



NOTICE OF ILLEGIBLE PAGES

Companies House regrets that documents in this company's record have pages which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause



Form No. 41.

"COMPANIES' ACTS, 1862 to 1900."



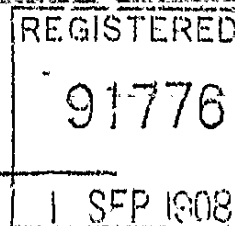
A 5s.
Companies'
Registration
Fee Stamp
to be
expressed
here.

DECLARATION of Compliance with the requisitions of the Companies'

Acts, made pursuant to S. 1 (2) of the Companies' Act, 1900 (63 and 64

Vict. Ch. 48) on behalf of a Company proposed to be registered as the

*Stockport County Association Football
Club Limited.*

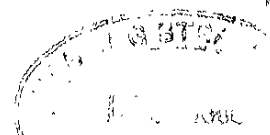


Executed for Filing

by

10/2/08

103



Queens Buildings, St. Peters Square
Stockport in the County of Chester

I hereby declare that I am a Solicitor of the High Court engaged in the formation of a person named in the Articles of Association and the Memorandum.

Do solemnly and sincerely declare that I am a Solicitor of the High Court engaged in the formation of

of the Stockport County Association 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 Stockport in the County of Chester

the 31st day of August 1908
one thousand nine hundred and eight before

In

J. J. J. J.

S. Commissioner for Clubs.

William G. G.

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

"COMPANIES' ACTS, 1862 to 1900."



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

CONSENT to act as Director of the

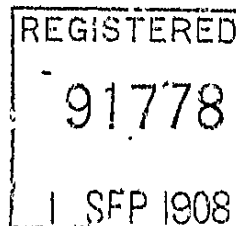
Stockport

County Association Football
Club

Limited,

to be signed and filed pursuant to S. 2 (1) (i) of the Companies' Act, 1900

(63 and 64 Vict. Ch. 48).



Presented for Filing

by

10/11/08
10/11/08

15
10/11/08

We, the undersigned, hereby testify our consent to

act as directors of the

Stockport County
Association Football Club

Limited

pursuant to S. 2 (1) (i) of the Companies' Act, 1900.

* If a director signs
by "his agent author-
ized in writing," the
authority must be pro-
duced and a copy filed.

Signature	Address	Description
George Leigh	Warren St- Stockport	Mineral Water Works
James [unclear]	[unclear] St.	[unclear]
Monia's [unclear]	The [unclear] [unclear]	[unclear]
Robert Watters	127 [unclear] St. Stockport	[unclear]
Samuel [unclear] [unclear]	Roslin [unclear] St. Stockport	Manager.
John [unclear]	Offerton Lane Stockport	Decorater
Robert Taylor Forbes	Castle St. Edgely	Chemist
Joseph [unclear] [unclear]	18. Alderdeen, [unclear] St. Stockport	Insurance agent.
Henry Cooper.	Parsonage St. Heaton	Novel Printer
Arthur Hallam	Castle St. Edgely Stockport	Stationer
William Rowe	High-land St. Stockport	Printer
John [unclear]	Commercial St. Stockport	[unclear]
Edward Whittle	24 Adswood Lane East Stockport	Grocer

Dated this 22nd of August 1908.

No. of
Certificate

Price Twopence.

Form No. 43.

"COMPANIES' ACTS, 1862 to 1900."



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

List of the Persons who have consented to be Directors of the

*Stockport County Association
Football Club*

_____, Limited,

to be delivered to the Registrar pursuant to s. 2 (2) of the

Companies' Act, 1900 (63 & 64

REGISTERED
Vict. c. 48).

91780

1 SEP 1908

Presented for Filing

by

[Signature]
[Signature]

[Signature]
[Signature]

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 Stockport County Association Football Club Limited.

Name	Address	Description
George Leigh J.P.	Warren St, Stockport.	Mineral Water Manufacturer.
James Storer J.P.	Shaw Heath, Stockport.	Timber Merchant.
Thomas S. Bykes	"The Oaklands", Stockport.	Ironmonger.
Peter Waters	127 Brimley St, Stockport.	Tobacconist.
Samuel Alfred Flint	"Poplin", Stockport.	Manager.
Wm. C. Stannett	Coltson Lane, Stockport.	Decorator.
Robert S. Forster	Castle St, Edgeley.	Chemist.
Joseph F. Wigham	Aberdeen Business, Stockport.	Insurance Agent.
Henry Cooper	Parsonage St, Stockport.	Printer.
Arthur Stallam	Castle St, Edgeley.	Stationer.
William Lowe	Wind-in-Hand Hotel, Stockport.	Licensed Victualler.
Henry Procter	Commercial Hotel, Stockport.	Licensed Victualler.
Edward Whittle	Adwood Lane East, Stockport.	Grocer.

Signature, Address and Description of Applicant for Registration.

Wm. Meadows
Queens Buildings, Stockport
Solicitor.

Filed this 7th day of August 1908.

No. of
Certificate

Form No. 42.

"COMPANIES' ACTS, 1862 to 1900."



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here

Contract by
~~Consent to act as~~ Directors of the

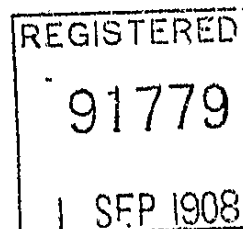
Stockport

County Association Football
Club

Limited,

to take from the Company and pay for their qualification shares
to be signed and filed pursuant to S. 2 (1) (i) of the Companies' Act, 1900

(63 and 64 Vict. Ch. 48).



Presented for Filing

by

JOHN A. HINTON & Co.
Solicitors

186

Solicitor,
Queens' Building
St. John's Park.

S. 2. (3) of the Companies' Act, 1900, provides:—

"That this section shall not apply to a Company registered before the commencement of this Act, to a company which does not issue any invitation to the public to subscribe for its shares, or to a prospectus issued by or on behalf of a company after the expiration of one year from the date at which the Company is entitled to commence business."

*A copy of this prospectus has been filed with the Registrar of Joint Stock Companies
as required by the Companies Act, 1900.*

*The List will be open on the 7th day of September 1908. and will close
the 21st day of September 1908.*



The Stockport County Association Football Club ~~Company~~ Limited

(Incorporated under the Companies Acts 1862 to 1907 as a Company limited by Shares.)

*Capital £5000 divided into 5000 shares of £1 each payable as follows : 2/6 per
Share on Application, 2/6 per Share on Allotment, 2/6 two months after,
and the remaining 12/6 per Share in calls of not more than 2/6 per Share,
of which calls at least one months notice will be given.*

DIRECTORS.

GEORGE LEIGHT, J.P., Warren Street, Stockport, Mineral Water Manufacturer
JAMES HORNER, J.P., Shaw Heath, Stockport, Timber Merchant
THOMAS T. SYKES, "The Oaklands," Stockport, Ironmonger
PETER WATTERS, 127, Princes St., Stockport, Tobacconist
SAMUEL OLDFIELD FLINT, "Roslin," Stockport, Manager
WM. E. HAMNETT, ~~High Street~~ ^{Delegon Lane}, Stockport, Decorator
ROBERT T. FORBES, Castle St., Edgeley, Stockport, Chemist
JOSEPH W. WIGHTMAN, ~~Green Crescent~~ ^{Green Crescent}, Stockport, Insurance Agent
HENRY COOPER, Parsonage St., Heaton Norris, Printer
ARTHUR HALLAM, Castle St., Edgeley, Stockport, Stationer
WILLIAM LOWE, Bird-in-Hand Hotel, Stockport, Licensed Victualler
HARRY PROCTER, Commercial Hotel, Stockport, Licensed Victualler
EDWARD WHITTLE, ^{2nd} Adswood Lane East, Stockport, Grocer

BANKERS.

THE LANCASHIRE & YORKSHIRE BANK LIMITED, STOCKPORT

SOLICITOR.

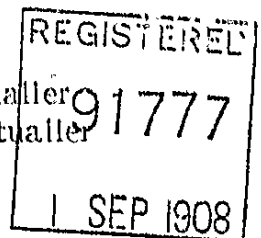
WILLIAM MEADOWS, QUEEN'S BUILDINGS, ST. PETER'S SQUARE,
STOCKPORT

AUDITOR.

HARROP MARSHALL, A.C.A., 18, UNION ROAD, STOCKPORT

Secretary, Manager, and Registered Office.

FRED STEWART, EDGELEY PARK, STOCKPORT



PROSPECTUS.

The Company is being formed for the purpose of acquiring, promoting, engaging, and
managing an Association Football team in Stockport, taking over the players, properties,
and assets and discharging the liabilities of the Stockport County Football Club,



and the following: cycling, cricket football, tennis, lawn, and pedestrian tournaments, village sports, races and games, and the provision of a club house, pavilion stands, dressing rooms, first aid room, and other conveniences connected therewith.

5. The District with its large population can easily support a first class Government College and its railway facilities are second to none in the kingdom.

The present estate are yearly tenants at a rental of £160 per year of the ground at 10s. 6d. per acre.

The Ground is situated in the heart of a dense population in the centre of the town and within five minutes walk of the L. & N.W. Ry. Station. The first stage of the Suburban Tram route is at the principal entrance to the Ground and the Tramway authorities will always (as they have done in the past) rise to the occasion with an extra and sufficient service on match days.

The club is one of long standing and has for several years enjoyed a position in the Second Division of the English Football League due no doubt largely to the prudent policy adopted by the Committee in the past.

Provided that in accordance with the Rules of the Football Association the Company cannot pay a larger dividend than five per centum per annum.

The present is considered the most opportune time to relieve the Committee and members of personal responsibility and to convert the Club into a Company. The responsibility of each shareholder will be limited to the amount of his shares.

The whole of the establishment expenses will be paid by the present Club.

THE ARTICLES OF ASSOCIATION PROVIDE AS FOLLOWS.

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

The number of Directors shall be not less than 9 nor more than 15.

The qualification of a Director is the holding of 10 shares.

The minimum amount on which the Directors shall go to allotment is £500.

The Memorandum and Articles of Association may be inspected at the Registered Office of the Company at any time during office hours.

Applications for shares to be made on the accompanying form to the Company's Bankers or Secretary together with the application money. If the amount be paid by cheque the same should be drawn to the order of the Company's Bankers. Where no allotment is made the deposit will be returned to the applicant in full.

Prospectuses and forms of application for shares may be obtained from the Secretary-Manager and other Officers of the Company and from the Company's Bankers.

L. H. Bailey

Robert Taylor Forbes
Joseph Wisdom. Wightman.
Henry Cooper.
Catharine Hellman

Am 7. Nov 1891

William Cowp.
1784

Edward Hubble

Between the 29th day of August, 1908.

Witness to above
Signatures.

Herbert Walker,
along with
Wm Meadows,
exhibition

Queen's Buildings,
Stockport.

102.

K

...the said ... to each ...

...of the ...

NOT A PUBLIC
DOCUMENT
NOTED

John Walter 25, Brunel St. W. Stockport. *Chairman*
Samuel Clapham 21, Roslin Stockport. *Manager*
Thomas Tattam 14, The Oldlands, Stockport. *Manager*
By 200, 100 St. Commercial Road, Stockport. *Secretary*
Henry Cooper 1, Parsonage St. Heaton. *Printer*
Arthur Ballantyne, Castle St. Edgely. *Stockport Stationer*
Edward Whittle 24, Adenwood Lane, East Stockport. *Grocer*

Dated the 22nd day of August 1908
Witness to above Signatures

Herbert Walker

Black with
line

Measows,
Solicitor,

Queen's Buildings,
Stockport

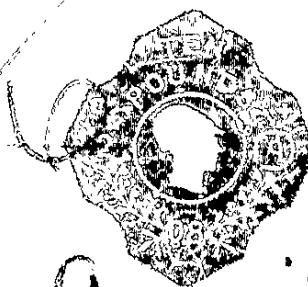
The Stockport County
Association
Football Club Company,
Limited.

PROSPECTUS.

THE ASSOCIATION

FOOTBALL CLUB

COMPANY



Stockport County Association
Football Club

COMPANY, LIMITED.

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

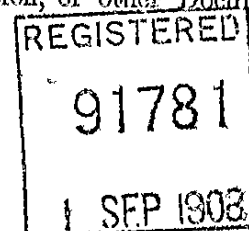
Vict., ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act,

1899). (Note.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100

or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,

when the Company is registered.



Per [blank] for registration by

[Signature]

THE NOMINAL CAPITAL of the

Stockport County

Association Football Club

Company, Limited.

5000

, divided into

5000

shares of £ 1.

Signature

Hed. Stewart

Description

Secretary Manager

to 27th August 1908.

THE COMPANIES ACTS, 1862 to 1907."

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF THE
STOCKPORT COUNTY
ASSOCIATION FOOTBALL
CLUB, LIMITED.

Wm. MEADOWS,
SOLICITOR,
Queen's Buildings, Stockport.

MANCHESTER:
G. W. GILBERT, 92, ROCHDALE ROAD


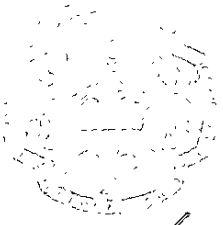
THE COMPANIES' ACTS, 1852 to 1907."

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF THE
STOCKPORT COUNTY
ASSOCIATION FOOTBALL
CLUB, LIMITED.

Wm. MEADOWS,
SOLICITOR,
Queen's Buildings, Stockport.

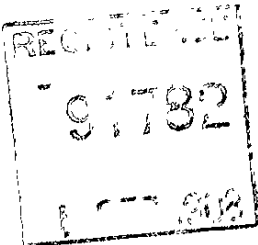
MANCHESTER :
By W. GIBBONS, 920, ROCHDALE ROAD.


THE COMPANIES' ACTS 1862 TO 1907.

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF THE

**Stockport County Association
Football Club, Limited.**



1.—The Name of the Company is "THE STOCKPORT COUNTY ASSOCIATION FOOTBALL CLUB, 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 acquire and take over as a going concern the Assets, Contracts, and Liabilities of the Unregistered Association or Club now known as "THE STOCKPORT COUNTY ASSOCIATION FOOTBALL CLUB."
- (b) To promote the practice and play of Football, Cricket, Baseball, Lacrosse, Lawn Tennis, Hockey, Polo, Bowls, Cycle and Motor Riding, Running, Jumping, the physical training and development of the human frame, and other athletic sports, games, and exercises of every description, and other games, pastimes, sports, recreation, amusements, or entertainments; and to buy, sell, and 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.
- (c) To arrange to hold and conduct Football and Cricket matches, and Athletic and old English sports, Agricultural, Horse, and Flower Shows, Fetes, Gymnastic Displays, and Firework Exhibitions.

1/11/02

- (d) To require 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 towards or as prizes or otherwise in connection with any such matters as aforesaid on such terms as may be prescribed, and to grant any rights and privileges to subscribers.
- (e) To join in and promote competitions for challenge cups, or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
- (f) 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.
- (g) To co-operate or join with any person or persons, Club, Company, or Association having the same or like objects in any manner, and for any purposes which may be thought proper in furtherance of the objects of the Company.
- (h) To acquire and undertake the whole or any part of the business, and assets of any person, firm, or Company, carrying on any of the businesses or objects which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake the liabilities of such person, firm, or Company, or to acquire an interest in, amalgamate with, or enter into any arrangements for sharing profits, or for co-operation, or for limiting competitions, or for mutual assistance with any such person, firm, or Company, and to give or accept by way of consideration for any of the acts or things aforesaid any shares, debentures, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (i) To purchase, take on lease, or in exchange, hire, or otherwise, acquire and hold a ground or grounds, or any other real or personal estate necessary or convenient for the objects of the Company.
- (j) 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 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 Football Association, Limited, the Football League, Limited, the Lancashire Football Association, the Lancashire Football Combination, or any other alliance, league, or combination, or association, having objects altogether or in part similar to those of the Company.

- (b) To effect insurance against accidents to the players, also against fire, damage, or burglary, to the buildings or properties of the Company.
- (c) To pay dividends upon the amount of subscribed capital of not more than the maximum dividend allowed from time to time by the Football Association, Limited.
- (n) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (o) To borrow and raise money by mortgage or charge of the property of the Company and in particular by the issue of debenture 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 reborrow such money in such manner and upon such terms as may appear fit or expedient.
- (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 permit or allow any person or persons, clubs, society, association, or league, 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.
- (r) To engage and employ amateur football players, cricketers, and other athletes, and to hire, employ, and pay professional football players, cricketers, and other professional athletes and artists, and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate money and checking at matches, sports, and festivals, and for carrying out any other object which the Company shall think advisable.
- (s) 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 remunerate any person rendering services to the Company.
- (t) To do all such other lawful acts and things as are incidental or conducive to the above objects or any of them.
- (u) To support or subscribe to any charitable or public object and any institution, society, or club, which may be for the benefit of the Company or its employees, and to give pensions, gratuities, or charitable aid to any of the players, servants, and other employees of the Company, or to the wives, children, or other relatives of such persons, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company or their relations, or to any similar object in connection with any similar club, association, league, or combination.

- (e) To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company
- (f) To supply refreshments on the said grounds, or in the pavilion to shareholders and members of the Club, or the public, and to obtain any necessary license or registration and to enter into any contract or arrangement therefor.

4.—The liability of the members is limited.

5.—The capital of the Company is £5000 divided into 5000 shares of One Pound each with power to increase or reduce the same, and to issue any part of the original or increased capital, with such preferences, priorities, rights, or privileges, or subject to such restrictions, or with rights postponed or deferred in such manner as the Company in general meeting may determine.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER.

Peter Watters 127 Prince's St Stockport Tobaccoist	one.
Samuel Oldfield Hunt Rushin, Bloom. St. Stockport. Manager.	one.
Thomas Talbot Sykes. The Oaklands Stockport. Ironmaster.	one.
Ferry Boater Commercial Hotel Stockport Licensed Victualler	one.
Henry Cooper Parsonage, Heaton Norris. Printer.	one.
Arthur Hallam Castle H. Edgeley Stockport. Stationer	one.
Edward Whittle 24 Adairwood Lane East. Stockport Grocer	one.

Dated the 22nd day of August 1908.

Witness to above Signatures,

Herbert Walker

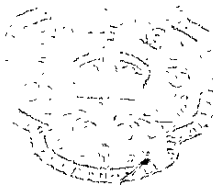
Witness with

Wm. Meadows

Secretary

Queen's Buildings

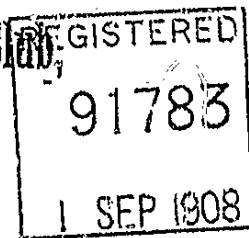
Stockport



THE COMPANIES' ACTS 1862 TO 1907.

COMPANY LIMITED BY SHARES.

Articles of Association OF THE Stockport County Association Football Club Limited.



PRELIMINARY.

1. The Regulations contained in Table "A" in the First Schedule to the Companies' Act 1862 shall not apply to this Company.

2. In these Articles, unless the context or subject requires a different meaning:

"The Statutes" shall mean the Companies Acts 1862 to 1900 and every other Act incorporated therewith.

"The Register" shall mean the Register of members to be kept as required by section 25 of the Companies' Act 1862.

"Month" shall mean calendar month.

"Paid up" shall include "credited as paid up."

"Secretary" shall include any person appointed to perform the duties of Secretary temporarily.

Words which have a special meaning assigned to them in the Statutes shall have the same meaning in these presents.

Words importing the singular number only shall include the plural and the converse shall apply.

Words importing males shall include females.

Words importing individuals shall include corporations.

"The Office" means the registered office for the time being of the Company.

Witnessed for filing by



3.—The Company shall take over the ground at Edgeley Park, Stockport, which is held on a yearly tenancy at £160 per year.

4.—The Directors shall not employ the funds of the Company, or any part thereof in the purchase of or by way of loan upon the shares of the Company.

5.—If the Company shall offer any of its shares to the public for subscription :

(a) The Directors shall not make any allotment thereof unless and until the sum of One-hundred pounds of the shares so offered shall have been subscribed and the sums payable on application shall have been paid to and received by the Company, but this provision shall not apply to any allotment of shares subsequent to the first allotment of shares offered to the public for subscription.

(b) The amount payable on application of each share so offered shall not be less than five per cent. of the nominal amount of the share.

6.—The joint holders of a share shall be severally liable for the payment of all calls due in respect of such share.

SHARES AND CERTIFICATES.

7.—The shares shall be under the control of the Directors, who may allot and dispose of the same to such persons on such terms and in such manner as they think fit. Shares may be issued at par or at a premium, and the Company may make any arrangements on the issue of shares for a difference between the holders of such shares as to the amount of calls to be paid and in the time of payment of such calls.

Preference shares may be issued with a cumulative preference dividend not exceeding 5 per cent. for a period not exceeding three years, but the Club may not issue more preference shares than its subscribed ordinary shares.

9.—The Company shall be entitled to treat the person whose name appears on the Register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or interest in such share, whether or not it shall have express or other notice thereof.

10.—Every member shall be entitled to one Certificate under the common seal of the Company, signed by two Directors and the Secretary, specifying the share or shares held by him, with the respective number thereof and the amount paid up thereon, and if any Certificate be worn out or lost, it may be renewed on payment of one Shilling, or such less sum as the Directors may prescribe and upon the person requiring the new Certificate giving up the worn out Certificate or giving such evidence of its loss or destruction and such indemnity to the Company as will satisfy the Directors.

11.—No Shares shall be sub-divided.

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407

9

JOINT HOLDERS OF SHARES.

12.—Where two or more persons are registered as the holders of any shares they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the provisions following :

- (a) The Company shall not be bound to register more than three persons as the holders of any share.
- (b) The joint holders of any share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share.
- (c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share, but the Directors may require such evidence of death as they may deem fit.
- (d) Any one of such joint holders may give effectual receipts for any dividends, bonus, or return of capital payable to such joint holders.
- (e) Only the person whose name stands first in the Register of members as one of the joint holders of any share shall be entitled to delivery of the Certificate relating to such share or to receive notices from the Company, or to attend or vote at General Meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders, but any one of such joint holders may be appointed the proxy of the person entitled to vote on behalf of the said joint holders, and as such proxy to attend and vote at General Meetings of the Company.

CALLS ON SHARES.

13.—The Directors may from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that 28 days' notice at least, specifying the time and place for payment is given of each call, and each member shall be liable to pay the amount of calls so made to the persons and at the times and places appointed by the Directors.

14.—A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

15.—If the call payable in respect of any share be not paid before or on the day appointed for payment thereof, the holders for the time being of such share shall be liable to pay interest for the same at such rate not exceeding 10 per centum per annum as the Directors shall appoint from the day appointed for the payment thereof to the time of actual payment, but the Directors may, if they shall think fit, remit the payment of such interest or any part thereof.

16.—No call upon any share shall exceed one quarter of the nominal amount of such share, nor be made payable within one month after the last preceding call was payable

17.—The Directors, may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon, or in default of agreement at such rate not exceeding 5 per centum per annum as the Directors shall think fit.

18.—The instrument of transfer of any share in the Company shall be in writing and shall be executed both by the transferor and the transferee and duly attested, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

19.—Shares in the Company may be transferred in the usual common form or as near thereto as circumstances will permit.

20.—The Directors may decline to register a transfer of any share upon which the Company has a lien and in case the shares are not fully paid up may decline to register a transfer to any person who in their opinion is not shown to be a responsible person.

21.—A fee not exceeding the sum of two shillings and sixpence may be charged for the registration of each transfer.

22.—Every instrument of transfer shall be left at the office for registration duly stamped and accompanied by the Certificate of the shares expressed to be transferred, and such other evidences as the Directors may require to prove the right of the transferor to make the transfer.

23.—The transfer book shall be closed during the fourteen days immediately preceding the ordinary general meeting in each year.

TRANSMISSION OF SHARES.

24.—On the death of any member not being one of several joint holders of shares the executors or administrators of such deceased member shall be the only persons recognised by the Company as having any title to such shares.

25. Any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member (herein referred to as a person entitled by transmission) shall within three months of becoming so entitled produce to the Company such evidence as may be reasonably required by the Directors to prove his title, including in case of death English probate or letters of administration, or Scotch confirmation, or Irish probate, or letters of administration registered in England and declare in writing his election either to be himself registered as a member of the Company or to have some other person named by him registered as the transferee of such share.

26. If any person entitled to any share by transmission shall give the required proof of title and shall declare his election to be himself registered as a member of the Company, the Directors may forthwith place his name upon the register in respect of the said shares, and if such person as aforesaid shall give the required proof and nominate some other person to be registered the person so nominating and the person so nominated shall respectively as transferor and transferee execute an instrument of transfer, and the name of the transferee may forthwith be placed upon the register in respect of the said share.

27. Until any person becoming entitled to shares by transmission shall have complied with the terms of the preceding Articles the Company may retain any dividend or bonus declared upon such shares, and shall not be bound to recognise the title of the person claiming under such transmission, and if such person so becoming entitled to any partly paid shares shall not have complied with the terms of the said Articles for a period of three months from the time of becoming so entitled, the Directors may cause to be served upon him a notice requiring him to comply with the said terms within a period not being less than one month from the date of such notice, and stating that if he does not comply with the requirements of the said notice the shares in respect of which such notice is given will be liable to forfeiture; and if the person on whom such notice has been served shall not comply with the requirements thereof within the time named therein, the shares in respect of which the said notice was given shall be liable to be forfeited by a resolution of the Directors passed at any time before the requirement of the said notice shall have been complied with.

28. The guardians of an infant member and the committee of a lunatic member may upon producing to the Directors such evidence of their position as may be reasonably required be placed upon the register in respect of the shares held by such infant or lunatic member as the case may be.

29. The Directors shall have the same right to refuse to register the person entitled to any share 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.

FORFEITURE OF SHARES.

30. If any member fail to pay any call on the day appointed for payment thereof the Directors may at any time thereafter, during such time as the call remains unpaid, serve a notice on him requiring him to pay such calls together with interest accrued and any expenses incurred by reason of such nonpayment.

31. The notice shall name a further day on or before which such call and all interest accrued and expenses incurred by reason of such nonpayment are to be paid. It shall also name the place where payment is to be made (the place so named being either the registered office of the Company or some other place at which calls of the Company are usually made) the notice shall also state that in the event of nonpayment at or before the time and at the place appointed the shares in respect of which such call was made will be liable to forfeiture.

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

33. - Any shares so forfeited shall be deemed to be the property of the Company and may be disposed of in such manner, either subject to or discharged from all calls made prior to the forfeiture as the Directors think fit, or the Directors may at any time before such shares are disposed of annul the forfeiture upon such terms as they may approve.

34. - Any member whose shares have been forfeited shall notwithstanding such forfeiture be liable to pay to the company all calls owing upon such shares at the time of forfeiture together with interest thereon at such rate not exceeding 10 per centum per annum as the Directors shall appoint down to the date of payment but the Directors may if they think fit remit the payment of such interest or any part thereof.

35. - When any shares shall have been forfeited an entry shall forthwith be made in the register of members of the Company stating the forfeiture and the date thereof and so soon as the shares so forfeited shall have been disposed of an entry shall also be made of the manner and date of the disposal thereof.

36. - The Company shall have a first and paramount lien for all debts, obligations and liabilities of any member of the Company upon all shares (not fully paid up) held by such member whether alone or jointly with other persons and upon all dividends and bonuses which may be declared in respect of such shares. Provided always that if the Company shall register or agree to register a transfer of any shares upon which it has such a lien as aforesaid without giving to the transferee notice of its claim, the said shares shall be freed and discharged from the lien of the Company.

37. - The Directors may serve upon a member who is indebted or under obligation to the Company a notice requiring him to pay the amount due to the Company or satisfy the said obligation and stating that if payment is not made or the said obligation is not satisfied within a time (not being less than fourteen days) specified in such notice, the shares held by such member will be liable to be sold and if such member shall not comply with such notice within the time aforesaid the Directors may sell such shares without further notice.

38. - Upon any sale being made by the Directors of any shares to satisfy the lien of the Company thereon the proceeds shall be applied first in the payment of all costs of such sale; next, in satisfaction of the debts or obligations of the member to the Company and the residue (if any) shall be paid to the said member or as he shall direct.

39. - An entry in the minute book of the Company of the forfeiture of any share or that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons entitled to such shares that the said shares were properly forfeited or sold and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares, and the name of the purchaser shall be entered in the register as a member of the Company, and he shall be entitled to a certificate of title to the shares and shall not be bound to see to the application of the purchase money. The remedy of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

SURRENDER OF SHARES.

40.—Any member may make and the Company may accept a surrender of his shares or any of them upon any terms which may be mutually agreed between such member and the Directors. Provided always that the capital of the Company shall not be reduced otherwise than in accordance with the provisions of the Statute and of these Articles.

CONVERSION OF SHARES INTO STOCK.

41.—The Directors may with the sanction of the Company previously given in general meeting convert any paid up shares into stock, and may subsequently reconvert such stock into paid up shares of any denomination.

42.—When any shares have been converted into stock the several holders of such stock may henceforth transfer their respective interests in the same manner and subject to the same regulations as and subject to which any shares in the capital of the Company may be transferred or as near thereto as circumstances admit. Provided always that the Directors may from time to time fix the minimum amount of stock transferable or forbid transfers of fractionable parts of a pound with power to waive compliance with such rules upon such occasions as they think fit.

43.—The several holders of stock shall be entitled to participate in dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall in proportion to the amount thereof confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company, but so that none of such privileges and advantages except the participation in dividends and profits of the Company shall be conferred by any such aliquot part of consolidated stock as would not if existing in shares have conferred such privileges or advantages and so that all preferences and priorities of any portion of the capital shall be preserved as if no conversion had taken place.

CAPITAL.

44.—The Capital of the Company is £5000 divided into 5000 shares of One Pound each.

INCREASE OF CAPITAL.

45.—The Directors may with the sanction of a resolution of the Company previously given in general meeting, increase the capital by the issue of new shares such aggregate increase to be of such amount, and to be divided into shares of such respective amounts as the Company in general meeting may direct or if no direction be given as the Directors think expedient.

46. The new shares shall be issued upon such terms and conditions and with such rights, priorities or privileges as the Company in general meeting shall direct, but this article shall be subject to the provisions of clause 5 of the Memorandum of Association.

47.—The Company in general meeting may direct that all new shares shall be offered to the members in proportion to the existing shares held by them in which case such offer shall be made by notice, specifying the number of shares to which the member is entitled, and limiting a time within which the offer if not accepted will be deemed to be declined, but subject to such direction or if no such direction shall be given the Directors may dispose of the same in such manner as they think most beneficial to the Company.

48.—Any capital raised by the creation of new shares shall unless otherwise provided by the conditions of issue be considered as part of the original capital and shall be subject to the same provisions with reference to the payment of calls and the forfeiture of shares on non-payment of calls-transfers, and transmission of shares, lien or otherwise as if it had been part of the original capital.

REDUCTION OF CAPITAL.

49.—The Company may from time to time by special resolution reduce its capital in any manner allowed by law.

MODIFICATION OF RIGHTS.

50.—If and whenever the capital is divided into shares of various classes the rights and privileges of the holders of shares of each class may be varied or modified by any arrangement which is sanctioned on the one hand by an extraordinary resolution of the holders of the shares of each class and on the other hand by a like resolution of the holders of the remaining shares of the Company, each such resolution being passed at a separate meeting of the members entitled to vote thereat. Meetings of the holders of a class of shares shall be subject as far as possible to the same rules and provisions as the meetings of the Company but so that the quorum of members of the class affected shall be the holders of shares of that class present in person or represented by proxy holding not less than one moiety of the issued shares of that class.

BORROWING POWERS.

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

52.—Any bonds, debentures, debenture stock, or other securities, issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

53.—The Company shall comply with the requirements of Sections 14 and 18 of the Companies' Act 1900, in respect of the filing with the Registrar such mortgages and charges as are therein mentioned and with those of Sections 43 of the Companies' Act 1902, with regard to keeping a register of mortgages and charges specifically affecting any property of the Company. The fee for inspection of instruments requiring registration under the Act of 1900 shall be one shilling for each inspection, but the Directors may waive the payment of such fee either in any particular case or generally.

GENERAL MEETINGS.

54.—The first general statutory meeting shall be held at such time within the period allowed by law and at such place as the Directors may determine.

55.—Subsequent general meetings shall be held once in each year upon such date and at such time and place as may be determined by the Directors.

56.—The above mentioned general meetings shall be called ordinary meetings. All other general meetings shall be called extraordinary meetings.

57.—The Directors may whenever they think fit, and they shall upon a requisition made in writing by members in accordance with Section 18 of the Companies' Act 1900, or any statutory modification thereof, convene an extraordinary general meeting of the Company. If at any time there shall not be present in England and capable of acting sufficient Directors to form a quorum the then continuing Director or Directors in England capable of acting, or if there shall be no Directors, then any five members may convene an extraordinary general meeting of the Company.

58.—In the case of an extraordinary meeting called in pursuance of a requisition unless such meeting is called by the Directors no business other than that stated in the requisition as the objects of the meeting shall be transacted.

PROCEEDINGS AT GENERAL MEETINGS.

59.—Seven days' notice at the least specifying the place, day and the hour of meeting, and in case of special business the general nature of such business shall be given to the members in manner hereafter mentioned, or in such other manner (if any) as may be prescribed by the Company in general meeting; but the accidental omission to give notice to any member or the non receipt by any member of such notice shall not invalidate the proceedings of any general meeting.

60. The business of an ordinary meeting shall be to receive and consider the account and balance sheets, and the reports of the Directors and Auditors, to elect Directors in place of those retiring, to fill vacancies, to elect Auditors and to fix their remuneration, and to sanction a dividend. All other business transacted at an ordinary meeting, and all business transacted at an extraordinary meeting shall be deemed special.

No business shall be transacted at any general meeting except the declaration of a dividend or the adjournment of the meeting unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than ten members personally present, and holding or representing by proxy not less than one-tenth of the issued capital of the Company.

62. — If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day, in the next week, at the same time and place, and if at such adjourned meeting the quorum is not present those members who are present shall be deemed to be a quorum and may do all business which a full quorum might have done.

63. — The Chairman (if any) of the Board of Directors shall preside as Chairman at every general meeting of the Company. 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 the members present shall choose one of the Directors present to be a Chairman, or if no Director shall be present and willing to take the chair, the members present shall choose some one of their number to be Chairman.

64. — The Chairman may with the consent of the meeting adjourn any 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.

65. — At any general meeting every question shall be decided in the first instance by a show of hands and unless a poll is demanded by at least five members a declaration by the Chairman that a resolution has been carried or not carried, or carried or not carried by a particular majority and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

66. — If a poll is demanded in the manner above mentioned, it shall be taken at such time and 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 whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

67. — A poll may be demanded upon the election of the Chairman or upon a question of adjournment, but such poll shall be taken forthwith without adjournment. 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.

68. — Votes may be given either personally or by proxy.

69. — Every Shareholder shall be entitled to one vote. If a Shareholder holding ten shares in the Company shall have two votes and a further vote or votes for every five shares over and above the ten shares.

70.—If any member be a lunatic or idiot he may vote by his Committee, curator bonis or other legal curator.

71.—No member shall be entitled to vote at any general meeting unless all calls due from him have been paid and no member shall be entitled to vote in respect of any share that he had acquired by transfer at any meeting held after the expiration of three months from the incorporation of the Company, unless he has been possessed of the share in respect of which he claims to vote for at least three months previously to the time of holding the meeting at which he proposes to vote.

72.—The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer be a corporation under its common seal. No person shall be appointed a proxy who is not a member of the corporation and qualified to vote; provided always that a corporation being a member of the Company may appoint any one of its officers to be its proxy and the person so appointed may attend and vote at any meeting at which the appointer is entitled to vote.

73.—Any instrument appointing a proxy shall be deposited at the office of the Company not less than forty-eight hours before the time of holding the meeting at which the person named in such instrument proposes to vote.

74.—Any instrument appointing a proxy shall as nearly as circumstances will admit be in the following form :—

**THE STOCKPORT COUNTY ASSOCIATION FOOTBALL
CLUB, LIMITED.**

I _____ of _____ in the County of _____
being a member of the Stockport County Association Football
Club Limited, and entitled to vote hereby appoint
of _____ or failing him _____ of _____
as my proxy to vote for me and on my behalf at
the ordinary (or extraordinary as the case may be) general meeting of the Company to
be held on the _____ day of _____ 190____
and at any adjournment thereof.

75 - A proxy to vote shall be deemed to include power to demand a poll.

DIRECTORS.

76. The number of Directors shall not be less than nine and not more than fifteen.

77 - The following persons shall be the first Directors of the Company,
George Leigh, J.P., James Horner, J.P., Thomas T. Sykes, Peter Watters, Samuel
Oldfield Flint, Wm. E. Hammett, Robert T. Forbes, Joseph W. Wightman, Henry
Cooper, Arthur Hallam, William Lowe, Harry Procter, Edward Whittle.

78. The qualifications of every Director shall be the holding in his own right of shares or stock of the Company of the nominal value of Ten pounds and no Director shall be entitled to receive any remuneration in respect of his office as Director.

POWER OF DIRECTORS.

79.—The business of the Company shall be managed by the Directors who pay all expenses incurred in getting up and registering the Company and may exercise all such powers of the Company as are not by the statutes or by these articles required to be exercised by the Company in general meeting subject nevertheless to any regulations of these Articles to the provisions of the statutes and to such regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

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

- (a) To pay all the preliminary expenses incurred in or about the formation promotion and registration of the Company and to procuring its capital to be subscribed.
- (b) To adopt and carry into effect any agreement to be entered into under Clause 3 Sub Section (i) of the Memorandum of Association, with or without modification.
- (c) To appoint the Bankers and Solicitor of the Company to engage and determine the duties and salaries of the Secretary or Secretaries, Manager or Managers, Professional Players, and servants of the Company, and to remove any of such persons at their discretion.
- (d) To nominate, elect and appoint such persons as they shall approve of to be playing members of the Company upon such terms as they shall think fit.
- (e) To acquire and undertake the whole or any part of the business and assets of any person, firm or company carrying on any of the businesses or objects which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake the liabilities of such person, firm or company or to acquire an interest in amalgamate with or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid any shares, debentures, or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any shares, debentures or securities so received.

- (f) To issue season or other tickets admitting the holders thereof to the grounds of the Company upon such times and occasions and subject to such regulations as the Directors or the Football Association Limited may determine. A shareholder holding a share or shares of any value up to £10 shall not be entitled to more than one season ticket as a shareholder. A shareholder may have issued to him as a shareholder one season ticket for each £10 subscribed beyond the first £10. Tickets so issued must not be sold. These privileges can only be granted after a resolution to that effect duly passed by the Directors at a meeting convened for such purpose.
- (g) 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.
- (h) To make, alter and revoke all such rules, byelaws, 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 three Section (b) of the Memorandum of Association as they may deem fit and proper provided that such byelaws are not inconsistent with these Articles or with the Memorandum of Association.
- (i) To exercise all powers and functions relating to the Company not hereby solely conferred upon the general meeting of the Company.
- to* (j) To arrange such football and other matches, Fetes, Shows, Games and Athletic Sports mentioned in the Memorandum of Association and to make all necessary arrangements for the holding thereof and to fix and enforce a scale of charges thereto and generally to carry out the objects of the Company.
- (k) To hire an office for carrying out the objects of the Company.
- (l) To draw upon the Bankers of the Company for any sum necessary for payment and satisfaction of the debts and liabilities of the Company but so that all cheques shall be signed by two of the Directors and countersigned by the Secretary.
- (m) To institute, conduct, defend, compromise and abandon legal proceedings by and against the Company and its officers and otherwise concerning the affairs of the Company.
- (n) To enter into contracts for the Company and rescind, alter, and vary the same and to contract on behalf of the Company as may be necessary in carrying out the objects of the Company.
- (o) To accept compromises of any debts due to the Company, or of any claim or demand of the Company.
- (p) To refer any claims and demands of and against the Company to arbitration and to perform and observe the awards thereon.
- (q) To borrow any money required for the objects of the Company upon such securities as they may determine upon.

- (c) To make to every ordinary general meeting a full and particular report of the affairs of the Company.
- (d) To allot the shares of the Company.
- (e) To make calls from time to time in respect of all capital unpaid on shares whatever be the number of shares actually taken up.
- (f) 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.
- (g) To authorise the affixing of the seal of the Company to any document which shall only be affixed under a resolution of the Board and such authorisation shall be evidenced by the signatures of at least two Directors to every document whereto the seal may be affixed and countersigned by the Secretary.
- (h) To remunerate any person rendering services to the Company whether in its regular employ or not in such manner as may seem fit.

81.--The Directors may from time to time draw up or make and from time to time supplement or repeal or vary rules or regulations for managing or regulating the affairs of the Football Club and the membership thereof and all rules and regulations so made and for the time being in force shall be binding on the members of the Club and shall have full effect accordingly; provided always that no rule or regulation shall be made under this power which would amount to such an addition or alteration of the Company's Articles of Association as could only legally be made by a special resolution passed and confirmed in accordance with sections 50 and 51 of the Companies' Act 1862. It is hereby expressly declared that Rules and Regulations as aforesaid may deal with matters and things comprised in or under the following heads or subjects that is to say :—

- (a) As to persons eligible for membership of the Club.
- (b) As to the conditions on which persons shall be admitted to membership of the Club.
- (c) As to the cases in which persons (if any) shall be entitled to life membership of the Club.
- (d) As to the entrance fee (if any) payable in respect of membership of the Club.
- (e) As to the annual, quarterly, or other subscriptions or payments to be payable by the members of the Club.
- (f) As to honorary members or visitors (if any.)
- (g) As to the manner in which membership of the Club whether for life or otherwise may be terminated or shall determine.
- (h) As to the rights and privileges which shall be accorded to the members of the Club.
- (i) As to the qualifications, restrictions, and conditions which shall be attached to the members of the Club.

- (j) As to the arrangements with any other club or Association for reciprocal concession or otherwise.
- (k) As to the Committees of members in connection with the management of the Club and as to the appointment, removal, qualification, disqualification, duties, functions, powers, and privileges of members of any such Committee.
- (l) As to suspension of membership.

DISQUALIFICATION OF DIRECTORS.

82.—The office of a Director shall be vacated:—

- (a) If he become bankrupt or insolvent, or compound with his creditors.
- (b) If he become of unsound mind or be found a lunatic.
- (c) If he be convicted of an indictable offence.
- (d) If subject to Article 78 hereof he ceases to hold the necessary qualification in shares or stock or do not acquire the same within two months from the date of his appointment or shall absent himself from the meetings of Directors for a period of three months without special leave of absence from the other Directors.
- (e) If he give the Directors seven days' notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice shall have been served upon the Directors or an entry shall have been made in the Directors' minute book stating that such Director has ceased to be a Director of the Company.

83.—A Director shall not be disqualified by reason of his office from entering into contracts arrangements or dealings with the Company nor shall any contracts, arrangements or dealings with the Company be avoided, nor shall a Director be liable to account to the Company for any profit arising out of any contract, arrangements or dealings with the Company by reason of such Director being a party to or interested in or deriving profit from any such contract arrangement or dealing and being at the same time a Director of the Company provided that such Director discloses to the Board at or before the time when such contract arrangement or dealing is entered upon his interest therein or if his interest is subsequently acquired provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. But except as hereinafter contained no Director shall vote as a Director in regard to any contract arrangement or dealing in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall not be counted nor shall he be reckoned for the purpose of constituting a quorum of Directors. Provided that the provision herein contained as to not being and as to the disclosure of interest shall not apply where such Director's interest is that only of a shareholder, manager or Director of a Company with which no contract arrangement or dealing is entered into.

84.—The continuing Directors may act notwithstanding any vacancy in their body but so that if the number of Directors shall be less than the minimum number before specified they shall do no act other than appointing a Director or Directors or calling a general meeting of the Company until the number of Directors has been made up to the said minimum.

ROTATION OF DIRECTORS.

85.—At the ordinary general meeting in the year 1908 and at the ordinary general meeting in every subsequent year one-third of the Directors for the time being or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from the office the Directors to retire in each year being those who shall have been longest in office.

86.—The order in which the first Directors are to retire shall unless the Directors agree amongst themselves be determined by ballot, and upon all occasions where several Directors have been in office an equal length of time and some or one only of such Directors ought to retire the Directors or Director to retire shall in default of agreement be determined by ballot for the purpose of retirement by rotation, a Directors' term of office shall be computed from his most recent appointment.

87.—A retiring Director shall be eligible for re-election.

88.—The Company at the general meeting at which any Directors retire in manner aforesaid shall fill up the vacated offices and any other offices which may then be vacant by electing the necessary number of persons unless the Company shall determine to reduce the number of Directors.

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

90.—The Company may from time to time in general meeting increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office.

91.—The Directors shall have power at any time and from time to time to appoint any qualified person as Director either to fill up a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not exceed the maximum fixed as above and so that no such appointment shall be effective unless two-thirds of the Directors (then in the United Kingdom) concur therein but any Directors so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

92.—The Company in general meeting may by special or extraordinary resolution remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

52. Seven days previous notice in writing shall be given to the Company of the intention of any member to propose any person other than a retiring Director for election to the office of Director; provided always that if the members present at a general meeting unanimously consent the Chairman of such meeting may waive the said notice and may submit to the meeting the name of any person duly qualified.

PROCEEDINGS OF DIRECTORS.

94. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined three Directors shall be a quorum. 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 at any time summon a meeting of the Directors. It shall not be necessary to give any notice of a meeting of Directors to any Director who is absent from the United Kingdom.

95. 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 at the time appointed for holding the same the Directors present shall choose some one of their number to be Chairman of such meeting.

96. The Directors may delegate any of their powers to Committees consisting of one or more members of their body as they think fit. Any Committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on him or them by the Directors. The regulations herein contained for the meetings and proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meeting and proceedings of any Committee.

97. 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 Directors or persons 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.

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

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

And such minutes as aforesaid if signed by any person purporting to be the chairman of any general meeting of the Company or of any Committees shall be receivable in evidence.

99.—The Directors may award special travelling and out of pocket expenses out of the Funds of the Company to any Director undertaking any work additional to that usually required of Directors to a Company similar to this.

THE SEAL.

100.—The Directors shall forthwith procure a Common Seal to be made for the Company and shall provide for the safe custody thereof. The Seal shall never be affixed to any document except by the express authority of a resolution of the Board of Directors or of a Committee of Directors empowered thereto, and in the presence of at least two Directors who shall affix their signatures to every document so sealed and every such document shall be countersigned by the Secretary.

101.—The Directors may from time to time cause to be broken up the common seal or any official seal or seals of the Company, and may renew the same or cause any other seal or seals to be substituted therefor.

DIVIDENDS.

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

103.—The Directors shall lay before the Company in general meeting a recommendation as to the amount which they consider ought to be paid by way of dividend, and the Company shall declare the dividend to be paid, but such dividend shall not exceed the amount recommended by the Directors and no larger dividend to be declared than the maximum dividend allowed from time to time by the Football Association Limited. The present maximum is 5 per cent. per annum.

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

105.—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.

106.—A resolution passed by the Directors declaring that in their opinion the Company has made a profit out of which a proposed interim dividend can be paid shall be conclusive on all the members of the Company of the fact that profits have at that date been earned justifying the payment of such dividend.

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

108.—Notice of any dividend that may have been declared shall be given to each member in the manner in which notices are given to the members.

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

110.—No dividends shall bear interest as against the Company.

RESERVE FUNDS.

111.—Before the declaration of a dividend the Directors may set aside any part of the net profits of the Company to create a reserve fund and may apply the same either by employing it in the business of the Company or by investing it in such manner (not being the purchase of or by way of loan upon the shares of the Company) as they shall think fit, and the income arising from such reserve fund shall be part of the gross profits of the Company. Such reserve fund may be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meeting contingencies, forming an insurance fund or equalising dividends or for any other purpose for which the net profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward to the accounts of the succeeding year or years any balance or profit which they shall not think fit to divide or to place in reserve.

ACCOUNTS.

112.—The Directors shall cause true accounts to be kept:—

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

113.—The books of account shall be kept at the registered office of the Company. The Directors shall by resolution determine to what extent and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the members of the Company and such members shall have only such rights of inspection as are given to them by statute or by such resolution as aforesaid provided always that the Company in general meeting shall have a right to inspect and make extracts from any books of the Company.

114.—At the ordinary general meeting in every year the Directors shall lay before the Company a statement of the income and expenditure for the past year made up to a date not more than three months before such meeting.

115.—The statement so made shall show, arranged under the most convenient heads, the amount of gross income distinguishing the several sources from which it has been derived, and the amount of gross expenditure distinguishing the expense of the establishment salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account so that a just balance of profit and loss may be laid before the meeting and in cases where any items of expenditure which may in fairness be distributed over several years has been incurred in any one year the whole amount of such item shall be stated with a statement of what portion of such expenditure is charged against the income of the year.

116.—A balance sheet shall be laid before the Company at the ordinary general meeting in every year, and such balance sheet shall contain a summary of the property and liabilities of the Company and shall be accompanied by a report of the Directors upon the general state of the Company, and a recommendation as to the amount (if any) which the Directors consider ought to be paid by way of dividend not exceeding the amount aforesaid, and as to the amount (if any) which they propose to set aside as a reserve fund.

117.—A printed copy of the balance sheet statement and report shall seven days previously to such meeting be served on every member in the manner in which notices are hereafter directed to be served.

AUDIT.

118.—Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet and statement ascertained by a chartered or incorporated accountant.

119.—The first auditor of the Company shall be appointed at the statutory meeting of the Company, and shall hold such appointment until the first general annual meeting. At every succeeding ordinary general meeting of the Company an auditor or auditors shall be appointed.

120.—If at any general meeting no appointment of an auditor is made the Board of Trade may on the application of any member of the Company appoint an auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.

121.—A Director or other officer of the Company shall not be capable of being appointed auditor of the Company.

122.—The Directors may fill any casual vacancy in the office of auditor while any such vacancy continues the surviving or continuing auditor or auditors if any may act.

123.—The remuneration of the auditors shall be fixed by the Company in general meeting except that the remuneration of any auditor appointed to fill any casual vacancy may be fixed by the Directors.

124.—Every auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditor and the auditor shall sign a certificate at the foot of the balance sheet stating whether or not all his requirements as auditor have been complied with and shall make a report to the shareholders on the accounts examined by him and on every balance sheet laid before the Company in general meeting during his tenure of office and in every such report shall state whether in his opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs as shown by the books of the Company and such report shall be read before the Company in general meeting.

NOTICES.

125.—A notice may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address. A notice of any meeting convened to confirm a resolution previously passed as a special resolution may be given by advertisement.

126.—No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom which for the purpose of service of notices shall be deemed to be his registered address. Any person not having a registered address within the United Kingdom and not having given notice as aforesaid shall be deemed to have received in due course any notice which shall have been displayed in the registered office of the Company and shall remain there for the space of forty-eight hours.

127.—Any notice served by post shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office or into any post box subject to the control of the Postmaster General. In estimating the number of days' notice given in any case the day of service will be counted as one of such days.

128.—All notices given by advertisement shall be advertised in one or more newspapers circulating in Stockport as the Directors shall think proper and shall be deemed to be served on the day when such advertisement shall appear or if it shall not appear on the same day in the said papers then on the last of the days on which it shall so appear.

ARBITRATION.

129. If and whenever any difference shall arise between the Company and any of the members or their respective representatives touching the construction of the Article herein contained, or any act, matter, or thing, made or done, or to be made or done, or omitted, or in regard to the rights and liabilities arising hereunder, or arising out of the relation existing between the parties by reason of these presents or of the

Statutes or any of them such difference shall be forthwith referred to two Arbitrators one to be appointed by each party in difference, or to an umpire to be chosen by the Arbitrators before entering on the consideration of the matter referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Act 1889.

COURSE OF BUSINESS.

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

131.—All payments made by the Company shall so far as practicable be made by cheque.

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

ACCEPTANCE OF SHARES.

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

DISSOLUTION OF COMPANY.

134.—Two successive ordinary general meetings of which the second shall be held not less than fourteen days nor more than one month after the first, may by a resolution passed by the votes of at least two-thirds of the members present at the first meeting, and by a majority of the votes of the members present at the second meeting resolve on the dissolution of the Company, and the time, mode, conditions at, in and upon which the dissolution shall take place, provided that not less than one-half of the members of the Company shall be present at the first meeting.

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

136.—On the dissolution of the Company the surplus assets shall be applied first in repaying to the members the amount paid on their shares respectively, and if such assets shall be insufficient to repay the said amount in full they shall be applied rateably so that the loss shall fall upon the members in proportion to the amount called up on their shares respectively, and no member shall be entitled to have any call made upon other members for the purpose of adjusting his rights, but where any call has been made, and has been paid by some of the members, such call shall be enforced against the remaining members for the purpose of adjusting the rights of the members between themselves. If the surplus assets shall be more than sufficient to pay to the members the whole amount paid up on their shares, the balance shall be given to some other

Club or Institute in Stockport or Lancashire, having objects similar to those contained in the Memorandum of Association or to any local charity or charitable or benevolent institution situate within Stockport or Lancashire, such club, institution, or charity to be decided upon, and such property apportioned among all or any of such clubs, institutions, or charities by the members of the Club, at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the members of the Club, the same shall be decided upon and apportioned by the Judge of the High Court of Justice having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the members of the Club with the consent of the Council of the Football Association Limited, if then existing shall determine.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Peter Watters 127 Prince's St
 Stockport Tobaccoist
 Samuel Clapham Ship
 Roslin Bloom St Stockport. Manager
 Thomas Totton Lk. The Oaklands
 Stockport. Ironmonger.
 Henry Packer Commercial Hotel
 Robert Thomas Mitchell
 Henry Cooper, Parsonage St. Heaton Norris. Printer.
 Arthur Hallam Castle St. Elgely, Stockport. Bookbinder & Stationer.
 Edward Whittle 21 Adsubrod Lane East.
 Stockport Grocer.

Dated 22nd day of August 1908.

Witness to the above signatures,

Herbert Walker
 Clerk with
 Wm Meadows,
 Solicitor,
 Queen's Buildings
 Stockport.

THE COMPANIES' ACTS, 1862 to 1907.

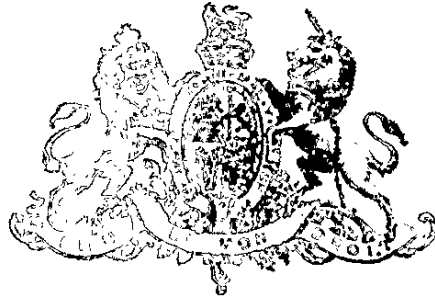
COMPANY LIMITED BY SHARES.

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF THE
Stockport County
Association Football
Club Limited.

WILLIAM MEADOWS,
SOLICITOR,
Queen's Buildings, St. Peter's Square, Stockport.

G. W. Gibbons, 920, Rochdale Road, Manchester.

DUPLICATE FOR THE FILE.



Certificate of Incorporation

I Hereby Certify, That the
Stockport County Association Football Club, Limited

is the day incorporated under the Companies Acts, 1862 to 1907, and that the Company is Limited.

Given under my hand at London this *First* day of *September*
One Thousand Nine Hundred and *eight*
Ten and Deed Stamps *£ 7/10/0*
Stamps Duty on Capital *£ 12/10/0* *£ 5/10/0*

Assistant Registrar of Joint Stock Companies.

Witness my hand and seal this

James H. Pitchman & Co
per H. B. Plover

12. The Court - Aug. 11 26

Per Sec. Sep. 14/08

X