

No. of Company 324807

C.A. 28A. [No. 41.]

## The Companies Act, 1929.



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

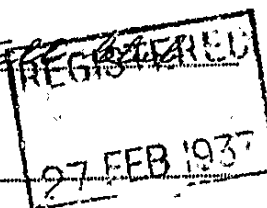
# Declaration of Compliance

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.)

Name of  
Company

Chellénham Town Association Football  
limited



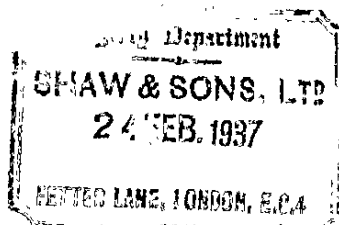
Presented by

Rickerby, Thompson, Yeaman & Howell

Solicitors, 16 Royal Crescent

Chellénham

S. & S. Ltd. L12 S1416(m)



816

I, Charles Henry Twelvetree

of 55, Rodney Road Cheltenham in the County of  
Gloucester

Do solemnly and sincerely declare that I am a person named in the Articles of

\*\*\* a Director  
or "the  
Secretary."

Association as \* Secretary of Cheltenham Town  
Association Football Club

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 Cheltenham in the  
County of Gloucester

the 23<sup>rd</sup> day of February

One thousand nine hundred and thirty seven

before me,

† or Justice  
of the Peace.

A. J. J. J.  
A Commissioner for Oaths †

Charles H. Twelvetree

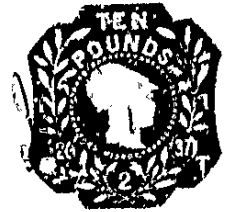
NOTE.—This Declaration may also be made before a Justice of the Peace. If so made the words "Commissioner  
for Oaths" should be deleted and the words "Justice of the Peace" inserted in place thereof.

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

No. of Company

324807

Form O.A. 24.



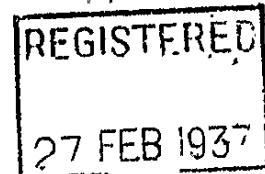
*Cheltenham Town Association Football Club*

LIMITED



# Statement of the Nominal Capital

*made pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)*



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

**SHAW & SONS LTD.,**

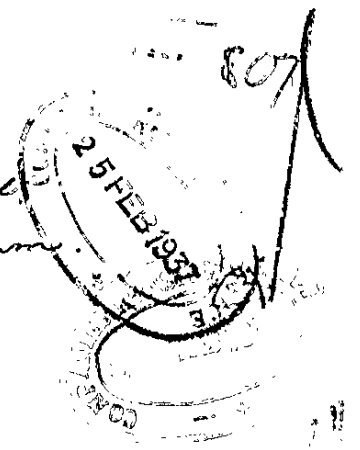
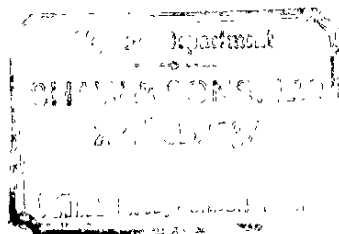
Companies' Publishers, Printers, and Stationers,

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

Presented for registration by

*Reckley, Thompson, Yeaman & Howell*  
*Solicitors, 16, Royal Crescent,*  
*Cheltenham.*

M2. S2255 (11)



# The Nominal Share Capital

of the *Cheltenham Town Association Football Club*

LIMITED,

is £2,500, divided into 5,000 shares of £ ten shillings each.

Signature *Charles H. Forteney*

Description *Secretary*

Date *23<sup>rd</sup> February 1937.*

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



324807

1. 5

THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

CHELTENHAM TOWN ASSOCIATION FOOTBALL  
CLUB LIMITED.

1. The name of the Company is "CHELTENHAM TOWN ASSOCIATION FOOTBALL CLUB LIMITED".
2. The Registered Office of the Company will be situated 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 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.
  - (3) 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.
  - (4) 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.
  - (5) To effect insurance 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, or to become a member of any mutual assurance scheme approved by the Football Association or affiliated association or associations.

Shaw & Sons Ltd  
24 FEB 1930

- (6) To buy and sell all kinds of provisions and refreshments, including wines, spirits, malt and other liquors, tobacco, cigars or cigarettes required or used by persons frequenting the Company's premises.
- (7) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (8) 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, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (9) 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.
- (10) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, 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.
- (11) 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.
- (12) 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.
- (13) To on 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.

- (14) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (15) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (16) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (17) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (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 46 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 grant bonuses, gratuities, pensions or charitable aid to 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.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £2,500, divided into 5,000 Shares of 10/- 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 £7.10.0. per cent. for a period not exceeding 3 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.

No. of Shares  
taken by each  
Subscriber.

Thomas John Craig, 45, Promenade, Cheltenham Insurance Officer.	25. (Twenty-five)
Henry George Bullinger 1 Fairview St Cheltenham Builder	Twenty
Frank Streetland Olenstone Bunnings Lane Postbury (Twenty-five) General Contractor. Glou.	
Nicholas Reed Grove 1 Harp Hill, Cheltenham	(Twenty-five)
Master Printer Wilfrid Arthur Leigh 6 Howard Kingsditch Lane Cheltenham (Civil Engineer)	(Twenty)
Charles Kingsley Langtry 5 Pittville Lawn Cheltenham Provision Merchant	(Twenty)
George Oliver Hitchman The Woodlands Silver Road, Cheltenham Tailor & Dr. etc.	(Twenty)
Harriet Miller Southwood Lodge Cheltenham Manfy Chemical	Twenty
Leroy Tyler Smith, Hatherley St. Cheltenham Office Furniture Manufacturer	(25) Twenty Five

Dated this Twenty-third day of February 1937,

Witness to the above Signatures:-

Sam S. Graham  
16 Royal Circus  
Cheltenham  
Solicitor.

324807

6. 6

THE COMPANIES ACT, 1929.

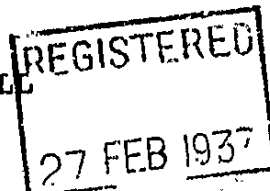


COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

CHELTENHAM TOWN ASSOCIATION FOOTBALL  
CLUB 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.

INTERPRETATION OF ARTICLES.

2. In these Articles unless the context otherwise requires:-

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

"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:

ALTERATION OF ARTICLES.

3. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118 of the 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.

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.

SHARES.

5. The original Share Capital of the Company is £2,500, divided into 5,000 Shares of 10/- each. Articles 2 to 6, inclusive of Table A shall apply.

6. A Share shall not be sub-divided.

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.

COMMISSION.

8. 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.

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

CALLS ON SHARES.

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

### PREFERENCE SHARES.

11. Preference Shares may be issued with a cumulative preferential dividend not exceeding £7.10.0. 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.

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

### FORM AND EFFECT OF TRANSFER.

13. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

### 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, except that in Article 37, sub-clause (b) thereof shall be omitted.

### 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, except that in Article 39 thereof the words "prescribed by the Company in General Meeting" shall be omitted and the words "determined by the Directors" shall be inserted and substituted therefor.

### NOTICE OF GENERAL MEETINGS.

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

PROCEEDINGS AT GENERAL MEETINGS.

20. Articles 44, 45, 46, 47, 48, 49, 51, 52 and 53, of Table A shall also apply.

RESOLUTIONS AT GENERAL MEETINGS.

21. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

DEMAND OF A POLL.

22. Any one or more Members present in person or by proxy entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid up Capital of the Company, shall be entitled to demand a poll.

VOTES OF MEMBERS.

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

CORPORATIONS ACTING BY REPRESENTATIVES.

24. Article 63 of Table A shall apply.

DIRECTORS AND SECRETARY.

25. The number of the Directors of the Company shall not be more than 10 nor less than 3. The names of the first Directors shall be Henry George Ballenger, Thomas John Craig, Charles Kingsley Gregory, Sidney Reed Grove, George Oliver Hitchman, Wilfrid Arthur Leigh, Harold Miller, Percy Tyler Smith and Frank Strickland.

26. The first Secretary of the Company shall be Charles Henry Tortonese.

27. 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. A Director shall not be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company. The Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

POWERS AND DUTIES OF DIRECTORS.

28. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

29. 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.

30. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and in the presence of two Directors and of the Secretary or such other person as the Directors may appoint for the purpose; and those two Directors and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATIONS OF DIRECTORS.

31. 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) Becomes prohibited from being a Director by reason of any order made under Sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Be convicted of an indictable offence; or
- (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) Be suspended by the Football Association from taking part in football management.

32. A Director may hold any other office 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.

33. 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. 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. A Director so interested, concerned or participating or entitled so to participate who has duly declared the nature of his interest in accordance with the provisions of this Article, shall be entitled to vote in respect of any such contract or arrangement.

#### ROTATION OF DIRECTORS.

34. Articles 73 and 75 to 80, inclusive, of Table A shall apply.

35. The Directors, to retire in every year, shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those Directors shall retire who polled the least number of votes on their last election.

#### PROCEEDINGS OF DIRECTORS.

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

37. 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.

38. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

DIVIDENDS AND RESERVE.

39. The net profits of the Company may 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, or 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, or any combination of any of the aforesaid objects 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.

40. Subject to the preceding Article, Articles 89 to 96, inclusive, of Table A shall apply.

ACCOUNTS.

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

AUDIT.

42. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

NOTICES.

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

44. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

45. 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 not be entitled to have a notice served on him.

SHAREHOLDERS SEASON TICKETS.

46. 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 shall not be sold or granted to any other transferee.



DISSOLUTION OF THE COMPANY.

47. 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 same amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called upon 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 Institution in the County of Gloucestershire 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.

Thomas John Kroeig, 45, Promenade, Cheltenham  
 Insurance Official.  
 Henry George Ballinger 1 Faison St Cheltenham  
 Builder  
 Ernest Stuckland Clouston. Business Agent Hestrey.  
 Or General Contractor  
 Sidney Reed Grove, 1 Harp Hill Villas, Cheltenham  
 Master Printer  
 Wilfrid Arthur Leigh  
 Portswell, Tidingsoliter Lane, Cheltenham  
 (Civil Servant)  
 Charles Knigley Longory 5 Pittville Lawn Cheltenham Provision Merchant  
 Geo. Henry Withers 21 Woodlands Estate Rd. Cheltenham. To. & Dr. 1/6  
 Horae. Miller Southwood Lodge Cheltenham Messy Chemist  
 Percy Syler Smith Heatherdene Hatherly Rd  
 Office <sup>up</sup> Furniture Manufacturer

Dated this *Twenty Three* day of *February* 1937

Witness to the above Signatures:-

Sam H. Greenman

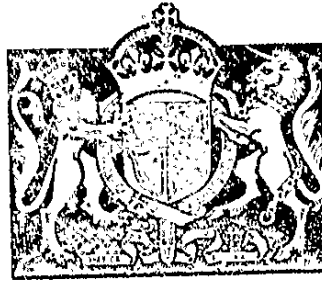
16 Royal Circus

Chelidonium

Spicing.

DUPLICATE FOR THE FILE.

No. 222222



# Certificate of Incorporation

I Hereby Certify,

That

CHICHESTER TOWN ASSOCIATION FOOTBALL CLUB LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-seventh day of February One

Thousand Nine Hundred and thirty-seven.

*W A McKenna*

Registrar of Companies.

Certificate  
received by

Date

1-3-37

## The Companies Act, 1929.



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

## Declaration

That the Conditions of Section 94 (1) (a) and (b) of The Companies Act, 1929, have been complied with.

Pursuant to Section 94 (1) (c).

Name of  
Company

*The Letcham Town Association Football Club*

*LIMITED.*

(To be used by a Company which issued a Prospectus on or with reference to its formation.)

REGISTERED

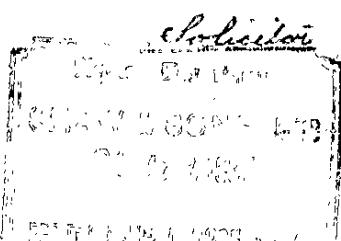
21 APR 1937

SHAW & SONS  
LIMITED.

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

Presented by

*Richard Thompson, Yeaman & Howell*



*16, Royal Crescent*

*The Letcham*

21 APR 1937

367

I, *Charles Henry Portonese*,  
of *35, Rodney Road, Cheltenham in the County of*  
*Gloucester, Certified Accountant*,  
being (a) *the Secretary*  
of *Cheltenham Town Association Football Club*  
*Limited*,  
do solemnly and sincerely declare:—

That the amount of the share capital of the Company offered to the public for subscription is *£2500.0.0*,

That the amount stated in the prospectus as the minimum amount which, in the opinion of the directors must be raised by the issue of share capital in order to provide for the matters specified in paragraph 5 in Part I of the Fourth Schedule to the Companies Act, 1929, is *£1400.0.0*

That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of *£1400.10.0*

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

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at *Cheltenham*  
*in the County of Gloucester*  
the *22nd* *twentieth* day of  
*April* one thousand  
nine hundred and *thirty seven*  
before me

*W. C. H. Jones*  
Commissioner for Oaths (b)

*Charles H. Portonese*

(a) "the Secretary" or "a Director,"  
(b) or Notary Public or Justice of the Peace.

DUPLICATE FOR THE FILE.

No. 824307



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

**I Hereby Certify,**

That

**CHELTEMHAM TOWN ASSOCIATION FOOTBALL CLUB 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-first** day of **April** One  
Thousand Nine Hundred and **thirty-seven**.

*W A McKean*

Registrar of Companies.

Certificate received by.....

Date. **23/4/37**



THE COMPANIES ACT, 1948.

Copy

SPECIAL RESOLUTION

(Pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

of

CHELTENHAM TOWN ASSOCIATION FOOTBALL CLUB,  
LIMITED.

Passed the 16th day of November, 1959.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Bennington Hall, Cheltenham, on the 16th day of November, 1959, the following SPECIAL RESOLUTION was duly passed :-

That the Articles of Association of the Company be altered by deleting Article 21 and substituting therefor the following Article:-

21. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands except that in the case of a resolution for the appointment or removal of a Director where, instead of a show of hands, the vote of the Meeting shall be by ballot unless a poll is (before or on the declaration of the result of the show of hands or ballot) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands, or by ballot, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution."

*W. C. L. L. L.*

CHAIRMAN.

104  
- 3 DEC 1959

## THE COMPANIES ACT, 1948.

Copy

## SPECIAL RESOLUTION

(Pursuant to the provisions of Sections 141(2) and 143(1)  
of the Companies Act, 1948)

of

CHEL TENHAM TOWN ASSOCIATION FOOTBALL  
CLUB, LIMITED.

Passed the 15th day of July, 1963.

At an Extraordinary General Meeting of the Members of the  
above-named Company, duly convened and held at the Black and  
White Coach Station Restaurant, St. Margaret's Road, Cheltenham,  
on the 15th day of July, 1963, the following SPECIAL  
RESOLUTION was duly passed:-

"That Article 29 of the Articles of Association of the  
Company (which has references to Borrowing by  
Directors on behalf of the Company) be and it is hereby  
deleted and the following Article shall be substituted  
in its place:-

29. The Directors may from time to time, at their  
discretion, raise or borrow any sum or sums of  
money, for the purposes of the Company, and may  
secure the sums so raised or borrowed by mortgage  
of the whole or any part of the property or assets of  
the Company, both present and future, including the  
uncalled Capital of the Company, or by Debentures,  
Debenture Stock or other securities, charged upon the  
said property or assets of the Company".

Marcus Hayles & Co  
Windsor House,  
Bayswater Road,  
Cheltenham 62

J. Perrett  
CHAIRMAN.



G

Please do not  
write in this  
binding margin



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

\*delete as  
appropriate

# THE COMPANIES ACTS 1948 TO 1980

## Declaration by old public company that it does not meet the requirements for a public company

Pursuant to section 8(9) of the Companies Act 1980

Form No. RG

R9

For official use

Company number

[1614]

324807

Name of company

CHELTONHAM TOWN ASSOCIATION FOOTBALL CLUB LTD.

Limited

I, DONALD OVERSON PERRY

of 15 ROYAL CRESCENT

CHELTONHAM, GLOS.

being [the Secretary] [a Director]\* of the above named company do solemnly and sincerely declare:  
that the company does not at the time of this Declaration satisfy the conditions  
specified in section 8(11) of the Companies Act 1980

And I make this solemn Declaration conscientiously believing  
the same to be true and by virtue of the provisions of the  
Statutory Declaration Act 1835

Declared at Cheltenham  
in the County of Gloucester

the 25<sup>th</sup> day of January

One thousand nine hundred and ninety two.

before me

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

Signature of Declarant

D. Perry

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

D. N. PERRY  
15 ROYAL CRESCENT  
CHELTONHAM.  
GLOS.

For official use  
General section

Post room



# FILE COPY



## CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 324807 / 165

I hereby certify that

**CHELTENHAM TOWN ASSOCIATION FOOTBALL CLUB LIMITED**

is, with effect from 28TH APRIL 1982 ..... a private company  
within the meaning of the Companies Act 1980.

Dated at Cardiff the 28TH APRIL 1982

A handwritten signature in ink, appearing to be 'J. J. J.', written over a horizontal line.

**Assistant Registrar of Companies**



## CLARK WHITEHILL

Chartered Accountants  
Carrick House Lypiatt Road Cheltenham GL50 2QJ  
Telephone 0242 34421

324807.

RFD/AGS/KH

2 May 1989

The Secretary  
Cheltenham Town Association  
Football Club Limited  
The Club House  
Whaddon Road  
Cheltenham  
Glos

Dear Sir

We hereby tender our resignation as auditors to the company with effect from todays date.

For the purpose of Section 390 Sub-section 2 Companies Act 1985 we confirm that we are not aware of any circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

In accordance with Section 390 Sub-section 3 Companies Act 1985 we have sent a copy of this notice to the Registrar of Companies on your behalf.

Yours faithfully  
CLARK WHITEHILL

*Clark Whitehill*



Facsimile 0242 243921

Our ref C4477/S1/B/PTJB/SAH

The Company Secretary  
Cheltenham Town Football Club Ltd  
Whaddon Road  
CHELTENHAM  
Glos  
GL52 5NA

4 June 1991

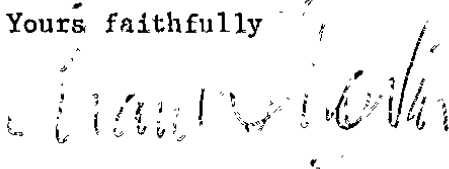
Dear Sir

In accordance with the Companies Act 1985, Section 392, we wish to inform you of our intention to resign as auditors with immediate effect.

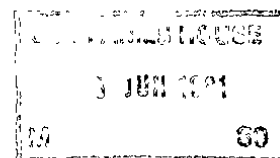
In our opinion there are no circumstances connected with our ceasing to hold office which we consider should be brought to the notice of members or creditors of the company.

We shall deposit a copy of this notice with the Registrar of Companies within twenty-one (21) days.

Yours faithfully



GRANT THORNTON



G

COMPANIES FORM No. 123

Notice of increase  
in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 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

[ ] [ ] [ ] [ ]

324807

Name of company

\* CHEL TENHAM TOWN ASSOCIATION FOOTBALL CLUB LIMITED

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated November 29th 1991 the nominal capital of the company has been  
increased by £ 97,500 beyond the registered capital of £ 2,500

5 the copy must be  
printed or in some  
other form approved  
by the Registrar

A copy of the resolution authorising the increase is attached.5

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 follow:

by the creation of 195,000 50p Ordinary Shares in the capital of  
the Company ranking parri passu with the existing shares in the capital  
of the Company

# Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



✓ Designation#

Date 4-1-92

Please tick here if  
continued overleaf

☐

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

BRETHERTON PRICE & ELGOODS  
123 PROMENADE  
CHEL TENHAM  
GL 50 1NW  
(JPB)

For official Use  
General Section

Post room

COMPANIES HOUSE  
- 8 JAN 1992  
8

COMPANY NUMBER: 324807

THE COMPANIES ACTS 1929 & 1989  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

CHELTENHAM TOWN ASSOCIATION FOOTBALL CLUB LIMITED

At an Extraordinary General Meeting of the Members of the above named company duly convened and held at Whaddon Road Cheltenham on the 29th day of November 1991 the following Resolution was passed as a Special Resolution

ORDINARY RESOLUTION

1. That the authorised capital of the Company be increased from the present authorised share capital of £2,500 divided into 5,000 shares of 50p each to £100,000 by the creation of 195,000 shares of 50p each to rank in all respects parri passu with the existing shares of the Company

.....  
D Deacon  
Chairman



COMPANY NUMBER: 324807

THE COMPANIES ACTS 1929 & 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

CHELTENHAM TOWN ASSOCIATION FOOTBALL CLUB LIMITED

At an Extraordinary General Meeting of the Members of the above named company duly convened and held at Whaddon Road Cheltenham on the 29th day of November 1991 the following Resolution was passed as a Special Resolution

SPECIAL RESOLUTION

1. That the regulations set forth in the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the articles of association of the company, in substitution for, and to the exclusion of, all the existing articles thereof.

.....  
D Deacon  
Chairman

