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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.



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Personnel & Training



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INVESTOR IN PEOPLE

CHPM 4 (07/02)

of Company

250043

C.A. 23. [No. 41.]

The Companies Act, 1929.



A s/-
Companies
Registration
Fee Stamp
to be
Impressed
here.

Declaration of Compliance

*in compliance with the requirements of the Companies Act, 1929, on application for
Registration of a Company, pursuant to Section 15 (2).*

(See page 2 of this Form.)

of
any

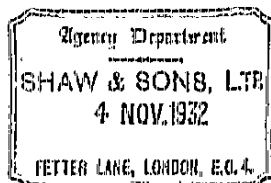
WIGAN ATHLETIC A.F.C. LIMITED.

REGISTERED
8 NOV 1932

**SHAW & SONS
LIMITED,**

Companies' Publishers, Printers, and Stationers,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

sent by



431 S4030 (D)

71

sent

Section 15 of The Companies Act, 1929.

15---(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by an enrolled Law Agent, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

J. JOHN WILLIAM ROBERTS

of 15 Birley Street Blackpool in the County of Lancaster

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Advocate" or "a Barrister at Law") or "a person named in the Articles of Association as a Director or Secretary."

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

or engaged in the formation of WIGAN ATHLETIC A.F.C.

This margin is reserved for binding, and must not be written upon.

LIMITED, And that all the requirements of the Companies Act, 1929, 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 Blackpool in the
County of Lancaster

the 3rd day of November

One thousand nine hundred and thirty two

before me,

Hugh Butcher

At Commissioner for Oaths (b)

(b) or Notary Public or Justice of the Peace.

John W. Roberts

No. of Company 278043 5.

Form G.A. 24.

WIGAN ATHLETIC A.F.C.

LIMITED.



Statement of the Nominal Capital

*made pursuant to Sec. 112 of 54 and 55 Vict. ch. 39 (Stamp Act, 1891),
as amended by Sec. 7 of 62 and 63 Vict. ch. 9 (Finance Act, 1899),
and Sec. 39 (Finance Act, 1920). (Note.—The Stamp Duty on the
Nominal Capital is One Pound for every £100 or fraction of £100).*

REGISTERED
8 NOV 1932

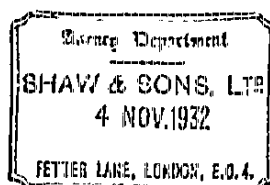
This Statement is to be filed with the Memorandum of Association when the Company is registered.

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for registration by



Mag. 53691 (b)

5 NOV 1932

4 NOV 1932

The Nominal Share Capital

of the WIGAN ATHLETIC A.F.C.

LIMITED,

is £ 3,000 - - , divided into 6,000 - shares of $\frac{1}{2}$ 10/-
each.

Signature *Charles C. Smith*

Description *Director*

Date 1st November, 1932.

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

The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

Wigan Athletic A. F. C. Limited.

Incorporated the

day of

193

Solicitor

JOHN W. ROBERTS,

~~Director~~

Wigan Athletic

The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

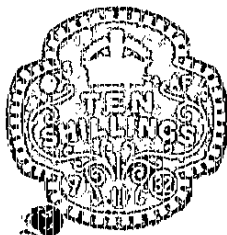
OF

Wigan Athletic A. F. C. Limited.

Incorporated the day of 193 .

JOHN W. ROBERTS,

BLACKPOOL.

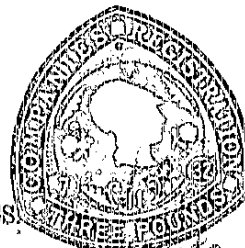


270043/6.

REGISTERED
The Companies Act, 1929

COMPANY LIMITED BY SHARES

8 NOV 1932



Memorandum of Association

OF

Wigan Athletic A. F. C. Limited.

1. The name of the Company is "WIGAN ATHLETIC A. F. C. 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 promote or cause to be played the game of Association Football, in every way in which the Directors of the Company shall think proper in accordance with the rules, regulations, byelaws and conditions of the Football Association, 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.

(2) To acquire and take over all or any of the assets, liabilities and rights of the present unincorporated club, known as the Wigan Athletic Association Football Club, and to enter into any agreement which may be necessary for the acquisition of the same.

(3) To take over and continue, with such variations as from time to time may be decided, either by the Shareholders or the Directors, all the rules, registers, books, accounts and other documents of the Wigan Athletic Association Football Club, and to accept, take over or otherwise acquire all such cups, shields, or other prizes as may be held by the Wigan Athletic Association Football Club at the date of the formation of the Company, and to provide for the proper custody, insurance, protection, exhibition, return of, or other dealing with all or any such cups, shields or prizes as aforesaid.

Sole Agents

SHAW & SONS, LTD

762

- (4) To promote, support, or assist in all or any such athletic contests or sports for which any property of the Company may be available, or which may be determined on or approved by the Directors.
- (5) To acquire, lay out, improve, hold, use or turn to account in any way, football grounds or other athletic grounds, with all such stands, pavilions, buildings, erections and easements, and with all necessary fittings and accessories as the Directors shall deem advisable.
- (6) To become a member of, and to subscribe to the Football Association, or any association, alliance or league having objects similar or in part similar thereto.
- (7) To effect assurances against accidents on behalf of and for the benefit of the players of the Company with some recognised assurance society or other body approved by the Football Association or affiliated association or associations.
- (8) To buy and sell all kinds of apparatus, provisions and refreshments, including wines, spirits, malt and other liquors, tobacco, cigars or cigarettes required or used by persons frequenting the Company's premises.
- (9) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery and plant.
- (10) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (11) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (12) To raise money by subscriptions; and to grant any special rights and privileges to Subscribers or Shareholders.
- (13) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled capital of the Company.

- (14) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (15) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (16) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (17) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (18) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (19) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (20) To amalgamate with any company having objects similar to those of this Company.
- (21) To sell or dispose of the whole 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.
- (22) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.

- (23) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (24) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (25) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms, or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (26) 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 employees, or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid, to any person or persons who may have served the Company, or to the wives, widows, children, or other relatives of such persons; and to form and contribute to provident and benefit funds, for benefit of any persons employed by the Company.
- (27) To distribute any of the property of the Company among its Members in specie.
- (28) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance, or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, and the Road Traffic Act, 1930, or to re-insure any risks under any class of assurance business to which those Acts apply.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £3,000, divided into 6,000 Shares of 10s. each. The Company has power to increase or reduce its Capital, or to issue any part of the original or increased Capital with preferences, priorities, rights or privileges, or subject to restrictions, or with rights postponed or deferred. Preference Shares may be issued with a cumulative preferential dividend not exceeding £7 10s. per cent., for a period not exceeding three years,

but the Company may not issue more Preference Shares than its subscribed Ordinary Shares. The rights and privileges for the time being attached to any class of Shares may be modified, affected, varied, or extended, or surrendered in manner following, and not otherwise, that is to say, with the consent in writing of the holders of three-fourths of the Shares of such class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of that class. At every such separate General Meeting the quorum shall be two persons holding or representing by proxy one-third of the issued Shares of that class.

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

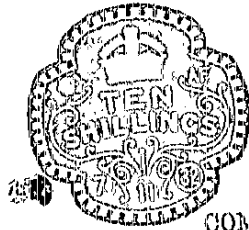
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Joseph Horrocks 117 Castle Hill Road Hindley, Retired Agent.	one
Charles Oatley 101 Hercules Road, Wigan Painting Works Proprietor	one
Thomas Heywood Bullhead Hill Wigan Hotel Lincolne	one
Arthur Roberts 184 Darnley St Wigan	one
Peter Dwyer 33 Bay St Wigan, Lancashire	one
Richard Cartmorton 21, 1/2, Canlow Lane Wigan, Lancashire	one
William Hartley 240 Wigan, Lancashire	one
John William Roberts, 15 Baring Street Wigan, Lancashire	one
George Alexander Wood 20 Old Rd Wigan, Lancashire	one

Dated the 1st day of November, 1932

Witness to the above Signatures:—

John Herbert Larrimond
224 Gallow Lane
Wigan
- Secretary -

270043 7.



The Companies Act, 1929
REGISTERED

COMPANY LIMITED BY SHARES.

8 NOV 1932



Articles of Association

OF

Wigan Athletic A. F. C. Limited.

PRELIMINARY.

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

ALTERATION OF ARTICLES.

2. The Company may from time to time (subject to the approval of the Football Association), alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118, Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

3. In these Articles—unless the context otherwise requires:—

"Articles" means these Articles of Association of the Company as originally framed or as altered by Special Resolution.

Agency Imprinted

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763

"Extraordinary Resolution" means an Extraordinary Resolution as defined by section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing and lithography.

Words importing the singular number include the plural, and *vice versa*;

Words importing the masculine gender include the feminine;

Words importing persons include Corporations;

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

BUSINESS.

4. The Directors shall have regard to the restrictions on the commencement of business imposed by Section 94 of the Companies Act, 1929, if, and so far as, those restrictions are binding upon the Company.

5. The Directors of the Company, shall after the incorporation of the Company, take all steps necessary for the acquisition of all or any of the assets, liabilities and rights of the unincorporated Wigan Athletic Association Football Club, and to carry into execution the powers, obligations, duties and general objects of the said Club, with such modifications as they shall deem necessary.

SHARES.

6. The original Share Capital of the Company is £3,000 divided into 6,000 Shares of 10s. each. Articles 2 to 6 inclusive of Table A shall apply.

7. The amount payable on application for any Share of the Company shall not be less than five per cent. of the nominal amount of the Share, and the Directors shall duly comply with such of the provisions of Sections 39 and 40 of the Companies Act, 1929, as may be applicable thereto.

8. A Share shall not be sub-divided.

COMMISSION.

9. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

LIEN ON SHARES.

10. Articles 7 to 10, inclusive, of Table A shall apply.

CALLS ON SHARES.

11. Articles 11 to 16, inclusive, of Table A shall apply.

PREFERENCE SHARES.

12. Preference Shares may be issued with a cumulative preferential dividend not exceeding £7 10s. Od. per cent. for a period not exceeding three years, but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

TRANSFER AND TRANSMISSION OF SHARES.

13. Articles 17 to 22, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

14. Articles 23 to 29, inclusive, of Table A shall apply.

CONVERSION OF SHARES INTO STOCK.

15. Articles 30 to 33, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

16. Articles 34 to 38, inclusive, of Table A shall apply.

STATUTORY MEETING.

17. The Statutory Meeting of the Company shall be held within a period of not less than one month nor more than three months from the date at which the Company is entitled to commence its business. The Directors shall have regard to the obligations imposed by Section 113 of the Companies Act, 1929.

GENERAL MEETINGS.

18. Articles 39, 40 and 41 of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

19. Articles 42 and 43 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

20. Articles 44 to 53, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

21. Articles 54 to 62, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

22. Article 63 of Table A shall apply.

DIRECTORS.

23. The number of the Directors of the Company shall not be less than five nor more than eleven. The first Directors of the Company shall be Joseph Howarth of 117, Castle Hill Road, Hindley, in the County of Lancaster, Retired Agent Charles Ostick of 101, Mesnes Road, Wigan, in the said County, Printing Works Proprietor, Thomas Heywood of the Bull's Head Hotel, Wigan, aforesaid, Hotel Licensee, Arthur Roberts of Horning Street, Wigan, aforesaid, Master Tailor, Peter Dwyer of 33, Bryn Street, Ashton-in-Makerfield, in the said County, Railway Clerk, Richard Farrimond of 224, Gidlow Lane, Wigan, aforesaid, Colliery Engine Winder, William Greenhalgh of 240, Wallgate, Wigan, aforesaid, Herbalist, and John William Roberts, of ~~Wigan, aforesaid~~, in the said County, Solicitor. and George Alexander Woods of 20, Wallgate, Ashton-in-Makerfield, Wigan, aforesaid, Motor Fitter, until the Statutory meeting of the Company when they shall be eligible for re-election.

Handwritten notes:
 J.H.
 C.O.
 T.H.
 A.R.
 P.D.
 R.F.
 J.W.R.
 G.A.W.

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

25. The qualification of a Director shall be the holding of at least 20 Shares in the Company. A Director may act before acquiring his qualification, but it shall be his duty to acquire his said qualification within two calendar months after his appointment.

POWERS AND DUTIES OF DIRECTORS.

26. Articles 67 to 70, inclusive, of Table A shall apply.

DISQUALIFICATIONS OF DIRECTORS.

27. The office of Director shall be vacated if the Director :—

- (a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment ; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors ; or
- (c) Is found lunatic or becomes of unsound mind ; or
- (d) Be convicted of an indictable offence ; or
- (e) Becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Companies Act, 1929.
- (f) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month ; or
- (g) Absents himself from the Meetings of Directors for a period of four months without special leave of absence from the other Directors or unless such absence shall be certified by a qualified Medical Practitioner to be due to illness ; or
- (h) Be suspended by the Football Association from taking part in football management.

28. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

29. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said Declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. No Director so interested, concerned or participating or entitled so to participate as aforesaid shall vote in respect of any such contract or arrangement, and if he does so vote, his vote shall not be taken into account. Provided that for the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice, be made with that Company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made.

ROTATION OF DIRECTORS.

30. Articles 73 to 80, inclusive, of Table A shall apply.

PROCEEDINGS OF DIRECTORS.

31. Articles 81 to 88, inclusive, of Table A shall apply.

32. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

BORROWING BY DIRECTORS.

33. The amount for the time being remaining undischarged of moneys borrowed or raised by the Directors for the purposes of the Company (otherwise than by the issue of Share Capital) shall not at any time exceed the Share Capital of the Company without the sanction of the Company in General Meeting. No mortgage or other security or charge upon any assets of the Company to secure more than the

principal money advanced, and interest at $7\frac{1}{2}$ per cent. per annum, shall be issued without the previous consent of the Football Association. All loans to the Company, except with the previous consent of the Football Association, shall be limited to the same rate of interest.

THE SEAL.

34. Article 71 of Table A shall apply.

DIVIDENDS AND RESERVE.

35. The net profits of the Company shall be applied in paying a dividend to the Shareholders on the amount of capital paid up or credited as paid up for the time being, and the balance (if any) may be carried to a reserve fund, or may be expended for the benefit of the Company, or may be given to any charitable institution, or applied for any charitable purpose as the Directors may determine. 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 $7\frac{1}{2}$ per cent. in any year, but if the dividend is paid free of income tax, the present maximum dividend shall be 5 per cent.

36. Subject to the preceding article, Articles 89 to 96, inclusive, of Table A shall apply.

ACCOUNTS.

37. Articles 97 to 101, inclusive, of Table A shall apply.

AUDIT.

38. Article 102 of Table A shall apply.

NOTICES.

39. If a Member has no registered address in the United Kingdom and has not supplied to the Company any address within the United Kingdom or Ireland for the giving of notices to him, he shall not be entitled to have notices served on him.

40. The accidental omission to give notice to any Member or the non-receipt of the notice by any Member shall not invalidate the proceedings at any General Meeting.

41. Articles 103, 105, 106 and 107 of Table A shall also apply.

SHAREHOLDERS SEASON TICKETS.

42. 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 Clause 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.

DISSOLUTION OF THE COMPANY.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Joseph Howarth 17 Cattle Hill Road
 Charles ^{Quinlan} ~~Quinlan~~ Retired Agent
 Thomas Heywood Bulls Head Hotel Wigan
 Arthur Roberts 184 Downing St Wigan
 Peter Dwyer 33 Ryndale Avenue in Macclesfield
 Academy clerk.
 Richard Farrimond 224 Lydlow Lane Wigan
 Colliery Engine Wounded
 William Hurley Green Lane 240 Wallgate
 Wigan Herbalist
 John William Roberts 15 ~~Burley Street~~
 46 Wallgate, Wigan ~~Beaumont~~ Doctor
 George Alexander Woods
 20 Old Red Station in Macclesfield
 Motor Driver

Dated the 1st day of November, 1932.

Witness to the above Signatures:—

John Herbert Farrimond
 224 Lydlow Lane
 Wigan
 Secretary.

DUPLICATE FOR THE FILE.

No. 276043



Certificate of Incorporation

I Hereby Certify,

That

WIGAN ATHLETIC A. F. C. LIMITED

is this day Incorporated under the Companies Act, 1920, and that the Company is Limited.

(Given under my hand at London this eight day of November One

Thousand Nine Hundred and thirty-two.)

Registrar of Companies.

Certificate
received by

W. G. L. L. L.

Date 8. 11. 22.

Memorandum of Association

of the Wigan Athletic A.F.C., Limited.

1. The name of the Company is "WIGAN ATHLETIC A.F.C. 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 promote or cause to be played the game of Association Football, in every way in which the Directors of the Company shall think proper in accordance with the rules, regulations, byelaws and conditions of the Football Association, 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.
 - (2) To acquire and take over all or any of the assets, liabilities and rights of the present unincorporated club, known as the Wigan Athletic Association Football Club, and to enter into any agreement which may be necessary for the acquisition of the same.
 - (3) To take over and continue, with such variations as from time to time may be decided, either by the Shareholders or the Directors, all the rules, registers, books, accounts and other documents of the Wigan Athletic Association Football Club, and to accept, take over or otherwise acquire all such cups, shields, or other prizes as may be held by the Wigan Athletic Association Football Club at the date of the formation of the Company, and to provide for the proper custody, insurance, protection, exhibition, return of, or other dealing with all or any such cups, shields or prizes as aforesaid.
 - (4) To promote, support, or assist in all or any such athletic contests or sports for which any property of the Company may be available, or which may be determined on or approved by the Directors.
 - (5) To acquire, lay out, improve, hold, use or turn to account in any way, football grounds or other athletic grounds, with all such stands, pavilions, buildings, erections and easements, and with all necessary fittings and accessories as the Directors shall deem advisable.
 - (6) To become a member of, and to subscribe to the Football Association, or any association, alliance or league, having objects similar or in part similar thereto.

- (7) To effect assurances against accidents on behalf of and for the benefit of the players of the Company with some recognised assurance society or other body approved by the Football Association or affiliated association or associations.
- (8) To buy and sell all kinds of apparatus, provisions and refreshments, including wines, spirits, malt and other liquors, tobacco, cigars or cigarettes required or used by persons frequenting the Company's premises.
- (9) To purchase, or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery and plant.
- (10) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (11) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (12) To raise money by subscriptions; and to grant any special rights and privileges to Subscribers or Shareholders.
- (13) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled capital of the Company.
- (14) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (15) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other securities, persons subscribing for Shares or procuring subscriptions for Shares.

- (16) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (17) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (18) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (19) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which the Company is authorised to carry on.
- (20) To amalgamate with any company having objects similar to those of this Company.
- (21) To sell or dispose of the whole 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.
- (22) To subscribe or guarantee money for any charitable, benevolent, educational, or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (23) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (24) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (25) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms, or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

(26) 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 employees, or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid, to any person or persons who may have served the Company, or to the wives, widows, children, or other relatives of such persons; and to form and contribute to provident and benefit funds, for benefit of any persons employed by the Company.

(27) To distribute any of the property of the Company among its Members in specie.

(28) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance, or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1928, and the Road Traffic Act, 1930, or to re-insure any risks under any class of assurance business to which those Acts apply.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £3,000, divided into 6,000 Shares of 10s. each. The Company has power to increase or reduce its Capital, or to issue any part of the original or increased Capital with preferences, priorities, rights or privileges, or subject to restrictions, or with rights postponed or deferred. Preference Shares may be issued with a cumulative preferential dividend not exceeding £7 10s. per cent., for a period not exceeding three years, but the Company may not issue more Preference Shares than its subscribed Ordinary Shares. The rights and privileges for the time being attached to any class of Shares may be modified, affected, varied, or extended, or surrendered in manner following, and not otherwise, that is to say, with the consent in writing of the holders of three-fourths of the Shares of such class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of that class. At every such separate General Meeting the quorum shall be two persons holding or representing by proxy one-third of the issued Shares of that class.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
JOSEPH HOWARTH, 117, Castle Hill Road, Hindley. <i>Retired Agent.</i>	One.
CHARLES OSTICK, 101, Mosnes Road, Wigan. <i>Printing Works Proprietor.</i>	One.
THOMAS FLEYWOOD, Bull's Head Hotel, Wigan. <i>Hotel Licensee.</i>	One.
ARTHUR ROBERTS, 181, Dorning Street, Wigan. <i>Master Tailor.</i>	One.
PETER DWYER, 38, Bryn Street, Ashton-in-Makerfield. <i>Railway Clerk.</i>	One.
RICHARD FARRIMOND, 224, Gidlow Lane, Wigan. <i>Colliery Engine Winder.</i>	One.
WILLIAM HARTLEY GREENHALGH, 240, Wallgate, Wigan. <i>Herballist.</i>	One.
JOHN WILLIAM ROBERTS, 46, Wallgate, Wigan. <i>Solicitor.</i>	One.
GEORGE ALEXANDER WOODS, 20, Old Road, Ashton-in-Makerfield. <i>Motor Fitter.</i>	One.

Dated the 1st day of November, 1932.

Witness to the above Signatures:--

JOHN HERBERT FARRIMOND,
224, Gidlow Lane,
Wigan,

Secretary.

For Signatures of Directors, etc.

Joseph. Howarth Director
Charles Ostick Director
Thomas Heywood Director
Arthur Roberts Director
Peter Dwyer Director
Richard Hammond Director
John William Roberts Director
George Alexander Woods Director
William Hartley Greenhalgh Director
Herold Rury Auditor

John Herbert Farremond Secretary

DUPLICATE FOR THE FILE.

No. 270043



Certificate under Section 94 (3) of the Companies Act, 1929,
that a Company is entitled to commence business.

I hereby Certify, That

WIGAN ATHLETIC A. F. C. LIMITED

having complied with the conditions of Section 94 (1) of the Companies Act, 1929, is
entitled to commence business.

Given under my hand at London this twenty-eighth day of June One
Thousand Nine Hundred and thirty-three.

Registrar of Companies.

Certificate received by

W. J. L. L.

Shaw & Sons

Date

30.6.33

13
The Companies Act 1946.



COMPANY LIMITED BY SHARES.

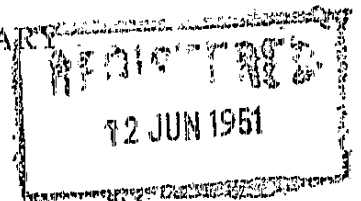
Ordinary and Special Resolutions

OF
Association Football Club

WIGAN ATHLETIC, A.F.C. LIMITED

Passed the 23rd day of May, 1951.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at The Queen's Hall, Market Street, Wigan, on Wednesday, the 23rd day of May, 1951, the following Resolutions were duly passed as ORDINARY and SPECIAL RESOLUTIONS :—



ORDINARY RESOLUTION.

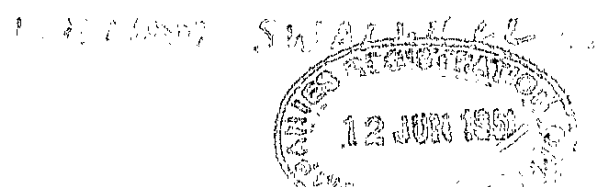
"That the capital of the Company be increased to £7,500 by the creation of 9,000 shares of 10/- each."

SPECIAL RESOLUTION.

"That the Regulations contained in the printed document submitted to this Meeting, and for the purpose of identification subscribed by the Chairman of the Board of Directors of the Company, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of the Company."

William A. ...

Chairman.



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

Association Football Club
Wigan Athletic A.F.C. Limited

PRELIMINARY.

1. These and the following Clauses shall be the Articles of the Company. The Regulations in Table A Part 1 in the First Schedule to the Companies Act, 1948 (hereinafter indicated by the expression "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and such of the Articles of Table A as are hereinafter expressly mentioned the provisions of these Articles shall prevail.

2. Regulation 1 of the Articles of Table A shall apply.

ALTERATION OF ARTICLES.

3. The Company may from time to time (subject to the approval of the Football Association), alter or add to any of these Articles subject to and in the way provided by the Act.

In addition to the above it is a condition of membership of the Association that the proposed Memorandum and Articles of Association of any new Company and any proposed change or changes in the Memorandum or Articles of an existing Company shall be lodged at the Offices of the Football Association at least fourteen days before it is proposed they should become operative or submitted for approval to a General Meeting of Shareholders.

SHARE CAPITAL, AND VARIATION OF RIGHTS.

4. The present Share Capital of the Company is £7,500 divided into 15,000 Shares of 10s. each. Subject to the provisions contained in Clause 5 of the Company's Memorandum of Association, Regulations 2 to 10, inclusive, of the Articles of Table A shall apply.

PREFERENCE SHARES.

5. Preference Shares may be issued with a cumulative preference dividend not exceeding £7 10s. per cent. for a period not exceeding three years in addition to the period covered by the War (that is to say, from 3rd September, 1939, to the date of cessation of hostilities); but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

SHARES.

6. A share shall not be subdivided.

LIEN.

7. Regulations 11 to 14, inclusive, of the Articles of Table A shall apply, with the modification that the words and brackets "(not being a fully paid share)" shall be deleted from the said Regulation II.

CALLS ON SHARES.

8. Regulations 15 to 21, inclusive, of the Articles of Table A shall apply.

TRANSFER AND TRANSMISSION OF SHARES

9. Regulations 22 to 32, inclusive, of the Articles of Table A shall apply, save that the proviso to Regulation 32 shall not apply.

FORFEITURE OF SHARES.

10. Regulations 33 to 39, inclusive, of the Articles of Table A shall apply.

CONVERSION OF SHARES INTO STOCK.

11. Regulations 40 to 43, inclusive, of the Articles of Table A shall apply.

ALTERATION OF CAPITAL.

12. Regulations 44 to 46, inclusive, of the Articles of Table A shall apply.

GENERAL MEETINGS.

13. The Company shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other Meetings in that year, and shall specify the Meeting as such in the Notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

15. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.

NOTICES OF GENERAL MEETINGS.

16. Regulations 50 and 51 of the Articles of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

17. Regulations 52 to 51, inclusive, of the Articles of Table A shall apply.

VOTES OF MEMBERS.

18. Regulations 62 to 74, inclusive, of the Articles of Table A shall apply.

DIRECTORS.

19. The number of Directors shall not be less than seven nor more than eleven. The present Directors of the Company are

WILLIAM SWALWELL,
Springfield Hotel, Wigan.

ARTHUR OSMOND HORROCKS,
"Lynton," Messy Lea Road, Wrightington.

RICHARD FARRIMOND,
75, Throstlecrest Avenue, Wigan.

JOSEPH SMALLSHAW,
Flat 5D, Monument Mansions, Wigan.

JOHN VOSE,
46, Standishgate, Wigan.

SYDNEY SMITH,
14, Lynton Avenue, Wigan.

THOMAS WILSON,
1st, Castle Hill Road, Hindley.

THOMAS RICHARDS,
Ship Hotel, Wigan.

JAMES PIETERS,
802, Atherton Road, Hindley Green.

JAMES AR.
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(b) Becomes bank
his creditors

JAMES ARTHUR BOOTHROYD,
Westmorland Hotel, St. Annes-on-Sea.
Of these the said SYDNEY SMITH, JOHN VOSE and JAMES
ARTHUR BOOTHROYD.

were last elected to be Directors on the 15th day of November, 1950
and WILLIAM SWALWELL, THOMAS WILSON, JAMES PETERS,
CLIFFORD RICHARDS

were last elected to be Directors on the 26th day of October, 1949
and ARTHUR OSMOND HORROCKS, RICHARD FARRIMOND
and JOSEPH SMALLSHAW

were last elected to be Directors on the 26th day of September, 1948

20. No Director shall be entitled to receive any remuneration in respect of his office as Director or as an employee of the Club, but a Director may be paid travelling, hotel and other expenses properly incurred by him in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

21. The shareholding qualification for a Director shall be the holding of at least 100 Shares in the Company.

22. Regulation 78 of the Articles of Table A shall apply.

BORROWING POWERS OF DIRECTORS.

23. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. No mortgage or other security or charge upon any assets of the Company to secure more than the principal money advanced and interest at 7½% per annum shall be issued without the previous consent of the Football Association. All loans to the Company, except with the previous consent of the Football Association, shall be limited to the same rate of interest, but this provision shall not apply to loans made by a banker to the Company by way of overdraft.

POWERS AND DUTIES OF DIRECTORS.

24. Regulations 80 to 87, inclusive, of the Articles of Table A shall apply.

DISQUALIFICATION OF DIRECTORS.

25. The office of Director shall be vacated if the Director:—
(a) Ceases to be a Director by virtue of Section 182 of the Act; or
(b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Becomes of unsound mind; or
- (e) Is convicted of an indictable offence (whether charged upon indictment or not); or
- (f) Resigns his office by giving one calendar month's written notice for the purpose to the Company, in which event his office shall be vacated at the expiration of one calendar month from the date of the giving of the notice; or
- (g) Absents himself from the Meetings of Directors for a continuous period of six months without special leave of absence from the other Directors, provided that for this purpose Directors shall not be taken to be absent during such period as he shall have been unable to attend such Meetings, by reason of illness, according to the certificate of a qualified Medical Practitioner; or
- (h) Shall be suspended by the Football Association from taking part in Football Management.

26. No present or future Director or person proposed as Director shall be disqualified from acting as Director or from becoming a Director or being re-appointed or re-elected a Director by reason only of attaining or having attained the age of seventy or any other age.

ROTATION OF DIRECTORS.

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

28. Regulations 90 to 97, inclusive, of the Articles of Table A shall apply.

PROCEEDINGS OF DIRECTORS.

29. Regulations 98 to 109, inclusive, of the Articles of Table A shall apply.

SECRETARY.

30. Regulations 110 to 112, inclusive, of the Articles of Table A shall apply.

THE SEAL.

31. Regulation 113 of the Articles of Table A shall apply.

DIVIDENDS AND RESERVE.

32. Regulations 114 to 122, inclusive, of the Articles of Table A shall apply, subject (a) to the provisions of Clause 5 of the Company's Memorandum of Association, and (1) to the proviso that a larger dividend shall not be declared than the maximum dividend allowed

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from time to time by the Football Association and be cumulative for a period not exceeding three years in addition to the period covered by the War (that is to say, from 3rd September, 1939, to the date of cessation of hostilities). Until otherwise determined by the Football Association the maximum dividend payable in respect of any year shall be 7½ per cent., but if the dividend is paid free of income tax such maximum dividend shall be 5 per cent.

ACCOUNTS AND AUDIT.

33. Regulations 123 to 127, inclusive, and Regulation 130 of the Articles of Table A shall apply.

NOTICES.

34. Regulations 131 to 134, inclusive, of the Articles of Table A shall apply.

SHAREHOLDERS' SEASON TICKETS.

35. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of 5% from the amount charged to non-Shareholders. Tickets so issued must not be sold and the privilege granted under this Clause shall be restricted to such holder, and in the 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.

WINDING-UP OF THE COMPANY.

36. On the winding-up of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their shares, respectively, and if such assets shall be sufficient to repay the said amount in full, they shall be applied ratably, 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 the rights; but where any call has been made and has been paid by some of the Members such call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to The Football Association Benevolent Fund, or to some other Club or Institute in the (city or county) objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situated within the said (city or county) such club, institution, or charity, to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the Members of the Club, at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment be the Members of the Club, the same to be decided

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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.

37. Subject to the last preceding Article, Regulation 135 of the Articles of Table A shall apply.

INDEMNITY.

38. Regulation 136 of the Articles of Table A shall apply.

MEMORANDUM.

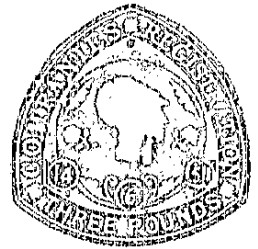
The above printed Articles of Association are the new Articles of Association of WIGAN ATHLETIC A.F.C. LIMITED referred to in the Special Resolution of the Members of the Company passed on this 23rd day of May, 1951, and which new Articles of Association were for the purpose of identification subscribed by me as Chairman of the Board of Directors of the Company.

William Ashwell
Chairman.

Number of
Company } £70047

Form No. 10.

THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Part the
ame
the
pany

WIGAN ATHLETIC

Association
Football Club

LIMITED

REGISTERED
12 JUN 1951

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

ated by

Edward Edward Boyd and Son,

17, F. P. R. R.,

17, F. P. R. R.,

17, F. P. R. R.,

The Joint Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
2 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Copyrights 64

12 JUN 1951

WIGAN ATHLETIC A.F.C.

Limited, hereby gives you notice, pursuant to

"Ordinary," Section 63 of the Companies Act, 1948, that by an Ordinary.....
 "Extra-ordinary," or
 "Special". Resolution of the Company dated the 23rd. day of May 1951.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 4,500

beyond the Registered Capital of £ 3,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
9000	Ordinary	10/-

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

Ranking pari passu with existing Ordinary Shares

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

Signature

William L. L.

State whether Director)
or Secretary :

Director

Date: 1951

day of 1951

1951

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

Number of
Company

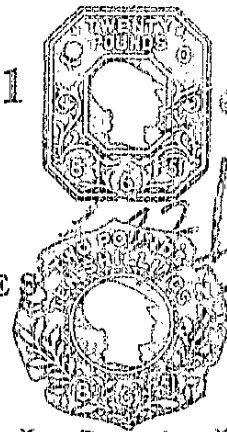
270043

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

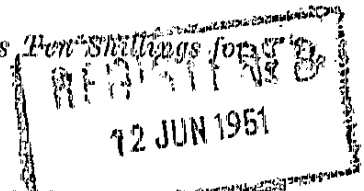
Association Football Club

1951 JUN 12

LIMITED

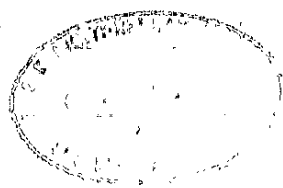
Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

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



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

presented by



The Solicitors' Law Stationery Society, Limited.

22 Abchurch Lane, E.C.4, & Bucklersbury, L.C.4; 49 Redford Row, W.C.1; 5 Victoria Street, S.W.1; 15 Hanover Square, W.1; 56-59 Newhall Street, Birmingham 3; 19 & 21 North John Street, Liverpool, 3; 51-53, Market Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

~~THE~~ ~~ASSOCIATION~~ ~~FOOTBALL~~ ~~CLUB~~
ASSOCIATION FOOTBALL CLUB.

Limited

has by a Resolution of the Company dated
the 23rd day of May 1951 been increased by
the addition thereto of the sum of £4500
divided into :—

5,000 Shares of 10/- each

Shares of each

beyond the registered Capital of Three thousand

pounds.

Signature

William L. L. L.

(State whether Director or Secretary) Director

For and the 23rd day of June 1951

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

THE COMPANIES ACTS 1948 TO 1980

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate+delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

To the Registrar of Companies

For official use Company number

106

270043

Name of Company

WIGAN ATHLETIC A.F.C.

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special]† resolution of the company dated 2nd September 1981the nominal capital of the company has been increased by the addition thereto of the sum of
£ 45,000 beyond the registered capital of £ 7,500A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
90,000	ORDINARY	50p.

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:RANKING PARI PASSU IN ALL RESPECTS
WITH EXISTING SHARESPlease tick here if
continued overleaf+delete as
appropriate

Signed

C. T. Burke.

[Director] [Secretary]† Date 14th September 1981Presentor's name, address and
reference (if any):COLIN BURKE,
SPRINGFIELD PARK,
WIGAN, LANCs.For official use
General section

70

Post room



105

THE COMPANIES ACTS 1948 to 1976
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

Of Wigan Athletic A.F.C. Limited
..... Limited

Passed the.....Second.....day of.....September.....1981.

At an Extraordinary General Meeting of the above-named Company, duly convened
and held at Wigan Athletic Supporters' Club,
..... Springfield Park, Wigan.

on the.....Second.....day of.....September.....1981

the following ORDINARY RESOLUTION(S) was/were duly passed:—

That the share capital of the Company be increased from £7,500
to £52,500 by the creation of an additional 90,000 shares of
50p. each ranking pari passu in all respects with the
existing 15,000 shares of 50p each in the capital of the
Company.

✓

C. T. Burke

C. T. Burke (Secretary)



NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose



Jordan & Sons Limited
Legal and Information Services, Printers and Publishers
Jordan House 47 Brunswick Place, London M1 6EE



COMPANY NUMBER 270043

112

THE COMPANIES ACT
1948-1980

A Company Limited by Shares

SPECIAL RESOLUTION

OF

WIGAN ATHLETIC ASSOCIATION FOOTBALL CLUB LIMITED

AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY DULY
CONVENED AND HELD AT THE SUPPORTERS CLUB, SPRINGFIELD PARK, WIGAN
ON THURSDAY, 28TH OCTOBER, 1982

THE FOLLOWING SPECIAL RESOLUTIONS WAS DULY PASSED ALTERING THE ARTICLES
OF ASSOCIATION

- 1) THAT the Articles of Association of the Company be amended by the
deletion of Clause 23 thereof and the substitution therefore of
the following:-

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

F. P. Y. L.

.....
Signature

Chairman of the meeting.



270043

9

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Wigan Athletic A.F.C. Limited

PRELIMINARY.

1. These and the following Clauses shall be the Articles of the Company. The Regulations in Table A Part I in the First Schedule to the Companies Act, 1948 (hereinafter indicated by the expression "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and such of the Articles of Table A as are hereinafter expressly mentioned the provisions of these Articles shall prevail.

2. Regulation 1 of the Articles of Table A shall apply.

ALTERATION OF ARTICLES.

3. The Company may from time to time (subject to the approval of the Football Association), alter or add to any of these Articles subject to and in the way provided by the Act.

In addition to the above it is a condition of membership of the Association that the proposed Memorandum and Articles of Association of any new Company and any proposed change or changes in the Memorandum or Articles of an existing Company shall be lodged at the Offices of the Football Association at least fourteen days before it is proposed they should become operative or submitted for approval to a General Meeting of Shareholders.

SHARE CAPITAL, AND VARIATION OF RIGHTS.

4. The present Share Capital of the Company is £7,500 divided into 15,000 Shares of 10s. each. Subject to the provisions contained in Clause 5 of the Company's Memorandum of Association, Regulations 2 to 10, inclusive, of the Articles of Table A shall apply.



PREFERENCE SHARES.

5. Preference Shares may be issued with a cumulative preference dividend not exceeding £7 10s. per cent. for a period not exceeding three years in addition to the period covered by the War (that is to say, from 3rd September, 1939, to the date of cessation of hostilities); but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

SHARES.

6. A share shall not be subdivided.

LIEN.

7. Regulations 11 to 14, inclusive, of the Articles of Table A shall apply, with the modification that the words and brackets "(not being a fully paid share)" shall be deleted from the said Regulation II.

CALLS ON SHARES.

8. Regulations 15 to 21, inclusive, of the Articles of Table A shall apply.

TRANSFER AND TRANSMISSION OF SHARES

9. Regulations 22 to 32, inclusive, of the Articles of Table A shall apply, save that the proviso to Regulation 32 shall not apply.

FORFEITURE OF SHARES.

10. Regulations 33 to 39, inclusive, of the Articles of Table A shall apply.

CONVERSION OF SHARES INTO STOCK.

11. Regulations 40 to 43, inclusive, of the Articles of Table A shall apply.

ALTERATION OF CAPITAL.

12. Regulations 44 to 49, inclusive, of the Articles of Table A shall apply.

GENERAL MEETINGS.

13. The Company shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other Meetings in that year, and shall specify the Meeting as such in the Notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

15. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.

NOTICES OF GENERAL MEETINGS.

16. Regulations 50 and 51 of the Articles of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

17. Regulations 52 to 61, inclusive, of the Articles of Table A shall apply.

VOTES OF MEMBERS.

18. Regulations 62 to 74, inclusive, of the Articles of Table A shall apply.

DIRECTORS.

19. The number of Directors shall not be less than seven nor more than eleven. The present Directors of the Company are

WILLIAM SWALWELL,

Springfield Hotel, Wigan.

ARTHUR OSMOND HOTROCKS,

"Lynton," Mossy Lea Road, Wroughtington.

RICHARD FARRIMOND,

75, Throstlecrest Avenue, Wigan.

JOSEPH SMALLSHAW,

Flat 5b, Monument Mansions, Wigan.

JOHN VOSE,

46, Standishgate, Wigan.

SYDNEY SMITH,

14, Lynton Avenue, Wigan.

THOMAS WILSON,

178, Castle Hill Road, Hindley.

CLIFFORD RICHARDS,

Ship Hotel, Wigan.

JAMES PETERS,

802, Atherton Road, Hindley Green.

JAMES ARTHUR BOOTHROYD,

Westmorland Hotel, St. Annes-on-Sea.

Of these the said SYDNEY SMITH, JOHN VOSE and JAMES ARTHUR BOOTHROYD.

were last elected to be Directors on the 15th day of November, 1950 and WILLIAM SWALWELL, THOMAS WILSON, JAMES PETERS, CLIFFORD RICHARDS

were last elected to be Directors on the 26th day of October, 1949 and ARTHUR OSMOND HORROCKS, RICHARD FARRIMOND and JOSEPH SMALLSHAW

were last elected to be Directors on the 26th day of September, 1948

20. No Director shall be entitled to receive any remuneration in respect of his office as Director or as an employee of the Club, but a Director may be paid travelling, hotel and other expenses properly incurred by him in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

21. The shareholding qualification for a Director shall be the holding of at least 100 Shares in the Company.

22. Regulation 78 of the Articles of Table A shall apply.

BORROWING POWERS OF DIRECTORS

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

POWERS AND DUTIES OF DIRECTORS.

24. Regulations 80 to 87, inclusive, of the Articles of Table A shall apply.

DISQUALIFICATION OF DIRECTORS.

25. The office of Director shall be vacated if the Director:--
- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Becomes of unsound mind; or
- (e) Is convicted of an indictable offence (whether charged upon indictment or not); or
- (f) Resigns his office by giving one calendar month's written notice for the purpose to the Company, in which event his office shall be vacated at the expiration of one calendar month from the date of the giving of the notice; or
- (g) Absents himself from the Meetings of Directors for a continuous period of six months without special leave of absence from the other Directors, provided that for this purpose Directors shall not be taken to be absent during such period as he shall have been unable to attend such Meetings, by reason of illness, according to the certificate of a qualified Medical Practitioner; or
- (h) Shall be suspended by the Football Association from taking part in Football Management.

26. No present or future Director or person proposed as Director shall be disqualified from acting as Director or from becoming a Director or being re-appointed or re-elected a Director by reason only of attaining or having attained the age of seventy or any other age.

ROTATION OF DIRECTORS.

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

28. Regulations 90 to 97, inclusive, of the Articles of Table A shall apply.

PROCEEDINGS OF DIRECTORS.

29. Regulations 98 to 109, inclusive, of the Articles of Table A shall apply.

SECRETARY.

30. Regulations 110 to 112, inclusive, of the Articles of Table A shall apply.

THE SEAL.

31. Regulation 113 of the Articles of Table A shall apply.

DIVIDENDS AND RESERVE.

32. Regulations 114 to 122, inclusive, of the Articles of Table A shall apply, subject (a) to the provisions of Clause 5 of the Company's Memorandum of Association, and (b) to the proviso that a larger dividend shall not be declared than the maximum dividend allowed

from time to time by the Football Association and be cumulative for a period not exceeding three years in addition to the period covered by the War (that is to say, from 3rd September, 1939, to the date of cessation of hostilities). Until otherwise determined by the Football Association the maximum dividend payable in respect of any year shall be $7\frac{1}{2}$ per cent, but if the dividend is paid free of income tax such maximum dividend shall be 5 per cent.

ACCOUNTS AND AUDIT.

33. Regulations 123 to 127, inclusive, and Regulation 130 of the Articles of Table A shall apply.

NOTICES.

34. Regulations 131 to 134, inclusive, of the Articles of Table A shall apply.

SHAREHOLDERS' SEASON TICKETS.

35. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of 5% from the amount charged to non-Shareholders. Tickets so issued must not be sold and the privilege granted under this Clause shall be restricted to such holder, and in the 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.

WINDING-UP OF THE COMPANY.

36. On the winding-up of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their shares, respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called up on their shares respectively, and no Member shall be entitled to have any call made upon other Members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the Members such call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to The Football Association Benevolent Fund, or to some other Club or Institute in the (city or county) having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the said (city or county) such club, institution, or charity, to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the Members of the Club, at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment be 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.

37. Subject to the last preceding Article, Regulation 135 of the Articles of Table A shall apply.

INDEMNITY.

38. Regulation 136 of the Articles of Table A shall apply.

MEMORANDUM.

The above printed Articles of Association are the new Articles of Association of WIGAN ATHLETIC A.F.C. LIMITED referred to in the Special Resolution of the Members of the Company passed on this 23rd day of May, 1951, and which new Articles of Association were for the purpose of identification subscribed by me as Chairman of the Board of Directors of the Company.

WILLIAM SWALWELL,
Chairman.



COMPANIES FORM No. 225(1)

225(1)

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

22

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

135

270043

Name of company

* insert full name of company

WIGAN ATHLETIC A.F.C. LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 0 0 6

† delete as appropriate

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

Day Month Year

3 0 0 6 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

company number

the accounting reference date of which is

Signed

[Director] [Secretary]† Date

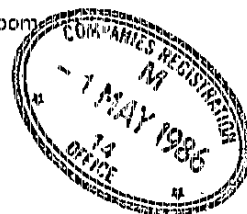
9th April 1986

Presenter's name address and reference (if any): RL/AR

T. & J. L. TUNSTALL & CO.
CHARTERED ACCOUNTANTS.
BOLD STREET HOUSE,
10, EGYPT STREET,
WARRINGTON

For official Use
General Section

Post room



COMPANY NUMBER: 270043

1137

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

WIGAN ATHLETIC A.F.C. LIMITED

Passed the 20th Day of March 1986

At an Extraordinary General Meeting of the above-named Company duly convened and held at Wigan Athletic A.F.C. Limited Supporters Club, Springfield Park, Wigan, Lancs, on the 20th March 1986, the following SPECIAL RESOLUTION was duly passed:-

"That in pursuance of Section 4(1) of the Companies Consolidation (Consequential Provisions) Act 1985, this Company be not re-registered under Section 2 of the said Act as a Public Company".


W. Kenyon
(Chairman)

21st April 1986



FILE COPY



CERTIFICATE STATING THAT AN OLD PUBLIC
COMPANY IS A PRIVATE COMPANY

No. 270043

138

I hereby certify that

WIGAN ATHLETIC ASSOCIATION FOOTBALL CLUB LIMITED

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

Given under my hand at Cardiff the 14th May 1986

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

T.G. THOMAS

An Authorised Officer

9/6
K.S. Mason F.C.A.
J.B. Hickman F.C.A.
K.H. Baldwin F.C.A.
D.J. Shirley A.C.A.
J.A. Spottiswood F.C.A.

**N. R. Barton
& Co.**
Chartered Accountants

070043 136.
10-10 Bridgeman Road,
Wigan, Greater Manchester,
WN1 1TD
Telephone: Wigan 42245
(3 lines)

Curtel JBH/CCR/KW

24th April, 1986.

Yours

The Secretary,
Wigan Athletic A.F.C. Ltd.,
Springfield Park,
Wigan.

Dear Sir,

We hereby give notice of our resignation from Office as auditors of your company in compliance with S.390 Companies Act, 1985.

There are no circumstances connected with our resignation which need be brought to the notice of the members or creditors of the company.

Yours faithfully,

N. R. Barton & Co.

In association with Livesey & Spottiswood
17 George Street, St. Helens, Merseyside WA10 1DB Telephone: St. Helens 30901



*This certificate supercedes the one signed incorrectly
on 14/5/86.*



CERTIFICATE STATING THAT AN OLD PUBLIC
COMPANY IS A PRIVATE COMPANY

No 270043

I hereby certify that

WIGAN ATHLETIC A.F.C. LTD

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

Given under my hand at Cardiff the 15th July 1992.

M. B. MAY (MRS.)

An Authorised Officer



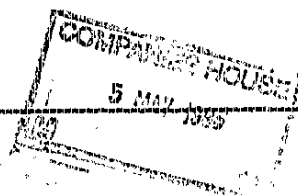
Founded 1932

WIGAN ATHLETIC A.F.C. LIMITED

REGISTERED OFFICE AND GROUND
SPRINGFIELD PARK,
WIGAN, LANCASHIRE WN6 7BA
Tel: (0942) 44433
Fax: (0942) 494654
Latics Clubcell 0891 12 16 55

MEMBERS OF THE FOOTBALL ASSOCIATION
THE FOOTBALL LEAGUE
LANCASHIRE FOOTBALL ASSOCIATION
THE CENTRAL LEAGUE
THE LANCASHIRE FOOTBALL LEAGUE

HONOURS
ELECTED TO THE FOOTBALL LEAGUE
DIVISION FOUR 1978
PROMOTED TO DIVISION THREE 1982
FREIGHT ROVER TROPHY WINNERS 1985



Registered in England No. 270043

AMENDMENTS ADOPTED TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AT AN EXTRAORDINARY GENERAL MEETING HELD ON TUESDAY 20TH APRIL 1993 AT SPRINGFIELD PARK, WIGAN.

1. That the Memorandum and Articles of Association of the Company be amended as follows:-

The words "not be less than seven nor more than eleven" in Clause 19 of the Articles of Association be deleted and in their stead there shall be read the words "not be less than five nor more than nine". The Company may by Ordinary Resolution from time to time alter the maximum number of Directors allowed.

2. That the Memorandum and Articles of Association of the Company be amended as follows:-

Clause 21 of the Articles of Association shall be deleted and in its place the following shall be read:-

"A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings."

3. That the Memorandum and Articles of Association of the Company be amended as follows:-

Clause 20 of the Articles of Association shall be deleted and in its place the following shall be read:-

"20A Subject to the regulations of the Football Association from time to time the ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the

period during which he has held office. Such remuneration shall in no circumstances exceed the limits set by or be in breach of any regulation or rule of the Football Association

20B

A director (or any firm of which he is a member) may act in a professional capacity for the company and be remunerated therefor and may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof"