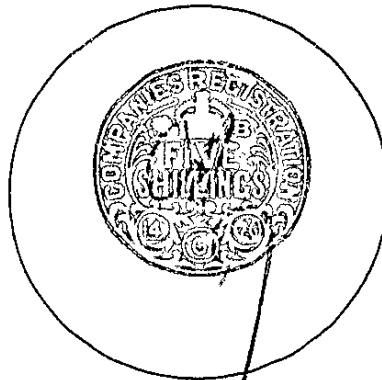


No. of
Certificate }

214373

[C.A. 1.]
17-11-25.

COMPANIES ACTS, 1908 to 1917.



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

DECLARATION of Compliance with the requirements of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as the Castleford Rugby League Football Club,

| |
|--------------|
| REGISTERED |
| 218655 |
| 15 JUN. 1926 |

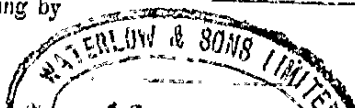
Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND 'COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, BIRCHIN LANE, AND 49, PARLIAMENT STREET, LONDON;
AND TEMPLE ROW, BIRMINGHAM.

Presented for filing by



I, Reynald Arthur Wilson

of 4, Station Road, Castleford in the County of York

(a) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation."

or
"A director [or
"Secretary] named in
"the Articles of
"Association."

Do solemnly and sincerely declare that I am ^(a) a Solicitor of the

High Court engaged in the formation

of the Castleford Rugby League Football Club,

Limited, and That all the requirements of the Companies (Consolidation)
Act, 1908, 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 Castleford in the County
of York

Reynald a. Wilson

the 11th day of June

one thousand nine hundred and

twelve

Before me,

No. of
Certificate)

214373/2

(C.A. 2.)

COMPANIES' ACTS, 1908 to 1917.



Consent to act as Directors of the Castleford Rugby
League Football Club Limited,
to be signed and filed pursuant to S. 72 (1) (i) of the
Companies (Consolidation) Act, 1908 (8 Edw. 7 Ch.69)

REGISTERED
218658
15 JUN 926

Presented for filing by



11/11

To the Registrar of Joint Stock Companies:-

We the undersigned, hereby testify our consent to act as Directors of the Castleford Rugby League Football Club Limited, pursuant to S. 72 (1) (i) of the Companies (Consolidation) Act, 1908.

| Signature | Address | Description |
|---------------------|----------------------------------|--------------------|
| Geo Scotland | "The Grange" Redhill Castleford | Architect |
| Reverend Albert | Amman | Rugby Manufacturer |
| James Fisk | Park Avenue Castleford | |
| John Henry Williams | Colindale St. Castleford | Commission Agent |
| Arthur Dyke | 10 Waring St. Castleford | Partner & Director |
| Frank Rapp | 62 Wilson St. Castleford | General Dealer |
| Tom Appleyard | 111 Carlton St. Castleford | Boot Dealer |
| Albert Edward Smith | 27 Waring St. Castleford | |
| Walter Smith | Field House Redhill Castleford | Confectioner |
| Samuel Golderson | 31 Mill St. Hightown Castleford | Commission Agent |
| Charles O'Rourke | 10 Middle Bedford St. Castleford | Commission Agent |

Dated this

11th

day of

June

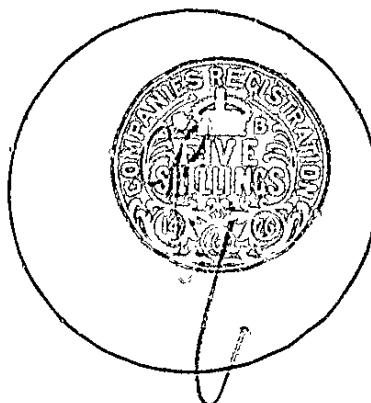
1936

No. of
Certificate

214373

[C.A. 3.]
21-12-22.

THE COMPANIES ACTS, 1908 to 1917.



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

List of the Persons who have consented to be Directors of

The Castleford Rugby League Football Club.

REGISTERED

218657

15 JUN 1926

Limited,

to be delivered to the Registrar pursuant to s. 72 (2) of the

Companies (Consolidation) Act, 1908 (8 Edw. 7 c. 69).

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL AND BIRCHIN LANE, LONDON.

Presented for filing by

3a Here insert "I" or "We."

to s. 72 (2) of the Companies (Consolidation) Act, 1908, that the following persons have consented to be Directors of the Castleford Rugby League Football Club,

Limited.

| Name. | Address. | Description. |
|------------------------------------|--|-----------------------|
| x - Fred Scatchard | "Preswylfa", Red Hill, Castleford | Architect |
| x - Percival Albert James Fell | "Airedale", Park Avenue Castleford | Rug Manufacturer |
| x - Arthur Wyke | 10, Wesley Street, Castleford | Painter and Decorator |
| x - John Henry Williams | 53, Nicholson Street Castleford | Commission Agent |
| x - Frank Briggs | 62, Wilson Street, Castleford | General Dealer |
| x - Charles O'Hourke | 10, Middle Oxford Street, Castleford | Commission Agent |
| x - Tom Appleyard | 111, Carlton Street, Castleford | Boot Dealer |
| x - ^{Edward} Albert Smith | 77, Lower Oxford Street, Castleford | Builder |
| x - Walter Smith | "Field House, Red Hill, Castleford | Confectioner |
| x - Samuel Bolderson | 31, Mill Street, Hightown, Castleford | Commission Agent |

Signature, Address and
Description of Applicant
for Registration.

"Praswylfa", Red Hill, Castleford.

Director.

(No. 834)

No. of Certificate

214373

[C.A. 30]
18725

2R
£20

The Canleyford Rugby League Football



Club.

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 39, Finance Act, 1920. (NOTE.—The Stamp Duty on the Nominal Capital is Twenty Shillings for every £100 or fraction of £100.)

REGISTERED
218656
15 JUN 1926

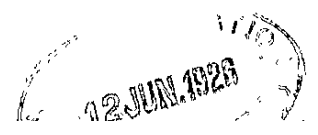
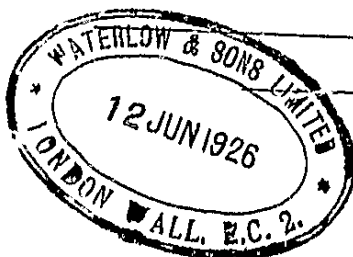
This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL AND BIRCHIN LANE, LONDON.

Presented for filing by



The NOMINAL CAPITAL of The Castleport Rugby League

Football Club

Limited,

is £ 2000 divided into 2000 shares of £ 1 each.

Signature Fred Scatchard

Description Director

Date 11 day of June 1926

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

214573



THE COMPANIES ACTS, 1908 TO 1917.

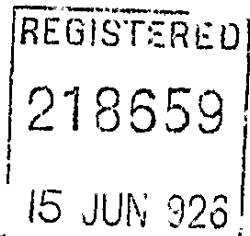
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE

Castleford

Rugby League Football Club, Limited.



1. The name of the Company is ~~the~~ "CASTLEFORD RUGBY LEAGUE 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:—

- (1) To take over the assets, liabilities and effects of the unregistered Association or Club known as The Castleford Rugby League Football Club, and with a view thereto to enter into and carry into effect an agreement as referred to in Article 4 of the Articles of Association of the Company.
- (2) To lease, purchase, or otherwise acquire the tenancy, fee simple, or any other interest in freehold, copyhold or leasehold estate or estates situate in England as the Company shall from time to time determine upon. And to buy, sell, exchange and deal in land and real estate generally, and particularly to complete the Contract dated the fourth day of March, 1926, made between John Davison Bland, Esquire, of Kippax Park, in the County of York of the one part, and Fred Seatchard, Percival Albert James Fell, John Henry Williams and Albert Edward Smith all of Castleford in the said County of the other part whereby the four last-named have agreed to purchase on behalf of the said unregistered Club the close of land now used as a Football Ground situate in Wheldon Road, Castleford.

hedges!
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ALB



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- (3) To promote, practice, play, hold or arrange, Football, Cricket, Cycling, Athletic, Lawn Tennis, Bowls, Gymnastic, and all or any other matches, also Sports and Pastimes, and in particular to carry on the businesses and to do all acts and things as are usually carried on or done by Clubs promoting or carrying on any of the above-mentioned sports and pastimes, and in doing so to make such payments to Members and others playing or taking part therein as shall be allowed to be paid under the rules for the time being governing each of such sports and pastimes, and to offer and grant in connection therewith prizes, awards and distinctions, and to establish (if the Company hereafter so determine) a Club or Clubs for social purposes in connection with the Company.
- (4) To lay out and prepare any estate or property of the Company or any part thereof, for the purposes of the Company.
- (5) To erect, construct and provide upon the said estate or estates, or elsewhere, and to maintain and alter, suitable pavilions, houses, erections, stands, club-houses, buildings, apparatus and other conveniences for the purposes of Football, Cricket, Cycling, Athletics, Lawn Tennis, Bowls, Gymnastics, and all and any other sports and pastimes, and Assaults-at-Arms, or for other such sports or recreative purposes as shall from time to time be determined upon.
- (6) To carry on the business of Hotel, or Restaurant Proprietors, upon or in connection with any premises of the Company, and for that purpose to buy and sell Comestibles, Cigars, Tobacco, Wines, Spirits and Beverages of all kinds, and all other articles usually dealt in by Licensed Victuallers and Caterers, and to apply for and to hold in its own name, or in the name of a nominee, any license or licenses.
- (7) To let or sub-let any portion of the property of the Company to any Company, Club, or person, for all or any of the aforesaid purposes.
- (8) To employ amateur or professional cricket or football players or other athletes, also servants and workmen for attending to the grounds for the time being of the Company, or for taking gate-money at Matches, Sports and Festivals, or for any other purpose in connection with the Company.
- (9) To provide and promote any exhibition, galas, sports, concerts, pyrotechnic displays, bazaars, lectures or other amusements, and to employ any of the monies for the time being of the Company for such purposes.
- (10) To make and levy tolls and charges for the entry of the Public or the Members of the Company upon the grounds and property of the Company; or to entitle them to the benefits or enjoyment of any of the real or personal estate of the Company; or for any purpose for which the same may from time to time be used by the Company, or any tenant, or licensee thereof.
- (11) To establish and finance or aid in the establishment or financing of Associations and Clubs of any description for the purpose of assisting any of the sports hereinbefore mentioned, either in the Town or in the neighbourhood of the Urban District of Castleford, and to subscribe to and become Members of or affiliated with any Union, League, Association or body having for its object the pursuit or encouragement of any such sports.
- (12) To raise money by Annual or other subscriptions and to grant any rights and privileges—special or otherwise—to subscribers and others, and to charge and receive money from the public for admission to any part of the Company's premises.

- (13) To apply the funds of the Company or any part thereof to charitable purposes or in subscriptions to any funds, club or institution, as may be deemed desirable.
- (14) To found, establish, promote or assist in any manner in the founding, establishing or promoting of any Company, and to subscribe for ordinary, preference, deferred, guaranteed or other shares or debentures or debenture stock or securities of any such company, and otherwise to employ the money and credits of the Company in any manner which may be deemed expedient for any purposes either by actually employing any portion of the monies of the Company for such purposes, or by insuring or guaranteeing the issue of or payment of interest on the shares, debentures, debenture stock or securities of any such company.
- (15) To develop and turn to account any land acquired by the Company or in which it is interested, and in particular, to construct, erect, carry out and maintain, either by the Company or by Contractors or other persons, sewers, drains, roads, streets, buildings, houses, and other works and things of any and every description whatsoever upon any land or ground acquired by the Company, or upon other lands, and for such purposes to enter into contracts and arrangements of all kinds, and to lend or advance money to builders or others upon such terms and on such conditions and upon such security as may seem expedient.
- (16) Generally to buy, sell, exchange, take on lease, hire and deal in all kinds of real and personal estate which the Company may think necessary or convenient for the purposes of its business or undertaking.
- (17) To sell, improve, manage, develop, lease, sub-let, mortgage, or otherwise dispose of the whole or any portion of the lands or other property or undertaking of the Company either as a building estate or for such other purposes and in such manner and for such consideration as may from time to time be deemed necessary or expedient, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (18) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (19) To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, or by way of Mortgage or charge upon all or any of the property and assets of the Company and its undertakings, including its uncalled capital.
- (20) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the Company, or calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.
- (21) To acquire and undertake the whole or any part of the business, property or liabilities of any person or company carrying on a business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (22) To enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company, club or association, carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on, or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company; and to lend money to, guarantee the contracts of or acquire shares and securities of any

such person or company, club or association, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (23) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (24) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (25) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.
- (26) To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- (27) To invest the money of the Company not immediately required upon such securities as may from time to time be determined.
- (28) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £2,000, divided into 2,000 shares of £1 each.

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

| Names, Addresses and Descriptions of Subscribers. | Number of Shares taken by each Subscriber |
|---|---|
| Fred Leachard "The Wyke" Berke Leachard Architect | Ten |
| Perivon Albert James Leach and Mrs. Park Avenue Castle Inn, Rm. 1, Market Street John Henry Williams 55 Nicholas St. Castleford Commission Agent | Five |
| Joshua Wyke 10 Wesley St. Castleford Painter & Decorator | Twenty One |
| Frank Birgys 62 Wilson St. Castleford General Dealer | Ten |
| Sam Appleby 11 Barton St. Castleford Boot Dealer | Five |
| Robert Robert Smith 77 Lane 62 York St. Castleford Barber | Ten |
| Walker Smith Field House Red Hill Castleford Confectioner | Ten |
| Samuel Bolderson 31 Mill St. Hightown Castleford Commission Agent | Five |
| Charles O'Rourke, 10 Middle Bedford St. 'Castleford. Commission Agent. | Ten |

Dated the 10th day of June 1926
Witness to the above signatures:
Reginald A. Nelson,
Solicitor,
Station Road, Castleford.

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF THE

Castleford Rugby League Football Club, Limited.

REGISTERED
218660
15 JUN 1926

1. The regulations contained in the Table marked "A" in the first Schedule to the Companies (Consolidation) Act, 1908, shall not apply to this Company, but instead thereof the following shall be the regulations of the Company.

2. In the construction of these Articles the following words shall have the following meanings, unless excluded by something inconsistent in the context:—

"The Company" shall mean "THE CASTLEFORD RUGBY LEAGUE FOOTBALL CLUB LIMITED."

"Directors" shall mean the Directors from time to time of the Company, or such number of them as have authority to act for the Company.

3.—The Registered Office of the Company shall be in the Town of Castleford or at such other place as the Directors may from time to time appoint.

4.—The Company shall forthwith enter into an Agreement with Messieurs Fred Seatchard, Percival Albert James Fell, John Henry Williams and Albert Edward Smith to take over the contract referred to in Paragraph 3 Sub-section (2) of the Memorandum of Association and to complete the Conveyance and Transfer of the said property therein referred to, and shall also enter into an Agreement with the Committee or other competent authority for the time being of the unregistered Castleford Rugby League Football Club to take over the assets, liabilities and effects of that Club as mentioned



W. J.

W. J.

W. J.

in Sub-section 1 of Paragraph 3 of the said Memorandum upon such terms as the Company shall consider desirable. Provided always that no objection shall be taken to the said agreements or acquisition upon the ground that any promoter or director was a Vendor to the Company or otherwise party to or interested in the said agreements or acquisition, or that any vendor stood in a fiduciary relation to the Company, or that the purchase consideration was fixed without independent valuation, or that the directors did not in the circumstances constitute an independent board; nor shall any promoter or director be liable to account to the Company for any profit or benefit derived by him under the said agreements or acquisition by reason of the foregoing; and every member of the Company, whether present or future, shall be deemed to have become such upon the basis of this proviso.

5. The minimum subscription upon which the Directors may proceed to allotment shall be shares to the nominal amount of £100, which shall be reckoned exclusively of any amount payable otherwise than in cash.

6. A Shareholder shall be entitled to receive a season ticket at a reduced rate in respect of the shares held by him, but only one such season ticket shall be issued in respect of any one season. Such ticket shall only admit the holder thereof being the registered Shareholder to such football matches, and shall be issued at such reduced rates and subject to such regulations, as the Directors may from time to time determine. In the case of shares held jointly the person whose name first appears in the register of members as the holder of such shares shall be the only person entitled to a season ticket at a reduced rate in respect of such shares.

CAPITAL.

7. The Capital of the Company is £2,000, divided into 2,000 shares of £1 each.

SHARES.

8. No person whilst on the Register of Players of the Castleford Rugby League Football Club and during a period of 12 months from his ceasing to be on such register shall be entitled to be registered as the proprietor of a Share or Shares in the Company.

9. 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 twenty-one clear days' notice at least be given of the making of each call, and each member shall be liable to pay the amount of calls so made to the persons and at times and places appointed by the Directors.

10. If by the terms of any prospectus or by the conditions of allotment any amount is payable in respect of any shares by instalments, every such instalment shall be payable as if it were a call duly made by the Directors, or if no such notice had been given, and all provisions hereof with respect to the payment of calls or to the forfeiture of Shares for non-payment of calls shall apply to such instalments and to the Shares in respect of which they are payable.

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

12. If before or on the day appointed for payment thereof, any member does not pay the amount of any call to which he is liable, then such member shall be liable to pay interest for the amount so due at the rate of five per cent per annum from the day appointed for payment thereof up to the time of payment, and he shall be excluded from any of the privileges of the Company, and he shall be liable to be excluded from any of the meetings of the Company, and he shall be liable to be excluded from any of the meetings of the Company, and he shall be liable to be excluded from any of the meetings of the Company.

13.—Any member shall be at liberty to pay up the whole or any part of the Share or Shares held by him in advance of any call or calls.

14.—Every member shall be entitled to a Certificate under the seal of the Company specifying the Shares held by him and the amount paid up thereon, and if such Certificate be worn out or lost it may be renewed on payment of One Shilling.

15.—The Company shall not be bound by or recognise, even though having notice thereof, any other right in respect of a share than an absolute right thereto in the registered holder thereof for the time being, and such right in the case of transmission as hereinafter mentioned.

16.—If several persons are registered as joint holders of any Share, any one of such persons may give effectual receipts for any dividends payable in respect of such Share.

TRANSFER OF SHARES.

17.—Shares of the Company shall be transferred in the following form:—

[illegible]

"Signed, sealed and delivered by the above-named in the presence of."

18.—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 when they are not satisfied as to the financial responsibility of the proposed transferee. The Directors may also refuse to register any such transfer of Shares without giving explanation of the cause for their decision, save and except that subject to Clause 22 of these Articles this regulation shall not apply to executors or administrators of a deceased member.

19.—Every Deed of Transfer duly executed by both the Transferor and the Transferee must be left at the Registered Office of the Company to be registered, accompanied by such evidence as the Directors may reasonably require to prove the title of the Transferor, and with the registration fee of 2/6, and thereupon the Company, subject to the powers vested in the Directors by the last Article, shall register the Transferee as a Member, and retain the Deed of Transfer.

20.—The Register of Transfers shall be closed during the Twenty-one days immediately preceding every Ordinary General Meeting of the Company, during which period no transfer of Shares shall be registered.

TRANSMISSION OF SHARES.

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

22.—Any person becoming entitled to a Share in consequence of the death or bankruptcy of any member may, upon such evidence being produced as may from time to time be required by the Directors, either be registered himself as a member or execute a Transfer of the Share to his nominee, subject in the case of a Share not fully paid up to the approval of the nominee by the Directors. If such person shall elect to have his nominee registered in his stead, he shall testify his election by executing to his nominee a transfer of the Share and causing such Transfer to be sent to the Company, and he shall not be freed from liability in respect of the Share until his nominee shall have been registered as the holder thereof.

FORFEITURE OF AND LIEN UPON SHARES.

23.—The Company shall have a primary lien upon the Share of any member who may be either absolutely or contingently indebted or liable to the Company in any amount or on any account whatsoever, and that whether such member is indebted or liable solely or jointly with any other person or persons and whether the debt or liability has become actually payable or not and the Directors may after any such debt or liability has become actually payable by a resolution to that effect absolutely forfeit the Share of any member so indebted or liable to the Company as aforesaid and may sell, dispose of and transfer the same and apply the proceeds of such sale in or towards the payment or satisfaction of the said debt or liability.

24.—If any member fails to pay any call due on the appointed day, the Directors may at any time thereafter during such time as the call remains unpaid serve a notice on him requiring him to pay such call together with any interest and any expenses which may have accrued by reason of such non-payment.

25.—The Notice shall name a further day and place, on or before and at which such call, interest, and expenses are to be paid. It shall also state that in the event of non-payment at or before the time and at the place appointed the Share in respect of which such call was made will be liable to be forfeited.

26.—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. Notice of Forfeiture shall be forthwith entered on the Register of Members.

27.—Any Share forfeited in either of these manners shall be deemed to be the property of the Company, and may be disposed of in such manner as the Directors may think fit.

28.—Any member whose Share has been forfeited shall notwithstanding be liable to pay to the Company all calls and interest owing upon such share at the time of the forfeiture without deduction or allowance for the value of the Share, and the same may be recovered by action at law.

29.—A Certificate under the seal of the Company and signed by two Directors stating that the Share therein mentioned has been duly forfeited, shall be conclusive evidence of such forfeiture, and such Certificate and the receipt of the Company for the price of such Share shall constitute a good title to such Share, and a Certificate of proprietorship shall be delivered to the purchaser, and thereupon he shall be deemed the holder of such Share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such forfeiture or sale.

31.—The new Shares shall be issued upon such terms and conditions and with such rights, priorities, or privileges as the Company by such meeting shall have directed, or if no direction shall have been given, as the Directors shall determine.

33.—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.

35.—If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute, or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons so becoming liable as aforesaid from any loss in respect of such liability.

38.—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 convene the meeting within twenty-one days from the receipt of such requisition, the requisitionists or a majority of them in value may themselves convene

38.—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 convene 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 the deposit of the requisition.

39.—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.

40.—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 sheets, declaration of dividend, and the Ordinary Report of Directors and the election of Directors and Auditor, shall be deemed special.

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

42.—The Chairman (if any) of the Board of Directors shall preside at every General Meeting of the Company.

43.—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.

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

45.—At any meeting, unless a poll is demanded by at least five 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.

46.—All voting at a General Meeting shall be shown by hands, unless a poll is demanded by five or more members, when 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, the Chairman shall be entitled to a second or casting vote.

VOTES OF MEMBERS.

47.—On a show of hands every member present shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

48.—If two or more persons are jointly entitled to any Share, the member whose name stands first in the register of members as one of the holders of such share, and no other, shall be entitled to vote in respect of the same.

49.—No member shall be entitled to vote at any General Meeting unless all calls due from him have been paid.

50.—Votes must be given personally or by proxy, the instrument appointing a proxy being in writing and signed by the person appointing. The

person appointed to be a proxy must be a member of the Company, and the instrument of appointment must be left at the Registered Office of the Company two days before the day of meeting.

DIRECTORS.

51.—The number of Directors shall be twelve, until otherwise determined in Ordinary General Meeting. The first twelve Directors shall be nominated in writing by the majority of the Subscribers to the Memorandum and Articles of Association.

52.—The qualification of every Director shall be the holding and retention of Five 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.

53.—The future remuneration of the Directors and their remuneration for services performed previously to the first General Meeting shall be determined by the Company in General Meeting, and the same shall be divided among them in such proportions and manner as the Directors by agreement may determine, and in default of such determination equally.

POWERS OF DIRECTORS.

54.—The management of the Company shall be vested in the Directors under such regulations as they shall in their discretion think fit to establish, and they may pay all expenses incurred in the formation of the Company and may exercise all such powers of the Company as are not by law or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles, to the requirements of the law, and to such regulations as may be from time to time prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

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

- (a) To appoint the Bankers and Solicitors of the Company, to engage and determine the duties and salaries of the secretary or secretaries, professional players and servants of the Company, and to remove any of such persons at their discretion.
- (b) To elect such persons as they shall approve of to be playing members of the Company upon such terms as they shall think fit.
- (c) To acquire and undertake the whole or any part of the business and assets of any person, firm, or company carrying on any of the businesses or objects which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid any shares, debentures, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures or securities so received.

- (d) To issue season or other tickets, admitting the holders thereof to the grounds of the Company, upon such 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 or any part of the property or funds of the Company, and from time to time to 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, Sub-section 3 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 as are mentioned in the Memorandum of Association and to make all necessary arrangements for the holding thereof, and to fix and enforce a scale of charges thereto, and generally to carry out the objects of the Company.
- (i) To hire an office for carrying out the objects of the Company.
- (j) To draw upon the Bankers of the Company for any sums necessary for payment and satisfaction of the debts and liabilities of the Company, but all cheques shall be signed by two of the Directors and countersigned by the Secretary, and 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.
- (k) To institute, conduct, defend, compromise, and abandon legal proceedings by and against the Company and its officers, and otherwise concerning the affairs of the Company.
- (l) To enter into contracts for the Company, and rescind, alter, and vary the same, and to contract on behalf of the Company as may be necessary in carrying out the objects of the Company.
- (m) To accept compromises of any debts due to the Company, or of any claim or demands of the Company.
- (n) To refer any claims and demands of and against the Company to arbitration and to perform and observe the awards thereof.
- (o) To borrow any money required for the objects of the Company upon such securities as they may determine upon.
- (p) To make to every Ordinary General Meeting a full and particular report of the affairs of the Company.
- (q) To allot the Shares of the Company.
- (r) To make calls from time to time in respect of capital unpaid on Shares, whatever be the number of Shares actually taken up.
- (s) To keep the Register of Members, the Register of Transfers and the Seal of the Company, and to determine the form of the Certificate of the Shares.

- (t) To authorise the fixing 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 whereon the Seal may be affixed, and such document shall be countersigned by the Secretary.

56.—Every receipt of the Company, signed by the Secretary or by any two Directors, shall be an effectual discharge for the money therein expressed to be received.

57.—A Director may hold any other office or employment or place of profit in the Company in conjunction with his Directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors, and a Director of the Company may be or become a Director of any company promoted by this Company, or in which this Company may be interested as vendor, share-holder, or otherwise, and no such Director shall be accountable for any benefits received as Director or Member of such Company.

PROCEEDINGS OF DIRECTORS.

58.—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 the votes of the Directors present. The Quorum of Directors shall be five.

59.—The Directors shall elect a Chairman of their Meetings, and determine the period for which he is to hold office; but if at any meeting the Chairman be not present at the time appointed for holding the same, the Directors present shall choose one of their number to be chairman of such meeting. In case of an equality of votes, the Chairman, in addition to his original vote shall have a casting vote.

60.—The Directors may delegate any of their powers to Committees consisting of such members of their body or of the Company, or partly of the one and partly of the other, as they think fit. Any Committee so formed shall in exercise of their powers, so delegated, conform to any regulations that may be imposed on them by the Directors.

61.—All acts done by any meeting of the Directors, or by a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid be as valid as if such Director or person had been duly appointed and qualified to act.

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

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

And such minutes as aforesaid, if signed by any person purporting to be the Chairman of any General Meeting of the Company, or of any meeting of Directors, or of any Committee, shall be receivable in evidence.

DISQUALIFICATION OF DIRECTORS.

63.—The office of a Director shall be vacated if he shall cease to hold the necessary qualification Shares in the Company or do not acquire the same within one month after election or appointment, or if he fails to attend meetings of the Directors for six consecutive meetings 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, or 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, or if he contracts with the Company or is concerned in or participates in the profits of any work done for the Company without declaring his interest at the meeting of the Directors or of any Committee at which such contract is determined upon or work ordered if his interest then exists, or in any other case at the first meeting of the Directors or of such Committee, whichever first takes place, after the acquisition of his interest, and no Director so interested shall vote at any such meeting on any question relating to such contract or work. This clause shall not apply to the agreements mentioned in clause 4 of these Articles nor to matters arising thereout nor to any contract to give the Directors or any of them security or indemnity for advances.

64.—The Company in Extraordinary General Meeting may remove a Director before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

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

ROTATION OF DIRECTORS.

66.—At the first Ordinary General Meeting of the Company to be held after its incorporation and at the Ordinary General Meeting in every succeeding year, one-third of the directors shall retire from office. If the number of Directors is not a multiple of three, then the number nearest to but not exceeding one-third shall retire. The Directors to retire shall be those who have been longest in office since their last election. As between Directors of equal seniority the Directors to retire shall be selected from amongst them by lot. A retiring Director shall be immediately, or at any future time, if still qualified, eligible for re-election.

67.—Any casual vacancy occurring on the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office to the date of the next Ordinary General Meeting only, and the Director then elected to fill the vacancy shall retain his office so long as the vacating Director would have retained the same if no vacancy had occurred.

68.—No person not being a Director shall be eligible for election to the office of Director at any General Meeting unless some Shareholder shall fourteen days before the holding of such General Meeting nominate such person in writing addressed to the Secretary of the Company.

THE SEAL.

69.—The Directors shall forthwith procure a Common Seal to be made for the Company, and shall as soon as the same is received provide for the safe custody thereof. The Seal shall never be affixed to any document except by

the authority of the Board of Directors and in the presence of at least two Directors, who shall affix their signatures to every document so sealed, and such document shall be countersigned by the Secretary.

DIVIDENDS.

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

71.—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.

72.—Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned, and all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company.

ACCOUNTS.

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

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

74.—A balance sheet shall be made out once in every year and laid before the Company at the Ordinary General Meeting, and such balance sheet shall contain a summary of the property and liabilities of the Company, and shall be accompanied by a report of the Directors upon the general state of the Company, and a recommendation as to the amount (if any) which the Directors consider ought to be paid by way of dividend and as to the amount (if any) which they propose to set aside as a reserve fund. A printed copy of such balance sheet, statement, and report, shall three days previously to such meeting, be delivered at or sent by post to the registered address of every member.

AUDIT.

75.—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 one or more Auditor or Auditors. The first Auditor or Auditors of the Company shall be appointed by the Directors of the Company.

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

77.—If no Auditor or Auditors are appointed at the Ordinary General Meeting, or if any casual vacancy occurs in the office of the Auditor or Auditors appointed by the Company, the Directors shall forthwith elect an Auditor or Auditors to act until the next Ordinary General Meeting.

78. -An Auditor shall be eligible for re-election on his quitting office.

79. -The Auditor or Auditors shall make a report to the Members upon the balance sheet, statements and accounts, and in every such report he or they shall state whether in his or their opinion the balance sheet is a full and fair balance sheet, containing the particulars required by these regulations, and properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs, and in case he or they have called for explanations or information from the Directors, whether such explanations or information have been given by them and whether they have been satisfactory; and such report shall be read together with the report of the Directors at the Ordinary General Meeting in every year.

NOTICES.

80. -Notices requiring to be served by the Company upon the members may be served either personally, or by leaving the same, or sending them through the post in letters addressed to members at their last registered place of abode or business.

81. -The Registered Office of the Company shall be considered as the address of every member who causes no other address within the United Kingdom to be registered.

82. -All notices directed to be given to the members shall with respect to any Share to which persons are jointly entitled be given to the person whose name stands first in the register of members, and notice so given shall be sufficient notice to all the proprietors of such Share.

83. -Any notice if served by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed to a member at his last registered place of abode or business in the United Kingdom and put into the Post Office.

84. -All notices required by the Companies Acts ^{1908 & 1917} to be given by advertisement shall be advertised in one or more newspapers circulating in Castleford as the Directors shall think proper.

DISSOLUTION OF COMPANY.

85. -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.

86. -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 repay to the members the whole amount paid up on their shares, the balance shall be distributed among the members in proportion to the amount actually paid up on their Shares respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of Shares issued upon special conditions

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Lea Leachard - Cheswyke Redd. Castleford.
Architect.

John Henry Williams 53 Colindale St. N. Castleford Commission Agent
Arthur Dyke 10 Wetherby St. Castleford Painter & Decorator
Frank Briggs 62 Wilson St. Castleford General Dealer
Tom Appleyard 14 Carlton St. Castleford Boot Dealer
Albert Edward Smith 77 Lower Wetherby St. Castleford
Walter Smith Field House Red Hill Castleford Confectioner

Samuel Bolderson Commission Agent
31 Mill St. Hightown
Castleford

Charles O. Rourke. 10 Middle Wetherby St.
Castleford. Commission Agent

Dated the 10th day of June 1926

Witness to the above signatures:—

Reginald A. Wilson,
Solicitor,
Station Road, Castleford.

DUPLICATE FOR THE FILE.

No. 214373



Certificate of Incorporation

I Hereby Certify, That the

CASTLEFORD RUGBY LEAGUE FOOTBALL CLUB LIMITED

is this day incorporated under the Companies Acts, 1908 to 1917, and that the Company is
Limited.

Given under my hand at London this fifteenth day of June One

Thousand Nine Hundred and twenty-six

Fees and Deed Stamps £3. 15. 0

Stamp Duty on Capital £20.

A. E. Campbell - Jan. 10. 1
Registrar of Joint Stock Companies.

Certificate
received by

W. H. Street for Waterlow & Sons Ltd
London Wall

Date

15/6/16

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