



Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## NOTICE OF ILLEGIBLE DOCUMENTS

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

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

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

### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

DUPLICATE FOR THE FILE.

No. 224792



# Certificate of Incorporation

I Hereby Certify, That the

WODECAMBE 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 thirtieth day of September One Thousand Nine Hundred and twenty-seven.

Fees and Deed Stamps £ 4. 0. 0

Stamp Duty on Capital £20.

*C. J. Gallagher*  
Registrar of Joint Stock Companies.

Certificate  
received by



Date

Number of  
Certificate \

224799

Form No. 41.

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance



A  
Companies'  
Fee Stamp  
of 5s.  
should be  
impressed  
here.

WITH THE

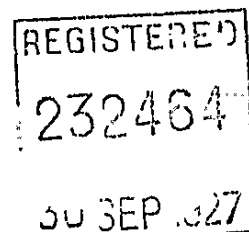
REQUIREMENTS OF THE COMPANIES  
(CONSOLIDATION) ACT, 1908,

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)  
Act, 1908, on behalf of a Company proposed to be Registered as

*Morecambe Football Club*

**LIMITED.**

(See Page 2 of this Form.)



73116

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER HOLBORN 434.

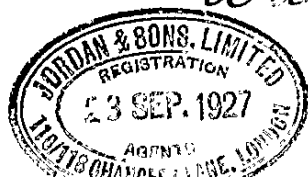
**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, Publishers, and Stationers

116 & 117 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

*Whitcliffe Knowles*



*Solicitors, Morecambe*

I Herbert Rushton

of 11 Primrose Street Morecambe in the  
County of Lancaster Weighing Machine  
Proprietor.

\*Here insert-- Do solemnly and sincerely Declare that I am\* a person named  
"A Solicitor of the High Court engaged in the formation," in the Articles of Association as a Director  
or "A person named in the Articles of Association as a Director (or Secretary)." of Morecambe Football Club

Art. 22

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.

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

Declared at Morecambe  
in the County of  
Lancaster

the 27<sup>th</sup> day of September,

Herbert Rushton

One thousand nine hundred and 27,

before me,

Sidney K. Clarkson  
A Commissioner for Oaths.

Number of  
Certificate

232466

[Form No. 25.]

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;  
and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.

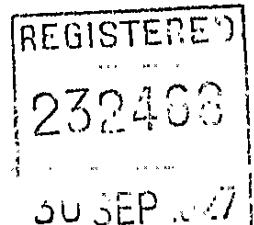


Duty at the  
rate of £1  
for every  
£100 must  
be impressed  
here.

Statement of the Nominal Capital

OF

*Morecambe Football Club*



LIMITED,

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

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and  
other Documents when the Registration of the Company is applied for.

CL. 3449

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0484 (2 LINES).

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

Presented for filing by



*Whitehead Knowles,  
Solicitors, Morecambe*



# THE NOMINAL CAPITAL

OF

*Morecambe Football Club* LIMITED,

is *Two thousand* Pounds,

divided into *Two thousand* Shares

of *One pound* each.

Signature *Wm R. Bradbury*

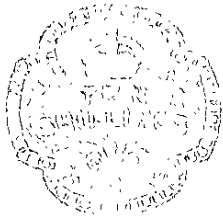
Description *Secretary*

Dated the *27<sup>th</sup>* day

of *September* 1927

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

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



"The Companies Acts, 1908 to 1917."

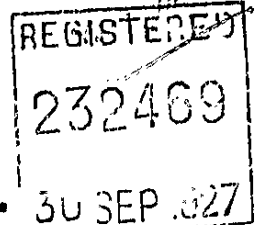


**COMPANY LIMITED BY SHARES.**

## Memorandum of Association

OF

**Morecambe Football Club, Limited.**



1. The Name of the Company is "MORECAMBE 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 Promote the Game of Football and other Athletic Sports and Pastimes.
- (b) To provide a Football and Sports Ground at or near Morecambe, in the County of Lancaster, and to lay out and prepare such ground for football and other purposes of the Company, and to provide Pavilions, Grandstands, Lavatories, Refreshment Rooms, and other Conveniences connected therewith.
- (c) To hold or arrange football and other matches and competitions, and offer and grant or contribute towards the provision of prizes, awards, and distinctions.
- (d) To subscribe to, become a member of, and co-operate with any other associations, whether incorporated or not, whose objects are altogether or in part similar to those of this Company.
- (e) To buy, sell, and deal in all kinds of apparatus, whether sporting, athletic, or otherwise, and all

Presented for filing by:-



kinds of provisions and refreshments, liquid and solid, required by persons frequenting the Company's grounds.

- (f) To purchase, take on lease, or otherwise acquire any lands, buildings, easements, or property, real or personal, which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Company.
- (g) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (h) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (i) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (j) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.



- (l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of 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.
- (n) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient.
- (o) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (p) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other

relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

- (q) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (r) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (s) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (t) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Two Thousand Pounds, divided into Two Thousand Shares of One Pound each.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

of Shares  
taken by  
Subscriber.

Frederick James Gibbs 36 Moss Lane Morecambe. Railway Clerk.	Ten.
Herbert Rushton 11 Primrose Street Morecambe Weighing Machine Proprietor	Ten.
William Curwen 64 Westminster Road Morecambe Railway Accounts Clerk.	Ten
John Charles Luke Rosedale, Lancaster Rd. Morecambe	Ten
James Beckett Geldart 42 Moss Lane Morecambe Butcher.	Ten
Herbert Willacy 4 Oxford St Morecambe Fish Salesman	Ten
Arthur Holt Bellmont, Buckingham Rd. Morecambe Gard Master	Ten
Fred Bland Salisbury Park Road Morecambe. Decorative Merchant.	Ten.

Dated the 27<sup>th</sup> day of September 1927.

Witness to the above Signatures—

G. J. Whitehead  
Solicitor  
Morecambe



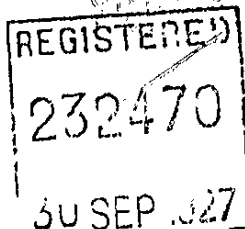
"The Companies Acts, 1908 to 1917."

**COMPANY LIMITED BY SHARES.**

## Articles of Association

OF

## Morecambe Football Club, Limited.



### PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies (Consolidation) Act, 1908 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 24, 29, 46, 47, 68, 69, 70, 72, 73, 77, 84, 85, 88, and 111 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Minimum Subscription upon which the Directors may proceed to allotment in the case of a first allotment of any Shares payable in cash is Shares to the nominal value of One Hundred Pounds. Subject as aforesaid, the business of the Company may be commenced although the whole of the Nominal Capital is not subscribed for.

3. The Company shall be entitled to treat the person whose name appears upon 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 partial interest in such Share, whether or not it shall have express or other notice thereof.

### SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is Two Thousand Pounds, divided into Two Thousand Shares of One Pound each.



5. 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.

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

7. If by the terms of any prospectus or by the conditions of allotment any amount is payable in respect of any Shares by instalments at fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

8. If any Member fail to pay any Call or instalment of a Call on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of the Call or instalment remains unpaid, serve a notice on him requiring him to pay so much of the Call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such nonpayment.

9. The notice mentioned in the last preceding Article hereof shall state the place at which the payment required by such notice is to be made; and Clause 25 of Table A shall be modified accordingly.

10. When any Shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof, and so soon as the Shares so forfeited have been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal thereof.

11. The lien conferred by Clause 9 of Table A shall attach to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of several joint Holders.

12. An entry in the Minute Book of the Company of the forfeiture of any Shares, 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, nor shall his title to the said Shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) 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.

13. Preference Shares may be issued with a Cumulative Preference Dividend not exceeding Seven Pounds Ten Shillings per cent. for a period not exceeding three years, but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

14. A Share shall not be subdivided.

#### BORROWING POWERS.

15. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so borrowed or raised and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

16. No mortgage or other security or charge upon any assets of the Company to secure more than the principal money advanced and interest at Seven and a Half per centum per annum shall be issued without the previous consent of The Football Association.

17. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS.

18. A General Meeting of the Company shall be held in the month of June in each year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary" Meetings; all other General Meetings shall be called "Extraordinary."

19. The accidental omission to give notice of a General Meeting to any Member shall not invalidate the proceedings at such Meeting.

#### VOTES OF MEMBERS.

20. A poll shall be taken whenever directed by the Chairman or demanded by one or more Members entitled to vote and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 56 of Table A shall be modified accordingly.

#### DIRECTORS.

21. The number of Directors shall not be less than seven nor more than ten.

22. The following persons shall be the first Directors of the Company: ARTHUR HOLT, FRED ~~BLAND~~ BLAND, WILLIAM CURWEN, HERBERT RUSHTON, JOHN CHARLES DRAKE, FREDERICK JAMES SIBBALD, HERBERT WILLACY, and JAMES BECKETT GELDERT.

23. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number hereinbefore fixed. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

24. The qualification of every Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than Ten Pounds. A Director may act before acquiring his qualification, but shall in any case acquire his qualification within one calendar month of being appointed a Director.

25. A Director shall not be entitled to receive any remuneration in respect of his office as Director, or as an employee of the Club.

26. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be five.

#### DISQUALIFICATION OF DIRECTORS.

27. 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 he cease to hold the necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (e) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
- (f) If he give the Directors one calendar month's 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.

28. Subject to Article 26 a Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his 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 determined upon his interest therein, or, if such 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 in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, 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 in estimating a quorum when any such contract, arrangement, or dealing is under consideration.

#### DIVIDENDS.

29. A larger Dividend shall not be declared than the maximum Dividend allowed from time to time by The Football Association, and may be cumulative for a period not exceeding three years. The present maximum Dividend shall be Seven and a Half per cent. in any year; but if the Dividend is paid free of Income Tax the present maximum Dividend shall be Five per cent.

#### NOTICES.

30. Where a notice is sent by post it shall be deemed to have been served at the expiration of twenty-four hours after it was posted; and Clause 110 of Table A shall be modified accordingly.

31. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall be deemed to have received in due course any notice which shall have been displayed in the Company's Registered Office and shall remain there for the space of forty eight hours, and such notice shall be deemed to have been received by such Member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

32. It shall not be necessary to give any other notice than notice by advertisement to the Bearers of Share Warrants, and it shall not be necessary to give notice of General Meetings to any person entitled to a Share in consequence of the death or bankruptcy of a Member unless such person shall have been duly registered as a Member of the Company; and Clause 114 of Table A shall be modified accordingly.

#### WINDING UP.

33. 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 The Football National War Fund or any Benevolent Fund in connection with The Football Association or to some other club or institute in the Town of Maccambee having objects similar to those contained in the Memorandum of Association or to any local charity or charitable or benevolent institution situate within the same town, such club, institution, or charity to be decided upon and such property apportioned among all or any of such clubs, institutions, or

charities by the Members of the Club at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the Members of the Club the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Club, with the consent of the Council of The Football Association, if then existing, shall determine.

#### SEASON TICKETS.

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

35. The Club may create Life Members to whom the same privileges in respect of the issue of season tickets may be granted as those granted to Shareholders, such privileges to cease upon the death of the Member.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

Frederick James Sibbels  
 56 Moss Lane Morecambe  
 Railway Clerk.

Herbert Rushton  
 11 Primrose street  
 Morecambe  
 Weighing Machine Proprietor

William Furwen  
 64 Westminster Road  
 Morecambe  
 Railway Accounts Clerk.

John Charles Duke  
 Breckley Lancaster Rd Morecambe  
 Fruit Merchant

James Beckett Geldert  
 42 Moss Lane Morecambe  
 Butcher

Herbert Wallace  
 4 Oxford St Morecambe  
 Fish Salesman

Arthur Holt  
 Belmont, Buckingham Rd.  
 Morecambe  
 Card Master

Fred Bland  
 Selgath. Park Road Morecambe  
 Decorative Merchant.

---

Dated the 27<sup>th</sup> day of September, 1927.

Witness to the above Signatures—

Cyril Whitehead  
 Solicitor  
 Morecambe

---