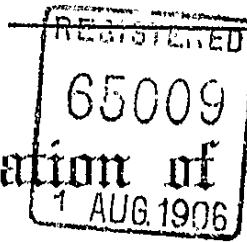


"THE COMPANIES ACTS, 1862 to 1900."

Declaration of Compliance



A
Companies
Fee Stamp
of 5s.
should be
impressed
here.
(And see
inside.)

WITH THE

REQUISITIONS OF THE COMPANIES ACTS

Made pursuant to Section 1, Sub-section 2, of The Companies Act, 1900

(63 & 64 Vict. Ch. 48), on behalf of a Company proposed to be Registered as

The Rochdale Hornets
Football club company
LIMITED.

(See Page 2 of this Form.)

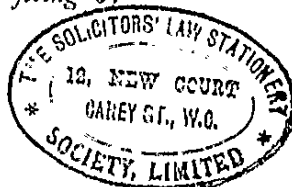
5-05.

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE: NUMBER 246 HOLBORN.

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, Publishers, and Stationers,
116 & 120 CHANCERY LANE, LONDON, W.C.

Presented for filing by



I *James Richard Hartley*
of *Roche Mount*
Rochdale in the County
of Lancaster Solicitor



A
Declaration
Stamp of
2s. 6d.
should be
impressed
here.

*Here insert--
"A Solicitor
of the High
Court en-
gaged in the
formation,"
or "A Director
or the Secre-
tary named in
the Articles of
Association."

Do solemnly and sincerely Declare that I am* *a Solicitor*
of the High Court engaged
in the formation of The
Rochdale Hornets Football
club company

LIMITED,

and that all the requisitions of the Companies Acts in respect of matters
precedent to the registration of the said Company and incidental thereto
have been complied with. 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.

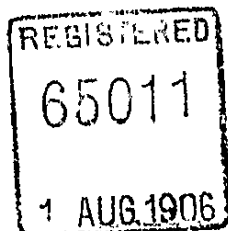
Declared at *Rochdale*
in the County
of Lancaster
the *31st* day of *July*,
One thousand nine hundred and *six*

J. R. Hartley

fore me,

H. Ludwick
A Commissioner for Oaths.

"COMPANIES' ACTS, 1862 to 1900."



A 5s.
Companies'
Registration
Fee Stamp
to be
impressed
here.

CONSENT to act as Director of...

The Rochdale

Hornets

Football

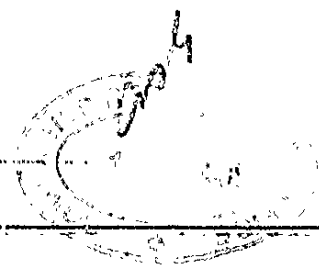
club

company

Limited,

Pursuant to s. 2 (1) (i) of the Companies' Act, 1900.

Presented for filing by



The Solicitors' Law Stationery Society, Limited, 22, Chancery Lane, and 29, Walbrook, London;
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 08.-1150-5-05

(a) Here insert :
"I" or "We,"
(b) Here insert :
"My" or "Our."

(a) *We* the undersigned, hereby testify (b) *our* consent to
act as Directors of *The Rochdale Hornets*
Football Club Company Limited,
and to (b) *our* names being inserted as Directors in the Prospectus of
the said Company, which it is proposed to issue, and (a) *we* authorise
them to file this consent with the Registrar of Joint Stock Companies,
pursuant to s. 2 (1) (i) of the Companies' Act, 1900.

*Signature.	Address.	Description.
<i>James Richard Huxley</i>	<i>Roche Mount Rochdale</i>	<i>Shc. etc.</i>
<i>Robert Collinge</i>	<i>41 William Street, Rochdale</i>	<i>General Merchant.</i>
<i>Robert Herbert</i>	<i>44 Milnrow Road Rochdale</i>	<i>Teretary Surgeon</i>
<i>Samuel Healey</i>	<i>114 Dnolme Street Mowbray</i>	<i>Tobaccoist</i>
<i>James Edward Smith</i>	<i>43 Mere Street Rochdale</i>	<i>Drainage Inspector.</i>
<i>John Robert Dax</i>	<i>31 Drake Street Rochdale</i>	<i>athletic Club fitter</i>
<i>Frank Green</i>	<i>18 Henry Street Rochdale</i>	<i>Contractor</i>
<i>Edgar Adolphus Middleton</i>	<i>195 Oldham Road Rochdale</i>	<i>Grocer</i>

Dated this *30th* of *July* 190 *6*

Number of
Certificate

89733

Form No. 43.

"COMPANIES ACTS, 1862 to 1900."



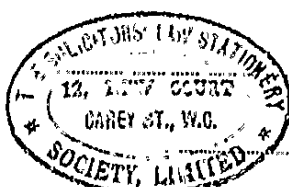
A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

List of the Persons who have consented to be Directors of.....*The*

Rockdale Hornets
Football Club
company Limited,

Pursuant to s. 2 (2) of the Companies Act, 1900.

Presented for filing by



The Solicitors' Law Stationery Society, Limited, 22, Chancery Lane, W.C., 29, Wallbrook, E.C.,
6, Victoria Street, S.W.,

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 62.-180-5-06

To the Registrar of Joint Stock Companies.

(1) "I" or "We,"

(1)

I, the undersigned, hereby give you notice, pursuant to s. 2 (2) of the Companies Act, 1900, that the following persons have consented to be Directors of

The Rochdale
Hornets Football Club
Company Limited.

Name.	Address.	Description.
James Richard Hartley.	Roche Mount, Rochdale.	Solicitor.
Robert Collinge.	41 William Street, Rochdale.	Flannel Merchant.
Robert Herbert.	144 Milnrow Road Rochdale.	Veterinary Surgeon.
Samuel Healey.	11 1/2 Drake Street Rochdale.	Tobacconist.
James Edward Smith.	143 Mex Street Rochdale.	Drainage Inspector
John Robert Dex.	31 Drake Street Rochdale.	Athletic Outfitter.
Frank Green.	18 Henry Street Rochdale.	Contractor.
Edgar Adolphus Middleton.	195 Oldham Road Rochdale.	Grocer.

Signature, Address and
Description of Applicant
for Registration.

James Richard Hartley
Roche Mount Rochdale
Solicitor.

Dated this 30th day of July 190 6

Number of
Certificate

807,33

Form No. 25.

THE STAMP ACT, 1891, and THE FINANCE ACT, 1899.



Statement of the Nominal Capital

OF THE

*Rockdale Hornets
Football Club*

COMPANY, LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, and
Section 7 of The Finance Act, 1899.

(See last Page of this Form.)

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

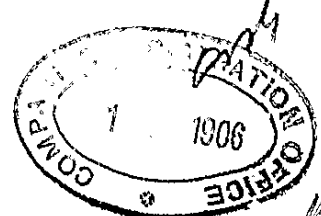
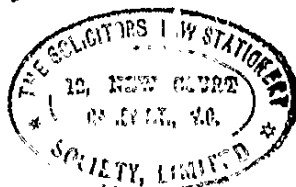
TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE: NUMBER 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,
116 & 120 CHANCERY LANE, LONDON, W.C.

Presented for filing by



THE NOMINAL CAPITAL

OF THE

Rockdale Hornets
Football Club Company, Limited,
is *One thousand* Pounds,
divided into *Two thousand* Shares
of *Zero shillings* each.

Signature.

M. A. H. -

Description

Director

Dated the *Thirtieth* day

of *July* 190 *6*.

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



THE COMPANIES ACTS, 1862 TO 1900.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

OF THE

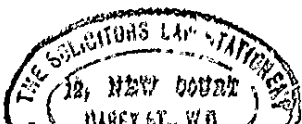
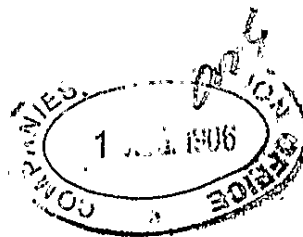
Rochdale Hornets Football Club COMPANY LIMITED.

1. The name of the Company is "THE ROCHDALE HORNETS FOOTBALL CLUB COMPANY LIMITED."

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

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

- (a) To promote the practice and play of football, cricket, lacrosse, lawn tennis, hockey, bowls, bicycle and tricycle riding, running, jumping, and other athletic sports, games and exercises of every description, and any other games, pastimes, sports, recreation, amusements or entertainments, and to buy, sell, exchange, or hire all articles, implements, fixtures, furniture, apparatus, and things used in the playing or practice of such games or pursuits, and any other implements or things used or required therefor, or for the promotion of the objects of the Company, including prizes to be given in any competition or competitions promoted by the Company, and for that purpose to establish, engage, and maintain teams of football and other players, whether composed of amateur or professional players, or partly of one and partly of the other.



- (b) To acquire money by gift or subscription, and to distribute the same in or about the furtherance of all or any of the objects of the Company, and to raise or grant sums of money to be awarded as prizes or otherwise in connection with any such matters as aforesaid, on such terms as may be prescribed.
- (c) To join in and promote the competition for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
- (d) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated, and to join or subscribe to any union or association for the like objects.
- (e) To co-operate and join with any person or persons, club, company, or association, having the same or like objects in any manner and for any purpose which may be thought proper in furtherance of the objects of the Club.
- (f) To acquire or undertake the whole or any part of the business and assets of any person, firm, club, or company carrying on any of the businesses or objects which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangements for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, club, or company, and to give or accept by way of consideration for any of the acts or things aforesaid any shares, debentures, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (g) In particular to acquire on such terms and conditions as the Company may think fit and proper the business assets, players, and undertakings of the present unincorporated Association or Club known as "The Rochdale Hornets Football Club," and to undertake

and pay all or any of the liabilities and debts of the said unincorporated Club in relation to such business and undertaking.

- (h) To purchase, take on lease or in exchange, hire, or otherwise acquire a ground or grounds, buildings, or any other real or personal estate necessary or convenient for the objects of the Company.
- (i) To construct, fit up, and maintain any buildings, pavilions, or stands upon such ground or grounds; to fix and enforce a scale of charges for admission thereto, and for admission to such ground or grounds, and generally to set out and manage the same as may be required for the objects of the Company.
- (k) To become, if necessary, a member of and subscribe to the Northern Rugby League, Northern Rugby Football Union, Football Association, the Football League, or Football Alliance, or any other Alliance, League, or Association having objects altogether or in part similar to those of the Company.
- (l) To insure the players of the Company against accident for their own benefit.
- (m) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (n) To borrow and raise money by mortgage or charge of the undertaking and all or any part of the property of the Company, present or future, and all or any of the uncalled or unissued capital for the time being of the Company, and in particular by the issue of debentures or debenture stock of any description, and either with or without the whole or any part of the property or assets of the Company being given as security for such money, and generally in such manner and upon such terms as the Company shall think fit, and to pay off or re-borrow such money in such manner and upon such terms as may appear fit or expedient.
- (o) To borrow any money required for the objects of the Company upon such securities, debentures, or otherwise, as may be determined.

- (p) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (q) To aid in the establishment and support of associations or institutions calculated to benefit persons employed by the Company or having dealings with the Company.
- (r) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (s) To receive money on deposit, at interest or otherwise, and to lend money, and in particular to persons having dealings with the Company, and to give any guarantee or indemnity as may seem expedient.
- (t) To permit and allow any person or persons, club, or society to use and enjoy the said grounds, lands, buildings, pavilions, and stands, and other hereditaments of the Company, for such purposes, and upon such terms and conditions as shall be fixed and determined.
- (u) To engage and employ amateur football players, cricketers, and other athletes, and to engage, hire, employ, and pay professional football players, cricketers, and other professional athletes, and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate money at matches, sports, and festivals, and for carrying out any other objects which the Company shall think advisable.
- (v) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of the Company, and to remunerate any person rendering services to the Company.

- (w) To develop and turn to account any land acquired by or in which the Company is or may be interested, and in particular by laying out and preparing for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and others.
- (x) To give the call of shares to any person or company at such times and in such cases as may seem expedient.
- (y) To issue all or any part of the original or other share capital of the Company at par or premium, and as fully or partly paid up, and to distribute any of the property of the Company among members in specie.
- (z) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (aa) To do all such other lawful acts and things as are incidental or conducive to the attainment of above objects.
- (aaa) And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or otherwise.

4. The liability of the members is limited.

5. The capital of the Company is £1,000, divided into 2,000 shares of 10s. each, with power to increase or reduce the same, and to issue any part of the original or increased capital with such preferences, priorities, rights, or privileges, or subject to such restrictions, or with rights postponed or deferred, in such manner as the Company in General meeting may determine.

We, the several persons whose names, addresses, and descriptions are subscribed hereto, 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.
James Richard Hatley Roche Mount Rochdale, Shroton.	Fifty
Robert Hollings. 41. Williams Street, Rochdale. Hannel Merchant.	Fifty.
Robert Nesbitt. 44 Milner Road, Rochdale Electrical Surgeon	Twenty five
Samuel Healey 117 Drake Street Rochdale. Tailor & Corset	Fifty
James Edward Smith. 43 Here Street Rochdale. Drainage Inspector.	Ten.
John Robert Dux 31 Drake Street Rochdale Athletic Cultivator	Ten
Frank Green 18 Henry Street Rochdale Contractor	Ten
Edgar Adolphus Middleton 195 Oldham Road Rochdale Grover.	Ten

Dated this 30th day of July 1906..

Witness to all the above Signatures:

Frederick Thomas Hudson
37 South Street Rochdale
Coal Merchant



89733



THE COMPANIES ACTS, 1862 TO 1900.

COMPANY LIMITED BY SHARES.

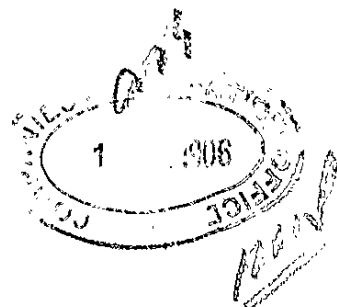
ARTICLES OF ASSOCIATION

OF THE

Rochdale Hornets Football Club

COMPANY LIMITED.

1. Subject as hereinafter provided and to the Companies Acts for the time being the regulations contained in the Table marked A in the First Schedule to the Companies Act, 1862, shall apply to this Company.
2. The following clauses in the said Table A shall not apply to this company, viz., Clauses 10, 29 to 44 both inclusive, 52, 53, 57, 58, 59, 79, 80, 81, and 82.
3. The Directors may, subject to the Companies Act, 1900, and to Article 34 hereof, carry out the objects of the Company whether the whole of the shares shall have been subscribed or not, and they may allot the shares as and when they think proper.
4. Every person taking five shares before September 1st, 1906, and whose calls thereon shall be fully paid, shall be entitled to receive a season ticket for the season 1906-7 only at half-price, and every person taking ten shares or upwards before September 1st, 1906, and whose calls thereon shall be fully paid shall be entitled to receive a free season ticket for the season 1906-7 only. Such season tickets shall admit the holder to the ground and stands at all ordinary football matches arranged by the Company.



TRANSFER OF SHARES.

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

6. A fee not exceeding 1s. may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

7. The Directors shall have the same right to refuse to register the person entitled to any shares by reason of the death, bankruptcy, insolvency, lunacy, or infancy of any member or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

REDUCTION OF CAPITAL.

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

GENERAL MEETINGS.

9. The first General Meeting shall be held at such time, not being less than one month nor more than three months from the date at which the Company is entitled to commence business and at such place as the Directors may determine.

10. One General Meeting of the Company at the least shall be held in the month of June in every year, on such day and at such time and place as the Directors shall determine, and shall be called "an Ordinary General Meeting," and each of all other General Meetings shall be called "Extraordinary." The Directors may, whenever they shall think fit, and shall upon receiving a requisition in writing signed by the holders of not less than one-tenth of the issued Capital of the Company upon which all calls or other sums then due have been paid, convene an Extraordinary General Meeting.

11. Such requisition shall express the objects of the meeting proposed to be called, and shall be served upon the Directors by being left at the Registered Office of the Company and may consist of several documents in like form each signed by one or more requisitionists. If the Directors do not proceed to con-

vene the meeting within twenty-one days from the receipt of such requisition the requisitionists or a majority of them in value may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of deposit of the requisition.

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

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

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

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

16. The Chairman (if any) of the Board of Directors shall preside as chairman at every General Meeting of the Company.

17. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or if being present he shall refuse or neglect to take the chair, the members present shall choose some Director, if one be present, or, if not, then one out of their own number to be Chairman.

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

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

20. All voting at a General Meeting shall be by a show of hands unless a poll is demanded by thirty or more members, when it shall be taken in such manner 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.

VOTES OF MEMBERS.

21. Every member shall have one vote for every share held by him upon which there are no calls in arrear.

DIRECTORS.

22. The Board of Directors of the Company shall consist of a Chairman with seven other members.

23. The first Chairman shall be Mr. J. R. Hartley; and the first seven Directors shall be Mr. Councillor R. Collinge, Mr. R. Herbert, Mr. S. Healey, Mr. J. E. Smith, Mr. J. R. Dex, Mr. F. Green, Mr. E. A. Middleton. //

24. The qualification of every Director shall be the holding and retention of ten shares at the least in the capital of the Company. A Director may act before acquiring his qualification, but must qualify within the period of one month from the time of his appointment. //

POWERS OF DIRECTORS.

25. Without prejudice to any of the powers by these articles or by law conferred upon the Directors, it is hereby declared that they shall have the following powers, viz.:—

- (a) To appoint the Bankers and Solicitors of the Company, to engage and determine the duties and salaries of the secretary or secretaries, professional players, and servants of the Company, and to remove any of such persons at their discretion.
- (b) To elect and engage such persons as they shall approve of to be playing members of the Company upon such terms as they shall think fit.
- (c) To acquire and undertake the whole or any part of the business and assets of any person, firm, club, or company carrying on any of the businesses or objects which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake the liabilities of such person, firm, club, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, club, or company, and to give or accept by way of consideration for any of the acts or things aforesaid any shares, debentures, or securities, that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (d) To issue season or other tickets, admitting the holders thereof to the grounds and buildings of the Company, upon such terms and at such times and occasions and subject to such regulations as the Directors may determine.
- (e) To use and dispose of, sell, or invest all the property or funds of the Company, and from time to time vary such investments at their discretion.
- (f) To make, alter, and revoke all such rules, bye-laws, and regulations relative to the use of the property of the Company, and to the conduct or holding of the meetings for any of the purposes mentioned in paragraph 3, Section A, of the Memorandum of Association, as they may deem fit and proper, provided that such bye-laws are not inconsistent with these Articles or with the Memorandum of Association.

- (g) To exercise all powers and functions relating to the Company, not hereby solely conferred upon the General Meetings of the Company.
- (h) To arrange such Football and other matches and Athletic Sports mentioned in the Memorandum of Association, and to make all necessary arrangements for the holding thereof, and to fix and enforce a scale of charges in relation thereto, and generally to carry out the objects of the Company.
- (i) To hire an office for carrying out the objects of the Company.
- (k) To draw upon the bankers of the Company for any sums necessary for payment and satisfaction of the debts and liabilities of the Company, but all cheques shall be signed by two of the Directors and counter-signed by the Secretary; but in case any Directors shall sign any cheque without the sanction of a meeting of Directors, such Directors so signing shall be personally liable for and shall refund the amount of such cheque to the Company.
- (l) To institute, conduct, defend, compromise, and abandon legal proceedings by and against the Company and its officers, and otherwise concerning the affairs of the Company.
- (m) To enter into contracts for the Company, and rescind, alter, and vary the same, and to contract on behalf of the Company as may be necessary in carrying out the objects of the Company.
- (n) To accept compromises of any debts due to the Company, or of any claim or demands of the Company.
- (o) To refer any claims and demands of and against the Company to arbitration, and to perform and observe the awards thereon.
- (p) To borrow any money required for the objects of the Company upon such securities as they may determine upon.
- (q) To make to every Ordinary General Meeting a full and particular report of the affairs of the Company.

- (r) To allot the shares of the Company.
- (s) To make calls from time to time in respect of capital unpaid on shares, whatever be the number of shares actually taken up.
- (t) To keep the Register of Members, the Register of Transfers, and the Seal of the Company, and to determine the form of the certificate of the shares.
- (u) To authorise the affixing of the seal of the Company to any document, which shall only be affixed under a resolution of the Board, and such authorisation shall be evidenced by the signature of at least two Directors to every document whereto the seal may be affixed, and countersigned by the Secretary.

DISQUALIFICATION OF DIRECTORS.

26. The office of a Director shall be vacated if he shall cease to hold ten shares at the least in the Company, or if he fails to attend a meeting of the Directors for four consecutive months, except he is prevented by illness or his attendance is excused by the other Directors at their meetings, or if he becomes bankrupt or insolvent and compounds with his creditors, or if he becomes of unsound mind or be found a lunatic, or if he is convicted of an indictable offence, or if he gives the Company notice in writing that he resigns his office, or if he shall violate any clause in these Articles.

27. A Director shall not be disqualified by his office from entering into contracts, arrangements, business, or dealings with the Company, nor shall any contract, arrangement, business, or dealing with the Company be avoided, nor shall a Director be liable to account to the Company for any profit arising out of any contract, arrangement, business, or dealing with the Company by reason of such Director being a party to or interested in or deriving profit from any such contract, arrangement, business, or dealing, and being at the same time a Director of the Company. But no Director shall vote as a Director in regard to any contract, arrangement, business, or dealing in which he is interested or upon any matter arising thereout, and if he does so vote his vote shall not be counted.

28. No Director shall be liable to account for any money received by him for professional services rendered or moneys paid

to him as Solicitor, or Secretary, or Manager, or holder of any other office or place of profit in the Company besides that of Director.

ROTATION OF DIRECTORS.

29. At the first Ordinary General Meeting of the Company to be held after its incorporation, and at every succeeding Ordinary General Meeting, one-third of the Directors, or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office, but shall be eligible for re-election.

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

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

ACCOUNTS.

32. A balance-sheet shall be made out once in every year, and laid before the Company at the Ordinary General Meeting, and such balance-sheet shall contain a summary of the property and liabilities of the Company, and a printed copy of such balance-sheet shall three days previously to such meeting be delivered at or sent by post to the registered address of every member.

ALLOTMENT.

33. The Directors shall not allot any shares unless and until applications shall have been received for shares to the extent of at least £500 of the nominal capital of the Company. //

COMMENCEMENT OF BUSINESS.

34. The business of the Company shall not be commenced unless and until capital to the amount of at least £500 shall have been subscribed for and allotted. //

Names, Addresses, and Descriptions of Subscribers.

James Richard Hally Rock Mount
2 Rochdale, Solicitor ✓

Robert Collinge 41 William Street, Rochdale.
Flannel Merchant ✓

Robert Herbert 44 Wilson Road Rochdale
Veterinary Surgeon ✓

Samuel Healey 117 Drake Street Rochdale
Tobacco Conist ✓

James Edward Smith 43 Here Street Rochdale.
Drainage Inspector. ✓

John Robert Dec 31 Drake Street Rochdale
Athletic Club Officer ✓

Frank Green
18 Henry Street Rochdale
Contractor ✓

Edgar Adolphus Middleton 196 Oldham Road
Rochdale Greener ✓

Dated this 30th day of July, 1906.

Witness to all the above Signatures:

Frederick Thomas Hudson
57 South St., Rochdale
Coal Merchant.

DUPLICATE FOR THE FILE.

No.

89733



Certificate of Incorporation

I Hereby Certify, That the
*Rochdale Hornets Football Club
company Limited*

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is
Limited.

Given under my hand at London this

First day of *August*

One Thousand Nine Hundred and *nine*

Fees and Deed Stamps £ *4" 7" 6*

Stamp Duty on Capital £ *2" 10" 0*

H. F. Sarsfield

Registrar of Joint Stock Companies.

Certificate received by

Rev. R. B. Smith
12 Newbury
Leamth

Date

3/8/06

Number of
Certificate

89433

Form No. 44.

"COMPANIES' ACTS, 1862 to 1900."



A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance by

*The Rochdale
Rangers Football Club
Company* Limited,

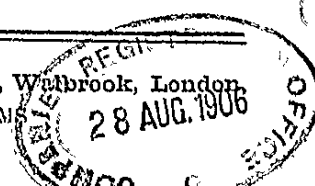
of provisions of Companies' Act, 1900, to enable Company to commence
business.

Pursuant to Section 6 (1) of the Companies' Act, 1900.

A Penalty of £50 per day is incurred for commencing business before Section 6
is complied with, see Section 6 (5) of the Act.

Presented for filing by

*Solrs Law Stationery Socy Ltd
17 men Lane
Caring St*





(a) Insert here being ("the Secretary," or "a Director.")

I Frederick Thomas Hudson
of 57 South Street Rochdale in
the County of Lancaster
being ("the Secretary" or "a Director.")
The Rochdale Hornets Football
Club Company

Limited,
do solemnly and sincerely declare:—

THAT the amount of the share capital of the Company offered to the
public for subscription is £ 1000

THAT the amount fixed by the Memorandum or Articles of Association
and named in the prospectus as the minimum subscription upon which the
Company may proceed to allotment is £ 500

THAT shares held subject to the payment of the whole amount thereof
in cash have been allotted to the amount of £ 52.5 - 10 - 0

THAT every Director of the Company has paid to the Company on
each of the shares taken or contracted to be taken by him and for which
he is liable to pay in cash, a proportion equal to the proportion payable on
application and allotment on the shares offered for public subscription.

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 Rochdale
in the County of
Lancaster
the 24th day of August
One thousand nine hundred and six

Fredrick Thomas Hudson

Before me,

A. H. H. H.
A Commissioner for Oaths.

DUPLICATE FOR THE FILE.

No.

89733



Certificate

under s. 6 (2) of the Companies' Act, 1900, that a
Company is entitled to commence business.

I hereby Certify, That the
*Rochdale Hornets Football Club
company limited*

which was incorporated under the Companies' Acts, 1862 to 1900, on the *First*
day of *August* 190*6*, and which has this day filed a statutory declaration
in the prescribed form that the conditions of s. 6 (1) have been complied with, is entitled to
commence business.

Given under my hand at London this *Twenty-eighth* day of *August*
One Thousand Nine Hundred and *nine*

Assistant Registrar of Joint Stock Companies.

Certificate received by

H.C. Charlwood
for Solicitors Law & Co Ltd
12 New Court

Date

30 August 1906

No. of Certificate, 89733.

THE COMPANIES ACTS 1862 to 1907.

COMPANY LIMITED BY SHARES.



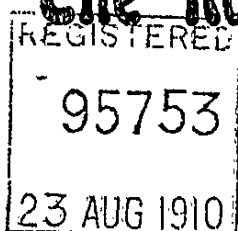
[COPY]

Special Resolution

(Pursuant to the Companies Act, 1862, Section 50 and 51)

OF

The Rochdale Hornets Football Club



COMPANY LIMITED,

PASSED JULY 26th, 1910.

CONFIRMED AUGUST 10th, 1910.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the LYCEUM, ROCHDALE, in the County of Lancaster, on the 26th day of July, 1910, the following Special Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place, on the 10th day of August, 1910, the following Special Resolution was duly confirmed:—

“That the Articles of Association be altered by substituting the following Article for Article 22 namely:—‘Until otherwise determined by a General Meeting, the number of the Directors shall not be less than eight nor more than twelve.’”

Signed,

Frederick T. Jackson

Secretary.

Q



92143
18 JUL 1914

THE COMPANIES ACTS 1862 TO 1907.
COMPANY LIMITED BY SHARES.

[Corp]



SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1862, Section 50 and 51)

OF

THE ROCHDALE HORNETS FOOTBALL CLUB

COMPANY LIMITED,

PASSED JUNE 16TH, 1914.

CONFIRMED JULY 7TH, 1914.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the LYCEUM, ROCHDALE, in the County of Lancaster, on the 16th day of June, 1914 the following Special Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place, on the 7th day of July, 1914, the following Special Resolution was duly confirmed:—

That the Articles of Association of the Company be altered in the following manner.

1. By adding the following as Article 19A, namely:—

“ARTICLE 19A.

The election of Directors and Auditor shall be conducted as follows, namely:—

From and after the General Meeting to be held in June, 1914, no person, whether he be a retiring Director or Auditor or not, shall be eligible for election to the office of Director or Auditor at any general meeting, unless written notice shall have been sent to the Company's Secretary at the Registered Office of the Company at least three clear days previous to such meeting, signed by two members, that they respectfully intend to propose and second his appointment as such Director or Auditor. If there be only one nomination for each vacancy then the person nominated for such vacancy shall be declared by the Chairman of the meeting at which his election shall take place to be duly elected without a vote being taken. Provided Always that in case no such notice to propose shall have been given, any two Shareholders present at such General Meeting may nominate a person to be elected to the vacant office.

In the event of two or more nominations every election of Directors and Auditor respectfully shall be conducted as follows, viz:—

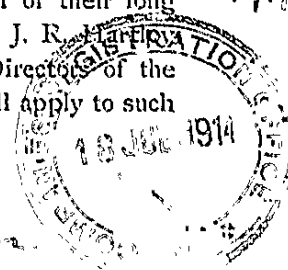
Every member present qualified to vote shall be supplied with a list of all the persons so nominated who are eligible for election and shall place a X or other distinctive mark opposite the name of the person for whom he votes. The list when so marked shall be collected by the Secretary or some other person appointed by the meeting and delivered to the Chairman of the meeting, who in conjunction with the Secretary or other appointed person, shall immediately open and read them and announce the result to the meeting, and the person who shall have received the greatest number of votes shall be declared duly elected as Director or Auditor as the case may be.”

2. By adding at the commencement of Article 20 the following words: “Subject and except as provided in Article 19A hereof.”

3. By adding the following Article as Article 23A namely:—“That in recognition of their long and valuable services to the Company and the Rochdale Hornets Football Club, Messrs J. R. Hartley and Robert Collinge be and they are hereby respectively constituted and appointed Directors of the Company for life, and none of the grounds of disqualification specified in Article 26 shall apply to such Life Directors, except that of Resignation.”

Signed

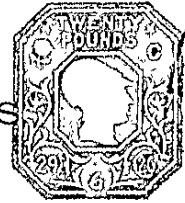
J. R. Hartley



THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

The Rochdale Hornets Football Club Company

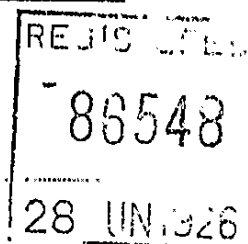
LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, and by Section 39 of the Finance Act 1920.

NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound for every £100 or fraction of £100.

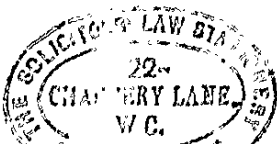
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 44 of the Companies (Consolidation) Act 1908.

Presented for filing by



The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 45 Tothill Street, S.W.1, 15 Hanover Street, W.1.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.



THE NOMINAL CAPITAL

OF

The Rochdale Hornets Football Club Company

, Limited,

has been increased by the addition thereto of the sum of

£2,000, divided into Four thousand

Shares of Ten shillings each, beyond the registered

Capital of One thousand pounds

Signature

Wm. T. Hudson

Officer

Secretary

Dated the

Twenty third

day of

June

1926

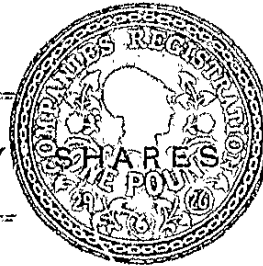
This Statement should be signed by a Director, Secretary or other authorised Officer of the Company.

Number of } 89733.
Certificate }

Form No. 10.

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY



Ad valorem
Companies
Fee Stamp
to be
impressed
here.

Notice of Increase in the Nominal Capital

OF

The Rochdale Hornets Football Club Company

LIMITED.

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

(See Page 2 of this Form).

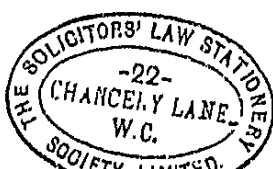
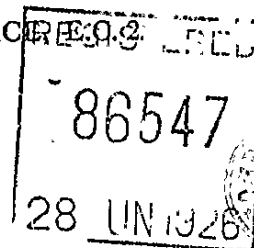
52489

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 484 (2 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE

Presented for filing by



257

Notice of Increase in the Nominal Capital

OF

The Rochdale Hornets Football Club Company

Limited

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the *seventeenth* day of *June* 19*26*, the Nominal Capital of the Company has been increased by the addition thereto of the sum of *Two thousand* Pounds, divided into *Four thousand* Shares of *Ten shillings* each, beyond the Registered Capital of *One thousand* Pounds.

Signature

Fred. J. Hudson

Description

Secretary

Dated the *Twenty third* day

of *June* 19*26*.

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

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

NOTICE OF INCREASE

IN THE

NOMINAL CAPITAL

OF

The Rochdale Hornets

Football Club Company,

LIMITED.

Number of
Company

29/33



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

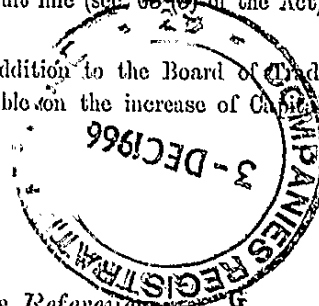
THE ROCHDALE HORNETS FOOTBALL CLUB COMPANY

LIMITED



NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 68(2) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)



Presented by

Document Filer's Reference

J. Bright Clegg & Son,

176 Drake Street,

Rochdale.

Form No. 10

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

THE ROCHDALE HORNETS FOOTBALL CLUB COMPANY

*"Ordinary",
"Extra-
ordinary", or
"Special".

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an Ordinary
Resolution of the Company dated the 23rd day of November 1966
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 3000 - - - - - beyond the Registered Capital
of £ 3000 - - - - -

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
6000	Ordinary	10/-

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 :—

pari passu with the existing shares

** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature John Herskew

State whether Director
or Secretary Secretary

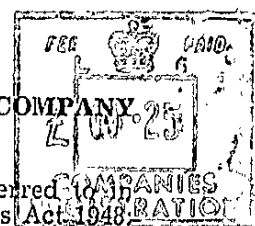
Dated the second day of December 1966

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

CR 57

89733/155

THE ROCHDALE HORNETS' FOOTBALL CLUB COMPANY
LIMITED

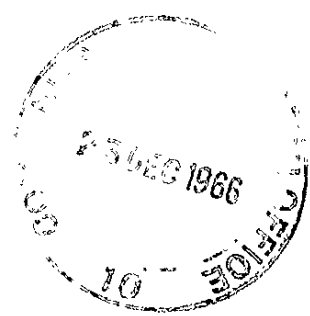
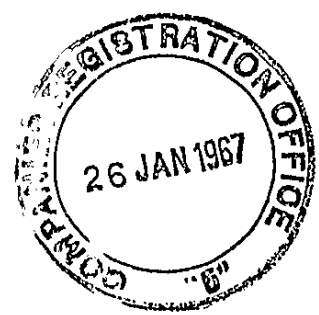
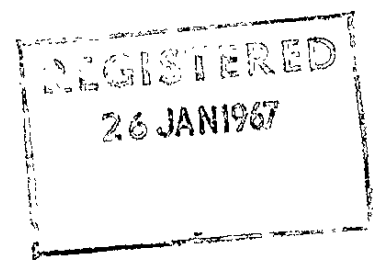


The following is a copy of the resolution referred to in the Notice given under Section 63 of the Companies Act 1948

"That the Capital of the Company be increased from £3,000 divided into 6,000 Ordinary Shares of 10/- each to £6,000 by the creation of an additional 6,000 Ordinary Shares to rank pari passu with the existing Ordinary Shares of the Company in all respects.

Date of Resolution 23rd November 1966 *Jack Henshaw*

Secretary



13

2

Number of
Company

00133

156

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

THE DOCKLAND FOOTBALL CLUB COMPANY LIMITED

LIMITED

REGISTERED

26 JAN 1967

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filer's Reference G

J. Wright & Sons

176 Fife Street

Leeds

Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

THE TOTTENHAM FOOTBALL CLUB CO. LTD.

Limited

has by a Resolution of the Company dated

23rd November 1966 *been increased by*

the addition thereto of the sum of £3000,

divided into :—

Six thousand *Shares of* 10/- *each*

Six thousand *Shares of* 10/- *each*

beyond the registered Capital of £3000

Signature

Alice Forshaw

(State whether Director or Secretary) Secretary

Dated the _____ day of January 1967

Note—This margin is reserved for binding and must not be written across

89153
Number of
Company
157.



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

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n writing.

THE ROCHDALE HORNETS FOOTBALL CLUB COMPANY

LIMITED

Passed 23rd November, 1966.

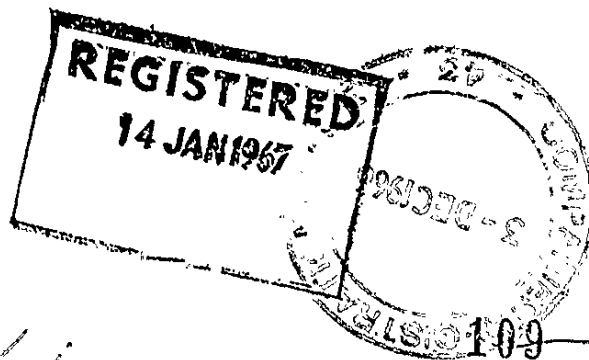
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at The Athletic Grounds, Milnrow Road, Rochdale, Lancashire

on the 23rd day of November, 1966, the subjoined Special Resolution was duly passed, viz.:-

RESOLUTION

"That the Articles of Association now produced to the Meeting, and initialled for the purpose of identification by the Company's Solicitors be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association."

Special Resolu-
tion must be
initialled in
this space,
fixed to or
it, except
in the case
of an
private
when it
is
ped. See
and Note



Signature Eric Pershan

The Company Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



COMPANY LIMITED BY SHARES

Articles of Association

OF

**THE ROCHDALE HORNETS FOOTBALL CLUB COMPANY
LIMITED**

*(Adopted by Special Resolution passed on the 23rd day of
November, 1966)*

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 or incorporated in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Regulations 3, 5, 24, 75, 77, 79, 88, 89, 96, 97, 99 and 136 of Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "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 shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any shares for the time being unissued shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in

such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any unissued shares, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed.

CAPITAL.

6. The capital of the Company at the date of the adoption of these Articles is £3,000, divided into 6,000 shares of 10s. each.

LIEN.

7. In regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES.

8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

TRANSMISSION OF SHARES.

10. The proviso to regulation 32 of Table A shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A.

12. In regulation 53 of Table A the words "twenty members" shall be substituted for the words "three members."

13. The following words shall be added to regulation 62 of Table A: "Provided that no member shall in any circumstances be entitled to more than 100 votes."

DIRECTORS.

14. 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 seven. The Directors at the date of the adoption of these Articles are—Arthur Walker (Chairman), Leonard Ashworth, John Bowdler, James Norman Heyworth, John Leeson, Wilfred Henry Lord and Edward Stockley.

15. The qualification of a Director shall be the holding of 100 shares of the Company. A Director may act before acquiring his qualification.

16. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.

BORROWING POWERS.

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF DIRECTORS.

18. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

19. 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 becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (7) If he is absent from four consecutive meetings of Directors without the permission of his co-Directors.

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

ROTATION OF DIRECTORS.

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

PROCEEDINGS OF DIRECTORS.

22. The quorum necessary for the transaction of the business of the Directors shall be four.

23. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

ACCOUNTS.

24. In regulation 127 of Table A the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

25. In regulation 135 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

FIRST SCHEDULE

TO

THE COMPANIES ACT, 1948

(11 & 12 GEO. 6, CH. 38)

TABLE A

PART I

REGULATIONS FOR MANAGEMENT OF A COMPANY
LIMITED BY SHARES, NOT BEING A PRIVATE COMPANY

INTERPRETATION.

1. In these regulations :—

“ the Act ” means the Companies Act, 1948.

“ the seal ” means the common seal of the company.

“ secretary ” means any person appointed to perform the duties of the secretary of the company.

“ the United Kingdom ” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS.

2. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.

3. Subject to the provisions of section 58 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

4. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or

representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

6. The company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

8. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 2s. 6d. for every certificate after the first or such less sum as the directors shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

9. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 2s. 6d. or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.

10. The company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding company nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 54 (1) of the Act.

LIEN.

11. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share,

and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.

12. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

13. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES.

15. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

16. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per cent. per annum as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.

19. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on

which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

21. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) 5 per cent. per annum, as may be agreed upon between the directors and the member paying such sum in advance.

TRANSFER OF SHARES.

22. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and, except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

23. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

24. The directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.

25. The directors may also decline to recognise any instrument of transfer unless:—

- (a) a fee of 2s. 6d. or such lesser sum as the directors may from time to time require is paid to the company in respect thereof;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of share.

26. If the directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

27. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

28. The company shall be entitled to charge a fee not exceeding 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

TRANSMISSION OF SHARES.

29. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

30. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

31. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

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

Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES.

33. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

34. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

35. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

36. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

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

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

CONVERSION OF SHARES INTO STOCK.

40. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

41. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

42. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

43. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

ALTERATION OF CAPITAL.

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

45. The company may by ordinary resolution—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares ;
- (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 61 (1) (d) of the Act ;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

46. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS.

47. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it ; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

48. All general meetings other than annual general meetings shall be called extraordinary general meetings.

49. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS.

50. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company :

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed—

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat ; and

- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

51. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

52. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

53. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

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

55. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

56. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

57. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

58. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

- (d) by a member or members holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in regulation 61, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

61. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

62. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

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

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

65. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

66. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

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

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

69. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

70. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

Limited

"

I/We ,
 of ,
 in the county of , being a member/members of the
 above-named company, hereby appoint
 of ,
 or failing him,
 of ,
 as my/our proxy to vote for me/us on my/our behalf at the
 [annual or extraordinary, as the case may be] general
 meeting of the company to be held on the day
 of 19 , and at any adjournment thereof.

Signed this day of 19 ."

71. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

Limited

"

I/We ,
 of ,
 in the county of , being a member/members
 of the above-named company, hereby appoint
 of ,
 or failing him,
 of ,
 as my/our proxy to vote for me/us on my/our behalf at
 the [annual or extraordinary, as the case may be] general
 meeting of the company, to be held on the day
 of 19 , and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution. Unless
 against
 otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

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

73. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the

proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

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

DIRECTORS.

75. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

76. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid 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.

77. The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required.

78. A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise direct.

BORROWING POWERS.

79. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party:

Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not at any time, without the previous sanction of the company in general meeting, exceed the nominal amount of the share capital of the company for the time being issued, but nevertheless no lender or other person dealing with the company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

POWERS AND DUTIES OF DIRECTORS.

80. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these regulations, required to be exercised by the company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

81. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

82. The company may exercise the powers conferred by section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

83. The company may exercise the powers conferred upon the company by sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a dominion register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

84. (1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 199 of the Act.

(2) A director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
- (b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting.

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(3) A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

85. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

86. The directors shall cause minutes to be made in books provided for the purpose—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

87. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS.

88. The office of director shall be vacated if the director—

- (a) ceases to be a director by virtue of section 182 or 185 of the Act; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the company; or
- (f) shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period.

ROTATION OF DIRECTORS.

89. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent 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.

90. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

91. A retiring director shall be eligible for re-election.

92. The company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

93. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

94. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

95. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

96. The company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

97. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under regulation 95 the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

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PROCEEDINGS OF DIRECTORS.

98. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

99. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

100. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

101. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

102. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

103. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

104. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

105. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

106. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

MANAGING DIRECTOR.

107. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A director so appointed shall not, whilst holding that office, be subject to retirement

by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall be automatically determined if he cease from any cause to be a director.

108. A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine.

109. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY.

110. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

111. No person shall be appointed or hold office as secretary who is—

- (a) the sole director of the company; or
- (b) a corporation the sole director of which is the sole director of the company; or
- (c) the sole director of a corporation which is the sole director of the company.

112. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL.

113. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

DIVIDENDS AND RESERVE.

114. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

115. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

116. No dividend shall be paid otherwise than out of profits.

117. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

118. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

119. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

120. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

121. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

122. No dividend shall bear interest against the company.

ACCOUNTS.

123. The directors shall cause proper books of account to be kept with respect to:—

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

124. The books of account shall be kept at the registered office of the company, or, subject to section 147 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

125. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall

be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

126. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

127. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company and to every person registered under regulation 31. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS.

128. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution :

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

129. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT.

130. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES.

131. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

132. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

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

134. Notice of every general meeting shall be given in any manner hereinbefore authorised to—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them ;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
- (c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP.

135. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY.

136. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him

in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court.

PART II

REGULATIONS FOR THE MANAGEMENT OF A PRIVATE COMPANY LIMITED BY SHARES

1. The regulations contained in Part I of Table A (with the exception of regulations 24 and 53) shall apply.

2. The company is a private company and accordingly—

- (a) the right to transfer shares is restricted in manner hereinafter prescribed ;
- (b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member ;
- (c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited ;
- (d) the company shall not have power to issue share warrants to bearer.

3. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

4. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business ; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

5. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

6. The directors may at any time require any person whose name is entered in the register of members of the company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the company is an exempt private company within the meaning of subsection (4) of section 129 of the Act.

NOTE.—Regulations 3 and 4 of this Part are alternative to regulations 24 and 53 respectively of Part I.

Please do not
write in this
binding margin

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

For official use

Company number

192

89733

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

Name of Company

ROCHDALE HORNETS FOOTBALL CLUB	
COMPANY,	Limited

I, KENTH MORG

of 62, NORRIS PARK

NORRIS, ROCHDALE

*Delete as
appropriate

being [the Secretary] ~~the 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 Rochdale in the
County of Greater Manchester.

the 22nd day of October

One thousand nine hundred and eighty-three

before me H. Green

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

Solely empowered to
sign Oaths.

Signature of Declarant



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

For official use
General section

Post r m



FILE COPY



CERTIFICATE STATING THAT AN OLD PUBLIC COMPANY IS A PRIVATE COMPANY

No. 89733

I hereby certify that

ROCHDALE HORNETS FOOTBALL CLUB LIMITED

an old public company is now a private company within
the meaning of the Companies Act 1985 and that the
company is limited.

Given under my hand at Cardiff the 8TH NOVEMBER 1985

A handwritten signature in black ink, appearing to read 'T.G. Thomas', written over a horizontal line.

T.G. THOMAS

An Authorised Officer