of Shares or Stock of the Company of the nominal value of £10, and 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 the office as Director.

21. At the second 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 one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third shall retire from office, 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 exercisable 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 Director, 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 void, 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 interest 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 Southampton St. Mary's 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 Meeting 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 of 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 Financial Secretary, 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 Financial 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.

#### SOLICITOR.

29. Mr. BERNARD HARFIELD, of No. 27, Portland Street, Southampton, shall be the Solicitor of the Company.

#### SECRETARIES.

30. Mr. ALFRED W. McMINN, 50, Oxford Avenue, Southampton, shall be the General Secretary, and Mr. ER ARNFIELD, 25, Derby Road, Southampton, shall be the Financial Secretary or Treasurer to the Company.

31. 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.

32. 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 no larger dividend shall be declared than the maximum dividend allowed from time to time by the Football Association. Provided further, 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 the dividends shall not exceed 5 per cent.

33. 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.

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

#### NOTICES.

35. 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.

36. 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 Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Club with the consent of the Council of the Football Association, if then existing, shall determine.

NAME.	ADDRESS.	DESCRIPTION.
Ernest H. Stancomb	Westbourne, Southampton	Medical Practitioner
G. A. E. Bussell	Braemar Lodge Southampton	Brewer
Y. Thomas The Hermitage	Southampton	Fish Merchant
J. B. Horne	Rockview Avenue Southampton	Dairyman
H. M. T. Wilson	C. F. Wilson & Co. Southampton	Engineer
W. W. W. W. W.	12 Weymouth Terrace Southampton	Law Clerk
Charles F. Brown	The Bent Hill Lane Southampton	Mineral Water Bottler
Edmund Brown Jr.	3 New Abney Road Southampton	Butcher
George F. W. W.	Southampton	

Dated this 10th day of July 1897.

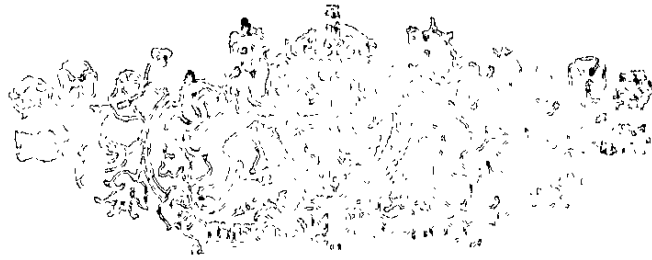
Witness to the signatures of the said all the persons whose names are written above Stuart Tarpley.

[8]

Stuart Tarpley  
Secretary, Southampton

DUPLICATE FOR THE FILE.

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# Certificate of Incorporation

OF THE

Southampton Football and Athletic  
Company, Limited.

I hereby Certify, That the

Southampton Football and Athletic  
Company, Limited.

is a company incorporated under the Companies Act, 1862, as amended, and that the Company is Limited.

was incorporated on the Twelfth day of July

in the year of our Lord one thousand eight hundred and Ninety-seven.

and the paid-up capital is £6.5/-

and the share capital is £6.5/-

Registered in the office of the Registrar of Companies

CarBaster for  
Wakelaw Bros & Co  
24 Birchm Lane P.C  
4 July 1897



COMPANY LIMITED BY SHARES.



**Special Resolution**  
(Pursuant to s. 141 (2))

OF

**THE SOUTHAMPTON FOOTBALL AND ATHLETIC COMPANY  
LIMITED**

*Passed 11th May 1950.*

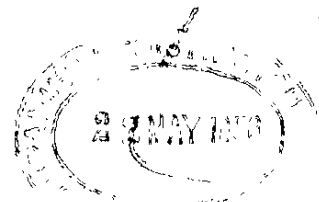
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at The Dell, Milton Road, in the County Borough of Southampton, on the 11th day of May 1950, the subjoined Special Resolution was duly passed, viz. :—

**RESOLUTION.**

That the regulations contained in the printed document submitted to the meeting 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.

*W. Penn Barrow*

*Chairman.*



COMPANY LIMITED BY SHARES.

Articles of Association

OF

THE SOUTHAMPTON FOOTBALL AND ATHLETIC COMPANY  
LIMITED

*(Adopted by Special Resolution passed on the 11th day of May 1950)*

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PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act 1862 shall not apply to the Company, but subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (which regulations are hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 24, 40, 75, 76, 77, 78, 81, 82, 83, 87, 88, 89, 99, 107, 108, 109, 115, 120, 128, 129, 135 and 136 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The capital of the Company at the date of the adoption of these Articles is £5,000, divided into 5,000 shares of £1 each.

4. Preference shares may be issued with a cumulative preference dividend not exceeding £7 10s. per cent. for a period not exceeding three years, but the Company may not issue more preference shares than its subscribed ordinary shares.

5. Subject to the provisions of Article 9 hereof the shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them to such persons at such times and generally

on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except in accordance with the provisions of section 57 of the Act.

#### SHAREHOLDERS' SEASON TICKETS.

6. A shareholder may have issued to him a season ticket or tickets subject to a deduction of 5 per cent. 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.

#### TRANSFER OF SHARES.

7. The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor refuse to register a transfer of shares to any person (not being a member of the Company) of whomsoever they do not approve or when they consider it to be in the interests of the Company to do so. The Directors may also refuse to register a transfer of shares upon which the Company has a lien.

#### CONVERSION OF SHARES INTO STOCK.

8. The Company may by Ordinary Resolution convert any paid-up shares into stock.

#### ALTERATION OF CAPITAL.

9. Subject to any direction to the contrary that may be given by the resolution effecting the increase of capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive from the Company notices of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares then registered in their names. Such offer shall be made by notice, specifying the number of shares offered and limiting the time (not being less than seven days) within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered or any specified number of them, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may also dispose as they think fit of any shares which cannot, in the opinion of the Directors, be conveniently offered under this Article.

10. A share shall not be sub-divided, and paragraph (b) of regulation 45 of Table A shall not apply to the Company.

#### DIRECTORS.

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

12. The qualification of a Director shall be the holding of fully paid shares or stock of the Company of the nominal value of at least £10. A Director may act before acquiring his qualification.

#### DIRECTORS' REMUNERATION.

13. A Director shall not be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company. A Director may not hold any office or place of profit under the Company and the application to the Company of paragraph (3) of regulation 84 of Table A shall be modified accordingly.

14. The Directors shall be entitled to be reimbursed for all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

#### BORROWING POWERS.

15. In regulation 79 of Table A the second paragraph commencing "Provided that" down to the end of the paragraph shall not apply to the Company.

#### MORTGAGE AND OTHER SECURITIES.

16. No mortgage or other security or charge upon any assets of the Company to secure more than the principal money advanced, and interest at  $7\frac{1}{2}$  per cent. 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.

#### POWERS AND DUTIES OF DIRECTORS.

17. Paragraphs (4) and (5) of regulation 84 of Table A shall not apply to the Company.

### DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt, or makes any arrangement or composition with his creditors.
- (5) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (6) If he becomes of unsound mind.
- (7) If he is removed from office under section 184 of the Act.
- (8) If he is suspended by The Football Association from taking part in football management.

19. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

### ROTATION OF DIRECTORS.

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

### PROCEDURE OF DIRECTORS.

21. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than three.

### DIVIDENDS.

22. A larger dividend shall not be declared than the maximum dividend allowed from time to time by The Football Association.



### DEBENTURE REGISTERS.

23. The Company's registers of holders of debentures may be closed during each half-yearly day fixed for the payment of interest on the debentures and during the fourteen days immediately preceding each such half-yearly day.

### NOTICES.

24. The words "in the case of a notice of a meeting" in regulation 131 of Table A and all the words in the same regulation after the words "the letter containing the same is posted" shall be omitted therefrom.

### WINDING UP OF THE COMPANY.

25. 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 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 Borough of Southampton having objects similar to those contained in the Memorandum of Association, or to the amenities fund of any local charity, or charitable or benevolent institution situate within the said County Borough of Southampton, 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, if then existing, shall determine.

### INDEMNITY.

26. Subject to the provisions of section 205 of the Act, every Director, Auditor, Manager, Secretary and other officer of the

Company, and his executors, administrators and assigns, shall be indemnified by the Company from all losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happen from their own respective wilful acts or defaults. Subject as aforesaid, no Director or other officer of the Company, his executors, administrators or assigns, shall be liable for any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company by the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or any other acts of any person with whom any moneys, securities, or effects shall be deposited, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own wilful act or default.

#### ARBITRATION.

27. 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 of the Statutes, 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 Acts 1889 to 1934.

"This is the print of the new Articles of Association of the Southampton Football & Athletic Company Limited referred to in the Special Resolution of the Company passed on the 11th day of May 1950."

*W. Penn Barros*

CHAIRMAN.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

(COPY)

**Ordinary Resolution**

*(Pursuant to The Companies Act, 1948, Section 61)*

OF

**The Southampton Football and  
Athletic Company Limited**

*Passed the 10th day of April, 1969*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at THE DELL, MILTON ROAD, SOUTHAMPTON, on the 10th day of APRIL, 1969, the following ORDINARY RESOLUTION was duly passed:—

"That the Share Capital of the Company be increased from £5,000 to £6,000 by the creation of 1,000 additional Ordinary Shares of £1 each ranking in all respects *pari passu* with the 5,000 existing Ordinary Shares of £1 each in the Capital of the Company and that the Directors be and are hereby authorised to issue such new Shares on such terms and in such manner and to such persons as they may think fit."

*A. Reader*  
Chairman.



16 Chancery Lane, London, W.C.2—WU1377—2463





# THE COMPANIES ACT, 1948.

## Notice of Increase in Nominal Capital.

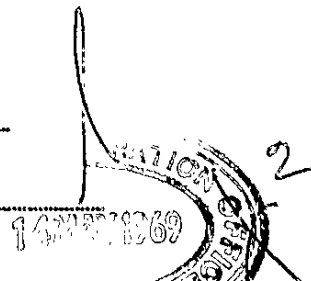
*Pursuant to Section 63.*

NAME OF COMPANY..... THE COUTHAMPTON TOWNAL  
AND ATHLETIC COMPANY..... LIMITED

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.  
Cat. No. O.F. 10.  
SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.  
*Law Stationers and Company Registration Agents.*  
S2184 (D) L

Document Filer's Reference

*Presented by*



100/5011

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

THE GOLF AND COUNTRY ATHLETIC COMPANY LIMITED,  
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,  
that by (a) ORDINARY Resolution of the Company dated the  
10th day of APRIL 1969, the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£1,000 beyond the registered Capital of £5,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
1,000.	ORDINARY	ONE POUND

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:—

That the Directors be and are hereby authorised to issue such  
New Shares on such terms and in such manner and to such persons  
as they may think fit.

of the new Shares are Preference Shares, and are (b) [not]  
redeemable.

(Signature).....

*A. Reader*

(State whether Director, or Secretary).....

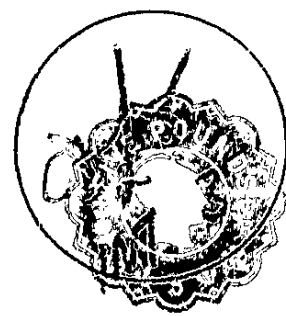
DIRECTOR

Dated the 10th day of APRIL 1969

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

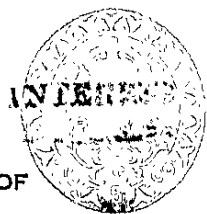
(b) Delete as appropriate

NO. OF COMPANY... 1179



Inland Revenue Duty Stamp to be impressed here.

COMPANY HAVING A SHARE CAPITAL.



ME OF  
MPANY

THE SOUTHAMPTON ELECTRIC

AND ATHLETIC COMPANY

LIMITED.

### Statement of Increase of Nominal Capital

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

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

The Nominal Capital of the above-named Company has by a Resolution of the company dated 10th APRIL 1969 been increased by the addition thereto of the sum of £1,000. beyond the Registered Capital of £5,000

Signature..... *G. Reader*

Date..... 10th APRIL 1969 Description..... INTEREST

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable s. 5, Revenue Act, 1902).

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

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

SLAW & SONS LTD.,

Local Stationers and Company Registration Agents.

S812 (B) L

Presented for registration by



*3*

Ref. 97389/

L10  
CMT

Number of Company 53301

/190.

THE COMPANIES ACTs 1948/1987

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1948 Section 141)

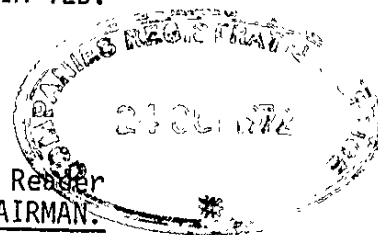
of

THE SOUTHAMPTON FOOTBALL AND ATHLETIC COMPANY, LIMITED

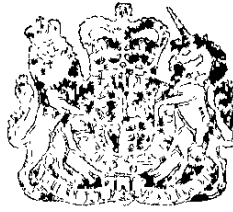
AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at The Dell, Milton Road, Southampton, in the County of Hampshire on the 11th October 1972, the following SPECIAL RESOLUTION was duly passed:-

That with the consent of the Board of Trade the name of the Company be changed to SOUTHAMPTON FOOTBALL CLUB LIMITED.

G. Reider  
CHAIRMAN.



AK/90H/BUR



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

53301

/191.

THE SOUTHAMPTON FOOTBALL AND ATHLETIC COMPANY, LIMITED

THE SOUTHAMPTON FOOTBALL AND ATHLETIC COMPANY, LIMITED  
pursuant to special resolution and with the approval of the Secretary of State changed  
its name, and now incorporated under the name of

SOUTHAMPTON FOOTBALL CLUB LIMITED

3rd November 1972.

Witness my hand and the Seal of the Registrar of Companies

*John J. [Signature]*  
[Stamp]

£

Assistant Registrar of Companies



Number of Company: 53301

1195

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

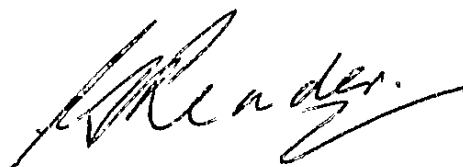
OF

SOUTHAMPTON FOOTBALL CLUB LIMITED

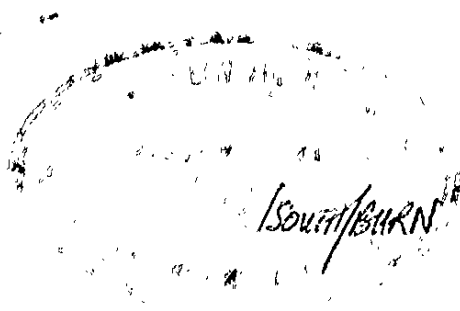
Passed the 30<sup>th</sup> day of October, 1975.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 30<sup>th</sup> day of October 1975, the following SPECIAL RESOLUTION was duly passed :-

That the New Articles of Association already approved by the 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.



Chairman.



A

THE COMPANIES ACTS, 1948 TO 1967

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

## Articles of Association

OF

# SOUTHAMPTON FOOTBALL CLUB LIMITED

(Adopted by Special Resolution passed on the 30th day of October 1975)

---

### PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (which regulations are hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 24, 75, 76, 77, 78, 81, 82, 83, 87, 89, 99, 108, 115, 120, 128, 129, 135 and 136 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### SHARES

3. The capital of the Company at the date of the adoption of these Articles is £6,000, divided into 6,000 shares of £1 each. ✓
4. Preference shares may be issued with a cumulative preference dividend not exceeding £7.50p per cent. for a period not exceeding three years, but the Company may not issue more preference shares than its subscribed ordinary shares.
5. Subject to the provisions of Article 8 hereof the shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except in accordance with the provisions of section 57 of the Act.

### TRANSFER OF SHARES

6. The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor refuse to register a transfer of shares to any person of whomsoever they do not approve or when they consider it to be in the interest of the Company to do so. The Directors may also refuse to register a transfer of shares upon which the Company has a lien or any transfer to joint holders.

### ALTERATION OF CAPITAL

7. Subject to any direction to the contrary that may be given by the resolution effecting the increase of capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive from the Company notices of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares then registered in their names. Such offer shall be made by notice, specifying the number of shares offered and limiting the time (not being less than seven days) within which the offer, if not accepted, will be deemed to be declined: and after the expiration of such time or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered or any specified number of them, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may also dispose as they think fit of any shares which cannot, in the opinion of the Directors, be conveniently offered under this Article.

8. A share shall not be sub-divided, and paragraph (b) of regulation 45 of Table A shall not apply to the Company.

### DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than three nor more than eight.

10. The qualification of a Director shall be the holding of fully paid shares of the Company of the nominal value of at least £100. A Director may act before acquiring his qualification.

### DIRECTORS' REMUNERATION

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. A Director may not hold any office or place of profit under the Company and the application to the Company of paragraphs (3) and (4) of regulation 84 of Table A shall be modified accordingly.

12. The Directors shall be entitled to be reimbursed for all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company.

### BORROWING POWERS

13. In regulation 79 of Table A the second paragraph commencing "Provided that" down to the end of the paragraph shall not apply to the Company.

### DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if he be suspended by the Football Association from taking part in football management, and regulation 88 of Table A shall be modified accordingly.

15. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

### ROTATION OF DIRECTORS

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

### PROCEDURE OF DIRECTORS

17. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than three.

### DIVIDENDS

18. 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 per cent before deduction of tax.

### NOTICES

19. The words "in the case of a notice of a meeting" in regulation 131 of Table A and all the words in the same regulation after the words "the letter containing the same is posted" shall be omitted therefrom.

### WINDING UP OF THE COMPANY

20. 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 up on their shares, the balance shall be given to The Football Association Benevolent Fund, or to some other club or institute in the City of Southampton 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 City of Southampton, 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.

#### INDEMNITY

21. Subject to the provisions of section 205 of the Act, every Director, Auditor, Manager, Secretary and other officer of the Company, and his executors, administrators and assigns, shall be indemnified by the Company from all losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happen from their own respective wilful acts or defaults. Subject as aforesaid, no Director or other officer of the Company, his executors, administrators or assigns, shall be liable for any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company by the insufficiency or deficiency or any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or any other acts of any person with whom any moneys, securities, or effects shall be deposited, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own wilful act or default.

#### ARBITRATION

22. 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 of the Statutes, 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 1950.

## 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 margin

For official use

Company number

274

53301

Name of Company

SOUTHAMPTON FOOTBALL CLUB

Limited

I, FRANCIS GUY LEWIS ASKHAM

of 11, WESTWOOD ROAD, SOUTHAMPTON. HANTS. SO9 1QS

being ~~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 1980.

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

Southampton

the

12

day of

March

One thousand nine hundred and

eighty two.

before me

[Signature]

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

[Signature]

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

Presented by:

THE LONDON LAW AGENCY LTD.  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, EC4Y 0HP

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 0HP Tel: 01-353 9471 (6 lines)

# FILE COPY



## CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 55341 | 215.

I hereby certify that

SOUPWARTON FOOTBALL CLUB LIMITED

is, with effect from 25TH MARCH 1982 ..... a private company  
within the meaning of the Companies Act 1980.

Dated at Cardiff the 25TH MARCH 1982

*[Handwritten signature]*

Assistant Registrar of Companies

Number of Company: 53301

1219  
THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

SOUTHAMPTON FOOTBALL CLUB LIMITED

Passed the 24th day of November 1983.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,  
duly convened, and held on the 24th day of November 1983,  
the following SPECIAL RESOLUTION was duly passed:-

That:

The Share Capital of the Company be increased  
from £6,000 divided into 6,000 Shares of £1 each  
to £60,000 by the creation of 54,000 Ordinary  
Shares of £1 each ranking in all respects pari  
passu with the 6,000 existing Ordinary Shares  
of £1 each in the Capital of the Company.

  
CHAIRMAN.



## 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

220

53301

Name of company

SOUTHAMPTON FOOTBALL CLUB

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
[ordinary][extraordinary][special]† resolution of the company dated 24 November 1983  
the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 54,000 beyond the registered capital of £ 6000

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
54,000	ORDINARY	£1

(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 :

Please tick here if  
continued overleaf ☐

† delete as  
appropriate

Signed

Foranklam

[Director][Secretary]† Date

24 November 1983

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

For official use  
General Section

Post room



**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

A

THE COMPANIES ACTS 1948 TO 1976

Form No. 3

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

3

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

003

53 301

Name of company

SOUTHAMPTON FOOTBALL CLUB Limited\*

\*delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 5

†delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 5 1 9 8 4

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as appropriate

The company is a [subsidiary] [holding company]‡ of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed *For Secretary*

[Director] [Secretary] § Date 14.5.84

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

50 - ES 100

For official use  
General Section

Post room

WESTWOOD SECRETARIES LIMITED  
CHAPTER COURT  
THIRD AVENUE  
SOUTHAMPTON



The London Law Agency Limited

Number of Company 53301

1229

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SOUTHAMPTON FOOTBALL CLUB LIMITED

PASSED 17TH OCTOBER 1986

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the 17th day of October 1986, the following SPECIAL RESOLUTION was duly passed:-

THAT

- (a) All the unissued Shares in the Capital of the Company be under the control of the Directors, and that the Directors may allot, grant options over, or otherwise deal with or dispose of any such Shares to such persons and generally on such terms and in such manner as they think fit; and
- (b) The general authority conferred by the preceding paragraph shall expire on the fifth anniversary of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting

*[Signature]*  
Chairman



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SOUTHAMPTON FOOTBALL CLUB LIMITED

---

Passed on the 1st day of September 1989

---

At an Extraordinary General Meeting of the Company duly convened and held on the 1st day of September 1989, the following Resolution was duly passed as a SPECIAL RESOLUTION:

Resolution

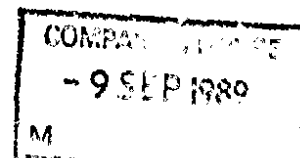
"That the Articles of Association be and the same are hereby altered by the insertion of the figure "91" between the figures "89" and "99" in Articles 2 and the deletion of Article 16 and the substitution thereof of the following new Article numbered 16.

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

(B) A retiring Director shall be eligible for re-election save where that Director has attained the age of seventy years in which case he shall not be eligible for re-election.

*Franklin*  
.....

CHAIRMAN



53301

BURNETT  
SWAYNE

CHARTERED  
ACCOUNTANTS

The Secretary,  
Southampton Football Club Limited,  
The Dell,  
Milton Road,  
SOUTHAMPTON.

Charter Court Third Avenue  
Southampton SO9 1QS  
Tel (0703) 702345 Fax (0703) 702570  
Tele x 47171 LOWTAX

Our Ref: 07/AS099/WAW/BMB

14th March 1990

Dear Sir,

We hereby tender our resignation as Auditors of the Company.

In accordance with Section 390 of the Companies Act 1985 we confirm that there are no circumstances connected with this resignation which we consider should be brought to the attention of the members or creditors of the Company.

Yours faithfully,



Established 1846

Members: M. Henson, C. G. Ball, D. A. Evans, P. G. Stone, B. M. Baxendale, N. J. Chappell, J. E. Tisdale, M. R. Richards, D. I. Harper  
Senior Managers: R. A. Hurst, A. Allport, G. W. Porter, M. R. Thelton, P. Bucknell

Chartered Accountants in England and Wales (ICAEW) is a company limited by guarantee.

